



HEALTHCARE BUSINESS MANAGEMENT ASSOCIATION

2024

**Healthcare Business Management Association
CONFIDENTIALITY & CONFLICT OF INTEREST AGREEMENT**

The Healthcare Business Management Association (HBMA) Confidentiality and Conflict of Interest Agreement covers all HBMA Board of Directors, members of Standing Committees and as a member of any special committee that is created by the Board of Directors. At the beginning of each fiscal year all individuals fulfilling such a role will be required to sign this agreement before participating in the position elected or assigned to. Should you be elected or appointed to an HBMA Committee during the fiscal year, you will be required to sign this agreement before participating.

HBMA appreciates your services as a volunteer and is grateful for your commitment to handle HBMA information in a most confidential manner. It is also essential you be aware of any and all conflicts of interest you may have with the “best” interests of HBMA. As a volunteer, you may have access to confidential information of HBMA that is not in the public domain. Examples of this type of information include HBMA internal information about its actual and planned activities as a trade association; HBMA financial information; HBMA strategies and policies for representation of its members; information about or derived from interactions of HBMA representatives with legal counsel, HBMA consultants, government or other health care industry representatives, or other third parties with which the HBMA interacts in the course of its affairs; and other information that is either expressly identified as confidential or non-public by HBMA representatives or that by its very nature, is something that a reasonable person would understand to be confidential or non-public.

It is vital to the functioning of the HBMA that you keep all confidential / non-public Information in the strictest of confidence, not be disclosed by you to others, within or outside the HBMA, except in the course of your services as an HBMA volunteer or as required by law, and not be used or disclosed by you for any purpose not directly related to your services as an HBMA volunteer. It is further vital that any conflict of interest, or potential conflict of interest, you may have with the work of HBMA be reported to the HBMA President or Executive Director prior to any participation in any activity being discussed or developed. This obligation of confidentiality and disclosure will continue for a period of one (1) year beyond the end of your term of service as an HBMA volunteer and applies to all services that you may fulfill as an HBMA volunteer at any time during the course of your HBMA affiliation.

It is not the intent of HBMA to limit your volunteer service to other professional organizations or associations. HBMA believes that your service among a variety of organizations, of interest to you, is good for you and whom you serve. The intent of this document is only to call attention to the needs of HBMA and to be clear on what is expected so as not to damage or diminish the work of HBMA, on behalf of its Membership.

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Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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Healthcare Business Management Association Confidentiality and Conflict of Interest Agreement

Upon execution of the Healthcare Business Management Association' Confidentiality and Conflict of Interest Agreement, I hereby agree to:

- Fulfill my volunteer service to HBMA in a loyal fashion.
- Hold all relevant information in the strictest of confidence.
- Disclose any conflict, or potential conflict, of interest prior to participation on a matter.

Please list disclosures below:

Accepted and Agreed By:

Signature Board/Committee:

Printed Name Date

HBMA
E-mail: info@hbma.org