

# **THE AMERICAN SOCIETY FOR CELL BIOLOGY**

## **CONFLICT OF INTEREST POLICY**

### **I. Who Is Covered?**

This policy applies to the members of the Society's Council, committees, and Society employees (the "Society's Leaders").

### **II. What Constitutes a Conflict of Interest?**

It is a conflict of interest if a Society Leader has an actual or apparent impediment to acting in the Society's best interest.

### **III. Why Must Conflicts of Interest Be Resolved?**

Conflicts of interest are not necessarily damaging to an organization, unless they are unresolved. For example, a nonprofit may obtain the best business arrangement, such as with the purchase of computers, from a supportive Director or a Council member's spouse. This is permissible as long as certain procedures are followed that disclose and resolve the conflict.

Under the common law, it is the fiduciary Duty of Loyalty that prohibits nonprofit organizations from permitting unresolved conflicts of interest among decision-makers. Society Leaders resolve conflicts in order to ensure that they are acting in the interests of the Society and not for any personal or third-party gain, promotion of commercial interests, or financial enrichment. Thus, to fulfill this Duty, Society Leaders with conflicts may be required to withdraw from certain discussions and decision-making. This policy identifies and facilitates the resolution of conflicts of interest by such means.

### **IV. Obligations under the Policy.**

- A. Society Leaders are expected to: (1) acknowledge their receipt and willingness to comply with the Society's Conflict of Interest Policy; (2) fully disclose any actual or potential conflicts of interest; and (3) as directed by their unconflicted colleagues or supervisors remove themselves from: (a) discussion; and/or, (b) voting or decision-making on a matter where they are conflicted, and the conflict cannot be resolved in another way.
- B. As a general principle, information learned in Council, committee, staff, and editorial board meetings is confidential, and may not be used or disclosed without the Society's consent unless it is otherwise publicly available or is made public by the Society.
- C. Society Leaders are expected to take responsibility for applying this policy to their circumstances, and for basing their decisions on behalf of the Society solely on merit.

### **V. Conflicts of Interest Explained and Actions Prohibited.**

Conflicts of interest typically occur in two ways: (1) a role conflict, where one person holding similar positions with ASCB and with another society cause an ongoing conflict that would require that person at times to favor or disadvantage ASCB (e.g., serving as an annual meeting program chair for ASCB and another society simultaneously); and (2) a transactional conflict, where a particular situation, decision, or action by a Society Leader does or could conflict with

the best interests of the Society (e.g., selecting as an award recipient an individual who makes decisions about one's compensation).

**(1) Conflicts Arising From Personal and Financial Interests and Relationships.** It is a conflict of interest if Society Leaders place, or appear to place, their own, their relatives', or any third-party's financial, personal, business or organizational interest above that of the Society's.

**(a) Explanation:** The decision-making and contracting procedures of the Society must protect the Society and be uninfluenced by the presence or appearance of influence by personal considerations and relationships. The integrity of the Society is affected by whether the members, funders, and stakeholders respect the procedures by which the Society allocates its resources (e.g., contracts, conference presentations, awards). A conflict involving outside interests is manifested when Society Leaders use their status, or the Society's equipment, materials, resources, or property, for their personal or third-party gain.

**(b) Examples of Prohibited Activities:**

- i. A Society Leader cannot vote on a matter pertaining to someone with whom the Leader has a personal relationship that goes beyond that of a professional acquaintance or casual friendship, unless the relationship is disclosed and unconflicted colleagues also voting on the matter approve.
- ii. A Society Leader cannot participate in Society decisions that could increase the value of a commercial enterprise in which the leader -- or an individual with whom he or she has a personal relationship that goes beyond that of a professional acquaintance or casual friendship has a financial interest, either directly or indirectly (e.g., through a business partnership).
- iii. A Society Leader cannot vote on a position statement or other matter that would specifically benefit an institution with whom the Society Leader or a relative currently has or seeks a personal affiliation.

**(2) Conflicts Arising from Outside Professional and Personal Activities.** It can be a conflict of interest if the substance of a Society Leader's personal activities or service for another entity contravenes or competes with the Society's interests.

**(a) Explanation:** Leaders have a duty of loyalty to the nonprofit organization that they serve. This requires Leaders to place the interests of the organization before the interests of a competing organization.

**(b) Examples of Prohibited Activities:** It is generally acceptable for ASCB Leaders to be a member or a leader of another scientific society – even in a discipline that overlaps significantly with that of the ASCB. However, under the following specific circumstances, a dual role or activity is prohibited.

- i. Society Leaders advocating or favoring positions and interests that are inconsistent with that of the Society have a conflict of interest with the Society and are expected to resolve the conflict by: (1) disclosing that conflict; (2) refraining from participating in Society discussions intended to identify strategies to pursue to

achieve the outcome favored by ASCB; and (3) refraining from any conduct, when pursuing an inconsistent position, that would suggest that their contrary efforts are being undertaken on behalf of the Society.

- ii. In contrast to a Society Leader individually pursuing his or her personal convictions (noted immediately above), a Society Leader cannot volunteer or be paid to lobby for another organization with conflicting interests or goals.
- iii. Using any confidential information (e.g., negotiated vendor rates, ideas for new ASCB initiatives, etc.) that is not publicly available, and that is obtained by association with ASCB planning and/or involvement in ASCB programs, committees, Council, task forces, or operations to benefit the Leader, someone with whom the Leader has a personal relationship that goes beyond that of a professional acquaintance or casual friendship, or another organization or entity, is a conflict.
- iv. Serving in dual positions with the ASCB and another entity that requires one to favor or disfavor one organization over the other is a conflict.

**(c) Examples of Activities Not Prohibited:**

- i. Because the Society values and promotes free speech among its members and Leaders, Society Leaders advocating or favoring positions and interests that are inconsistent with that of the Society are not required to recuse themselves when the Society debates or votes on taking such positions.
- ii. Service on the editorial board of another journal, even if the subject matter of that journal overlaps significantly with the subject matter of one of our own journals, is not by itself a prohibited activity. However, no privileged information or knowledge of operational details (e.g., subscriber numbers, prices negotiated with outside vendors, finances, etc.) can be shared with the other journal without first obtaining permission to do so from the appropriate ASCB authorities.

**(3) Conflicts Involving Gifts, Gratuities, Preferential Treatment.** It is a conflict of interest if a Society Leader solicits or accepts gifts, gratuities, free trips, honoraria, personal property, or anything of value (“gifts”) from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Society.

**(a) Explanation:** Inducements provided to influence decision-making of Society leaders – or that may have the indirect or direct effect of influencing this decision-making – interfere with the proper operation of the Society and cause a conflict of interest. A conflict of this type is manifested when Society Leaders solicit or accept gifts from vendors or from anyone seeking to do business with, or to receive special treatment from, the Society.

**(b) Examples of Prohibited & Approvable Activities:**

- i. A Society Leader cannot ever solicit – or accept – a free trip, gratuity, honorarium, or gifts cumulatively valued in excess of \$100 in any year from an actual or potential vendor to the Society (e.g., exhibitor at the Annual Meeting or advertiser in the Society’s publications) unless the excess gift is approved by the Executive Director or a Society Officer. (An appropriate “gift” might be a hotel room for a staffer making a site visit when a letter of intent has been signed with that city or an amenity provided to all VIPs at an already contracted hotel.)
- ii. A single gift of over \$100 in value to a Society staff member is prohibited, unless approved by the Executive Director (which may most often occur when a gift is shared by the full ASCB staff, such as with flowers, candy, or popcorn).
- iii. Society Leaders cannot attend meals or receptions or entire events sponsored by actual or would-be vendors if such events are valued at more than \$100 per person unless approved by the Executive Director or a Society Officer. (Such approvable events may occur at educational events and involve groups of attendees.)

**(c) Examples of Activities Not Prohibited:** Society Leaders offered gifts due to their status with the Society may personally receive such gifts, up to \$100 aggregate annual value from any one person or entity doing business with the Society. To receive gifts from a *potential* vendor/contractor valued in excess of that, the Society Leader must obtain approval from the Executive Director or a Society Officer, and such gifts must be shared with Society staff and/or members when possible.

**VI. Addressing Specific Conflict of Interest Questions.**

*This Policy empowers the Council, itself or through the Executive Committee, to review and address any questions about actual or potential conflicts of interest, or to establish a standing or ad hoc committee to do so.*

\_\_\_\_\_  
Signed, as understood and agreed to

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name printed