



# AMERICAN OPTOMETRIC ASSOCIATION

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## **Conflict of Interest**

### **Policies and Disclosures**

**Prepared by the Judicial Council  
of the  
American Optometric Association**

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Revised 2002  
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# TABLE OF CONTENTS

	Page
A. <b>Introduction</b> .....	3
B. <b>Conflict of Interest Policies</b> .....	3
1. Restriction on Endorsements by AOA.....	3
2. Restrictions on Improper Use of Names, Photographs, Titles and Positions of Elected Officials .....	3
3. Restriction on Affiliations by Members of the Board of Trustees which Conflict with AOA Objectives and Policies .....	4
4. Restrictions on Personal Interests that would Compromise the Ability of a Member of the Board of Trustees to Perform His or Her Responsibilities .....	4
5. Restrictions on Voting and Discussions by a Member of the Board of Trustees Having a Conflict of Interest.....	4
6. Board of Trustees Policy Containing Restriction with Respect to Articles, Statements, and Speeches by AOA Officers, Trustees, Volunteers and Staff ...	4
7. Board of Trustees Policy Containing Restriction on Solicitation or Acceptance of Gifts .....	5
C. <b>Disclosure Provisions</b> .....	5
1. Disclosures by all AOA Elected Officials, Volunteers and Staff .....	5
2. Disclosures to the House of Delegates by Members of the Board of Trustees and Candidates for the Board of Trustees. ....	5
D. <b>Administrative Provisions</b> .....	6
1. Judicial Council.....	6
2. AOA Counsel .....	7
E. <b>Conclusion</b> .....	7
APPENDIX.....	8
1. House of Delegates Resolution 392 .....	8
2. House of Delegates Resolution 1982 .....	11
3. House of Delegates Resolution 1910 .....	12
4. Board of Trustees Policy regarding Articles, Statements or Speeches by AOA Officers, Trustees, Volunteers and Staff .....	13
5. Board of Trustees Policy regarding Unprofessional Conduct .....	13
6. Disclosure Form .....	14

## A. Introduction

The Judicial Council is publishing this Manual to summarize the following: AOA conflict of interest policies; disclosure requirements for AOA members, staff and volunteers; restrictions on activities and endorsements by members of the AOA. These procedures are outlined in the AOA House of Delegates Resolutions 392, 1910 and 1982, adopted in 1938, and 2012 and modified in 2012 and 2015. Additionally, the AOA Board of Trustees has adopted two other important policies relating to the conduct of AOA officials, volunteers and staff. The full text of Resolutions 392, 1910 and 1982, along with the two Board of Trustees policies, are included in the Appendix to this Manual.

## B Conflict of Interest Policies

### 1. Restriction on Endorsements by AOA

The Second Resolve of Resolution 1982 states that the AOA may not approve the endorsement of any procedures, instruments, or products provided directly to patients or involved in patient care.

However, the First Resolve states that the AOA may approve the endorsement of business entities of affinity programs related to the practice of optometry that are determined to benefit its members and are not provided directly to patients or used in patient care.

### 2. Restrictions on Improper Use of Names, Photographs, Titles and Positions of Elected Officials

The Seventh Resolve of Resolution 392 provides that AOA elected officials shall not allow their names, photographs, titles and/or positions with the Association to be used improperly by any other entity to advance that entity's business interests, and/or for the elected official's own personal financial gain.

The Judicial Council notes that AOA elected officials include AOA Officers, Trustees and Section Officers and Council members elected by a Section. Elected officials do not include volunteers appointed by the House of Delegates, the Board of Trustees or the President.

Questions as to whether the specific use of an elected official's name, photograph, title and/or position is, or would be, improper under Resolution 392 may be submitted in writing to the Chair of the Judicial Council. The Judicial Council will promptly review and respond to such questions.

It is also noted that the AOA House of Delegates previously had adopted a standard providing guidance for all officials of optometric organizations. The 2011 AOA Standards of Conduct indicates that an optometrist holding an official position in any optometric organization should avoid any semblance of using the position for self-aggrandizement.

3. Restriction on Affiliations by Members of the Board of Trustees which Conflict with AOA Objectives and Policies

The Third Resolve provides that a member of the AOA Board of Trustees may not serve on a board or advisory board, or as a principal, agent or employee of, or have any other active personal affiliation with, any other entity, if such affiliation would conflict with AOA objectives or policies. The Second Whereas to Resolution 392 indicates that the participation of members of the AOA Board of Trustees on boards or advisory boards of other entities may be beneficial to the advancement of AOA's objectives if there is no such conflict. The Judicial Council is available to respond to questions whether a specific affiliation is or would be prohibited by Resolution 392 because of a conflict with AOA's objectives and policies.

The Judicial Council notes that the Third Resolve does not apply to other elected AOA officials and to volunteers. In the event that such an official or volunteer has an affiliation which conflicts with AOA objectives or policies, that individual would be expected to comply with applicable requirements of Resolutions 392 and 1910 relating to disclosure of conflicts of interests.

4. Restrictions on Personal Interests that would Compromise the Ability of a Member of the Board of Trustees to Perform His or Her Responsibilities

The Fifth Resolve states that the House of Delegates shall not elect a candidate for the Board of Trustees who has, nor shall a member of the Board of Trustees develop, a personal interest of such a nature that it would compromise the individual's ability to perform his or her responsibilities as a member of the Board of Trustees. Accordingly, the Third Resolve bars a member of the Board of Trustees from having an affiliation that would conflict with AOA's objectives and policies; the Fifth Resolve bars a candidate or a member of the Board of Trustees from having a personal interest that would compromise the individual's ability to discharge his or her duties.

5. Restrictions on Voting and Discussions by a Member of the Board of Trustees Having a Conflict of Interest

The First Resolve provides that a member of the AOA Board of Trustees shall not participate in the discussion and voting on any matter in which the member may have a conflict of interest. The Judicial Council recommends that, in such a case, the minutes of the meeting reflect that the member made a disclosure of the conflict to the Board and that the member abstained from participating in the discussions and voting on the matter. The member may also elect to depart from the meeting room prior to the deliberations and voting.

6. Board of Trustees Policy Containing Restriction with Respect to Articles, Statements, and Speeches by AOA Officers, Trustees, Volunteers and Staff

In 1994, the Board of Trustees adopted a policy that, in writing an article or making a statement or speech, a volunteer or staff person should avoid creating the impression that a position is the policy of the AOA if the position in fact has not been adopted by the

House of Delegates or the Board of Trustees. The policy further provides that an AOA volunteer or staff member should be careful to distinguish between AOA policy and his or her own personal views. This policy was revised in 2002 to require a disclaimer in certain circumstances.

7. Board of Trustees Policy Containing Restriction on Solicitation or Acceptance of Gifts

A 1991 Board policy states that it is unprofessional conduct for an elected official, volunteer or staff person directly or indirectly to solicit or accept a thing of value by inducing the reasonable belief that the giving of the thing of value will influence his or her official AOA actions.

**C. Disclosure Provisions**

1. Disclosures by all AOA Elected Officials, Volunteers and Staff

The Second Resolve affirms House Resolution 1910, which was adopted in 1995 and combined two resolutions that had previously been enacted in 1993 and 1994. Resolution 1910 requires all AOA elected officials, volunteers and staff to disclose any potential conflict of interest when engaged or about to engage in AOA activities. It also requires them to execute an annual statement that they will reveal personal business interests relating to any activities in which AOA is engaged.

The Judicial Council notes that, since the House of Delegates affirmed Resolution 1910, the disclosure procedures and forms previously established under Resolution 1910 generally will be continued. A few, minor modifications of the forms will be implemented.

Each year, all elected and appointed volunteers and staff will complete a conflict of interest disclosure form. Copies of the forms, together with instructions for their completion and submission, will be provided to all volunteers and staff by AOA Counsel. A sample copy of these forms, entitled Disclosure of Conflict of Interest by All Elected and Appointed Volunteers and Staff, is included as an attachment.

As in the past, the disclosure form states that the individual will advise AOA if a possible conflict of interest arises after the submission of the disclosure form. The Judicial Council recommends that, in such a case, a new disclosure form should be executed immediately by the individual and submitted to the AOA General Counsel.

2. Disclosures to the House of Delegates by Members of the Board of Trustees and Candidates for the Board of Trustees.

Sixth Resolve provides that all members of the Board of Trustees shall annually disclose any potential conflict of interest by providing to the House of Delegates a description of any personal business interest, affiliation or activity with any entity that may have the potential to give rise to a conflict of interest with AOA or its objectives and policies.

Similarly, the Fourth Resolve states that a candidate for the Board of Trustees shall publicly disclose any potential conflict of interest and provide to the House a description of any personal business interest, affiliation or activity with any entity that may have the

potential to give rise to a conflict of interest with AOA or its objectives and policies. It further provides that the disclosures must be made prior to the election.

The Judicial Council notes that all members of the Board of Trustees and candidates for the Board of Trustees are required to make the same types of disclosures of potential conflicts of interest to the House. AOA Counsel will provide disclosure forms to the members of the Board of Trustees prior to each annual AOA Congress, and the Judicial Council recommends that each Board member promptly complete and return the forms to AOA Counsel. AOA Counsel will provide a disclosure form to a candidate for the Board of Trustees after the individual announces his or her candidacy. The Judicial Council recommends that the candidate promptly complete and return the form to the AOA Counsel. In the event that an individual announces the candidacy immediately before or at the Congress, it is recommended that the candidate immediately obtain, complete and deliver the disclosure form to the AOA Counsel. A copy of the disclosure form executed by each member of the Board of Trustees and by each candidate for the Board of Trustees shall be made available by AOA Counsel at the House of Delegates for inspection by any delegate. Sample copies of these disclosure forms are included in the Appendix.

#### **D. Administrative Provisions**

##### **1. Judicial Council**

The Ninth Resolve provides that the Judicial Council is responsible for overseeing the administration of the Association's conflict of interest and disclosure policies. It also authorizes the Council to make recommendations to the House of Delegates regarding the sufficiency and appropriateness of these policies and the procedures established to implement them. The Tenth Resolve provides that the Judicial Council shall be responsible for rendering final decisions on any questions arising under the Association's conflict of interest and disclosure policies. In addition, the AOA Bylaws provide that the Judicial Council shall, in appropriate cases, render advisory opinions interpreting the AOA Code of Ethics and Standards of Conduct.

As described above, the Judicial Council has developed forms for use in providing the disclosures specified in Resolutions 392 and 1910. In addition to completing and submitting the forms when required, an elected official or volunteer may also be required to provide an oral or written notification of an actual or potential conflict of interest to the AOA entity on which the individual serves at the time a matter relating to the conflict arises before the entity. As previously stated, Resolution 1910 requires elected officials and volunteers to disclose a conflict of interest when engaged or about to engage in AOA activities. As an example, if a matter arises at a meeting of an AOA Committee as to which a Committee member has a conflict of interest, the Judicial Council recommends that the Committee member should then make an appropriate disclosure to the other Committee members. The Council further recommends that the disclosure should be recorded in the minutes of the Committee meeting.

Questions about the AOA conflict of interest and disclosure policies should be addressed to the Chair of the Judicial Council. The Judicial Council prefers that the questions be

submitted in writing with a complete description of the pertinent facts, although the Council may respond to verbal questions in exigent circumstances.

## 2. AOA Counsel

The Eighth Resolve states that AOA Counsel is responsible for ensuring

- that the information provided in accordance with AOA's conflict of interest and disclosure policies ("disclosure information") is properly collected, reviewed and maintained at AOA's main office;
- that the disclosure information is provided to all delegates and trustees at the annual Congress;
- that any interim disclosure information between annual congresses is promptly redistributed to all members of the Board of Trustees and Judicial Council members for review; and
- that the disclosure information be made available for inspection, upon the written request of any AOA member, by appointment with AOA Counsel, during regular business hours.

## E. Conclusion

The House of Delegates has adopted broad conflict of interest policies and disclosure rules. The Judicial Council is committed to assisting AOA elected officials, volunteers and staff in their efforts to continue to comply fully with these important requirements.

## **APPENDIX**

1. House of Delegates Resolution 392
2. House of Delegates Resolution 1982
3. House of Delegates Resolution 1910
4. Board of Trustees Policy regarding Articles, Statements or Speeches by AOA Officers, Trustees, Volunteers and Staff
5. Board of Trustees Policy regarding Unprofessional Conduct
6. Disclosure Form (attached)

392  
(4 of 1938)  
(Mod. 1990)

**RESTRICTIONS ON CERTAIN ACTIVITIES OF TRUSTEES,  
OFFICERS AND VOLUNTEERS OF THE AMERICAN  
OPTOMETRIC ASSOCIATION**

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(Mod. 1995)  
(Mod. 1997)  
(Mod. 2005)  
(Mod. 2012)

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WHEREAS, the American Optometric Association, with an established code of ethics, is a membership organization of optometrists and others devoted to improving the visual welfare of the public; and

WHEREAS, the participation of trustees, officers and volunteers of the American Optometric Association on boards, advisory boards, councils, or committees of other entities may be beneficial to the advancement of the objectives of the Association; and

WHEREAS, the individuals serving as trustees and officers of the American Optometric Association, a non-profit corporation organized and governed by the laws of the State of Ohio, are obligated, both legally and ethically, to maintain faithfully their duty of loyalty to the American Optometric Association and to protect the integrity of their positions as fiduciaries of the Association by promptly disclosing any actual or potential conflicts of interest, and in appropriate circumstances, recusing themselves from participating in deliberations and/or voting on any matter involving a conflict of interest that may come before the Board of Trustees in the course of their duties; and

WHEREAS, all individuals serving as volunteers and elected officials of the American Optometric Association, including members of the Board of Trustees, as recognized leaders of the optometric profession and representatives of the AOA and its membership must, as a condition of service, comply with and adhere to the Association's established policy and procedures requiring the disclosure of all personal professional and financial interests and activities which may cause a conflict of interest; and

WHEREAS, any meaningful and effective policy intended to guard against the potential for conflicts of interest, whether actual or perceived, must necessarily be an evolving policy, adaptable and flexible enough to address unforeseeable situations in which potential conflicts may arise; and

WHEREAS, under such a policy, questions regarding the interpretation and application of the policy can be expected to arise; and

WHEREAS, it is in the best interest of the Association, its members, and its elected leaders on the Board of Trustees, to maintain fair and effective procedures to protect against potential conflicts of interest, whether actual or perceived; now therefore be it

RESOLVED, that the current AOA board policy, that imposes a duty on a board member of the American Optometric Association to recuse himself or herself from discussion and voting on any matter in which

they may have a conflict of interest, is hereby affirmed; and that the Board of Trustees, consistent with governing law, is empowered to temporarily suspend from any discussion or vote a Board member whom they determine to have a conflict of interest and who refuses to recuse himself or herself from discussion and voting on the matter in which he or she has a conflict of interest; and that the Board of Trustees shall develop and implement policies to carry out the principles of this Resolution, including the reporting of matters by the Board of Trustees to the Judicial Council for its review when necessary; and be it further

RESOLVED, that the policy expressed in Resolution 1910, requiring each member of the Board of Trustees and each volunteer of the American Optometric Association to properly disclose any potential conflict of interest, along with a description of any personal business interests, affiliations, or activities with any entity active in the health care field, is hereby affirmed; and be it further

RESOLVED, that a member of the Board of Trustees of the American Optometric Association may not serve as a member of a board, advisory board, or as a principal, agent, or employee of, or have any other active personal affiliation with, any other entity, if such affiliation would conflict with the objectives and policies of the American Optometric Association; and be it further

RESOLVED, that, prior to election, a candidate for the American Optometric Association Board of Trustees shall publicly disclose any potential conflict of interest and provide to the House of Delegates a description of any personal business interest, affiliation or activity with any entity that, whether or not active in the health care field, may have the potential to give rise to a conflict of interest with the Association or its objectives and policies; and be it further

RESOLVED, that in no case shall the House of Delegates elect a candidate who has, nor shall a candidate or member of the Board of Trustees develop, a personal interest of such a nature that it would compromise that individual's ability to perform his or her responsibilities as a member of the American Optometric Association Board of Trustees; and be it further

RESOLVED, that all members of the American Optometric Association Board of Trustees shall, on an annual basis, disclose any potential conflict of interest by providing to the House of Delegates a description of any personal business interest, affiliation or activity with any entity that, whether or not active in the health care field, may have the potential to give rise to a conflict of interest with the Association or its objectives and policies; and be it further

RESOLVED, that elected officials of the American Optometric Association shall not allow their names, photographs, titles and/or positions with the Association to be used improperly by any other entity to advance that entity's business interests, and/or for the official's own personal financial gain; and be it further

RESOLVED, that the American Optometric Association Counsel shall be responsible for ensuring: that the information provided in accordance with the Association's conflict of interest and disclosure policies is properly collected, reviewed, and maintained at the Association's main office; that, upon request, such information is provided to any delegates, officers, and trustees at the House of Delegates each year at the annual congress; that any interim disclosures of information submitted in accordance with these policies in between annual congresses is promptly redistributed to all members of the Board of Trustees and to all members of the Judicial Council for their review; and that such information be made available for inspection, upon the written request of any member, by appointment with the Association Counsel, during regular business hours; and be it further

RESOLVED, that the Judicial Council shall be responsible for overseeing the administration of the Association's conflict of interest and disclosure policies, and shall make recommendations, where appropriate, to the House of Delegates as to the sufficiency and appropriateness of these policies and the procedures established to implement them; and be it further

RESOLVED, that the Judicial Council shall be responsible for rendering final decisions on any questions arising under the Association's conflict of interest and disclosure policies. Complaints against any member elected or appointed to a position in the Association related to conflicts of interest or failure to disclose any conflict of interest shall be made in writing to the Judicial Council setting forth the details of the complaint with specificity. The Judicial Council shall initially screen such complaint, with assistance from Counsel, and determine if it merits further review. If further review is determined to be warranted, the Judicial Council shall conduct a hearing at which the party making the complaint and the party against whom the complaint is being made shall have the right to be heard, be represented by an attorney, give evidence, and present and cross-examine witnesses. The Judicial Council, by majority vote, shall then render a written decision on the complaint, including any recommendations thereon. Such decision shall be forwarded to the Board of Trustees for final action on any recommendations.

## 2. House of Delegates Resolution 1982

1982  
(1 of 2012)  
(Adapted from Res.  
392)

### ENDORSEMENT OF PROCEDURES, INSTRUMENTS, PRODUCTS, BUSINESS ENTITIES, AND AFFINITY PROGRAMS

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WHEREAS, the endorsement by the American Optometric Association (AOA) of a business entity or affinity program related to the practice of optometry may be a benefit to its members; and

WHEREAS, the endorsement by the AOA as superior, actual or perceived, of any procedure, instrument or product related to the practice of optometry may risk breaching the public trust; now therefore be it

RESOLVED, that on behalf of the Association, the AOA Board of Trustees may approve the endorsement of business entities or affinity programs related to the practice of optometry that are determined to benefit its members and are not provided directly to patients or used in patient care; and be it further

RESOLVED, the Association may not approve the endorsement of any procedures, instruments, or products provided directly to patients or involved in patient care.

### 3. House of Delegates Resolution 1910

1910  
(Combination in 1995,  
1903-8 of 1993 and  
1905-2 of 1994.)  
(Mod. 2015)

#### DISCLOSURE OF CONFLICTS OF INTEREST

WHEREAS, the American Optometric Association continues to recognize the necessity that individuals holding elected or appointed positions within the American Optometric Association embrace the principles of integrity and trust; and

WHEREAS, the American Optometric Association continues to recognize that officers, trustees and other volunteers of the American Optometric Association and of its affiliated associations bear a special responsibility to avoid conflicts of interest or the appearance thereof between their association responsibilities and their private business interests; and

WHEREAS, the American Optometric Association has adopted a process to identify potential conflicts of interest for volunteers and staff; now therefore be it

RESOLVED, that all elected officials of the American Optometric Association, including the American Optometric Association Board of Trustees and Section Officers, all appointed volunteers and staff of the American Optometric Association should disclose any conflict of interest when engaged or about to engage in activities on behalf of the American Optometric Association, provided that an American Optometric Association entity may adopt stricter guidelines; and be it further

RESOLVED, that all elected and appointed volunteers and staff of the American Optometric Association shall annually execute a statement that they will reveal personal business interests relating to any activities in which the American Optometric Association is engaged; and be it further

RESOLVED, that no person shall hold an elected or appointed position within the American Optometric Association volunteer structure, without having executed the disclosure statement within 30 days of appointment or election to the volunteer structure and then annually thereafter; and be it further

RESOLVED, that the affiliated associations are urged to develop conflict of interest disclosure requirements comparable to those of the American Optometric Association

4. Board of Trustees Policy regarding Articles, Statement of Speeches by AOA Officers, Trustees, Volunteers and Staff

ARTICLES, STATEMENTS OR SPEECHES BY AOA OFFICERS, TRUSTEES, VOLUNTEERS AND STAFF

In writing an article or making a statement or speech or participating in a program or publication, an American Optometric Association (AOA) officer, trustee, volunteer or staff person shall avoid creating the impression that a position or statement on a subject is the policy of the AOA or an AOA entity, when that position in fact has not been adopted as AOA policy by the House of Delegates or the Board of Trustees. An AOA officer, trustee, volunteer or staff person should be careful to distinguish between AOA policy and his or her own personal views.

In some cases, the individual who authored the article, statement or speech, or who participated in the program or publication, will be identified in the publication, document or program as an AOA officer, trustee, volunteer, or staff person. In order to prevent any confusion or misunderstanding, the article, statement, speech, program or publication shall include the following disclaimer: "The views expressed are those of the author\* and do not necessarily reflect the views of the American Optometric Association."

Any questions concerning the application of this policy to a specific matter should be addressed to the Executive Director or the AOA Counsel.

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\* The word "speaker" or "publication" or the name of the officer, trustee, volunteer or staff person, may be substituted for the word "author" where appropriate.

5. Board of Trustees Policy regarding Unprofessional Conduct

UNPROFESSIONAL CONDUCT

This policy statement is to apply to all American Optometric Association officers, trustees, volunteers and staff. It is intended to provide guidance to these individuals in their conduct with respect to contacts and transactions with persons or entities that are not part of the American Optometric Association.

It shall be considered unprofessional conduct when any AOA volunteer, elected or appointed, or any staff person directly or indirectly solicits, receives, accepts, or agrees to

accept a thing of value by inducing the reasonable belief that the giving of the thing will influence his/her performance or failure to perform any official action.

6. Disclosure Form (attached)