

2021 AOA HOUSE OF DELEGATES

PROPOSED RESOLUTION

LETTER ASSIGNED: A TITLE: Restrictions on Certain Activities of Trustees, Officers and Volunteers of the American Optometric Association

SOURCE: AOA Board of Trustees

STATUS: Referred to the House of Delegates

DATE: June 23, 2021 TIME: 9:00 a.m. MT

NOTE: Wording in the current Resolution 392 proposed to be deleted ~~lined-out~~
Wording in the current Resolution 392 proposed to be added underscored

1 WHEREAS, the American Optometric Association (AOA), a non-profit corporation
2 organized and governed by the laws of the State of Ohio, with an established
3 code of ethics, is a membership organization of ~~optometrists~~ doctors of
4 optometry and others devoted to improving the visual welfare of the public;
5 and
6 WHEREAS, the participation of trustees, officers and volunteers of ~~the American~~
7 ~~Optometric Association~~ AOA on boards, advisory boards, councils, or
8 committees of other entities may be beneficial to the advancement of the
9 objectives of the Association; and
10 WHEREAS, the individuals serving as trustees and officers of ~~the American Optometric~~
11 ~~Association, AOA, a non-profit corporation organized and governed by the~~
12 ~~laws of the State of Ohio~~, are obligated, both legally and ethically, to maintain
13 faithfully their duty of loyalty to ~~the American Optometric Association~~ AOA
14 and to protect the integrity of their positions as fiduciaries of the Association
15 by promptly disclosing any actual or potential conflicts of interest, and in
16 appropriate circumstances, recusing themselves from participating in
17 deliberations and/or voting on any matter involving a conflict of interest that

18 may come before the American Optometric Association Board of Trustees in
19 the course of their duties; and

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

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

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

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

38 RESOLVED, that the current AOA board policy, that imposes a duty on an American
39 Optometric Association ~~B~~board ~~M~~member of the ~~American Optometric~~
40 ~~Association~~ to recuse himself or herself from discussion and voting on any
41 matter in which they may have a conflict of interest, is hereby affirmed; and
42 be it further

43 RESOLVED, that the AOA Board of Trustees, consistent with governing law, is empowered
44 to temporarily suspend from any discussion or vote an AOA Board ~~M~~member

45 whom they determine to have a conflict of interest and who refuses to recuse
46 himself or herself from discussion and voting on the matter in which he or she
47 has a conflict of interest; and be it further

48 RESOLVED, that the AOA Board of Trustees shall develop and implement policies to carry
49 out the principles of this Resolution, including the reporting of matters by the
50 AOA Board of Trustees to the Judicial Council for its review when necessary;
51 and be it further

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

58 RESOLVED, that volunteers and elected officials serving on AOA committees, councils,
59 sections, or other entities that make up the AOA volunteer structure are
60 required to recuse themselves from participation in any discussion or decision
61 which may improperly influence a personal business interest, or outside
62 affiliation or activity, and that questions of whether such a conflict exists shall
63 be resolved by the non-involved members of the committee, council, section
64 or other entity in consultation with the committee chair, AOA Counsel, or
65 Judicial Council as appropriate; and be it further

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

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

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

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

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

93 RESOLVED, that the ~~American Optometric Association~~ AOA Counsel shall be responsible
94 for ensuring: that the information provided in accordance with the
95 Association's conflict of interest and disclosure policies is properly collected,
96 reviewed, and maintained at the Association's main office; that, upon request,
97 such information is provided to any delegates, officers, and trustees at the

98 House of Delegates each year at the annual congress; that any interim
99 disclosures of information submitted in accordance with these policies in
100 between annual congresses is promptly redistributed to all members of the
101 AOA Board of Trustees and to all members of the Judicial Council for their
102 review; and that such information be made available for inspection, upon the
103 written request of any member, by appointment with the Association Counsel,
104 during regular business hours; and be it further

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

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

THE FOLLOWING IS PROVIDED AS SUPPLEMENTAL INFORMATION AS YOU CONSIDER THE ADOPTION OF THIS RESOLUTION.

POSSIBLE FISCAL IMPLICATIONS: After consultation with the AOA Secretary/Treasurer, the potential cost to the AOA of this resolution, if adopted, would be approximately: None.