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
may come before the American Optometric Association 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 AOA 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
policies 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 AOA 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 an American
Optometric Association 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
be it further
RESOLVED, that the AOA Board of Trustees, consistent with governing law, is empowered
to temporarily suspend from any discussion or vote an AOA 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 be it further

RESOLVED, that the AOA Board of Trustees shall develop and implement policies to carry out the principles of this Resolution, including the reporting of matters by the AOA 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 AOA Board of Trustees and each elected official and volunteer of the American Optometric Association AOA 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 volunteers and elected officials serving on AOA committees, councils, sections, or other entities that make up the AOA volunteer structure are required to recuse themselves from participation in any discussion or decision which may improperly influence a personal business interest, or outside affiliation or activity, and that questions of whether such a conflict exists shall be resolved by the non-involved members of the committee, council, section or other entity in consultation with the committee chair, AOA Counsel, or Judicial Council as appropriate; and be it further

RESOLVED, that a member of the AOA 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 AOA; and be it further
RESOLVED, that, prior to election, a candidate for the American Optometric Association AOA 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 AOA Board of Trustees; and be it further

RESOLVED, that all members of the American Optometric Association AOA 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 AOA 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 AOA 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 AOA 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 AOA Board 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.