



MSSNY Conflict of Interest Policy

ARTICLE I. PURPOSE

1.1 Protection of MSSNY. The purpose of this Conflicts of Interest Policy ("Policy") is to protect the interests of the Medical Society of the State of New York ("MSSNY") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, Trustee, Councilor or other leader MSSNY or other Covered Person, as such term is defined in this Policy.

1.2. Duty of Loyalty. MSSNY's Covered Persons owe a duty of loyalty to MSSNY and must act in good faith, in MSSNY's best interests, rather than in their own interests or the interests of any other person or entity and must comply with applicable legal requirements.

1.3. Guidance. This Policy is designed to provide guidance to MSSNY leaders to make decisions in an objective manner without undue influence by Covered Persons, and sets forth the procedures for monitoring, reporting, review and oversight of and review, approval or ratification of any action taken in connection with, conflicts of interest and related party transactions. MSSNY encourages individuals to avoid conflicts of interest in appearance and in fact. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

ARTICLE II. DEFINITIONS

2.1 Affiliate. An affiliate of MSSNY is a person or entity that is directly or indirectly, through one or more intermediaries, controlled by, in control of, or under common control with MSSNY.

2.2 Covered Person. Any person who is an officer, Trustee, Councilor or Key Person (as defined below), a member of the Council, and any other employee, volunteer, independent contractor of or substantial contributor to MSSNY.

2.3 Financial Interest. A person has a Financial Interest if the person, or a Family member has, directly or indirectly, through business, investment, an actual or potential ownership or investment interest in, or any compensation arrangement with, any entity with which MSSNY (i) has a transaction or arrangement, (ii) is in negotiation for a transaction or arrangement or (iii) is likely to be in direct competition.

2.4 Relative. A spouse, domestic partner, ancestor, child (natural or adopted), grandchild, great-grandchild, sibling (whole or half-blooded), or a spouse or domestic partner of the individual's child, grandchild, great-grandchild, sibling.

2.5 Key Person. A Key Person is a person, other than an officer, Trustee or Councilor, whether or not an employee of MSSNY, who (i) has responsibilities or exercises powers of

influence over MSSNY as a whole similar to the responsibilities, powers or influence of a Covered Person; (ii) manages MSSNY or a segment of MSSNY that represents a substantial portion of the activities, assets, income or expenses of MSSNY; or (iii) alone or with others controls or determines a substantial portion of MSSNY's capital expenditures or operating budget, in accordance with applicable IRS rules.

2.6 Related Party. Any person who is or in the last five years was, an officer, Trustee, Councilor, or Key Person (or any other person who exercises the powers of such individuals) of MSSNY or its Affiliates, any of their Relatives, or any entity in which any of those individuals has a thirty five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

2.7 Related Party Transaction. Any transaction, agreement or other arrangement in which a Related Party has a Financial Interest and in which MSSNY or an Affiliate of MSSNY is a participant. A transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party's financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the leadership of similar organizations, in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that MSSNY intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

ARTICLE III. CONFLICTS OF INTEREST

3.1 Conflict of Interest. Conflicts of interest arise whenever MSSNY's interests come into conflict with a financial or personal interest of a Covered Person, or when a Covered Person's personal or Financial Interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling his duties to MSSNY. Examples of situations where Conflicts of Interest may arise include but are not limited to when a Covered Person has, directly or indirectly, any of the following:

(a) An interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which MSSNY participates that may impair such Covered Person's objectivity;

(b) a compensation arrangement or other interest in a transaction with MSSNY;

(c) a compensation arrangement or other interest in or affiliation with an entity or individual: (i) that sells goods or services to, or purchases goods or services from, MSSNY; (ii) that competes with MSSNY; or (iii) with whom MSSNY has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;

(d) the ability to use his or her position, or confidential information or the assets of MSSNY, to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;

(e) solicited or accepted any gift, or other favor where such gift might create the appearance of influence over MSSNY (other than gifts of nominal value);

(f) acquired any property or other rights in which MSSNY has or the Covered Person knows or has reason to believe at the time of acquisition that MSSNY is likely to have, an interest;

(g) Indebtedness to MSSNY;

(h) being indebted to MSSNY, other than for amounts due for ordinary travel and expense advances;

(i) any other circumstance that may, in fact or in appearance, make it difficult for the Covered Person to exercise independent, objective judgment or otherwise perform effectively.

3.2. Duty to Disclose. In connection with any actual or possible conflicts of interest, all Officers, Trustees, Councilors and Key Persons (as well as all nominees for an elected position in MSSNY) must disclose to the Council, in good faith and in writing, the existence of any conflict of interest on behalf of themselves or any entity for which they are representing, including but not limited to: a county medical society, section, district or committee. Such disclosure shall be made before any action is taken on a matter.

ARTICLE IV. ENFORCEMENT GUIDELINES

MSSNY will implement and maintain mechanisms for reporting, investigation, and enforcement of the Policy in accordance with the following:

4.1. Ethics Committee. The MSSNY President, with approval by MSSNY Council, will appoint an "Ethics Committee" with responsibility for receiving reports of alleged Policy violations, conducting investigations, and initiating both immediate and longer-term consequences for such violations.

4.2. Reporting Violations of the Policy. Any persons who believe they have experienced or witnessed conduct in violation of this Policy during any MSSNY meeting or other activity associated with the MSSNY should promptly notify the Ethics Committee.

4.3. Investigations. All reported violations of this Policy (irrespective of the reporting mechanism used) will be investigated by the Ethics Committee. Based on this investigation, the Ethics Committee will determine whether a violation of the Policy on Conduct has occurred.

4.4. Disciplinary Action. If the Ethics Committee determines that a violation of the Policy has occurred, the Ethics Committee may take immediate action to protect MSSNY. Additionally, if the Ethics Committee determines that a violation of the Policy has occurred, the Ethics Committee may report any such violation to Council, together with recommendations as to whether additional commensurate disciplinary and/or corrective actions (beyond those taken on-site at the meeting, event or activity, if any) are appropriate.

MSSNY Council may review the Ethics Committee recommendations including all incident reports, and conduct whatever further investigation, if any, the Council so chooses. Council

may decide on disciplinary or corrective action, which may include but is not limited to the following:

- Prohibiting the violator from attending future MSSNY events or activities;
- Removing the violator from leadership or other roles in MSSNY activities;
- Prohibiting the violator from assuming a leadership or other role in future MSSNY activities;
- Referral to law enforcement.

Any member of the Ethics Committee or MSSNY Council that is the subject of the accusation or investigation must recuse themselves from participation as a member of the Committee or Council reviewing the matter.

4.5. Confidentiality. All proceedings, reports, investigation and actions of the Ethics Committee and Council related to a report of a Code of Conduct violation should be kept as confidential as practicable.

4.6. Assent to Policy. As a condition of MSSNY leadership (whether Officer, Trustee, Councilor or other Covered Person), all such leaders will be required to acknowledge and accept the Policy and to conduct themselves in accordance with the Policy. Additionally, individuals elected or appointed to a leadership role in MSSNY or its affiliates will be required to acknowledge and accept the Policy.



MSSNY Annual Conflict of Interest Statement

1. Name: _____

Date: _____

2. Please identify, the best of your knowledge, any and all entities of which you are an officer, director, trustee, member, owner or employee and with which MSSNY has a relationship:

3. Please identify, to the best of your knowledge as an Officer, Trustee or Councilor of MSSNY, any and all transactions in which MSSNY is a participant and in which you have or might have a financial or personal interest:

4. Have you or any Relative (as defined in the Conflict of Interest Policy) had or engaged in, or do you know of any other Covered Person that has engaged in, any of the following:

		Yes	No
a)	Direct or indirect interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which MSSNY or any Affiliate of MSSNY participates?		
b)	Compensation arrangement or other interest in a transaction with MSSNY?		
c)	Compensation arrangement or other interest in or affiliation with any entity or individual that: (i) sells goods or services to, or purchases goods or services from MSSNY; (ii) competes with MSSNY; or (iii) with whom/which MSSNY has or is negotiating or contemplating negotiating any other transaction or arrangement?		
d)	Used your/their position or confidential information or MSSNY's assets to your/their (or an affiliated party's) personal advantage or for an improper or illegal purpose?		
e)	Solicited or accepted any gift or favor where such gift or favor might create the appearance of influence (other than gifts or favors of nominal value or tokens of respect		

	or friendship unrelated to any transaction)?		
f)	Acquired any property or other rights in which MSSNY has, or you/they know or have reason to believe at the time of acquisition that MSSNY is likely to have an interest?		
g)	An opportunity related to the activities of MSSNY that is available to MSSNY or to you/them unless the Board has made an informed decision that MSSNY will not pursue that opportunity?		
h)	Indebtedness to MSSNY other than for amounts due for ordinary travel and expense advances?		
i)	Any other circumstances that may, in fact or in appearance, make it difficult for you/them to exercise independent, objective judgment or otherwise perform effectively?		

If you answer yes to any of the above, please describe the relevant facts:

To Be Completed by Directors (of outside institution) Only:

		Yes	No
a)	Have you been an employee of MSSNY or an Affiliate of MSSNY within the last three years?		
b)	Do you have a Relative who has been a Key Person of MSSNY or an Affiliate of MSSNY within the last three years?		
c)	Have you received and/or do you have a Relative who has received more than \$10,000 in direct compensation from MSSNY or an Affiliate of MSSNY in any of the last three fiscal years (not including reasonable compensation or reimbursement for services as a director)?		
d)	Do you have a Financial Interest in and/or are you an employee of, any entity that has made payments to or received payments from, MSSNY or an Affiliate of MSSNY in excess of the lesser of (a) \$25,000 or (b) 2% of such entity's consolidated gross revenue over the last three years (which payments do not include charitable contributions)? If so, what is or was the nature of your Financial Interest or relationship?		
e)	Do you have a Relative who has a Financial Interest in and/or who is an officer of any entity that has made		

	payments to or received payments from MSSNY or an Affiliate of MSSNY in excess of the lesser of (a) \$25,000 or (b) 2% of such entity's consolidated gross revenue over the last three years (which payments do not include charitable contributions)? If so, what is or was the nature of your Relative's Financial Interest or relationship?		
f)	Are you a current owner, whether wholly or partially, director, officer or employee of MSSNY's outside auditor or an entity that worked on MSSNY's audit at any time during the past three years?		
g)	Do you have a Relative who is a current owner, whether wholly or partially, director, officer or employee of MSSNY's outside auditor or an entity that has worked on MSSNY's audit at any time during the past three years?		

If you answer yes to any of the foregoing, please describe the relevant facts:

The answers to the foregoing questions are stated to the best of my knowledge and belief.

I also acknowledge that I have received a copy of, read and understood the conflict of interest policy and agree that I have adhered and will continue to adhere to such policies.

Additionally, I understand that in order to maintain its status as a not for profit corporation, MSSNY must engage in activities that accomplish one or more of the purposes for which it was formed as a not for profit corporation.

Date: _____

Signature: _____

Print Name: _____