

AMERICAN LIVER FOUNDATION

STANDARDS OF CONDUCT

The American Liver Foundation (ALF) is proud of the commitment and integrity of its staff, interns and volunteers, whose loyalty and professionalism constitute the fundamentals of our success.

The ALF is constantly observed by the general public, donors, supporters, watchdog agencies, and governmental authorities, and must adhere to the highest legal and ethical standards at all times. *Even the appearance of improper conduct can result in great harm to the Foundation's reputation and to the cause and the people we serve.*

To assist in monitoring and assuring compliance with legal and ethical standards, we have prepared guidelines and procedures relating to:

- (I) Conflicts of Interest Policy [pgs. 2, 3]
- (II) Confidential and Proprietary Information Policy [p 4]

The standards incorporated here reflect legal and ethical requirements common to all organizations that serve a public purpose. To insure the effectiveness and reputation of the ALF, all staff, interns and volunteers must understand and follow these guidelines and procedures. *Failure to observe these essential standards and practices may result in disciplinary measures, up to and including termination and legal action.*

I. Conflicts of Interest Policy

What is a conflict of interest?

A potential **conflict of interest** exists when the loyalties of an employee, intern or volunteer are divided between the Foundation's interests and their own, i.e., when an individual is subject, directly or indirectly, to influences or relationships that might conflict with the Foundation's best interests or interfere with the proper and efficient discharge of the individual's duties. Conflicts of interest or the appearance of a conflict should both be avoided.

What are typical conflicts of interest?

Some possible conflicts may include:

- A. Accepting personal gifts (including money or entertainment) from any individual or entity associated with the Foundation, unless the gifts are (i) consistent with accepted business practice, (ii) limited in value and cannot be construed as bribes or payoffs, (iii) do not violate any applicable law or generally accepted ethical standards, and (iv) do not confer any special benefit upon employees', interns' or volunteers', family members or associates.
- B. Rendering services of any kind that could be construed as being competitive with the Foundation.
- C. Using proprietary or confidential information belonging to the Foundation for the employee's, intern's or volunteer's personal or professional gain or to the Foundation's detriment.
- D. Having a direct or indirect financial interest in, or a professional or family relationship with, a person or entity with whom the Foundation does business (such as consultants, suppliers, and vendors), *provided* that the ownership of less than 1% of the stock of a publicly traded company will not be considered a conflict.
- E. Using Foundation assets or labor, to the Foundation's detriment, for the employee's, intern's or volunteer's personal or professional use.
- F. Acquiring any interest in property or assets of any kind for the purpose of selling or leasing the property or assets to the Foundation.
- G. Committing the Foundation, without proper authorization, to give its financial or other support to any outside person, activity or organization.

When can an individual's personal activities conflict with the interests of the Foundation?

Conflicts of interest also may arise when an individual's own activities (a) detract from his/her obligations or job performance as a Foundation employee, intern or volunteer (b) involve or may be reasonably perceived to involve the Foundation, or (c) may cause his/her loyalties to be divided or appear to be divided. An individual's personal opinions and actions should never be identified with those of the Foundation, nor should they earn profit from outside activities directly resulting from an affiliation with the Foundation.

Certain personal activities inherently involve a risk of affecting the Foundation's interest, including, but not restricted to:

- (i) acting as an officer, director or spokesperson of another organization or cause
- (ii) accepting royalties or honoraria
- (iii) publishing on scientific or professional topics

Employees, interns and volunteers must promptly inform the Chief Operating Officer/Chief Financial Officer of any activities that might involve elements of the Foundations mission or of their function within it.

What must an individual do when a potential conflict of interest arises?

Employees, interns and volunteers must promptly disclose, in writing, any potential conflict of interest to the CFO. If it is determined that a real conflict exists, employees, interns or volunteers may be required to cease or abstain from participating in a transaction or to relinquish to the Foundation benefits improperly received.

II. Confidential and Proprietary Information Policy

All employees, interns and volunteers must respect the Foundation's ownership of **confidential and proprietary information**. Employees, interns and volunteers may not disclose, use, publish, distribute, or in any other manner reveal, directly or indirectly, any confidential and/or proprietary information during or after their employment or volunteer or intern assignment with the Foundation except when necessary for Foundation business.

What kind of information is confidential or proprietary?

- A. **Confidential information** includes information not generally known or available outside the Foundation, including, *without limitation*:
- Foundation finances
 - personnel information
 - scientific data
 - information on board members and activities
 - contractual relationships
 - sponsor, donor, volunteer and client information
 - fundraising plans.
- B. **Proprietary information** includes information developed and owned exclusively by the Foundation including, *without limitation*:
- mailing lists (printed, database and secondary merge files)
 - spreadsheets and reports
 - any documents or files stored on Foundation computers
 - research information on donors and prospects
 - fundraising materials
 - computer programs and databases
 - copyrighted and trademarked materials.

What should an individual do if uncertain whether specific information is confidential or proprietary?

Information obtained while working or volunteering for the Foundation is confidential or proprietary unless it is already made public. Those unsure if information is confidential or proprietary should discuss the information and its disclosure with the director of the appropriate department or Board Chair, who may request a written statement of the situation or consult with the Chief Financial Officer (CFO).

Standards of Conduct Disclosure

1. Are you aware of any business transaction, during the past 12 months or expected in the

next 12 months, between the Foundation and you or a Family Member (spouse, parents, children, brothers or sisters, and spouses of these individuals) or any entity with which you or a Family Member have a Business Relationship, including major vendors of the Foundation?

Yes _____ No _____

If yes, please list and describe such transaction, its parties, and the Family Members and Business Relationships and the details of annual or potential financial benefits as you can best estimate them.

2. Did you or a Family Member receive during the past 12 months, or expect to receive in the next 12 months, any gifts or loans or other payments from any source from which the Foundation buys goods or services or otherwise has or is expected to have business dealings?

Yes _____ No _____

If yes, please list such loans, gifts or other payments, their source, and their approximate value.

3. Please list Board of Director memberships with organizations involved in healthcare other than ALF.

4. Please list all pharmaceutical companies where you serve as a principal investigator.

5. Are there any other actual or potential conflicts of interest that you wish to disclose?

Yes _____ No _____

If yes, please list any such conflicts of interest.

I acknowledge that I have received, read, and understand the Conflict of Interest policy and the Confidential and Proprietary Information policy of The American Liver Foundation. I certify that I shall abide by the Policy and that the foregoing information is true and complete to the best of my knowledge. I understand that failure to comply with these policies could result in disciplinary action up to and including termination of my position.

Name: _____

Signature: _____

Date: _____

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