

## **UW Medicine Board Conflict of Interest Policy**

### **UW Medicine Board Establishment and Authority**

The UW Board of Regents established the UW Medicine Board (“Board”), subject to the authority of the Regents. The Board is charged with the duties and responsibilities of advising the UW Board of Regents, the UW President, and the Chief Executive Officer, UW Medicine, Executive Vice President for Medical Affairs, and Dean, School of Medicine (CEO/EVPMA/Dean), University of Washington regarding the operation and governance of UW Medicine. UW Medicine includes Harborview Medical Center (“HMC”) as managed by the UW pursuant to the Management and Operations Contract between the HMC Board of Trustees and the UW Board of Regents; UW Medicine/Northwest dba Northwest Hospital & Medical Center (“NWH”); Public Hospital District No. 1 dba Valley Medical Center (“VMC”); University of Washington Medical Center (“UWMC”); UW Physicians Network dba UW Neighborhood Clinics (“UWNC”); the faculty practice plan, University of Washington Physicians (“UWP”); the UW School of Medicine (“UW SoM”); and Airlift Northwest (“ALNW”). The Board is also charged with the governance of the patient care aspects of UWMC and general supervision of the use of UWMC resources.

### **Purpose of Policy**

This policy is intended to address actual or potential Conflicts of Interest arising between an individual’s role as a Board member or Board committee community member and his or her relationship(s) with individuals or entities other than the UW, UW Medicine, and/or one of its component entities or organizations in which UW Medicine is a corporate member. This policy is intended to supplement any state and/or federal laws and any University of Washington (“UW”) and/or UW Medicine policies.

### **Policy Statement**

The Board is committed to managing any actual or potential Conflict of Interest held by a Board member, Board committee community member or any person appointed by, or consulting with, the Board. No Board member or Board committee member shall use his or her Board role to secure special privileges or exceptions; receive compensation for performance of Board-related activities from a non-UW source; or receive a gift if receipt of the gift could be reasonably expected to influence or reward the performance of Board activities. The policies, rules and regulations adopted by the UW relating to actual or potential Conflict of Interest and the provisions of RCW 42.52 shall apply to any person appointed by the Board in any capacity, such as consultants, and to each Board member and Board committee community member.

## **Key Definitions**

“Beneficial Interest” means a direct or indirect financial interest in a transaction between UW Medicine and an outside entity in which a Board member or Board committee community member or Immediate Family Member has the ability to profit, assert control or exert influence. Mutual funds or similar investment pooling funds are not considered Beneficial Interests because the individual does not have the ability to assert control or exert influence. Publicly traded securities are considered a Beneficial Interest only if the transaction is reasonably likely to have a material effect on the market value of the securities in question.

“Conflict of Interest” means any situation in which a Board member or Board committee community member or Immediate Family Member may have a Beneficial Interest in a decision of the Board, or a decision the Board member or Board committee community member might make in his or her Board role.

“Immediate Family Member” means the spouse, domestic partner, child, or parent any Board member or Board committee community member, as well as any other individual living in the household of any Board Member or Board committee community member.

“Participate” means to engage personally and substantially through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

## **COI Review Procedures**

- A. Ongoing Duty to Disclose. In connection with any actual or potential Conflict of Interest, a Board member and Board committee community member must disclose to the Chair of the Board and the CEO/EVPMA/Dean the existence of and all material facts relating to the actual or potential Conflict of Interest. When the Board member seeking to disclose an actual or potential Conflict of Interest is the Chair of the Board, the disclosure will be to the Vice Chair and the CEO/EVPMA/Dean. When the Board member seeking to disclose an actual or potential Conflict of Interest is the CEO/EVPMA/Dean, the disclosure will be to the Chair of the Board. Disclosure and management of the actual or potential Conflict of Interest should be reflected in the Board’s minutes.
- B. Annual Conflict of Interest Disclosure Questionnaire. Each Board member and Board committee community member will complete a Conflict of Interest Disclosure Questionnaire (“Questionnaire”) at the time of his or her appointment, and annually thereafter, to assist in the identification and management of any potential or actual Conflict of Interest. The CEO/EVPMA/Dean or designee will review each Questionnaire, and in consultation with the Chair of the Board, or Vice

Chair in the case of the Chair's Questionnaire, will put in place a Conflict of Interest management plan as needed. Such Conflict of Interest management plan shall be included in the Board's minutes.

- C. Violations of the Conflict of Interest Policy. If there is reasonable cause to believe that a Board member or Board committee community member has failed to disclose an actual or potential Conflict of Interest, the Board Chair or CEO/EVPMA/Dean shall inform the Board member or Board committee community member of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If after reviewing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board determines that the Board member or Board committee community member has in fact failed to disclose an actual or potential Conflict of Interest or otherwise has violated this policy, the Board shall take appropriate corrective action and notify the University President and Chair of the Board of Regents. If there is reasonable cause to believe that the Board Chair has failed to disclose an actual or potential Conflict of Interest, the Vice Chair and the CEO/EVPMA/Dean shall take the steps outlined above. In the event that there is reasonable cause to believe that the CEO/EVPMA/Dean has failed to disclose an actual or potential Conflict of Interest, the Chair of the Board shall take the steps outlined above.

### **Annual Education**

- A. Each Board member and Board committee community member will sign a statement annually that affirms that the Board member:
1. Has received a copy of the Board Conflict of Interest Policy;
  2. Has read, understands and agrees to comply with the Conflict of Interest Policy;
  3. Has reviewed and understands any educational materials provided; and
  4. Agrees to maintain proprietary information as confidential except to the extent that disclosure is required by law or court order or is the order of an administrative agency having jurisdiction. Regardless of whether such information is publicly disclosed, the Board member must agree not to use UW Medicine confidential information for his or her personal benefit or gain.

**Approved by the UW Medicine Board of Directors on January 9, 2012.**