

**American Association of Hip and Knee Surgeons  
Ethics and Conflict of Interest Policy  
(Adopted 09-08-2008)**

**1. Ethics**

All AAHKS Officers, Board Members, Committee Chairs, Volunteers and Members are expected to comply fully with the Standards of Ethics and Professionalism of the American Academy of Orthopaedic Surgery. Failure to do so may result in removal from your volunteer position and termination of membership in AAHKS.

The AAHKS will conduct its business honestly and ethically wherever we operate. We will strive to improve the quality of our services, products, and operations, and establish and live up to a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound professional judgment. No illegal or unethical conduct on the part of officers, directors, employees or volunteers is in the association's best interest. The AAHKS will not compromise its principles for short-term advantage. The ethical performance of this association is the sum of the ethics of the men and women who volunteer in leadership or who work here. Thus, we are all expected to adhere to high standards of personal integrity.

Officers, directors, and employees of the association must never permit their personal interests to conflict, appear to conflict, or allow the possibility of conflict with the interests of the association, its members or volunteers. Officers, directors and employees must be particularly careful to avoid representing the AAHKS in any transaction with others with whom there is any outside business affiliation or relationship. Officers, directors, and employees shall avoid using their association contacts to advance their private business or personal interests at the expense of the association, its members or volunteers.

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. Officers, directors and employees shall avoid the solicitation or the acceptance of anything more than \$50.00 in gifts, gratuities, fees, bonuses or excessive entertainment, in order to attract or influence business activity.

Officers, directors and employees of AAHKS will often come into contact with, or have possession of, proprietary, confidential or business-sensitive information and must take appropriate steps to assure that such information is strictly safeguarded. Proprietary, confidential and sensitive information about this association, other associations or companies, individuals and entities should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis to those who appreciate and will maintain the requisite of confidentiality.

Officers, directors and employees will seek to report all information accurately and honestly, and as otherwise required by applicable reporting requirements.

Officers, directors and employees will refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner. The officers, directors and employees of AAHKS will seek to avoid exaggerating or disparaging comparisons of the services and competence of their competitors.

Officers, directors and employees will obey all Equal Employment Opportunity laws and act with respect and responsibility towards others in all of their dealings.

Officers, directors and employees agree to disclose unethical, dishonest, fraudulent and illegal behavior, or the violation of association policies and procedures, directly to the leadership. If an employee believes that disclosing an unethical, dishonest, fraudulent or illegal behavior to his/her supervisor will be detrimental to his/her employment, the employee should directly contact the president and/or the executive director.

Violation of this Code of Ethics will result in discipline, including possible termination. The degree of discipline will relate in part to the nature of the violation whether there was a voluntary disclosure of any ethical violation and whether or not the violator cooperated in any subsequent investigation.

## **2. Conflict of Interest**

A. Background: Members of the Board of Directors, Committee Chairs, Committee Members, Executive Director, and other individuals who serve in AAHKS elective or appointive positions (individually and collectively, the "Association Leadership") have fiduciary duties of care and loyalty to the Association. These duties include a duty to avoid conflicts of interest, a duty not to expropriate corporate opportunities, and duty to place the interest of the Association foremost in their dealings related to the Association or that may impact the Association.

B. Definition. A conflict of interest is where someone in a position of trust, such as an officer, director, or other person in a leadership position in an organization, has professional or personal interests that compete with or differ from the Association's interests. Such competing interests can make it difficult to fulfill his or her duties impartially. Association Leadership individuals are not to use their position or title for their own personal gain or for the private gain of friends, relatives, or other organizations (except as provided in the section following below). "Gain" for purposes of this policy includes direct or indirect financial benefit, equity interests, promise of future or current payment of other consideration including products, services, promotion, publicity, professional advancement, or favors. Even if there is no evidence of improper actions or Gain, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to act properly in his or her position.

C. Additional Guidance. The following excerpts are from legal texts relating to associations, and will provide guidance to Association Leadership regarding what is meant by a conflict of interest.

*From the Association Law Handbook, Third Edition, Chapter 17:*

A conflict of interest may exist when one participates in the decision-making process on an issue for the association, while concurrently having other business, professional or personal interests that could tend one toward bias or predisposition on the issue. The obvious scenario is a vote to engage or terminate some vendor to the association where an individual sitting on the Board that is debating the vote also has some ownership in, or affiliation with, the vendor. (p. 79)

Specifically, the volunteer is prohibited from expropriating corporate opportunities. When a volunteer learns of a business opening, investment, project, or program through one's volunteer service to the association, one may not pursue that opportunity outside of the association without first offering it to the association. (p. 79)

It is the association's prerogative, not that of the volunteer, to decide how serious and immediate a conflict is, and to decide on the best alternative for the volunteer to undertake on behalf of the association to resolve the conflict. (p. 80)

From *Legal Risk Management for Associations*, Chapter 1:

In the event that the duties of care and/or loyalty are breached, the person breaching the duty is potentially liable to the association for any damages caused to the association. (p. 5)

It is important to be sensitive to and to avoid apparent conflicts of interest as well as actual conflicts. (p. 6)

#### **How Does One Minimize Risk to Oneself and to the Association?**

Place the association's interest first in dealings on the association's behalf. Be alert to possible opportunities and risks, and promptly inform appropriate personnel concerning the opportunities or risks.

Be alert to possible conflicts of interest and to circumstances that could create even the appearance of a conflict of interest, and at a minimum disclose those conflicts before taking part in any deliberations or decisions on subjects where conflicts or possible conflicts exist.

Be aware that recusal may be appropriate where an actual or apparent conflict of interest exists.

Preserve the confidentiality of information acquired in one's capacity as a volunteer or employee of an association wherever it appears that the information is proprietary to the association.

Do not appropriate corporate opportunities available to the association. (pp. 8-9)

#### **D. Procedures for Dealing with a Potential Conflict.**

a. Notice & Full Disclosure. Upon a complaint or upon perceiving an actual or possible conflict in any matter that may come before the Association Board or committee, the Association Leadership individual in question shall make full and complete disclosure of the nature of the matter in writing to the Board for action or guidance.

b. Disclosure of Competing Organization Involvement. If an Association Leadership individual holds a position as trustee, director, officer in, or consultant to any

organization other than the Association, she or he must make full disclosure of such interest or relationship if the organization is a competitor of the Association for membership of hip and knee surgeons or by providing services to hip and knee surgeons that the Association provides, including but not limited to educational offerings, publications or advocacy. Full disclosure must also be made before any discussion or negotiation of a transaction between the Association and the organization.

c. Annual Disclosure. Association Leadership individuals must disclose or update any conflicts by April 1 of each year, through the American Academy of Orthopaedic Surgeons Disclosure Program ([www3.aaos.org/education/disclosure/disclose\\_intro.cfm](http://www3.aaos.org/education/disclosure/disclose_intro.cfm)) and, if not previously disclosed, will make disclosure before any relevant AAHKS Board or committee action as they become aware of the conflict. The Board members will receive a copy of the disclosure for every board member so they will be aware of conflicts.

d. Recusal means to disqualify oneself from participation in a matter; to remove oneself from participation in the discussion and voting to avoid a conflict of interest. In the event that an Association Leadership individual has an actual, claimed or even potential conflict of interest with respect to any Association matter, the Association Leadership individual may recuse him or herself, or the body may elect to request the individual recuse him or herself, from any further presence or participation in any affected part of the Board or committee meeting, discussion, deliberation, or action upon such matter. The recused person may be invited back to answer additional questions or provide clarification and then recuse him or herself again.

E. Use of Association Leadership Titles for Endorsement or Promotion. Association Leadership individuals are not to promote, endorse, use, or permit the use of their elected, appointed, or employed title or position to promote any product, service or organization except in the following limited instances.

(1) For Own Practice Promotion. An Association Leadership individual may use his or her elected or appointed title to promote his or her surgery practice so long as such business is the individual's primary employment and promotion is targeted to his or her primary consumer "Primary employment" is defined as the individual spending the majority of working hours in or deriving the majority of income from this business.

(2) AAHKS Publications. No Association Leadership individuals, specifically including the Editor of *the Journal of Arthroplasty*, may use their elected or appointed titles in any promotion or endorsement in any Association publication, including the *Journal of Arthroplasty*.

(3) Examples: (1) An AAHKS officer may not allow his elected title to be used in an endorsement of a surgical product he admires, whether payment is made or not. Nor may he do so in a product review published in a magazine or on the Internet. (2) An AAHKS President may use his official title in an advertisement for his own private surgical practice that provides his primary source of income. (3) An AAHKS officer may not allow his AAHKS title to be used to promote a different, third party surgical practice, business, or organization.

F. AAHKS's Policy for Educators & Professional Speaking. The Association recognizes that many Association Leadership individuals perform a valuable educational function. While encouraging Association Leadership individuals to continue their service as educators, the Association wishes to avoid any perception of possible conflicts of interest and therefore adopts the following policy:

a. Disclosure & Restriction of Other Course Involvement. Any Association Leadership individual who is engaged in teaching surgical related courses shall disclose in writing such teaching activity to the Association in advance of speaking at AAHKS events.

b. Use of Titles & Disclaimers. In speaking or educational situations (and in the promotion of same), the Association Leadership individual may use his or her elected, appointed, or employed title in a biographical paragraph context and the Association Leadership Individual must also make full disclosure regarding any business or financial interests related to the subject matter that is intended to be discussed in such lecture and a conspicuous disclaimer (e.g., at the beginning of his or her lecture, etc.) that states, "The AAHKS does not endorse any products or surgical techniques. The opinions I express here are my own and should in no way be interpreted to imply that they necessarily represent those of the AAHKS."

c. Free Speech. Association Leadership individuals are permitted (and encouraged) to express personal opinions about political issues in forums, other organizations, and in the society at large. In expressing such opinions, however, they may not utilize their position on the Board in any manner that would imply their personal opinion is the position of the AAHKS, its committees or component and subsidiary organizations. If there is any question raised, the Association Leadership individual should clarify that "The AAHKS does not endorse any products or surgical techniques. The opinions I express here are my own and should in no way be interpreted to imply that they necessarily represent those of the AAHKS."

G. AAHKS's Policy for Professional Writing:

a. Use of Titles & Disclaimers. In professional writing containing information on surgical products, services or methodologies, the Association Leadership individual must first make full disclosure to the publisher regarding any business or financial interests related to the subject matter discussed. The Association Leadership individual may use his or her elected, appointed, or employed title, provided that he or she includes a prominent disclaimer that "The opinions expressed in this lecture are my own and should in no way be interpreted to imply that they necessarily represent those of the AAHKS" and another disclaimer should be included that states, "The AAHKS does not endorse any products or surgical techniques."