



AMERICAN OPTOMETRIC ASSOCIATION

AOA Volunteer Forms

Introduction

This survey includes important American Optometric Association (AOA) documents with which you must be aware and familiar:

- *Vision and Mission Statements*
- *Commitment to Diversity and Inclusion Statement*
- *Corporate Confidentiality Policy*
- *Discrimination and Harassment Statement of Volunteer Obligations*
- *Antitrust Compliance Policy*
- *Ownership of Materials Policy*
- *Conflict of Interest Policies and Disclosures*

It is vitally important that you read these materials. If you have any questions about your obligations as an AOA volunteer, staff, or consultant, you may direct them to Jon Hymes, AOA Executive Director.

Vision and Mission

AOA Vision

The American Optometric Association (AOA) is the acknowledged leader and recognized authority for eye and vision care in the world.

AOA Mission

Advocate for the profession and serve optometrists in meeting the eye care needs of the public.

The objectives of the AOA are centered on improving the quality and availability of eye and vision care. The AOA fulfills its missions in accordance with the following goals:

1. *Health care and public policy related to eye care will uniformly recognize optometrists as*

primary health care providers and ensure the public has access to the full scope of optometric care.

2. Optometrists and other professionals will look to the AOA for professional standards, research and education leadership that serve to enhance and ensure competent, quality patient care.

3. The public, optometrists and other professionals will turn to the AOA for reliable and current information related to optometry, eye care and health care policy.

Commitment to Diversity and Inclusion

AOA's Commitment to Diversity and Inclusion

The American Optometric Association upholds and advances diversity, equity and inclusion. AOA is committed to advancing the diversity of the profession of optometry, nurturing an organizational culture that is committed to diversity and inclusion and continuing efforts to ensure access to care. These endeavors enable AOA to further the profession of optometry and improve the eye, vision and overall health of the public.

Corporate Confidentiality Policy

American Optometric Association (AOA) volunteers may come into possession of confidential information, including but not limited to information regarding the business affairs of AOA and its affiliates, administrative, financial, industry, insurance, personnel, and sponsorship information, business and marketing plans and strategies, and other non-public information.

Additionally, volunteers may come into possession of confidential information belonging to AOA's members, suppliers, consultants, licensors, contractors, subcontractors, agents or others to whom the AOA owes a duty of confidentiality. Collectively, the above-described information is "Confidential Information."

As a condition of your relationship with AOA, you agree

- *not to use, disclose or release to any party, copy, duplicate, remove, or take pictures of any Confidential Information without the prior written consent of AOA;*
- *that all Confidential Information will remain the exclusive property of the AOA;*
- *that you will use reasonable safeguards to protect the Confidential Information.*

Unauthorized disclosure of Confidential Information may subject you to legal liability, without any right of indemnification from the AOA.

Discrimination and Harassment

Statement of Volunteer Obligations

The American Optometric Association (AOA) expects that its volunteers, like anyone else who is conducting business on its behalf or representing it, in any manner, will adhere to the highest standards of ethical conduct. This includes, but is not limited to, conducting oneself in a business-like and respectful manner in all interactions with others.

AOA has a formal policy that prohibits discrimination and harassment in employment on the basis of race, color, creed, religion, sex, age, national origin, disability, and any other trait protected by law. At any time when a volunteer is involved in AOA business or interacting with AOA employees, the volunteer is expected to adhere to AOA's anti-discrimination/anti-harassment policy.

AOA's policy against discrimination also prohibits harassment of applicants and employees. As used in that policy, harassment refers to conduct, remarks, slurs, jokes, pictures, cartoons and other material which is based on a protected trait (such as race, sex, age, religion, national origin, disability, etc.) and which would be unwelcome and offensive to a reasonable person. AOA's policy covers discrimination and harassment on the basis of any trait protected by law, including racial discrimination and sexual harassment.

While it is not easy to define sexual harassment and discrimination precisely, the term includes unwelcome: comments, touching, sexual advances, propositions, requests for sexual favors, physical touching, comments about an individual's body or sex life, continued or repeated verbal abuse of a sexual nature, and other verbal or physical conduct of a sexual nature when:

- 1. submission to the conduct is directly or indirectly made a condition of employment or continued employment;*
- 2. submission to or rejection of such conduct is used as a basis for employment decisions; or*
- 3. the harassment has the purpose or effect of unreasonably interfering with an employee's performance or creating a work environment that is intimidating, hostile or offensive.*

Racial discrimination involves treating someone unfavorably because he/she is of a certain race or because of personal characteristics associated with race. (www.eeoc.gov)

Each volunteer must exercise his/her own good judgment to avoid engaging in conduct that may be perceived by others as discrimination or harassment.

AOA recognizes that volunteers may interact with employees outside of AOA's offices and may socialize with employees. Such interactions can impact employees at work. As a result, all volunteers should be aware of this policy in any interaction with employees, whether inside or outside of AOA's offices or AOA's standard business hours.

The following list illustrates some but not all of the conduct that is prohibited:

- the use of derogatory comments, racial slurs or epithets;
- promising or implying a raise or promotion if an employee dates the volunteer or provides any sexual favor to the volunteer, or
- threatening or implying a demotion or pay cut if an employee turns down the volunteer's request for any sexual favor or date;
- making unwelcome comments about the anatomy of another, making sexual gestures or leering at another, or displaying sexually suggestive materials;
- the use of degrading comments or jokes, or displaying derogatory materials, cartoons or pictures about another's race, religion, national origin, disability, age or sex;
- kissing, hugging, massaging or otherwise touching another in an unwelcome manner, or interfering with another's motion by blocking or standing in an uncomfortably close proximity to the other person;
- asking another for a date after being turned down in a manner that does not invite a future invitation.

Volunteers should also be aware that AOA's policy also states that any employee who believes that (s)he has been discriminated against or harassed in violation of the policy, or who is aware of any such discrimination and/or harassment, is urged immediately to report the prohibited conduct to his/her immediate supervisor and/or the AOA Executive Director or the ADP hotline number at 844-448-0325. Volunteers are expected to do the same. Also, AOA will promptly investigate, in as discreet and confidential a manner as is reasonably possible, all complaints of discrimination/harassment. Like employees, volunteers are expected to fully cooperate in any investigation and to keep confidential their involvement in any investigation. If, after investigation, AOA finds that a violation of its anti-discrimination/ anti-harassment policy has occurred, it will promptly implement appropriate remedial action.

Volunteers should also know that AOA's policy prohibits retaliation for making a good faith complaint or report of discrimination or harassment, or for cooperating in any investigation. AOA also will not tolerate retaliatory conduct by any volunteer.

Any questions regarding this policy should be directed to the AOA Executive Director or ADP's hotline number at 844-448-0325.

Antitrust Compliance Policy

The following description of the antitrust laws is necessarily very general and is meant primarily to raise a red flag regarding prohibited activities. Whenever a Covered Individual is uncertain whether an action might have antitrust consequences, he or she should immediately contact the AOA General Counsel's office for clarification. Additionally, it is AOA policy that each individual acting on its behalf should alert legal counsel of any activity that is believed might be a violation of the antitrust laws.

The principal antitrust statutes of the United States are the Sherman Antitrust Act, the Clayton Act, and the Federal Trade Commission Act. Many states have statutes which replicate the prohibitions of the federal acts and in some circumstances exceed them. For purposes of this policy statement, the exact language of the various statutes is less important than their general prohibitions. For that reason, this policy statement focuses on the business situations that should be avoided rather than the wording of the statutes themselves.

A complete copy of this policy may be found on the AOA website, under the section entitled, "Governance."

Relationships With Competitors

Because the AOA operates as a professional association for optometrists, the AOA and individuals acting on its behalf should avoid even the appearance of improper discussions with competitors. The AOA must not become involved in the competitive business decisions of its individual members.

The following is a list of types of prohibited discussions among competitors.

Price Discussions

Covered Individuals are prohibited from discussing pricing with or among competitors. The antitrust laws prohibit agreements with competitors on prices to be charged to customers. Covered Individuals should not discuss with competitors any information involving prices or the components of prices, costs of services, costs, discounts, fees, reimbursement rates, profits or overhead, without first obtaining advice from legal counsel. The courts have interpreted the concept of an agreement very broadly and have not limited it to a formal understanding such as a contract or even to an arrangement in which both parties indicate informally that they will follow a common plan. Individuals acting on behalf of the AOA may discuss with competitors the scientific and clinical aspects of the practice of optometry. For health professional associations, discussions about third party payers are a particular source of concern. Please see the "Antitrust and Third Party Payers" section on the last page of this policy for more information.

Discussions of Customer or Market Allocation

Employees or individuals acting on behalf of the AOA must not discuss allocating customers or geographic territories between or among competitors. The same broad rules that apply to discussion of price information (in section (1) above) apply here. There must be no agreements or discussions with competitors about who will sell to which customers, about the geographic

territory that each competitor will cover, or about a willingness to use less than best efforts with some customers or territories.

Refusals To Deal

Employees or individuals acting on behalf of the AOA must not agree or discuss with competitors refusals to deal with a customer or group of customers, particular providers, suppliers, manufacturers, or third-party payers. Whether a doctor of optometry decides to (i) provide services to a particular customer, (ii) purchase products, equipment or services from a particular manufacturer or supplier or provider, or (iii) contract with a particular company, must be the unilateral decision of that optometrist and not the result of conversations with or among competitors.

Additional Considerations for Professional Associations

There are two additional areas of antitrust concern for professional associations: exchange of information and standardization. Many professional associations exchange information among members about safety, costs, and even sometimes past prices. This is not a routine activity for the AOA, but a situation may arise where AOA does wish to engage in some form of information exchange for a specific project. Legal counsel must be consulted prior to any such project – before any information is exchanged – because this type of activity is always sensitive.

Professional associations may also work for product standardization, particularly because of safety concerns. This activity may be permissible, but legal counsel should be consulted and kept advised.

Lobbying and Advocacy

Lobbying and advocacy work that is intended to influence the passage or enforcement of laws and regulations by government officials is generally exempt from antitrust liability, under the Noerr-Pennington doctrine. Noerr-Pennington is a judicially created doctrine (the name is taken from two U.S. Supreme Court cases) that holds that seeking government action that would have the effect of restricting competition is protected by the First Amendment. Activities that fall under this exception include lobbying for legislation, seeking executive branch enforcement of laws and regulations, or filing a lawsuit. All AOA advocacy and lobbying activities should be conducted in coordination with AOA government relations staff.

A Note on Trade Libel

“Trade libel” is a civil cause of action in which a plaintiff alleges that a defendant published false and disparaging information about the plaintiff’s goods or services, causing financial harm to the plaintiff.

Professional associations have sometimes been subject to trade libel claims when commenting on companies or products in the marketplace. This could be in the context of commenting on products or services which the association believes violate laws or regulations, or which the

association believes are potentially harmful to the public. Ask legal counsel to review any statements that are critical of a particular company or product before publication. In particular, comments that a particular product or activity is illegal or dangerous must first be discussed with legal counsel.

Conclusion

It is the responsibility of each employee, volunteer, or other individual acting on behalf of the AOA to understand and comply with the antitrust compliance policy. If situations arise in which an individual has concerns about the antitrust implications of certain conduct, then he or she should contact legal counsel for guidance.

Ownership of Materials Policy

You acknowledge that all material created by American Optometric Association (AOA) committees or other AOA volunteer entities is the property of the AOA. AOA volunteers transfer to the AOA any rights or interests they may have to any material created as part of their volunteer activities, unless otherwise agreed in a written and signed agreement with the AOA.

Conflicts of Interest Policies and Disclosures

A. Introduction

The AOA Judicial Council publishes this Manual to summarize the following: AOA conflict of interest policies; disclosure requirements for AOA members, staff and volunteers; restrictions on activities and endorsements by members of the AOA. These procedures are outlined in the AOA House of Delegates Resolutions 392, 1910 and 1982, adopted in 1938, and 2012 and modified in 2012 and 2015. Additionally, the AOA Board of Trustees has adopted two other important policies relating to the conduct of AOA officials, volunteers and staff.

B. Conflict of Interest Policies

1. Restriction on Endorsements by AOA

AOA may not approve the endorsement of any procedures, instruments, or products provided directly to patients or involved in patient care.

However, AOA may approve the endorsement of business entities of affinity programs related to the practice of optometry that are determined to benefit its members and are not provided directly to patients or used in patient care.

2. Restrictions on Improper Use of Names, Photographs, Titles and Positions of Elected Officials

AOA elected officials 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 elected official's own personal financial gain.

Questions as to whether the specific use of an elected official's name, photograph, title and/or position is, or would be, improper under Resolution 392 may be submitted in writing to the Chair of the Judicial Council.

The AOA Standards of Professional Conduct adopted by the AOA House of Delegates indicates that an optometrist holding an official position in any optometric organization should avoid any semblance of using the position for self-aggrandizement.

3. Restriction on Affiliations by Members of the Board of Trustees which conflict with AOA Objectives and Policies

A member of the AOA Board of Trustees may not serve on a board or 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 AOA objectives or policies. Participation of members of the AOA Board of Trustees on boards or advisory boards of other entities may be beneficial to the advancement of AOA's objectives if there is no such conflict.

4. Restrictions on Personal Interests that would Compromise the Ability of a Member of the Board of Trustees to Perform His or Her Responsibilities

The House of Delegates shall not elect a candidate for the Board of Trustees who has, nor shall a member of the Board of Trustees develop, a personal interest of such a nature that it would compromise the individual's ability to perform his or her responsibilities as a member of the Board of Trustees. Accordingly, AOA policy bars a member of the Board of Trustees from having an affiliation that would conflict with AOA's objectives and policies; in addition, AOA policy bars a candidate or a member of the Board of Trustees from having a personal interest that would compromise the individual's ability to discharge his or her duties.

5. Restrictions on Voting and Discussions by an AOA Volunteer or Elected Official Having a Conflict of Interest

An AOA volunteer or elected official member of the AOA Board of Trustees shall not participate in the discussion and voting on any matter in which the individual may have a conflict of interest.

6. Board of Trustees Policy Containing Restriction with Respect to Articles, Statements, and Speeches by AOA Officers, Trustees, Volunteers and Staff

In 1994, the Board of Trustees adopted a policy that, in writing an article or making a statement or speech, a volunteer or staff person should avoid creating the impression that a position is the

policy of the AOA if the position in fact has not been adopted by the House of Delegates or the Board of Trustees. The policy further provides that an AOA volunteer or staff member should be careful to distinguish between AOA policy and his or her own personal views. This policy was revised in 2002 to require a disclaimer in certain circumstances.

7. Board of Trustees Policy Containing Restriction on Solicitation or Acceptance of Gifts

A 1991 Board policy states that it is unprofessional conduct for an elected official, volunteer or staff person directly or indirectly to solicit or accept a thing of value by inducing the reasonable belief that the giving of the thing of value will influence his or her official AOA actions.

C. Disclosure Provisions

1. Disclosures by all AOA Elected Officials, Volunteers and Staff

Resolution 1910 requires all AOA elected officials, volunteers and staff to disclose any potential conflict of interest when engaged or about to engage in AOA activities. It also requires them to execute an annual statement that they will reveal personal business interests relating to any activities in which AOA is engaged.

Each year, all elected and appointed volunteers and staff will complete a conflict of interest disclosure form. Copies of the forms, together with instructions for their completion and submission, will be provided to all volunteers and staff by AOA Counsel. A sample copy of these forms, entitled Disclosure of Conflict of Interest by All Elected and Appointed Volunteers and Staff, is included as an attachment. The individual will advise AOA if a possible conflict of interest arises after the submission of the disclosure form. The AOA Judicial Council recommends that, in such a case, a new disclosure form should be executed immediately by the individual and submitted to the AOA General Counsel.

2. Disclosures to the House of Delegates by Members of the Board of Trustees and Candidates for the Board of Trustees

All members of the Board of Trustees shall annually 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 may have the potential to give rise to a conflict of interest with AOA or its objectives and policies. A candidate for the Board of Trustees shall publicly disclose any potential conflict of interest and provide to the House a description of any personal business interest, affiliation or activity with any entity that may have the potential to give rise to a conflict of interest with AOA or its objectives and policies. It further provides that the disclosures must be made prior to the election.

A copy of the disclosure form executed by each member of the Board of Trustees and by each candidate for the Board of Trustees shall be made available by AOA Counsel at the House of Delegates for inspection by any delegate.

D. Administrative Provisions

1. Judicial Council

The Judicial Council is responsible for overseeing the administration of the Association's conflict of interest and disclosure policies. The Judicial Council shall be responsible for rendering final decisions on any questions arising under the Association's conflict of interest and disclosure policies. In addition, the AOA Bylaws provide that the Judicial Council shall, in appropriate cases, render advisory opinions interpreting the AOA Code of Ethics and Standards of Conduct.

Questions about the AOA conflict of interest and disclosure policies should be addressed to the Chair of the Judicial Council either directly or via the AOA Counsel.

2. AOA Counsel

AOA Counsel is responsible for ensuring

- that the information provided in accordance with AOA's conflict of interest and disclosure policies ("disclosure information") is properly collected, reviewed and maintained at AOA's main office;
- that the disclosure information is provided to all delegates and trustees at the annual Congress;
- that any interim disclosure information between annual congresses is promptly redistributed to all members of the Board of Trustees and Judicial Council members for review; and
- that the disclosure information be made available for inspection, upon the written request of any AOA member, by appointment with AOA Counsel, during regular business hours.

E. Conclusion

The House of Delegates has adopted broad conflict of interest policies and disclosure rules. The Judicial Council is committed to assisting AOA elected officials, volunteers and staff in their efforts to continue to comply fully with these important requirements.
