American Health Care Association/National Center for Assisted Living (AHCA/NCAL)
Conflict of Interest Policy and Confidentiality Certification for Board Members

The American Health Care Association (AHCA) and National Center for Assisted Living (NCAL) are dedicated to improving lives by delivering solutions for quality long term care. The integrity of AHCA/NCAL, and the activities they undertake, depends on the avoidance of conflicts of interest, or even the appearance of such conflicts, by the individuals involved in those activities.

At the same time, AHCA/NCAL recognizes that its leaders and members have significant professional, business and personal interests and relationships. Therefore, AHCA/NCAL has determined that the most appropriate manner in which to address actual, potential or apparent conflicts of interest is initially through liberal disclosure of any relationship or interest which might be construed as resulting in such a conflict and updating any such disclosures as necessary and appropriate. Disclosure of an actual or potential conflict of interest should not be construed as creating a presumption of impropriety or as automatically precluding someone from participating in an AHCA or NCAL activity or decision-making processes. Rather, it reflects AHCA/NCAL’s recognition of the many factors that can influence one’s judgment and a desire to make as much information as possible available to other participants in AHCA/NCAL-related matters. (For purposes of this document the term “committee” includes AHCA and NCAL Committees, Work Groups, Task Force, Councils, etc.)

This conflict of interest policy is designed to help Board members with decision-making authority for AHCA/NCAL or who may influence decision-making identify situations that present potential or actual conflicts of interest and provide procedures to address actual and potential conflicts of interest so as to protect AHCA/NCAL’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in any applicable state or federal law, the provisions of the applicable law shall control.

Areas of actual or potential conflict could occur in any of the following relationships listed below:

A. Governing Board/Organization Membership — Relationships with other organizations, including any current or prospective leadership role in, or other relationship with, any other association, society or foundation (e.g., board member, committee member, advisor, contributor) where actual or potential conflict may exist.

B. Employment — Employment, consulting, or other compensation arrangements, including honoraria, involving payments of more than $5,000.00 per year or $10,000.00 over a three-year period that are current, prospective or have occurred within the past three years where actual or potential conflict may exist.

C. Financial Interests — Material financial interests of the Board member, or anyone within the Board member’s immediate family or with whom the Board member directly shares income, held in a commercial entity that provides products or services to the AHCA/NCAL, or reasonably may be anticipated to conflict with the interests of the AHCA/NCAL. Dollar amounts and percentages need not be disclosed. Material financial interests include stock ownership or options but exclude indirect investments through mutual funds and the like in a company the stock of which is not publicly traded.
D. **Gifts and Entertainment** – Gifts and entertainment of material value can also create an appearance of a conflict of interest or an actual conflict of interest. A gift (whether given or received) would normally be considered material if it has a value in excess of $250. Entertainment (whether given or received) would normally be considered material if it has an expected cost per guest per event in excess of $250. Because these matters may not be free from doubt, Board members are encouraged to consult with AHCA/NCAL’s Chief Strategic Officer with any questions.

E. **Other Relationships** — Relationships with third party vendors that may benefit from any confidential information of AHCA/NCAL plans and strategies.

**Process:**
At the time of Board appointment, and annually thereafter, each member will be asked to sign the conflict of interest form, attached here, and return it to AHCA/NCAL. Further, at the start of each board meeting the Chair will ask each member if they have any potential or actual conflicts with any agenda item and if yes that they immediately disclose such conflict (as well as the facts material to the actual or potential conflict of interest) to the full Board. Further, each member with an actual conflict should recuse himself/herself from decision-making discussion and/or voting on the conflicted issue. Any potential or actual conflicts will be noted in the meeting minutes.

If another member of the Board believes that a member has not appropriately disclosed a conflict, that member may file a grievance to AHCA’s General Counsel who will rule on the issue.

**Certifications:** These certifications apply to the Board, all the committees, work groups, task forces and the like upon which a member serves.

1. **Confidentiality Statement** – I understand that as part of my role as an AHCA/NCAL Board member I will be made privy to proprietary information. I shall exercise care not to disclose confidential information acquired in connection with my role and will not disclose information which might be adverse to the interests of AHCA/NCAL. Furthermore, I shall not disclose or use information relating to the business of AHCA/NCAL for personal profit or advantage.

   Signature:

   Date:

2. **Affirmation** – By signing below, I affirm that:
   a. I have received a copy of this conflict of interest policy;
   b. I have read and understand the policy; and
   c. I agree to comply with the policy.

   Signature:

   Date:

3. **Disclosure** – I hereby certify that I will disclose any potential or actual conflicts at any meeting that includes an agenda item where an actual or potential conflict exists. I agree that I will recuse myself from discussion and/or voting on any topics where I have a conflict.

   Signature:

   Date:
AHCA/NCAL’s Disclosure Statement

Identify All Health Care Organizations With Which You Are Affiliated (i.e., those organizations for whom you serve as director, officer, employee, agent, partner, consultant, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.)

Disclose Actual or Potential Conflicts of Interest:

Signature:

Date: