



Board of Directors Conflict of Interest

TNP is a professional association, as described within Section 501 (c) (6) of the Internal Revenue Code, that is committed to pursuing its mission in a responsible and ethical manner. Because of the nature of the TNP association many individuals are involved in making or influencing significant decisions. Some of these individuals may have or develop personal interests that could create or be perceived as a conflict between those personal interests and the interests of TNP. Conflicts may arise when:

1. the interest or activities of an individual, those of a member of his or her family, are competitive with or otherwise adverse to those of the TNP; or
2. the individual is in a position to influence a transaction or decision in such a way that it will or might appear to benefit the individual or his or her family member.

(As used in this policy, “family” refers to a group of persons who consider themselves as family, including those related by blood, marriage, or dependency, or joined together to raise children, or sharing living quarters, whose concern for each other might, or could be expected to, affect their judgment or impartiality.)

Such perceived or actual conflicts can best be addressed and resolved through full disclosure and review by appropriate individuals, together with a process for the approval of business decisions and transactions by non-interested decision makers.

Applicability

This policy applies to all TNP Board of Directors, staff and/or those appointed, including, but not limited to, liaisons, fellowship and traineeship recipients, and lobbyists.

Policy

1. An individual shall not vote on, influence, or make recommendations regarding a TNP transaction when that individual or a member of his or her family has a Material Interest (defined below) in an entity, property involved, or outcome in said transaction or decision.
2. An individual, member of his or her family, or an entity of the family, in which one or more of the family has a Material Interest, may not do business with or compete with the business of TNP, unless expressly authorized by TNP’s Board of Directors, or as detailed in the Bylaws of TNP.
 - a. Determining a Material Interest: For purposes of compliance with the preceding C (1) and (2) and the following D (1), (2), and (3), a Material Interest is defined to exist in, but is not limited to, the following circumstances:
 - i. an individual and/or member of his or her family having a combined ownership or investment interest of greater than five percent (5%) in an entity or property.
 - ii. an individual and/or member of his or her family serving as a director, trustee, officer, partner, employee, consultant, agent, member of the active professional staff,



researcher or advisor, whether in a paid or voluntary capacity, of or to an entity, including but not limited to health care providers, other than the TNP.

iii. An individual holding an elected or appointed office or position in a branch of government or in a regulatory agency having authority or jurisdiction over professional associations or providers of medical or advanced nursing practice care. For judiciary members, areas of conflict of interest will be as defined by the Code of Judicial Conduct:

iv. An individual, or member of his or her family, competing with TNP in the purchase or sale of property or any property right, interest or service.

3. An individual or member of his or her family shall not accept gifts or other favors under circumstances that might reasonably lead to the inference that the gift or favor was intended to influence his or her decision-making while serving TNP in any capacity.
4. An individual shall not disclose or use information of TNP's business for personal profit or advantage or use or disclose confidential and/or strategic information in advance of its authorized release.
5. No TNP board member may apply for, solicit, or accept employment with the TNP unless, at the time of their application or solicitation, they have resigned from the Board of Directors and have agreed not to serve in such capacity, or be a candidate for an office for a period of two years after the date of his or her resignation.
6. No person who has been an employee, of or has applied for a position as an employee of, TNP may serve or be a candidate for the TNP Board of Directors for a period of two years after the date of his or her date of termination as an employee or the last date on which such person was being considered for employment with NP.
 - (i) No other person covered by the Conflict Policy, including a member of a TNP committee, may apply for, solicit, or accept employment with TNP if the chair of the committee on which they serve, approves or participates in the selection of candidates, or development of job descriptions, requirements, duties, responsibilities, salary, or similar aspects for the position unless at the earliest time of their application, solicitation, or participating in the creation of any staff position, including developing job descriptions, requirements, duties, responsibilities, salary or similar aspects they have resigned their chair position in TNP and have agreed not to apply for, or serve in such capacity, for a period of two years after the date of his or her resignation.
 - (ii) A person who applies for, solicits or accepts employment with the TNP, whether or not they are selected for or are serving, shall not, for a period of two years after the last date on which such person was being considered for employment with TNP, be appointed to or be a candidate for election to any committee staffed by the TNP position they were applying for, or if such committee approves or participates in the selection of candidates, or development of job descriptions, requirements, duties, responsibilities, salary, or similar aspects for the position.

Process for Addressing a Potential Conflict

1. Annual Disclosure and Update: individuals to whom this policy applies shall provide annual disclosure of their outside financial and professional interest on the TNP disclosure statement. In addition, said individuals shall immediately update this statement at any time during the year that the information



requested on said statement changes. Disclosure statements shall be submitted to TNP's CEO for review. TNP's CEO shall prepare and present a report documenting the results of this review to TNP's Board of Directors.

2. **Specific Disclosure Employee:** An employee of the TNP who is in a position to approve or influence a particular transaction or decision in which the employee, or his or her family member has a Material Interest in an entity or property involved in the transaction or decision, shall disclose without delay the material interest to the president for review and resolution prior to any action by TNP. TNP's President may seek advice from TNP's legal counsel.
3. **Specific Disclosure – Director:** An individual serving as a Director who is in a position to vote on or influence a particular transaction or decision when the individual, or his or her family member has a Material Interest in an entity or property involved in the transaction or decision shall without delay:
 - a. Disclose the conflict to the board or committee prior to any action by TNP;
 - b. Leave the room during the discussion;
 - c. Not participate in discussion of the transaction or decision;
 - d. And abstain from voting on the matter.

The transaction or decision must be approved by a vote of majority of the non-material interested TNP Board of Directors present at the meeting. If the transaction or decision is approved, the minutes of the meeting should reflect the reasons that the transaction was deemed to be in the best interests of the affected Association and that the terms are at least as favorable as those which are or would be available under competitive disinterested proposals. It is not necessary in all circumstances to solicit competitive proposals if the relevant terms can be reasonably evaluated without such proposals or if no competitive proposal is reasonably available.

Violations of the Conflict of Interest Policy

A TNP Board of Director, with reasonable cause to believe than an individual subject to this Policy and with a Material Interest has failed to make the required conflict of interest disclosure, shall inform the CEO and President of TNP. The CEO shall inform said individual of the basis for such belief and shall afford the individual an opportunity to explain the alleged failure to disclose. If after hearing the response of the individual and making such additional investigation as may be warranted under the circumstances, the CEO shall inform the Board of Directors of the situation. Should the Board of Directors determine the individual has in fact failed to make a required disclosure, it shall take appropriate disciplinary and corrective action.

Signature

Date