

Volunteer Code of Conduct and Conflict of Interest, Assignment of Rights, Disclosure Policy

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Volunteer Code of Conduct and Conflict of Interest

SCCM is a nonprofit, tax-exempt society of professionals formed to promote, develop, educate, and otherwise improve the care of the critically ill and injured. SCCM's principal membership class consists of individuals engaged in the practice of critical care. This document serves as a code of conduct for members in their capacity as SCCM volunteers. The principles and requirements that comprise the code and the procedures are based upon, and are designed to ensure, full compliance by SCCM and its officers, directors, and volunteers with the fiduciary duties imposed upon such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. Volunteers affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining volunteer positions.

Code of Conduct

Volunteer members of the Society shall at all times abide by and conform to the following code of conduct in their capacity as volunteer members.

Volunteer members must exercise a **duty of care** to act in a reasonable and informed manner when participating in the decision-making process and when acting in an oversight capacity of the Society's management. The duty of care includes regularly attending all scheduled meetings, exercising independent judgment based solely on what is in the Society's overall best interests, irrespective of other entities with which the leader or volunteer is affiliated or sympathetic, or to which he/she owes the appointment. Further, this duty requires Society leadership to act in accordance with the Society's articles of incorporation, bylaws, and policies, as well as applicable regulations.

Volunteer members must exercise a **duty of loyalty** that requires performance of duties in good faith and in the best interests of the Society, rather than in their own interests. The duty requires that all volunteers be conscious of the potential for conflicts of interest (COI) and act with candor and care in dealing with such situations, and that all volunteers treat as confidential all matters involving the Society until there has been public disclosure.

Volunteer members must exercise a **duty of obligation** when they agree to serve as an SCCM representative to external organizations or to represent the Society in an official capacity with individuals, members, vendors, companies, nonprofit groups, or other entities. The duty of obligation requires Society volunteer representatives to articulate and support the decisions of the Society's leadership and to represent the reasons for such decisions, irrespective of any individual interests, opinions, or positions. This duty is not meant to preclude or dissuade one from voicing concerns to the Society's elected leadership or from participating in deliberative processes for which one may have been

elected, but rather to ensure that a Society representative provides a clear message to others stating the Society's official position and reviewing the deliberative processes that lead to such decisions, without regard to one's own personal opinions or bias. If, at any time, a representative of the Society is unclear on the Society's official position on a matter or is uncomfortable carrying out this duty, the matter should be discussed with the Society's president.

Volunteer members must exercise a **duty of disclosure** as the importance of his/her position is recognized and that, as a result of that position, any felony charges, restrictions, suspensions, or revocations of licenses or hospital privileges may negatively impact the Society. Therefore, volunteers must disclose any of these to the SCCM president. For good cause, and with prior notice to the member whose information is at issue, such information may be disclosed to the Council. Volunteer participation in Society activities may be limited or prohibited as a result of these disclosures.

Volunteer members will exercise proper authority and good judgment in their dealings with the Society staff, suppliers, and the public and will respond to the needs of the Society's members in a responsible, respectful, and professional manner.

Retiring volunteer members will, at the Society's request, promptly return to the Society all documents, electronic files, hard files, reference materials, and other property entrusted to the volunteer member for the purpose of fulfilling his/her volunteer responsibilities. Such return will not abrogate the retiring volunteer member from his/her continuing obligations of confidentiality with respect to information acquired as a consequence of tenure as a volunteer.

In addition, volunteer members shall:

- Avoid placing (and avoid the appearance of placing) their own self-interest or any third-party interest above that of the Society; while the receipt of incidental personal or third-party benefit may necessarily flow from certain SCCM activities, such benefit must be merely incidental to the primary benefit to the Society and its purposes;
- Not abuse their position by improperly using their volunteer position or the Society's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a volunteer member extends any further than it actually extends;
- Not engage in any outside business, professional, or other activities that would directly or indirectly materially adversely affect SCCM;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward SCCM staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to SCCM;
- Not solicit or accept gifts, gratuities, trips, honoraria, personal property, or any other item of material value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to SCCM without fully disclosing such items to the Society's director of organizational affairs;
- Not provide goods or services to SCCM except as detailed in the policy on Member Participation as Vendor to the Society in this policy manual;
- Not persuade or attempt to persuade any employee of SCCM to leave the employ of SCCM or to become employed by any person or entity other than SCCM;

- Not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship with the Society to terminate, curtail, or refrain from entering into a relationship with the Society or in any way to reduce the monetary or other benefits to the Society of such relationship;
- Not publicly endorse or promote a company's product, directly or indirectly.

Conflict of Interest

As the development of and need for close, constructive, and effective collaborative relationships between the healthcare profession and the pharmaceutical, device, and medical equipment industries become essential for research and education, the Council, volunteer members and/or Society staff may be subject to potentially compromising ethical situations and/or potential COI. These collaborative relationships should not only be impartial but should be honest and far beyond the reach of suspicion.

COI may arise or exist when: a) a covered individual's activities are in opposition to, detract from, or in some manner might become detrimental to the purposes of the Society as described in its articles of incorporation, bylaws, mission statement, policies, and procedures; or b) a covered individual is in a position to directly or indirectly benefit him-/herself, a family member(s), other individuals, or another organization with which the individual is affiliated through the use of his/her role in the Society.

It is the responsibility of the EC, members of Council, editors-in-chief, CEO/EVP, and any committee or other body that makes decisions for the Society to recognize, identify, disclose, and resolve actual or potential COI involving matters that come before them or bodies on which they sit. Such individuals shall disclose all relevant information to the body regarding the COI and shall remove themselves from all discussion and voting on the matter. Committees must review completed disclosure forms for financial and uncompensated relationships annually or whenever new information is submitted by members of the committee. If these conflicts cannot be resolved at the committee level, they will be forwarded to the COI Oversight Committee.

The COI Oversight Committee shall resolve all COI prior to the activity through one or more of the following steps:

- Abstaining from discussions related to the conflict
- Abstaining from voting on a matter related to the conflict
- Requesting reassignment to a committee that will not result in a conflict
- Divestiture of the relationship

Each committee chair will regularly remind the committee participants to disclose conflicts or potential conflicts and review the resolution procedures noted above. The resolution of each conflict shall be recorded in the notes or minutes of the meeting.

Prior to each Council meeting, the members of Council will disclose and/or recuse themselves after review of the agenda items but in advance of the meeting or begin each meeting with a query regarding disclosure and/or recusal. All attendees of Council meetings shall have their disclosures transparently available.

Key Society Leaders

Key Society leaders, defined as the president, president-elect, secretary, treasurer, past president, chancellor of the Board of Regents (BOR), editors-in-chief of the journals, and CEO, may not have direct financial or uncompensated relationships with companies during their terms of service in these capacities. However, a key Society leader may accept compensation for serving on an independent data and safety monitoring board in a company study. Uncompensated services, research support, data and safety monitoring board participation, , stock ownership, patent royalties, and other permitted relationships should nevertheless be disclosed to the Society and to the public. Key Society leaders may accept research support from companies as long as grant money is paid to the institution (e.g., academic medical center) or practice where research is conducted, not to the individual directly or indirectly (i.e., passed through another entity).

A direct financial relationship with a company is defined as a compensated relationship that generates an IRS Form W-2 or 1099, or is taxable as income in any amount for services provided or ownership interest in a company. Mutual funds and other comingled investments in which the Key Society leader has no direct control is not considered a direct financial relationship.

An uncompensated relationship is a formal documented relationship with a company for which the individual receives no financial benefit for services provided. This includes but is not limited to diverting payment for services to charitable organizations.

A company is a for-profit entity that develops, produces, markets, or distributes drugs, devices, services, or therapies used to diagnose, treat, monitor, manage, and/or alleviate health conditions. This definition is not intended to include nonprofit entities, entities outside the healthcare sector, or entities through which members provide clinical services directly to patients.

Any direct financial or uncompensated relationships with companies by key Society leaders in place on or before January 14, 2011, are exempted from this policy. However, no new direct financial relationships between companies and Key Society leaders are possible after this date.

Conflict-of-Interest Oversight Committee (amended 1/2013)

A COI Oversight Committee will review and resolve COIs that arise and are not resolvable at the committee level or whenever there has been a complaint by an individual member (whistleblower). The Committee will comprise a staff partner, a member of the EC, a member of Council (non-executive), two individuals appointed by the SCCM president, a member of the Ethics Committee and, when appropriate, a representative of the ACCM BOR, legal counsel, and/or a layperson. No one serving shall have a direct relationship, financial or otherwise, with companies, societies, or entities either as defined in the Key Society Leaders Section in this policy manual or deemed to be associated with the concern or conflict.

Conflict-of-Interest Frequently Asked Questions (approved 1/2013)

1. Can a Council member serve on the board of another professional society contemporaneously while serving on the Society's Council?

Yes, it is acceptable to serve on boards of two professional societies contemporaneously. Council members should recognize that ideally they would not serve on the boards of two

societies contemporaneously if there is any realistic possibility that the two societies could function in a competitive paradigm. If such a circumstance occurs, yearly disclosure is required and the Council member may need to recuse him-/herself on a per-agenda basis. In addition, the Council member may need to recuse him-/herself from discussion and actions of both professional society boards.

2. Can an EC member serve on the board/executive committee of another professional society contemporaneously while serving on the Society's EC?

The standards regarding avoidance of COI for the EC should be higher than those for Council in general. The major concern relates to organizations for which the realistic possibility of competition, and thus conflict, exists. Therefore, members of EC shall avoid serving on the boards of a Critical Care Societies Collaborative member organizations and the European Society of Intensive Care Medicine (ESICM). There may be additional organizations of importance, which shall be addressed on a case-by-case basis.

3. Should Council and the EC have the expectation that any Council member serving in the leadership of another professional society will keep the Council abreast of that society's developments?

Such a person should be able to keep SCCM abreast of materials and plans available to the general membership of the other organization, but there should be no request or expectation that individuals would breach their fiduciary requirements to another group for SCCM's interest. SCCM leadership shall model high ethical standards and actions.

4. Can the chair of an SCCM committee serve as a committee chair or member of another society contemporaneously?

Yes, it is acceptable to serve in such a role for more than one professional society contemporaneously. Committee chairs, especially the major chairs (Congress, Program, Strategic Planning, Education, Finance and Discovery Oversight) should recognize that ideally they would not serve as the chair of such major committees of two societies contemporaneously if there is any realistic possibility that the two societies could function in a competitive paradigm. If such a circumstance occurs, yearly disclosure is required and the committee chair may need to recuse him-/herself on a per-agenda basis. In addition, the committee chair may need to recuse him-/herself from discussion and actions of both societies.

5. Can members of Council utilize material or information garnered from their role on Council in order to advance a project with another organization, including their employer?

No. Such an act would be considered a breach of the duty of loyalty. The duty of loyalty requires Council members to exercise their powers in good faith and in the best interests of the organization, rather than in their own interests or the interests of another entity. The Council member cannot experience a personal gain either directly or indirectly from such materials, information, or discussion.

If a Council member desires to utilize such information in a manner that can provide personal gain, directly or indirectly, then he/she should:

- Discuss that intent with the president as there may be extenuating circumstances that could allow for an exception. Exceptions would have to be managed by full disclosure to the Council and/or via discussion by the COI Oversight Committee
- Refrain from using the knowledge until two years after service to the Council has ended

Whistleblowers

The COI Whistleblower Policy is intended to encourage and enable Society members to raise concerns related to COI within the organization for investigation and appropriate action. With that goal in mind, no volunteer who, in good faith, reports a concern shall be subject to retaliation. Moreover, an employee or volunteer who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including termination of employment or dismissal from the volunteer position.

A whistleblower, as defined by this policy, is a Society member who reports an activity that he/she considers to be in violation of the Society's COI policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; the COI Oversight Committee is charged with these responsibilities.

Every Society member has an obligation to report matters to the SCCM president or CEO/EVP if he/she suspects that violations of the COI policy have not been adequately addressed by the Oversight Committee.

Assignment of Rights

The Society encourages the members of its Council and its volunteers to participate in the creation and development of creative and useful works in connection with their service to the Society. The works created can be classified either as works created for the Society or works previously created. The classifications are described as follows:

Works Created for the Society

Through participation in the Society, one may, either individually, through committees, and/or in conjunction with SCCM staff and/or outside consultants, participate in the creation and development of works that are subject to copyright protection. Volunteers agree that all such works created, in whole or in part, in connection with Society membership (collectively, the "Works") shall be considered specially commissioned works of SCCM and shall be owned by SCCM. Content creators assign to SCCM ownership of all right, title and interest in the Works. In return, SCCM grants the creator a license to use the ideas contained in the Works for noncommercial purpose.

Works Previously Created

As a participant in SCCM activities, a volunteer may have the opportunity to present materials that have been developed previously, or to include these materials in derivative works developed for SCCM. The author of these materials conveys to SCCM the right to adapt and/or reproduce the materials and the author's personal likeness in handout, flyer, book, electronic, or other form. Further, the author should understand and agree that SCCM will use the work to carry out its charitable mission and that SCCM may include the derivative work or portions thereof in other SCCM projects and may distribute and/or sell the derivative work. Whenever materials are used in this fashion, the original author will receive full credit for the contribution and will have editorial control over the final version, authorization for which

will not be reasonably withheld. This right to publish, adapt, distribute and sell previously developed work shall be applicable to SCCM but does not preclude the author's ownership right in the original work or the right to use the materials in any way seen fit.

Government Employees

The Society recognizes that government employees cannot assign rights in works prepared by a government employee as part of his/her official duties. This is called a "work of the U.S. Government" and is not subject to copyright.

Volunteer Disclosures

As a sponsor accredited by the Accreditation Council for Continuing Medical Education (ACCME), the Accreditation Council for Pharmacy Education, and others, the Society must ensure balance, independence, objectivity, and scientific rigor in all its individually sponsored or jointly sponsored educational activities. All committee members participating in an SCCM-sponsored activity are required to disclose to the Society their relevant financial relationships. Please note that an individual has a financial relationship if the financial relationship is in *any* amount occurring in the past 12 months with a commercial interest whose products or services are discussed in the Society activity over which the individual has control. Financial interests and other relationships can include such connections as grants or research support, employment, consultancy, major stockholdings, paid membership in a speaker's bureau, etc. The intent of this disclosure is not to prevent a member with a financial or other relationship from making contributions to the Society, but rather to provide unbiased and balanced contributions.

An individual who refuses to disclose relevant financial relationships will be disqualified from volunteer activities and cannot have control of, or responsibility for, the development, management, presentation, or evaluation of the volunteer activity. Volunteers will be asked to complete an online Volunteer Disclosure Form each year and when material changes occur.

Any person disclosing potential COI must agree to work with the Society toward resolution as disclosures or disclaimers alone are not appropriate mechanisms to resolve COI. SCCM educational opportunities are held to a higher standard than simple disclosure in assuring independence from commercial influence. It is necessary for all parties to work together toward resolution.