May 11, 2015

To: CMA Members and Other Interested Parties

Fr: Steven E. Larson, MD, President-Elect
Chair, Committee on Nominations

Re: Request for Nominations and Applications for Appointment to Councils & Subcommittees

In October 2013, the California Medical Association (CMA) House of Delegates approved expansive restructuring of CMA’s governance system including a refocusing role of the House of Delegates, delegation of greater policy-making responsibilities to the Board of Trustees, and revamping of CMA’s council and committee structure to equip these bodies for a greater role as drivers of CMA policy making. The Board of Trustees, acting as the nominating committee to the House of Delegates for appointments to CMA Councils and Subcommittees, is seeking recommendations for CMA members to serve on councils and subcommittees beginning in October 2015 through 2016.

Service on a council or subcommittee enables CMA members to directly engage and participate in activities of their Association in a meaningful way, benefiting the medical profession through the intellectual contributions of committed volunteers, as well as providing opportunities for members to grow professionally as policy experts and leaders.

Pursuant to the restructuring approved by the House in 2013, the CMA councils and committees in existence prior to October 2015 will be dissolved and a new set of councils and subcommittees (with new roles and responsibilities) will be established. Current appointments to existing CMA councils and committees expire at the conclusion of Annual Session this October. Members of existing councils and committees will not be automatically reappointed to a new council or subcommittee. As such, current members of existing councils and committees who wish to serve on one of the newly established councils and subcommittees must submit a completed nomination form in order to be considered for appointment.

The overarching guiding principle in determining the composition of the councils and subcommittees will be that which leads to the development of informed, well-considered policy representing the best interests of CMA member physicians and their patients, and the best interests of CMA as an association representing all medical specialties and modes of practice. First priority considerations should be the qualifications, expertise, and/or demonstrated leadership of nominees in relevant subject matter, although not to the exclusion of motivated nominees seeking to develop such qualification/expertise and their assessed potential to constructively participate in consensus-based policy development. Provision of opportunity to be involved and representation of membership diversity are considerations that may be applied to all appointed bodies collectively rather than to each individually. In the appointment of subcommittees that require more focused technical knowledge and expertise, considerations may be more heavily weighted toward demonstrated qualifications and/or expertise.

Submitting an Application to the Committee on Nominations

The Committee on Nominations is tasked with recommending a slate of nominees for each council and subcommittee from a large pool of well-qualified applicants. Submitting completed nomination materials that provide thorough information about the experience and qualifications of applicants will help the Committee make appropriate recommendations to the Board of Trustees. A nomination application form...
and other pertinent information related to the CMA council and subcommittee appointment process are attached. As always, your assistance and cooperation is appreciated in identifying qualified individuals who are willing to participate in the Association’s activities.

**DEADLINE FOR NOMINATIONS: June 22, 2015**

Please submit the completed application and supporting materials by any mean below:

**By E-Mail:**
Email: Nominations@cmanet.org

**By U.S. Mail:**
California Medical Association
Attn: Homa Neely
1201 J Street, Suite 200
Sacramento, CA 95814

**By Facsimile:**
(916) 551-2036

Thank you.

cc: CMA Board of Trustees—For Information
    Key CMA Staff

**Attachments:**
Nomination/Application Form
FAQ: CMA Councils and Subcommittees Services
Purpose and Member Responsibilities
CMA Bylaws Provisions Governing Councils/Committees
CMA Conflict of Interest Policy
CMA’s Council and Subcommittee structure addresses the entire range of health care issues that impact the practice of medicine in California. Establishing standing bodies assigned to specific subject areas enables and fosters the development of expertise and imparts continuity and coherence to CMA policymaking. Standing Councils and Subcommittees provide opportunity for members to become engaged with their Association and to grow professionally as policy experts and leaders, and at the same time enable the association to benefit from the powerful intellectual and creative resources of a large and diverse membership.

**Purposes and Scope of Councils**

**Council on Science and Public Health**
- To study and make recommendations concerning public health (e.g. infectious disease, immunizations, tobacco control, substance abuse, environmental contaminants, etc.) and scientific/clinical issues.
- To serve as a reference committee of the House of Delegates if and when an issue of House business has been assigned to it by the Speaker and the Committee of Delegation Chairs. These responsibilities shall include studying, soliciting testimony and making recommendations to the Board of Trustees on submitted resolutions in its issue areas.

**Council on Medical Services**
- To study and make recommendations concerning medical service financing and delivery, cost and quality reporting, insurance and reimbursement, managed care, IT and practice management issues.
- To serve as a reference committee of the House of Delegates if and when an issue of House business has been assigned to it by the Speaker and the Committee of Delegation Chairs. These responsibilities shall include studying, soliciting testimony and making recommendations to the Board of Trustees on submitted resolutions in its issue areas.
- To provide oversight of the following subcommittees:
  - **Medicare Subcommittee.** To study and make recommendations regarding Medicare.
  - **Medi-Cal Subcommittee.** To study and make recommendations regarding Medi-Cal.
  - **Workers’ Compensation Subcommittee.** To study and make recommendation regarding California’s Workers’ Compensation system.
  - **Health Information Technology Subcommittee.** To study and make recommendations regarding the strategic use of information technology within the health care system.

**Council on Ethical, Legal and Judicial Affairs**
- To study and make recommendations concerning evolving social and philosophical trends and issues which are of immediate or long-term concern to the medical profession, with emphasis on medical ethics, bio-ethics and attendant areas.
- To function as an appellate body for the purpose of hearing and deciding appeals of disciplinary actions taken by component medical societies.
- To be responsible for interpreting the CMA Articles of Incorporation and the CMA Bylaws in any issue or dispute referred to it by the Board of Trustees or by the House of Delegates; and shall be responsible for the enforcement of CMA’s conflict of interest policy as provided in that policy.
- To serve as a reference committee of the House of Delegates if and when an issue of House business has been assigned to it by the Speaker and the Committee of Delegation Chairs. These responsibilities shall include studying, soliciting testimony and making recommendations to the Board of Trustees on submitted resolutions in its issue areas.
To provide oversight of the following subcommittee:

- **Subcommittee on Professional Liability.** To identify, review, and make appropriate policy recommendations on all issues related to physicians’ civil liability for professional conduct, including indemnification and operation of the civil liability system.

**Council on Health Professions and Quality of Care**

- To study and make recommendations concerning licensing, discipline, scope of practice, physician workforce, medical education, health facility, organized medical staffs and quality of care.
- To serve as a reference committee of the House of Delegates if and when an issue of House business has been assigned to it by the Speaker and the Committee of Delegation Chairs. These responsibilities shall include studying, soliciting testimony and making recommendations to the Board of Trustees on submitted resolutions in its issue areas.
- To provide oversight of the following subcommittees:
  - **Subcommittee on Continuing Medical Education (CME).** To study and make recommendations concerning the accreditation of CME providers and the certification of CME programs.
  - **Subcommittee on Medical Board of California.** To study and make recommendations concerning the Medical Board of California.

**Council on Membership, Governance and Bylaws**

- To study and make recommendations concerning CMA membership, governance and bylaws issues.
- To serve as a reference committee of the House of Delegates if and when an issue of House business has been assigned to it by the Speaker and the Committee of Delegation Chairs. These responsibilities shall include studying, soliciting testimony and making recommendations to the Board of Trustees on submitted resolutions in its issue areas.

**Council on Legislation**

- To formulate policy recommendations to the Board of Trustees regarding positions on legislation pending in the State Legislature that impact physicians and the practice of medicine in California.

**Responsibilities of Members Appointed to Councils**

Regular and consistent attendance and participation as a contributing member in a minimum of four meetings per year (including at least one in-person meeting in Sacramento that may, including travel, entail commitment of an entire day, and others via teleconference or videoconference, typically scheduled as evening meetings, that may run two hours or more); attendance at the House of Delegates if council is assigned business as a House reference committee, entailing a commitment of two weekend days. Council members not otherwise seated as delegates or alternates shall serve as ex-officio members of the House for that year. Participation in fewer than three quarters of the total number of meetings during a year may be cause for removal or ineligibility for reappointment at the discretion of the Board. Non-attendance of half or more of council meetings shall automatically disqualify a member from eligibility for reappointment.

**Responsibilities of Members Appointed to Subcommittees**

Regular and consistent attendance and participation as a contributing member as needed. Participation in fewer than three quarters of the total number of meetings during a year may be cause for removal or ineligibility for reappointment at the discretion of the Board. Non-attendance of half or more of committee meetings shall automatically disqualify a member from eligibility for reappointment.
Serving on a Council or Subcommittee of the California Medical Association (CMA) can be a rewarding opportunity to be involved in policymaking for the Association and to learn more about health policy issues and organized medicine.

What are the CMA Councils and Subcommittees?

Councils function as policy advisory bodies and report to the Board of Trustees on resolutions and other matters referred by the Board. Councils also function as reference committees of the House of Delegates and report to the House on matters as required by the CMA Bylaws. No council is authorized to act on behalf of the Association.

Subcommittees of councils report to and through their parent councils. At least half of a subcommittee’s members, including the member appointed as chair of the subcommittee, must be members of the parent council, and the chair of a parent council is an ex-officio member of each subcommittee reporting to it.

Who Can Join a Council or Subcommittee?

Any active CMA member may be nominated to serve on a CMA Council or Subcommittee. However, members of the Board of Trustees may not serve as voting members of councils or subcommittees, but instead may participate as non-voting consultants, if desired.

How Do I Get Appointed to a Council or Subcommittee?

CMA will solicit nominations for councils and subcommittees in or around May of each year. Interested members must complete the application for nomination form and submit the required supporting documentation to CMA by the published deadline (usually late June). The CMA Committee on Nominations reviews all applicants and makes recommendations for nominations to the Board of Trustees. The Board of Trustees approves a final list of nominees for each council and subcommittee in July which is then presented to the House of Delegates for ratification at Annual Session in October.

How Many Members Serve on a Council or Subcommittee?

All Councils (excluding the Council on Legislation) generally have a minimum of nine (9) members up to fifteen (15) members, excluding consultants. The Council on Legislation is much larger, consisting of approximately 72 members as specified in the CMA Bylaws.

Subcommittees of councils have a minimum of three (3) and maximum of seven (7) members, excluding consultants.
The Board of Trustees may adjust the number and size of councils and subcommittees from time to time to accommodate changes in the practice of medicine, industry trends, available expertise, or level of interest in serving as evidenced by the number of nominations received.

**What Are the Time Commitment and Responsibilities of Being a Council or Subcommittee Member?**

Members of councils of serve for terms of one (1) year, and are staggered to the extent feasible to promote continuity and retention of experience and expertise in each council. Service on a council is limited to a maximum of six (6) years. Individuals who have served six (6) years and whose particular experience and expertise are needed may be considered for appointment as consultants.

Councils meet at least four times per year (including one in-person meeting in Sacramento) for a half day or full day depending on the size of the agenda. Subcommittees will meet on an as-needed basis either in-person or via teleconference. Regular and consistent attendance is a requirement for appointed members. Attendance of less than three-fourths of all council and/or subcommittee meetings may result in removal or ineligibility for reappointment at the discretion of the Board, and attendance of half or fewer of the meetings will automatically disqualify a member from eligibility for reappointment.

Members are encouraged to take an active role in the research, development, planning and preparation of the council and subcommittee’s work product, programs, and projects. The total time commitment can vary by council or subcommittee depending on the subject matter and volume of business.

Councils report their activities to the Board of Trustees at least annually. The Board, in turn, reports annually to the House of Delegates on the activities of all councils and a summary of the same is included in any annual report distributed to the CMA membership at large.

**Are There Limitations to Council and Subcommittee Appointments?**

No member of the Association may serve as a voting member of more than two (2) councils at the same time.

A member of the Board of Trustees may serve only as a consultant and may not chair or be a member of a council, except as otherwise provided for in the CMA Bylaws. Terms of office shall expire at the close of the Annual Session of the House of Delegates.
CHAPTER 10.00 BOARD OF TRUSTEES

10.14 BOARD COMMITTEES

The Board of Trustees may create committees as it deems advisable to address administrative and operational matters of the Association or to function as subcommittees reporting to councils of the Association. The Board of Trustees also may create Technical Advisory Committees or other special committees as deemed necessary, which shall have specific instructions as to work to be undertaken and which shall disband as soon as the assignment is completed. Other than as herein stated, no committee is authorized to act for or bind this Association.

10.1403 Committees Reporting to Councils of the Association

The provisions of Chapter 14.00 of these Bylaws governing membership, appointment, terms of office, officers, consultants, ex-officio members, meetings, removal of members, and suspension of tenure and trustee service with respect to the Councils of this Association shall apply equally to committees created to function as subcommittees of and reporting to said Councils.

10.1404 Technical Advisory Committees and Other Special Committees

The Board may create additional committees to serve at the pleasure of the Board. The Board Chair shall appoint the members of such committees, subject to ratification by the board. Such committees shall have specific instructions as to work to be undertaken and shall disband as soon as the assignment is completed. Members of such committees shall serve for terms of one (1) year or until the committee’s assignment is completed, whichever occurs first.

CHAPTER 14.00 COUNCILS

14.01 PURPOSES

This Association shall have such councils appointed by the Board of Trustees as specified in these Bylaws and as otherwise deemed advisable by the Board of Trustees. Councils shall function as policy advisory bodies and report to the Board of Trustees on resolutions and other matters referred by the Board; shall, as appropriate, serve as reference committees of the House of Delegates and report to the House on matters assigned pursuant to Section 9.11 of these Bylaws; and shall perform such other functions as these Bylaws may specify. Other than as herein stated, no council is authorized to act for or bind this Association.

14.0101

Councils initially appointed by the Board of Trustees subsequent to adoption of this bylaw initially shall include, but not be limited to, a Council on Science and Public Health; a Council on Medical Services; a Council on Ethical, Legal and Judicial Affairs; a Council on Health Professions and Quality of Care; a Council on Membership, Governance and Bylaws; and a Council on Legislation. The Board of Trustees subsequently may adjust the number and type of Councils as it deems advisable.

14.02 MEMBERSHIP; APPOINTMENT; TERMS OF OFFICE

14.0201 Unless otherwise provided in these Bylaws, the number of members of each council shall be determined by the Board of Trustees. In determining the composition of councils and appointment of the members thereof, the Board of Trustees shall give consideration to factors including, but not limited to, the specific interests and unique qualifications of nominees; the provision of broad opportunity for engagement of Association members in the activities of the Association; and representation of the Association’s membership diversity in those activities through appointments made from a pool of nominees recommended by component medical societies, CMA Mode of Practice Forums, CMA sections, and CMA-recognized statewide specialty societies.

14.0202 Prior to each Annual Session, the Board of Trustees shall nominate Council members and consultants and submit the names of such nominees to the House of Delegates. The House of Delegates may confirm or reject any nominee. If the House rejects any nominee, the Board of Trustees shall immediately submit another nominee.

14.0203 Members of councils of the Association shall serve for terms of one (1) year, and shall be staggered to the extent feasible to promote continuity. Membership shall be limited to a maximum of six (6) years, with consideration given to specific individuals whose experience and expertise are needed so that they might be appointed as consultants following expiration of the final term. No member of the Association shall serve as a voting member of more than two (2) councils at the same time.

A member of the Board of Trustees may serve only as a consultant and may not Chair or be a member of a council, except as otherwise provided for in these bylaws, and except those members of the Board of Trustees who may complete their current term of office. Terms of office shall expire at the close of the Annual Session of the Association.
14.03 JUDICIAL BODY OF THE ASSOCIATION

Among the councils appointed by the Board of Trustees shall be a judicial body, which shall hear and decide all appeals of disciplinary actions taken by component societies in the manner and as provided in Chapter 6.00 of the Bylaws. The judicial body shall in addition be responsible for the interpretation of the Articles of Incorporation and the Bylaws of this Association in any issue or dispute referred to it by the House of Delegates or Board of Trustees. Such interpretation may be accepted or rejected upon the majority vote of the House or Board of Trustees, but modified only with the approval of two-thirds of the body receiving said interpretation. The judicial body shall further be responsible for the enforcement of the Association’s Conflict of Interest Policy as provided in that policy as it may be amended from time to time by the House of Delegates or Board of Trustees.

14.04 COUNCIL ON LEGISLATION

Among the councils appointed by the Board of Trustees shall be a Council on Legislation, which shall consist of at least nine (9) but not more than fifteen (15) at-large members, a representative of each specialty society recognized by the CMA House of Delegates, a representative of each CMA Mode of Practice Forum, a representative of the Golden State Medical Association, a representative of the Organized Medical Staff Section, a representative of the Young Physicians Section, and the following ex-officio members with a vote: President, President-Elect, Immediate Past-President, Speaker of the House, Vice-Speaker of the House, Chair of the Board of Trustees, Vice-Chair of the Board of Trustees, Chair of CALPAC, President and Legislative Chair of the Alliance, Representative of the Medical Executives Conference and Medical Student Representative. Section 14.0203 shall not apply to the specialty society or ex-officio members.

14.05 OFFICERS OF COUNCILS

The Chair of each council shall be appointed from among the membership of each council by the Board of Trustees, by and with the approval of the House of Delegates.

14.06 CONSULTANTS

Consultants, including, but not limited to Board of Trustees Representatives (except as provided below), shall serve without vote. Consultants shall be subject to the same terms and term limits applicable to members of the relevant council or committee.

14.07 EX-OFFICIO MEMBERS

The Board of Trustees may appoint ex-officio members of councils as it deems advisable. Such ex-officio members shall serve with vote and shall be subject to the same terms and term limits applicable to members of the relevant council.

14.08 COUNCIL MEETINGS

Meetings may be in person, by teleconference, videoconference, or conducted through other means of communication, provided each member is able to hear the others.

14.09 REMOVAL

The Board of Trustees may, by three-fourths vote of all voting members, rescind an appointment to a council for nonparticipation in council activities, violations of the Principles of Medical Ethics or of any section of the Business and Professions Code pertaining to licensure, privilege or moral turpitude. Vacancies occurring between Annual Sessions shall be filled by the Board of Trustees.

14.10 SUSPENSION OF TENURE AND TRUSTEE SERVICE

Upon a determination by the Board of Trustees that the strict application of the rules concerning council membership terms or trustee service would cause a significant operational problem for a particular council, it may, by majority vote and subject to ratification by the House of Delegates, suspend such rules for a period of one year. Such suspension shall be permitted for a maximum of three (3) successive one (1)-year periods.
California Medical Association  
Conflict of Interest Policy  
March 2004  

The California Medical Association is the premier professional association of physicians in California, devoted to its core purposes of promoting the science and art of medicine, the care and well being of patients, the protection of the public health and the betterment of the medical profession. To carry out its mission, the CMA depends on the involvement of knowledgeable and committed individuals representing the full spectrum of California’s diverse physician population, including physicians from all parts of the state, in all specialties and in every mode of practice. CMA strives to provide a forum for all California physicians, and to advocate policies which consider and fairly balance their sometimes divergent interests. 

Because the physicians involved in CMA’s policy and decision-making activities are chosen for their expertise and leadership abilities, they often have personal, financial or other outside interests that can affect or be affected by the decisions the Association. This duality of interest is inherent in any situation in which individuals in policy and decision-making positions are chosen for their expertise, their leadership in specified areas or their specialized representation of significant professional or community interests. CMA recognizes and encourages physicians to participate in outside activities that contribute to personal and professional growth. The involvement in CMA activities of physicians with such duality or even multiplicity of interests is unavoidable, and indeed necessary to the CMA’s effectiveness as the physicians’ advocate in the evolving healthcare delivery system.

Physicians who are involved in CMA’s policy and decision-making activities must not, however, allow their personal or financial interests to undermine their primary allegiance to the CMA. With respect to physicians who serve in CMA’s House of Delegates, or on CMA’s Board of Trustees, councils, committees, or taskforces or on the CMA Delegation to the AMA, this means full disclosure clearly and accurately describing their personal, financial or other outside interests in their dealings with the Association is required. The disclosure must cover such interests, and be in such detail, that others involved in the decision can weigh the individual’s comments, and deal with the situation fairly and impartially. This primary allegiance to CMA encompasses not only a requirement of full disclosure, but also compliance with the duty of loyalty – that is, the duty to make decisions in the best interest of the CMA, and to promote the CMA’s purpose and well-being, rather than any private interest or the interest of a particular constituency where that interest conflicts with the Association’s best interest.

It is anticipated that the people called to serve in this Association’s policy and decision-making activities have the integrity and stature to avoid being placed in a position of conflict of interest; to assure complete and accurate disclosure of the details of all affiliations and personal and financial interests that other physicians will consider relevant to their dealings with the Association; to exercise the utmost good faith in all dealings with and for the Association; and to refrain from using their positions for personal or partisan gain.

CMA has adopted the following guidelines to increase the likelihood that all CMA member physicians are fairly represented, while also ensuring that no one with a personal conflict of interest is allowed to improperly sway CMA’s decision-making process. A glossary of relevant terms may be found – Appendix A at the end of this document.

**Conflict of Interest Guidelines for Members of and Consultants to the CMA House of Delegates, the CMA Delegation to the AMA and CMA’s Councils, Committees, Task Forces, and other Appointed Bodies**

- All persons addressing the membership of CMA or its component societies must announce any disclosable interests they may have relevant to the subject under discussion. A “disclosable interest” is any personal or financial interest or constituent affiliation that a reasonable physician would consider relevant to the evaluation of the speaker’s comments. Depending on the issue, such disclosure should include specialty, mode of practice, geography and any employment, contractual or other material financial interest of the speaker or the speaker’s immediate family.

- All members of and consultants to CMA reference committees, the CMA delegation to the AMA, standing councils, or committees, technical advisory committees (TACs) or other appointed bodies must annually complete and maintain an up-to-date Declaration of Interest Form on the CMA members-only website as provided in Attachment 1.

With respect to the Chairs of each elected or appointed body, a summary of that statement must be created and updated on an ongoing basis, which summary shall include an asterisk (*) denoting any compensation exceeding five-thousand ($5,000) per year in excess of actual expenses, as well as the gross amount of compensation within ranges as follows for any paid service on the board of any organization involved in health care delivery or financing other than the chair’s medical practice: 1) none, 2) up to $10,000, 3) $10,001-50,000, 4) $50,001-100,000 and, 5) over $100,000. This summary of the statement must be forwarded to the appointing body, and must be included in all meeting agenda materials.

- A copy of CMA’s conflict of interest policy shall be sent annually to each person appointed to a CMA committee or other appointed body. The appointment shall not be effective until the appointee has signed and returned the Conflict of Interest Policy Compliance Certificate as provided in Attachment 1.

- All agendas shall include a reminder, printed in bold, of the obligation to disclose any disclosable interest as described above.

- Members of the CMA House of Delegates, CMA Delegation to the AMA, or of CMA’s councils, committees, taskforces or other appointed bodies must recuse themselves from participation in any matter with respect to which they have a conflict of interest, must not be counted in determining the quorum for that vote, and the recusal must be recorded in the minutes. “Conflict of Interest” means a personal or financial interest or conflicting fiduciary obligation that makes it impossible, as a practical matter, for the member to make a decision in the best interests of CMA, without regard for the member’s private or personal interests. CMA has deemed any financial interest in excess of $5,000 held by the physician or
the physician’s immediate family to constitute an interest of sufficient magnitude to require abstention from any decision that differentially affects that member’s specific interest, compared to the effect of the decision on physicians in the same market segment. “Recusal” means that the individual is not counted for quorum purposes leaves the room to allow the rest of the body to debate the matter openly, and refrains from voting.

- **Conflict of Interest vs. Conflict of Opinion.** Conflicts of interest are personal. A member need not abstain from a vote which has a differential impact on the member because of that member’s specialty, mode of practice, or other attribute which the member shares with a broad segment of the membership. For example, the fact that a member has more than $5,000 invested in the member's medical practice does not mean that the member may not vote on any matter that would impact that medical practice. A conflict of interest would arise only where the impact was specific to the physician, such as if CMA were considering the purchase of that physician’s office building. Nonetheless, members are still required to disclose these “disclosable interests” when relevant to the discussion, to ensure the rest of the members of the body can properly evaluate each speaker’s comments.

- **Recusal vs. Abstention.** Abstention means not voting. A member may abstain from voting on any issue, and must abstain from voting if the member has a conflict of interest. Recusal includes abstention, but also encompasses not being counted for quorum purposes and leaving the room while the matter is being debated and voted upon. Even when a member has a conflict of interest requiring recusal, the member may answer questions or otherwise provide information about the matter after disclosing the conflict. Members with conflicts of interest may, by virtue of those conflicts, have special expertise which should be considered. However, such members must ensure that their presentations are intended to inform rather than entreat, and the chair must ensure ample time for debate outside the presence of the conflicted member.

- Members may not use CMA resources (other than those intended for general member benefit) or confidential information obtained in their CMA roles to benefit their personal business or commercial activities. Such members must maintain the confidentiality of CMA’s confidential information, and may not take advantage of a business opportunity that properly belongs to CMA unless the member notifies CMA and CMA decides not to pursue the opportunity. Members may not use or permit the use of any CMA title they may hold for public solicitation or advertisement of business or commercial activities, but this prohibition does not apply to professional resumes.

**CONFLICT OF INTEREST GUIDELINES FOR THE CMA BOARD OF TRUSTEES**

- Trustees must state their disclosable interests relevant to the subject under discussion each time they address the Board, the House of Delegates or any CMA appointed body. “Disclosable interest” means any personal or financial interest or constituent affiliation that a reasonable physician would consider relevant to the evaluation of the speaker’s comments.

- Trustees must complete and file an annual Declaration of Interest Form as provided in Attachment 3. A summary of that statement will be created and updated on an ongoing basis, which summary must include an asterisk (*) denoting any compensation exceeding five-thousand ($5,000) per year in excess of actual expenses, as well as the gross amount of compensation within ranges as follows for any paid service on the board of any organization involved in health care delivery or financing other than the trustee's medical practice: 1) none, 2) up to $10,000, 3) $10,001-50,000, 4) $50,001-100,000, and 5) over $100,000.

- The Trustees' Conflict of Interest summaries must be included in all Board of Trustees agenda materials, posted on the CMA members-only website and included with the delegate packet distributed prior to each House of Delegates meeting.

- Trustees must receive an annual orientation on their duties and obligations as Trustees, including but not limited to their fiduciary obligations and CMA’s Conflict of Interest Policy, and must be reminded of these obligations, and the obligation to update their Declaration of Interest Summary, at the beginning of each Board meeting.

- Trustees must recuse themselves from participation in any matter with respect to which they have a conflict of interest, must not be counted in determining the quorum for that vote, and the recusal must be recorded in the minutes. “Conflict of Interest” means a personal or financial interest or conflicting fiduciary obligation that makes it impossible, as a practical matter, for the Trustee to make a decision in the best interests of CMA, without regard for the Trustee’s private or personal interests. CMA has deemed any financial interest in excess of $5,000 held by the physician or the physician’s immediate family to constitute an interest of sufficient magnitude to require recusal from any decision that differentially affects that trustee's specific interest, compared to the effect of the decision on physicians in the same market segment. “Recusal” means that the Trustee is not counted for quorum purposes, leaves the room as necessary to allow the rest of the Board to debate the matter openly, and refrains from voting.

- **Conflict of Interest vs. Conflict of Opinion.** Conflicts of interest are personal. A Trustee need not abstain from a vote which has a differential impact on the Trustee because of that Trustee’s specialty, mode of practice, or other attribute which the Trustee shares with a broad segment of the membership. For example, the fact that a Trustee has more than $5,000 invested in the Trustee's medical practice does not mean that the Trustee may not vote on any matter that would impact that medical practice. A conflict of interest would arise only where the impact was specific to the physician, such as if CMA was considering the purchase of that physician's office building. Nonetheless, Trustees are still required to disclose these “disclosable interests” when relevant to the discussion, to ensure the rest of the Trustees can properly evaluate each speaker’s comments.
Recusal vs. Abstention. Abstention means not voting. A Trustee may abstain from voting on any issue, and must abstain from voting if the Trustee has a conflict of interest. Recusal includes abstention, but also encompasses not being counted for quorum purposes and leaving the room while the matter is being debated and voted upon. Even when a Trustee has a conflict of interest requiring recusal, the Trustee may answer questions or otherwise provide information about the matter after disclosing the conflict. Trustees with conflicts of interest may, by virtue of those conflicts, have special expertise which should be considered. However, such Trustees must ensure that their presentations are intended to inform rather than entreat, and the chair must ensure ample time for debate outside the presence of the conflicted Trustee.

• Trustees may not use CMA resources or information obtained in their role as Trustees to benefit their personal business or commercial activities. Trustees must maintain the confidentiality of CMA’s confidential information. Trustees may not take advantage of a business opportunity that properly belongs to CMA unless the Trustee notifies CMA and CMA decides not to pursue the opportunity. Trustees may not use or permit the use of any CMA title they may hold for public solicitation or advertisement of business or commercial activities, but this prohibition does not apply to professional resumes.

• Trustees may not oppose an official CMA position as adopted by the House of Delegates or Board of Trustees to members of the general public in any forum where their role as a CMA Trustee is disclosed, tacitly suggested or otherwise understood. Trustees may discuss CMA positions with their constituents, however. It is expected that in discussions with their constituents, Trustees will make a good faith effort to report the basis for conflicting views where members of the Board of Trustees disagree.

Conflict of Interest Guidelines for Candidates

• Candidates for Vice-Speaker, Speaker, or President-Elect must complete and submit a Declaration of Interest Form as required for CMA Trustees. A summary of the statement, like that prepared for CMA Trustees, must be posted on the CMA members-only website and included in the delegate packet distributed prior to the annual CMA House of Delegates meeting.

VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

Prospective Violations

• If any member of the House of Delegates, Board of Trustees, CMA Delegation to the AMA, CMA Council, committee or other appointed body (hereinafter "CMA Body") has reasonable cause to believe that a member has failed to properly disclose a disclosable interest, and brings that concern to the attention of the presiding officer before the CMA Body take any action on the matter, the presiding officer of that CMA body must inform the member of the basis for that belief and afford the member an opportunity to make the appropriate disclosure or explain the alleged failure to disclose.

• Where, after hearing the response and doing any further investigation that appears warranted, the CMA Body challenges a member's further participation in a matter on the grounds of conflict of interest, that is, that a member's personal interest makes it impossible for the member to act in the best interest of CMA, the member may voluntarily abstain from further participation or attempt to rebut the challenge. A majority vote of those present, not counting the challenged member, shall be dispositive as to whether the member may continue to participate in the matter, subject to the member's right to appeal to the Rules Committee, as set forth below.

Retrospective Violations

• If any member of the House of Delegates, Board of Trustees, CMA Delegation to the AMA, CMA Council, committee or other appointed body (hereinafter "CMA Body") has reasonable cause to believe that a member has violated CMA's Conflict of Interest Policy and brings that concern to the attention of the presiding officer, the presiding officer of that CMA Body must inform the member of the challenge and its basis, and afford the member an opportunity to respond.

• If, after hearing the response and doing any further investigation that appears warranted, the presiding officer determines that the member violated the Conflict of Interest Policy, the presiding officer shall take appropriate corrective action. Depending on the circumstances, the corrective action may include any of the following actions, alone or in combination:
1. Warning;
2. Rescission of the affected action and reconsideration without the member's participation;
3. Censure;
4. Request for resignation;
5. Referral to the Rules Committee for consideration of removal.

• The member shall have the right to request the CMA Body reconsider the presiding officer's determination or sanction, or appeal directly to the Rules Committee. A majority vote of the CMA Body is required to ratify the presiding officer's determination on reconsideration.

Appeal to the Rules Committee

• The Rules Committee shall be ultimately responsible for enforcement of the Conflict of Interest Policy and shall act on all referrals and appeals as follows:

• Any referral must be in writing, must specifically set forth the reason the presiding officer believes the member violated the Conflict of Interest Policy and why the member should be removed as a result, and must be sent to both CMA Headquarters to the attention of the Rules Committee and to the member within 30 days of the decision which gives rise to the referral.

• Any appeal must be in writing, must specifically set forth the reasons the member does not believe a violation of the Conflict of Interest Policy occurred, or believes that the sanction was not reasonable or both, and must be sent to
CMA Headquarters to the attention of the Rules Committee and to the presiding officer of the CMA Body that imposed the corrective action within 30 days of its imposition.

- The Rules Committee shall select a chair from among its members to preside over the inquiry.
- The chair shall give the member or presiding officer, as relevant, fourteen calendar days to submit a written rebuttal to the appeal or referral, which rebuttal must be sent to CMA Headquarters and to the other side.
- The Rules Committee shall hear the referral or appeal only after providing reasonable notice of not less than 10 calendar days, in writing, of the time and place of the hearing to both the member and the presiding officer. A majority of the Rules Committee shall constitute a quorum, and the hearing may be held in person or by videoconference or, with the consent of the member, by conference call.
- Each side may submit oral and written material in support of their position.
- The Rules Committee may appoint a referee for the taking of additional evidence if it believes that will best further the interest of justice. The referee will issue a written report detailing the facts found from the testimony or other evidence adduced.
- The Rules Committee shall render its decision in writing within 3 months from the date of the original filing, unless the member waives this limit or requests a continuance.
- The Rules Committee may not increase the penalty on appeal.
- On referral, the Rules Committee may take any of the following actions, alone or in combination:
  1. Warning;
  2. Rescission of the affected action and reconsideration without the member's participation;
  3. Censure;
  4. Request for resignation;
  5. Recommendation to the appointing power for removal.
- If the Rules Committee concludes that a member has a conflict of interest of a significant and continuing nature such that continued participation on a CMA Body is inappropriate, it must give the member a reasonable opportunity to resolve the conflict by either terminating the conflicting activity or organizational association, or by resigning from the CMA Body.
- If the member fails to resolve such a conflict of interest promptly, the Rules Committee shall formally request the appointing power to replace that member.

CMA Publications

- The editors of CMA publications will require authors to disclose any significant conflict of interest in the text or footnotes of submitted materials.

Indemnification

- Under California law, CMA cannot indemnify anyone who is sued in connection with CMA activities unless the CMA Board of Trustees finds that the person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Association. Consequently, violation of CMA's Conflict of Interest Policy will jeopardize a physician's ability to be indemnified should litigation ensue.

Glossary

Conflict of Interest—Means a personal or financial interest or conflicting fiduciary obligation that makes it impossible, as a practical matter, for the member to make a decision in the best interests of CMA, without regard for the member’s private or personal interests.

Disclosable Interest—Means any personal or financial interest or constituent affiliation that a reasonable physician would consider relevant to the evaluation of the speaker’s comments.

Material Financial Interest—Means any of the following:

- An ownership interest of at least $5,000 or five (5) percent, whichever is less;
- A position as officer, director or partner; or
- Any form of compensation exceeding $5,000 per year in excess of actual cash expenses

Immediate Family—Means your spouse, domestic partner, children, and parents, the parents of your children and the spouses of your children.

Recusal—Means that the individual is not counted for quorum purposes leaves the room to allow the rest of the body to debate the matter openly, and refrains from voting.

Abstention—Means that the individual does not vote, but may still be counted in determining the quorum and may participate in the debate.