



The Georgia Pharmacy Association Antitrust Policy

The Georgia Pharmacy Association is a 501 (c) (6) not-for-profit organization (GPhA). GPhA is not organized to and may not play any role in the competitive decisions of its members or their employees, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

GPhA provides a forum for exchange of ideas in a variety of settings including its annual meeting, educational programs, committee meetings, and Board meetings. The Board of Directors recognizes the possibility that GPhA and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this policy statement clearly and unequivocally supports the policy of competition served by the antitrust laws and to communicate GPhA's uncompromising policy to comply strictly in all respects with those laws.

While recognizing the importance of the principle of competition served by the antitrust laws, GPhA also recognizes the severity of the potential penalties that might be imposed on not only the Association but its members as well in the event that certain conduct is found to violate the antitrust laws. Should GPhA or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment for up to 3 years as well as fines up to \$350,000 for individuals and up to \$10,000,000 for the Association plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur.

The Georgia Pharmacy Association Conflict of Interest Policy

Conflict of interest defined. In this policy, a person with a conflict of interest is defined as an interested person who for financial reasons stands to gain personally or through a corporate relationship from a decision, action, or inaction of a governing body. For purposes of this policy, the following circumstances shall be deemed to create a conflict of interest. These are examples only and should not be deemed as inclusive of any and all conflicts of interest that may arise:

- a. A director, officer, employee or volunteer, including a board member, or family member of any of the foregoing, is a party to a contract or involved in a transaction with GPhA or any of its affiliated entities for goods or services.
- b. A director, officer, employee or volunteer, or a family member of the foregoing, is engaged in some capacity as an owner, officer, director, or shareholder in a business or enterprise doing business with GPhA or any of its affiliated entities.
- c. A director, officer, employee or volunteer, or a family member of the foregoing,) is engaged in some capacity or has a material financial interest as an owner, officer, director, or shareholder in a business or enterprise that competes with GPhA or any of its affiliated entities.

When determining whether or not a conflict exists, all board members, employees, volunteers, directors, and GPhA members must seek first to avoid even the appearance of impropriety. As such, the policy favors disclosure.

In the event a board or committee member, employee, volunteer, or director makes a disclosure under this policy and a disagreement arises as to whether a conflict of interest exists, a majority vote of the affected body on which the disclosing person is a member will control the determination as to whether or not a conflict of interest exists. The disclosure and outcome of the vote shall be recorded in the formal minutes of the meeting.

Disclosure of conflicts of interest. Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of GPhA or any of its affiliated entities. *Any and all* such circumstances should be disclosed to the Board or staff, as appropriate, and a decision made as to what course of action the organization or interested persons should take so that the best interests of GPhA are not compromised by the personal interests of stakeholders in GPhA or any of its affiliated entities. Any board member or director of GPhA or its related entities owes a duty to disclose any known conflicts irrespective of whether or not they are disclosed by the individual involved in the conflict of interest.

Restrictions following disclosure. At a minimum, no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest. However, such a Director may speak in the capacity of a GPhA member following public disclosure of the conflict of interest if comments from other GPhA members will be permitted on the issue.