

Leadership Conflict of Interest Policy

Introduction

As a tax-exempt public charity, the American College of Chest Physicians (**CHEST**) has a legal and ethical obligation to ensure that it acts solely in furtherance of its public purpose and not for the private benefit of others. Maintaining the trust of members, the public, and stakeholders depends on objective decision-making that is free from undue influence. This policy helps to fulfill those obligations by ensuring that potential conflicts of interest are disclosed, assessed, and addressed in a transparent and consistent manner.

This policy is rooted in the belief that a leader's lived experiences, relationships, and interests enrich the CHEST dialogue and strengthen its decision-making process. CHEST leaders are often deeply engaged in the chest medicine community through clinical care, research, education, innovation, and engagement with industry, policymakers, and peer organizations. These relationships enhance CHEST's effectiveness and its ability to fulfill its mission. However, these relationships also can give rise to actual or perceived conflicts of interest—situations where an individual's external interests could impact their objectivity and responsibility to act in the best interests of CHEST. This policy is designed to protect both the organization and its leaders by ensuring that CHEST benefits from the expertise and engagement of well-connected leaders while preventing conflicts of interest from unduly influencing CHEST decisions.

For purposes of this policy, a **Conflict of Interest (COI)** is any circumstance in which an individual's personal, financial, professional, or other interests or relationships may interfere with their ability to act solely in CHEST's best interests. A financial Conflict of Interest may exist when an individual is in a position to gain or suffer financial loss as a result of an action or decision of CHEST. An intellectual conflict of interest may exist where an individual's beliefs, allegiances, relationships, or positions may impact their ability to act objectively.

Above all, individuals participating in CHEST leadership must ensure that their contributions and actions are guided solely by CHEST's best interests. Failure to do so could harm CHEST's interests and lead to legal liability for CHEST and its leaders.

Scope

This policy applies to all individuals serving in CHEST leadership positions (**Leaders**). Individuals serving in the positions set forth below, and any other positions designated by the Board of Regents, must abide by this policy.

Level 1	
<ul style="list-style-type: none"> All officers: <ul style="list-style-type: none"> President President-Elect Immediate Past President President-Designate Secretary (CEO) All voting members of the Board of Regents All members of the Professional Standards Committee (PSC) 	<ul style="list-style-type: none"> The Editors in Chief of all CHEST peer-reviewed journals The Chairs of the following committees: <ul style="list-style-type: none"> Guidelines Oversight Committee Education Executive Committee All members of the Joint CHEST/American Thoracic Society Clinical Practice Committee

Level 2	
<ul style="list-style-type: none"> All Chairs, Vice-Chairs, and members of CHEST committees, subcommittees, domain task forces, Networks, and Sections 	<ul style="list-style-type: none"> The Deputy Editors and Associate Editors of all CHEST peer-reviewed journals The Clinical Simulation Oversight Director

Disclosure

Transparency is crucial to ensuring that CHEST decisions are not unduly influenced by conflicts of interest. Transparency allows other Leaders to place an individual's statements and views in proper context when considering their contributions. It also provides the means for evaluating the potential for COIs so that active management plans can be employed where necessary. CHEST maintains a robust disclosure system to ensure that relevant relationships and interests are identified.

All Leaders must:

- (1) annually disclose in writing all relevant relationships and interests by completing all CHEST-required forms;
- (2) provide any additional information requested by the Professional Standards Committee (**PSC**) or CHEST staff;
- (3) promptly update their disclosure as necessary, including as new relationships are contemplated; and
- (4) orally disclose any relationships or interests, new or preexisting, relevant to items to be discussed at a given meeting.

Annual disclosures will be compiled and reviewed by staff and the PSC to assess whether any COIs may exist and whether a Plan of Active Management (**PAM**) (see below) may be necessary for one or more individuals. Staff, the PSC, or the relevant committee or board Chair may request additional information regarding a relationship or interest at any time.

Individuals are expected to review all meeting agendas and to disclose any relationship(s) relevant to the agenda to the committee or board Chair in advance and orally at the meeting. An individual who has a fiduciary responsibility to any organization is expected to declare the relationship where relevant to a matter before the applicable board or committee. All meetings should start with a call for any relevant COIs.

A summary of relevant disclosures will be made available to all members of each committee and board. A summary of relevant disclosures of members of subcommittees, task forces, Networks, and Sections will be provided upon request. Disclosures also will be made available to members upon request.

Transactions With CHEST

Financial transactions between CHEST and a Leader, their organization, or their family that result in a private benefit or that are not fair to CHEST could result in liability for CHEST and the individual. Any proposed transaction between CHEST and a Leader, a Leader's Immediate Family, or an organization in which a Leader or their Immediate Family has an Ownership Interest must be fully evaluated and must satisfy the following criteria:

1. the full nature of the transaction, including the Leader's financial and personal interests in the transaction, has been disclosed;
2. the transaction has been evaluated by legal counsel and/or the CEO and found to be in the best interests of CHEST, including financial terms that are at or below market value for the same or similar products or services; and
3. the transaction has been reviewed and approved by the **COI Review Committee**, which is comprised of the President, President-Elect, Immediate Past President, and President-Designate.

The following transactions do not carry the same concerns regarding potential private benefit and, therefore, have been deemed permissible:

- acting as a customer of CHEST (eg, membership, purchasing of products);
- serving as faculty and compensated consistent with the applicable honoraria policy; and/or
- reimbursement for expenses incurred in their official capacity consistent with CHEST written policies.

Relationships With Tobacco or Vaping Companies

As a respiratory health organization, relationships with tobacco and vaping companies are incompatible with CHEST's mission and would constitute a substantial threat to CHEST's reputational interests and public trust. Therefore, no Leader may have any type of relationship with a Tobacco or Vaping Company, including, without limitation, employment, consultancy (paid or otherwise), advisory, or other.

For purposes of this policy, a "**Tobacco or Vaping Company**" means an entity that engages in the manufacturing, distribution, marketing, or sale of tobacco or vaping products or that is otherwise primarily intended for the delivery of tobacco, including all parents, subsidiaries, and affiliates.

Level 1 Positions

All leadership positions are subject to the requirements of this policy. Level 1 positions are subject to the additional requirements set forth in this section.

Certain leadership positions carry heightened responsibilities that warrant additional scrutiny. These positions involve significant decision-making authority or influence, fiduciary obligations, increased visibility within and beyond CHEST, and/or access to sensitive information. Because the actions of these Leaders may have greater impact on CHEST's direction, reputation, relationships, and interests, they are subject to additional review and oversight.

Because of the heightened responsibilities and visibility of Level 1 Leaders, certain external relationships of Level 1 Leaders that may be acceptable for other CHEST Leaders require closer scrutiny. Individuals with such relationships are not automatically prohibited from serving as a Level 1 Leader; however, they must request and receive a Waiver before serving. This applies to individuals applying for a Level 1 leadership position and Level 1 Leaders who are contemplating a relevant new relationship. No individual may have one or more of the following relationships while serving as a Level 1 Leader, unless they have been granted a Waiver:

Relationships With Commercial Entities	Relationships With Overlapping Organizations
<ul style="list-style-type: none"> • Employed • Ownership Interest • Paid Consultant other than for research or education • Promotional Activities or Speaker's Bureau • Issuing statements on behalf of company • Grant-funded research directed to the individual 	<ul style="list-style-type: none"> • Officer or member of a board with fiduciary duties • Employed • Editor in Chief of peer-reviewed journal • Significant leadership position (eg, Chair or Vice-Chair) with a Major Committee or other body

**See appendix for applicable definitions and guidance.*

Certain positions may be subject to additional requirements or restrictions as set forth in applicable policies, including guidelines, clinical practice committees, CME-accredited education, and journals.

Waivers

Individuals may not serve in a Level 1 position if they have one or more of the above relationships, unless they have been granted a Waiver under this policy. Individuals may request a Waiver by submitting a written request to the PSC explaining why, in the context of the individual's specific circumstances, the relationship should not be considered incompatible and can be effectively managed.

The request should include, at a minimum, the following:

1. A full description of the relationship
2. The complete rationale for why the relationship should not be considered incompatible based on the individual's specific circumstances
3. An explanation of how the individual will maintain objectivity in their role
4. Proposed mitigation strategies

The PSC will:

1. Review the submission and may request additional information or invite the individual to present to the PSC
2. Assess whether the potential COI, given its nature and context, can be adequately mitigated through active management
3. If the PSC concludes that a Waiver is appropriate:
 - a. Collaborate with the individual to develop a PAM (see below) with guidance and/or requirements designed to mitigate and manage the potential COI and ensure it does not unduly influence the individual's ability to act in the best interests of CHEST
 - b. Recommend to the COI Review Committee whether to approve the request, including developing a draft PAM or recommended management strategies, if applicable

All requests for Waivers are subject to the approval of the COI Review Committee.

Considerations in Assessing a Request for a Waiver

The following is a nonexhaustive list of factors to consider in evaluating a request for a Waiver:

- consistency with prior similar situations;
- the nature, scope, and duration of the relationship;
- whether the relationship is with the individual or their institution;
- the individual's role, visibility, and influence in the other organization;
- any actual or potential financial benefit to the individual or their Immediate Family;
- the potential impact on access to confidential information;
- whether the relationship is ongoing or limited-term; and
- whether a PAM can adequately mitigate the conflict.

Decisions should be based on the facts and context of the specific individual and relationship, not on the individual's stature, history with CHEST, or perceived trustworthiness.

Plans of Active Management

A Plan of Active Management (PAM) is a written agreement documenting a conflict mitigation strategy tailored to an individual's relationship and specific circumstances. PAMs provide clear, structured guidance to ensure that a disclosed relationship does not unduly influence the individual's ability to serve CHEST objectively and to act in its best interests. PAMs are required for any individual granted a Waiver. The PSC also may require a PAM for any other Leader where it deems additional safeguards necessary or prudent.

A PAM should address the relationship at issue and provide clear guidance on actions and expectations necessary to mitigate the potential COI involved. These may include, but are not limited to:

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| • Enhanced disclosure | • Periodic reassessment |
| • Recusal from discussion | • Limitations on direction or control related to the relationship or interest |
| • Recusal from voting | • Written guidance on how to navigate potentially competing duties |
| • Recusal from being present for certain deliberations | |

Any Leader for which a PAM is required will not be permitted to serve unless and until they have agreed to a PAM. Leaders must maintain compliance with their PAM at all times. Failure to abide by a PAM may result in the need for additional management or other consequences up to and including removal from a role. The PSC will make recommendations to the COI Review Committee or Board related to an individuals' noncompliance with a PAM.

Conflicts Arising at Meetings

Individuals are expected to review agendas in advance and disclose all relevant relationships and interests orally at the meeting, regardless of whether the information is listed in their written disclosure or they have disclosed the information to the committee or board previously. In addition, any member of a committee or board may raise a question regarding a COI at any time.

When a conflict is raised during a meeting, the Chair will advise the individual regarding how best to handle the matter, which may include additional disclosure, ability to provide their perspective but otherwise not participate in discussion and voting, recusal from discussion, recusal from voting, or leaving the room for discussion and voting. If the individual is unwilling to follow the Chair's advice, the matter will be submitted to a vote of the committee or board. The Chair may

consult with CHEST legal counsel and other staff as available. Any COI, as well as any mitigating actions taken, should be recorded in the meeting minutes.

Recusal

1. No individual may participate in discussion of, or vote on, any matter in which they or their Immediate Family have a financial interest.
2. No individual may vote on any matter involving a transaction between CHEST and an organization with whom the individual has a fiduciary, governance, employment, financial, or other material relationship.
3. No Leader may vote on any matter in which they have a COI.
4. Any individual recused from discussion also may not vote on that matter.

Any recusal due to a COI should be recorded in the meeting minutes.

Nominations

All individuals applying for CHEST leadership positions must fully and accurately complete the required disclosure form(s) as part of their application. Applicants' disclosures will be reviewed by staff, who will notify applicants for Level 1 positions if they have a relationship that would require a Waiver.

Staff will prepare a report for the Governance Committee that summarizes the disclosures and relevant relationships of all officer and board applicants. The Governance Committee will, where appropriate, consider an applicant's relationships and other interests in considering individuals' applications. The Governance Committee should strongly consider presenting a rank-ordered list for each position for which it is making a recommendation to the Board of Regents so that if an individual refuses to seek a Waiver or agree to a PAM, or if the Board of Regents believes an individual's relationship(s) are inappropriate for the position, it may consider additional candidates in order. Any officer making appointments will be provided with a summary of disclosures and may take such information into account in making such appointments.

Appeals

An individual may appeal a decision or recommendation of the PSC to the COI Review Committee. A decision of the COI Review Committee may be appealed to the Board of Regents. All decisions of the COI Review Committee will be disclosed to the Board of Regents no later than its next regularly scheduled meeting. All decisions of the COI Review Committee will be final unless timely appealed. All decisions of the Board of Regents arising out of or pertaining to this policy will be final. Any appeal regarding a matter subject to this policy must be emailed to coi@chestnet.org within 14 days of the decision sought to be appealed.

Last updated and approved: May 15, 2025

Appendix

Definitions

- **Commercial Entity:** See the Accreditation Council for Continuing Medical Education (ACCME) definition of Ineligible Company, <https://accme.org/resource/definition-ineligible-company/>, and ACCME rules for eligibility, <https://accme.org/rule/eligibility/>.
- **Consultant:** A relationship other than employment in which an individual provides advice, services, or other expertise to a Commercial Entity in exchange for anything of value, including reimbursement and in-kind benefits (eg, payment of travel expenses). Service on a commercial advisory board or similar group to provide input on a certain project, product, or program will not constitute a consultancy as long as remuneration is limited to reasonable reimbursement for actual expenses.
- **Immediate Family:** An individual's spouse or domestic partner, dependent children, and minors living in the same household.
- **Major Committee (or similar body):** Whether a committee, task force, or other group of another organization is a Major Committee will be determined by the PSC based on the context and circumstances at the time. In assessing whether a committee, task force, or other group is a Major Committee, the PSC should consider, without limitation:
 - Decision-making authority of the position and the committee
 - Whether the individual will speak on behalf of the organization externally
 - Access to confidential or strategic information
 - Overlap with CHEST's strategic priorities and product portfolio
 - Influence over content or standards (eg, guidelines, public statements, certification)
 - Term, scope, and visibility of the role
 - Examples may include, without limitation: an annual meeting program committee, guidelines committee, or education committee
- **Overlapping Organization:** An organization with which CHEST competes for members, annual meeting attendance, and/or funding to an extent that an individual cannot reasonably be expected to maintain co-equal loyalties to CHEST and that organization. Examples of Overlapping Organizations include, without limitation, the American Thoracic Society (ATS), the Society of Critical Care Medicine (SCCM), the European Respiratory Society (ERS), and the American Academy of Sleep Medicine (AASM). Organizations whose primary purpose is evaluating and providing professional certification are presumed to be Overlapping Organizations only if the individual is serving as an officer or member of a board that has fiduciary duties. Whether an organization is deemed an Overlapping Organization will be determined by the PSC at the time.
- **Ownership Interest:** Any direct financial stake in a company, including equity, stock, options, convertible securities, profit-sharing, patents, royalties, or similar interests, except for (a) ownership of less than a 1% interest in a company, or (b) indirect, noncontrolled investments such as mutual funds, index funds, and blind trusts.
- **Promotional Activities:** Activities that support; market; are intended to increase sales or consumption of a specific drug, device, technology, or technique; or are intended to enhance the image, well-being, stature, or popularity of a Commercial Entity pertinent to chest medicine, regardless of compensation. Promotional Activities include participation in a Speaker's Bureau or other similar program.

*For purposes of this policy, a "Company" or "Organization" includes its parent, subsidiaries, and affiliates.