



**Dr. Bryan Wilson**  
President

**John G. Kloss**  
Executive Director

## **CONFLICT OF INTEREST POLICY**

### **PURPOSE:**

The purpose of this Policy is to protect the interests of The Eastern PA EMS Council (“organization”) by: (i) preventing the personal interest of the Board of Directors, Officers, Employees or Independent Contractors (“covered person”) from interfering with the performance of their duties to the organization and (ii) avoiding any inappropriate personal financial, professional, or political gain on the part of such persons at the expense of the organization. This Policy is intended to supplement but not replace any applicable federal or state laws governing conflicts of interest.

### **DEFINITIONS:**

**“Board”** The Board of Directors of the Eastern PA EMS Council.

**“Conflict of Interest”** or **“Conflict”** A conflict of interest, or the appearance thereof, between the private interests and official responsibilities of a Director, Officer, Employee or Independent Contractor. A conflict of interest shall be presumed when a Covered Person: (i) does business with, or serves as a director, trustee, officer, employee, or holder of more than Ten percent of ownership interests of, an affected organization; (ii) is affiliated, either through employment or volunteer activities, with an affected organization; (iii) has any other formal affiliation or material interest in an affected organization; or (iv) could expect financial gain or loss or other personal benefit from a particular decision or transaction of the Eastern PA EMS Council.

**“Covered Person”** A Director, Officer, Employee, Independent Contractor, or a member of the Immediate Family of any such individual.

**“Director”** A member of the Board of Directors.

**“Immediate Family”** A spouse, parent, child, sibling, spouse of a child or sibling of, or other individual living in the same household as, an affected individual.

**“Independent Contractor”** An individual contracted by the Eastern PA EMS Council who provides services to the organization on a compensated basis pursuant to an understanding with the organization.

**“Officer”** Any person occupying an officer role (i.e., President) for the organization as identified by the most recent version of the organizations Bylaws.

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## **GENERAL POLICY**

The Organization is committed to honesty, integrity, and fairness in the conduct of its activities. Inevitably, the interests of Directors, Officers, Employees or Independent Contractors will involve them in other organizations or activities that may intersect with the affairs of the organization. It would disadvantage the organization to prohibit Covered Persons from becoming involved in outside activities, but their participation in such activities must not impair the fairness or integrity of organization's actions or decision-making. Directors, Officers and Employees must always act with ethically and in such a manner to avoid conflicting loyalties from impeding our operations.

Conflicting loyalties may include outside advocacy or interest groups, business interests, personal interests, political interest, or involvement with other organizations with which they are currently or previously employed or volunteer.

Any actual or potential Conflict of Interest must be disclosed pursuant to such Practices and Procedures and any Covered Person must abstain from participating in any decision-making with respect to any matter in which his or her personal interests and those of the organization may be in conflict.

No Covered Person shall derive any personal profit or gain, directly or indirectly, because of his or her service to, or relationship with, the organization. No Covered Person shall conduct personal business with, or provide personal services, unless such business or service is conducted in an open and objective manner to ensure proper review and authorization, equal competitive opportunity, and equal access to information.

This policy shall not be interpreted as surpassing or replacing any applicable federal, state or local laws regarding conflicts of interest.

## **PRACTICES AND PROCEDURES:**

1. Duty to Disclose: Each Director, Officer, Employee, Independent Contractor and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

2. Notice of Policy and Annual Statements: Every Director, Officer, Employee, and Independent Contractor shall sign a Conflict-of-Interest Policy Acknowledgement upon commencement of such person's term of office, employment, or relationship with the organization. Additionally, every employee shall submit the required EMS Council Secondary Employment and Conflict of Financial Interest form, on an annual basis, or upon a change in status.

Disclosure upon commencement of such person's term of office, employment, or relationship with the organization. This form will serve as notification to the President and Executive Director of any potential Conflicts of Interest that may apply. Employees will submit new disclosure forms annually and must specifically include any employment outside of the

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organization. All others will be prompted yearly if any updates are needed. Failure to sign by any Covered Person does not nullify this, Policy.

3. Investigating Conflicts: Any such potential Conflict of Interest on the part of any Covered Person and all material facts relating thereto shall be disclosed to the President of the Board and the Executive Director and made a matter of record as soon as the issue in question is raised and a potential conflict is known. Additional information may be requested to further understand the conflict. The President, Executive Director, or designee will conduct a Conflict of Interest Analysis for each potential Conflict of Interest submitted on disclosure forms to determine if said disclosure does Constitute of Conflict of Interest.

4. Addressing Conflicts: Following disclosure of a potential Conflict of Interest, the Executive Committee and Executive Director of the organization shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the organization's best interests. Votes shall be by majority vote without counting the vote of any interested Director, even if the disinterested Directors are less than a quorum, provided at least one consenting Director is disinterested.

5. Recusal: An interested Director, Officer, Employee, or Independent Contractor shall not participate in any organization business, investigation, or Board discussion, in which the subject is a transaction or situation in which there may be an actual or potential Conflict of Interest. The interested individual will immediately recuse him/herself when the potential Conflict of Interest is realized.

6. General Practice: In any situation not specifically covered by the previous paragraphs, Directors, Officers, Employees, and Independent Contractors shall carefully consider any potential conflict between their personal interests and those of the organization and shall refrain from any action that might be perceived as an actual or potential Conflict of Interest pending approval by the Board, as the case may be.

7. Employee Action: In the event of a Conflict of Interest involving an employee, said employee shall immediately abstain and recuse him/herself from any investigation or activity involving the potentially conflicted agency. The employee shall immediately forward any communication involving the conflict to the Executive Director declaring the conflict and requesting another employee handle said communication or investigation.

8. Disciplinary Action: All conflicts of interest will be reviewed on a case-by-case basis. The Directors, or designee, have full discretion to deem what disciplinary action is appropriate and necessary for disclosed conflicts of interest.

If the Board of Directors, or designee, have reason to believe a Director or Employee failed to disclose an existing or perceived Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest.

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After hearing the individual's response and investigating further as warranted by the circumstances, the Directors, or designee, may take appropriate disciplinary action, including removal from the position at the organization.

9. Public Office/Officials: No person shall offer or give to a public official, public employee, nominee or candidate for public office, or a member of his/her immediate family or a business with which he/she is associated, anything of monetary value, including a gift, loan, political contribution, reward or promise of future employment based on the offeror's or donor's understanding that the vote, official action, or judgment of the public official or public employee or nominee or candidate for public office would be influenced thereby and provide benefit for the organization over another person or organization.

This policy does not prevent Covered Persons from engaging in protected political activities, such as routine political contributions, if such action is not intended to provide undue influence as noted above in this paragraph and occurs on the Covered Person's personal time.

Any Covered Person interested in running for political office must disclose to the Executive Director such information prior to declaring candidacy. The Covered Person will be required to obtain a Pennsylvania State Ethics Commission opinion if pursuing such office presents a Conflict of Interest that will prevent the organization from conducting its business.

Attachments:

Conflict of Interest Policy Acknowledgement Form

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