The American Society of Neurophysiological Monitoring

Confidentiality

All information concerning members, former members, our staff, volunteers, and financial data, and business records of the American Society of Neurophysiological Monitoring (ASNM) is considered confidential. “Confidential” means that you are free to talk about ASNM business and about your program and your position within the confines of Board meeting, but you are not permitted to disclose such information regarding members’ names, member relations or talk about them in ways that will make their identity known outside of the Board meeting. No information may be released without appropriate authorization. This is a basic component of membership and business ethics. The Board, staff and our members rely on paid and volunteer staff to conform to this rule of confidentiality.

The ASNM expects you to respect the privacy of members and to maintain personal and financial information as confidential. All records dealing with specific members must be treated as confidential. General information, policy statements or statistical material that is not identified with any individual or family is not classified as confidential. Board members are responsible for maintaining the confidentiality of information relating to other Board members, staff and volunteers, in addition to members.

Failure to maintain confidentiality and respect for your position as a Board member may result in corrective action up to and including termination of your Board position. This policy is intended to protect you as well as the ASNM because in extreme cases, violations of this policy also may result in personal liability.

Rationale Confidentiality is the preservation of privileged information. By necessity personal and private information is disclosed in a professional working relationship. Part of what you learn is necessary to provide services to the membership; other information is shared within the development of a helping, trusting relationship. Therefore, most information gained about individual members or the ASNM through an assignment is confidential in terms of the law, and disclosure could make you legally liable. Disclosure could also damage your relationship with the client and make it difficult to help the person.

Before you begin your assignment as on the Board, you should be aware of the laws and penalties for breaching confidentiality. Although the agency is liable for your acts within the scope of your duty, giving information to an unauthorized person could result in the Society’s refusal to support you in the event of legal action. Violation of the state statutes regarding confidentiality of records is punishable upon conviction by fines or by imprisonment or by both.

The American Society of Neurophysiological Monitoring

Certification

I have read the American Society of Neurophysiological Monitoring's policy on confidentiality and the Statement of Confidentiality presented above. I agree to abide by the requirements of the policy and inform the Board President or member of the Executive Committee immediately if I believe any violation (unintentional or otherwise) of the policy has occurred. I understand that violation of this policy will lead to disciplinary action, up to and including termination of my service with the Society.

Signature: Sign Here James A. Watt, Jr. Date: 5/16/2024

Name: James Watt

American Society of Neurophysiological Monitoring
Conflict-of-Interest Policy

Purpose

The purpose of the conflict-of-interest policy is to protect the integrity, reputation, and interests of the ASNM in the course of conducting its business. Decisions made by the Board of Directors (BOD) and the Committees to which the BOD delegates responsibility may be perceived as biased when voting members have potential or actual conflicts of interest – financial or otherwise – that may influence their decisions and benefit the individual or a third-party organization and not the ASNM. Potential conflicts of interest must be disclosed to ensure that actual conflicts of interest are avoided in the course of conducting business. Disclosure of these conflicts helps ASNM leaders to be transparent and accountable for their actions and decisions. Disclosure of a potential conflict of interest does not make it an actual conflict but may help eliminate the perception. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to 501(c)3 organizations.

Definitions

"Conflict of Interest (COI)" – Situations in which financial or other personal considerations may compromise, or have the appearance of compromising, an individual's judgement in conducting activities as leaders in the ASNM. A "real" or "actual" COI occurs when an individual uses their voting power, influence, or information access in the ASNM to prioritize personal interests over the best interests of the ASNM – including its Purpose and Mission – or otherwise exploits their leadership position in the ASNM for personal gain in some way.

"Interested Person" – Any Director of the BOD or member of a Committee with BOD delegated powers, who has a direct or indirect Personal, Business, or Financial Interest, as defined below.

"Personal Interest" – When an individual could reasonably bolster their personal or professional standing or status as a result of action or inaction by the ASNM.

"Business Interest" – When an individual has a leadership position or ownership interest in a third-party, IONM-related organization that could reasonably benefit as a result of action or inaction by the ASNM.

"Financial Interest" – When an individual has, directly or indirectly, through business, investment, or family any of the examples listed below and could reasonably secure financial gain or compensation as a result of action or inaction by the ASNM. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- An ownership or investment interest in any entity with which the ASNM has a transaction or arrangement,
- A compensation arrangement with the ASNM or with any entity or individual with which the ASNM has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASNM is negotiating a transaction arrangement.
- A personal or professional position – employment, consulting, contracting, or otherwise – in which financial gain is realized as a result of action or inaction taken by the ASNM.

An individual who has a Personal, Business, or Financial Interest may have a COI only if the BOD or Committee decides that a COI exists.

Conflict of Interest Policy Procedures

Duty to Disclose
All members of the BOD and Committees must complete a Conflict-of-Interest Disclosure form on an annual basis. Additionally, all candidates running for President or an at-large BOD position must complete a Conflict-of-Interest disclosure form in order to appear on the ballot. The Secretary of the ASNM (or their designee) shall be responsible for ensuring compliance with these requirements, as well as archiving all completed forms. All COI Disclosure forms for BOD members and candidates running for office shall be made publicly available. During the course of any meetings, the Interested Person should remind the BOD or Committee of any potential COIs before a relevant topic is discussed, or as soon as possible during the discussion.

In connection with any potential or actual COI, an Interested Person must disclose the existence of the Personal, Business, and/or Financial Interest and be given the opportunity to disclose all material facts to the BOD and/or members of the relevant Committee(s). Identifying yourself as an Interested Person and disclosing your interests does not imply that a real COI exists; however, these interests should be identified as known potential conflicts when the BOD or any Committee discusses, addresses, or resolves relevant issues whereby the situation might represent a COI.

Upon disclosure of a potential or actual COI, the Interested Person may voluntarily recuse themselves from the discussion and any related votes. In doing so, the person must exit the meeting until the discussion and vote is complete. Alternatively, the Interested Person may request a decision from the BOD or Committee regarding whether or not an actual COI exists and how the individual should proceed.

Determining Whether a Conflict of Interest Exists
After disclosure of the interest and all material facts, and after any discussion with the Interested Person, the individual shall leave the BOD or Committee meeting while the determination of a COI is discussed and voted upon. The remaining BOD or Committee members shall decide if a COI exists.

Procedures for Addressing the Conflict of Interest

- An Interested Person may make a presentation on the topic of interest at the BOD or Committee meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the topic involving the potential COI.
- The chairperson of the BOD or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the BOD or Committee shall determine whether the ASNM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a COI.
- If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a COI, the BOD or Committee shall determine by a vote of the disinterested members whether the transaction or arrangement is in the ASNM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- If the BOD or Committee has reasonable cause to believe a member has failed to disclose a potential or actual COI, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BOD or Committee determines the member has failed to disclose an actual or possible COI, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the BOD and all Committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a Personal, Business, or Financial Interest in connection with an actual or possible COI, the nature of the interest, and any action taken to determine whether a COI was present, and the BOD's or Committee's decision as to whether a COI in fact existed.
- The Chairperson or designee shall record 1) the names of the persons who were present for discussions and votes relating to the transaction, arrangement, or decision, 2) the content of the discussion, including any alternatives to the proposed transaction, arrangement, or decision, and 3) a record of any votes taken in connection with the proceedings.

Compensation

- A voting member of the BOD or any Committee who is deemed to have an actual COI is precluded from participating in discussion and/or voting on the topic of interest.

- A voting member of the BOD who receives compensation, directly or indirectly, from the ASNM for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASNM for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the BOD or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASNM, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Annual Statements

Each BOD member and members of all Committees shall annually sign a statement, which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the ASNM is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the ASNM operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the ASNM's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews, the ASNM may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BOD of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Policy
Acknowledgement and Agreement

Each of the undersigned members of the ASNM Board of Directors (the "BOD") and Committees hereby acknowledges and agrees to the following:

1. That I have received a copy of the Conflict-of-Interest Policy (the "Policy") adopted and approved by the BOD;
2. That I have read and understand the Policy;
3. That I agree to comply with the terms and conditions of the Policy;
4. That I understand that the Policy applies to all Committees and Subcommittees having BOD-delegated powers;
5. That candidates running for ASNM office will not be included on the election ballot unless they have completed the COI Disclosure and COI Acknowledgement and Agreement forms.
6. That COI disclosures may be made publicly available.
7. That I understand that the ASNM is a not-for-profit organization and that, in order to maintain the tax-exempt status of the ASNM under Section 501(c)3 of the Internal Revenue Code, the ASNM must continuously engage primarily in activities which accomplish one or more of its exempt purposes.

Date: 5/16/2024

James A. Watt, Jr

Sign Here

James Watt

Name (Print)

Signature

American Society of Neurophysiological Monitoring
Conflict of Interest Disclosure

The purpose of the Conflict-of-Interest Policy is to protect the interests of The American Society of Neurophysiological Monitoring (ASNM) when it is contemplating a transaction, arrangement or decision that might benefit the private interest of an Officer, Director, Committee Member, partner, or employee of the ASNM, or might result in a possible excess benefit to the individual. This policy is intended to supplement but not replace any applicable state and federal conflict of interest laws applicable to nonprofit and charitable organizations.

The following questions need to be answered in relation to your relevant professional designations and personal assets, as well as the relevant designations and assets of your spouse and immediate family, in terms of any of your relationships which may pose a conflict of interest with your activities as a member of the ASNM Board or Committee.

Yes	No	
☐	☒ X	**Do you have any financial interest in a company, association, or other entity that derives any portion of its revenue from IONM (e.g., technical services provider, physician practice, electrode/device manufacturer, MSO, etc.)?**

If yes, please list the name(s) of the organization(s) and your type of financial interest in each below (e.g., owner, investor, royalties, stock options, etc.):

Yes	No	
☐	☒ X	**Do you serve on the Board of Directors, Advisory Board, or hold a similar role in any company, association, or other entity that derives any portion of its revenue from IONM (e.g., technical services provider, physician practice, electrode/device manufacturer, MSO, etc.)?**

If yes, please list the name(s) of the organization(s) and your role below:

[X] [ ] **Aside from base salary, bonus, and benefits, do you receive any form of remuneration from any company, association, or other entity that derives any portion of its revenue from IONM (e.g., technical services provider, physician practice, electrode/device manufacturer, MSO, etc.)?**

If yes, please list the name(s) of the organization(s) and your type of remuneration in each below (e.g., consulting, royalties, stock/options, travel, etc.):

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[ ] [X] **Do you have any financial interest in a company, association, or other entity that does any business with ASNM at present?**

If yes,

[ ] This relationship is primarily as a vendor providing services to ASNM.

[ ] This relationship is only as a vendor exhibiting at an ASNM meeting, symposium, webinar, etc.

Explanation:

[ ] [X] **Are your financial assets likely to influence your voting on any issues that come before the Board or a committee of which you are a member?**

Explanation:

[ ] [X] **Will the selection of the ASNM annual meeting location or any ASNM focus courses/symposia enhance or benefit any of your financial assets?**

Explanation:

[ ] [X] **Could the outcome of any ASNM vote (decisions made by the BOD or a Committee) significantly influence any of your financial interests or holdings?**

Explanation:

[ ] [X] **Could your financial assets be directly benefited by being a member of an ASNM Committee, or of the ASNM Board?**

Explanation:

☐ ☒ **Is there any relationship (financial, business, etc.) between you and any ASNM Board member?**

Explanation:

Date: 5/16/2024

James A. Watt, Jr

Sign Here

James Watt

Name (Print)

Signature

American Society of Neurophysiological Monitoring

ASNM BOD Guidance on Parliamentary Procedure

Each Director should be familiar with the fundamental rules of parliamentary procedure. The business of any meeting is conducted more efficiently and quickly with parliamentary procedure and gives members a sense of security in knowing what course of action may be taken.

Process for conducting a meeting (aka: Order of Business):

Note: the process outlined below shows how most Boards and Committees conduct their meetings. The ASNM BOD may use a slightly different order, but the general flow sill stands.

1. **Call to Order:** The President or Secretary must first determine if a quorum is present. A quorum is defined as the number of voting members who must be present in order for business to be legally transacted. The bylaws stipulate the number for quorum. No business may be conducted if the meeting lacks a quorum.
    a. Example: The president says, "The meeting will come to order."
2. **Roll Call:** Generally, the Executive Director takes roll, so this isn't formally. However, the President may take this opportunity to welcome any new Directors or guests.
3. **Reading and Approval of Minutes:** The ASNM BOD doesn't do a "reading of the minutes" because they are always distributed in advance. So, the minutes are approved by the BOD as follows:
    a. Example: The President (or Secretary) says "The minutes were distributed before the meeting. Are there any corrections to the minutes?"
    b. Note: generally, whether or not there are corrections, the minutes are approved "as distributed" or "as corrected" without a vote from the BOD. Historically, the BOD has voted to approve, so this will likely be the process moving forward. This is done according to the process outlined below under "Conducting Business."
4. **Reports of Officers:** Generally, the only ASNM "officers" to give reports are the Secretary and the Treasurer.
    a. Example (Secretary): The President says, "May we have the Secretary's report." The Secretary then reviews the contents of their report.
        i. Note: The Secretary's report is usually entered into record without a vote, unless a vote is needed for a specific reason. If a vote is required, this is done according to the process outlined below under "Conducting Business."
    b. Example (Treasurer): The President says, "May we have the Treasurer's report." The Treasurer then reviews any relevant financial statements or reports.

i. Note: The Treasurer's report is usually accepted by a vote following a motion which can be made by anyone. This is done according to the process outlined below under "Conducting Business."

5. **Reports of Standing Committees**
    a. Example: The President says, "The next business in order is hearing reports of the standing committees."
    b. Note: Standing committees are called on in the order they are listed in the bylaws. The President should only call on those who have reports to make. Each committee Chairperson then reviews their committee's report.
    c. Note: if the Chairperson wishes to introduce a suggested action of the BOD on behalf of the committee, they do so at this time according to the process outlined below under "Conducting Business."
    d. Example: The Chairperson or other reporting member of a committee says, "On behalf of the committee, I move to adopt [insert any recommendations the committee makes]."
    e. Note: A motion arising out of a standing committee's report is taken up immediately.
6. **Reports of Special Committees:** These may be Ad-Hoc Committees, Task Forces, or any other group recognized by the President. This is only done if the group has prepared a report, or otherwise been instructed to report. The process is the same as any Standing Committees.
    a. Example: The President says, "The next business in order is hearing reports of special committees. The committee appointed to [insert special committee name] will now report."
    b. Note: A motion arising out of a special committee's report is taken up immediately.
7. **Special Orders:** Announced only if there are such items. Matters set by the bylaws for a particular meeting, such as elections, are taken up at this time.
8. **Unfinished Business and General Orders:** Announced only if there are such items.
    a. **Unfinished Business** — sometimes incorrectly referred to as "old business" — refers to questions that have carried over from the previous meeting as a result of that meeting having adjourned without completing its order of business.
    b. **General Orders** – refer to business that has been postponed to the present meeting.
    c. Example: The President may say, "The next item of business is the motion relating to [insert motion] that was postponed to this meeting. The question is on the adoption of the motion that [insert motion]. Is there any discussion?"

9. **New Business:** This is an opportunity for new items/topics to be introduced into discussion. Generally, these are added to the agenda ahead of time. Each item is taken in the order in which it was added to the agenda.
    a. Example: The President may say, “The next business in order is hearing new business.”
    b. Note: when the agenda of new business is complete, if the President allows for additional business to be introduced (generally, depending on time), the President may say, “Is there any further new business?”
10. **Announcements:**
    a. Example: The President may say, “The chair has the following announcements [insert announcements]. Are there other announcements?”
11. **Program:** This is a space for any special guests or presentations to come before the BOD. The president does not “turn the meeting over” but announces, “[Insert name of speaker] will now present the program” or “[insert name of person giving introduction] will introduce our speaker.”
12. **Adjournment:**
    a. Example: The President may say, “Is there any further business?” If nothing, then the President may say, “Since there is no further business, the meeting is adjourned.” Or they may say, “A motion to adjourn is in order.” In announcing the affirmative vote: “The ‘ayes’ have it and the meeting is adjourned.”

Conducting Business: Process for sharing an idea or rule that you’d like the BOD or Society to adopt:

1. A voting member of the Board makes a recommendation by stating a ***motion***.
    a. Example: One might say, “I move that we allocate $2,000 to the development of a new website.” Or, one could say, “I would like to make a motion that we allocate $2,000 to the development of a new website.”
2. Another voting member ***seconds*** the motion, “Second.”
    a. Example: One might say, “I second.”
    b. Note: if no one chooses to second the motion, then the motion is dropped and no further discussion occurs. There is one exception here: if the members have already started discussing the motion, then no second is needed. See more about “Second” under definitions below.
3. The President restates the motion and places it before the members for discussion.
    a. Example: The President says, “It is moved and seconded that we allocate $2,000 to the development of a new website. Is there any discussion?”
4. Members begin discussing/debating the motion.

a. No other business of the Board can happen until the motion is resolved. However, during the discussion/debate, subsidiary motions (e.g., amendments or postponement) may be introduced to help the Board perfect the motion and make a final decision.
b. If there is a motion on the table, any member can ask for clarification on what is at stake, and what a "yes" or a "no" vote means. This is called a "Point of Information."
    i. Example: one might say, "Point of Information. If we allocate $2,000 to developing a new website, does that mean we need to cut spending in other areas, like Faculty Honoraria?"
c. If a debate is going on-and-on, any member can "call for the question." This forces the Board to decide whether to continue debating. If two-thirds of the Board votes that they are ready to move forward with a vote on the motion, then the debate ends, and the President must "put the question to a vote." See #5 below.
    i. Example: one might say, "Madam President, I'd like to call for the question."

5. When discussion is finished the President ***puts the question to a vote***.
    a. Example: the President says, "The question is on the adoption of the motion that we allocate $2,000 to the development of a new website. Those in favor, say 'yes'." (Pause.) "Those opposed, say 'no'." (Pause.)
6. In some cases, the President may also ask for a count of those who choose to ***abstain*** from voting. This is done only for the purposes of demonstrating that a quorum was established. See more about Abstaining in definitions below.
7. The president announces the results of the vote.
    a. Example (approved): "The 'yeses' have it; the motion is adopted; we will allocate $2,000 to the development of a new website; the next business in order is ..."
    b. Example (not approved): "The 'noes' have it; the motion is not adopted (or lost); we will not allocate $2,000 to the development of a new website; the next business in order is ..."

<u>Note</u>: several formal parliamentary steps have been removed because the ASNM typically doesn't work with this level of formality. For example, before making a motion, a member should ask the President to be recognized, and the President formally recognizes the member who can then make a motion. Also, during debate/discussion, the formal process is for each member to seek recognition from the President before being allowed to speak.

Specific Definitions to Know

Standing Committees and Advisory Committees:

Executive Committee: The Executive Committee shall exercise, between meetings of the BOD, all powers of the BOD and shall perform such other specific duties as shall be prescribed in these Bylaws or as may be assigned to it by the BOD, except those powers which the Executive Committee is prohibited from exercising by law, the AOI, these Bylaws, or by resolution of the BOD.

Finance and Audit Committee: The Committee, among other things, shall be responsible for: (i) preparing an annual budget for the BOD's approval, internal interim financial reports, and the financial policies of the Society (including but not limited to the Society's investment policies); and (ii) reviewing and making recommendations to the BOD regarding the independent auditor's engagement, the external audit reports, internal audit reports, and the Society's financial, legal, and regulatory compliance. The Committee shall also be responsible for such other duties of similar nature and as may be assigned by the BOD.

Advisory committees, task forces, and other advisory bodies.: The BOD may, by written resolution, designate one (1) or more advisory committees, task forces, and other advisory bodies not having and exercising the authority of the BOD, which shall consist of such individuals as the BOD designates. The BOD shall determine whether, if at all, an advisory committee, task force, or other advisory bodies must include Directors. The advisory committee, task force, or other advisory body may not act on behalf of the Society or bind it to any actions, but may make recommendations to the BOD or to the Officers.

Motions and Seconds:

Motion: a formal proposal made to a legislative body, such as a board or committee. Generally, it is a recommendation that the group do something, such as adopt a new rule or process.

Second: a way of expressing interest in discussing a motion. Historically, to "second the moti on" meant that you approved of it—that you sponsored it. ***This is no longer so.*** You can even s econd a motion you disagree with, if you would like to explain why it's a bad idea. Also, a "s econd" used to be a necessary prerequisite for the governing body to consider the motion fo r further discussion and potential adoption. Robert's Rules says that, ***if the members have started discussing a motion, no formal second is needed, since it is already clear that at least two people wish to discuss it***.

Voting:

ASNM

American Society of
Neurophysiological Monitoring

Abstain: to formally decline to vote either for or against a proposal or motion. Abstentions do not count in tallying the vote negatively or positively; when members abstain, they are in effect attending only to contribute to a quorum.

<u>Notes on Abstaining</u>:
Members who abstain are counted for purposes of determining whether there is a quorum, but the abstention votes on the motion are treated as if they do not exist. In other words, an abstention is not treated as either a “yes” vote or a “no” vote.

Common reasons for abstaining from a vote:

- There’s have a conflict of interest
- Don’t want to reveal what they’re thinking about an issue
- Disagree with one or more board members and don’t want to air their disagreement
- They’re too conflicted on an issue to cast a meaningful vote
- Failed to research the matter sufficiently, and they don’t feel right about voting on it
- They’re simply not focused enough on board activities

Board members are not required to state their reasons for abstaining from a vote, but they may, particularly if they have a conflict of interest.

Practices vary as to whether a vote can be considered unanimous if some voters abstain. In Robert's Rules of Order, a "unanimous vote" is not specifically defined, although an abstention is not counted as a vote regardless of the voting threshold. In some cases, parliamentary bodies make a rule that a certain number of yes/no votes are required to pass a motion to avoid the consequences of a majority abstaining, and just a few votes being enough to drive a major decision.

[X] By clicking here, I state that I have read and understand the parliamentary procedure document presented before me.

Board Signature James A. Voth, Jr.