

# UNITED NETWORK FOR ORGAN SHARING

## CORPORATE POLICIES

### UNOS Code of Ethics

United Network for Organ Sharing (UNOS) is a private, not-for-profit corporation dedicated to improving the effectiveness of the nation's organ procurement and transplantation system. This role mandates ethical conduct by those engaged in the affairs of UNOS, including the members of the UNOS Board of Directors, Committee members as well as paid Staff and consultants, contractors, and advisors engaged in matters pertaining to UNOS. In general, such persons are to adhere to the following standards and conduct:

### General Conduct

Those who are engaged in the affairs of UNOS shall adhere to the following general conduct:

1. Promote the highest quality of service and care in accordance with current scientific knowledge and established standards for practice.
2. Direct efforts to enhance the equitable allocation and distribution of organs.
3. Develop and/or support policies that prevent or eliminate the exploitation of donors, candidates and recipients and oppose those measures that may adversely affect their health.
4. Observe confidentiality and privacy requirements that attach to communications and other personal data relating to donors, candidates or recipients as well as UNOS' corporate matters.
5. Abide by generally accepted principles of fair dealing, just and equitable behavior, and applicable legal standards in all matters relating to the organization, including interactions with other Board and Committee members, staff, members of the medical community at large, and the patients and donors who are served.

### Conflict of Interests

When making recommendations and decisions on behalf of UNOS, Board members, Committee members and staff may not use their respective positions, information they possess about UNOS, or the property of UNOS, in a manner that allows them to realize a monetary or other material benefit for themselves or for any other person in the organization. Accordingly, no such individual may use his or her position within UNOS for personal gain or to benefit another at the expense of UNOS, its mission or its reputation.

Because of the high visibility of its activities, UNOS must be concerned not only with the legalities with respect to conflicts of interests but also with avoiding the appearance of impropriety. A member of the Board of Directors owes a duty of fidelity and the exercise of good judgment to UNOS. When a Board or Committee member has a personal or institutional interest in the outcome of a matter before the Board or Committee for decision, the member can satisfy his/her legal obligation to the UNOS by:

- a. Disclosing at the beginning of the discussion of the matter the nature of his/her interest in the outcome:  
and
- b. Abstaining from voting on the matter.

In addition, avoidance of the appearance of impropriety and encouragement of a full and open discussion of the matter would be best served by the Board or Committee member by:

- a. Offering at the beginning of the discussion, and after disclosing his/her interest, to furnish such information as the Board should request;
- b. Leaving the meeting for the balance of the discussion of the matter (but remaining available in the event of additional inquiries by the Board or Committee): and
- c. Taking no part in the discussion or the debate on the matter.

If a Board or Committee member has reason to inquire as to whether another Board or Committee member has a interest in the outcome of a matter before the Board or Committee, the first Board or Committee member has a duty to inquire of the other Board or Committee member, in the open meeting if necessary to resolve the question, whether the other in fact has such an interest. If the Board or Committee member does not recognize a conflict but the other participants disagree, the Board or Committee member shall follow the will of the majority of the other Board or Committee members.

Abstentions from voting and absences from the meeting should be clearly documented in the minutes of the meeting and on all written ballots.

#### **Prohibition on Loans**

UNOS shall not provide loans or their equivalent to officers, directors, non-director employees or their related interests.

#### **Board and Committee Member Whistleblower Policy**

Whistleblower protections are essential to facilitate the reporting of fraud, mismanagement, self-dealing and suspected illegal activities early and in time to mitigate the negative effects of these activities to UNOS. These behaviors undermine the credibility of UNOS and can adversely affect the financial health of the organization, as well as its ability to fulfill its mission. As representatives of the organization, UNOS Board and Committee members must conduct themselves with honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations. This policy is intended to provide protections to those individuals who fall under the definition of "whistleblower" for purposes of this policy.

A "whistleblower" is a Board member or a Committee member who discloses information that he or she reasonably believes constitutes: 1) a violation of laws, regulations or UNOS Bylaws or Policies; or 2) gross mismanagement of UNOS' resources.

Whistleblowers are free to disclose information that supports a reasonable belief that misconduct is occurring or has occurred in connection with UNOS activities. At the same time, whistleblowers must respect the confidentiality of sensitive UNOS information unrelated to the alleged misconduct and must not disclose such confidential information.

To encourage whistleblowers to promptly disclose violations of laws, regulations, or UNOS Bylaws or Policies or gross mismanagement of UNOS' resources, Board or Committee members may, on a confidential basis, report such concerns to the UNOS President or the UNOS Executive Director.

The President and Executive Director, acting in concert (unless either person is implicated) shall exercise discretion as to whether the General Counsel or outside counsel should investigate and whether the Executive Committee should be asked to consider the issue and provide an advisory opinion. The Executive Committee shall review findings and determine appropriate sanctions, which may include oral admonition, written admonition, letter of censure, suspension or removal from the Board or committee.

Individuals accused of wrongdoing have the right to appeal the decision to the full Board of Directors within 45 days from the date written notification of the decision to sanction is sent. At the conclusion of any investigation or proceeding, UNOS will provide appropriate remedies for vindicated persons accused of misconduct. Whenever possible, the whistleblower will be provided with feedback when the investigation is complete.

UNOS will not tolerate, or engage in, retaliation against whistleblowers who report in "good faith." UNOS prohibits retaliation, including but not limited to making any threatening communication by verbal, written and/or electronic means, against any individual who reports and/or provides any information concerning conflicts of interest, confidentiality, unlawful discrimination, harassment and/or other violations of UNOS Bylaws or Policies, rules and standards of conduct. This protection includes providing appropriate and timely relief to remedy the consequences of actual or threatened reprisals, and holding accountable those who retaliate. UNOS will make every effort to protect the confidentiality of the whistleblower to the extent possible, without interfering in the investigation.

Whistleblowers must understand and respect the serious consequences of disclosure to both the organization and to those they accuse of misconduct. To that end, whistleblowers shall not make false statements and shall not engage in other unlawful or unreasonable behavior when alleging misconduct. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, with gross negligence, or with the foreknowledge that the allegations are false, will be viewed as a serious offense and may result in discipline, up to and including dismissal from the volunteer position. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal lawsuits. Whistleblowers have a duty to correct any errors they make in the course of charging others with misconduct. Whistleblowers also have an obligation to participate in good faith in any misconduct procedures that they have triggered.

### **Directors' Duties**

Members of the UNOS Board of Directors have the duties of care, loyalty, and obedience.

The duty of care is a standard that requires a Board member to exercise the same care that an ordinary, prudent person would exercise in a like position or under similar circumstances. It means that board members should attend board meetings and be informed about the activities of the organization in order to be able to make informed and independent decisions when voting.

The duty of loyalty requires a board member to act in good faith, be faithful to the organization and pursue of the organization's best interests. It means that board members must be dedicated to the organization's mission and put the interests of the organization above self-interest. The duty of loyalty is breached when the director puts his or her interest, or the interest of another person or organization, ahead of that of UNOS.

A breach of this standard would be considered self-dealing. To eliminate the risk of self-dealing, directors should provide full disclosure of any issues that could cause a potential conflict of interest. If potential conflicts of interest occur, the affected board members should not attempt to unduly influence the rest of the board and should recuse themselves from voting on the matter.

The duty of obedience requires the board to act in accordance with the organization's rules and policies, and in furtherance of its goals as stated in the mission statement, articles of incorporation and bylaws. In addition, the board must comply with state and federal laws. The duty of obedience forbids acts outside the scope of corporate powers.