

**National Board of Chiropractic Examiners, Inc.
Conflict of Interest Policy for
Directors and Committee Members**

**SECTION 2.8
ADDENDUM 2A
CONFLICT OF INTEREST
POLICY & STATEMENT FORM**

Purpose

National Board of Chiropractic Examiners, Inc. ("NBCE"), is committed to integrity and fairness in the conduct of all of its activities. All decisions of the Board of Directors (the "Board") and all committees of NBCE shall be made in good faith and solely on the basis of a desire to promote the best interests of NBCE and be in furtherance of NBCE's purposes. NBCE has adopted this Policy to require: (a) disclosure of all potential and actual conflicts of interest and additional information relating thereto; and (b) noninvolvement in any matter, action or transaction as to which a conflict of interest is identified.

Conflicts of interest involving a director or committee member are not inherently illegal nor are they to be regarded as a reflection on the integrity of the board, the committee or any individual director or committee member. It is not uncommon for a director to be faced with a potential conflict of interest at some point during his or her service on a board and it does not necessarily mean that such director should no longer serve on the board. A conflict of interest simply means that the director and the board or committee upon which he or she serves should address the disclosed conflict and take appropriate actions that will enable the organization to approve or disapprove a matter, action or transaction in a proper manner and without the involvement of the affected director or committee member.

Potential Conflicts of Interest

In general, a conflict of interest exists when the interests or concerns of a director or committee member of NBCE are determined to be in competition with the interests or concerns of NBCE. There are a variety of situations that raise potential conflict of interest concerns including, but not limited to:

- ☐ Service by a director or committee member of NBCE as a board member, officer or employee of any organization to which NBCE makes grants or which applies for a grant,
- ☐ Any such relationship with or Financial Interest (as defined below) of a director or committee member of NBCE in an organization with which NBCE conducts or may conduct financial or business transactions (including vendor relationships),
- ☐ Similar service with or Financial Interest in any such organization by any Family Member of a director or committee member of NBCE,
- ☐ Service by a director or committee member as a board member, officer, instructor or other employee of any chiropractic college, and
- ☐ Any other situation that reduces a director's or committee member's ability to make objective decisions or give objective advice on behalf of NBCE.

“Family Members” of a director or committee member are his or her spouse, life partner, parents, children, any individuals residing in the same home as the director or committee member and the spouses of any of the foregoing.

“Financial Interest” means: (a) a 5% ownership or investment interest in any organization with which NBCE conducts financial or business transactions; (b) a compensation arrangement with any organization or individual with which NBCE conducts financial or business transactions; or (c) a potential 5% ownership or investment interest in, or compensation arrangement with, any organization or individual with which NBCE conducts financial or business transactions. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A director's or committee member's general membership in any not-for-profit or governmental organization shall not alone be deemed to create any potential conflict of interest for purposes of this Policy.

General Duty of Disclosure

Each director and committee member is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known or reasonably should be known. In furtherance of this fundamental and comprehensive obligation, each director and each committee member is expected to comply with the obligation set forth below to file periodic reports with NBCE of potential and actual conflicts of interest. However, a director's or committee member's obligation to make such periodic reports does not relieve him or her of the obligation at all times to ensure that he or she is making continuous disclosure of potential and actual conflicts of interest, including in advance of any particular action to be taken by NBCE that could be affected by a potential or actual conflict of interest of such director or committee member.

Annual Disclosure Statements

Upon becoming affiliated with NBCE and each year promptly following the annual Meeting of the Board, each director and committee member shall complete a Conflict of Interest Disclosure Statement in the form attached hereto as Exhibit A (the "Statement") which shall disclose the nature of such director's or committee member's and his or her Family Members' affiliations or relationships with other organizations that could create an actual or potential conflict of interest for such director or committee member under certain circumstances.

Board and committee members shall submit their Statements to the Chairman for review. The Chairman shall submit his or her Statement to the Executive Committee of the Board for review. In all cases, the recipient is responsible for bringing any conflict of interest to the attention of the Board, in the case of a director, or to the relevant committee, in the case of a committee member, for further action consistent with this Policy.

All information disclosed under this Policy shall be held in confidence by the persons authorized to receive and act upon it except where, in the judgment of any of such persons, the best interest of NBCE requires further disclosure or where disclosure is required by law. The Secretary of NBCE shall file copies of all Statements with the official corporate records of NBCE.

Procedures for Addressing Potential Conflicts of Interest

NBCE requires that any director or committee member who believes that he or she may have a potential conflict of interest (the "Interested Person") with respect to a particular matter, action or transaction proceed in the following manner:

1. The Interested Person shall promptly and fully disclose the potential conflict of interest to the Board or committee, as appropriate, if the potential conflict is likely to be relevant to a matter, action or transaction that will be considered by such decision-making body. When in doubt whether a disclosable potential conflict of interest exists, the Interested Person shall disclose such potential conflict to the Board or committee, as the case may be, for consideration. Such Interested Person shall provide such additional information with respect to the potential conflict as the members of the Board or committee may request. Such Interested Person shall also make himself or herself available to answer any questions that the Board or committee may have.
2. The Interested Person may advise the Board or committee upon which he or she serves of his or her conclusion that the actual or potential conflict prevents him or her from voting on the matter, action or transaction that will be considered by the Board or committee. If, however, the Interested Person believes that the potential conflict should not prevent him or her from participating in the vote to be taken on the matter, action or transaction, he or she shall leave the meeting while the Board or committee considers the potential conflict of interest and votes upon whether an actual conflict of interest exists. The Board or committee will then advise such Interested Person of its determination.
3. Thereafter, if the Interested Person or the Board or committee has determined that the Interested Person should not vote on the matter, action or transaction, such Interested Person shall not vote on such matter, action or transaction. The Interested Person shall leave the room during the final discussion and vote on the matter, action or transaction, unless the Board or committee indicates its desire to have the Interested Person present.
4. Notwithstanding the foregoing a Board member who is an appointee of the Federation of Chiropractic Licensing Boards ("FCLB") or who serves as a voting board member of FCLB shall not vote, whether as a Board member or committee member, on any matter, action or transaction between NBCE and FCLB involving a sum in excess of \$5,000.00.

Records of Proceedings

The minutes of all Board and committee meetings shall contain:

(a) the names of the directors or committee members who disclosed or otherwise were found to have an actual or potential conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the matter, action or transaction, the content of the discussion and a record of any votes in connection with the proceedings.

Violations of Conflict Policy

If the Board has reasonable cause to believe that a director or committee member has failed to disclose actual or potential conflicts of interest, it shall inform the director or committee member of the basis for such belief and afford the director or committee member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the director or committee member and making such further investigation as may be warranted in the circumstances, the Board determines that the director or committee member has in fact failed to disclose an actual or potential conflict of interest and such failure to disclose was intentional or negligent, it may take appropriate disciplinary and corrective action.

Acceptance of Money, Services or Other Things of Value

The acceptance by any director or committee member of money, services, or any other thing of value offered by a representative of a vendor, service provider, potential grantee or grantee or other person or entity which does business with NBCE (or any person or entity which is likely to or seeks to do business with NBCE; all of the foregoing being "Third Parties") is prohibited.

Notwithstanding this general prohibition, a director or committee member may (i) receive unsolicited gifts of modest value from Third Parties, such as holiday gifts of modest value, (ii) participate in business meals that are paid by Third Parties, (iii) accept tickets or other invitations from Third Parties to golf outings, charity events or other functions, or (iv) participate in nominal entertainment on an infrequent basis. Each director or committee member shall report these permitted interactions with Third Parties to the Chairman on a quarterly basis. This information will be maintained and made available to the Board as may be requested from time to time.

Policy adopted by the Board of Directors on March 3, 2007 (Amended as of November 2, 2007)

EXHIBIT A

NATIONAL BOARD OF CHIROPRACTIC EXAMINERS, INC.

Conflict Of Interest Disclosure Statement for Directors and Committee Members

To: Chairman, National Board of Chiropractic Examiners, Inc. ("NBCE")

To assist in the proper determination and evaluation of the existence of an actual or potential conflict of interest, I am answering in detail each of the items that follow, keeping in mind that full disclosure of any questionable situation is required in order to permit an impartial and objective determination.

1. My position (title) with NBCE:

2. These are the names of all corporations, companies, firms or other business enterprises (a) with which I am affiliated (or with which any Family Member* is affiliated), as an employee, officer, director, trustee or partner; or (b) in which I (or any Family Member*) have a Financial Interest** if such entity is likely to do business with NBCE. I understand that with respect to clause (a), I may generically describe certain business enterprises with which I am affiliated if such enterprises essentially constitute a single business enterprise. (If none, please check here ____.)

Name of Business or Organization

Position or Relationship

3. These are the names of all not-for-profit and governmental organizations with which I am affiliated (or with which any Family Member* is affiliated) as an employee, officer, director, trustee or member of an advisory board or committee. Included in the following list are the names of all not-for-profit organizations related to the chiropractic profession (*such as the American Chiropractic Association, International Chiropractors Association and The Council on Chiropractic Education*) with which I am affiliated (or with which any Family Member* is affiliated) as an employee, officer, director, trustee, member of an advisory board or committee. I understand that I do not need to list my general memberships in any not-for-profit or governmental organizations. (If none, please check here ____.)

Name of Organization

Position or Relationship

4. These are, to the best of my knowledge, the corporations, companies, firms or other business enterprises described in my answer to question 2 above that have any existing or contemplated business relationship with NBCE. (*Examples of a business relationship would be the furnishing of goods or services, the purchase or sale of property or receipt of an investment.*) (If none, please check here ____.) If such situation exists, I have described it below:

5. These are, to the best of my knowledge, the organizations described in my answer to question 2 or 3 above that have received or are likely to apply for a grant from NBCE. (If none, please check here ____.) If such situation exists, I have described it below:

6. In the past twelve months I have been offered gifts, gratuities or favors from an entity or person which, to my knowledge, does, or may be seeking to do, business with NBCE or which is a grantee or potential grantee of NBCE only as follows. (*This does not include (a) unsolicited gifts of modest value, such as holiday gifts of modest value, (b) participation in business meals that are paid by third parties, (c) acceptance of tickets or other invitations from third parties for golf outings, charity events or other functions, and (d) participation in nominal entertainment on an infrequent basis.*) (If none, please check here ____). If I received or was offered any such gift, I have provided details below:

7. I have set forth below any information concerning myself or any Family Member* not requested in the preceding paragraphs which I feel may present an actual or potential conflict of interest. (If none, please check here ____.)

* "Family Members" are my spouse, life partner, parents, children, grandchildren, any individuals residing in the same home as me and the spouses of any of the foregoing.

** "Financial Interest": means: (a) a 5% ownership or investment interest in any organization with which NBCE conducts financial or business transactions; (b) a compensation arrangement with any organization or individual with which NBCE conducts financial or business transactions; or (c) a potential 5% ownership or investment interest in, or compensation arrangement with, any organization or individual with which NBCE conducts financial or business transactions. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

CERTIFICATION

I have read and understand NBCE's Conflict of Interest Policy and agree to comply with it in good faith. I certify that I have completed truthfully the above disclosure statement, and I agree to report to the Board of Directors any changes in the foregoing information as well as any potential conflict of interest that might develop before completion of my next disclosure statement.

I further agree that I will not accept gifts, entertainment or other favors from any individual or entity, which would be prohibited by the Conflict Of Interest Policy.

DATE: _____

Signature

Print Name:_____