

CASE MANAGEMENT SOCIETY OF AMERICA
COMMITTEE MEMBER AGREEMENT

As a member a committee of the Case Management Society of America (“CMSA”), I have reviewed and accept the terms of the CMSA Bylaws, the Organizational Policies as well as the following policies regarding Antitrust, Conflict of Interest, Confidentiality, Attendance, and any other policies provided to me by CMSA during my tenure on the committee.

ANTITRUST POLICY – Part 1

It is essential that Committee Members observe certain ground rules in their participation in committee meetings. As you know, the Anti-Trust laws prohibit, or make highly imprudent, the discussion of a number of matters at a committee or any other meeting.

The following subjects should not be discussed at meetings or elsewhere or be the subject of any type of agreement, whether formal or informal, expressed, or implied, among competitors:

1. prices to be charged;
2. methods by which prices are to be determined;
3. terms and conditions of sale, such as credit or discount terms;
4. profit levels;
5. whether another company’s pricing practices are unethical, improper, etc.;
6. coordination of bids or requests for bids or proposals;
7. production levels or schedules;
8. division or allocation of markets, territories or customers;
9. refusal to deal with a customer or supplier;
10. approved list of customers or suppliers; and
11. anything that could restrict free and open trade in the marketplace.

Any departure from these ground rules could result in severe civil and criminal penalties to the Committee Member, their company and to CMSA. Federal sentencing guidelines mandate jail sentences for Anti-Trust violations and call for criminal fines that may range into the millions of dollars.

Any questions about these Anti-Trust limitations should be directed to CMSA’s Executive Director.

Example: Teaming up with CCMC in an effort to undermine ACMA and put them out of business though pricing, practices, etc.

- **Sherman Act 1890** – Prohibits contracts and conspiracies that hurt competition. Maintains free-market competition
- **Clayton Act 1914** – Protects competition & prevents skyrocketing prices due to business practices/acquisitions/mergers
- **Federal Trade Commission 1914** – Protects healthy competition for the interstate commerce (movement of goods & money across state lines)
- **Robinson Patman Act 1936** – Price discrimination between small and large companies due to purchasing power

CONFLICT OF INTEREST POLICY AND DISCLOSURE – PART 2

In their capacity as members of this CMSA committee, individuals must act at all times in the best interests of CMSA. This policy may be enforced against individual committee members as described below.

Example of a Potential Conflict:

You have been contacted by ABC pharmaceuticals who found you through a search on the CMSA website to speak to their organization about case management and the role case managers play in patient Outcomes and their Transitions of Care. They want to learn about how their organization may support cm's. They offer to have you come to their offices and will pay you your fee in addition to your expenses to meet with their team for discussions about cm.

As a speaker you accept their terms.

1. Committee members have a fiduciary duty to conduct themselves without conflict to the interest of CMSA. In their capacity as committee members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of CMSA.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a committee member's obligations to CMSA and the committee member's personal business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to CMSA. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested committee members – with the interested committee member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by committee members to the CMSA Board through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the CMSA Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The CMSA Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all committee members shall be provided with a copy of this policy and required to complete and sign this agreement. All completed forms shall be provided to and reviewed by the CMSA Executive Committee, as well as all other conflict information provided by Board members.

6. Disclosure of Actual or Potential Conflicts of Interest:

CONFIDENTIALITY POLICY – PART 3

Committee members owe a fiduciary duty of care to CMSA. This includes a duty of confidentiality. All information and documentation that committee members receive from CMSA and others (regardless of format) in connection with their service on the committee will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone in any manner including, but not limited to, in person, by phone, by email, or by social media, except as may otherwise be provided by the CMSA Chairman of the Board or CMSA Executive Director. Committee members who receive inquiries regarding any such information or documentation should not respond but instead forward the inquiries to the CMSA Executive Director.

Any questions regarding this Confidentiality Policy should be directed to the CMSA Executive Director.

Example #1: You are at a committee meeting and a discussion about a problem that the committee was made aware of regarding the collection of money owed to CMSA from a vendor. After the meeting you cannot seem to get it off of your mind. You recall that you have a friend who works at this vendor so you contact him/her since you think that your connection may be the remedy needed to get this resolved, so you call them and discuss the situation.

Example #2: During a committee call you find out that CMSA is going to be working on a new partnership that you do not agree with. Even though you make your dislikes known about this, a vote is taken, and it is decided to proceed. You are unhappy with the decision so when you get back to your office you are asked by your colleague how your committee meeting went. You tell them that CMSA is making a really bad decision about a new partnership, and you do not agree with it, and why.

ATTENDANCE POLICY

Any committee members with more than 2 unexcused absences during any calendar year will be contacted by the President to discuss appropriate action including removal from the committee unless the Committee Chair and President is satisfied that there is good and valid excuse and justification for such absences. Any such officer or director so removed forfeits any and all appeal rights he/she might otherwise have had.

Since decisions are made that affect the association, and since it requires a majority of the committee to be present to conduct the meeting it is vital that all attend every meeting if at all possible.

ACCEPTANCE

I have read and understand the committee policies outlined above as well as the CMSA Bylaws and Organizational Policies provided to me by CMSA during my tenure on the committee and agree to abide them and any other policies adopted by the CMSA Board. My signature below constitutes an agreement that if I am found to be in breach of any policy, such breach shall be treated as my resignation from the committee.

Signature

Print Name

Date

Committee Name