

INFORMATIONAL MATERIALS FOR POTENTIAL ABPN DIRECTOR NOMINEES

- 1. ABPN Board Purpose and Roles**
- 2. Responsibilities of ABPN Directors**
- 3. Functions of ABPN Directors**
- 4. Required Characteristics of ABPN Directors**
- 5. Terms of Office/Time Commitment of ABPN Directors**
- 6. ABPN Director Selection Process, including desirable attributes and qualifications**

Appendices:

ABPN Director Code of Conduct

ABPN Conflict of Interest Policy

1. ABPN Board Purpose and Roles

The board as a whole helps govern the ABPN through three major roles:

- a) *Setting Organizational Direction*, including determination of mission, vision, and values, engaging in strategic thinking, and ensuring effective planning;
- b) *Ensuring the Necessary Resources*, including both financial and human resources;
and
- c) *Providing Oversight of the President and CEO*, organizational assets, and organizational programs and services.

In general and in practice, the above means that the ABPN board's role primarily involves *strategic leadership*. The board has delegated *operational management* to the President and CEO, who directly oversees all ABPN staff and operations.

The above also means that the board as a whole, and each of the directors, have *fiduciary and financial responsibilities* for the ABPN.

2. Responsibilities of Individual ABPN Directors

- a) Carry out his or her individual duties and responsibilities as an ABPN Director in an honest and professional manner, in good faith, with diligence and care, within the scope of authority of applicable law, and according to the Bylaws of the American Board of Psychiatry and Neurology, Inc. and the ABPN's policies and procedures.
- b) Adhere to the ABPN Code of Conduct.*
- c) Adhere to the ABPN Conflict of Interest Policy.*
- d) Prepare for, attend, and participate in all Board meetings and activities, including responsiveness to ABPN communications in between formal meetings.
- e) Serve on ABPN committees and as an ABPN officer as needed.
- f) Represent the ABPN to other organizations and entities when appointed.

*See appendices included in this document

3. Functions of ABPN Directors

- a) Develop and adopt Board policies.
- b) Ensure organizational performance.
- c) Provide pertinent leadership to the fields of psychiatry and neurology.
- d) Administer the nomination and election processes of the ABPN Board.
- e) Ensure effective governance.
- f) Clarify Board committee and President and CEO roles and responsibilities.
- g) Select, support, and review the President and CEO and approve the annual evaluation of the President and CEO.
- h) Conduct effective Board meetings.
- i) Adopt fiscal and risk management policies.
- j) Enhance the public image of the ABPN.

4. Required Characteristics of ABPN Directors

- a) Unrestricted license to practice medicine in a U.S. state or territory.
- b) Active board certification by the ABPN, including participation in Continuing Certification. (N.B. — Director candidates who have lifetime certification and are not currently participating in Continuing Certification are permitted to apply if they commit to participating in Continuing Certification throughout their service as a director.)
- c) Have never allowed their time-limited certification to lapse.
- d) Willingness to commit required time.
- e) Ability to serve as a collegial, contributing member of a team of Directors.
- f) Willingness to endorse the ABPN strategic planning process.
- g) Willingness to complete assigned ABPN tasks, and respond to ABPN communications, in a prompt and diligent manner.
- h) Ability to lead committees of peers.
- i) Ability to represent the ABPN to the public and professional organizations in a positive manner.

5. Terms of Office/Time Commitment of ABPN Directors

- a) Four-year term, renewable once.
- b) Approximately 30 days per year away from home for ABPN duties.
- c) Approximately 10 days per year of ABPN duties that may be done remotely (i.e., from home).
- d) New incoming directors are strongly encouraged to come to the ABPN office in the fall for a new director orientation followed by observation of the board's fall policy meeting. In 2024 these will take place October 18-20, 2024.
- e) All directors are expected to prioritize their time and effort to allow full attendance and participation at ABPN policy (board) meetings and other key ABPN activities.

6. ABPN Director Selection Process

PROCESS FOR ABPN DIRECTOR SELECTION

- a) Nominations for new directors are all reviewed by the respective Board Council (i.e., psychiatry director nominees by the Psychiatry Council, neurology director nominees by the Neurology Council) at the July Board policy meeting
- b) To ensure fairness and maximize equity, the Councils have a standardized framework for presenting and discussing each nominee, rank-ordered confidential voting processes, and ultimate determination of a top candidate by majority vote
- c) Council members' assessments of nominees' relative strengths are based on the attributes and qualifications described below
- d) The most-desired qualifications for director candidates may vary one year to another, depending on the current composition of the Board and the particular directors rotating off the Board in a given year
- e) Each Council then proposes their top candidate to the full Board for approval
- f) After the Board approves the final candidates, the President/CEO contacts the two candidates to confirm their acceptance

DESIRABLE ATTRIBUTES AND QUALIFICATIONS FOR ABPN DIRECTOR POSITIONS

N.B. – again, the most-desired qualifications for director candidates may vary one year to another, depending on the current composition of the Board and the particular directors rotating off the Board in a given year. Typically, successful candidates will have prior experience with ABPN service, as described below, in addition to having many or most of the other types of experiences described below.

Also, as noted in section 4 above: candidates *must* be certified in psychiatry or in neurology by the ABPN, including meeting requirements for the ABPN Continuing Certification program.

Excellence in each category may be demonstrated by, but is not limited to, bullet-pointed examples; it is not expected that any individual candidate will have experience in every domain noted here.

Education/training experience

- Educational assessments
- Educational leadership and administration
- GME training programs
- RRC and/or ACGME
- CME / Continuing Professional Development / faculty development

Leadership experience

- GME program director
- Division chief / director
- Department chair
- Dean's Office roles
- Dean or other equivalent senior institutional leader
- Leadership of professional organizations, including at national / international levels
- Awards, honors, and other recognitions, including at national / international levels
- Demonstrated commitment to, and accomplishments in, fostering diversity, equity, and inclusion

Planning and Policy experience

- Strategic planning
- Policy development
- Fiscal and fiduciary oversight

ABPN Experience

- Service on examination committees
- Past service on oral examination teams
- Service in other roles, e.g., "CC Ambassador," participation in ABPN Crucial Issues Forums, recipient of ABPN education innovation or research awards

Demonstrated Professional Attributes

- Unfailing reliability, responsiveness, and follow-through
- Utmost integrity and adherence to ethical standards of professionalism
- Highly collaborative
- Role model for respectful interactions and creating/sustaining an inclusive culture and climate

In addition to the above individual candidate characteristics, the ABPN selection process will consider multiple elements of diversity:

- Balance the range of qualifications and experiences, as above and other (e.g., research experience)
- Balance of subspecialty expertise on the board
- Balance of geographic distribution
- Balance of sociodemographic characteristics and other lived experiences that foster the work of the ABPN

ABPN Director Code of Conduct

1. Act in the best interests of and fulfill their fiduciary obligations to the ABPN.
2. Act honestly, fairly, ethically, and with integrity.
3. Be professional, courteous, and inclusively respectful.
4. Promote a climate of trust, respect, and teamwork among the ABPN Directors and staff.
5. Comply with all ABPN policies, procedures, and bylaws.
6. Comply with applicable federal and state laws, rules, and regulations.
7. Act in good faith, responsibly, with due care, competence, and diligence, and without allowing their independent judgment to be impaired.
8. Act in a manner to enhance and maintain the reputation of the ABPN.
9. Understand, respect, and safeguard the dual role Directors may serve as both a Board Member and as a private individual, so that when communicating or presenting themselves outside their limited role as a Director, they will not make statements on behalf of the Board or prejudicial to the ABPN.
10. Do not knowingly or recklessly disseminate false or misleading information about the ABPN, any other Director, or employee of the ABPN.
11. Disclose potential conflicts of interest regarding any matters that may come before the Board and abstain from discussing or voting on any matter in which there may be the appearance of a conflict of interest.
12. Make available information as may be appropriate to ensure proper conduct and sound operation of the ABPN.
13. Maintain the confidentiality of information relating to the ABPN acquired as a Director, except when authorized or legally required to disclose such information.
14. Adhere to the confidentiality and privacy provisions of HIPAA, as applicable.
15. Do not use any confidential information acquired as a Director for personal advantage.

AMERICAN BOARD OF PSYCHIATRY AND NEUROLOGY, INC.

CONFLICTS OF INTEREST / DISCLOSURE & MANAGEMENT POLICIES AND PROCEDURES

Background

Members of the Board are expected to have the Mission of the Board as their primary interest when contributing to or participating in the Board's work. To maintain the confidence of the public and the medical profession in the integrity of the Board, it is important for those doing its work to avoid certain activities that could provide the opportunity for a perceived or actual conflict of interest. For similar reasons, it is important for those engaged in the Board's work to regularly disclose outside financial interests that might pose perceived or actual conflicts of interest, and for the Board to have clear policies governing the disclosure and management (when necessary) of such financial interests, recognizing that not all such outside financial interests pose a conflict of interest.

Relationships with Industry

For purposes of this document, "Industry" is defined as any for-profit company in the pharmaceutical, medical device, biotechnology, or hospital equipment and supplies industries, or any other known entity with which the ABPN has an investment, contract, or formal arrangement or affiliation. It does not include federal, state, or local government entities, nor does it include non-profit academic health centers or their constituent entities.

One type of potential conflict of interest is defined as an instance of a relationship with Industry that could influence or appears to influence the Board's activities, as exemplified by the following areas: policy development; decisions whether to enter into a transaction, relationship or arrangement with third parties; evaluation of training programs; or examination development. Examples of such potentially competing outside interests are financial or fiduciary relationships such as: compensation or payments of any type, directly or indirectly, including (but not limited to): direct employment; paid advisory or consultant work; gifts of any tangible value; and equity interests including personal investments in a single stock, including stock options. Fiduciary relationships include paid or unpaid affiliations as an officer, director, and/or other leadership or advisory/consulting role with an Industry entity. Please note that the requirement to disclose financial interests does not include equity in mutual funds that comprise or invest in multiple commercial entities.

Financial and fiduciary relationships of relevance to the Board include those that involve the individual, their spouse or domestic partner, and/or their domestic children.

The Board manages matters related to such potential conflicts of interest by requiring disclosure of all outside financial and fiduciary interests or relationships; Board leadership determining the nature and extent of the interests and potential conflicts of interest with the Board; and maintaining guidelines for decisions about management including potential recusals or preclusions on participation in Board activities, recognizing that not all Industry financial or fiduciary interests necessarily pose a problematic conflict of interest.

ABPN Board Review Courses and Publications

A second type of possible conflict of interest concerns participation in or any affiliation with board review courses or board preparation materials.. The American Board of Psychiatry and Neurology, Inc. (ABPN) supports education in psychiatry and neurology, such as the usual training provided in ACGME-accredited residency programs and in general continuing medical education courses sponsored by specialty societies and similar groups. However, to assure that no implied or perceived bias is introduced into the certification process, individuals who participate in any way in activities that are described as test preparation programs for any ABPN examination are disqualified from engaging in Board work, including service as an ABPN Director or committee member.

Non-ABPN Examining / Certifying Organizations and Products

A third type of possible conflict of interest concerns participation in initial or continuing certification organizations, components, or products in psychiatry or neurology outside of the ABPN; this includes any other examining or certifying organizations in psychiatry and neurology. As another example, the ABPN would consider participation in the development of a continuing certification Self-Assessment examination in psychiatry, neurology, or any of the ABPN subspecialties a conflict of interest that would preclude participation in ABPN committees.

Policy

It is the policy of the Board that its Directors, officers, employees, committee members, and other personnel engaged in Board work annually disclose any outside financial or fiduciary relationships with Industry, and attest to not participating in excluded board review courses and continuing certification self-assessment examinations.

Regarding financial or fiduciary relationships with Industry: not all such interests are necessarily problematic conflicts of interest. The Board will determine whether such conflicts (actual or perceived) exist and how they are to be managed. Significant fiduciary responsibilities, depending on their nature, may require recusal from discussions regarding mutual or competing interests of the Board and the Industry company, or may require recusal from participation in Board activities entirely. Most financial interests of modest amount may be managed solely by transparent disclosure of such interests; larger interests (>\$25,000 per company) or other factors favoring the actuality or appearance of a conflict of interest may require recusal.

Copying, reproducing, or disclosing (orally or in any media) Board examination materials or content is expressly prohibited, and would preclude any further participation in Board activities.

Participation in any of the following is precluded while participating in Board activities:

- A. Participation in a review course which is publicized as being, or which could be construed as being, a Board review course in psychiatry, neurology, or any of their subspecialties.
- B. Editing, writing, or illustrating in any media (enduring material) identified primarily as preparation for Board examination in psychiatry, neurology, or any of the ABPN's subspecialties. ***[NOTE: It is recognized that textbooks, monographs, and publications in journals can and will be used as preparation for board examinations. It is only***

involvement with those that are overtly and primarily identified and sold as coaching instruments to pass board examinations that are considered by ABPN as constituting a conflict of interest.]

- C. Serving as a consultant/site visitor to Alternate Pathway Programs inside or outside the United States.
- D. Participation in the development of written or computerized examinations given by other psychiatry or neurology organizations for ‘certification’ or ‘continuing [or maintenance of] certification’ or ‘in residency training examinations’. The person may not serve on any test-writing committees.
- E. Participation as a member of the board of directors of another examining or certifying organization in psychiatry or neurology. The person may not serve on any ABPN committee.

Any individual who discloses participation in item B from above is precluded from participation in any ABPN work for at least twelve months subsequent to the course or to the cessation of publication of written, electronic, or audiovisual materials. As well, anyone serving on an ABPN test development committee agrees to not participate in the activities described in item B for a period of two (2) years after the conclusion of their service to the ABPN. If there is any question as to whether materials might be construed as being intended for ABPN examinations, the Board office shall be contacted for a decision. This policy is in no way intended to interdict normal educational activities in residency or fellowship programs, nor does it preclude participation in continuing education programs that are not included in the descriptions above.

Procedures

Directors, committee members, and proctors shall annually complete a survey and sign a statement that affirms compliance with the above policies. Results of the surveys will be reviewed by the ABPN President and CEO and, if deemed necessary, provided to the standing Committee on Conflict of Interest for adjudication. The results will also be regularly provided to the applicable committee chairs overseeing the work of the committee members with sufficient advance notice to permit management or recusal, as necessary, prior to the committee’s work. The Committee on Conflict of Interest will summarize its findings for the Board. Any appeals must first be made to the Committee on Conflict of Interest, and then (if not resolved) will then be brought to the Board for final decision. Other than as stated here, the information on all submitted surveys will be kept confidential.

Violations of the Conflict of Interest Policy

If the Standing Committee on Conflict of Interest has reasonable cause to believe that a Director, President, Committee member, or other person engaged in Board work has failed to disclose actual or possible conflicts of interest, it shall inform that individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Standing Committee on Conflicts of Interest determines that the individual has in fact

intentionally failed to disclose a requisite interest, it shall take appropriate disciplinary and corrective action.

If the ABPN has reasonable cause to believe that a Director, President, Committee member, or other person engaged in Board work has violated the two (2) year restrictive participation policy after conclusion of their service to the ABPN (as above), the individual will be contacted and, if deemed in violation of the policy and if the individual does not immediately remediate the violation, the ABPN shall take appropriate disciplinary and corrective action.

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