

Ethics Committee Governance Charter

Effective as of January, 2018

1. Introduction

The American Polarity Therapy Association (APTA) Ethics Committee (EC) was established in 2017 as a standing committee within APTA. The EC was established by the APTA Board of Directors under the authority of Article V, Section 1 of the APTA Bylaws. This Governance Charter defines the structure and authority of the EC and establishes the guiding principles under which the EC operates, it is not intended to comprehensively address all possible situations.

In establishing the EC the APTA Board of Directors has empowered and authorized the EC to establish, administer, and enforce the APTA ethics program. The EC is responsible for the APTA ethics program's governance and oversight and for developing, evaluating, and maintaining the ethics program's policies, procedures, and enforcement mechanisms.

2. Purpose

The purpose of the EC is to develop, maintain, and enforce the APTA ethics program.

3. Roles and Responsibilities

The EC has responsibility for and decision making authority in the following areas as they relate to the ethics program:

- A. Establishing grievance and disciplinary policies including establishing a process for ethics reporting, investigation and enforcement for all ethics matters pertaining to APTA other than those of the Certification Governing Council (CGC) involving the Board Certified Polarity Practitioner (BCPP) program.
- B. Appointment and oversight of subject matter expert committees
- C. Overseeing the establishment and implementation of ethics program policies
- D. Establishing and meeting reporting requirements to the APTA Board of Directors

Additionally, the EC is responsible for:

- E. Establishing, reviewing, and maintaining the policies necessary for the ongoing operation of the ethics program including, but not limited to, meeting rules, confidentiality and conflict of interest policies, committee policies, and quality assurance processes.
- F. Maintaining all ethics program documents in compliance with the EC record retention, security, and confidentiality policies including ensuring accurate back-ups and disaster recovery planning.
- G. Developing adequate succession planning for EC members and other ethics program volunteers to ensure the continuity of ethics program operations.

1. Limitations

The authority of the EC is limited to the authority granted in the APTA Bylaws and this Governance Charter.

EC members, as individuals, have no authority over ethics program matters, except as specifically authorized by action of the EC.

A. Ethics Program

The EC will not create or dissolve the ethics program without the approval of the APTA Board of Directors.

B. Financial Management

The budget for the ethics program will be informed by the EC and approved by the Board of Directors.

C. Conflict of Interest and Confidentiality

Individuals may not concurrently serve on the APTA Board of Directors and the EC.

It is the responsibility of all EC members to promptly disclose any actual or potential conflicts of interest in compliance with the EC conflict of interest policy. Any unresolvable conflict of interest will result in removal from the EC.

D. APTA Personnel

The EC is not authorized to hire or fire APTA employees, however EC input will be requested and considered regarding the need for, selection, and evaluation of personnel that support ethics program activities.

E. BCPP Program

Activities of the EC will not compete or interfere with the activities of the CGC as they pertain to administration of the BCPP Program.

1. Ethics Committee Members

A. Composition

The EC is composed of 3 to 5 members that are APTA BCPP certificants in good standing.

A. Officers

- 1) The EC will elect a Chair and Secretary as officers of the Committee. Officers serve for a term of 1 year.
- 2) Officers will be selected from among the members of the EC and elected by majority vote of the EC. Each officer position will be elected.

A. Qualifications

- 1) Members: Members will meet and maintain the following qualifications:
 - a. APTA member in good standing
 - b. Current BCPP certification

- c. Demonstrate a basic understanding of the ethics process
- d. Reliable phone, email, and Internet access
- e. Availability to attend and fully participate in EC activities

A. Selection Process

1) Inaugural EC Members

Initial members of the Ethics Committee were appointed by the APTA Board. Initial EC members were appointed to terms of 1 year in length. All initial members are eligible to seek subsequent terms as permitted by this Charter. As the initial terms of the inaugural EC members expire, or earlier if unplanned vacancies occur, positions will be filled by the following process.

1) Nomination and Election

All EC members will be volunteers identified by or recruited by current members or the APTA Board. Prospective members will be voted on by the current members of the EC. A majority vote is required to approve new members.

2) Terms

EC members will serve 1 year terms.

Officers will serve for a 1 year term in each officer position held and may serve consecutive terms.

A. Removal and Resignation

Any member of the EC may be removed by a 2/3 vote of the EC. Any member of the EC may resign at any time by providing written notice of resignation to the Chair. In case of the Chair's resignation, notice will be provided to the Secretary. If a vacancy occurs for any reason, the position is filled for the unexpired portion of the term in the same manner as specified for initial selection.

2. Meetings

The EC will meet primarily via conference call. Meetings will occur as needed.

The EC may request a special meeting with the APTA Board of Directors.

The APTA Board of Directors may request a special meeting with the EC.

EC members will regularly and actively participate in meetings. A majority of EC members is required for a quorum and a majority of votes from EC members present is required to pass a motion at any meeting at which a quorum is present.

Voting by mail or electronic transmission is permitted where all EC members participate.

Proxy voting is not permitted.

7. Committees

A. Authority to Appoint Committees

The EC will appoint committees as needed for investigations or the development and administration of the ethics program, policies.

B. All committees will act in an advisory capacity to the EC.

8. Reporting and Communication

A. Importance of Open Communication

The EC will work cooperatively with APTA staff and Board members, including honoring APTA's policies of non-discrimination and equal opportunity. The EC shall treat all members of APTA, staff, and third party consultants with dignity and professionalism.

The EC may, if done without violating EC privacy policies, solicit input and advice from the APTA Board of Directors, and other sources, as needed to inform decision making. Additionally, the APTA Board will not seek to unduly influence ethics program decisions.

F. Reporting

The EC will provide activity reports to the APTA Board of Directors at a frequency mutually established by the EC and APTA Board.

G. Information Sharing

The APTA Board of Directors will have access to view all non-confidential ethics program information, including but not limited to:

- EC policies and procedures;
- Correspondence and communications to/from consultants.

Confidential ethics program information includes:

- Content of calls received and issues discussed prior to the EC's decision;
- Names of parties involved unless and until a decision is reached or when/if Board action is required.

The EC will establish policies to define and protect confidential ethics program information. The APTA Board of Directors will not have access to such confidential information.

A. Document Management

The EC will ensure that all ethics program documents are stored in a centralized location, accessible to authorized EC members and APTA staff.

H. Ownership

Information developed by the EC, or in support of the ethics program, remains the intellectual property of APTA.

9. Compensation

EC members are not compensated for their services, and may be reimbursed for reasonable expenses as allowed by APTA policy.

10. Indemnification

Each EC member shall be indemnified by APTA to the fullest extent of which APTA has the power to indemnify such persons pursuant to the corporation laws of North Carolina as they may be in effect from time to time; provided however, no such person may be indemnified for acts or omissions that involve intentional misconduct or a knowing violation of law, or for any transaction from which such person will receive a benefit in money, property, or services to which such person is not legally entitled.

11. Amendments

Amendments to the EC Governance Charter may be recommended by the EC and/or the APTA Board of Directors. Wherever possible the EC will be consulted and provide input into amendments. All amendments require approval of the APTA Board of Directors.

1. Ratification and Changes

This Charter will take effect upon ratification by the APTA Board of Directors. Changes to this Charter may be recommended by the EC and/or the APTA Board. Wherever possible the EC will be consulted and provide input into changes. All changes require approval by the APTA Board of Directors.