



DIGITAL PATHOLOGY ASSOCIATION POLICY MANUAL

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ANTITRUST POLICY STATEMENT

The Digital Pathology Association (DPA), a non-profit organization committed to the advancement of digital pathology applications in healthcare, recognizes and endorses the policies underlying the nation's antitrust laws. Accordingly, any activity that intentionally or unintentionally reduces competition or restrains trade is contrary to that belief and DPA policy.

In order to ensure that DPA members, advisors and staff understand and comply with basic antitrust law and DPA policy, the DPA Board of Directors has adopted the following Antitrust Policy Statement.

The DPA, like other trade associations, is subject to both federal and state antitrust laws. The most important antitrust statutes relating to an association's activities are Section 1 of the Sherman Act and Section 5 of the Federal Trade Commission Act. Section 1 of the Sherman Act prohibits any agreement or understanding by two independent parties – a "contract, combination or conspiracy" – that results "in restraint of trade or commerce." 15 U.S.C. § 1. Section 5 of the Federal Trade Commission Act prohibits any "[u]nfair methods of competition" and any "unfair or deceptive acts or practices" that affect "commerce." 15 U.S.C. § 45(a)(1). Courts have ruled that certain agreements are so clearly contrary to the antitrust laws that there can be no possible justification for entering into them. Members of the DPA must avoid engaging in any of these so-called per se violations of the antitrust laws. Specifically, members of the DPA should not at any time enter into an agreement or understanding with one another, whether express or implied, that in purpose or effect:

- Sets the price, output, or quality of the products or services that individual members sell;
- Causes members not to compete with one another for particular customers or in particular geographic areas;
- Causes members to refuse to do business with particular customers or distributors.

Members should also avoid certain other activities that, while not per se unlawful, could give rise to antitrust liability unless carried out under the direction of attorneys familiar with the antitrust laws. Thus, members of the DPA should not, without approval of the DPA and its attorneys:

- Share information or data concerning the price, output, or quality of the products or services that they sell;
- Discuss their individual strategic business decisions, research and development efforts, or planned product or service offerings;

It is important to note that violating the antitrust laws can give rise to criminal charges, and that mere attendance and acquiescence at a meeting at which an antitrust violation is discussed or committed may be sufficient to expose a member to criminal or civil charges. Members who have reason to believe that an antitrust violation has or may occur must bring these facts to the attention of the DPA Board of Directors.

CONFIDENTIALITY POLICY

For Board Members, Committee Members and DPA Staff

The following policies apply to members of the DPA Board, its staff, volunteers, and to members of committees authorized by the board. References in the policies to board members are intended also to apply to committee members.

1. Board and Committee Meetings: On any vote of the board, both the numbers of affirmative and negative votes and the individual votes of board members, unless specifically requested by a member otherwise, shall be confidential but the record of individual votes must be kept on file.
2. Board, committee, and staff members shall not disclose to anyone outside of DPA the statements, positions, or votes by any board or committee member on actions taken by the board or its committees. Only in extraordinary situations will a board or committee member disclose his or her position or vote on a board or committee action, and only after advising the board's chair before making such a disclosure.
3. The general "sense of the board" on a particular matter may be conveyed to an applicant, grantee, vendor, or donor when the sharing of such information is helpful in conveying the board's concerns. However, such information should only be shared with the concerned party. In addition, such information may be shared with a donor or with another grantmaker when the information has been requested and is deemed important in helping the donor or grantmaker arrive at an informed decision on a grant proposal or opportunity.
4. Executive Sessions: The minutes of the board meeting shall indicate when the board goes into executive session but shall not normally reflect any of the topics or discussion that occurs in executive session. However, when the board takes an action in executive session that needs to be recorded, the board chair will provide any such text that is to be included in the official minutes of the meeting.
5. Board and Program Committee Docket: The docket prepared for the board and staff is confidential and should be treated as an internal document restricted to DPA use. No portion of the docket may be shared, in written or oral form, with any individual or with any organization outside of DPA. Exceptions may be made only with the consent of the chief executive.
6. Personal Information on Staff and Board Members: The home addresses, telephone numbers, fax numbers, and e-mail addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed.
7. Information on a Donor's Fund: All information concerning a donor's fund, other than information published in the annual report, newsletter, or DPA publication, shall remain confidential unless approved by the donor. This includes information on the size and types of grants, the size of the fund, and other such information.
8. Information on Donors and Prospects: All information obtained about donors and prospective donors will remain confidential and not discussed with any individual other than a board or staff member, unless otherwise authorized by the donor or prospective donor.

9. The home addresses, telephone numbers, fax numbers, or e-mail addresses of donors and prospective donors are not to be given out to any individual or organization without the express permission of the person to be disclosed.
10. When a donor requests that his or her gift or fund be treated as an anonymous gift or fund, the donor's wishes are to be honored by both board and staff members.
11. All staff members shall adhere to the principle that all donor and prospect information created by, or on behalf of, DPA is the property of DPA and shall not be transferred or utilized except on behalf of DPA.

WHISTLEBLOWER POLICY

General

DPA's Code of Ethics ("Code") requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers, and staff to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer, or staff member who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. A staff member who retaliates against someone who has reported a violation in good faith will be reported to the President/CEO of the management company. This Whistleblower Policy is intended to encourage and enable staff and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Reporting Violations

Staff members are directed to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, a staff member's supervisor is in the best position to address an area of concern. However, if someone is not comfortable speaking with his or her supervisor or they are not satisfied with the supervisor's response, staff are encouraged to speak with anyone in management. For suspected fraud, or when staff is not satisfied or uncomfortable with following the organization's open-door policy, individuals should contact the Secretary/Treasurer of the Board.

Accounting and Auditing Matters

The Finance Committee will address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Executive Director will immediately notify the Finance Committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Executive Director (or the Secretary/Treasurer) will notify the sender and acknowledge receipt of the reported violation or suspected violation within two business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict of interest policy is to protect the interest of the Digital Pathology Association (DPA), as a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or other member of the Board of Directors, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. Interested Person

Any officer, Director, or member of a committee with governing board delegated powers, which has a direct or indirect financial or personal interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which DPA has a transaction or arrangement,
- b. A compensation arrangement with DPA or with any entity or individual with which DPA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DPA is negotiating a transaction arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

3. Personal Interest

A person has a personal interest if the person has, directly or indirectly, through business or close professional association and affiliation, an opportunity to either endorse or reject an arrangement or transaction that would benefit the interested person. Examples of associations that might involve such conflicts are co-workers in the same institution or organization, co-authors, and relatives.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the personal or financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement. If the person already has taken steps to mitigate a real or potential conflict, they should provide evidence of such action to the Board or relevant committee in which the transaction or arrangement is to be considered.

If after signing and submitting a DPA conflict of interest statement, an interested person becomes part of an arrangement that could be regarded as posing a conflict of interest, that person is obligated to replace the prior statement with one that updates their status and the new arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the personal or financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

If after determining that a conflict of interest exists, an interested person may make a presentation at the Board meeting. But after the presentation, the person shall recuse himself or herself: leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.

If in the judgment of the Board, a perception of conflict of interest might remain even after recusal,

- a. The DPA President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the Board shall determine whether DPA can obtain with reasonable efforts a transaction or arrangement of at least equal advantage from a person or entity that would not give rise to a conflict of interest.
- c. If a transaction or arrangement of at least equal advantage is not reasonable or possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in DPA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the President shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the Board meeting shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a personal or financial interest in connection with an actual or possible conflict of interest, the nature of the interest, and any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Annual Statements

Each officer, Director, and member of a committee with Board delegated powers shall annually sign a statement, which affirms such person:

- a. has received a copy of the DPA conflict of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that DPA is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VI: Periodic Reviews

To ensure that DPA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to DPA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article VII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VI, DPA may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

TRAVEL POLICY

BOARD OF DIRECTORS MEETINGS

Whenever possible, board members are expected to bear all travel-related costs associated with attending regularly scheduled board meetings and other DPA business. If a Board member is unable to bear such costs, in whole or in part, the member should inform the Executive Director in advance of the meeting.

DPA will reimburse Board members traveling on official organization business provided receipts are presented:

- **the cost of round-trip coach-class travel**
 - maximum of \$550 is allowed for North America members and \$1,500 for International members
 - if ticket exceeds this, approval must be obtained by the Executive Director prior to the ticket being purchased
 - must be booked at least 8 weeks prior to departure
 - if the ticket is purchased less than 8 weeks prior to departure, the board member will be responsible for charges over \$550 or \$1,500
 - in lieu of air travel, mileage reimbursement is equal to the current IRS reimbursement amount
- **housing cost**
 - 2 nights for North America members and 3 nights for International members
 - standard room rate at the headquarters hotel
- **meals**
 - up to the amount allowed by the GSA based on the city in which expenses are incurred less any meals provided by DPA or the sponsoring organization

BOARD OF DIRECTORS ATTENDANCE AT OTHER CONFERENCES

Attendance at regional or co-sponsored conferences must be approved by the Executive Committee. Approval of such travel will be dependent upon organizational finances; the specific need for and/or role of the Board member at the event; and whether or not other representatives of DPA will be in attendance. Reimbursement of travel, housing, and meals will be on a case by case basis.

PATHOLOGY VISIONS PRESENTERS

DPA will provide the following for all presenters at the Pathology Visions conference:

- **full conference registration**
- **the cost of round-trip coach-class travel reimbursed, provided receipt is presented**
 - Presenter to make own airline reservation
 - maximum of \$550 will be reimbursed (anything over this amount is at the expense of the presenter, unless special approval is received)
 - must be booked at least 8 weeks prior to departure and confirmation sent to the DPA
 - in lieu of air travel, mileage reimbursement is equal to the current IRS reimbursement amount
- **housing for up to two nights**
 - DPA staff will make room reservations; the allotted night(s) will be placed on the master account
- **International presenters (invited by exception only)**
 - maximum of \$1,500 will be reimbursed for airfare (anything over this amount is at the expense of the presenter, unless special approval is received) – *arrangements must be made through DPA travel agent*
 - housing for up to three nights – staff will make room reservations; allotted night(s) will be placed on the master account
- Keynote speaker is eligible to receive an honorarium. The honorarium amount shall be determined by the Pathology Visions Planning Committee and the Executive Committee.

Travel Award Recipients

DPA Travel Award Recipients will receive a \$2,500 check following the Closing Session of Pathology Visions provided they fulfill the following requirements:

- Submit a completed W-9
- Attend the President's Dinner
- Attend sessions of Pathology Visions from the Opening to the Closing
- Overnight accommodations are at the host hotel for the duration of Pathology Visions
- Submit a testimonial following Pathology Visions for posting to the DPA website (500-word maximum)
- Submit a blog post following Pathology Visions for posting to the DPA blog (2000-word maximum)

ADVERTISING POLICY

It shall be the policy of the Board of Directors that for any program advertising in industry trade press, no list of event sponsors shall be included.

Further, that all sponsors shall be treated equally in direct mail promotion and that a list of all sponsors with acknowledged level of sponsorship, inclusive of logos (space permitting), shall be placed within the appropriate meeting materials.

It shall be the policy of the Digital Pathology Association that it will only promote, through its website, related events if the event is being conducted by a non-profit organization. Further, that the non-profit organization reciprocates by promoting DPA events.

RESERVE FUND POLICY

It shall be the policy of the Digital Pathology Association that six and one-half percent (6.5%) of annual budgeted income shall be established to build a reserve fund.

PRIVACY POLICY

It shall be the policy of the DPA Board of Directors that Board members nor staff provide e-mail addresses of Association Members to any third party for any use. It is the policy of the Board of Directors that e-mail addresses are the private property of the owners of that address. Further, usage of e-mail addresses will be limited to Association business only.

It shall be the policy of the Board that the Pathology Visions attendee list, with email addresses, be provided to both current Benefactor members as well as Dimond and Platinum event supporters.

CANCELLATION POLICY

All cancellations for program events must be submitted to the DPA Executive Office in writing. Cancellations received two (2) weeks or less prior to the conference are not eligible for a refund; however, the registration fee may be transferred to another individual for that particular program. Registration fees may not be transferred across programs or be carried over into the next year. Please note that cancellation of hotel accommodations is the responsibility of the individual.

Time Frame	% Refund
5 Weeks Prior to Program & Earlier	100%
3 Weeks – 4 Weeks Before Program	50%
2 Weeks or Less Before Program	0%

COMPLIMENTARY DIRECTOR REGISTRATION POLICY

It shall be the policy of the DPA to provide complimentary Pathology Visions registrations to all non-industry representatives on the Board. An industry representative shall be defined as that member representing a benefactor or councilor member, hospital IT and laboratory representatives of the Board. In addition, the spouse/partner of all Directors on the Board shall also be provided a complimentary registration to attend the receptions during Pathology Visions.

While these registrations are complimentary, the Board of Directors urges all that can to make a donation to the DPA Foundation in the same amount as the Pathology Visions registration fee. Spouse/partner shall not be defined as an individual working for the same employer as the Director.

VOLUNTEERISM COMPLIMENTARY REGISTRATION POLICY

The DPA shall provide up to three complimentary Pathology Visions registrations to those actively participating in a DPA committee and/or task force. The Executive Committee shall determine from amongst the nominees, the recipients of the three complimentary registrations.

The nominees for these three complimentary registrations shall not be members of the DPA Board of Directors. The nominees shall be provided by the prospective Chairs of the Committees/Task Force on which they serve. In the event that a Chair is not a member of the Board of Directors, the Executive Committee at its discretion may nominate and select that person.

Additional complimentary registrations beyond the three (3) awarded, must be approved by the DPA Executive Committee on a case-by-case basis.

EXTERNAL COMMUNICATION POLICY

The DPA recognizes that the staff's use of technology for external communications, including but not limited to, press releases, newsletters and social media may involve certain risks and requires the staff to exercise certain responsibilities. Therefore, it is important for the staff to remember that any conduct that adversely affects the Digital Pathology Association may result in disciplinary action. To aid in external communication, the DPA has established the following guidelines for the DPA Board of Directors, committee and task force members, Association members, the DPA staff, etc.

Those who post information to DPA maintained websites and/or social media accounts agree that the content of the website and/or social media belong exclusively to the DPA and that upon request, must provide any information necessary to log in to a DPA-maintained website or social media account.

Transparency

If at any time you communicate about the DPA, you must disclose your affiliation with the DPA. If you associate yourself with the DPA in any way, you must make it clear that you are speaking for yourself and not on behalf of the DPA. In those circumstances, you may want to include this disclaimer: "The views and opinions expressed on this [blog; website] are my own and do not reflect the views of the DPA."

Confidentiality

Do not discuss or otherwise reveal confidential matters. Do not upload, post, or share photographs of any DPA-related documents or e-mail exchanges. Similarly, preserve the confidentiality of member information, including the identity of that member(s).

Quality Matters

Information becomes public the moment it is published on the Internet. The DPA personnel should be mindful of the public nature of the Internet when engaging in conduct online. Further, personnel should expect that other members of the DPA, including members of senior leadership, will see anything that is posted online.

Use good judgment and strive for accuracy in your communications; errors and omissions reflect poorly on the DPA and may result in liability for you or the DPA. Refrain from any online activity that is inconsistent with, or that reasonably could be expected to negatively impact the DPA's reputation or standing in the community, within the medical (pathology) industry, or with other associations.

Content

Any content posted on behalf of the DPA should be current, accurate and compliant with laws governing such activities. Employees should be mindful of the issue of copyright infringement when posting materials that may be owned by others. If there is an error, the staff will take responsibility for it and correct it quickly.

The DPA uses social media to highlight member stories, thought leadership, the Pathology Visions conference, membership promotions and industry news. Much of this content should come from the DPA, however, there may be a frequent need to source content from outside entities. These entities should be authoritative, credible institutions (ex: CAP) that hold a similar level of authority to that of the DPA and speak to the importance of the content being shared. These include, but are not limited to, Pathology organizations, federal administrations, educational centers and esteemed industry publications. Posts will occur regularly on Twitter, Facebook and LinkedIn.

Social Media at Pathology Visions

As some research could be proprietary and the presenter may not want the information disseminated, approval will be required from each presenter in order to post photographs of their presentation slides on social media. The DPA will advise attendees that social media is encouraged; however, certain exceptions may apply based on various presenter approval.

Please consult the DPA staff if there are any questions related to the above text.

REGULATORY & STANDARDS TASK FORCE POLICY

The DPA Regulatory & Standards Task Force shall consist only of DPA Benefactor and pathologist members. A maximum of two representatives from each company, i.e. one regulatory expert to address regulatory and one technical expert to address standards, may serve on the Task Force. Pathologist representatives may serve as deemed necessary by the Board of Directors and/or the Task Force Chair(s).

DPA GROUP MEMBERSHIP POLICY

DPA group membership requirements for membership at the Industry, Champion, Councilor and Benefactor levels each include the following qualification: “May include corporations or other business organizations that manufacture, sell, or service digital pathology systems or have a business-related activity involved with digital pathology.”

It shall be the policy of the DPA that corporations or other business organizations that are not directly involved in digital pathology activities are not eligible for membership at these levels. Consequently, consulting firms, law firms and accounting firms, for example, are not eligible for group membership.

Further, corporate/industry member representatives on the Board must be full-time employees of the member company. Consultants, part-time employees, etc. are not eligible to participate on the Board.

ACKNOWLEDGEMENT STATEMENT

In signing this statement, I confirm that I have received a copy of the Antitrust, Confidentiality, Whistleblower, Conflict of Interest, Travel, Advertising, Reserve Fund, Privacy and Cancellation Policies and agree to abide by the guidelines set forth therein.

Name and Board Position

Signature and Date