

Policies of the International Society of Gynecological Pathologists

Policy #1 - Equal Employment Opportunity

The Society is firmly committed to diversity in staffing and the maintenance of an environment free of discrimination. We provide opportunities to all members and employees or contractors based on merit, qualifications, and job requirements. The Society is committed to a policy of nondiscrimination and equal opportunity in all aspects of employment to all persons without regard to gender, pregnancy, age, color, race, national origin, ancestry, marital status, religion, physical or mental disability, sexual orientation, medical condition, veteran status, or any other legally protected characteristic.

This policy governs all aspects of employment at the Society, including hiring, assignments, training, promotions, compensation, employee benefits, discipline, and discharge. Any individual who has concerns or believes this policy has been violated should contact a member of the Executive Committee or the President promptly.

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Policy #2 - Conflict of Interest

Purpose of Policy

The **International Society of Gynecological Pathologists** (the Society) effectiveness depends upon maintaining the highest level of confidence with all parties with whom it works. Both the perception and reality of entering into transactions that create conflicts of interest can be damaging to the integrity and reputation of the Society. For that reason it is imperative that we have a well-developed and consistently implemented conflict of interest policy.

The principal purpose of this policy is to help the Society and covered persons such as employees, Board members and other insiders avoid real or perceived conflicts of interest and to properly disclose and manage the conflicts that cannot be avoided. For that reason, the employees and Board will be held accountable to read, understand and fully comply with this policy. In addition, all Board members and staff will sign a copy of the policy acknowledging that they have read and understood the policy.

Overall Policy

It is the policy of the Society to disclose real or perceived conflicts of interest involving the Society and related parties and to address such conflicts in a manner that will fully protect the integrity and reputation of the Society, as well as related parties.

Description of a Conflict of Interest

A conflict exists when a covered person (as defined below) proposes to act on any issue, matter, or transaction in which the Society has an interest and the covered person may have an interest separate from the Society. A conflict of interest also exists in situations in which there is an appearance that a covered person is utilizing inside information that is proprietary to the Society for his or her benefit, is acting in his or her own interests rather than the best interests of the Society, has the ability to exercise undue influence over Society decisions, or is receiving favorable treatment by the Society because of his or her status as a covered person.

Definitions

A. Covered Persons: All employees, Board members, Emeritus Board members, and, as defined below, close relatives, major donors, related organizations, and other insiders.

B. Close Relative: Spouse, child (natural and adopted), parent, and step parent, inlaws, grandchild, grandparent, brother or sister of a covered person.

C. Inside Information: Any material information that is identified as confidential and propriety, pertaining to the business and affairs of the Society, whether related to a specific transaction or to matters pertaining to the Society's interests, activities and policies.

D. Major Donor: An individual, corporation or foundation that makes a gift or a pledge of \$25,000 or more at any one time or cumulatively \$50,000 within a 5-year period prior to the occurrence of the conflict of interest.

E. Other Insiders: Individuals such as volunteers or former employees who, by virtue of their continued involvement with the Society, either have access to inside information that could place them within a conflict situation or could give the appearance of such persons having the ability to unduly influence the Society.

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Depending on the facts and circumstances, an independent contractor may be an “other insider” where that person has access to inside information.

F. Related Organizations: Any organization, corporation, partnership, trust, estate, joint venture and unincorporated affiliation of any kind, as well as public boards and commissions and not-for-profit entities in which a covered person directly or indirectly:

1. Owns or controls 5% or more of any voting security; or
2. Is a director, executive officer, executor, administrator, trustee, beneficiary, controlling partner, otherwise serves in a fiduciary capacity or holds a substantial interest; or
3. Has legal or de facto power to control the election of a majority of directors; or
4. Has legal or de facto power to exercise a controlling influence over the management or policies.

Disclosure and Administration

A. Obligations of Covered Persons

In the event of a potential conflict involving Board members or Committee members, it is the obligation of the Board member or Committee member:

1. To disclose to the board, executive director, or committee of the board on which he or she serves, the existence of any actual, potential, or perceived conflict of interest.
2. To abstain from discussing with board members, employees, or committee members any issue, matter, or transaction in which he or she has an actual, potential, or perceived conflict of interest unless specifically asked by the board or a board committee to give information on the issue, matter, or transaction.
3. To absent himself or herself from board and committee discussions on any issue, matter or transaction involving a conflict of interest, unless requested by the board or committee to give information on the issue, matter, or transaction.
4. To abstain from voting on any such issue, matter, or transaction.

B. Obligations of the Board in Conflicted Situations

When a transaction, contract, or project of the Society involves an actual, potential, or perceived conflict of interest with a covered person, the board shall approve such transaction, contract, or project only after making specific findings that:

1. The transaction, contract, or project has been conducted in a fair manner to all parties involved.
2. The mission of the Society has been followed.
3. The reputation of the Society has not been compromised.
4. The transaction, contract, or project is approved with the board’s full knowledge of its financial or other benefit to the covered person who has the conflict of interest.
5. When the covered person is a director, the director did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and when the board voted on it.
6. A more advantageous arrangement could not have been obtained with reasonable effort.

Examples of Potential Conflicts of Interest

In order to help those involved with Society activities to understand and evaluate those actual and potential conflicts, the following are typical categories of situations where the potential for conflict might arise. While not

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all inclusive, the following represent some of the types of conflict situations that may be confronted by the Society.

A. Inside Information: A conflict or perceived conflict exists when inside information can be used by a covered person either for the purpose of gaining advantage for the covered person, or for any other purpose not specifically approved by the Society.

B. Accepting of Gifts: A conflict or perceived conflict exists when a covered person accepts from any individual or organization that has an interest in any issue, matter or transaction in which the Society also has an interest, any personal gift, benefit, service, loan, discount, concession or other item of more than nominal value. For the purpose of this document, nominal value shall mean less than \$100.

C. Employment of Close Relatives: A conflict or perceived conflict exists when an employee and a close relative will have the same supervisor or manager. Likewise, a conflict or perceived conflict will exist when an employee will be placed in a position where he or she will report either directly or indirectly to a close relative.

D. Fees for Advisory Services: A conflict or perceived conflict exists when a covered person provides advisory or consulting services to an individual or organization that has an interest in any issue, matter or transaction in which the Society has an interest.

E. Outside Work: A conflict or perceived conflict exists if an employee or Board member engages in any employment or activity outside the Society that:

1. Competes with Society business or takes away an opportunity from the Society to do business; or
2. Implies Society sponsorship or support of the outside employment or activity that may adversely affect the public image of the Society.

I have read and agree to abide by International Society of Gynecological Pathologists Conflict of Interest Policy.

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Policy #3 - Reporting of Financial Improprieties (Whistleblower Policy)

Policy Regarding Reporting of Financial, Auditing or Governance Improprieties

The **International Society of Gynecological Pathologists** (the Society) is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. It is important that the Society be apprised about unlawful or improper behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting that is intentionally misleading;
- improper or undocumented financial transactions;
- improper destruction of records;
- improper use of Society assets;
- violations of the Society's conflict-of-interest policy; and
- any other improper occurrence regarding cash, financial procedures, or reporting

We request the assistance of every employee who has a reasonable belief or suspicion about any improper transaction. The Society values this input, and each member should feel free to raise issues of concern, in good faith, without the fear of retaliation. Members will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort.

We encourage any member who has a concern regarding an action concerning the Society's governance, finances, or compliance with all applicable laws and regulations to raise the concern with the chair of the Executive Committee or any other Executive Committee member. Anonymous reports will also be accepted, and all reports will be handled on a confidential basis.

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Policy #4 - Document Retention Policies

Policy and Purposes

This Policy represents the policy of the International Society of Gynecological Pathologists (the Society) with respect to the retention and destruction of documents and other records, both in hard copy and electronic media (which may merely be referred to as “documents” in this Policy). Purposes of the Policy include (a) retention and maintenance of documents necessary for the proper functioning of the organization as well as to comply with applicable legal requirements; (b) destruction of documents which no longer need to be retained; and (c) guidance for the Board of Directors, officers, staff and other constituencies with respect to their responsibilities concerning document retention and destruction. Notwithstanding the foregoing, the organization reserves the right to revise or revoke this Policy at any time.

Document Retention Schedule

Periods are suggested, but are not mandated, and are subject to review by the Board

Document Type

Retention Period

Accounting and Finance

Accounts Payable	7 years
Accounts Receivable	7 years
Annual Financial Statements and Audit Reports	Permanent
Bank Statements, Reconciliations & Deposit Slips	7 years
Canceled Checks – routine	7 years
Canceled Checks – special, such as loan repayment	Permanent
Credit Card Receipts	3 years
Employee/Business Expense Reports/Documents	7 years
General Ledger	Permanent
Interim Financial Statements	7 years

Contributions/Gifts/Grants

Contribution Records	Permanent
Documents Evidencing Terms of Gifts	Permanent
Grant Records	7 yrs after end of grant period

Corporate and Exemption

Articles of Incorporation and Amendments	Permanent
Bylaws and Amendments	Permanent
Minute Books, including Board & Committee Minutes	Permanent
IRS Exemption Application (Form 1023 or 1024)	Permanent
IRS Exemption Determination Letter	Permanent
Licenses and Permits	Permanent

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Correspondence and Internal Memoranda

Hard copy correspondence and internal memoranda relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document to which they relate.

Correspondence and internal memoranda important To the organization or having lasting significance	Permanent, subject to review
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Electronically Stored Documents

Electronically stored documents (e.g., in pdf, text or other electronic format) comprising or relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document which they comprise or to which they relate, but may be retained in hard copy form (unless the electronic aspect is of significance).

Electronically stored documents considered important to the organization or of lasting significance should be printed and stored in a central repository (unless the electronic aspect is of significance).	Permanent, subject to review
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Electronically stored documents not included in either of the above categories	Two years
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Insurance

Property, D&O, Workers' Compensation and General Liability Insurance Policies	Permanent
Insurance Claims Records	Permanent

Legal and Contracts

Contracts, related correspondence and other supporting documentation	10 yrs after termination
Legal correspondence	Permanent

Management and Miscellaneous

Strategic Plans	7 years after expiration
Policies and Procedures Manual	Current version with revision history

Tax

Tax exemption documents & correspondence	Permanent
IRS Rulings	Permanent
Annual information returns – federal & state	Permanent
Tax returns	Permanent

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Policy #5 - Nominations and Elections

The nominating committee, consisting of the three most recent past-presidents, should be convened (by phone, electronically or in person) by the committee chair (immediate past-president) in October, to consider potential candidates for those offices that will expire within a year. If a consensus is reached, then the recommendations will be submitted to the Board of Directors by November 1, for their consideration and approval or disapproval (by November 15). If approved, the chair of the nominating committee will then contact the individuals to determine their willingness to serve.

If a consensus is not reached by the nominating committee for one or more offices, then the names of 2 or 3 individuals selected by the individual nominating committee members will be sent to the Board of Directors (by November 1), who will then vote to select one as the nominee for each vacant office (by November 15).

The names of the nominees approved by the board of directors will then be sent to the general membership by December 1. During the next 2 weeks, any member can nominate a member of the society for any office, if the nomination is supported in writing by two other members. By January 1st, the final list of all nominations will be sent electronically to the membership for their ballot. Nominations made by the nominating committee will be identified separately from those made by the general membership. The period of voting will last until the January 21st, at which time the Secretary will tally the votes and provide the results of ballots cast to the Board of Directors. No list shall be kept that identifies a member with his/her vote. The membership will be notified of the results of the election electronically, and the results will also be announced at the next meeting of the society and published in the Journal.

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Policy #6 - Representatives to Other Societies and Organizations

The International Society of Gynecological Pathology strives to maintain good working relationships with several other professional societies that share a mission of improving the health of women. Currently, these societies include the international Federation of Gynecologists and Obstetricians (FIGO), the International Gynecologic Cancer Society (ICGS), the Gynecology Section of the American Society of Clinical Pathology (ASCP), the International Collaboration on Cancer Reporting (ICCR), the College of American Pathologists (CAP), and the World Health Organization (WHO). ISGyP wishes to be well represented in each of these organizations, and thus there is an expectation that each representative will provide to the ISGyP Secretary a written summary of activities after each meeting with the respective associated society, and to bring any serious issue that affects the two societies to the attention of the Board of Directors promptly. Representatives are selected by the Board of Directors. The term of appointment as representative usually is for 3 years, with the possibility of renewal for a second term.

Since the collaborative agreement of ISGyP with ASCP includes the presentation of a symposium or half-day session at their annual meeting, the representative to the ASCP is ordinarily the chair of the ISGyP Education Committee.

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Policy #7 – Financial Assistance for Travel

Officers and/or general members of the society may be asked by the President or the Board of Directors to represent the society at national or international meetings or symposia. If the assets of the society permit, individuals will be reimbursed for valid travel (economy air travel, train or auto), hotel, and food, and meeting registration, supported by receipts, for up to \$3,000 for intercontinental travel, and for up to \$1,500 for national or international travel (within the same continent). Emeritus members of the Board of Directors who no longer have financial support from their institution shall be reimbursed for travel to annual Board of Directors meetings using the same formula. The receipts must be provided to the treasurer for review and approval before any reimbursement check will be issued.