



■ FOR LEARNING ■ FOR LISTENING ■ FOR LIFE

Governance & Policy Manual

Revised January 2022

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I. ACRP Overview & Governing Documents



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The Association of Clinical Research Professionals, Inc. (ACRP) is a nonprofit corporation formed under laws of the State of Ohio. The purposes for which the Association is organized are to (1) define, promote, and maintain professional standards and best practices in the field of clinical research worldwide, (2) promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field, and (3) advance and promote the professional interests of its members.

Vision

Clinical research is performed responsibly, ethically, and professionally everywhere in the world.

Mission

ACRP promotes excellence in clinical research.

Goals

1. Serve as the preferred source for quality tools, resources, and best practices that support the clinical research community.
2. Serve as the gateway for the exchange of ideas and expertise across the clinical research community.
3. Champion the interests and perspectives of the clinical research community.

Values

- **Integrity**
We demonstrate honesty, fairness, and the highest standards of ethical behavior as the foundation of all we do.
- **Dedication**
We are committed to focusing on the diverse needs of the professional clinical research community with an unwavering standard of dedication.
- **Courage**
We applaud the courage to imagine what can be possible and welcome opportunities to pioneer innovative and dynamic solutions.
- **Collaboration**
We encourage open and active dialogue, coordinated efforts, and diverse contributions that foster a successful environment.
- **Excellence**
We expect quality, professionalism, and outstanding service to those we serve in order to build trusted and lasting relationships.

**Amended and Restated Articles of Incorporation
of the
Association of Clinical Research Professionals**

- FIRST.** The name of said Association shall be Association of Clinical Research Professionals.
- SECOND.** The place in Ohio where the principal office of the incorporation is to be located is Columbus, Franklin County.
- THIRD.** The purposes for which the Association is being formed are to promote the dissemination of information, the exchange of ideas, and the development of educational experiences for the purposes of professional growth for allied health professionals in the field of clinical pharmacology. Notwithstanding the foregoing delineations of purpose, the Association’s activities shall be limited to charitable and educational services, and to that end, consistent therewith and with the foregoing purposes, the association shall be authorized to engage in any other lawful act or activity.
- FOURTH.** Membership
- The voting membership of the Association shall include all members current with their membership dues to the Association and otherwise in good standing. Eligibility for membership shall include, but not be restricted to, professionals in the allied medical sciences engaged in clinical pharmacology and other research endeavors with drugs. Examples of potential members would be clinical monitors, clinical research associates, nurses, pharmacists, pharmacologists, physicians, and other health-related professionals. The By-laws of the Association may provide further specifications for eligibility for membership. Other non-voting classes of membership may be established as appropriate for recognition, patrons, or for interested non-professionals.
- FIFTH.** Trustees
- The government of the Association shall be vested in a Board of Trustees consisting of the duly elected officers, the immediate past-president and additional trustees elected for two-year terms of office by the general membership at its annual meeting or a special meeting called for such purpose. To the extent permitted by the Ohio Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the “Act”), members

may participate in and vote in the aforementioned annual or special meeting by means of mail, electronic ballot, telephone, telecopy, or other appropriate electronic means or authorized communications equipment and shall be deemed "present" at such meeting for the purposes of quorum requirements if so voting or participating.

Anything herein to the contrary withstanding, the Secretary of the Association may but shall not necessarily be a member of the Board of Trustees of the Association.

The Board of Trustees shall have the authority to determine administrative policies, approve appropriations, and otherwise manage and direct the routine operation of the Association.

The duties and election procedures for the Trustees shall further be defined in the By-laws of the Association.

SIXTH. Limitation of Activity

No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501 (c) 3 of the Internal Revenue Code of 1954 (of the corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH. Provision for Dissolution

Upon the dissolution of the association, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations

under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine; which are organized and operated exclusively for such purposes.

EIGHTH. Amendments

These Articles of Incorporation may be amended at any regular annual or special meeting of the general membership of the Association, for which a quorum representing no fewer than 10% of the active members of the Association is present, provided advance written notice of same together with a verbatim copy of the proposed amendment shall have been mailed to all members at least thirty days prior to the meeting at which said amendment shall be acted upon. Any such amendment shall require for adoption an affirmative vote of two-thirds of the members present. To the extent permitted by the Act, members may participate in and vote in the aforementioned annual or special meeting by means of mail, electronic ballot, telephone, telecopy, or other appropriate electronic means or authorized communications equipment and shall be deemed "present" at such meeting for the purposes of quorum requirements if so voting or participating. These Articles may also be amended by the written consent of two-thirds of all the members of the Association without a meeting.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Amended and Restated Articles of Incorporation of the Association of Clinical Research Professionals, Inc., an Ohio nonprofit association, as in effect on the date hereof.

WITNESS my hand and the seal of the Association.

Dated: November 22, 2013

A handwritten signature in black ink that reads "James D. Thomasell". The signature is written in a cursive, flowing style.

James D. Thomasell, CPA
ACRP Secretary

**Amended and Restated Bylaws
of the
Association of Clinical Research Professionals, Inc.**

(an Ohio nonstock corporation)

**Article I
Name**

The name of the organization shall be: **Association of Clinical Research Professionals, Inc.** (hereinafter referred to as the "Association") a nonprofit corporation formed under the laws of the State of Ohio. These are the Amended and Restated Bylaws (herein referred to as the "Bylaws") of the Association, an international organization. The Association shall also do business under the acronym **ACRP**.

**Article II
Purposes and Restrictions**

Section 1. Purposes. The purposes for which the Association is organized are to (i) define, promote and maintain professional standards and best practices in the field of clinical research worldwide, (ii) to promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field of clinical research worldwide, (iii) to advance and promote the professional interests of its members, and (iv) to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Ohio Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Ohio nonprofit corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

Section 2. Restrictions. The Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Furthermore, unless otherwise delegated to the Board of Trustees ("Board") in the Articles of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the Association under Ohio law:

- (i) Dissolution of the corporation;
- (ii) Merger or consolidation of the corporation;
- (iii) Disposition of 50% or more of the corporation's assets (unless court approved);
- (iv) Election of trustees; and
- (v) Amendment to the Articles of Incorporation of the corporation (which include the purpose of the corporation and the name of the corporation).

Section 3. No Inurement. The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Trustees, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III Offices

The Association shall maintain in the State of Ohio a registered office and a registered agent at such office, and may have other offices within or without the State of Ohio as shall be determined by the Board of Trustees of the Association (hereinafter referred to as the "Board"; members of the Board are hereinafter referred to as "Trustees").

Article IV Membership

Section 1. General. The Association shall have members (hereinafter referred to as "members"), such members which may be classified by one (1) or more membership classifications. Membership in the Association shall be limited to natural persons only. Application for membership in the Association shall be made pursuant to procedures established by the Board. Membership eligibility qualification shall be determined by the Board, in its sole discretion.

Section 2. Active Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the membership of the Association, and (ii) serve as a Board Officer or Trustee of the Association, with the exception of the office of Secretary which may also be an employee or the Public Member Trustee. All references herein to membership voting or member-only eligibility for Officerships or Trusteeships shall be references applying to Active Members only. Active Membership shall be limited to professionals actively engaged in clinical research or other related professional endeavors, current with their membership dues to the Association and otherwise in good standing. Examples of professionals actively engaged in clinical research shall include, but shall not be limited to, clinical monitors, clinical research associates, nurses, pharmacists, pharmacologists, physicians, regulatory professionals, clinical research coordinators, clinical research service providers, and other clinical research-related professionals. The Board may adopt interpretations and guidelines consistent with these Active Membership eligibility standards.

Section 3. Other Membership Classifications. The Board may from time to time establish one (1) or more non-voting, non-office-holding classes of membership in the Association. The terms and conditions of such membership classifications shall be determined and defined by the Board in its sole discretion; provided, however, that no such membership classifications shall have the right to vote or hold office in the Association. Such classes of membership may be established as appropriate for recognition, patrons, or for interested non-professionals.

Section 4. Termination or Revocation of Membership. Any member may terminate his or her membership in the Association at any time by not renewing that membership or by informing the Association of the termination in writing. All rights, privileges, and interests of that member in the Association shall cease upon the termination of his or her membership. However, that termination shall not extinguish such member's financial obligations, if any, as more fully described in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws. Furthermore, nonpayment of dues, as defined

in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws, shall constitute an automatic revocation of membership, with no Board vote or hearing required for such a revocation. The Board may delegate the authority to remove a member pursuant to this Section to a committee pursuant to and in accordance with Article VII (Committees and Chapters).

Section 5. Code of Ethics & Professional Conduct. A prospective or current member of the Association may be barred from becoming or remaining a member of the Association, or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any prior time been in material noncompliance with the applicable Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable Code of Ethics & Professional Conduct, including but not limited to noncompliance and corresponding disciplinary measures, shall be determined, and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint one or more committees for such purposes pursuant to and in accordance with Article VII (Committees and Chapters).

Section 6. Appeals. Any member who is found to be in violation of the applicable Code of Ethics & Professional Conduct pursuant to Section 5 (Code of Ethics & Professional Conduct) of this Article IV (Membership) may appeal this finding by sending a letter to the Board within thirty (30) days of having been notified of such revocation or finding. Such letter shall clearly articulate such member's reasons for appealing the initial decision.

Within thirty (30) days of receipt of the appeal, the Board shall establish an Appeal Panel to review the complete record. Within 45 (45) days of its initial constitution, the Appeal Panel will review the appeal, and issue a recommendation and a report to the Board regarding the appeal. Within thirty (30) days of receipt of the Appeal Panel's recommendation and report, the Board shall make its decision and then notify the appellant and all other appropriate parties of its decision via certified, return receipt mail or other traceable carrier. Under this Section 6 (Appeals), a member shall be deemed to have been notified when a notice is sent to such member using the same means used for notices sent to such member under Section 9 (Notice) of this Article IV (Membership). However, if such means involve the use of mail, the member shall be deemed to have been notified upon receipt.

Section 7. Annual and Regular Meetings. An annual meeting of the members will be held, in-person or by electronic means, on such date and at such time and manner as may be designated by the Chair of the Board of Trustees, for the purpose of transacting such Association business as may properly come before the meeting, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the membership without notice other than as required by the Act, these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the membership may be called either by the Chair of the Board of Trustees, by vote of a majority of the Trustees, or by not less than ten percent (10%) of the Active Members. The person or persons authorized to call special meetings of the membership may fix the time and place, either within or without the State of Ohio, as the time and place for holding any special meeting of the Members called by them.

Section 9 Notice. Except for the annual meeting, notice of any meeting of the membership shall be transmitted to each member by electronic mail, postal mail, overnight courier, facsimile (Telecopier), or other mode of written transmittal, not less than ten (10) and not more than sixty (60) days before the time

set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 10. Quorum; Adjournment. Fifty (50) or two and one-half percent (2.5%), whichever is smaller, of the Association's Active Members shall constitute a quorum for the transaction of business at any meeting of the membership. The affirmative vote of a majority of the Active Members present at said meeting, whether or not a quorum is present, may adjourn the meeting from time to time without further notice. No members other than Active Members shall be counted toward the constitution of a quorum.

Section 11. Manner of Acting. The act of a majority of the Active Members attending a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law or by these Bylaws.

Section 12. Teleconferencing. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the membership may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute the presence of that person at the meeting for purposes of a quorum.

Section 13. Action by Unanimous Written Consent. As authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote on that action. Any such consent shall be placed in the Association's minute book or other appropriate books and records.

Section 14. Written Mail, Facsimile (Telecopier), or Electronic Ballot. To the extent permitted by the Act and as authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail, facsimile (Telecopier), or electronic ballot of the membership. Such written mail, facsimile (Telecopier), or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership.

Section 15. Minutes. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing the results of the deliberations of the Active Members and shall be placed in the Association's minute book or other appropriate books and records.

Section 16. Record Date. For the purpose of determining members entitled to notice of or to vote at a meeting of members or any adjournment thereof, or for determining members for any other proper purpose, the Board may fix in advance a date as the record date for determining members, such date not to be more than seventy (70) days before the meeting or action requiring a determination of members. If no advance date is fixed, the record date for determining members entitled to notice of or to vote at a meeting of members shall be the close of business on the day before the effective date of the notice to the members or, if notice is waived, the close of business on the day before the date on which the meeting is held. Further, the record date for determining members entitled to express consent to a corporate action in writing without meeting shall be the day on which the first written consent is expressed; and the record date for determining members for any other purpose shall be the close of business on the day on which the Board adopts the related resolution.

Article V
Board of Trustees

Section 1. Duties and Restrictions. The affairs of the Association shall be managed by a Board of Trustees ("Board"), and it shall be the Board's duty to carry out the objectives and purposes of the Association. To this end, the Board may exercise all powers of the Association subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and these Bylaws.

Section 2. Composition, Term of Office, and Qualifications.

- a. The total number of voting Trustees shall be established from time to time by the Board, but in no event shall consist of fewer than four (4) or greater than seventeen (17) Trustees, and shall include (i) the Chair, *ex officio* with vote (ii) the Immediate Past Chair, *ex officio* with vote and (iii) up to fifteen (15) individuals ("Elected Trustees"), one of whom shall be a Public Member, who shall be elected by the Active Members in accordance with Section 3 below; one Elected Trustee shall be named the Vice-Chair, and one Elected Trustee shall be named Treasurer of the Association in accordance with Article VI below. One Elected Trustee or a designated staff member shall be named Secretary. If the Secretary is a staff member, he/she shall serve in a non-voting capacity and will not be considered a trustee member of the Board nor counted as part of the total number of seventeen (17) allowable seats on the Board.

The Executive Director of the Corporation and the Secretary (if at the time the Secretary is not an Elected Trustee) shall be invited to attend all meetings of the Board in a non-voting capacity. The number of Trustees shall be subject to change from time to time by majority vote of the Trustees; provided that no reduction in the number of Trustees shall of itself shorten the term of a Trustee in office.

- b. All Elected Trustees shall be elected to the Board for a two (2)-year term. Except as otherwise provided herein, Elected Trustees may serve one (1) or more consecutive two (2)-year terms, provided that no Elected Trustee may serve more than three (3) consecutive two (2)-year terms. Notwithstanding the preceding, no individual shall be prevented from serving as Vice-Chair, Chair, or Immediate Past Chair on the basis that such individual served or will have served as a Trustee for more than three (3) consecutive terms. After serving a term as Chair, then Immediate Past Chair, a Trustee is no longer eligible to serve on the Board.
- c. All Trustees must be at least twenty-one (21) years of age but need not be resident of the State of Ohio.

Section 3. Elections.

- a. All Elected Trustees shall be elected by the affirmative vote of the Active Members provided that at least fifty (50) Active Members or two and one-half percent of the active membership (2.5%), whichever is smaller, is represented through electronic ballot. Alternatively, elections may be held either in person at an Annual Meeting or Special Meeting, provided that a quorum of Active Members is present at such meeting.
- b. Each Elected Trustee shall assume office at the commencement of the fiscal year immediately following their election and shall hold office for the term for which he or she is elected and until his or her successor shall be duly elected and qualified, or until his or her earlier resignation, removal or death.

Section 4. Meetings. The Board shall meet at least annually and may provide by resolution the time and place, either within or without the State of Ohio, for the holding of regular meetings of the Board without notice other than as required by the Act, these Bylaws and such resolution. Locations and sites for meetings of the Board shall be reasonably accessible to all Trustees.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may, in conjunction with the association's Executive Director or a designated staff member, fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any meeting of the Board shall be received by each Trustee by mail, overnight courier, facsimile (Telecopier), or other mode of written transmittal, not less than ten (10) days, if for a regular meeting, or two (2) days, if for a special meeting, before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Trustee may waive notice of any meeting before, at or after such meeting.

Section 7. Quorum; Adjournment. A majority (>50%) of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the voting Trustees in office are present at said meeting, a majority of the voting Trustees present may adjourn the meeting from time to time without further notice. Notice of adjournment need not be given if the time and place to which it is adjourned are fixed and announced at a duly noticed meeting.

Section 8. Manner of Acting. The act of a majority of the voting Trustees present at a Board meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law, the Articles of Incorporation or by these Bylaws. Each voting Trustee shall be entitled to one (1) vote on all matters submitted to a vote of the Board.

Section 9. Meeting Participation. To the extent permitted by the Act and as authorized by the Board, Trustees are expected to attend face-to-face meetings and participate in teleconference/WebEx meetings each calendar year. Trustees who are Officers of the Board shall be expected to participate in additional meetings and teleconferences as requested by the Chair.

Section 10. Action by Unanimous Written Consent. As authorized by the Board, any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, electronically or otherwise, by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Association's minute book, or other appropriate books and records.

Section 11. Written Mail, Facsimile (Telecopier), or Electronic Ballot. Meetings of the trustees may be held at any place within or without the state of Ohio, including by means of authorized communications equipment, unless the articles or regulations prohibit participation by directors at a meeting by means of authorized communications equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 12. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Secretary and shall include results of the deliberations of the Board. The minutes shall be

submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, except when Robert's Rules of Order is inconsistent with these Bylaws, rules adopted by the Board, the Association's Constitution, the Association's Articles of Incorporation, or the Act. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Trustee to record the minutes during that period.

Section 13. Resignation. Any Trustee may resign at any time by providing written notice to the Chair, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 14. Removal. As determined necessary by the Board, any Trustee may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Trustee under consideration for removal.

Section 15. Vacancies. (a) If the Board creates a new Trustee vacancy by increasing the number of Trustees on the Board, that new Trustee position shall be filled by member vote pursuant to Article V Section 3 of these bylaws. Only persons identified and evaluated by the ACRP Nominating Committee and approved by the Board shall be eligible for election to this new Trustee position unless no such candidate exists in which case, the Board may appoint a new Trustee to the Board without prior review of the ACRP Nominating Committee. (b) If an existing Trustee position on the Board becomes vacant for any reason, that position may be either left vacant or filled for the unexpired portion of the term as decided by a majority vote of the remaining Trustees. If the Trustees vote to fill the vacancy, they shall, by majority vote, appoint a successor from a list of potential Trustees previously identified and evaluated by the ACRP Nominating Committee and approved by the Board unless no such candidate exists in which case, the Board may appoint a new member to the Board without prior review of the ACRP Nominating Committee. That appointed successor Trustee will complete the unexpired term of the vacant Trustee seat and will be considered a first term Trustee no matter how much time is left in the vacated term s/he is filling. Upon completing this first term appointment, that Successor Trustee will be considered for additional term renewals through the standard procedures as outlined in ACRP Policy.

Section 16. Authority of Board. All powers and authority to act on behalf of the Association, manage the affairs of the Association or exercise the powers of the Association shall be vested in the Board, unless otherwise reserved for the members of the Association by law (including the Act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include, but are not limited to, election of the Trustees, dissolution of the Association, amendments to the Association's Articles of Incorporation and a merger or consolidation of the Association.

Article VI Officers

Section 1. Definition and Term of Office. The Board Officers (hereinafter referred to specifically as "Officers") consist of the Chair, Vice-Chair, Immediate Past Chair, Secretary (if an Elected Trustee), Treasurer and such other offices as may be defined and created by the Board from time to time in its sole discretion. The Officers shall also operate as the Executive Committee. No two offices may be held by the same individual.

All Officers shall serve for a one (1)-year term. The terms of the Chair, Vice- Chair, and Immediate Past Chair are not renewable. The term of the Treasurer is renewable provided that no Treasurer may serve more than two (2) one (1)-year terms. The term of the Secretary is renewable, provided that no Elected

Trustee may serve more than two (2) one (1)-year terms as Secretary.

No Officer Trustee may hold an Elected Trustee seat at the same time as such individual holds an Officer Trustee seat, with the exception of 1) the Public Member who shall maintain his/her Public Member status if elected as an Officer Trustee. If the Public Member is elected as an Officer Trustee, he/she is entitled to one (1) vote on all matters submitted to a vote of the Board; 2) the Treasurer who shall maintain his/her regular term of service while serving in the Treasurer role and shall be entitled to one (1) vote on all matters submitted to the Board; and 3) the Secretary if an Elected Trustee, who shall maintain his/her regular term of service while serving in the Secretary role and shall be entitled to one (1) vote on all matters submitted to the Board. (See Article V, Section 8, Manner of Acting.) If the Treasurer or Secretary does not serve a second term in that role, he/she may continue serving out his/her term as a Trustee or apply to renew if eligible. If he/she does serve as Treasurer or Secretary for a subsequent one-year term, the one-year term as Treasurer or Secretary will also count as one year toward his/her regular term.

Section 2. Election. The Vice-Chair and Treasurer shall be elected on an annual basis by the Trustees currently in office by the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present. Elections shall take place at a meeting of the Board near the expiration of these current Officers' term of office (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws). Upon completion of his/her term as Vice Chair, the Vice-Chair shall succeed automatically to the office of Chair. Upon completion of his or her term as Chair, the Chair shall succeed automatically to the office of Immediate Past Chair. The Secretary shall be appointed annually by the Board.

Section 3. Resignation. Any Officer may resign at any time by providing written notice to the Chair, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Removal. If, in the judgment of the Board, the interests of the Association would be better served thereby, any Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal.

Section 5. Vacancies. Any vacancy in the Chair position due to death, resignation, removal, disqualification, or otherwise shall be filled by the Vice-Chair for the unexpired portion of the term. In the event the Vice-Chair is unable or unwilling to fill the unexpired portion of the Chair's term, then the Immediate Past Chair shall fill the unexpired portion of the Chair's term. In such event, the office of Immediate Past Chair shall remain vacant for the unexpired portion of the Immediate Past Chair's term immediately following his or her succession to the office of Chair. If the Immediate Past Chair is unable or unwilling to fill the unexpired portion of the Chair's term, the Board shall elect a new Chair. Any other vacancy in any other office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Vacancies may be filled, or new offices may be created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present.

Section 6. Chair. The Chair shall serve as the senior elected officer of the Association and shall in general supervise and have charge of all of the affairs of the Association. The Chair shall preside at all meetings of the Board and the membership and shall be the Chair of the Board. The Chair may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Association. The Chair in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice-Chair. The Vice-Chair shall assist the Chair in the performance of his or her duties; serve in an advisory capacity; assume the position of Chair pro tempore in the Chair's absence, incapacitation, or resignation; and, in general perform all the duties incident to the office of Vice-Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 8. Immediate Past Chair. The Immediate Past Chair shall assist the Chair in the performance of his or her duties by providing continuity, advice, and other assistance to the Chair; and, in general perform all the duties incident to the office of Immediate Past Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 9. Treasurer. The Treasurer of the Association shall serve ex-officio with vote as the Chair of the Finance Committee. The Treasurer shall have charge of and be responsible for oversight of the finances of the Association and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board. The Treasurer shall be responsible for working with staff and the Finance Committee to review and recommend an annual operating budget of the Association to the Board, to be approved by the Board each year prior to the commencement of the Association's fiscal year. The Treasurer shall be responsible for preparing and distributing annual financial reports of the Association to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the Association.

Section 10. Secretary. The Secretary shall be responsible for the recordation and keeping of the minutes of the meetings of the Board and the membership; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Association; be the custodian of the seal of the Association, and in general perform all the duties incident to the office of Secretary. The Secretary may be a Trustee or an employee of the Association. Voting privileges of the Secretary are defined in Article V, Section 2.

Section 11. Delegation of Duties. One (1) or more duties of any Officer may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Association, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Section 12. Corporate Officers. In addition to Board Officers (or "Officers" for purposes of this document) described in this Article, the Board may designate such Corporate Officers (which, for purposes of this document, shall specifically be referred to as "Corporate Officers") as the Board sees fit. At a minimum, the Corporate Officers will include the Executive Director as identified in Article VIII. Corporate Officers are employees or other agents of the Association, which are granted signatory and binding authority for compliance and day-to-day matters as granted by the Board.

Article VII Committees and Chapters

Section 1. Committees of the Board. The Board may define and create one (1) or more committees ("Board Committees"), each of which shall consist of only Trustees and shall have no less than three (3) members, to perform tasks specified by the Board. Such committees of the Board, to the extent provided

by the Board, shall have and exercise the authority of the Board in the management of the Association. The Board shall appoint the Chair and the members of each such committee. The Chair may act under the authority of the Board and perform a more expedited appointment of a committee Chair or members, such appointment(s) to be ratified at the next Board meeting. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 2. Other Committees and Chapters. The Board may define and create such other committees and chapters of the Association not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Except as otherwise provided by the Board, members of each such body must be Active members of the Association. The Board may appoint the Chair and the members of each such body from the proposed slate. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 3. Scope. All references herein to "committee(s)" or "chapter(s)" of the Association shall refer to international committees, interest groups, and chapters of the Association that are authorized by and constituted pursuant to these Bylaws and as are further defined by the Board in its sole discretion. In no instance shall such terms refer to a committee, interest group, or chapter that is not specifically authorized by and constituted pursuant to these Bylaws.

Section 4. Governance. All committees and chapters shall be structured and governed as determined by the Board in its sole discretion, subject to the terms and provisions of these Bylaws, the Association's Articles of Incorporation, and the Act.

Section 5. Limitation on Delegated Authority. Actions taken by all committees and chapters of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Article VIII Employees

The Board shall hire, and the Association shall employ, on a full or part-time basis, an Executive Director of the Association, on the terms and conditions to be defined by the Board. The Executive Director shall report to the Board and shall be a Corporate Officer, although not a Board Officer. The Executive Director shall be subject to the evaluation of the Board according to the terms of the Board. The Executive Director shall be provided with the primary responsibility for hiring, terminating, supervising, and evaluating all other employees of the Association. Such other employees may be hired by the Executive Director on a full or part-time basis, on a temporary or permanent basis, and on an employment or contract basis, as determined by the Executive Director. With the exception of the Secretary, when held by the Executive Director or a designated staff member, no Trustee or Officer shall concurrently serve the Association in an employment capacity. The Executive Director shall be in charge of and responsible for supervising and managing the day-to-day affairs of the Association and implementing the policies and the objectives of the Association approved by the Board. Furthermore, the Board may also hire, and the Association may employ, on a full or a part-time basis, the Secretary of the Association, on terms and conditions to be defined by the Board. The duties and responsibilities of the Secretary are defined in Article VI (Officers), Section 10 (Secretary) hereof.

Article IX Compensation

Trustees, individuals appointed to a Board Committee or Regular Committee, and Board Officers (shall not receive any salary for their services as Trustees, Committee members, and Officers. By resolution of the Board, reimbursement to Trustees, individuals appointed to a Board Committee, and Officers of expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings of the Board, Committee(s) or otherwise fulfilling his or her duties to ACRP. Trustees shall not be compensated for work undertaken on behalf of the Association.

Article X Finances

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year, or such other period established by the Board.

Section 2. Contracts. The Board may authorize any Officer or Officers, or agent or agents, of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 3. Obligation to Pay Dues and Effect of Non-Payment. Membership herein carries a definite obligation to pay annual membership dues as established by the Board. Membership in the Association may be, at the discretion of the Board, renewable annually without notice. Dues are not refundable for any reason whatsoever. Membership is due annually on an anniversary basis. If payment is not received by the member's due date the member is delinquent and his or her good standing is in jeopardy. If the member has not cured their delinquency within 15 days after their due date the delinquent member shall lose his or her good standing status as a member and be removed from the membership. All benefits and privileges, including the right to vote, serve on a committee(s), interest group(s) or task force(s), will also be revoked until the member pays the delinquent dues in full and has his or her good standing status reinstated.

Article XI Books and Records

The Association shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and all committees having any of the authority of the Board.

Article XII Notice; Waiver of Notice

Section 1. Notice. Unless another form of notice is required by the Articles of Incorporation, the regulations or these Bylaws, or by applicable law, any notice shall be in writing and shall be delivered personally or sent by telegram, telecopy or electronic mail transmission or by United States mail, express mail or courier service, with postage or fees prepaid. If notice is given by personal delivery or transmitted by telegram, telecopy or electronic mail, the notice shall be deemed to have been given when successfully transmitted. If notice is sent by United States mail, express mail, or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

Section 2. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Association's Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Article XIII Conflict of Interest

Section 1. Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Association in which a Trustee has a direct or indirect personal interest. A Trustee has an indirect personal interest in a transaction if (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction, or (ii) another entity of which he or she is a director, officer, employee, or trustee is a party to the transaction and the transaction is or should be considered by the Board or a Board Committee.

Section 2. Disclosure. Each Trustee, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict of interest transaction and the Trustee's interest therein.

Section 3. Recusal. Each Trustee, diligently and in good faith, shall seek to recuse himself or herself from any vote of the Board or a Board Committee, involving any conflict of interest transaction, provided, however, that the failure of a Trustee to recuse himself or herself from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance the Act.

Section 4. Non-Exclusive. This Article XIII is intended to supplement, but not to replace, any federal and state laws governing conflicts of interest applicable to nonprofit corporations, or any applicable policy of the Association.

Article XIV Declaration of Policy

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees or chapters of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Article XV Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the Trustees, Officers and employees of the Association and the members of all Board Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) by reason of the fact that the person being held personally liable is or was a Trustee, Officer, employee, or a member of a Board Committee of

the Association, and (ii) arise from acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Indemnification. The Association shall, to the fullest extent permitted by the Act and the Code, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Trustee, Officer or employee of the Association or a member of a Board Committee or Regular Committee, and arising out of or based on acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, against all of the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Trustee, Officer or employee of the Association or a member of a Board Committee or Regular Committee, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Association shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Article XVI Duration and Dissolution

Section 1. Duration. The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Association may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership.

The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 50 or 2.5% whichever is smaller is present (see Article IV, Section 10 Quorum; Adjournment and Section 11 Manner of Acting.)

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

Article XVII Amendments

Section 1. Amendments. The Association reserves the right, from time to time, to amend, alter, or repeal any of these Bylaws as may be authorized by the laws of the State of Ohio at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at

any time conferred upon the Trustees, Officers or employees of the Association by these Bylaws are granted subject to the provisions of this Article XVII (Amendments). These Bylaws may only be amended, altered or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time by the affirmative vote of a majority of the Trustees at a properly noticed meeting of the Board at which a quorum is present. Notwithstanding the foregoing, such Board action may be effected pursuant to Article V (Board of Trustees), Sections 9 (Action By Unanimous Written Consent) or 10 (Written Mail, Facsimile (Telecopier) or Electronic Ballot) of these Bylaws or as otherwise permitted by the Act.

Section 2. Authority. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws temporarily had been amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 3. Review. The Board shall review these Bylaws and make any amendments deemed necessary at least every three years, beginning in 2016.

**Article XVIII
Other Governance Documents**

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

**Article XIX
Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

**Article XX
Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

**Article XXI
Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.



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Association of Clinical Research Professionals Code of Ethics and Professional Conduct

The Association of Clinical Research Professionals (“ACRP”) is a US registered nonprofit, tax-exempt corporation that functions as a global association of clinical research professionals. ACRP’s vision is that clinical research is performed ethically, responsibly, and professionally everywhere in the world. ACRP’s mission is to promote integrity and excellence in clinical research. The Academy of Clinical Research Professionals (the “Academy”) similarly is a nonprofit, tax-exempt organization that advances and promotes the professional interests of clinical research professionals and provides certification for such professionals.

[This Code of Ethics and Professional Conduct](#) (the “Code”) serves as a code of professional conduct for ACRP members and/or Academy Certificants. ACRP members and Academy Certificants are expected to adhere to this Code in all professional activities and relationships with each other, organizations with which they work, research participants and society in general. The core values of Integrity, Courage, Excellence, Dedication and Collaboration are manifest in the ACRP Code. The Code also applies to individuals who seek membership in and/or certification by ACRP and the Academy.

This Code is a summary of what ACRP, and the Academy define as essential ethical behavior for clinical research professionals. Compliance with the Code is a requirement for initial and continued ACRP membership and/or certification through the Academy. ACRP members and Academy Certificants affirm their endorsement of the Code and acknowledge their commitment to uphold its principles by joining and subsequently renewing their membership in ACRP and/or by applying for and maintaining certification from the Academy. Violations of the Code may result in sanctions imposed under the [Discipline and Complaints Policy](#) (the “Policy”) adopted by ACRP and the Academy. This Policy was adopted to provide clarity of expected behavior and description of due process accorded to ACRP members and Academy Certificants necessary to protect the integrity, and ensure the efficacy, of the Code.

This Code is intended to be used by current and prospective ACRP members and Academy Certificants in conjunction with applicable national and international frameworks that govern the practice of clinical research, such as professional license requirements, ethical principles, guidelines, and laws and regulations applicable to clinical research, including, but not limited to, principles of the Declaration of Helsinki, Belmont Report, ICH GCP, US Codes of Federal Regulations, WHO “Ethical Standards and Procedures for Research with Human Beings,” and UK Research Governance Framework.

The term “Clinical Research Professional” as used herein encompasses many job titles, disciplines and duties within the profession of clinical research. For the purpose of this Code, the term shall include anyone involved in the design, conduct, reporting, review and oversight of clinical research who is an ACRP member or Academy Certificant or applicant for membership or certification, and those who represent ACRP in any elected or volunteer capacity (e.g. Chapter President, Treasurer, etc. or volunteers to serve on a local or national committee, speakers at a conference or event).

Clinical Research Professionals who are current or prospective members of ACRP and/or Academy Certificants (referred to herein as “Members” and “Certificants”) shall abide by and conform to the following ethical standards:

I. Beneficence and Nonmaleficence

Members and Certificants shall:

- Respect and safeguard the rights and welfare of all individuals with whom they interact professionally, including but not limited to research participants.
- Always consider and act in furtherance of the best interests of research participants and society. Where societal and research participants’ interest conflict, best interests of the participants take precedence.
- Ensure that the aims of all clinical research projects are to advance knowledge and promote the health and well-being of research participants.
- When designing, reviewing, or conducting research, ensure that potential risks of the research are reasonable in relation to the anticipated benefits to the participants and the importance of the knowledge to be gained.
- Ensure that potential risks to research participants are minimized to the greatest extent possible and take all necessary steps to protect the participants at all times.

Steps taken to uphold this ethical principle include, but are not limited to:

- Design and conduct studies where a state of clinical equipoise exists, that is, to test hypotheses that have not yet been adequately tested through current or previous reported research results, to avoid unnecessary risks or inconveniences to participants of redundant research and to maximize often scarce research resources.
- Design and conduct research studies with scientific value.
- Ensure clinical research is conducted in accordance with currently accepted ethical guidelines and standards.
- Never use coercion or undue influence when recruiting research participants. Seek autonomous informed and appropriately documented consent from participants or,

where applicable, their legally authorized representatives prior to the instigation of any research procedure.

- Never coerce, or attempt to coerce or induce individuals, such as staff members, vendors, contractors, investigators, or regulators, to act in an unethical manner in any respect.
- Avoid using substances, such as alcohol or drugs, while performing professional duties that may impair professional judgment or performance.
- Perform only those duties for which one is appropriately qualified and trained to perform.
- Where an individual is a member of a professional organization with its own licensing requirements and/or code of ethical or professional conduct, operate within the scope of practice and professional standards outlined within those professional guidelines, codes or licenses.
- Report any acts that appear to be unethical or illegal to appropriate organizational, institutional or legal authorities, so long as supported by reasonable evidence.

II. Integrity

Members and Certificants shall:

- Educate themselves, and where applicable, their students and their colleagues, about responsible research practices.
- Apply sound ethical values, scientific principles and judgment in the design, conduct and analysis of clinical studies, and in interpretation of their results.
- Report research findings accurately and avoid misrepresenting, fabricating or falsifying results.
- Conduct research in accordance with an approved research protocol/plan.
- Make all research data available to authorized persons for verification in accordance with established standards of the clinical research profession.
- Ensure the dissemination of scientifically sound information from clinical trials and other investigations, and
- Not withhold information relevant to full evaluation of the safety, efficacy or utility of clinical interventions, agents or devices under investigation for the benefit of medicine, patients, science and society regardless of the research outcome.

III. Conflicts of Interest

It is recognized that real, potential and apparent conflicts of interest naturally occur from time to time. Conflicts of interest arise when personal, professional, business, political and/or

financial influences have the potential to significantly impair professional judgment, and hence lead to consequent acts of research or business misconduct. Additionally, conflicts of interest may occur in relation to other professional and volunteer obligations, whether with ACRP or the broader research community.

It is essential that Members and Certificants:

- Recognize when they may have a conflict of interest, disclose such conflict as soon as the potential conflict is recognized and be transparent in how the conflict will be managed.
- If participation in any research-related activity that poses a potential conflict of interest situation is unavoidable, ensure that steps are taken to appropriately manage any such conflicts to safeguard quality and credibility of their professional judgment from inappropriate influence so that research participants' rights and safety are fully protected.
- Do not, under any circumstance, unduly exploit any professional or volunteer relationship to further personal, political or business interest at the expense of other individuals or ACRP. This includes both professional and volunteer activities and cases where volunteer activities, as a professional or other body might pose a potential conflict of interest.
- Respect and adhere to Conflict of Interest policies if they are a member of any professional or industry organization, or an employee of an organization that has internal Conflict of Interest policies. .

Steps taken to uphold this ethical principle include but are not limited to:

- Publicly disclose relationships and potential conflicts of interest in publications, speaking engagements, Advisory Boards and any other venue or activity, including any ACRP chapter or other meetings in which the Member or Certificant is perceived as providing subject matter expertise or other authority
- Retain documentation and use factual quantitative measures to conduct one's own professional duties and procurement of vendor services.
- Avoid dual relationships that could impair professional judgment or increase the risk of harm to others.
- Avoid performing services for direct competitors without the express knowledge and documented consent of each party, either volunteer or professional. Direct competitors are individuals or organizations with whom an exchange of services would create a conflict of interest – a situation in which personal, professional, business, political and/or financial influences have the potential to significantly impair professional judgment, and hence lead to consequent acts of research or business misconduct.

IV. Privacy and Confidentiality

Privacy refers to the legal rights of individuals to limit public scrutiny; to limit access to their private acts and their personal information; and to limit disclosure of such personal information. Confidentiality refers to the obligation to protect private information about an individual or organization from unauthorized disclosure. Clinical research professionals have access to confidential information, whether it is intellectual property of a company or personal health information of research participants and have the responsibility to maintain this confidentiality.

Members and Certificants must:

- Maintain the privacy and confidentiality of research participants and of any confidential information received in connection with the Members and Certificants' research to the extent required by applicable law(s) and/or signed contractual agreements.
- Maintain the privacy and confidentiality of any non-public information, intellectual property of a company or personal health information of research participants, that they may have access to in their roles as clinical research professionals.

Steps taken to uphold this ethical principle include but are not limited to:

- Store written and/or electronic records in secure locations with access provided only to authorized individuals.
- Collect and transmit only the minimum essential information required to accomplish the task at hand.
- Apply standards of confidentiality to retrospective, current and prospective data collection and protected personal information. Treat all confidential data as if it were your own.
- Ensure an understanding of all elements that could be considered confidential information of any kind.
- Ensure that all aspects of the privacy of research participants and their families is respected prior to, during, and following, any clinical research project.

V. Duties to Society and Compliance with the Law

By the very nature of their work, Members and Certificants are engaged in professional endeavors that enhance knowledge, skill, judgment and intellectual development that strives to contribute to improving the human condition. As such, clinical research professionals must be both aware and conscious of their duty to society and the clinical research arena.

ACRP Members and Certificants shall:

- Uphold the profession's responsibility to society by promoting ethical and professional practice standards, and
- Be willing to be held professionally accountable for upholding those standards.

- Not participate in criminal, fraudulent, or other illegal activities.
- If faced with a conflict between abiding by two conflicting laws or regulations, or between abiding by a law/regulation and following an ethical principle, consult with experienced, respected professional colleagues and seek their guidance whenever possible.
- Not advocate, sanction, participate in, or condone any act that is prohibited by this Code, unless failure to do so would be seriously detrimental to the rights and well-being of others.

VI. Duties to Professional Discipline and Beneficiaries of Practice

Members and Certificants shall:

- Be personally committed to, and encourage others, to engage in safe, sound research practices consistent with the relevant ethical and scientific standards and the requirements of their professional discipline.
- Uphold standards of equality and nondiscrimination in all professional interactions and cooperate with other professionals as appropriate and ethical.
- Assist colleagues entering the profession by sharing knowledge and understanding of the ethics, responsibilities and needed competencies of their chosen area of research and practice. Where Members or Certificants seek to acquire or maintain a medical or other professional license, additional laws and ethical standards of conduct that are not pertinent to clinical research may apply.
- In addition to adhering to this Code of Ethics and Professional Conduct, abide by their respective discipline's laws and ethical standards of conduct.
- Take affirmative steps to make it clear to research participants and others that there is a distinction between research and standard therapy. Ensure that the roles and responsibilities of physicians and other health care professionals acting as both investigators and care providers remain clear to all concerned.
- Ensure that all contributory information provided to research participants, their legal representatives and other health care providers not involved with the research is fair, balanced, accurate, understandable and sufficiently comprehensive to enable well-informed decisions about the use of pharmaceuticals, medical devices or other clinical services or interventions.
- Ensure that when consent is waived, that reasons for waiver of informed consent are valid, that the waiver reasons and process comply with applicable regulations, e.g. regulations in 21 CFR 50 and 56, and that IRB approval for a waiver has been sought, as is generally applicable.
- If a clinical investigation is conducted or supported by HHS and involves an FDA regulated product, the study is subject to both 45 CFR 46 and part 21 CFR 50 and 56. Where the regulations differ, the regulations that offer the greater protection to human subjects should be followed.

VII. Duties to ACRP and the Greater Research Community

While there are many professional and personal benefits to volunteering for leadership positions in the community, members and certificants who volunteer for ACRP committee, officer or Board positions at the local chapter and/or international level, have a duty to act in a professional manner and be mindful that they are acting as a representative of ACRP when fulfilling the requirements of their positions, and as such have some greater duties.

In their leadership/volunteer capacities, Members and Certificants shall:

- Ensure that they have the skills and experience to fulfill the requirements of the position they have volunteered for or actively seek training to gain those skills and/or ask for assistance from ACRP staff or other sources to perform necessary functions.
- Commit to understanding, following and upholding the bylaws of the organization in which they are a leader, in addition to the ACRP Code of Ethics.
- Avoid engaging in self-dealing, as well as actual conflicts of interest relating to business affairs. Additionally, they shall use their best efforts to avoid appearance of impropriety, self-dealing or conflict of interest.
- Avoid representing multiple organizations simultaneously in a manner which could potentially be harmful to ACRP or the other organizations.
- Refrain from publicly (including social media) disparaging ACRP, its staff or its membership and/or disseminating false information about ACRP or its affiliates.

VIII. Grounds for Disciplinary Action

A Member or Certificant shall be subject to disciplinary action if the actions of such Member or Certificant are determined, in accordance with the Discipline and Complaints Policy, to constitute one or more of the following:

- Gross negligence or willful misconduct in the performance of services, or other unethical or unprofessional conduct based upon demonstrable violations of this Code of Ethics and Professional Conduct.
- Conviction of a Member or Certificant of a felony or other crime of moral turpitude under federal or state law, particularly in a matter related to the conduct of the profession.
- Fraud or misrepresentation in the application or maintenance of ACRP membership, Academy certification, or other professional recognition or credential.

Individuals aspiring to become a Member or Certificant shall ensure awareness of and adherence to this Code as an element of eligibility criteria of Membership and/or Certification.

Applicants who knowingly fail to adhere to the Code shall be ineligible for Membership and/or Certification.

IX. Complaints

To file a complaint against a Member or Certificant, or applicant Member or Certificant, please email ethics@acrpnnet.org. Complaints will be addressed according to the Discipline and Complaints Policy, available [here](#), developed by the ACRP Professional Ethics Committee.

MONITORING AND REVIEW SCHEDULE

Review every three years by the ACRP Professional Ethics Committee.

DATE REVIEWED BY COMMITTEE

December 14, 2015
November 3, 2017
February 7, 2017
November 11, 2019
February 2020

DATE MODIFIED BY COMMITTEE

December 14, 2015
November 3, 2017
November 11, 2019
February 2020

DATE APPROVED BY COMMITTEE

December 14, 2015
November 3, 2017
November 11, 2019
February 2020

DATE REVIEWED BY BOARD

December 17, 2015
December 13, 2017
December 11, 2019
March 17, 2020
June 17, 2020

DATE MODIFIED BY BOARD

December 11, 2019
March 20, 2020

DATE APPROVED BY BOARD

October 7, 2007

September 2012

December 17, 2015

December 13, 2017

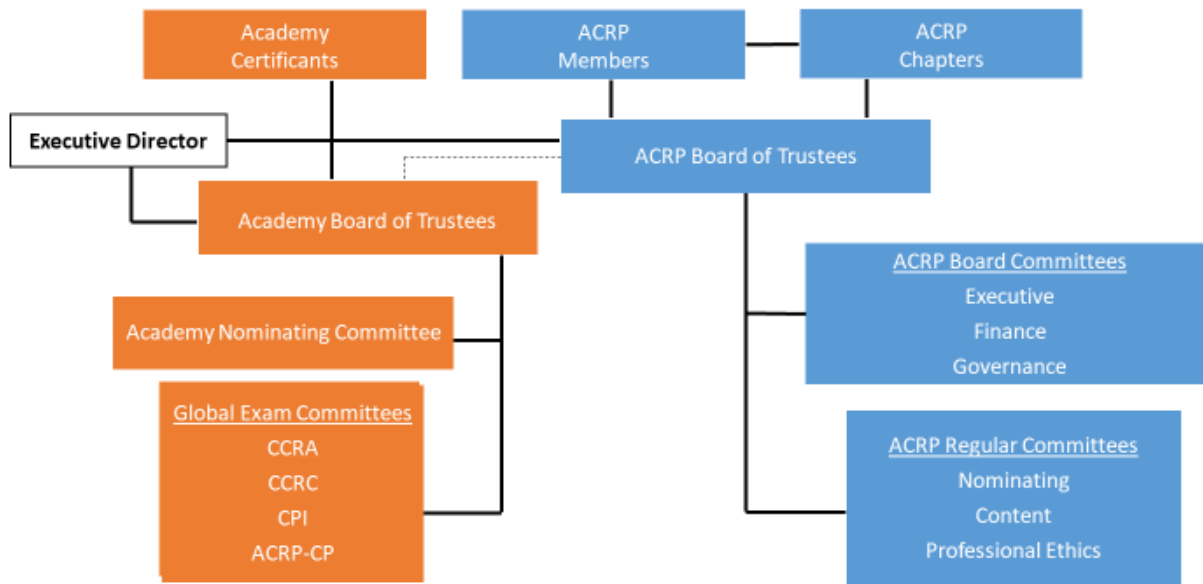
June 17, 2020



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Governance Structure

Organization Chart



Board of Trustees

The Association of Clinical Research Professionals (ACRP) is governed by a volunteer Board of Trustees, elected annually by the membership. The Board is responsible for carrying out the association’s objectives and purposes and providing oversight of ACRP’s governance and is accountable to ACRP’s dues paying membership. Trustees are supported and advised by staff and volunteer member committees.

Affiliate Organization

The Academy of Clinical Research Professionals (Academy) is an independent affiliate of ACRP, created as a standard-setting body to independently administer the organization’s certification programs. The Academy has a separate Board of Trustees, also supported by volunteer committees, to provide oversight for its activities. The Academy Board is accountable to its certificants, who may or may not also be members of ACRP. ACRP is an institutional member of the Academy and has one ACRP Board member assigned as a liaison to the Academy Board.

ACRP has a Master Service Agreement (MSA) with the Academy. Through it, ACRP provides the following association management services to the Academy:

- Leadership (Board of Trustees)
- General Administration (headquarters, business filings, policies)
- Governance (nominations/elections, nonprofit documentation)
- Accounting/Financial Management
- Communications (PR, website, marketing)
- Awards
- Certification Program

ACRP also has an Intellectual Property (IP) License and yearly licensing fee with the Academy, allowing ACRP to retain ownership of the intellectual property generated by the Academy including Job Analysis results, Detailed Content Outline, and Test Questions. The Agreement keeps the content of most of the Intellectual Property confidential and for Academy use only. As part of the Agreement, the Academy must maintain its accreditation by the NCCA, and the Academy Board of Trustees must be able to independently make decisions related to the certification program.

Committees

Per its Bylaws, ACRP's Board of Trustees may define and create one (1) or more Board Committees, each of which shall consist of only Trustees and shall have no less than three (3) members, to perform tasks specified by the Board. The Board may also define and create other non-board (regular) committees not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Each committee operates under a charter, developed and approved by the Board, that builds a stronger connection between each committee and the Board. ACRP Committees are integral in the development of long-term Association goals as well as the progression towards those goals.

ACRP Board Committees:

- Executive Committee
- Finance Committee
- Governance Committee

ACRP Regular (non-Board) Committees:

- Professional Ethics Committee
- Nominating Committee
- Content Committee



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II. Board of Trustees Policies



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Association of Clinical Research Professionals Board of Trustees Policy 2.1

Leadership Code of Conduct

Board Members, Volunteer Leaders, and Senior Staff Shall:

- Always be guided by ACRP’s core values, vision, mission, and goals when making decisions for the Association.
- Be clear on outcomes expected and allocation of resources to be used to make those decisions happen.
- Demonstrate good faith, sound judgment, honesty, transparency, and loyalty in our ACRP activities.
- In these activities, commit to ethical, strategic, and lawful conduct that exhibits uncompromising integrity and a lack of self-interest in a courteous and respectful manner.
- Do not engage in any conduct that is inconsistent with ACRP’s best interest or that may impair any ACRP relationship, personal or business.
- Prepare for all meetings: read the materials well in advance and gather the information needed for full participation.
- Work toward a practical consensus: focus on issues, not people, listen and learn, especially by giving fair and full consideration to all viewpoints, be willing to sacrifice one’s personal position and interest for the sake of the Association and its membership.
- Publicly support all Board decisions - raise any concerns in the Board room, not outside.

MONITORING AND REVIEW SCHEDULE

Review every three years by the ACRP Governance Committee.

DATES REVIEWED BY COMMITTEE

June 2013
September 10, 2018
September 22, 2021

DATES MODIFIED BY COMMITTEE

September 19, 2013
September 22, 2021

DATE APPROVED BY COMMITTEE

January 13, 2008
September 10, 2018
September 22, 2021

DATES REVIEWED BY ABoT

November 17, 2018
November 12, 2021

DATES APPROVED BY ABoT

November 17, 2018

November 12, 2021



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Association of Clinical Research Professionals Board of Trustees Policy 2.2

Principles of Good Governance Policy

PURPOSE

The Principles of Good Governance Policy¹ is established to assist Trustees by enhancing their decision making, increasing their accountability, and enabling them to provide strong leadership. The intent of this policy is to provide balance to the ABoT in its role as an oversight body with its role as a force supporting ACRP.

SCOPE

This policy applies to the Association Board of Trustees.

POLICY

The ABoT functions at its most effective level of governance when it creates new opportunities that add significant value to the organization; engages in high level strategy by challenging and supporting efforts to advance the mission of ACRP; draws from each Trustees unique talents while fostering high levels of performance; and forges a dynamic relationship with the Executive Director. To achieve exceptional governance, the ABoT will:

1. Govern in constructive partnership with the Executive Director, recognizing that the effectiveness of the Board and Executive Director are interdependent. This partnership will be built through trust, candor, mutual respect, and honest communication.
2. Shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. The ABoT will treat questions of mission, vision, and core values as statements of crucial importance to be folded into deliberations.
3. Continuously engage in strategic thinking to hone the direction of ACRP. The ABoT will align organizational goals with strategic priorities as well as use them for assessing the Executive Director, driving meeting agendas, and shaping Board recruitment.
4. Institutionalize a culture of inquiry, respect, and constructive debate that leads to sound and shared decision-making based on open discussion and thorough analysis.
5. Apply rigorous conflict-of-interest procedures and place the interests of the organization above themselves when making decisions. The ABoT will not allow their votes to be unduly influenced by loyalty to any one person or by seniority, position, or reputation of fellow Board members or staff.
6. Promote an ethos of transparency by ensuring that stakeholders and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. The ABoT will also extend transparency internally, ensuring that every Board member has equal access to relevant materials when making decisions.
7. Promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight including an independent audit to (a) ensure accountability and sufficient controls, (b) deepen their understanding of the organization, and (c) reduce the risk of waste, fraud, and abuse.
8. Link bold visions and ambitious plans to financial support, expertise, and networks of influence. The ABoT will link the annual business plan and budget to strategic planning and approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacities it needs.

¹Adapted from The Source: Twelve Principles of Governance That Power Exceptional Boards. Washington, DC: BoardSource 2005.

9. Measure the organization’s progress towards its mission and evaluate the performance of major programs and services. The ABoT will gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.
10. Purposefully structure the Board to fulfill essential governance duties that support organizational priorities and invest in practices that can be thoughtfully adapted to changing circumstances.
11. Evaluate their individual and collective performance of the Board and Executive Director and assess the value that is added to the organization. The ABoT will embed learning opportunities into routine governance work and in activities outside of Board meetings.
12. Utilize the correlation between mission, strategy, and Board composition to energize itself and foster fresh perspectives through planned turnover, thoughtful recruitment, and inclusiveness.

MONITORING AND REVIEW SCHEDULE

The Governance Committee will review this policy every three years.

DATES REVIEWED BY COMMITTEE

September 8, 2015
December 10, 2018
September 22, 2021

DATES MODIFIED BY COMMITTEE

September 8, 2015
September 22, 2021

DATES APPROVED BY COMMITTEE

September 8, 2015
December 10, 2018
September 22, 2021

DATES REVIEWED BY ABOT

November 13, 2012
September 25, 2015
November 12, 2021

DATES APPROVED BY ABOT

November 13, 2012
September 25, 2015
November 12, 2021



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Association of Clinical Research Professionals Board of Trustees Policy 2.3

Trustee Fiduciary Responsibility Statement

All members of the Association Board of Trustees have the responsibility to act prudently in their handling of the association's resources. As a fiduciary of ACRP, Trustees must maintain financial accountability of the organization and exercise due diligence to oversee that the association is well-managed.

Fiduciary responsibility of the ABoT requires each Board member to stay objective, responsible, honest, trustworthy, and, as stewards of public trust, always act for the good of the association rather than for the benefit of themselves. Trustees should exercise reasonable care in all decision making, without placing the organization under unnecessary risk.

The legal standards by which all actions taken by non-profit Board leaders are judged – both as individual members and as a collective Board – are defined as the duty of care, duty of loyalty, and duty of obedience. ACRP, through its purchase of Directors and Officers Insurance, may be able to hold its Trustees harmless from lawsuits as long as they operate within the legal bounds of their fiduciary responsibilities.

The Duty of Care

Duty of care requires Board members to be reasonably informed about the association's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in a similar position. ACRP Trustees may exercise the duty of care by reading relevant documents; preparing in advance for Board meetings; obtaining information, before voting, to make sound decisions; exercising independent judgment; reviewing the association's finances and financial policies; and ensuring compliance with state and federal filing requirements.

The Duty of Loyalty

Duty of loyalty requires Board members, when acting on behalf of their organization, to give undivided allegiance to the organization, without regard to personal interest, business interest, or the interest of any other region or organization. In practice, ACRP Trustees may exercise the duty of loyalty by adhering to the ACRP Conflict of Interest policy and maintaining ongoing awareness of possible conflicts of interest; signing the Annual Disclosure Form; avoiding the use of corporate opportunities for personal gain or benefit; and maintaining the confidentiality of information about ACRP.

The Duty of Obedience

Duty of obedience requires that Board members act within the scope of legal authority of federal, state and local laws, as well as adhere to the organization's articles of incorporation, bylaws and mission. ACRP Trustees may exercise their duty of obedience by ensuring compliance with all regulatory and reporting requirements, examining all documents that govern ACRP and its operations, and making decisions that fall within the scope of the mission and governing documents of ACRP.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Governance Committee.

DATES REVIEWED BY COMMITTEE

September 8, 2015
December 10, 2018
September 22, 2021

DATES MODIFIED BY COMMITTEE

September 8, 2015
September 22, 2021

DATES APPROVED BY COMMITTEE

September 8, 2015
December 10, 2018
September 22, 2021

DATES REVIEWED BY ABOT

November 13, 2012
September 25, 2015
November 12, 2021

DATES APPROVED BY ABOT

November 13, 2012
September 25, 2015
November 12, 2021



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Association of Clinical Research Professionals Board of Trustees Policy 2.4

Board-Executive Director Linkage

PREFACE

The ACRP Bylaws Article VIII outlines the authority and responsibilities provided by the Board to the Executive Director for managing the day to day affairs of the Association and implementing the policies and the objectives of the Association approved by the Board.

PURPOSE

To define the relationship between the Association Board of Trustees (ABoT) and its Executive Director that distinguishes governance from management, so that the staff members do not adopt, implement, or administer major strategic policies without input from the board and both the ABoT and its individual members are free from any activities related to operational functions that properly belong to the staff.

SCOPE

This policy is applicable to ACRP and any ventures that are controlled by the Association.

POLICY

Board-Executive Director Relationship:

In the ABoT's official connection to the operational organization, its achievements, and conduct will be through its Executive Director and those staff members designated by the Executive Director. The Executive Director will be held accountable through an annual evaluation process that will be conducted by the Executive Committee.

Unity of Control:

Only decisions of the ABoT acting as a body are binding on the Executive Director. Accordingly,

1. Decisions or instructions from the ABoT acting as a body are binding on the Executive Director. Decisions or instructions of individual ABoT Members, Officers, or Committees are not binding on the Executive Director except in rare instances when the ABoT has specifically authorized such exercise of authority.
2. In the case of ABoT Members or Committees requesting information or assistance without the authorization of the entire ABoT, the Executive Director will respond to the request and carefully review it in order to determine if a response would require a material amount of staff time or funds, or are disruptive to the operations of ACRP. In the case in which a response to a request is denied, the Executive Director will directly notify the ABoT member and the ABoT member may appeal the decision by bringing the request and the reasoning for it to the entire ABoT.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and reviewed by the ACRP Governance Committee and ABoT every even numbered year.

DATES REVIEWED BY COMMITTEE

September 23, 2020

DATES MODIFIED BY COMMITTEE

DATES APPROVED BY COMMITTEE

September 23, 2020

DATES REVIEWED BY ABOT

November 13, 2012

September 14, 2016

November 17, 2018

November 14, 2020

DATES APPROVED BY ABOT

November 13, 2012

September 14, 2016

November 17, 2018

November 14, 2020



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Association of Clinical Research Professionals Board of Trustees Policy 2.5

Officer Election and Appointment

PREFACE

Article VI of the ACRP Bylaws identifies and defines the Officers of the Association.

PURPOSE

The Officer Election and Appointment Policy sets out the processes which supports this Bylaws provision.

SCOPE

This policy is applicable to the Association Board of Trustees.

POLICY

Under Article VI of the Bylaws, all Officer terms are for one-year. The offices of the Chair and the Immediate Past Chair are ex-officio and the office of Secretary is an appointed position. The offices of the Vice Chair and Treasurer are elected positions. Candidates for the offices of Vice Chair and Treasurer are limited to Trustees currently serving as members of the Association Board of Trustees.

If at the time of the Vice Chair and Treasurer election, the candidates are pending re-election as Trustees, they may pursue the nomination and election. However, if the candidate(s) are/is elected Vice Chair or Treasurer and not re-elected to serve a second term, they will be removed as Vice Chair or Treasurer and a second election will be held at a duly called Board meeting.

Voting Procedures

The Chair of the Board will lead the nominations and election process for each office by calling for nominations during the fourth quarter of each calendar year. Nominations may be self-made or made by another Trustee and must be presented to the Chair by the established deadline. The Chair or Vice Chair will contact any candidate who did not self-nominate, to validate their willingness to serve.

As part of the Board documents for the Board of Trustees meeting that occurs during the fourth quarter of each year, the Board will be presented with information on each nominee's Board tenure, attendance record, and past and current committee service.

Each candidate will be offered an opportunity to address the Board at the meeting but will not be required to do so. After the candidate(s) address the Board, the Chair shall call for a Board vote and the candidate(s) shall withdraw from the meeting. If more than one Trustee is standing for the office of Vice Chair or Treasurer, the vote shall be cast by ballot and tallied by the Secretary, or a staff liaison appointed by the Chair. The Vice Chair and Treasurer shall be elected by the affirmative vote of a majority of voting Trustees present at the meeting. The Secretary or designee will advise the Chair of the election results which the Chair shall announce to the Board without any indication of the actual vote count. If no one candidate receives a majority vote, the Chair may call for a revote(s) or may table the

election for later consideration. The candidate(s) may rejoin the meeting and the Chair shall announce the elected Vice Chair and Treasurer without an indication of the votes received.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Governance Committee.

DATES REVIEWED BY COMMITTEE

December 15, 2014
September 8, 2015
September 10, 2018
January 25, 2022

DATES MODIFIED BY COMMITTEE

December 15, 2014
September 8, 2015
January 25, 2022

DATES APPROVED BY COMMITTEE

December 15, 2014
September 8, 2015
September 10, 2018
January 25, 2022

DATED REVIEWED BY ABOT

November 13, 2012
September 25, 2015
November 17, 2018
February 4, 2022

DATES APPROVED BY ABOT

November 13, 2012
September 25, 2015
November 17, 2018
February 4, 2022



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Association of Clinical Research Professionals Board of Trustees Policy 2.6

Disclosure and Management of Conflicts of Interest

PURPOSE

The Conflict of Interest Policy supports the expectation that volunteers and employees of the Association of Clinical Research Professionals (ACRP) and its affiliate organization—The Academy of Clinical Research Professionals (Academy) — must act at all times in the best interests of ACRP and not for personal or third-party gain or financial enrichment. Such personal or third-party gain is deemed a conflict of interest.

SCOPE

This policy applies to all volunteers and employees of ACRP and the Academy.

CONFLICT OF INTEREST DIRECTIVE

As an ACRP Volunteer or Employee, ACRP expects you will act as its fiduciary in all you do on its behalf, especially as to conflicts of interest that may arise during your tenure. To help you understand this fiduciary duty and to avoid even the appearance of any conflict of interest in your tenure with ACRP, we offer the following statement.

First and foremost, please understand that your fiduciary duty includes a duty of loyalty to ACRP and a duty to act with care in carrying out your ACRP responsibilities. This means that you cannot use your position to benefit yourself to the detriment of ACRP. You must set aside your personal interests and, as a Volunteer or Employee, act/make decisions on the basis of what's best for ACRP, not what's best for you. ACRP trusts you to do this. In practice, this means you must recognize when your personal/ professional interest and ACRP's interest are in conflict, advise the designated ACRP official(s) of that conflict, and abstain from voting or acting on the matter that involves the conflict.

You must also not take advantage of an opportunity that belongs to ACRP by exploiting it for yourself. And most importantly, you must never compete with ACRP, i.e., you must not take business or customers away from ACRP or take/use its trade secrets or other confidential information for your own personal/professional benefit.

In summary, as a Volunteer and Employee, keep ACRP's interests before your own, act and make decisions in good faith, i.e., fully informed, and with due consideration for the impact of the decision on ACRP. In doing so, you will likely avoid any difficulty with possible conflicts of interest.

DEFINITIONS

A Conflict of Interest is a transaction or relationship which presents or may present a conflict between a Board member's fiduciary obligation to ACRP and the Board member's personal, professional, business, or other interests.

Examples of Potential Conflicts of Interest (examples are not all inclusive):

- 1) You serve on either ACRP's or the Academy's Board of Trustees and also serve on the board of another organization that directly competes with ACRP in the areas of education, training, or certification.
- 2) You work or consult for a company engaged in the development of marketed educational/training materials or services that directly compete with ACRP.
- 3) You have a financial/personal interest in an organization with which ACRP does business and could, therefore, be perceived to be in a position to influence relevant business decisions.
- 4) ACRP is planning to engage a consultant and you lobby for your relative's company to be awarded the contract.
- 5) You serve on an advisory board or planning committee for an organization that holds conferences/training sessions that directly compete with ACRP.
- 6) You submit an abstract, conduct a workshop, or run a training session at a conference that directly competes with a scheduled ACRP event.
- 7) You present an invited lecture, workshop, or training session at a conference that directly competes with a scheduled ACRP event. Please discuss the specifics with the Executive Director prior to committing.

Finally, the existence of a conflict of interest may not prevent someone from participating in the Association's or its affiliates' programs. However, full disclosure of the relationship will openly identify any potential conflicts of interest which will require management as necessary.

CONFLICT OF INTEREST MANAGEMENT PROCESS

All ACRP Trustees, Committee Members, and Staff identified by the Executive Director must complete the Conflict of Interest Disclosure Form at the start of each calendar year. If a potential conflict of interest should arise after the disclosure form has been submitted, the Executive Director must be promptly notified (within 5 business days) and the nature/specifics of the conflict of interest should be submitted in writing within ten (10) business days.

When a potential conflict of interest is discovered or disclosed the following steps will be taken:

1. The Executive Director will refer it to the Governance Committee.
2. The Governance Committee will collect and consider facts and information surrounding the conflict of interest as needed.
3. After the Governance Committee has fully reviewed and discussed the facts and information about the conflict of interest, it will provide a report and/or a recommended management plan to the ABoT unless the conflict of interest is determined to be inconsequential.
4. ABoT must approve any management plan for the conflict of interest.
5. If time does not allow for the above steps, the Executive Director will share the conflict of interest with the ABoT Chair and the Governance Committee Chair to determine any immediate action that must be taken and report it to the Board of Trustees no later than their next meeting.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the ACRP Governance Committee and applicable Board of Trustees.

DATES REVIEWED BY COMMITTEE

November 16, 2018
September 23, 2020
October 7, 2020

DATES MODIFIED BY COMMITTEE

September 23, 2020
October 7, 2020

DATES APPROVED BY COMMITTEE

November 16, 2018
September 23, 2020
October 7, 2020

DATES REVIEWED BY ABOT

September 19, 2013
November 14, 2020

DATE APPROVED BY ABOT

September 19, 2013
November 14, 2020



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Association of Clinical Research Professionals Board of Trustees Policy 2.7

Non-Discrimination

PURPOSE

To state the ACRP policy against discrimination of members, certificants, and applicants for membership or certification.

SCOPE

This policy is applicable to ACRP and its affiliate, the Academy of Clinical Research Professionals (Academy).

POLICY

ACRP and the Academy shall not discriminate against any member, certificant, or individual applying for membership or certification on the basis of gender, race, color, national origin, sex, age, religion, marital status, sexual orientation, political affiliation, citizenship status, physical challenge, disability, veteran status or any other status or condition that is protected by applicable law.

MONITORING AND REVIEW SCHEDULE:

Monitor as needed and review every three years by the applicable Boards of Trustees.

DATE APPROVED by ABoT

June 28, 2012

November 17, 2018

November 12, 2021

DATES REVIEWED By ABoT*

November 14, 2015

November 17, 2018

November 12, 2021

DATES MODIFIED by ABoT

November 14, 2015

***Modified by Staff on March 3, 2016 to remove references to APCR.**



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Association of Clinical Research Professionals Board of Trustees Policy 2.8

Honorary Membership

PURPOSE

The Honorary Membership Policy establishes the criteria for conferring an Honorary ACRP Membership on an individual. The intent of this recognition is to acknowledge those persons who have significantly contributed to the clinical research enterprise and/or to ACRP.

SCOPE

This policy is applicable to ACRP (Article IV, Sections 1 and 3 of the ACRP Amended & Restated By-Laws).

POLICY

The classification of lifetime Honorary Membership may be automatically extended to the following persons without vote of the ACRP Board of Trustees. These Honorary Members shall have membership voting rights but shall not be entitled to serve as an Association Officer or Trustee.

- Past Chairs of the ACRP Board of Trustees after their Board service ends
- Individuals holding the ACRP Fellows (FACRP) designation who retire

The classification of Honorary Membership may be extended to the following persons upon vote of the ACRP Board of Trustees. These Honorary Members shall not have membership voting rights nor serve as an Association Officer or Trustee. Honorary membership may be given for varying lengths of time (i.e., one year to lifetime).

- Designated award recipients
- Individuals from organizations collaborating with ACRP

DEFINITIONS

Honorary Membership - Membership without payment of dues.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Board of Trustees.

DATES REVIEWED BY BOARD

September 15, 2015

November 6, 2018

September 9, 2020

DATES MODIFIED BY BOARD

September 15, 2015

September 9, 2020

DATES APPROVED BY BOARD

September 15, 2015

November 6, 2018

September 9, 2020



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Association of Clinical Research Professionals Board of Trustees Policy 2.9

Global Media and Communications

Purpose

The Association of Clinical Research Professionals and its employees, trustees and members must talk about the Association in a way that protects its reputation and promotes its brand honestly and accurately, regardless of the medium used to communicate – traditional media, social media or external-facing events.

ACRP's reputation among its key audiences is vital to the association's long-term success. In today's world, information flows instantaneously and continuously, and it is critical that our communications with external audiences are managed in a coordinated way and our messages are consistent with and aligned to ACRP's policies, priorities and needs.

Of paramount importance is that ACRP issues information externally that is responsible, accurate, consistent, and timely.

ACRP has developed this Global Media & Communications Policy to provide clear guidelines to employees, trustees, and members. Specifically, the policy addresses:

- The process for protecting ACRP's reputation, good name, brand identities and intellectual property.
- Any external and/or internal communications that refer to or relate to the Association or a person's relationship with the Association, both verbal and written.
- The vehicles used to communicate, externally and/or internally, including but not limited to hard copy, electronic copy, ACRP's web site, ACRP's official social media channels, personal social media channels of employees, trustees and members, and/or speeches/presentations to external audiences.
- The difference between communicating *about* ACRP and communicating *on behalf of* ACRP.
- Individuals who are authorized to officially communicate *on behalf of* ACRP.
- The process for handling requests for information from media or other third-party organizations.
- Individuals at ACRP who are responsible for handling all external and/or internal communications and/or requests.

Scope

This global media policy applies to *ALL*:

- ACRP Staff
- ACRP Board of Trustees, Academy Board, Executive Committees, and all Advisory Board members
- ACRP Members

The Media: What & Who It is

Media are defined as newspapers, magazines, journals, bulletins, newsletters, radio and television programs, and electronic media such as online journals, online news web sites, including alternative news web sites, blogs, podcasts, electronic newsletters and noticeboards.

All representatives of media organizations as defined above, including reporters, researchers, editors, managers, and technical staff, should be considered and treated as journalists.

Official Company Spokesperson(s)

Official ACRP Spokespersons include:

- Executive Director
- ACRP Board of Trustees Chair

Guidelines for Talking to the Media

Only official spokesperson(s) are permitted to talk to the media *on behalf of* ACRP. However, ACRP recognizes that staff, trustees and members could be approached in person or called by media with requests for information, either related to ACRP or related to personal activities outside the workplace/association.

When approached by media about an ACRP-related issue, refer the media representative to ACRP's Marketing & Communications Department. Do not say you are not allowed to talk to a reporter or have to get permission to do so. Instead, tell the reporter that "ACRP's policy is to refer all media inquiries to the Marketing & Communications Department. You can reach them at 703-258-3506."

The following set of scenarios provides additional guidelines for staff, trustees, and members to follow, including:

1. Media Calls/Emails

SCENARIOS

A national television producer calls ACRP's main switchboard looking for information about a member...

A local daily newspaper reporter calls an ACRP chapter head looking for information about a recent clinical trial issue at a CRO in their community....

A trade magazine reporter sends an email to a friend they know is on the ACRP board looking for information about a new clinical trials app for research professionals that ACRP is piloting....

In all these scenarios (and others involving any and all written or verbal inquiries from a reporter or member of the media), the process is always the same.

1. Obtain the name, organization, and contact information from the media representative.
2. Tell them that "ACRP's policy is to refer all media inquiries to the Marketing & Communications Department. You can reach them at 703-258-3506.
3. Call or send email to ACRP's Chief Marketing Officer alerting them that a member of the media will be in touch and provide all information you have obtained.

2. In-person Interactions with Media at Industry Event or Conference

SCENARIOS

A journalist approaches a staff member at ACRP's annual meeting with a question about programming....

While attending a press conference for the launch of a new drug, a national newspaper investigative reporter asks an ACRP trustee -- who is also an executive with the pharma company responsible for the development of the new drug -- a question about the accuracy of the research data....

A local ACRP chapter head is attending a luncheon hosted by a CRO and a trade publication reporter asks about the relationship between ACRP and the CRO....

In all these scenarios (and others involving any and all verbal inquiries about ACRP from a reporter or member of the media at a public or private event), the bottom line is always the same.

1. Obtain the name, organization and contact information from the media representative.
2. Tell them that "ACRP's policy is to refer all media inquiries to the Marketing & Communications Department. You can reach them at 703-258-3506.
3. Call or send email to ACRP's Chief Marketing Officer alerting them that a member of the media will be in touch and provide any and all information you have obtained.

3. Commenting on Published/Aired Stories and Articles

SCENARIO

An ACRP staffer, trustee or member sees something in the news and believes it is something that ACRP should make a public comment on via social media channels...

1. Forward email with link to story to ACRP's Chief Marketing Officer with a brief explanation of why you think this is something that ACRP should speak publicly.
2. ACRP's Marketing & Communications Department will review all requests received with senior management and decide if commentary is appropriate and/or necessary.

3. ACRP's Marketing & Communications Department will work with the necessary stakeholders to gather information and determine if and how ACRP will comment (i.e., letter to the editor, social media post, blog, op-ed or bylined article, etc.).
4. Know that all external and internal communications are generated by the Marketing & Communications Department and must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

4. Personal Representation in the Media

SCENARIO

A reporter is covering the local community health fair where you are volunteering with your child's baseball team and asks you a question related to the team's commitment to physical fitness for all children...

You are presenting at a local community board meeting about funding for the library's after school program and are approach by a local television station in attendance to comment on camera....

1. Employees may participate in media interviews. However, in order to avoid any confusion about whether you are speaking on your own or on behalf of ACRP, staffers, trustees and members may not reference ACRP or their role with the organization, unless they have obtained prior approval to do so from ACRP's Marketing & Communications Department.
2. If you have any questions or need further clarification, please contact ACRP's Marketing & Communications Director.

Guidelines for External and Internal Communications Vehicles

All external and internal communications are generated by the Marketing & Communications Department and must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

The process for developing all communications vehicles is managed by ACRP's Marketing & Communications Department.

External communications vehicles include but are not limited to press releases, press statements, official position statements, op-ed or bylined articles, letters to the editor, blogs, presentations, remarks, quotes, photos, videos, graphs, charts, reports, brochures, social media updates on official ACRP channels, etc. Internal communications vehicles include but are not limited to ACRP's member publication, e-newsletters and emails, photos, videos, brochures, member letters, etc.

Guidelines for Official ACRP Position Statements

From time to time, important industry issues, pending legislation or an unfolding crisis situation may lead ACRP to decide it is necessary to issue an official position statement. This kind of statement reiterates ACRP's commitment to its mission, lays out ACRP's position on the issue at hand with 2-3 supporting statements or documentation that explains how ACRP came to hold its position.

These types of statements are generated by ACRP's Marketing & Communications Department in close coordination with ACRP's executive team and Board of Trustees.

As with all other external and internal communications vehicles, official position statements must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

The process for developing ACRP official position statements is managed by ACRP's Marketing & Communications Department.

Guidelines for Proactive Media Coverage

ACRP's Marketing & Communications Department is the only ACRP department authorized to distribute official communications, pitch coverage of particular events or projects/programs and/or hold news conferences. If you have a story idea or are working on a project that you believe ACRP should tell externally and/or be shared with the press, please submit your suggestion to ACRP's Marketing & Communications Department for review and consideration.

Do not call a member of the media directly without first consulting with ACRP's Marketing & Communications Department.

ACRP's Marketing & Communications Department will work with you to gather information and determine if and how news media should be contacted. Similar measures used by editors and reporters will be considered to determine if your story idea is newsworthy.

In some cases, it may be decided that your story idea is more appropriate for internal publicity such as ACRP's *Clinical Researcher* magazine, e-newsletters, etc.

Please remember that all external and internal communications are generated by the Marketing & Communications Department and must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

Guidelines for Photographs and Video

Occasionally, members of the media may request permission to take photos or video at ACRP events. All requests should be sent to ACRP's Marketing & Communications Department for review and approval. In addition, for both external and internal purposes, ACRP may hire its own third-party photographer or videographer to capture photos and videos of staffers, trustees or members to support ACRP's overall communications strategy.

In these cases, ACRP will require staffers, trustees or members to sign an official consent and release form that allows ACRP to use your image and story in all and any internal and external communications, published, electronic or digital in perpetuity.

Guidelines for External Speaking Engagements, Presentations and Publications

External speaking engagements where an ACRP employee, trustee and/or member is invited to speak *on behalf of the organization* must be approved by ACRP's Executive Director, Deputy Executive Director, and Marketing & Communications Department.

In addition, ACRP's Marketing & Communications Department will:

- provide approved speakers with the most up-to-date ACRP background information and key messages.
- determine if your speaking engagement is something that the association wants to communicate externally and/or internally and plan accordingly.

If a media representative is in attendance at the event and has questions about your presentation, employees, trustees and/or members should:

- respond at the event only to inquiries directly related to the facts relayed in the presentation.
- tell media with questions unrelated to the presentation that "ACRP's policy is to refer all media inquiries to the Marketing & Communications Department. You can reach them at 703-258-3506."
- report any contact with the media to ACRP's Marketing & Communications Department.

Guidelines for Third Party Announcements, Endorsements and Use of ACRP Branding

Third party organizations may seek to issue a news release that promotes a business relationship or identifies a partnership with ACRP. Such announcements by third parties require advance approval from ACRP's Marketing & Communications Department. Together, the department will work with the third-party organization to determine appropriateness of the announcement and a plan for the external distribution of the information on a case-by-case basis.

ACRP does not allow the use of its name, logo or statements by its employees, trustees, or members in the printed or electronic documents of suppliers, consultants, business partners or other third parties without written permission from ACRP's Marketing & Communications Department.

With respect to the use of ACRP's logo, the Marketing & Communications Department will review the final proof for approved logo files to third party organizations which meet ACRP's graphic standards for fonts, primary colors, accent colors, logos and other details in accordance with ACRP's brand and communications plan.

Exhibitors

ACRP will provide all exhibitors at its annual meeting expo with a simple statement about the association and the annual meeting that can be incorporated into exhibitors' press materials, as well as any appropriate social media channels and hashtags to follow/use.

If a special request is made for a quote from an ACRP rep and/or to use ACRP's logo in printed materials and communications, ACRP's Marketing & Communications Department will review all requests received and decide if commentary is appropriate and/or necessary based on the nature of ACRP's relationship with a given exhibitor (i.e., a partner or sponsor, in addition to being a paid exhibitor).

As stated earlier, all external and internal communications are generated by the Marketing & Communications Department and must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

Partners

1. ACRP does not endorse people, products, services, and organizations. Official ACRP accounts should not be used to provide such endorsements.
2. If ACRP receives a request from a partner organization (i.e., CenterWatch, PhRMA, etc.) for a quote for a press release, logo, etc., ACRP's Marketing & Communications Department will review all requests received and decide if commentary is appropriate and/or necessary based on the announcement and the nature of ACRP's relationship with a given partner organization.

As stated earlier, all external and internal communications are generated by the Marketing & Communications Department and must be approved BEFORE being distributed externally or internally by ACRP's Marketing & Communications Director, Executive Director, Deputy Executive Director, or other ACRP reps as appropriate, third party partners as appropriate, and finally ACRP's legal department.

Guidelines for Internet, Social Media, and Other Electronic Communications

ACRP uses social media to highlight its own material, including programs, blogs, new content to the Web site, reports and other ACRP resources. Currently, ACRP has official Facebook, LinkedIn, Twitter, YouTube and Flickr channels. These channels are maintained by ACRP's Marketing & Communications Department exclusively. The following are guidelines for ACRP employees, trustees and members who participate in social media, including but not limited to personal blogs and other websites, including Facebook, LinkedIn, Twitter, YouTube or others. These guidelines apply whether employees, trustees and members are posting to their own sites or commenting on other sites:

Employee use of social media for personal communication: Employees should not routinely use personal social media channels *to comment* on ACRP-related content. Employees may share ACRP content via their personal social media channels (e.g., LinkedIn) but must identify as an employee of ACRP when doing so. If an employee chooses to share a personal opinion and not the Company's position, the employee should note that the opinion is a personal statement and not affiliated or associated with his/her/their role at ACRP. See the ACRP Employee Handbook for greater detail about employee's use of social media while employed at ACRP.

For employees, members and others posting to ACRP social media channels in a professional capacity: If you communicate in the public internet about ACRP or ACRP-related matters, you must disclose your connection with ACRP.

Follow all applicable ACRP policies. For example, you must not share confidential or proprietary information about the association. This includes financial information, legal matters, organizational internal strategies, campaign benchmarks, unreleased advertising or promotions, internal processes, or methodologies, circulating rumors, colleagues or members personal information.

Employees posting *on behalf of* ACRP (i.e., official spokespersons) are to respectfully and professionally represent the organization, adhere to the terms and conditions of any third-party sites, and take full responsibility for their communication. Unless approved by the ACRP Marketing & Communications Department, your social media name, handle and URL should not include ACRP's name or logo.

For members and those affiliated with ACRP who post opinion-based content, , where your connection to ACRP is apparent, make it clear that you are speaking for yourself and not on behalf of ACRP. In those circumstances, include the disclaimer: "The views expressed on this [blog; website] are my own and do not reflect the views of my employer." Consider adding this language in an "About me" section of your blog or social media profile.

Who to Contact with Questions about ACRP’s Global Media Strategy?

Marketing & Communications Department
Association of Clinical Research Professionals
D: 703.258.3506
610 Madison St., Ste. 101- #613
Alexandria, VA 22314
E: Media@acrpnet.org
W: www.acrpnet.org

MONITORING AND REVIEW SCHEDULE

Review every three years by the ACRP Board of Trustees (ABoT).

Date Reviewed by ABoT

November 14, 2015
November 12, 2021

Approved by ABoT

November 14, 2015
November 12, 2021



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III. Committee Charters



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Association of Clinical Research Professionals Executive Committee Charter 3.1

Article I. Purpose

The Executive Committee, a standing committee of the ACRP Board of Trustees made up of the officers of the Board, works in support of the full Board on matters affecting the institutional management and governing practices of ACRP. It serves at the direction of the ACRP Board of Trustees and shall perform all duties as delegated to it by the ACRP Board.

Article II. Authority

The authority for the Executive Committee is the same as the scope of the individual members' authority as officers of the Board as defined in the Association Bylaws.

The Committee may function in the interim periods between meetings of the Board of Trustees and shall, within the policies of the organization and budget limitations, act upon such matters as may be referred from time to time by the Board of Trustees. The Committee may on occasion act in place of the full Board in the event of an emergency. ABoT may reconsider any action by the Executive Committee.

In discharging its responsibilities, the Executive Committee shall have full access to any relevant records of the organization. It shall have the authority to obtain advice and seek assistance from internal and external advisors and consultants.

Article III. Composition

ACRP Bylaws, Article VI, Section 1, state that the Trustee Officers (voting members) shall operate as the Executive Committee. The ACRP Trustee Officers are:

- 1) Chair
- 2) Vice Chair
- 3) Immediate Past Chair
- 4) Treasurer
- 5) Secretary (only if an elected member of the ACRP Board of Trustees)
- 6) Per the Bylaws, such other offices as may be defined and created by the Board from time to time in its sole discretion

These Officers shall serve in an ex-officio capacity in the same positions on the Executive Committee. Committee terms are one-year, commencing at the start of the fiscal year, as are their officer terms on the Board of Trustees. The ACRP Executive Director shall be invited to attend Executive Committee meetings in a non-voting capacity.

Article IV. Meetings

The Committee shall meet as needed, prior to regularly scheduled ACRP Board of Trustees meetings, or in the interim periods between meetings of the Board. All

Committee members are expected to attend each meeting, in person or via telephone or videoconference. The Secretary of ACRP shall act as the Committee's Secretary, keeping a minute record of all proceedings of the Committee. The Committee shall report such proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the voting members of the Executive Committee shall constitute a quorum for any meeting. The act of a majority of the voting members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Executive Committee responsibilities include:

- 1) Providing input on ACRP Board of Trustee meeting agendas.
- 2) Developing content for presentations at the annual business meeting of the membership including:
 - Chair, Treasurer and Executive Director's Presentations
 - Reviewing Academy of Clinical Research Professionals Presentations
- 3) Serving as the primary source of support and counsel to the Executive Director on matters involving the management of the organization.
- 4) Acting as the liaison between the ACRP Board of Trustees and the Executive Director:
 - Developing annual goals and objectives (strategic planning) for Board approval
 - Conducting the Executive Director's annual performance review; providing Board feedback/updates on performance and assessment of progress towards meeting defined goals and overall performance.
 - Developing compensation program for Executive Director for Board approval.
 - Determining if Executive Director's compensation and benefit plans are appropriate to the market for the skills employed, and if not, make recommendations to the Board.
 - Maintaining up to date Executive Director job description.
 - Overseeing search for Executive Director.
 - Developing a succession plan for Executive Director.
- 5) Review Executive Director policies and Committee charter every one-to-three years according to the association's policy review schedule; recommend any changes or new policies for board approval as needed.

Article VI. Standard of Care

In exercising their responsibilities, members of the Executive Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonable and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.

As approved September 9, 2020



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Association of Clinical Research Professionals Finance Committee Charter 3.2

Article I. Purpose

The Finance Committee is a standing committee of the ACRP Board of Trustees. Members are responsible for providing financial oversight and guidance to the ACRP Board of Trustees and staff leadership.

Article II. Authority

As a Board committee, the scope of the Finance Committee extends to all financial activities conducted by ACRP. In discharging its responsibilities, the Finance Committee is a strategic advisory committee reporting to the ACRP Board of Trustees. It shall have full access to any relevant records of the organization. The Committee shall have the authority to obtain advice and seek assistance from internal and external advisors and consultants.

Article III. Composition

The Finance Committee shall consist of no less than four (4) and no more than seven (7) members from the ACRP Board of Trustees, including the following ex-officio members:

- 1) ACRP Chair
- 2) ACRP Vice Chair
- 3) ACRP Treasurer

Committee members shall be recommended by the incoming ACRP Board Chair and appointed annually by vote of the ACRP Board of Trustees for a one-year term, commencing at the start of the fiscal year. An individual may serve for no more than three terms, subject to their term of service on the board. The ACRP Treasurer will serve as chair of the committee. Financial or business planning experience is preferred for Committee members, but not required.

The ACRP Executive Director and any staff s/he deems necessary, shall be invited to attend meetings of the Finance Committee, in a non-voting capacity. The ACRP Secretary (if not the Executive Director) shall also attend meetings in a non-voting capacity, unless appointed to serve on the Committee as a Board of Trustees member.

Article IV. Meetings

The Committee shall meet at least four times a year via teleconference or in person and may convene additional meetings.

All Committee members are expected to attend each meeting, in person or via teleconference. The Secretary of ACRP shall act as the Secretary of the

As approved September 9, 2020

Committee, keeping a minute record of all proceedings of the Committee. The Committee shall report such proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the members of the Finance Committee shall constitute a quorum for any meeting. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Finance Committee responsibilities include:

- 1) Review and analyze the financial statements of the organization.
- 2) Review quarterly investment report; provide ACRP Board of Trustees with any recommendations.
- 3) Ensure assets are being managed appropriately.
- 4) Provide ACRP Board of Trustees with adequate and timely financial information to support and plan for the strategic objectives.
- 5) Present the annual budget to the ACRP Board of Trustees each November for consideration and approval.
- 6) Review and approve all requests for non-budgeted proposals that exceed the \$75,000 threshold for contracts on behalf of the Board.
- 7) Review investment policy and the organization's portfolio performance and recommend any changes.
- 8) Ensure the execution and completion of an annual audit or financial review by an independent audit firm; review resulting report, audit letter to management, or other findings.
- 9) Ensure the execution, completion, and filing of the association's annual tax returns as required by law.
- 10) Review ACRP's financial policies and the Committee charter every one-to-three years according to the association's policy review schedule; recommend any changes or new policies for board approval as needed.

Article VI. Standard of Care

In exercising their responsibilities, members of the Finance Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonably and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.

Association of Clinical Research Professionals Governance Committee Charter 3.3

Article I. Purpose

The Governance Committee, a standing committee of the ACRP Board of Trustees, works to ensure Board effectiveness, overseeing board composition, structure, roles and performance, orientation of new members, and the organization's bylaws and policies.

Article II. Authority

In discharging its responsibilities, the Governance Committee is a strategic advisory committee reporting to the ACRP Board of Trustees. It shall have full access to any relevant records of the organization. The Committee shall have the authority to obtain advice and seek assistance from internal and external advisors and consultants.

Article III. Composition

The Governance Committee shall consist of no less than three (3) and no more than seven (7) members from the ACRP Board of Trustees, including the following ex-officio members:

- 1) Immediate Past Chair, ACRP Board of Trustees; shall serve as Vice Chair of the Governance Committee
- 2) Vice Chair, ACRP Board of Trustees
- 3) Public Member, ACRP Board of Trustees

The Committee members and chairperson shall be recommended by the incoming ACRP Board Chair and appointed annually by vote of the ACRP Board of Trustees. Committee members will serve one-year terms and may serve up to four terms, with terms commencing at the start of the fiscal year. An individual may be appointed as Chair for one additional, one-year term if s/he has served for four terms.

The ACRP Executive Director, and any staff s/he deems necessary, shall be invited to attend meetings of the Governance Committee, in a non-voting capacity.

Article IV. Meetings

The Committee shall meet at least four times per year, in person or via telephone or videoconference with authority to convene additional meetings if necessary. All Committee members are expected to attend each meeting. The Secretary of ACRP shall act as the Secretary of the Committee, keeping a minute record of all proceedings of the Committee. The Committee shall report such proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the members of the Governance Committee shall constitute a quorum for any meeting. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Governance Committee responsibilities include:

- 1) Assess the overall structure and processes of the Board and meeting performance and participation. Make recommendations for improvements when appropriate.
- 2) Develop and conduct the ACRP Board of Trustees Expertise Assessment Survey to assess future Board composition and competencies needed to accomplish future work of the Board; communicate identified needs to the ACRP Nominating Committee.
- 3) Oversee and implement an orientation process for new Trustees.
- 4) Monitor best practices in governance to inform Trustees on their roles and responsibilities.
- 5) Conduct performance assessment of Trustees eligible to renew their term of service on the Board and performance assessment of the Board of Trustees as a whole.
- 6) Assess Trustee attendance at all ACRP Board meetings. For any Trustee absent for two or more board meetings per year, Committee members may recommend a plan of action to the ACRP Board of Trustees for consideration.
- 7) Review the ACRP Bylaws every three years or before, if needed.
- 8) Review ACRP's leadership descriptions, committee charters, and policies every one-to-three years according to the association's policy review schedule; recommend any changes or new policies for Board approval as needed.

Article VI. Standard of Care

In exercising their responsibilities, members of the Governance Committee will act in good faith and with that degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonably and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.



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Association of Clinical Research Professionals Nominating Committee Charter 3.4

Article I. Purpose

The Nominating Committee is a regular (non-Board) committee of the ACRP Board of Trustees. Members hold the responsibility to lead and conduct the recruitment process for qualified candidates for the ACRP Board of Trustees.

Article II. Authority

The Nominating Committee's scope and authority is to identify, evaluate and provide a recommended slate of candidates for the association's Board per the Board of Trustees Nomination and Election Policy. The Committee's role is as an advisory group to the Board.

ACRP's Governance Committee will inform the Committee in a timely manner with the number of Trustees needing to be replaced as well as whether Trustees eligible for re-election to a second term should be added to the slate of candidates. The Governance Committee will also inform the Nominating Committee of criteria sought in candidates to strengthen the Board.

Article III. Composition

The Nominating Committee shall consist of seven (7) ACRP members, reflecting the characteristics of the general ACRP membership when possible, and including the following ex-officio members:

- 1) Chair, ACRP Governance Committee
- 2) Immediate Past Chair, ACRP Board of Trustees; shall serve as the Board Liaison

One additional member may be a current Board Trustee; no more than 3 Board members may serve at a time to allow non-Board members to be a majority on the Committee.

After an open nominations process, the Committee members, chairperson, and vice chair shall be recommended by the incoming ACRP Board Chair and appointed by vote of the Board of Trustees. The Board Liaison may not serve as Committee Chair or Vice Chair. While it is the intent to have succession planning within committees through mentoring of all committee members including the Vice Chair, it should be understood that based on the needs of the Committee, the Vice Chair may not automatically ascend to the Chair position at the completion of his or her term as Vice Chair. Expertise of Nominating Committee members should include communication and leadership skills, strategic planning, and industry thought leadership.

Committee members will serve a two-year term and may serve up to one additional consecutive term. Terms will commence at the start of the fiscal year. An individual may be appointed as Chair for one additional, one-year term if s/he has served for two terms.

Previous members may return to serving on the Committee, per the needs of the Committee, after a one-year break in service.

The ACRP Executive Director, and any staff s/he deems necessary, shall be invited to attend meetings of the Nominating Committee, in a non-voting capacity. The Executive Director may encourage ACRP members to apply for open Trustee seats and may participate in Committee meetings and discussions of candidates; however, the Executive Director is not considered a Committee member and does not have a vote on Committee matters including recommending the proposed slate.

Article IV. Meetings

The Committee shall meet at least four times per year, in person or via telephone or videoconference, with authority to convene additional meetings if necessary. Fewer meetings may be held if it is determined that there are no vacancies to fill on the Board for the year ahead. All Committee members are expected to attend each meeting. ACRP's Secretary shall act as the Committee Secretary, keeping a minute record of all Committee proceedings. The Board Liaison shall report such proceedings at the next succeeding regular meeting of the Board of Trustees.

A simple majority of the members of the Nominating Committee shall constitute a quorum for any meeting. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Nominating Committee responsibilities include:

- 1) Hold a call for nominations
- 2) Actively recruit strong candidates to submit applications for volunteer service on ACRP's Board of Trustees.
- 3) Review and evaluate all candidate applications.
- 4) Submit a slate of recommended candidates to the Board of Trustees for approval as well as a list of all candidates ranked in the order they are recommended to be used for unexpected Board vacancies or potential participation in other volunteer roles.
- 5) Understand the strategic objectives for board recruitment and desired board member criteria and expertise areas, as defined by the ACRP Governance Committee.
- 6) Adhere to ACRP's Policies and Procedures.
- 7) Produce a Nominee Handbook with information about ACRP and its Board as well as an application for potential candidates.

Article VI. Standard of Care

In exercising their responsibilities, members of the Nominating Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonably and appropriate in relation to ACRP's assets, its purposes and the skills available to the organization.

As approved November 14, 2020

Association of Clinical Research Professionals Content Committee Charter 3.5

Article I. Purpose

The Content Committee is a regular (non-Board) Committee of the ACRP Board of Trustees. Members identify and develop content that informs, engages, educates, and provides value to ACRP members and the clinical research community. Content may be educational, research oriented, or other industry-specific information that is identified by the committee as relevant to ACRP's mission and strategic goals.

Article II. Authority

The scope of the Content Committee extends to all ACRP programs, conferences, publications, and educational products. The committee's role is as an advisory group to the Board and staff. In discharging its responsibilities, the Content Committee shall have full access to any relevant records of the organization. The Committee shall have the authority to obtain advice and seek assistance from internal advisors and consultants.

The Content Committee may form working groups as needed to support ACRP's annual goals, such as annual meeting program development and speaker identification, recruiting authors for ACRP publications, or training and development project identification. Working group rosters will be appointed by the Chair and Vice Chair of the Committee as needed and will be drawn from a pool of subject matter experts (SMEs) identified by the committee. SMEs must be members in good standing with ACRP.

Article III. Composition

The Content Committee shall consist of ACRP members. Its activities are not affiliated with the Academy of Clinical Research Professionals, and Committee members must be at least two years removed from service on the Academy Board or committees, including involvement with certification exam writing. Members also must wait two years after taking an ACRP certification exam before serving on the committee. The ACRP Board may appoint a liaison to serve as a voting member of the committee.

After an open-nominations process, the Committee members, chairperson, and vice chair shall be recommended by the incoming ACRP Board Chair and appointed by vote of the ACRP Board of Trustees. The ABoT Liaison may not serve as Chair or Vice Chair of the Committee. Based on the needs of the committee, the Vice Chair may not automatically ascend to the Chair position at the completion of his or her term as Vice Chair.

Committee members will serve two-year terms and may serve up to one additional consecutive term. Terms will commence at the start of the fiscal year. An individual may be appointed as Chair for one additional, one-year term if s/he has served for two terms. Previous members may return to serving the committee, per the needs of the committee, after a one-year break in service.

The ACRP Executive Director, and any staff s/he deems necessary, shall be invited to

attend meetings of the Content Committee, in a non-voting capacity.

Article IV. Meetings

The Committee will establish a meeting schedule annually based on its goals. Meetings will be held by teleconference and will be financially supported by ACRP. The association's Director of Training and Development shall act as the Secretary of the Committee, keeping a minute record of all proceedings of the Committee. The Board liaison to the Committee shall report proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the members of the Content Committee shall constitute a quorum for any meeting. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Content Committee responsibilities include:

1. Identify and/or develop content that informs, engages, educates, and provides value to ACRP members and the clinical research community.
2. Establish a team of SMEs to provide clinical research expertise to review and develop content. Ensure peer review and provide home study suggestions as appropriate.
3. Ensure that content is accurate and timely by enlisting the expertise of subject matter experts and/or through an established peer review process.
4. Ensure that educational content complies with appropriate Postgraduate Institute of Medicine, our Joint Provider for CME, CNE and ACHE Continuing Education units.
5. Identify industry knowledge gaps for clinical research professionals, proactively alerting ACRP about trends.
6. Identify content-related opportunities to grow business partnerships, enhance ACRP's brand, and support ACRP's mission.
7. Inform/develop relevant content to support ACRP's marketing initiatives to targeted membership segments.
8. Consider the strategic value of content as it pertains to driving membership engagement and supporting ACRP's goals, initiatives, & brand.
9. Ensure that ACRP maintains a record/resource library of clinical research content.
10. Adhere to ACRP's Policies and Procedures.
11. Ensure legal protection of ACRP's intellectual property; Committee members must sign a confidentiality/nondisclosure agreement, acknowledging ACRP's full legal ownership of all content and products related to the work of the Committee and requiring members to protect and maintain the proprietary or confidential nature of ACRP-related information. Committee members or SMEs must sign a copyright clearance agreement if they submit articles or other content for ACRP's published materials.

Article VI. Standard of Care

In exercising their responsibilities, members of the Content Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonably and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.



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Association of Clinical Research Professionals Professional Ethics Committee Charter 3.6

Article I. Purpose

The Professional Ethics Committee is a regular (non-Board) committee of the ACRP Board of Trustees. Members hold the responsibility to maintain and enforce standards of professional conduct and ethics within ACRP.

Article II. Authority

The Professional Ethics Committee upholds ACRP's Code of Ethics, reviewing and responding to cases of possible or actual misconduct by members or certificants and those seeking membership or certification. The Committee may also draft position statements on behalf of the Association.

The Committee has the authority to take disciplinary actions for non-certified individuals, as a result of a complaint investigation in accordance with ACRP's Discipline and Complaints Policy. In cases involving certificants from the Academy of Clinical Research Professionals, the Committee will investigate and recommend action to the Academy of Clinical Research Professionals for final action.

The Committee operates independently of the ACRP and Academy Boards of Trustees to review, investigate, and make a decision about a complaint; the committee then reports to the appropriate Board on the outcome per the Discipline and Complaints Policy.

In discharging its responsibilities, the Professional Ethics Committee shall have full access to any relevant records of the organization. The Committee shall have the authority to obtain advice and seek assistance from internal and external advisors and consultants.

Article III. Composition

The Committee shall consist of a minimum of five (5) ACRP members in good standing, with at least one international member living outside the United States or an individual with global expertise. Members may not be current members of the ACRP or Academy Board of Trustees. At least fifty percent of Committee members, not including the Chair, shall be certified by the Academy of Clinical Research Professionals. If there is an odd number of Committee members, the number of certified members shall be greater than the non-certified members.

After an open-nominations process, the Committee members, chairperson, and vice chair shall be recommended by the incoming ACRP Board Chair and appointed by vote of the ACRP Board of Trustees. Committee members must sign a confidentiality agreement when they join the Committee. While it is the intent to have succession planning within committees through mentoring of all committee members including the Vice Chair, it should be understood that based on the needs of the Committee, the Vice Chair may not

automatically ascend to the Chair position at the completion of his or her term as Vice Chair. Skills and expertise preferred for Professional Ethics Committee members should include: experience dealing with difficult situations of sensitive nature; ability to perform unbiased review based on facts; tactful, direct communication; clinical research process knowledge and experience; and regulatory compliance – FDA and ICH – expertise.

Committee members will serve two-year terms and may serve up to one additional consecutive term. Committee terms will commence at the start of the fiscal year. An individual may be appointed as Chair for one additional, one-year term if s/he has served for two terms.

The ACRP Executive Director, and any staff s/he deems necessary, shall be invited to attend meetings of the Professional Ethics Committee, in a non-voting capacity.

Article IV. Meetings

The Committee's meetings are Ad Hoc as ethics complaints and tasks arise. All Committee members are expected to attend each meeting, in person or via telephone or videoconference. The Secretary of ACRP shall act as the Secretary of the Committee, keeping a minute record of all proceedings of the Committee. The Committee shall report such proceedings at the next succeeding regular meeting of the ACRP Board of Trustees.

A simple majority of the members of the Professional Ethics Committee shall constitute a quorum for any meeting. The act of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Article V. Responsibilities

Professional Ethics Committee responsibilities include:

- 1) Address any complaints brought to the Committee in accordance with the ACRP Discipline and Complaints Policy.
- 2) Notify ACRP Board of Trustees or Academy Board of Trustees of any complaints, the outcome of complaint hearings, or recommended disciplinary actions.
- 3) Review and recommend updates to the following documents for Board approval every three years:
 - ACRP Code of Ethics and Professional Conduct
 - Discipline and Complaints Policy
- 4) Adhere to ACRP's Policies and Procedures.

Article VI. Standard of Care

In exercising their responsibilities, members of the Professional Ethics Committee will act in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. The Committee will incur only costs that are reasonably and appropriate in relation to ACRP's assets, its purposes, and the skills available to the organization.

As approved November 14, 2020



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IV. Executive Committee Policies



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Association of Clinical Research Professionals Executive Committee Policy 4.1

Executive Director Annual Performance Review

PREFACE

The ACRP Bylaws Article VIII outlines the Board’s authority to hire and employ the Association’s Executive Director who shall report to and be evaluated by Association Board of Trustees.

PURPOSE

The Executive Director Annual Performance Review Policy outlines the review process and the role of the ABoT and the Executive Director.

A properly administered Executive Director performance evaluation benefits the Executive Director, the Board, and the entire Association. Out of this important process, the Executive Director gains constructive feedback on his or her performance and the Board has the opportunity to measure the organization’s progress towards its objectives and previously set annual goals. The evaluation process helps to enhance the communication between the Board and the Executive Director, and facilitates the ABoT’s oversight function while providing them with an opportunity to support the Executive Director.

SCOPE

This policy is applicable to the Board of Trustees, the Executive Committee and the Executive Director of ACRP.

POLICY

The ABoT monitors the Executive Director to ensure that he or she is competent and effective in his or her role. In order to meet its contractual obligations, the Board is obligated to conduct an annual performance review and appraisal of the Executive Director. The performance review shall be led by the ACRP Executive Committee. Members of the ABoT and management from the ACRP staff will be included in the process.

Prior to the start of the fiscal year the ABoT shall establish a balanced set of well-defined, measurable goals and objectives to be used in evaluating the Executive Director’s performance. Such objectives and annual goals shall be mutually discussed and agreed upon between the Board and the Executive Director, and along with the Executive Director’s job description, should serve as the basis for the performance evaluation. A timeline for the completion of the various milestones in the review process will be established at the beginning of the fiscal year. The Executive Committee will provide the Executive Director the opportunity to present a written self-evaluation to the entire ABoT. All Trustees will also be given the opportunity to participate in an anonymous survey that elicits 360 feedback as well as written comments regarding the overall performance of the Executive Director. The evaluation survey will be conducted anonymously to ensure the confidentiality of responders. This can be done by using an on-line survey tool (such as survey monkey) which is managed by an assigned member of the Executive Committee or by using a 3rd party vendor who will gather the data, compile the results, and

forward the final report to the Executive Committee for their review. The content of this survey will serve as a basis for the content of the performance evaluation itself. Led by the Committee Chair, evaluations will be reviewed in a face-to-face debriefing with the Trustees and Executive Director.

Compensation increases and contract renewal decisions should not be the primary purpose for conducting the evaluation. The Executive Director's compensation package as well as the employment contract will be reviewed as a separate but integral component of the review process by the ACRP Executive Committee —per the applicable Executive Director Compensation Policy.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the ACRP Executive Committee.

DATES REVIEWED BY COMMITTEE

August 9, 2016
October 20, 2017
August 13, 2020

DATES MODIFIED BY COMMITTEE

August 9, 2016
October 20, 2017

DATES APPROVED BY COMMITTEE

August 9, 2016
October 20, 2017
August 13, 2020

DATES REVIEWED BY ABOT

November 13, 2012
September 14, 2016
November 18, 2017
September 9, 2020

DATE APPROVED BY ABOT

November 13, 2012
September 14, 2016
November 18, 2017
September 9, 2020



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Association of Clinical Research Professionals Executive Committee Policy 4.2

Executive Director Compensation

PURPOSE

The Executive Director Compensation Policy outlines the authority of the Association Board of Trustees to determine and provide a reasonable and competitive Executive Director compensation program.

SCOPE

This policy is applicable to the Board of Trustees, the Executive Committee and the Executive Director of ACRP.

POLICY

One of the Executive Committee's objectives is to provide a reasonable and competitive executive total compensation opportunity consistent with market-based compensation practices for individuals possessing the experience and skills needed to improve the overall performance and financial viability of the Association.

The ACRP executive compensation program is designed to:

- Encourage the attraction and retention of high-caliber executives.
- Provide a competitive total compensation package, including benefits.
- Support and further transition to a "pay for performance" culture through the use of incentives.
- Reinforce the goals of the Association by supporting teamwork and collaboration.
- Ensure that pay is perceived to be fair and equitable.
- Be flexible to reward individual accomplishments as well as organizational success.
- Ensure that the program is easy to explain, understand, and administer.
- Balance the need to be competitive with the limits of available financial resources.
- Ensure that the program complies with state and federal legislation.

The Executive Committee consults independent data (i.e., American Society of Association Executives annual compensation report or independent compensation consulting firm) to evaluate the Association's Executive Director's compensation program against the competitive market. The evaluation is intended to ensure that the compensation program falls within a reasonable range of competitive practices for comparable positions among similarly situated not for profit organizations.

Following the compensation analysis and the annual performance review of the Executive Director, the Committee is responsible for administering a base salary and annual bonus/ incentive opportunity adjustments as well as establishing objectives and goals for the upcoming year's review period and providing this information to the ABoT for review. The Committee presents its findings and

recommendations for salary and incentive awards, in addition to defined goals, in an executive session presented to the voting members of the Board for review and approval.

The Committee shall then meet with the Executive Director to discuss and document the compensation package.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Executive Committee.

DATES REVIEWED BY COMMITTEE

August 9, 2016
October 16, 2019

DATES MODIFIED BY COMMITTEE

August 9, 2016
October 16, 2019

DATES APPROVED BY COMMITTEE

August 9, 2016
October 16, 2019

DATES REVIEWED BY ABOT

November 13, 2012
September 14, 2016
October 23, 2019

DATES APPROVED BY ABOT

November 13, 2012
September 14, 2016
October 23, 2019



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Association of Clinical Research Professionals Executive Committee Policy 4.3

Succession Planning

PURPOSE

The Executive Director Succession Planning Policy outlines the authority of the Association Board of Trustees to determine and provide a reasonable set of guidelines for the planned or unplanned long-term vacancy or departure of the Executive Director.

SCOPE

This policy is applicable to the Board of Trustees, the Executive Committee, and the Executive Director.

AUTHORITY

As per Article VIII of the Association Bylaws, the Board has the authority “to hire and the Association shall employ, on a full or part-time basis, an Executive Director of the Association, on the terms and conditions to be defined by the Board. The Executive Director shall report to the Board. The Executive Director shall be subject to the evaluation of the Board per the terms of the Board.”

POLICY

The ACRP Board has developed and adopted the following guidelines to ensure that the management of the association and its staff continues at its highest level in the event of the planned or unplanned absence or departure of the Executive Director.

A. Planning for Executive Director Absence or Vacancy

1. Planned Retirement

Per the Executive Director’s contract, the Board expects the Executive Director to give a minimum of 180 days’ written notice of his/her intention to vacate the position. At this time, the search process described in this policy will be activated.

In the case of a planned and announced retirement, the Board will give to the outgoing Executive Director a list of top priorities to be completed prior to departure. These priorities should include financial and budgetary actions and decisions.

2. Short-term Need for an Acting Executive Director

If there is a need for a short-term Acting Executive Director due to illness, vacation or personal or family matter, the Executive Director or Association Board of Trustees will appoint an appropriate staff member to fill the role of Acting Executive Director, including signatory authority for payroll and routine business contracts. Where possible, the

Executive Director and the appointed staff member should develop and communicate specific responsibilities in advance of the Executive Director's absence to all ACRP staff.

3. Plan for the Long-Term Need of an Interim Executive Director

In the event there is a need to fill the Executive Director position, the ACRP Board will consider hiring an Interim Executive Director outside of staff and giving that person a clear description of his/her temporary role.

4. Executive Director Incapacity

If the Executive Director is incapacitated for health or other reasons for a period of time incompatible with their duties as the Executive Director, as defined in the Executive Director's Employment Agreement, the Executive Committee will confirm with the Executive Director's family on his/her health and medical status and will make a recommendation to the ACRP Board on whether the Executive Director can continue to function adequately in his/her role.

5. Termination by the Board

Nothing in this policy precludes the Board's authority to terminate the Executive Director as defined in the Executive Director's Employment Agreement.

B. The Executive Director Search Process

1. Formation of Search Committee

A Search Committee of up to seven people will be appointed by the ACRP Board (ABoT) to manage the identification and hiring of a new Executive Director. Ideas for possible inclusion on the committee include: the Vice Chair, the Immediate Past Chair, the Public Member, the Governance Committee Chair, the Academy Board Vice Chair, and member(s) of ACRP's senior staff.

No member of the Search Committee will be considered to fill the Executive Director role. If a member of the Search Committee is interested in applying for the Executive Director position, s/he must be removed from the Committee and replaced by a member of equal status (ACRP or Academy Board member, senior staff member.)

Board members interested in applying to the Executive Director position must inform the full board of his/her intention and recuse him/herself from all discussions related to filing the vacancy. Board members applying for the position are not allowed to serve on the Search Committee.

2. Search Guidelines

The Search Committee will provide a list of priority tasks and a timeline related to the Executive Director search for the Board's approval. Tasks may include developing a position description, compensation package, and essential qualifications for an ED, hiring a search firm, and preparing a budget related to the search, including any travel or incidental expenses related to the work of the committee.

The Search Committee will invite input from staff via a confidential survey on ideal qualities and qualifications of the new Executive Director.

The Search Committee will regularly report to the Board on the status of the Executive Director recruiting process.

3. ACRP Board Member Responsibilities

As part of its responsibility to ensure adequate resources, Trustees should always be prepared to provide recommendations on recruiting for its leadership whether a new Executive Director or new Trustee. The Search Committee will call on Trustees to fulfill this responsibility by making thoughtful recommendations for the recruitment of a new Executive Director.

Once the Search Committee has identified final candidate(s) for the new Executive Director, the Board reserves the right to meet one-on-one with the candidates prior to final review. The ACRP Board will vote to approve hiring the new Executive Director in a meeting called by the ACRP Board Chair.

C. Succession Planning Budget

If needed, ACRP's Finance Committee will develop a fund for succession planning. The fund will set aside moneys to pay for expenses related to transition and succession such as hiring an Interim Executive Director, paying for severance packages, engaging a search firm, expenses related to search committee travel, and legal expenses.

D. Transition Planning

Once the Executive Director has been hired, the Search Committee will be dismantled, and the Executive Committee and senior staff will take on the task of transitioning the new Executive Director into his/her new role including:

- ensuring that HR and IT onboarding of the new Executive Director is completed;
- ensuring programmatic orientations are held;
- providing an overview of the association's budget and finances; and
- providing the Executive Director with a copy of governance orientation resources given to new board members as well as an electronic copy of the Governance Policy Manual.

The Executive Committee will direct ACRP staff to prepare a press release announcing the departure date of the Executive Director and the hiring/start date of the new Executive Director.

Where possible, a mutually agreed upon time will be scheduled so that the Executive Committee, departing Executive Director, and new Executive Director can work together to assist with transitioning roles.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every two years by the Executive Committee.

DATES REVIEWED BY COMMITTEE

March 24, 2017
July 17, 2019
August 5, 2021

DATES MODIFIED BY COMMITTEE

March 24, 2017
August 5, 2021

DATES APPROVED BY COMMITTEE

March 24, 2017
July 17, 2019
August 5, 2021

DATES REVIEWED BY ABOT

June 21, 2017
November 16, 2019
November 12, 2021

DATES APPROVED BY ABOT

June 21, 2017
November 16, 2019
November 12, 2021



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V. Finance Committee Policies



Association of Clinical Research Professionals Finance Committee Policy 5.1

Corporate Travel

PURPOSE

The intent of the ACRP Corporate Travel Policy is to ensure that the Association's resources are spent carefully and efficiently as well as the consistent and fair treatment of ACRP travelers who are required to travel to conduct ACRP business.

SCOPE

This policy applies to members of the ACRP and Academy Boards, ACRP and Academy committees, staff, and other authorized representatives. Individuals traveling on behalf of the organization shall be reimbursed for expenses incurred.

POLICY

Reimbursement Procedure

The Travel Expense Report is to be used for requesting reimbursement and should be submitted within four weeks of completion of the travel. Original and/or copies of receipts are required for all expenditures paid by the traveler.

Transportation Expenses

- Airfare: Airline arrangements, including changes and cancellations of travel arrangements, must be made through the current ACRP designated travel service provider
- Airline tickets purchased through an agency other than the ACRP designated travel service provider will not be reimbursed unless approved in advance by the Executive Director (ED) Senior Director, Operations.
- Airline reservations should be made at least 30 days in advance of travel unless Advance notice was not provided by ACRP.
- Direct, nonstop commercial airfare in coach class from the airport nearest the traveler's home or office to the airport nearest the destination will be paid by the ACRP Master Account with the ACRP designated travel service provider.
- For flights in excess of 3,000 miles (approximately six hours) the traveler may upgrade their airfare from coach to the next available cabin class.
- ACRP is not responsible for expenses associated with companion travel and any additional expenses related to companion travel are the responsibility of the traveler.
- Mileage earned and compensation for denied boarding awarded to the traveler while on ACRP business is the property of the traveler and may be used at the traveler's discretion.
- Flight delays, misconnects, and cancellations will occasionally occur. Responsibility for rebooking rests with the airline and the traveler. For assistance, the traveler must contact the airline or the ACRP designated travel service provider.

- Rental car, train, or bus: Total reimbursable expenses, including expenses incurred en route, shall not exceed the cost of airfare. ACRP's master account with ACRP designated travel service provider will be used to make the reservation for a rental car but a personal form of payment is required when the car is picked up. The traveler will need to seek reimbursement from ACRP. ACRP's master account with the ACRP designated travel service provider will be used to reserve and pay for the train or bus fare.
- The use of personal vehicles while conducting ACRP business will be reimbursed at the current mileage reimbursement rate as defined by the Internal Revenue Service (IRS). In addition to the IRS mileage reimbursement rate, the employee will also be reimbursed for other incidental automobile expenses such as parking fees, bridge, and road tolls. ACRP will also pay for long term parking at the airport.
 - Any fees incurred due to illegal activities such as parking tickets, failure to obey road signs, failure to pay tolls, speeding, reckless driving, etc., will not be reimbursed.
 - Gas, maintenance and wear and tear for employee's personal vehicle is covered by the IRS mileage reimbursement rate and cannot be expensed separately
- Mileage from an employee's home to the regular assigned work location is not reimbursable. However, if the employee goes directly from home to another work assignment other than the regular work location which is more than 30 miles each way, the employee can expense the mileage difference.
 - The details of where the miles were to and from should be noted on the expense report as well as the number of miles.
- Employees traveling to and from the same location are expected to share transportation when practical.
- Shuttle, taxi, personal automobile, or other similar means to and from the airport at the points of origin and destination, and taxi fare if essential for business purposes are reimbursable. Personal automobile expenses shall be reimbursed at the current mileage reimbursement rate as defined by the IRS.
- Parking at the airport of origin if personal automobile is used and parking at the meeting site if travel by automobile is required are both reimbursable

Lodging

- Hotel accommodations are covered by ACRP at the single occupancy hotel room rate for the length of the meeting. If the airfare saving for a Saturday night stay is greater than or equal to the lodging, meals, and other reimbursable expense for the additional day(s) stay, the traveler has the option to stay and be reimbursed for expenses (up to the saved amount) for the additional day(s). The travel agent will assist the traveler in determining situations in which this option is available.

Meals & Incidentals

- Meals will be provided to travelers during the meeting times to include breakfast, lunch and dinner. Travelers are allowed \$90 per day for non-provided meals (\$15 for breakfast, \$25 for lunch and \$45 for dinner) and incidentals (\$5). If, in addition, meals are purchased for others, the individuals must be identified as those for whom ACRP has responsibility for such expenses;

otherwise such expenses will not be reimbursed. Incidentals are to include but not limited to tips for baggage handlers, hotel bellman, maids, etc.

Other Expenses

- ACRP will reimburse other travel related expenses provided they are legitimate, necessary and reasonable expenses directly connected with or pertaining to ACRP business. These expenses include hotel room internet access and fees associated with one checked piece of luggage.

Non-reimbursable Expenditures

- Travel insurance: ACRP provides insurance coverage for volunteers and staff traveling on ACRP business.
- First-class upgrades in air travel.
- Personal car service (i.e. limousine service)
- No-show charges.
- When lodging accommodations have been arranged by ACRP and the traveler elects to stay elsewhere, reimbursement is made at an amount no higher than the rate negotiated by ACRP, and reimbursement is not made for transportation between the alternate lodging and meeting site.
- If an individual accompanies the traveler, it is the responsibility of the traveler to determine the added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Entertainment costs including in-flight and in-room movies.
- ACRP pre-selects the wine and /or beer menu for its Board dinners and other special events to control entertainment expenses. Liquor and bar costs beyond the scope of the pre-selected menu will be the responsibility of the traveler. At the discretion and explicit permission of the Executive Director, an exception may be made to cover the costs of pre-dinner, non-premium or bar shelf grade cocktails, limited to no more than two (2) per guest.
- Telephone expenses, other than local connection charges.
- Items for personal use such as reading material, toiletries, batteries, newspapers, etc.
- Personal grooming services such as haircuts
- Credit card interest, penalty or late charges of any kind
- Airline, hotel, auto club memberships
- Meals purchased when group meals were provided

MONITORING AND REVIEW SCHEDULE

Review every three years by the ACRP Finance Committee, or as needed.

DATES REVIEWED BY COMMITTEE

January 14, 2014

September 15, 2015

August 25, 2017

September 3, 2020

DATES MODIFIED BY COMMITTEE

January 14, 2014
September 15, 2015
August 25, 2017

DATES APPROVED BY COMMITTEE

January 14, 2014
September 15, 2015
August 25, 2017
September 3, 2020

DATES REVIEWED BY ABoT

January 14, 2007
October 25, 2009
March 23, 2011
November 13, 2012
February 7, 2014
September 25, 2015
September 13, 2017
September 9, 2020

DATES APPROVED BY ABoT

January 14, 2007
October 25, 2009
March 23, 2011
November 13, 2012
February 7, 2014
September 25, 2015
September 13, 2017
September 9, 2020

**Modified by Staff on 3.4.2016 to remove references to APCR*



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Association of Clinical Research Professionals Finance Committee Policy 5.2

Expenditure

PURPOSE

To ensure expenditures are incurred only after appropriate authorization and through a process that safeguards the Association's financial resources and ensures equity and fairness in purchasing decisions.

SCOPE

This policy is applicable to ACRP and the Academy.

POLICY

The Association Board of Trustees is responsible for the following:

1. Authorizing operating and capital expenditures through the approval of the annual operating and capital expenditure budget;
2. Authorizing purchases, contracts, loans, guarantees, outside borrowing or any other non-budgeted transactions which is greater than \$75,000, and;
3. Authorizing unbudgeted capital expenditures exceeding \$75,000.

The ACRP Executive Director is responsible for establishing, maintaining, and implementing an expenditure policy for the operations that clearly defines the expenditure authority of each staff person in accordance with the above. The expenditure policy related to the operations will be reviewed by the management team and approved by the Executive Director on an annual basis.

DEFINITIONS

A capital expenditure is defined as the purchase of a tangible or intangible fixed asset (an asset with an estimated useful life greater than 1 year) such as software (intangible) or a building (tangible).

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every even year by the Finance Committee.

DATE REVIEWED BY COMMITTEE

October 19, 2016
November 6, 2018
September 3, 2020

DATE MODIFIED BY COMMITTEE

October 19, 2016

DATE APPROVED BY COMMITTEE

October 19, 2016
November 6, 2018
September 3, 2020

DATE REVIEWED BY ABOT

November 13, 2012

November 17, 2018

September 9, 2020

DATE MODIFIED BY ABOT

November 13, 2012

DATE APPROVED BY ABOT

November 13, 2012

November 5, 2016

November 17, 2018

September 9, 2020



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Association of Clinical Research Professionals Finance Committee Policy 5.3

Long-Term Investment

The following document represents the investment objectives, policies, guidelines, and review procedures for those assets designated as Long-Term Reserves. These funds should be invested with a long-term view in asset classes offering growth of principal, income, and diversification of risk.

This Statement of Investment Policy serves the following purposes:

- Provides a written document of the expectations of ACRP for the Long-Term Reserves.
- Establishes objectives and guidelines for the investment of the Long-Term Reserves which are consistent with ACRP's financial goals.
- Outlines criteria and procedures for the ongoing evaluation of the Long-Term Reserves investment program.
- Provides a communication vehicle for the investment manager(s).

This statement is intended to be dynamic in nature and will be updated and revised as appropriate to reflect ACRP's current investment program goals. It is the intent of the Finance Committee to review this document on a regular basis, at least annually, as we realize future circumstances could require modifications. The descriptions below outline the content of the following five sections:

Section I - Delegation of Responsibilities - The section will list the primary responsibilities of various parties related to the Long-Term Reserves.

Section II - Investment Objectives - The Committee expects to receive results from the investment manager(s) that are consistent with the policies included herein. This section outlines the specific objectives established for each asset category and for the total fund. These objectives will provide a basis for evaluation the effectiveness of the investment program over time.

Section III - Investment Policy - Policies can be controlled and monitored. It is through policy selection that we hope to optimize the likelihood of meeting our objectives. The principal component of policy is asset mix, or the percentage of assets invested in various classes of securities.

Section IV - Investment Guidelines - These are the specific parameters within which we and our investment manager(s) should operate in executing the investment policy and making specific security decisions.

Section V - Review Procedures - Review procedures are the general definitions of the review process relative to investment policy, investment performance, and investment management.

I. Delegation of Responsibilities

The Finance Committee is responsible for ensuring that the Long-Term Reserves are managed effectively and prudently. This section will list the primary responsibilities of various parties related to the Long-Term Reserves.

Responsibilities of the Finance Committee

- Keeping informed regarding the conduct of the investment manager(s), mutual funds and others connected with the investment of the Long-Term Reserves and making changes which are perceived necessary.
- Recommending the selection and removal of outside professionals, including mutual funds, responsible for the management of Long-Term Reserves.
- Recommending the retention and removal of other professionals who assist in administering the Long-Term Reserves program.
- Recommending the approval of appropriate investment policies and objectives related to the investment of Long-Term Reserves.
- Monitoring investment performance.
- Communicating policies and objectives relating to the investment of Long-Term Reserves to the investment manager(s).
- In the absence of retained professional investment management, investing the Long-Term Reserves prudently.
- Providing for appropriate custodianship for the Long-Term Reserves.
- Voting proxies, as appropriate, or delegating this authority to the investment manager(s).

Responsibilities of the Investment Consultant

- Measuring the investment performance results and evaluating the Long-Term Reserves investment program on an ongoing basis and advising the Finance Committee as to the performance and continuing appropriateness of each manager, mutual fund and exchange traded fund.
- Recommending modifications in the investment policies, objectives, guidelines or management structure as appropriate to the Finance Committee.
- Keeping the Finance Committee informed on current investment trends and issues.
- Making recommendations to the Finance Committee regarding the appropriate asset allocation mix for the Long-Term Reserves.

Responsibilities of the Investment Managers

- Managing the portion of the Long-Term Reserves under their control in accordance with the policy, objectives and guidelines included herein.
- Exercising full investment discretion within the policies and standards included herein as to buy, hold, and sell decisions for all assets under management.
- Within 45 days of occurrence, inform the Finance Committee of significant matters pertaining to the investment of the Long-Term Reserves. This includes, at a minimum, the following:
 - Substantive changes in investment strategy and portfolio structure.
 - Significant changes in ownership, organization structure, financial condition, or professional staffing.
 - Quarterly portfolio asset and transaction statements.
 - Voting proxies, if so assigned by the Finance Committee.
 - Providing input, as appropriate, regarding progress toward the specific objectives developed herein, as well as suggestions on possible modifications of the investment guidelines.

II. Investment Objectives

The investment objectives for the Long-Term Reserves represent our desired results and are long-term in nature. It is our objective to maintain a balance between capital appreciation, preservation of capital, and current income. Given our assumptions about current and projected Long-Term Reserves and capital market conditions, we have defined objectives in terms of absolute total returns for the Long-Term Reserves. These objectives may be modified based on changes in Long Term Reserves provisions or the nature of the capital markets. We realize that no individual manager may have control over the achievement of the objectives stated for the Long-Term Reserves.

It is recommended that the Long-Term Reserves earn over time an average target rate of return of 4-6%.

These objectives will be monitored annually and reviewed over a complete market cycle, which is generally 3 – 8 years in length.

III. Investment Policy

We define a policy as something which can be controlled and measured. For our Long-Term Reserves, the major component of policy is asset mix.

The asset mix, which follows, is a target mix with a maximum standard for the commitment to each asset category. We are not necessarily at the target mix currently, nor do we feel a mandate to reach the target levels and remain there at all times. There may be times when we and/or our investment consultant and/or our manager(s) feel that a variance from the target percentages may be warranted based on anticipated market conditions or may result due to market movements. Maximum commitments to the various asset classes have been defined to limit the overall risk to the Long-Term investment portfolio.

Asset Allocation

Asset Class	Minimum, %	Target, %	Maximum, %
Equities	20	55	80
Fixed Income & Cash	20	30	100
Alternatives	0	15	20

The performance benchmark shall be a weighted blend of the following indices:

- 55% MSCI All Country World Index (Equities)
- 30% Barclays Global Aggregate Bond Index (Fixed Income)
- 15% HFRI Fund of Funds Composite Index (Alternatives)

The target mix shown is for the portfolio as a whole. To the extent multiple managers are employed, individual manager targets will be established by agreement between the manager and the Committee. Periodically the Committee may reallocate funds between managers in order to maintain a portfolio balance deemed appropriate by the Committee. These targets may be adjusted at the discretion of the Committee to meet the desired objectives and risk tolerances of the Finance Committee and Board of Trustees.

Diversification

Long Term Reserves are to be broadly diversified in order to minimize the risk of large losses in individual investment. We believe diversification is, in part, accomplished through our selection of asset mix and investment management.

IV. Investment Guidelines

Investment guidelines and rules are specific parameters by which the Committee and investment managers should operate in executing policies and strategies. All investment managers will comply fully with these guidelines and rules in addition to any other investment management agreement.

Equities

- Investment managers must invest in equity securities listed on the principal U.S.
- Exchanges traded on the NASDAQ Exchange or OTC. Foreign Securities and ADR (American Depository Receipts) are permissible provided they are traded on reputable exchanges. Mutual funds and Exchange Traded Funds (ETFs) are permissible investments.
- As a guideline, investment managers should assure themselves of the appropriateness of any individual investment.
- As a guideline, adequate diversification across industry and individual holdings should be maintained. Concentration in any one industry should be limited to no more than 30% of the total portfolio. Notwithstanding the foregoing, these industry limitations shall take into account the differences inherent in the broader market which includes small capitalization stocks. Any one individual stock should be limited to no more than 5% of the portfolio based on market value at the time of purchase nor should it exceed 10% of the portfolio. Foreign equity securities may comprise no more than 40% of the aggregate portfolio and are subject to the individual issue and aggregate limitations.
- Each manager or mutual fund is expected to earn returns at or above the appropriate market index as determined by the Finance Committee and in the top 50% of such manager universe using similar objectives. This expectation should be achieved over a trailing five-year period.
- Cash equivalents may be held in the equity portfolio at the investment manager's discretion, subject to these guidelines.

Should market fluctuations result in non-compliance with any of the above guidelines and rules, the investment manager will promptly notify the Finance Committee or their designated representative.

Bonds

- Investments must be in the form of marketable debt issues, which may include individual bonds, mutual funds and exchange traded products.
- Individual issues of corporations must have an average quality rating of "A" as designated by a recognized rating service or the equivalent; and no more than 15% of the entire portfolio may have a quality rating below BBB.
- Adequate diversification by issuer and sector must be maintained. The individual securities of any issuer should not exceed 8% of the portfolio based on market value at the time of purchase. (Government and government agency securities are excluded from this limitation.)
- Cash equivalents may be held in the bond portfolio at the investment manager's discretion.
- Each manager or mutual fund is expected to equal or exceed this benchmark over a trailing five-year period.

Should market fluctuations result in non-compliance with any of the above guidelines and rules, the investment manager will promptly notify the Finance Committee or their designated representatives.

Alternative Investments

Alternative Investments shall be limited to mutual funds and Exchange Traded Funds (ETFs) that have daily liquidity, such as:

- Real Estate Investment Trusts (REITs)

- Master Limited Partnerships (MLPs)
- Long/Short funds and other similar strategies
- Commodity based funds

Cash Equivalents

As a guideline, cash equivalents investment should be of high quality involving minimal risk of principal. A diversified money market fund is appropriate as are U.S. Treasury Bills.

Should market fluctuations result in non-compliance with any of the above guidelines and rules, the investment manager will promptly notify the Finance Committee or their designated representative.

Guidelines for Other Asset Classes

As a guideline, the appropriateness and use of the asset types is subject to the approval of the ACRP Finance Committee.

Excluded Investments

No assets shall be invested in:

- Commodity Trading – Commodity trading shall not represent investments in publicly traded investments funds such as mutual funds and exchange traded products. Investment in these types of products should be limited to 8 % of the portfolio.
- Futures Transactions in individual securities
- Short Selling of specific individual securities
- Use of Margin for investment purposes
- Hedge Funds
- Option contracts, unless approved by the Finance Committee

V. Review Procedures

All investment policies, objectives and guidelines will be reviewed by the Finance Committee annually, or more frequently, whenever circumstances warrant. Any proposed revisions shall be submitted to the Board of Trustees for approval.

Review of Performance

Each quarter the Finance Committee, with the assistance of the Investment Consultant, shall:

- Review the need to re-balance the portfolio.
- Review the manager's portfolio for compliance with these investment guidelines.
- Review the asset valuation basis used by the manager(s) for all classes of assets, particularly those with limited marketability.
- Review the overall portfolio's rate of return.
- Compare each investment manager's results with appropriate indices or benchmarks as determined by the Finance Committee for such investment manager.

Tenure

The Finance Committee reserves the right to remove assets, in part, from any manager. In addition, the Finance Committee reserves the right to terminate their relationship with any investment managers or consultant at any time.

MONITORING AND REVIEW SCHEDULE

All investment policies, objectives, and guidelines will be reviewed by the Finance Committee annually, or more frequently, whenever circumstances warrant.

DATE REVIEWED BY COMMITTEE

May 25, 2016
August 25, 2017 – no modifications
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021

DATE APPROVED BY COMMITTEE

May 25, 2016
August 25, 2017- no modifications
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021 – with modifications

DATE REVIEWED BY ABOT

July 2010
June 24, 2016
September 13, 2017
November 17, 2018
November 16, 2019
September 9, 2020
November 12, 2021

DATES MODIFIED BY ABOT

July 30, 2010
November 12, 2021

DATE APPROVED BY ABOT

May 15, 2002
July 30, 2010
June 24, 2016
September 13, 2017
November 17, 2018
November 16, 2019
September 9, 2020
November 12, 2021



Association of Clinical Research Professionals Finance Committee Policy 5.4

Operations Expenditure

PURPOSE

To ensure expenditures are incurred only after appropriate authorization and through a process that safeguards the Association's financial resources and ensures equity and fairness in purchasing decisions.

SCOPE

This policy is applicable to ACRP and its affiliates. Personnel expenses are excluded from this policy and are addressed in a separate policy.

POLICY

The ACRP Executive Director is responsible for establishing, maintaining, and implementing an expenditure policy for the operations that clearly defines the expenditure authority of each staff person in accordance with the above. The expenditure authority for each staff role within the organization is as follows:

Executive Director

1. May authorize a capital expenditure or operating expense that is less than \$75,000.
2. Signs all contracts, leases, or other agreements.
3. May provide written consent to the Chief Operating Officer to authorize expenditures and expenses noted above or to sign contracts, leases and other agreements as needed in the absence of the Executive Director.
4. Will develop and enforce an internal office-wide system to manage the review and authorization of all contracts and financial transactions (cash, credit and electronic) less than \$75,000. This process will be periodically reviewed and updated by the Executive Director. The policy will be regularly shared and explained to staff.

No other staff has the authority to authorize any capital expenditure or to sign contracts, leases or other agreements.

The Executive Director is responsible for maintaining a list of authorized vendors, processing properly authorized expenditures in a timely and accurate manner and ensuring that all expenditures are authorized at the appropriate level.

DEFINITIONS

A capital expenditure is defined as the purchase of a tangible or intangible fixed asset (an asset with an estimated useful life greater than 1 year) such as software (intangible) or a building (tangible).

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every year by the Finance Committee.

DATE REVIEWED BY COMMITTEE

October 19, 2016
August 25, 2017
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021

DATE MODIFIED BY COMMITTEE

October 19, 2016
August 25, 2017

DATE APPROVED BY COMMITTEE

October 19, 2016
August 25, 2017
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021

DATE REVIEWED BY ABOT

November 5, 2016
September 13, 2017
November 17, 2018
November 16, 2019
September 9, 2020
November 12, 2021

DATE MODIFIED BY ABOT

September 13, 2017

DATE APPROVED BY ABOT

November 5, 2016
September 13, 2017
November 17, 2018
November 16, 2019
September 9, 2020
November 12, 2021

Association of Clinical Research Professionals

Finance Committee Policy 5.5

Fraud & Whistleblower

PURPOSE

The Fraud & Whistleblower Policy is established to facilitate the development of controls which will aid in the detection and prevention of any suspected fraudulent or dishonest use or misuse of resources and/or property belonging to ACRP. It is the intent of ACRP to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

SCOPE

This policy applies to any fraud, or suspected fraud, involving employees as well as volunteers, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with ACRP. Suspected, fraudulent, or dishonest conduct should be reported pursuant to the policy set forth below.

Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to ACRP.

POLICY

ACRP management, employees and Trustees are responsible for the prevention and detection of fraud, misappropriations, and other inappropriate conduct. ACRP management, employees and Trustees will be familiar with the types of improprieties that may occur within his or her area of responsibility and be alert for any indication of irregularity. It is understood that ACRP management, employees and Trustees cannot be aware of every type of impropriety that may occur within his or her area of responsibility.

Any fraud that is suspected or detected must be reported immediately to the Executive Director, who coordinates all investigations with ACRP legal counsel. This group will access the resources necessary for each particular investigation. In the event the suspected or detected fraud involves the Executive Director, the report of suspected or detected fraud should be made to the ACRP Board Chair. The ACRP Board Chair will contact ACRP legal counsel and the Chair of the Finance Committee, who will inform the Executive Committee of the investigation.

Actions Constituting Fraud

The terms defalcation, misappropriation, and other fiscal wrongdoings refer to, but are not limited to:

- Any dishonest or fraudulent act
- Forgery or alteration of any document or account belonging to ACRP
- Forgery or alteration of a check, bank draft, or any other financial document
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering as a result of insider knowledge of company activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing to other persons securities activities engaged in or contemplated by ACRP

- Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to ACRP that are not reported to the Executive Director. Exception: Gifts less than \$100 in value, exclusive of meals, travel, and lodging associated with ACRP meeting attendance and complimentary visits to potential Global Conference sites.
- Destruction, removal or inappropriate use of records, furniture, fixtures, and equipment and/or
- Any similar or related inappropriate conduct

Other Inappropriate Conduct

ACRP has an open-door policy and suggests that volunteers and employees share their questions, concerns, suggestions, or complaints with the appropriate person who can address them properly. Suspected improprieties concerning a volunteer or employee's moral, ethical, or behavioral conduct should be reported. Employees of ACRP shall follow reporting procedures as outlined below. If there is any question as to whether an action constitutes fraud, contact the Executive Director for guidance. Trustees should contact the ACRP Board Chair or Executive Director of ACRP with complaints or concerns, and volunteers may contact the ACRP Board Chair, Governance Committee Chair, or the Executive Director.

Investigation Responsibilities

The Executive Director has the primary responsibility for the investigation (with the involvement of ACRP legal counsel as appropriate) of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent acts have occurred, the Executive Director will issue a report to the Association Board of Trustees (ABoT), as appropriate, for each particular investigation. In the event the investigation involves suspected fraudulent acts of the Executive Director, the investigation will be led by the ACRP Board Chair and ACRP legal counsel as appropriate. All reference to the 'Executive Director' in the policy outlined below will be replaced with 'ACRP Board Chair' in the event the investigation involves the Executive Director.

Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with the Executive Director, the Executive Committee and ACRP legal counsel, as will final decisions on disposition of the case.

Confidentiality

The Executive Director treats all information received confidentially. Any employee who suspects dishonest or fraudulent activity will notify the Executive Director immediately and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (see Reporting Procedure section below).

Investigation results *will not be disclosed or discussed* with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect ACRP from potential civil liability.

The Executive Director may share the results of the investigation with appropriate law enforcement and/or regulatory agencies if ACRP believes it either has an obligation to do so, or it is in the best interest of ACRP.

Authorization for Investigating Suspected Fraud

The Executive Director and ACRP legal counsel will have:

- Free and unrestricted access to all ACRP records and premises, whether owned or rented; AND
- The authority to examine, copy, and/or remove all or any portion of the contents of electronic data, files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who may use or have custody of any such items or facilities when it is within the scope of their investigation.

Reporting Procedures

Great care must be taken in the investigation of suspected improprieties or wrongdoings so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way.

An employee who discovers or suspects fraudulent activity will contact *the* Executive Director immediately. The employee or other complainant may remain anonymous. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the Executive Director and/or ACRP legal counsel. No information concerning the status of an investigation will be given out. The proper response to any inquiries is: "I am not at liberty to discuss this matter." *Under no circumstances* should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by ACRP legal counsel or the Executive Director.
- No Trustee, volunteer, or employee who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequence. Retaliation in any form will not be tolerated. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Termination

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the Executive Director and, if necessary, by ACRP legal counsel, before any such action is taken. The decision to terminate an employee is made by the Executive Director, and the employee's management.

DEFINITION

Fraud – the intentional, false representation or concealment of a material fact for the purpose of inducing another individual and/or organization to act upon it to their injury or to the gain of the individual perpetuating the fraud.

MONITORING AND REVIEW SCHEDULE

The Executive Director is responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed annually and revised as needed.

DATES REVIEWED BY COMMITTEE

September 12, 2012
September 15, 2015
August 25, 2017
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021

DATES MODIFIED BY COMMITTEE

September 12, 2012
September 15, 2015
August 25, 2017
July 16, 2019
September 7, 2021

DATES APPROVED BY COMMITTEE

September 12, 2012
September 15, 2015
August 25, 2017
November 6, 2018
July 16, 2019
September 3, 2020
September 7, 2021

DATES REVIEWED BY BOARD

May 26, 2011
December 13, 2012
October 15, 2015
September 13, 2017
November 17, 2018
November 16, 2019
September 9, 2020
November 12, 2021

DATES APPROVED BY BOARD

May 26, 2011
December 13, 2012
October 15, 2015
September 13, 2017
November 17, 2018
November 16, 2019 (no changes)
September 9, 2020
November 12, 2021



Association of Clinical Research Professionals Finance Committee Policy 5.6

Trustee Compensation Policy

PREFACE

The ACRP Bylaws Article IX defines limits of compensation to Trustees.

PURPOSE

The Trustee Compensation Policy supports the bylaws provision.

SCOPE

This policy is applicable to Trustees of the Association Board of Trustees and the Academy.

POLICY

Members of the Board, excluding the Secretary when occupied by the ACRP Executive Director, shall serve without compensation for their service as Trustees, Committee members, and Officers. Trustees shall be allowed reasonable reimbursement of expenses incurred in the performance of their board-related duties, including attendance at board-authorized meetings and conferences.

Upon election and for the duration of his/her term on the Board, a Trustee may not receive any honorarium for non-board related ACRP activity.

Trustees requesting reimbursement of travel expenses must adhere to the ACRP Corporate Travel Policy.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Finance Committee.

DATES REVIEWED BY COMMITTEE

October 19, 2016

July 16, 2019

DATES MODIFIED BY COMMITTEE

October 19, 2016

DATES APPROVED BY COMMITTEE

October 19, 2016

July 16, 2019

DATES REVIEWED BY ABOT

November 13, 2012

November 5, 2016

November 16, 2019

DATES MODIFIED BY ABOT

November 13, 2012

November 5, 2016

DATES APPROVED BY ABOT

November 13, 2012

November 5, 2016

November 16, 2019



Association of Clinical Research Professionals Finance Committee Policy 5.7

Information Security Breach Notification

Purpose

The purpose of the Information Security Breach Notification Policy (the “Policy”) is to ensure the security and timely notification of any breaches to the personal and proprietary data of the Association of Clinical Research Professionals (ACRP) and its “customers” (members, affiliates, business partners and other groups or individuals engaged with the business of the association.) The goal is to prevent identity theft and fraud and to protect the association’s business integrity and reputation.

Authority

The Executive Director is responsible for ensuring the data security of ACRP and its customers.

Administration

The Executive Director and Senior Director, Operations shall be responsible for developing, implementing and revising this policy in consultation with technology staff and/or IT consultants.

Policy

Personally Identifiable Information (PII) -

‘PII’ is used in this and all ACRP Security Policies. It is defined as: ‘Any data, including financial information, that could potentially identify a specific individual.’

PII Risk Assessment

When a suspected security or privacy incident occurs, a risk assessment will be performed by a third-party vendor or IT management contractor in conjunction with the Senior Director, Operations to determine whether PII has been compromised. The following four objective factors will be used in the risk assessment:

1. The nature and extent of the PII involved.
2. The unauthorized person who used the PII or to whom the impermissible disclosure was made.
3. Whether the PII was actually acquired or viewed or, alternatively, if only the opportunity existed for the information to be acquired or viewed.
4. The extent to which the risk to the PII has been mitigated.

Breach Notification

Once a PII breach is identified, ACRP will provide notification to its customers about the breach without unreasonable delay. The notification will include information on the nature of the breach and steps that have been taken to mitigate risk. Where applicable, the notification will also provide customers with follow-up instructions such as whether to change passwords or if other accounts may be at risk.

Workforce Training

ACRP will re-train all workforce members who caused or created the conditions that allowed the breach to occur. If misconduct is suspected, ACRP will apply disciplinary actions according to its personnel policies. (See Workplace Conduct (5-1) and Use of Communications and Computers (5-5) in the ACRP Employee Handbook.)

Documentation

ACRP will thoroughly document all breach-related activities and investigations in a timely manner to provide a historic accounting and to provide guidance on how to reduce future risk.

MONITORING AND REVIEW SCHEDULE

Review every three years by the Finance Committee and approved by Board.

DATES REVIEWED BY COMMITTEE

September 3, 2020

DATES MODIFIED BY COMMITTEE

DATES APPROVED BY COMMITTEE

September 3, 2020

DATES REVIEWED BY BOARD

December 13, 2017

September 9, 2020

DATES MODIFIED BY BOARD

December 13, 2017

DATES APPROVED BY BOARD

December 13, 2017

September 9, 2020

Association of Clinical Research Professionals Finance Committee Policy 5.8

Information Security: Vulnerability and Threat Management Policy

Purpose

The purpose of the *Information Security: Vulnerability and Threat Management Policy* (the “Policy”) is to ensure that vulnerabilities and threats to the operating system or environment for information systems are identified, corrected, or mitigated to minimize the risks associated with them. ACRP recognizes that the establishment and implementation of effective data integrity controls procedures is a crucial element in providing reasonable protections to the personal and proprietary data of the Association of Clinical Research Professionals (ACRP) and its “customers” (members, affiliates, business partners and other groups or individuals engaged with the business of the association.)

Authority

The Executive Director is responsible for assessing the vulnerability and for managing potential to the data security of ACRP and its customers.

Administration

The Executive Director and Senior Director, Operations shall be responsible for developing, implementing and revising this policy in consultation with technology staff and/or IT consultants.

Policy

Personally Identifiable Information (PII)

‘PII’ is used in this and all ACRP Security Policies. It is defined as: ‘Any data, including financial information, that could potentially identify a specific individual.’

Regular Vulnerability Assessments

Through a third-party vendor or IT management contractor ACRP will regularly monitor potential vulnerability to the PII of ACRP and its customers in the following ways:

1. Perform automated vulnerability assessments and continuously monitor threats against ACRP web applications.
2. Conduct vulnerability scans against critical infrastructure components (servers, switches, routers, etc.) at least monthly or when significant changes to the environment are made.
3. Review the resulting report after each vulnerability test and have a remediation plan (excluding false positive results) regardless of risk level within 24 hours.
4. Re-run the vulnerability test after risks have been remediated to prove that all risks are resolved.

5. Electronically monitor (24/7) all attacks and potential threats.

Documentation

Through its third-party vendor or IT management contractor, ACRP will fully document all patch management and system update-related procedures, activities, and efforts to mitigate future risk and to maintain for historic reference.

MONITORING AND REVIEW SCHEDULE

Review every three years by the Finance Committee and approved by Board.

DATES REVIEWED BY COMMITTEE

September 3, 2020

DATES MODIFIED BY COMMITTEE

DATES APPROVED BY COMMITTEE

September 3, 2020

DATES REVIEWED BY BOARD

December 13, 2017

September 9, 2020

DATES MODIFIED BY BOARD

December 13, 2017

DATES APPROVED BY BOARD

December 13, 2017

September 9, 2020



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Association of Clinical Research Professionals Finance Committee Policy 5.9

Record Retention and Disposal Policy

Purpose

The purpose of this Record Retention and Disposal Policy (the “Policy”) is to ensure necessary “records” (as defined below) of the Association of Clinical Research Professionals (ACRP) are adequately protected and maintained, and to ensure that records no longer needed or of no value are disposed of at the appropriate time.

The law requires ACRP to maintain certain types of records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject ACRP to penalties and fines, or charges of destruction of evidence or contempt, cause the loss of legal rights, or significantly impair ACRP’s ability to defend itself in litigation.

Authority

The Secretary of the Association Board of Trustees (ABoT) is responsible for the retention and management of all corporate records. The Executive Director is responsible for the retention and management of all other records.

Administration

The Finance Committee shall be responsible for developing, implementing and revising this policy governing the retention and disposal of ACRP’s records. The Director of Finance & Administration will implement the policy and will designate others, on an ad hoc basis, to assist in the implementation of this policy, including the following:

- Identifying and evaluating which records should be retained;
- Publishing an appropriate retention and disposal schedule;
- Monitoring local, state and federal laws affecting record retention;
- Annually reviewing the record retention and disposal program;
- Developing a training program for personnel responsible for record storage and maintenance, and
- Monitoring for compliance with the record retention and disposal program.

Implementation

For purposes of implementing this policy, ACRP’s organizational structure will be segmented into programs as follows:

- Professional Standards
- Training and Development
- Membership
- Marketing, Communications & Publications
- Governance
- Administration (Finance, Administration, Human Resources & Information Technology (IT))

Each program will prepare a listing of major documentation used and maintained by the program and will compare it to the documents listed in this Record Retention and Disposal Policy. In addition, each program periodically will review currently used records and forms to determine whether these records and forms are adequate and appropriate for the program's requirements.

Requests for changes in retention periods or deviations from specified retention periods should be made to the Director of Finance & Administration and may be implemented only after written approval by the Executive Director or Secretary of the (ABoT) is received.

In the event of a governmental audit, investigation, pending or suspected litigation, record disposal will be suspended. In addition, the Executive Director or Secretary of the ABoT should be informed of any situation that might give rise to legal action as soon as the situation becomes apparent. Record disposal after any suspension shall be resumed only at the written direction of the Executive Director or Secretary of the ABoT after consultation with ACRP's legal counsel.

Each program will ensure that its employees are fully informed of this policy and confirm that they agree to comply with this policy. Employees must be informed that any question regarding this policy is to be directed to the Director of Finance & Administration.

Applicability

This policy applies to all records generated in the course of ACRP's operations, including both originals and reproductions. It also applies to records stored on computer, electronic mail (e-mail) and electronic voice mail (voice mail).

To the extent that there are multiple copies of records, either in paper or electronic form, only one copy of each record need be retained. Likewise, if there are multiple drafts of a particular record, only the final need be retained, unless such drafts reflect a course of communication by and between ACRP and non-ACRP personnel.

Records will be stored in a protected environment for the duration of the Retention Period.

Retention Periods

From time to time ACRP will establish retention and disposal schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents are identified in the Record Retention Schedule below.

Record Disposal

Records will be destroyed by appropriate means after they have been retained until the end of the Retention Period.

Definition of "Record"

A "record" is a body of information that has been documented from the business activities of ACRP, whether in written or electronic form. Examples of "records" includes: financial data, statements and associated workpapers; analyses; agreements; books; contracts; charts or tables; data; correspondence and

communications; which are created, sent or received; diagrams; electronic messages (e-mail, text messages and voice mail); images; invoices; letters; logs; maps; memoranda; opinions; plans; projections; statements; studies; research and any other thing containing information. Examples of what may not be “records” for record retention policies are: (a) superseded drafts of documents, including memoranda, financial statements or regulatory filings; (b) notes on superseded drafts of memoranda, financial statements or regulatory filings that reflect incomplete or preliminary thinking; (c) previous copies of workpapers that have been corrected for typographical errors or errors due to training of new employees; or (d) duplicates of documents.

A “record” may exist in various forms, including printed, electronic or recorded format (for example, letters, e-mail messages, text messages and voice mail messages). “Records” stored electronically also include records that are stored using equipment located within ACRP’s property or on other devices (whether or not owned by ACRP) such as: cellular telephones, laptop or other portable computers, personal data assistants (Blackberry, Palm or other similar personal communication devices) and servers. By way of example and not in limitation of the foregoing, the term “record” includes all copies of records made to enable ACRP personnel to work outside ACRP’s offices.

Record Retention Schedule

Corporate Records

Article of Incorporation to apply for corporate status	Permanent
IRS Form 1023 (in the USA) to file for tax-exempt and/or charitable status	Permanent
Letter of Determination (for example, from the IRS in the USA granting tax-exempt and/or charitable status)	Permanent
By Laws	Permanent
Board Policies	Permanent
Resolutions	Permanent
Meeting Minutes (Board, Committee)	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

Financial Records

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audited Financial Statements/Report and related documentation	Permanent
General ledger detail / Trial balance	Permanent
Check registers	7 Years
Business expense documents	7 Years
Bank deposit slips	7 Years
Cancelled checks	7 Years
Invoices	7 Years
Investment records	7 Years
Property/asset inventories	7 Years
Petty cash receipts/documents	3 Years
Credit card receipts	3 Years

Tax Records

Annual tax filing for the organization (IRS Form 990 and IRS Form 990-T)	Permanent
Payroll registers	Permanent
Filings of fees paid to professionals (IRS Form 990)	7 Years
Payroll tax withholdings	7 Years
Earning records	7 Years
Payroll tax returns	7 Years
W-2 statements	7 Years
Form 1096 and copies of Form 1099s	7 Years

Personnel Records

Employee offer letters	Permanent
Confirmation of employment letters	Permanent
Benefits descriptions per employee	Permanent
Pension records	Permanent
Employee applications and resumes	7 Year after Termination
Promotions, demotions, letter of reprimand, termination	7 Year after Termination
Job descriptions, performance goals	7 Year after Termination
Worker's Compensation records	5 Years
Salary range per job description	5 Years
I-9 Forms	5 Years after Termination
Time reports	5 Years after Termination

Insurance Records

Property Insurance policy	Permanent
Directors & Officers Insurance policy	Permanent
Worker's Compensation Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent

Contracts

All insurance contracts	Permanent
Employee contracts	Permanent
Legal correspondence	Permanent
Lease (office, equipment)	Permanent
Vendor / Consultant contracts	7 Years from End of Contract

Donations / Funder Reports

Grant dispersal contract	Permanent
Donor lists	7 Years
Grant applications	7 Years
Donor acknowledgements	7 Years

Management Plans and Procedures

Strategic Plans	7 Years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 Years
Vendor contacts	7 Years
Disaster Recovery Plan	7 Years

MONITORING AND REVIEW SCHEDULE

Review every three years by ACRP Finance Committee

DATES REVIEWED BY COMMITTEE

September 15, 2015

November 6, 2018

September 7, 2021

DATES MODIFIED BY COMMITTEE

September 15, 2015

DATES APPROVED BY COMMITTEE

September 15, 2015

November 6, 2018

September 7, 2021

DATES REVIEWED BY BOARD

October 15, 2015

November 17, 2018

November 12, 2021

DATES APPROVED BY BOARD

October 15, 2015

November 17, 2018

November 12, 2021



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VI. Governance Committee Policies



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Association of Clinical Research Professionals Governance Committee Policy 6.1

Board Needs Assessment

PURPOSE

Nonprofit boards are responsible for annually assessing the characteristics and expertise needed by the board to carry out its strategic plan.

SCOPE

This policy is applicable to all current members of the ACRP Board of Trustees (ABoT).

POLICY

The ABoT will annually assess the competencies and characteristics needed on the Board of Trustees to effectively govern the organization and assist in carrying out its strategic goals. The assessment will be led by the ACRP Governance Committee in the first quarter of the calendar year to provide information for the Trustee, Vice Chair, and Treasurer nominations and elections process. The final Board Needs (defined as the desired characteristics and expertise of incoming board members to strengthen the board) shall be approved by the ABoT prior to providing them to the Nominating Committee for their guidance in selection of a candidate slate.

MONITORING AND REVIEW SCHEDULE:

The ACRP Governance Committee will monitor this policy as needed and review it every three years.

DATES REVIEWED BY COMMITTEE

August 1, 2016
June 29, 2017
September 23, 2020
May 11, 2021

DATES MODIFIED BY COMMITTEE

June 29, 2017
May 11, 2021

DATES APPROVED BY COMMITTEE

June 29, 2017
September 23, 2020
May 11, 2021

DATES REVIEWED BY ABOT

June 20, 2013
September 13, 2017
November 14, 2020
June 24, 2021

DATES APPROVED BY ABOT

June 20, 2013
September 13, 2017
November 14, 2020
June 24, 2021



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Association of Clinical Research Professionals Governance Committee Policy 6.2

Process for the Review of Renewing Trustees

PREFACE

The ACRP Bylaws Article V, Section 2 outlines the composition, term of office, and qualifications for Trustees.

PURPOSE

To describe the process for the review of Renewing Trustees (i.e., Trustees eligible for a second or third term on the ABoT).

SCOPE

This policy is applicable to ACRP and the authority delegated by the Board to the Governance Committee for assessing the needs for future Board composition and leading an assessment process for individual Trustees eligible to renew their term of service.

POLICY

The Governance Committee is tasked with conducting an assessment of the contributions of Trustees eligible to renew their seats on the ABoT. The following procedures will be followed by the Governance Committee when considering renewing Trustees.

1. The Governance Committee Chair contacts Trustees to inform them that they are eligible to renew for an additional 2-year term and asks if they would like to renew.
2. The Governance Committee obtains feedback from other Board members on the Trustees interested in renewing their terms.
3. The Governance Committee reviews feedback received on individual Trustees and determines which Renewing Trustees will be added to the Nominating Committee's slate for membership vote. The Board Chair shall be notified if an eligible trustee will not be put forward for renewal.
4. The Governance Committee Chair communicates the Committee's decision to each individual Trustee put forward for renewal as well as to the Nominating Committee. If a Trustee will not be put forward for renewal, the Governance Committee Chair and either the Board Chair or Board Vice Chair will communicate the decision to that Trustee.
5. The Chair and Vice-Chair of the Governance Committee meet with each of the Renewing Trustees to discuss their Board experience thus far and expectations and recommendations for the next term.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Governance Committee.

DATES REVIEWED BY COMMITTEE

September 8, 2015

May 15, 2017
September 23, 2020
May 11, 2021

DATES MODIFIED BY COMMITTEE

September 8, 2015
May 15, 2017
May 11, 2021

DATES APPROVED BY COMMITTEE

September 8, 2015
May 15, 2017
September 23, 2020
May 11, 2021

DATES REVIEWED BY ABOT

September 25, 2015
October 18, 2017
November 14, 2020
June 24, 2021

DATES APPROVED BY ABOT

September 25, 2015
October 18, 2017
November 14, 2020
June 24, 2021



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Association of Clinical Research Professionals Governance Committee Policy 6.3

Board Performance Evaluation

PURPOSE

Nonprofit boards are responsible for periodically and comprehensively evaluating their performance as a collective group as well as the performance of individual board members.

SCOPE

This policy is applicable to all current members of the ACRP Board of Trustees (ABoT).

POLICY

The ABoT will conduct regular evaluations to assess its governance performance, both collectively and individually. The purpose of the evaluations is to identify areas of Board effectiveness and areas for action and improvement. Depending on financial resources, the ABoT may choose to contract with a third-party consultant to conduct the evaluations. The Governance Committee will oversee the design of the assessment. The assessments will take place in the fourth quarter of the year and results will be shared with the ABoT as part of their strategic planning in the first quarter meeting of the following year. The Board will use the results of the evaluation to create action steps as appropriate.

All current members of the ABoT shall participate in the evaluations. Evaluations of individual trustees will focus on the trustees' work on Board matters as well as their personal reflections on their Board service. The collective evaluation of the Board will focus on the effectiveness of the Board, and may include areas such as the overall role of the Board and its operations as well as its governance practices related to establishing strategic direction, ensuring necessary resources, and providing oversight.

Schedule

The need to conduct and fund Board evaluations (collective and/or individual) will be reviewed annually as part of ACRP's budgeting and strategic planning process. As a best practice, ABoT will endeavor to conduct these Board assessments every two years as the budget allows.

MONITORING AND REVIEW SCHEDULE:

The ACRP Governance Committee will monitor this policy as needed and review it every three years.

DATES REVIEWED BY COMMITTEE

August 1, 2016 – no changes

October 16, 2017

November 17, 2017

September 23, 2020

DATES MODIFIED BY COMMITTEE

October 16, 2017
November 17, 2017

DATES APPROVED BY COMMITTEE

November 17, 2017
September 23, 2020

DATES REVIEWED BY ABOT

June 20, 2013
November 18, 2017
November 14, 2020

DATES APPROVED BY ABOT

June 20, 2013
November 18, 2017
November 14, 2020



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VII. Nominating Committee Policies



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Association of Clinical Research Professionals Nominating Committee Policy 7.1

Board of Trustees Nominations and Election

PREFACE

The ACRP Bylaws Article V, Section 2 outlines the composition, term of office, and qualifications for Trustees.

PURPOSE

The Board of Trustees' Nominations and Elections Policy defines the major processes for soliciting, reviewing, and electing Trustees to the ABoT.

SCOPE

This policy is applicable to ACRP and the authority delegated by the Board to the Nominating and Governance Committees for the election of Trustees.

POLICY

The Nominating Committee, with input from the Governance Committee, holds responsibility to lead and conduct the recruitment process for qualified candidates that address the current needs of the Association Board of Trustees (ABoT), thoroughly reviewing each nominee's application, and submitting a recommended slate of candidates for Board approval. Identification of well-qualified candidates will result from a carefully planned process designed to obtain influential, knowledgeable, and representative leadership from the Association's members. The Nominating Committee's role is advisory to the ABoT. The committee identifies, evaluates and recommends to the Board a slate of candidates. The ABoT makes the final decision on the slate.

The major steps in the nominations and election process are:

1. establishing a timeline for nominations and elections (Nom Comm),
2. determining the number of open Trustee seats (Gov Comm),
3. developing and reviewing an annual Board Expertise Assessment to determine the areas needed to strengthen the board (Gov Comm),
4. developing a nomination application for potential candidates and announcing the open/close nominations period to membership (Nom Comm),
5. evaluating all candidates who submit applications (Nom Comm),
6. preparing a recommended slate of candidates for open Trustee seats for ABoT vote (Nom Comm),
7. ranking all candidates for Board information and possible future vacancies on the Board (Nom Comm),
8. approval of final slate of candidates (ABoT),
9. conducting a vote of the candidates by the membership (Nom Comm), and
10. ratifying the election results (ABoT).

Board members who serve on the Nominating Committee will convey the committee's views during the slate discussion. In the event that the ABoT does not agree with the slate recommended by the Nominating Committee, they may amend the slate, taking into consideration the committee's ranking of candidates. Only persons identified and evaluated by the Nominating Committee may be included on the slate. The Board may also ask the Nominating Committee to provide a new slate for Board approval.

The Executive Director may encourage ACRP members to apply for open Trustee seats and may participate in Nominating Committee and Board discussions of candidates; the Executive Director does not have a vote on the Nominating Committee in recommending the proposed slate or on the ABoT in approving the final slate.

The nominations period shall be open for a minimum of two (2) months, and the election period shall be a minimum of thirty (30) days. Active members, as defined in Article IV, Section 2 of the Bylaws, shall cast their vote on the ABoT approved slate of candidates.

The election process will be coordinated by an independent third-party company who is responsible for the official ballot casting and tabulation of results. After the election results are received, the Board of Trustees shall vote to ratify the election results during the next Board meeting at which a quorum is present.

The ballots for electing the approved slates of candidates shall be delivered to the ACRP membership via email, mail or any other delivery means permitted by the Ohio Nonprofit Corporation Act. The membership shall have the opportunity to vote in favor of or against the proposed slate of candidates. In the event that the membership does not by a majority vote in favor of the recommended slate, a new slate will be provided by the Nominating Committee to be approved by the Board and then voted on by the membership.

No active member shall be denied the opportunity to apply for seat on the ABoT in accordance with the terms of the Non-discriminatory Policy.

Renewing Trustees: Current Board Members up for re-election will not be subject to review by the Nominating Committee. Rather, these incumbents will be evaluated and reviewed for re-election directly by the Board through its Governance Committee. The Governance Committee will provide the Nominating Committee with the names of renewing trustees who will automatically be added to the slate and not evaluated.

Recusal of Nominating Committee Members Applying for Election or Re-Election: Please see the rules set forth in ACRP's governance policy document BRD-06-02.06 Board and Board Members "Recusal from the Trustee Nomination Process Policy."

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years.

DATES REVIEWED BY COMMITTEE

May 16, 2014

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

January 27, 2020 (Governance Committee)

DATES MODIFIED BY COMMITTEE

June 28, 2012

May 16, 2014

August 25, 2015

May 31, 2019 (Governance Committee)

January 27, 2020 (Governance Committee)

DATES APPROVED BY COMMITTEE

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

January 27, 2020 (Governance Committee)

DATES REVIEWED BY ABOT

October 27, 2012

September 25, 2015

June 19, 2019

February 8, 2020

DATES APPROVED BY ABOT

October 27, 2012

September 25, 2015

June 19, 2019

February 8, 2020



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Association of Clinical Research Professionals Nominating Committee Policy 7.2

Recusal from Trustee Nomination Process

PREFACE

The ACRP Nominating Committee is charged with leading the recruitment process for qualified candidates who address the current needs of the Association Board of Trustees (ABoT). Members of the Nominating Committee are selected through an open-nominations process, with committee appointments chosen by the ABoT Chair-Elect and approved by the ABoT.

PURPOSE

The Recusal from the Trustee Nomination Process Policy identifies when a Nominating Committee member should recuse him/herself from the Trustee nomination process.

SCOPE

This policy is applicable to ACRP and the authority delegated by the Board to the Nominating Committee for the election of Trustees.

POLICY

Any member of the Nominating Committee who has a conflict of interest due to applying for a first-term position on the ABoT must recuse him/herself from all committee activity; he/she will no longer be eligible to serve as a member of the Nominating Committee.

When a member of the Nominating Committee has a conflict of interest due to applying for re-election for an additional term on the ABoT, the individual must recuse him/herself from committee activity related to his/her nomination only.

When a member of the Nominating Committee thinks they may have a conflict of interest with any candidate applying for a position on the ABoT, the member must communicate this to the committee. By majority vote, if the member is deemed to have a conflict of interest, the member will be recused from committee activity related to that candidate's nomination.

If a Nominating Committee vacancy occurs, the ABoT may appoint a replacement.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years.

DATE REVIEWED & APPROVED BY COMMITTEE

December 14, 2018

January 27, 2020 (Governance Committee)

DATE REVIEWED & APPROVED BY ACRP BOARD OF TRUSTEES

September 25, 2015

February 8, 2020



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VIII. Professional Ethics Committee Policies



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Association of Clinical Research Professionals Professional Ethics Committee Policy 8.1

Discipline and Complaints Policy

Purpose

Maintain and enforce standards of professional conduct and ethics within the Association of Clinical Research Professionals (ACRP) and individuals certified by or seeking certification from the Association and/or Academy of Clinical Research Professionals (Academy).

Scope

The Professional Ethics Committee (PEC) has the responsibility to maintain and enforce standards of professional conduct and ethics within ACRP. The Academy's policies commit to following the ACRP policy (see *ACRP Code of Ethics and Professional Conduct* policy in the respective Policy Manuals). The committee will review and respond to cases of possible or actual misconduct by members or Certificants and those seeking membership or certification. A complaint may be lodged by anyone who becomes aware of a perceived violation of the Code of Ethics and Professional Conduct.

The Professional Ethics Committee will investigate complaints to ACRP which allege violations of the *Code of Ethics and Professional Conduct*. Complaints regarding alleged violations should be reported to ACRP in writing and should include a detailed description of factual allegations supporting the charges, the portion of the Code of Ethics alleged to have been violated, and any relevant supporting documentation. Complaints lacking sufficient detail may be dismissed by the PEC or ACRP staff.

The Professional Ethics Committee will make every effort to follow the timeline requirements established in this policy. However, failure to do so will not prevent the resolution of any investigation or action, and disciplinary action may be recommended to the Board of Trustees at the conclusion of the process even if the timelines set forth herein are not met. Complainants and individuals who are the subject of the complaint are required to comply with established timeline requirements. Time extensions or postponements may be granted for good cause by ACRP upon recommendation of the PEC.

Information exchanged during the complaint investigation and any hearing process will be considered confidential and will be addressed in a discreet and professional manner by the members of the PEC, ACRP staff and any consultants. However, absolute confidentiality cannot be guaranteed as circumstances may dictate that some level of disclosure is necessary, as determined in the reasonable discretion of ACRP staff and/or the PEC or applicable law. Further, while individuals may request anonymity when submitting a

complaint and while ACRP and the PEC will make their best efforts to honor such a request, there may be situations when an individual respondent may discern the identity of the complainant through the submissions. As such, ACRP cannot guarantee anonymity.

At the conclusion of the proceedings, submittals will not be returned.

Process:

Initial Complaint Review

Each complaint should contain the following minimum information:

- 1) The name, address and contact information of the complainant, if the complainant does not request anonymity;
- 2) The name of the individual against whom the complaint is being made, and his or her contact information, if known;
- 3) The provision(s) of the Code allegedly being violated
- 4) The nature of the complaint, including the factual background and time-period involved;
- 5) The name of other individuals or organizations who may have information regarding the particulars set forth in the complaint; and
- 6) Any documentary information supporting the complaint.

Complaints will be received and reviewed by ACRP staff to determine if the complaint should be forwarded to the PEC. Each complaint will be evaluated based on the following:

- 1) Whether the subject of the complaint is or was an ACRP member, applicant for membership, Certificant or an applicant for certification at the time of occurrence.
- 2) Whether the facts alleged in the complaint, if accepted, would constitute a violation of the ACRP Code of Ethics and Professional Conduct
- 3) Whether sufficient information concerning the allegation is provided which would warrant the complaint to be forwarded to the PEC NOTE: If uncertain, ACRP staff should consult the PEC Chair or Vice Chair in the Chair's absence.

If the Staff believes that the complaint appears to constitute a violation, it is sent to the PEC for acceptance. If the PEC concurs that the complaint is deemed actionable by majority vote of the committee, the complaint will be considered accepted and will proceed to the Initial Review by the PEC.

If the complaint does not meet these minimum criteria, ACRP staff will notify the individual who filed the complaint. If the complainant does not provide additional detail, ACRP staff will notify him/her that it was determined based on the ACRP Discipline and Complaints Policy that no investigation is warranted.

NOTE: Willfully filing a frivolous or malicious complaint is considered a form of professional misconduct. Individuals who do so are subject to disciplinary action under this Policy.

Initial Review by Professional Ethics Committee

To determine whether to accept a complaint, the Professional Ethics Committee will schedule a meeting at the earliest possible time to discuss the merits of the complaint. Such meeting may be conducted face-to-face, by video or teleconference.

If the PEC determines that it will not accept a complaint, ACRP will notify the individual complainant (if known) by letter within 30 calendar days of the rejection decision and provide the reason(s) for the determination in writing.

If the Professional Ethics Committee decides to accept a complaint, the following procedure will be followed:

- 1) All available information in its original form will be provided to the PEC
- 2) A written notice will be issued to the subject of the complaint (Individual or Respondent) within 14 calendar days from the date the committee determined an investigation was warranted, via any traceable method. The notice will include:
 - 1) The substance of the complaint, its alleged factual basis, and the provision(s) of the Code alleged to have been violated
 - 2) A copy of the Discipline and Complaints policy,
 - 3) A request to submit a response to the PEC,
 - 4) A deadline for the response to be received, which shall be no more than 21 calendar days from receipt of the notice, and
 - 5) Notification to the Individual (Respondent) that all communications from and to the subject of the complaint will be routed via ACRP's head office via the ethics liaison
- 3) A written notice will be issued to the complainant within 14 calendar days from the date the committee determined an investigation was warranted, via any traceable method. The notice will include:
 - 1) Notification that the PEC will pursue an investigation;
 - 2) A copy of the Discipline and Complaints Policy;
 - 3) Notification that the subject of the complaint will be notified, and that the complainant will be identified to the subject of the complaint. Note: if the complainant initially requested anonymity, the request will be honored to the extent possible;
 - 4) Notification of the composition of the PEC
 - 5) Request for declaration of perceived conflict(s) of interest of the PEC members within 14 calendar days of receipt;

- 6) Notification that ethics investigations are confidential, and the complainant is expected to maintain confidentiality at all times and should not be engaging in discussion with the Respondent throughout the process;
 - 7) Notification that the PEC may seek additional information during the investigation process and the complainant is expected to comply with the requests in a timely manner; and
 - 8) Notification that the only communication channels are to be with the PEC email box, by mail to the ACRP head office and/or by contact with the PEC staff liaison. Notification also that attempted communications directly with any PEC member is deemed highly inappropriate and will not be accepted.
- 4) The PEC members with no conflicts of interest or those with declared but manageable conflicts will make up the Investigation Team.

Conflict of Interest Review

- 1) Once responses are received from the complainant and the subject of the complaint, the PEC will first review all potential Conflicts of Interest. A Conflict of Interest for the PEC occurs when pre-existing business, financial, volunteer or personal relationships with the complainant or subject of the complaint exist in such a way that they could significantly affect a Member's judgment and ability to render an impartial decision related to the subject matter. It is important to note that relationships or past contacts do not, by themselves, constitute a conflict of interest, but rather the nature and history of those contacts and the likelihood that they would affect judgment (for instance: meeting at a conference, participation on an ACRP committee together or working together on a research study would likely not affect judgment; whereas being close friends and/or business partners, being a direct competitor doing research on a competing drug or a past fight could affect judgment).
- 2) Committee Members will be instructed to declare any conflicts of interest. Any member who declares a conflict of interest will be recused if the declared conflict is deemed by the PEC and ACRP counsel to affect the judgement of the PEC member in question to impartially adjudicate the complaint. In addition to pre-existing relationships, this includes any Committee Member who might act as a witness and/or otherwise has significant knowledge of the actions alleged in the investigation. *Note: if the individual submitting the complaint requested anonymity, this will be preserved as much as possible while respecting the rights of the respondent to be informed of the details made available to the PEC by the complainant.*
- 3) All perceived Conflicts declared in the responses will be reviewed by the PEC. If the Committee Members do not agree that they have a Conflict, Committee Members with perceived conflicts will provide their perspective and potential mitigation for

the concerns described in the responses. The PEC will ask questions of the Committee Members and have further discussion, as necessary. After discussions, if there is any concern about a potential conflict of interest, the committee member in question will temporarily leave the room and the remaining members shall decide by vote. If three (3) or more PEC members vote to affirm a conflict of interest, then the member in question will be removed from the discussion of the subject matter. If necessary, for quorum purposes, temporary PEC members will be appointed for purposes of that specific investigation.

Investigation Procedure

- 1) Once the response and any supporting documentation from the subject of the complaint (respondent) has been received and any Conflicts of Interest identified, the PEC Investigation Team will meet to review the complaint together with any additional information within 30 calendar days of receipt of a response from the Respondent. The Committee may, as necessary, appoint an investigator or consultant either within ACRP membership, ACRP staff or outside investigator or consultant with content expertise relevant to the complaint to advise and inform the PEC but shall not vote on any action items before the Committee. Any consultants must be approved, in advance, by the Executive Director. Any such external consultants shall be bound by the confidentiality requirements in this policy.
- 2) The PEC may invite the subject of the complaint to be available by telephone to respond to questions during the review meeting and any subsequent review meetings as necessary. However, the subject of the complaint will not otherwise be entitled to participate.
- 3) Based upon inculpatory evidence obtained to date that appears to support the allegations of professional misconduct, the PEC will schedule a hearing which includes: applicable witnesses, the subject of the complaint, members of the PEC and applicable staff. The subject of the complaint will be provided with the names of the members of the PEC as well as the names of any consultants involved in the investigation.
- 4) The subject of the complaint will have the right to notify ACRP of any potential conflict of interest he or she believe exists with any of the members of the PEC or consultants. Based on the information provided by the subject of the complaint, unless the complaint involves the Executive Director then they will determine if any individual should be recused from participating in further deliberations of the Committee.
- 5) The hearing may be conducted in person or by tele/videoconference depending upon the recommendation of the PEC as approved by ACRP. The subject of the complaint will be expected to participate in the hearing. The subject of the complaint shall be entitled to make a brief statement, no more than ten minutes, providing any additional information relative to the complaint after which the subject of the complaint will respond to questions posed by members of the PEC.

- 6) If, for valid and unavoidable reasons, the subject of the complaint is unable to attend the hearing as scheduled, or his/her representative(s) or material witness(es) are unable to attend, s/he may request a one-time rescheduling of the hearing to be held no later than 30 calendar days after the original hearing date.
- 7) If the subject of the complaint refuses to participate in a hearing or is otherwise unresponsive to inquiries from the Professional Ethics Committee and/or ACRP, the hearing will continue in accordance with this policy.
- 8) If practical, the hearing will be held no more than 60 calendar days from the acceptance of the complaint. If the subject of the complaint wishes to have an attorney or witness(s) participate in the hearing, he/she must notify ACRP staff at least 14 calendar days in advance of the hearing date. Any attorney representing the subject of the complaint may advise the subject of the complaint but is otherwise prohibited from participating in the deliberations of the committee.
- 9) ACRP reserves the right to have its attorney present and may participate to guide the discussion as necessary ACRP's attorney may not provide an opinion or vote.
- 10) In order for a hearing to be conducted, the following individuals must participate:
 - 1) The Chair of the PEC or his/her designee,
 - 2) The Vice Chair or his/her designee,
 - 3) At least one but preferably three other members of the PEC to achieve quorum (i.e.,50% plus 1)
 - 4) ACRP staff, including the Executive Director, as assigned (All staff will be non-voting and will participate only as requested)
- 11) Hearings will not be open to the public. ACRP and the PEC will make every effort to ensure that hearings are fair, impartial and follow a format consistent with this policy and a meeting procedure determined by the PEC Chair and provided to the Subject of the Complaint not less than one calendar day prior."
- 12) Testimony will be recorded either electronically or via transcription. The subject of the complaint will have the right to request a copy of the testimony.

Following the hearing, the PEC members who were present at the hearing will make a decision regarding the complaint. The decision will be based on the affirmative vote of the majority of members present and upon review of the applicable evidence, the rules and regulations of ACRP and/or the Academy, any applicable statutes or regulations promulgated by any state or federal entity or administrative body, the governing documents and policies of ACRP and/or the Academy, and the best interests of ACRP and/or the Academy. The Professional Ethics Committee members making such decision shall apply a preponderance-of-the-evidence standard when evaluating whether one or more Code of Ethics violations occurred.

The complainant and the individual who is the subject of the complaint will be notified by the Professional Ethics Committee Chair of the decision and the appeals process in writing via traceable method within 21 calendar days following the hearing. Then, the outcome of the

investigation hearing by the PEC will be forwarded to the applicable Board(s) (subset of the Academy Board assigned to review decisions/recommendations of the PEC) as per [Appendix 1](#), within 14 calendar days after the subject of the complaint has been notified.

Should the PEC make a determination that action needs to be taken with respect to the Individual's (Respondent's) Academy certification, ACRP staff liaison will notify the Academy staff member in charge of Certification immediately.

The PEC decision and recommended disciplinary actions, if any, will be submitted to ACRP Executive Director and Trustees and are subject to return to the PEC for further consideration before decisions and disciplinary actions are made final. Once final, the Respondent is duly informed by ACRP staff of the decision and actions, if any. Once the period of appeals has expired, ACRP Staff will inform the Academy.

Disciplinary action unrelated to the Individual's certification will be carried out by the appropriate ACRP staff and/or Committee member only after the period of time for which an appeal can be sought has expired without an appeal being raised (30 calendar days after receipt of the notice of sanction).

Disciplinary Actions

Disciplinary actions imposed by the Professional Ethics Committee may include any one or combination of the following actions:

- 1) Decision that the member/Certificant/applicant be ineligible for membership, certification or recertification and/or that an application for membership and/or certification be denied.
- 2) Requirement that corrective actions be taken by the subject of the investigation.
- 3) Suspension of membership and/or certification for a period determined by the committee.
- 4) Revocation of certification and/or membership.
- 5) Decision to recommend that ACRP consider imposing a public or private reprimand.

Depending upon the nature, severity, and circumstances of the violation, the PEC may recommend to the ACRP Executive Director that the final decision of sanctions imposed be published in *Clinical Researcher* and/or on the website of ACRP. This will include a Publication of Decision for Public Reprimands, Suspension and Revocation and will not include details of the complaint or investigation. Only name and geographical location will be disclosed. Publication in *Clinical Researcher* and on the website will be made once the appeals process is completed, if the individual who is the subject of the complaint/proceeding elects to pursue

an appeal; or after the time period in which the individual may pursue an appeal is exhausted without an appeal being submitted. In addition to the foregoing, ACRP or the Academy may notify appropriate government or professional bodies of any final disciplinary action taken.

Appeals

Within 30 calendar days from the receipt of notice of a sanction, the affected member/Certificant/applicant may appeal, in writing, any such revocation or decision via traceable method to the ACRP or the Academy, as applicable. In the appeal, the member/Certificant/applicant shall clearly state the reasons for the appeal. The following are the sole appropriate grounds for appeal of the final decision:

- 1) There were substantial errors of fact or omission in the consideration process that would have significantly changed the outcome of the investigation;
- 2) The Committee failed to conform to published criteria, policies, or procedures which significantly changed the likely outcome of the investigation.
- 3) Important new information becomes available that may have affected the deliberation and determination of the committee

Within 30 calendar days of receipt of the appeal, the ACRP or the Academy, as appropriate, shall constitute an Appeal Committee constituted of individuals with familiarity with ethics processes to review the complete record. Within 45 calendar days of its initial constitution, the Appeal Committee will seek to review the appeal, and issue a recommendation and a report to the ACRP or the Academy regarding the appeal. Within 30 calendar days of receipt of the Appeal Committee's recommendation and report, the ACRP or Academy Board shall render a decision, and notification to the appellant, the complainant, if there is one, and all other appropriate parties, as determined by the Appeal Committee of the ACRP or the Academy, shall be sent via traceable method.

The Appeal Committee may only make recommendation as to whether the determination of a violation of the *Code of Ethics and Professional Conduct* and/or any recommended disciplinary action were inappropriate because of the stated reasons in #1, #2, or #3 above.

The appellant may consult with legal or other counsel at any time during the appeal process. The Appeal Committee may consult legal counsel at any time during the appeal process. The Appeal Committee may, at its sole discretion, permit the appellant to make an oral or a written presentation. The appellant may be asked to appear in person before the Committee.

The recommendation of the Appeal Committee shall either affirm or overrule the determination of the PEC. If the Appeal Committee recommends affirming the determination of the PEC and such recommendation is confirmed by the applicable Board, the disciplinary sanctions imposed by the PEC shall remain intact.

The decision of the applicable Board with regard to an appeal is binding upon ACRP and the Academy, the member/Certificant/applicant who is subject to the determination, and all other persons. The Appeal Committee may recommend to the applicable Board one or more of the following actions:

- 1) Upholding the decision of the PEC
- 2) Overturning the decision of the PED and re-opening the investigation, if the Appeal Committee determines and the applicable Board agrees that errors were made in the process or new information is made available that could have significantly changed the outcome, then the applicable Board will appoint a new committee.
- 3) Overturning the decision of the PEC and closing the investigation.

Admission of Guilt

At any point in the investigative or hearing process or appeals period, an individual who is the subject of a disciplinary proceeding may admit to having violated the Code of Ethics. At such point, investigative procedures shall be stopped, and the Professional Ethics Committee shall determine a sanction and notify the ACRP or Academy Board, as appropriate. By admission of guilt, the member/Certificant/appellant waives his or her right to a hearing or appeals process.

Voluntary Resignation

If at any point in the investigative or hearing process, the individual who is the subject of the complaint voluntarily resigns his or her membership, certification, or application for membership or certification, the PEC may choose to cease or continue its consideration until it completes the discipline and complaints process. A voluntary resignation will be reported to ACRP or the Academy as appropriate and may be reported publicly and/or to a governmental agency as set forth herein. The individual surrendering his or her membership, certification, or application shall not be eligible for future membership or certification with ACRP or the Academy until after the matter is finally decided.

DEFINITIONS

Applicant:	An individual who has submitted an application for membership or certification
Certificant:	An individual who holds a CCRA, CCRC, CP, CPI, or a newly added certification status through the Academy of Clinical Research Professionals
Complainant:	The individual who reported the incident of non-compliance
Individual (Respondent):	The subject of the complaint
Investigation:	The process of evaluating all relevant information related to the complaint received

Investigation Team: The team of individuals comprised of Ethics Committee members and any requested consultants to aid in evaluating the investigation

MONITORING AND REVIEW SCHEDULE

At least every three years by the Professional Ethics Committee.

DATES REVIEWED BY COMMITTEE

September 8, 2015 (by Governance Committee)
September 29, 2015
October 2, 2015
November 13, 2015 (by Governance Committee)
November 3, 2017 (by PEC)
February 7, 2017 (by PEC)
November 11, 2019 (by PEC)
February 2020 (by PEC)

DATES MODIFIED BY COMMITTEE

September 29, 2015
October 2, 2015
November 13, 2015 (by Governance Committee)
November 3, 2017
November 11, 2019 (by PEC)
February 2020 (by PEC)

DATES APPROVED BY COMMITTEE

September 29, 2015
October 2, 2015
November 13, 2015 (by Governance Committee)
November 3, 2017
November 11, 2019 (by PEC)
February 2020 (by PEC)

DATES REVIEWED BY THE BOARD

December 12, 2011
February 5, 2015
December 17, 2015
December 13, 2017
December 11, 2019
March 17, 2020
June 17, 2020

DATES APPROVED BY THE BOARD

December 12, 2011

February 5, 2015

December 17, 2015

December 13, 2017

June 17, 2020



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IX. Leadership Responsibilities



Leadership Responsibilities 9.1 Trustees and Officers

ACRP's affairs are managed by a Board Trustees. It is the Board's duty to carry out the objectives and purposes of the Association; to this end, the Board may exercise all powers of the Association.

The Board of Trustees' responsibilities include supporting ACRP's mission and vision, serving as strategic decision-maker and holding the legal authority of the organization. The Board must balance its role as an oversight body with its role to guide and support the organization and adopted three overarching principles of governance to frame its responsibilities:

1. Establish Strategic Direction - developing and maintaining a focus on the organization's mission and vision and referencing them often during decision-making; ensuring effective planning through a philosophical and long-term approach while monitoring progress toward achieving goals and objectives.
2. Plan for Necessary Resources – monitoring that the organization has adequate financial resources to remain financially viable; engaging in fundraising and resource development; providing capable leadership by building a competent board and selecting the Executive Director; enhancing the organization's public standing by promoting ACRP's mission, programs, and accomplishments.
3. Provide Oversight – committing to legal and ethical integrity and that the association adheres to its Bylaws; supporting and evaluating the Executive Director, approving his/her annual goals and objectives; monitoring and strengthening programs and services; protecting the organization's assets and providing financial oversight, approving the annual business plan and budget.

The Association's decisions and actions are vested in the Board, not in trustees or individuals. Directors acting as a body, such as by vote at a Board or committee meeting, bind the organization and its officers. Members of the Board or committee have an obligation to abide by the position of the Board or committee after a decision is made, even if they opposed the action during the meeting. Differences of opinion among members of the Board on Association matters should be thoroughly discussed at Board and committee meetings.

The ACRP Executive Director is hired by the Board to manage the day-to-day business of the organization and is the liaison between the ACRP Board of Trustees and staff.

Following are **Leadership Responsibilities** for all individual members of the Board, as well as officer Trustees.

Position

Responsibilities

All Board of Trustees Members

- Know ACRP's mission, goals, programs, services, needs, and strengths
- Follow trends in the clinical research community and keep informed of their impact on/within ACRP
- Serve as ambassador for ACRP, telling the organization's story and presenting its accomplishments, programs, and challenges
- Represent your professional community to ACRP, bringing opportunities, concerns, ideas, industry knowledge to Board discussions
- Engage in fundraising and resource development as needed
- Identify potential partnerships and leverage connections, networks, and resources to help achieve ACRP's mission.
- Actively participate in all Board meetings, reviewing all materials sent in advance
- Bring goodwill and collegiality to the Board's deliberations; ask timely and substantive questions; support the Board's decision once it has been made
- Participate in committee or other assignments willingly & enthusiastically
- Engage in strategic planning
- Adopt or amend Association Bylaws, subject to Bylaw provisions
- Determine the organization's policies and procedures
- Oversee ACRP's budget and business plan; exercise prudence in the control and stewardship of ACRP's finances
- Ensure diligent attention is given to changes in assets of the corporation
- Approve any plan of merger, consolidation, or dissolution
- Elect the Association's officers and appoint committees
- Recruit competent Board members from the clinical research community
- Monitor the nomination and election process, approve the final slate of board candidates annually
- Promote diversity and inclusion within ACRP
- Participate in local chapter meetings and events as possible
- Select, counsel, and oversee the Executive Director; determine his/her responsibilities upon recommendation from the Executive Committee
- Direct any requests of staff members via the Executive Director
- Promote and build trust between the Board of Trustees, Executive Director, and staff
- Maintain confidentiality of the Board's executive sessions and when confidential information is provided
- Complete the Conflict of Interest Disclosure form each year; avoid even the appearance of conflict of interest
- Serve ACRP as a whole rather than any special interest group or constituency; represent the overall best interests of ACRP

<u>Position</u>	<u>Responsibilities</u>
Chair	<ul style="list-style-type: none"> • Serve as the senior elected officer of ACRP; preside over all meetings of the ACRP Board of Trustees, Executive Committee and ACRP membership • Serve as the Chair of the Executive Committee • Serve as a member of the Finance Committee • Manage the work of the board, setting Board goals and expectations • Work with the Executive Director to develop Board and Executive Committee meeting agendas • Foster a culture of trust and respect among all Trustees and involve trustees in the work of the Board; inspire a shared vision for ACRP • Serve as contact for all Trustees on Board issues and as liaison between the Board and Executive Director • Build and nurture future board leadership • Conduct regularly scheduled calls with the Executive Director to review organizational matters • Support Executive Director, fostering a relationship based on mutual trust, transparency, and respect • Maintain Executive Session minutes • Lead Executive Committee to conduct annual Executive Director review • Participate in orientation of new Trustees • Author columns for issues of <i>The Clinical Researcher</i> as requested • Call special meetings of the Board and membership if necessary • Sign contracts, deeds, mortgages, or other instruments the Board has authorized when authorization of Board Chair is required • Act as a spokesperson on behalf of the Association to members, the media, and the clinical research community as needed
Vice Chair	<ul style="list-style-type: none"> • Assist the Chair in the performance of his/her duties throughout the year; prepare to assume the office of the Board Chair • Serve as a member of the Executive, Finance, and Governance Committees • Serve as Vice Chair, Finance Committee • In the absence of the Chair, preside at any meeting of the ACRP Board of Trustees, Executive Committee and ACRP Membership • Recommend to the Board all Committee and Board Liaison appointments for terms beginning at the start of your term as Chair, consulting with staff • Build future Board leadership • Support Executive Director, fostering a relationship based on mutual trust, transparency, and respect • Participate in orientation of new Trustees • Represent and promote the organization in the media and community as needed • Perform duties as assigned by the Chair

<u>Position</u>	<u>Responsibilities</u>
Immediate Past Chair	<ul style="list-style-type: none"> • Assist the Chair in the performance of his or her duties, providing continuity, advice, and other support • Serve as a member of the Executive and Nominating Committees • Serve as the Board Liaison to the Nominating Committee • In the absence of the Board Chair and Vice Chair, preside at any meeting of the ACRP Board of Trustees, Executive Committee or ACRP membership. • Support Executive Director, fostering a relationship based on mutual trust, transparency, and respect • Represent and promote ACRP in the media and community as needed • Perform duties as assigned by the Chair
Treasurer	<ul style="list-style-type: none"> • Responsible for oversight of the Association’s finances, working with the Executive Director • Serve as a member of the Executive Committee • Serve as the Chair of Finance Committee • Ensure ACRP’s operating budget is prepared and distributed to the Board of Trustees, for approval, before the beginning of the budgeted fiscal year • Review annual audit/financial review results and report to the Board • Evaluate financial impacts of Board decisions; make recommendations to the Board on financial matters • Ensure financial reports are prepared & distributed at each Board meeting • Work with the Executive Director to present the consolidated financial report to the ACRP membership during the Annual Business Meeting • Work with staff to develop Finance Committee meeting agendas • Lead the maintenance and development of association financial policies • Demonstrate an understanding of accounting for non-profit organizations • Support Executive Director, fostering a relationship based on mutual trust, transparency, and respect • Perform duties as assigned by the Chair
Secretary	<ul style="list-style-type: none"> • If a Trustee, is a member of the Board with voting privileges and serves as a member of the Executive and Finance Committees; if an Association employee, is not a member of the Board or committees • Distribute Board and committee meeting notices within the provisions of ACRP Bylaws • Record and distribute minutes of the Board of Trustees and committees • Serve as custodian of all corporate records, except Executive Session minutes, as well as the Association seal, ensuring it is affixed to all necessary documents • With approval of the Board and committee chairs, prepare and distribute all meeting agendas, minutes, and materials • Adhere to Robert’s Rules of Order for all meetings • Track Board meeting attendance

<u>Position</u>	<u>Responsibilities</u>
Public Member	<ul style="list-style-type: none"> • Provide the Board of Trustees with an independent and external perspective that contributes to a broader view of opportunities and threats facing ACRP and the clinical research industry • Serve as a member of the Governance Committee • Perform duties as assigned by the Chair
Appointed Trustee to the Academy	<ul style="list-style-type: none"> • Serve as Board Liaison from the ACRP Board of Trustees to the Academy of Clinical Research Professionals Board of Trustees • Attend all Academy Board meetings as a non-voting member of the Board; may not serve as an officer of the Academy Board • Present ACRP/Academy updates to respective Boards • Facilitate communication between the Boards • Be familiar with and adhere to the National Commission for Certified Agencies “Standards for the Accreditation of Certification Programs” • May not serve on the Content Committee, develop professional development curriculum, or teach any coursework to prepare candidates for ACRP certification exams while holding this role and for two years after



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X. Leadership Volunteer Forms



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Association of Clinical Research Professionals Volunteer Letter of Agreement 10.1

As an ACRP Volunteer, I am fully committed to the mission and vision and will contribute my time, thought, and effort to advance the Association. I understand that my responsibilities include the following:

- Support the ACRP mission and vision and consider them when making decisions.
- Prepare for, attend, and actively participate in meetings and activities for the volunteer service I provide.
- Be accessible, at least by phone or e-mail, to other volunteers and staff.
- Share my expertise and talents with ACRP.
- Maintain the confidentiality of private information of ACRP as well as its volunteers, members, staff, and vendors.
- Fulfill my ACRP commitments within agreed-upon deadlines.
- Communicate effectively and respect the diverse opinions of others.
- Maintain and promote high ethical standards including good-faith decision making.
- Avoid an actual or perceived conflict of interest with other activities, interests, and/or organizations with which I may be involved. I will disclose any such conflicts as they arise, and will complete and return the ACRP Conflict of Interest and Disclosure Form as requested.
- Agree that if, for whatever reason, I can no longer fulfill my duties and responsibilities as a volunteer with ACRP, I will notify the Executive Director immediately.

My signature below confirms that I have (i) read and understand this Volunteer Letter of Agreement; (ii) read and signed the ACRP Confidentiality and Nondisclosure Agreement; and (iii) read and completed the ACRP Conflict of Interest Policy. I also confirm that I have no such conflicts to disclose at this time, or if I do, that I have disclosed them to ACRP.

Printed Name

Signature

Date

MONITORING AND REVIEW SCHEDULE

This document will be reviewed by the Governance Committee every two years.

DATES REVIEWED BY COMMITTEE

September 8, 2015
December 10, 2018
October 17, 2019
September 23, 2020

DATES MODIFIED BY COMMITTEE

September 8, 2015
January 4, 2016 (Executive Director, Chair and 2015 Governance Committee Chair)
October 17, 2019

DATES APPROVED BY COMMITTEE

September 8, 2015
January 4, 2016 (Executive Director, Chair and 2015 Governance Committee Chair)
December 10, 2018
October 17, 2019
September 23, 2020

DATES REVIEWED BY ABOT

September 19, 2013
September 25, 2015
January 30, 2016
October 23, 2019
November 14, 2020

DATE APPROVED BY ABOT

September 19, 2013
September 25, 2015
January 30, 2016
October 23, 2019
November 14, 2020



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Association of Clinical Research Professionals ACRP Confidentiality and Nondisclosure Agreement 10.2

I understand and acknowledge that it is the responsibility of all ACRP volunteers and employees to safeguard sensitive ACRP-related information they come in contact with during their tenure with ACRP. This includes, but is not limited to, confidential and proprietary information relating to compensation, membership lists, vendor lists, financial information, marketing information and data, new materials, research, new and pending projects and proposals, scientific data, technological data and telephone lists of ACRP and its affiliates.

I further understand and acknowledge that my continued service with ACRP is contingent on my protecting and maintaining the confidential and proprietary nature of such information. To that end, while I serve as an ACRP volunteer or employee, I will protect and maintain the confidentiality and proprietary nature of the information as described above. This includes the nondisclosure of that information and of that related to my ACRP work/duties on all electronic and social media.

I also understand and agree that ACRP and its affiliates retain full legal ownership of all products and results of my work as a volunteer or employee, and that I cannot claim, construe, or present this work as my property, even after my ACRP tenure has ended or the relevant project is completed. This includes written and electronic documents, audio and video recordings, system code, concepts, ideas, or other intellectual property developed for ACRP and its affiliates, regardless of whether the intellectual property is actually used by ACRP and its affiliates.

Signature

Date

Print Name

MONITORING AND REVIEW SCHEDULE:

Review every two years or as needed by the Governance Committee.

DATES REVIEWED BY COMMITTEE

November 16, 2018
September 23, 2020

DATES MODIFIED BY COMMITTEE

September 23, 2020

DATES APPROVED BY COMMITTEE

November 16, 2018
September 23, 2020

DATES MODIFIED BY ABOT

January 4, 2016 (Reviewed by Executive Director, Chair and 2015 Governance Committee Chair)

DATES REVIEWED BY ABOT

January 30, 2016

November 14, 2020

DATE APPROVED BY ABOT

January 30, 2016

November 14, 2020



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Association of Clinical Research Professionals Conflict of Interest Disclosure Form 10.3

Volunteers and employees of the Association of Clinical Research Professionals (ACRP) and the Academy of Clinical Research Professionals (Academy) must always act in the best interests of ACRP and not for personal or third-party gain or financial enrichment. You, therefore, agree to notify the ACRP Executive Director promptly if and when you determine that any actual, apparent, or potential conflict of interest exists. If you are unsure whether a circumstance may constitute a conflict of interest, please contact the Executive Director.

All ACRP Trustees, Committee Members, and staff identified by the Executive Director must complete the Conflict of Interest Disclosure Form at the start of each calendar year. If a conflict should arise after the disclosure form has been submitted, the Executive Director must be promptly notified (within 5 business days) and the nature/specifics of the conflict of interest should be submitted in writing within ten (10) business days.

Please answer all questions, by checking one of the boxes; if the answer to any question is "Yes," please explain. The term "immediate family" means your spouse, domestic partner, children, grandchildren, stepchildren, brothers, sisters, grandparents, parents, parents-in-law, and grandparents-in-law.

1. **Do you, or a member of your immediate family, serve on the Board of Directors/Trustees or an advisory board/planning committee of any clinical research or professional training organization other than ACRP?**

Yes No If yes, please explain:

2. **Do you serve on an advisory board or planning committee for an organization that holds conferences/training sessions which directly compete with ACRP?**

Yes No If yes, please explain:

3. **Do you work or consult for a company engaged in the development of marketed educational/training materials or services that directly compete with ACRP?**

Yes No If yes, please explain:

4. **Have you, or a member of your immediate family provided goods or services to ACRP as a vendor or had other financial interests in any sales, purchases, transfers, leases, or guarantees entered into by ACRP during the last twelve (12) months? Please include any transactions that are currently pending completion.**

Yes No If yes, please explain:

5. **Have you, or a member of your immediate family, engaged in any activity, employment, or outside business activities that could result in an appearance of a conflict of interest? Please describe the scope of any such activity, during the last twelve (12) months.**

Yes No If yes, please explain:

6. **Have you, or a member of your immediate family, been indebted to ACRP at any time during the last twelve (12) months? Please exclude amounts related to ordinary travel and expense advances.**

Yes No If yes, please explain:

7. **Have you, or a member of your immediate family, received a gift, gratuity, or other item of value in excess of \$100, exclusive of meals, travel, and lodging associated with meetings, during the last twelve (12) months, as a result of your ACRP service?**

Yes No If yes, please explain:

I acknowledge that I have read and understand ACRP's Disclosure and Management of Conflicts of Interest policy. I affirm that the answers to the questions above are correct to the best of my knowledge and belief. Should any of these answers change during this calendar year, I will promptly notify the Executive Director of that change.

Signature

Date

Print Name

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Board of Trustees.

DATES REVIEWED BY COMMITTEE

November 4, 2016
December 10, 2018
September 23, 2020
October 7, 2020

DATES MODIFIED BY COMMITTEE

November 4, 2016
December 10, 2018
September 23, 2020
October 7, 2020

DATES APPROVED BY COMMITTEE

November 4, 2016
December 10, 2018
September 23, 2020
October 7, 2020

DATES REVIEWED BY ABOT

September 19, 2013
January 30, 2016
November 5, 2016
December 14, 2018
November 14, 2020

DATES APPROVED BY ABOT

September 19, 2013
January 30, 2016
November 5, 2016
December 14, 2018
November 14, 2020

Note: Staff amended gift amount to be reported to “in excess of \$100” (formerly \$250) per November 17, 2018 ABoT vote to amend the gift amount cap noted in the Fraud and Whistleblower policy.