



Code of Conduct

BOD Y02-24-03-04 [Amended: BOD Y11-22-03-25; BOD Y11-20-17-10; BOD Y06-19-09-09; BOD Y11-16-02-02] [Policy]

The American Physical Therapy Association (Association or APTA) is committed to conducting its activities in accordance with the highest ethical standards. The Board of Directors has adopted this Code of Conduct to implement that commitment and to provide guidance to the Board.

CODE OF CONDUCT

I. Core elements of Board function

- A. Fiduciary responsibilities
 1. Each Board member serves as a fiduciary of the Association's resources and is accountable to the members for prudent oversight of the Association's financial and business affairs.
 2. Each Board member ensures that the financial affairs of the Association are conducted in a responsible and transparent manner.
 3. Each Board member understands non-profit accounting principles and reads the Association's financial reports, committee reports and other documents pertaining to the operations of the Association.
 4. Each Board member actively engages in decisions relating to the allocation of resources and monitoring of financial performance.
- B. Legal/ethical responsibilities
 1. Each Board member shall comply at all times and under all circumstances with all applicable federal, state, and local laws, rules and regulations.
 2. Each Board member shall use their best efforts at all times to make reasonable decisions that are consistent with the Association's Articles of Incorporation, Bylaws of the American Physical Therapy Association, and other governing documents.
 3. Each Board member shall engage in honest and ethical conduct, including the ethical handling of actual or apparent conflicts between their personal or professional interests and the interests of the Association.

II. Effective Board Participation

- A. Diligence
 1. Each Board member will conduct the affairs of the Association in good faith and with honesty, integrity and due diligence.
 2. Each Board member shall devote the time and resources necessary to prepare for and participate in all Board activities.
 3. Each Board member shall be informed, actively participate in Board discussions, regularly attend Board meetings and be responsible for setting the Association's strategic direction.
 4. Each Board member shall be informed about the needs and opinions of the Association's membership, and ask any questions necessary to be fully informed about the issues being addressed by the Board before making decisions.
 5. Each Board member shall give open and fair consideration to diverse and opposing viewpoints.
 6. Each Board member shall exercise independent judgment, and not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.
- B. Respectful interaction
 1. Each Board member shall conduct themselves in a professional, courteous, respectful and businesslike manner.
 2. Each Board member shall foster an environment of respect, cooperation and collegiality.

3. Each Board member shall demonstrate active listening while other members of the Board express their views.
4. No Board member may undermine, sabotage or falsely impugn another Board member.
5. Each Board member shall treat APTA staff, members and related partners courteously and professionally.

III. External Board functions

A. Confidentiality

1. Each Board member shall maintain confidentiality of all legal, contractual, personnel, and similar confidential and non-public information entrusted to them or acquired during their service on the Board.
2. Each Board member will keep Board deliberations confidential, and speak only about adopted Board policy and its rationale, options that were considered, and whether or not the vote was unanimous except as addressed herein in Principle III., A., 5).
3. No Board member may discuss or disclose the votes of the Board or of individual Board members (including their own) unless the Board has made these votes public.
4. No Board member may disclose anything about Board actions if the Board has determined to defer announcement of that action or to control the dissemination of that information.
5. No Board member may disclose matters addressed in executive session to anyone not entitled to participate therein.

B. Leadership/role model

1. Each Board member sets the tone for Association members and volunteers by acting as a leader and serving as an example of dedication, dignity, enthusiasm, integrity and professional conduct.
2. Each Board member is dedicated to representing the interests and ideals of the physical therapy profession.

C. Scope of influence

1. A Board member shall not act in an official capacity or speak publicly on behalf of the Association unless empowered to do so under the Bylaws, or as specifically empowered by the Board.
2. Each Board member shall support and positively characterize the positions and decisions of the Board to ensure that the Board is speaking with one voice.
3. Each Board member shall adhere to decisions legitimately taken in the transaction of the Association's business.
4. No board member shall intrude on administrative issues that are the responsibility of management. Any concerns about staff member's performance or conduct should be addressed directly with the CEO and/or APTA President.
5. A Board member shall not have a supervisory or direct reporting relationship with another Board member.
6. A Board member shall not serve on the Board concurrently with an immediate family member, partner, or significant other in a committed relationship.
7. A Board member shall not serve concurrently on a member group board or as a chapter, section/academy, institutional group, or Ethics and Judicial Committee delegate.
8. Board members shall cautiously consider the impact of participating in any activities with the member groups of which they are a member.
9. A Board member acting in a role outside of their responsibilities shall not direct staff actions.

PROCEDURES

- I. A copy of this policy shall be given to candidates for election to the Board.
- II. APTA shall distribute this policy to all Board members.
- III. Board members shall read the policy and submit the signed acknowledgement to APTA annually. A Board member appointed in accordance with APTA Standing Rules shall read the policy and submit the signed acknowledgement no later than the end of the month following the appointment.

- IV. If a concern is raised about a situation, behavior, or relationship related to a Board member's compliance with the code of conduct, the following process shall be used:
- A. Any Board member who is aware of concerns related to a Board member's conduct shall share these concerns with the EC and the President. This may be self-reported or initiated by another Board member.
 - B. Any APTA staff member who is aware of concerns related to a Board member's conduct shall share these concerns with the CEO. The CEO shall notify the President, who shall notify the EC.
 - C. The President shall share any concerns received under IV. A., or IV. B., with the Board member who is the subject of the report.
 - D. If a concern is raised regarding the President, the Vice President shall carry out the duties of the President as outlined in this policy.
 - E. If a concern is raised regarding a member of the EC, that individual shall not participate in any related actions that take place on behalf the EC.
 - F. The EC shall discuss and, if necessary, conduct an investigation to determine the merits of the concerns raised.
 - G. The EC shall ensure confidentiality throughout the process and only involve others as required to understand the situation.
 - H. Any Board member contacted by the EC shall cooperate fully with the EC.
 - I. The EC shall report the issues, the interpretations of the policies, and recommendations to the President.
 - J. The President shall inform the Board member(s) involved of the EC's recommendations and of the action(s) the President intends to take, which may or may not follow, in full or in part, the EC recommendations.
 - K. If there is acceptance of the conclusions about the interpretation and application of policy, and no further action is needed by the Board member in question, the matter is considered closed. If there is an agreement that some remedial action is needed, and the Board member agrees to take such action, the matter shall be closed when such action is taken.
 - L. The President shall notify the EC of the outcome.
 - M. If the Board member involved does not accept the interpretation and application of policy and of the recommendations, the EC shall review the matter. If the Board member agrees with the EC conclusions, and agrees to any recommended action, the matter shall be closed when such action is taken. If a member of the EC is the individual about whom a concern has been raised, they shall recuse themselves from any subsequent deliberations of the EC.
 - N. If there is no resolution after this stage, the EC shall refer the matter to the full Board for review.
 - O. For Board members elected by the House, if the Board decides to recommend to the APTA House of Delegates that it remove the Board member in question, then the Board and the House of Delegates shall proceed in compliance with applicable Illinois law.
 - P. For the public Board member, if the Board decides to remove the public member, the Board shall proceed in compliance with applicable Illinois law.

ACKNOWLEDGEMENT

As an APTA Board member, I hereby acknowledge that I occupy a position of trust and that I am expected to act at all times in good faith and in the best interests of APTA. I will act in accordance with the expectations as outlined in the Board's Code of Conduct policy.

NAME: (print or type): _____

Signature: _____

Date: _____

Explanation of Reference Numbers:

HOD P00-00-00-00 stands for House of Delegates/month/year/page/vote in the House of Delegates minutes; the "P" indicates that it is a position (see below). For example, HOD P06-17-05-04 means that this position can be found in the June 2017 House of Delegates minutes on Page 5 and that it was Vote 4.

E: Binding Ethical Document | P: Position | Y: Policy

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