

FCA leadership

MEMORANDUM

to: FCA Board of Directors
from: Jennifer Durr, CEO
subject: Attached Board of Directors Agreements
date: February 17, 2025

FCA policy requires FCA staff to forward the attached agreements to all FCA officers and directors, local society officers and all individuals in the FCA's committee structure, as these policies apply to all individuals in those categories of leadership.

By copy of this memo and the agreements to all leadership personnel listed above, I am asking that you read all three and sign the acknowledgment attached, signifying that you have read and understand the attached policies. Then please return your signed acknowledgement by fax, mail or email to my attention at the FCA office or jennifer@fcachiro.org. If sending via mail or fax please reference the mailing address and fax number below.

Thank you for your cooperation in abiding by the provisions of these important policies. We appreciate your service and your response.

Sincerely,

/s/ Jennifer

cc: Kim Driggers Jaffe, FCA General Counsel

FCA Director/Local Society Officer/Representative Acknowledgment

I, _____, as FCA Director or officer of the _____ **Chiropractic Society**, hereby agree to refrain from speaking to or answering questions posed by member of news media about any issue that affects the local society without prior approval from the FCA CEO or the FCA General Counsel. I agree to refer any questions posed by members of news media about any issue that affects the local society to the FCA CEO or the FCA General Counsel.

I understand that the FCA will afford me a defense against a lawsuit filed against me for acts done within the scope of any official duties as **Director** in _____ **Chiropractic Society** in a manner as an ordinary, reasonably prudent person would have acted under the same or similar circumstances, while acting in good faith within the scope of any official duties, providing such duties were not caused by any wanton or willful misconduct on my part in the performance of such duties, in which I have not breached or failed to perform my duties as an officer, director or representative of the _____ **Chiropractic Society**, when there was no intentional violation of criminal law, when I derived no improper personal benefit, either directly or indirectly, or when I have not acted recklessly or in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

I hold the FCA harmless for any liability resulting from any comment or statement I make to the news media without prior approval from the FCA CEO or the FCA General Counsel under which circumstances the FCA will not provide a defense on my behalf against any lawsuit filed naming me as a defendant based upon those comments or statements.

I, further, agree to contact the FCA General Counsel prior to any vote or decision relating to local society approval or any product or service or any arrangement with a vendor of products or services.

I understand that local society officers and directors should call upon the general counsel for comment on legal aspects relating to any planned project or program. A telephone call to the general counsel can save much aggravation and grief for individual officers and directors and the local society.

Remember: If your society wishes to begin a new area of activity or a new service, discuss it with FCA General Counsel or FCA executive staff to be sure you don't run afoul of antitrust or other legal considerations. It only takes a phone call -- General Counsel Kim Driggers: 850/597-1355. CEO Jennifer Durr: 407/654-3225.

Signed and Acknowledged by _____ Date: _____

Local Society: _____ Position Held: _____

Sign and return to: **Florida Chiropractic Association, Inc. • P.O. Box 783397, Winter Garden, FL 34778 •**
Fax (407) 218-5242 Or email to jennifer@fcachiro.org

Florida Chiropractic Association, Inc.
POLICY ON CONFLICTS OF INTERESTS

This policy applies to all FCA officers, FCA Directors, local society officers and directors and all committee personnel appointed by the president.

1. No person to whom this policy applies shall use his or her position in such a manner to create a conflict between interests of the FCA or any of its local societies and his or her personal interests.
2. Each person to whom this policy applies has a duty to place the interests of the FCA and its local societies foremost in any dealing with the FCA or its local societies, or when representing the FCA or its local societies to other entities or individuals.
3. The conduct of personal business between any person to whom this policy applies and the FCA or its local societies is prohibited unless approved by the FCA Board of Directors.
4. No person to whom this policy applies may obtain for themselves, their relatives, or their friends a material interest of any kind from the FCA or its local societies.
5. Any person to whom this policy applies who has an interest in a proposed transaction with the FCA or its local societies in the form of a significant personal financial interest must make full disclosure of such interest before any discussion or negotiation of such transaction.
6. Any member to the FCA Board of Directors or officer or board member of a local society who is aware of a potential conflict of interest with respect to any matter coming before the FCA Board of Directors or the local society governing board shall not vote on the matter.

It is a conflict of interest for any FCA/local society elected or appointed representative to: (a) use his or her position for personal gain or as a means to attain competitive advantage over his or her peers; or (b) to promote his or her private practice or business interests while representing the FCA in any capacity.

Adopted by the Florida Chiropractic Association, Inc. Board of Directors, January 21, 1999.

Following is the special Code of Ethics governing all officers and directors of the FCA and FCA recognized local societies. The FCA Code of Ethics contains the following as Section 15-18:

15. All officers and directors of the FCA and FCA recognized local societies shall also abide by the Code of Conduct outlined below:
 - a. *Represent the interests of all members of this association without favor of special interests inside or outside the association.*
 - b. *Not use the association or their service on this board for their own personal advantage or for the advantage of their friends or supporters.*
 - c. *Refrain from divulging confidential information.*
 - d. *Approach all board issues with an open mind, prepared to make the best decision for all members of the association.*
 - e. *Do nothing to violate the trust of those who elected them or whom they serve.*
 - f. *Focus their efforts on the mission of the association and not on their personal goals.*
 - g. *Never exercise authority as a board member except in meetings with a full board or as delegated by the board.*
16. *No code or set of rules can be framed which will particularize all ethical responsibilities of chiropractic physicians in the various phases of professional life. The enumeration of obligations in this Code of Ethics is not exhaustive and does not constitute a denial of the existence of other obligations, equally imperative, though not specifically mentioned.*
17. *Illegal, unethical or incompetent conduct shall be in violation of this Code of Ethics.*
18. *Violation of this Code of Ethics is just cause for suspension or expulsion from FCA membership.*

Article III, Section C of the FCA By-Laws puts forth the following requirements for FCA officers and directors:

5. *All candidates for officer or director of the FCA must comply with the Code of Conduct as follows:*
 - (a) *There must be no conflict of interest with the objectives of the FCA.*
 - (b) *A person has a conflict of interest by serving as an officer or director or*

member in two organizations when one organization takes an adverse position against the other organization.

- (c) A candidate has a conflict of interest by being a member of another state chiropractic organization in Florida.(c) The candidate must be able to attend a majority of Board of Directors meetings.*
- (d) An officer or director who does not comply with the Code of Conduct may be subject to removal from office by a two-thirds (2/3) vote of the entire Board of Directors.*
- (e) The Board of Directors may refuse, by a two-thirds (2/3) vote of the entire Board of Directors, to accept the credentials of a candidate for seating on the Board of Directors, upon finding of any of the above.*

Adopted by the FCA Board of Directors on March 25, 2009.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I, _____, recognize that, as a member of the Board of Directors of Florida Chiropractic Association, Inc. ("FCA"), I owe duties of care and loyalty to the FCA. One aspect of fulfilling those duties is to avoid conflicts of interest with respect to the interests of persons, products, or entities that are the subjects of the particular FCA activities or proceedings in which the Covered Person is involved. To help avoid conflicts, on this form I am disclosing situations or areas in which it might even appear that I have conflicting duties to other persons, products, or entities. I invite further review by the FCA Board of any aspects of this/these situation(s) or areas that might be considered appropriate. In addition, I will take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from my position on the FCA Board, if it is determined that those steps are necessary to protect against legal liability to the FCA or to me arising from conflicts of interest. Please complete all of the following that apply and attach additional pages if necessary.

1. Professional, business, or volunteer positions or responsibilities that might give rise to conflicts:

2. Situations in which I am serving as a member of a chiropractic organization, a network provider, a network or Third Party Administrator owner or interested party, or am employed by or consulting with a vendor or customer that may present conflict to the FCA or its members:

3. I know of no professional, business, or volunteer position or responsibility, including network ownership or membership, chiropractic organization membership, or vendor/customer situations that might give rise to conflicts (initial here): _____

Date: _____ Signature _____