



Dealing With Conflicts of Interest

Carolyn D. Duronio, JD

Because of recent corporate scandals, governance issues in large organizations have become very prominent in the news and governmental debates. In particular, issues with respect to conflicts of interest have been highlighted. Newspaper articles last summer analyzed transactions between directors and the Nature Conservancy, a large environmental nonprofit organization. In certain transactions, directors had the ability to purchase property from the Nature Conservancy at what was deemed to be fair market value. Even though the Nature Conservancy may have followed the letter of the law, perception issues arose as to whether directors may have had an unfair advantage in their dealings with the organization. This is just one prominent example of the current

discussion concerning conflict-of-interest issues and the need for corporate governance policies to deal with conflicts of interest. The Oncology Nursing Society (ONS) is addressing the conflict-of-interest issues directly to ensure that it operates in a transparent and an appropriate manner.

To ensure that nonprofit organizations, such as ONS, operate appropriately, states have enacted nonprofit corporation laws. Under those laws, certain individuals, generally insiders, have a fiduciary obligation to put the interests of the organization before their personal interests. This is known as the duty of loyalty. An insider for this purpose is a director and an officer, and may include others with responsibility in the organization, such as a committee member. In

other words, someone who is in a position to make a decision or influence a decision must make the decision in the best interests of the organization.

Whenever an insider may benefit from a decision of the organization, a potential conflict of interest can occur. The types of relationships giving rise to a conflict of interest are usually financial ones. For example, if a trade show management company executive was a director of ONS and she wanted her company to get the contract to manage the trade show portion of the annual ONS Congress, this would be a conflict of interest. Also, if a director of ONS provided contract services to a pharmaceutical company and she provided information to the pharmaceutical company only known to a director that could provide the company with a competitive advantage because of her relationship with ONS and its members, then that would be a conflict of interest. A conflict of interest also would arise when a director of the ONS Foundation must determine whether to provide a research grant to the academic research center at which she is employed or to another one.

Conflicts of interest may surface in innumerable ways in any large organization because most people have several roles in life. Nothing is inherently nefarious in a conflict of interest. In fact, if conflicts of interest were to be avoided entirely, then organizations would be limited in their ability to attract directors—in particular, qualified directors because those are the individuals who usually have multiple roles. Further, in most cases, conflicts are a very small part of the tenure of any director. Because of this, the law provides a process for handling conflicts of interest rather than simply prohibiting them. Thus, the key to adequately dealing with conflicts of interest is to have a process in place to fairly

Lisa Schulmeister Steps Down After Four Successful Years as *CJON* Editor

After four years as editor of *Clinical Journal of Oncology Nursing (CJON)*, Lisa Schulmeister, RN, MN, CS, OCN®, stepped down from the editor position, effective December 31, 2003. During her tenure as editor and with the support of her editorial and review board members, Lisa



shaped and expanded the journal to successfully meet the ever-changing needs of its direct caregiver audience and contributed immeasurably to making *CJON* one of the top benefits of ONS membership.

When Lisa was appointed *CJON* editor in 1999, the journal was a fledgling quarterly publication with several articles and regular features per issue. During her tenure, she expanded the journal to include seven to nine articles per bimonthly issue, developed the concept of providing readers with technical inserts in the journal, provided leader-

ship for the *CJON* Editorial and Review Boards, and tirelessly spread the word about *CJON* at chapter meetings, speaking engagements, and presentations at the ONS Congress and Institutes of Learning.

As editor, Lisa was committed to supporting both new and experienced authors alike, with the goal of making the author's experience a positive one. She contributed significantly to building the *CJON* Mentor/Fellow Writing Program, which has supported more than 30 new writers since its inception in 2000, as it supported the expansion of *CJON* clinical content.

ONS volunteers, readers, and staff are very grateful for all that Lisa has contributed to the development and promotion of *CJON* as a high-quality and unique journal for oncology clinicians and wish her continued success in her future endeavors.

Carolyn D. Duronio, JD, is the Oncology Nursing Society legal counsel and a market managing partner of the Pittsburgh and Harrisburg offices of Reed Smith LLP in Pennsylvania.

Digital Object Identifier: 10.1188/04.CJON.115-116