



## **Implementation Guidelines for Antitrust Compliance Policy**

### **INITIAL PROCEDURE**

1. A copy of the Association Antitrust Compliance Policy should be delivered to every director, officer, employee, agent and consultant of the Association.
2. All recipients should provide a signed Certification of Compliance acknowledging receipt of and intent to comply with the Antitrust Compliance Policy.
3. All recipients should be advised to retain and periodically review their copy of this Policy, and should be further required annually to acknowledge compliance therewith during the previous year, with any exceptions described in detail.

### **MEETINGS**

1. These Guidelines apply to all Association Board and committee meetings, and meetings/communications of Association employees and consultants.
2. An agenda should be prepared for each Board or committee meeting and should bear the following notation: "All Association meetings are to be conducted in accordance with the Association's Antitrust Compliance Policy and applicable laws."
3. At the beginning of each Board or committee meeting, the following reminder shall be read: "This meeting shall be conducted in accordance with the Association's Antitrust Compliance Policy and applicable laws." A warning statement should be given if at any time the meeting chair or counsel in attendance believes that any discussion threatens to violate the Association's Antitrust Compliance Policy. Minutes should reflect any antitrust warning statements or other precautions taken to ensure compliance with applicable antitrust laws.
4. A copy of the Association's Antitrust Compliance Policy should be made available to attendees at any Board or committee meeting of the Association.

### **ASSUMPTION REINSURANCE**

1. Information which relates to bid content, negotiations or other confidential matters and which is not generally available to the public should not be disclosed, discussed, or used by any person in any manner which would unlawfully restrain fair competition in the bidding process or in connection with contract awards.

2. No person affiliated with an interested bidder should participate in any internal Association discussions relating to such information, nor should such person seek or obtain the same information from another Board member, consultant, or Association employee.

3. Bid qualifications, procedures and any ranking factors to be considered in the selection of the winning bid should be disclosed in writing, with reasonable specificity, to all participating bidders.

4. All participating bidders should have equal access to information.

5. To the extent applicable, the Association must comply with all notice, disclosure and approval requirements set forth in the Hart-Scott-Rodino Antitrust Improvements Act of 1976, codified at 15 U.S.C. § 18(a).

6. If any potential conflict of interest or appearance of a conflict of interest arises in the context of any bid process for blocks of business, it shall immediately be disclosed to the Association's Executive Director, who shall immediately inform the Association's counsel and Board Chair. Association counsel will consider the matter in consultation with the Executive Director in accordance with the Association's conflicts procedures. Any recommended action to the Chair and/or Board of Directors shall be guided by the goal of assuring to the maximum extent possible the integrity, impartiality and efficiency of the bid process.<sup>1</sup>

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<sup>1</sup> It shall normally be deemed an area of potential conflict of interest if a person or firm hired by the Association and involved in the bid process in any way is also retained by a party which is an interested bidder, even if the work done for the Association and the bidding party is performed by different individuals or different offices. A similar situation may also exist if any person performing services for the Association is also associated in any way with an interested bidder, if the participation of such person might affect the appearance of integrity and impartiality of the bid process. Everyone involved on behalf of the Association should also be sensitive to any other circumstances that might reasonably be perceived as a conflict by a third party. It is the responsibility of all individuals involved in the bid process on behalf of the Association to bring all such relationships to the attention of the Executive Director immediately when they become known.