

ANTITRUST POLICY

American Academy of Neurology and American Academy of Neurology Institute

1. Purpose. The purpose of this Antitrust Policy is to provide an overview of antitrust law, explain prohibited conduct, and affirm the American Academy of Neurology's ("AAN") and the American Academy of Neurology Institute's ("AANI") (collectively, the "Academy") commitment to compliance with federal and state antitrust laws.

2. Overview. Antitrust laws prohibit concerted activities or agreements between competitors in restraint of trade. By their nature, associations bring competitors together to discuss items of importance to the industry and otherwise facilitate communications and the exchange of information among competitors. Accordingly, the leaders and members of an association must be particularly attuned to the potential for situations/discussions/information exchanges that could give rise to antitrust allegations. The potential harm to an association and its members related to allegations of an antitrust violation would be severe in terms of lost time and resources. Allegations and any finding of an antitrust violation could significantly impact the Academy's ability to promote the highest quality patient-centered neurologic care and enhance member career satisfaction.

3. Application & Compliance.

- a) The Academy complies with federal and state antitrust laws. The Academy will not become involved in the competitive business decisions of AAN members, nor will it participate in activities or discussions that suppress fair and open competition among Academy members.
- b) This Policy applies to, and its compliance is the responsibility of, Academy officers, directors, members of committees, sections, other Academy delegated groups, employees, and AAN members.
- c) To assist in recognizing situations that may give rise to antitrust concerns, this Policy will be distributed to Academy officers, directors, members, employees and representatives. Any questions about this Policy, or concerns about the antitrust implications of a particular course of action, conversation, etc. concerning Academy activity, should be directed to Academy legal counsel.
- d) Academy meetings should have an agenda circulated in advance and minutes of all Academy meetings must properly reflect the actions taken at the meeting, except for items deemed confidential by legal counsel. At the request of Academy counsel:
 - i. this Policy will be included in agenda material and referenced at the start of any Academy meeting;
 - ii. counsel may review agenda materials and draft minutes of any Academy meeting; and
 - iii. counsel may discuss any specific agenda items or activities directly with the Academy board, committee, subcommittee, section, workgroup, or taskforce. Any Academy board, committee, subcommittee, etc. or staff recommendations or decisions that potentially impact competition should be reviewed in advance by Academy counsel.
- e) It is critically important for members, committee members, Board members and staff to be on the lookout for potential antitrust issues and address them before they become concerns. Academy staff and Board members can help determine whether a potential antitrust issue exists or whether a potential topic of discussion should be avoided. A member who has a concern about a topic of discussion (for example, in an email listserve or at an Academy meeting) should bring the concern to the attention of Academy legal staff so that it can be addressed appropriately as soon as possible.

- f) Potential or actual violations of this Policy must be brought promptly to the attention of Academy counsel. Any Academy officer, director, employee, committee or section member, or AAN member involved in a violation of this Policy may be subject to disciplinary action.

4. Prohibited Conduct. The Academy prohibits conduct (including activities and communications) between competitors that has the effect of suppressing competition, and encourages members to work together to help the Academy and each other comply with antitrust rules. Academy activities, communications (whether in-person or via Academy email listserves or other online communications), publications, or meetings (formal or informal,) must not include any discussion or action that may be construed as an attempt to:

- a) Raise, lower, stabilize, fix, or establish minimum or maximum prices, fees, or salaries;
- b) Withhold patronage or services from, discourages dealings with or boycott, or encourage exclusive dealings with any individual or business entity, including health care providers, suppliers or purchasers of health care products or services, third party payors, or federal or state governmental entities or their programs;
- c) Allocate markets or territories;
- d) Discourage entry into or competition in any segment of the health care market;
- e) Foster unfair trade practices;
- f) Assist in monopolization or attempts to monopolize; or
- g) Violate applicable federal or state antitrust laws or regulations in any way.

Exceptions are limited to discussions or actions expressly authorized in a lawful manner by the applicable Academy Board of Directors or within the course of legitimate lobbying efforts.

5. Additional Areas of Scrutiny. The Academy is aware of the potential antitrust implications when the Academy engages in the following activities:

- a) Standard setting;
- b) Gathering and publication of salary, benefit and employment-related information via surveys;
- c) Accreditation;
- d) Establishing membership criteria & ethical rules of conduct; or
- e) Denying of membership benefits.

The applicable Academy Board of Directors will assume and maintain oversight of the above activities and expressly authorize action or decisions when required. Academy legal counsel will be regularly consulted concerning the above activities

Policy History: Approved by AAN and AANI Boards of Directors on November 5, 2015.