



## Antitrust Policy

### The SC Optometric Physicians Association

The SC Optometric Physicians Association, Inc. (the “Association”) intends to comply with all applicable antitrust laws. Under no circumstances will the Association directly or indirectly be involved in conduct that leads to or implies an agreement among its members that would restrain trade and/or otherwise violate antitrust laws. Any conduct by Association officers, directors, or employees that is contrary to the antitrust laws is contrary to the Association’s policy. Any officer, director or employee found in violation of this policy or the applicable antitrust laws will be subject to appropriate disciplinary action.

#### **Guidelines for Antitrust Compliance**

The Association will not become involved in the competitive business decisions of its individual members, nor will it take any action that would tend to restrain competition. The Association is firmly committed to the principle of competition served by the antitrust laws, and good business judgment demands that every effort be made to assure compliance with all applicable federal and state antitrust laws and trade regulations.

The Association’s members cannot come to understandings, make agreements, or otherwise concur on position or activities that in any way tend to raise, lower, or stabilize prices or fees, allocate or divide up markets, or encourage or facilitate boycotts. Individual Association members must make business decisions on their own and without consultation with their competitors or the Association.

An Association meeting should be held only if there are proper matters to be discussed which justify the meeting. For each meeting, an agenda should be provided to each attendee. The agenda should be specific and avoid topics that may cause antitrust problems such as price, production, markets, and selection of customers or suppliers. In addition, discussion of price, pricing, discounts, credit terms, refusals to deal and allocation of markets should be avoided. If a subject of doubtful legality is introduced at a meeting, the person leading the discussion should be told immediately that the subject is not a proper one for discussion and discussion should be halted. Should the discussion continue, despite protest, it is advisable that attendees leave the meeting. Minutes of all meeting should be kept that accurately report what actions, if any, were taken.

The antitrust laws are complicated and often unclear. If any member is concerned about being in a “gray area,” the member should consult with the Association. If the conversation among competitors at an Association meeting turns to antitrust-sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the meeting immediately.

Discussions of pricing or boycotts as part of Association scheduled programs or at an Association sponsored meeting could implicate and involve the Association in extensive and expensive antitrust challenges and litigation. Directors and officers of the Association must, therefore, make clear whether they are speaking in their official capacity when they address such issues: by contrast, if they are making personal remarks outside of an Association setting, the speaker should clearly state that he or she is speaking for him or herself, and not on behalf of the Association.

To assist the Association staff, officer, directors, and committee chairs in recognizing situation that may give the appearance of an antitrust concern, the Board of Directors shall provide to each such person, copies of this Antitrust Compliance Policy. In addition, the Association's antitrust statement shall be referenced at the start of each meeting where Association business will be discussed, and this action will be noted in the minutes of the meeting.

### **Specific Rules of Antitrust Compliance**

1. Association activities shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to prices or fees, terms or conditions of sale, discounts, territories or customers. For example, any agreement by competitors to "honor," "protect," or "avoid invading" one another's geographic areas, practice specialties, or patient lists would violate the law.
2. Association activities and communications shall not include discussion or actions, for any purpose or in any fashion, of prices or pricing methods or other limitations on either the timing of services or the allocation of territories or markets or customers in any way. For example, Association members cannot come to understanding, make agreement, or otherwise concur on positions of activities that are directed at fixing prices, fees, or reimbursement levels. Likewise, Association members cannot make agreements as to whether they will or will not enter into contracts. Even if no formal agreements are reached on such matters, discussion of prices, group boycotts, or market allocations followed by parallel conduct in the marketplace can lead to antitrust scrutiny or challenges. Member may, however, consult with each other and freely discuss the scientific and clinical aspects of the practice of optometry.
3. The Association shall not undertake any activity that involves exchange or collection and dissemination among competitors of any information regarding prices, pricing methods, cost of services or labor, or sales or distribution without first obtaining the advice of legal counsel, when questions arise as to the proper and lawful methods by which these activities may be pursued. For example, caution should be exercised in collecting data on usual and customary fees, managed care reimbursement levels, workforce statistics, and job market opportunities. While the mere collection of data on such matter is permissible if certain conditions are met, antitrust concerns may arise if the data become the basis for collective action.