

5 Conflict of Interest Guidelines and Procedures

- 5.1 Disclosure
 - Disclosure before commencing as an AG member
 - Disclosure of new potential conflicts of interest while serving as an AG member
 - Updates to the Conflict of Interest Register
 - When another AG member has a potential conflict
- 5.2 Resolution
- 5.3 Consequences of Non-Disclosure
- 5.4 Confidentiality

The IHTSDO Conflict of Interest and Code of Ethics Policy (see Appendix D) describes the principles and guidelines that the organization uses in general and for the Advisory Groups specifically.

In general, Advisory Group members must not attempt to promote personal or private interests which result, or appear to result, in:

- an interference with the impartial exercise of the group member duties;
- benefit or advantage by virtue of Advisory Group membership.

Disclosure of interest is a first step in avoiding or responding to a conflict of interest situation. However, full disclosure in itself does not necessarily remove a conflict of interest. Disclosure of potential, perceived or actual conflict of interest should be made by the Advisory Group member or by any other group member that notes a perceived conflict related to another member. Such disclosures should take place:

- before commencing as an Advisory Group member, or
- immediately upon becoming aware of a potential conflict of interest situation.

This disclosure requirement exists even if the group member did not become aware of the conflict until after a transaction had been completed.

5.1 Disclosure

Disclosure before commencing as an AG member

Disclosure should be made in writing upon applying for an AG position using the *Declaration of Interest* Form (Appendix C).

If someone from an organization already doing business with IHTSDO applies for a position on an Advisory Group, the nature of the business should be laid out in the disclosure forms and senior management will make the decision on whether or not to accept the applicant and, if accepted, whether there should be any special rules, such as exclusion from discussion on certain topics.

For all new AG members, IHTSDO staff will add the declared potential conflicts of interest to the appropriate conflict of interest register in Confluence so that the interest is transparent to all AG members and IHTSDO staff.

Disclosure of new potential conflicts of interest while serving as an AG member

Disclosure of a potential conflict is required as soon as a member becomes aware. If a group member is in doubt as to whether a situation involves a conflict, he or she should seek the advice of the Advisory Group Chair.

Disclosure should be through the submission of the Declaration of Interest Form (Appendix C) to the AG Chair or through an email to the AG chair, and during any meetings where the potential conflict may be relevant. The AG Chair or a designated IHTSDO staff members should add the potential conflict to the register in Confluence.

If a current AG member is looking to do business with IHTSDO, the AG member should, as soon as possible, disclose that to the AG chair, who should inform senior IHTSDO management (including the CEO). Senior management should decide on whether there is a real or potential conflict of interest and if so, what the consequences should be.

Updates to the Conflict of Interest Register

Each AG has a Conflict of Interest Registry in its Confluence space as a subpage of the Team Members page.

Each group member should update the list (1) as new potential conflicts of interest arise (for example, the group member assumes a new position on a board of another organization), and (2) once a year in October. If there are no new updates in October, then the "Last updated" date can be noted as a "Confirmed as accurate" date.

When another AG member has a potential conflict

If an Advisory Group member is concerned that another member is in a conflict of interest situation, he or she should immediately bring this concern to the other person's attention and request that the conflict be declared. If the other person refuses to declare the conflict, the member should immediately bring his or her concern to the attention of the Advisory Group Chair and CEO.

5.2 Resolution

Where the Advisory Group Chair and CEO have determined that a potential, perceived or actual conflict of interest may exist, disclosure of the situation may be made at the next meeting of the Management Board. The Board will determine what actions are necessary, if any, to deal with the situation.

5.3 Consequences of Non-Disclosure

Failure to disclose conflict of interest situations may be grounds for action up to and including termination of Advisory Group membership and termination of any contracts with the Advisory Group member's organization.

5.4 Confidentiality

Although IHTSDO Advisory Groups are open to observers and operate transparently, AG members may become aware of confidential matters.

Advisory Group members shall at all times maintain the confidentiality of all information and records that are the property of IHTSDO and shall not make any use of such information unless and until it has been disclosed to the public. This obligation shall continue even after termination of Advisory Group membership.