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# IHTSDO Conflict of Interest and Code of Ethics Policy

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## Amendment History

Version	Date	Editor	Comments
0.01-0.07	20100630-20111221	Christina Nilsson & Jane Millar	Included input from Quality Assurance Committee, Management Board and General Assembly
1.01	20140407	Jane Millar	Updated in line with changes to the IHTSDO Articles of Association
1.02	20140619	Juliet Gole Krarup	Edits for consistency and in accordance with changes in the Articles of Association approved on 30 April 2014 (AoA v.15)
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## Approvals

Version	Date	Approver	Comments
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# 1 Introduction

## 1.1 Context

The IHTSDO Conflict of Interest and Code of Ethics Policy contains the rules and procedures governing potential conflicts relating to the International Health Terminology Standards Development Organisation (IHTSDO). It was commented on by the Management Board (MB) in September 2011, approved by the General Assembly (GA) in April 2012 and since updated. The policy contributes to IHTSDO's strengthening foundation in accordance with the Articles of Association and the Strategic Directions.

The effective date of the Conflict of Interest and Code of Ethics Policy is May 2012 and the owner is the IHTSDO General Assembly.

## 1.2 Purpose

The purpose of this policy is to:

- Provide the rules and procedures on managing conflicts of interest and the code of ethics, protecting the interests of IHTSDO
- Provide individuals with guidance on how to declare a conflict of interest
- Set out both the individual and the organizational responsibilities to implement this policy

The policy is intended to supplement, but not replace, any applicable conflict of interest and code of ethics guidance at a local and/or national level governing conflicts of interest and code of ethics applicable to not-for-profit organizations. Such application should be documented in the notes or minutes of the specific meeting.

It should be noted that this policy does not intend to exclude any individual from any IHTSDO activity but rather to help identify any conflict and to ensure that it is managed in an open and transparent way, usually by the chair of the relevant body or activity.

## 1.3 Audience

The policy sets out the principles and procedures to which all participants of IHTSDO's Community of Practice, including individuals who are working for IHTSDO and members of its governing bodies, must adhere. Please note that the principles need to be considered when identifying participants to attend external events on behalf of IHTSDO.

# 2 Background

IHTSDO seeks to govern itself and conduct all of its activities in a manner that is conducive to ensuring its long-term viability. The Conflict of Interest and Code of Ethics Policy contributes to this end, and the [Articles of Association](#) provide the policy's core set of principles (extracted from the UK version 2):

- 2.2.1 “The Association will seek to govern itself and conduct all of its activities in accordance with principles of openness, fairness, transparency and accountability to its Members.”
- 2.2.2 “The Association will seek to conduct all of its activities in a prudent, responsible and ethical manner that is conducive to ensuring its long-term viability, and the overall value and utility of it’s activities.”
- 2.2.3 “The Association will seek to work with other parties relevant to achieving its Objects in a spirit of collaboration and will, as appropriate, seek to facilitate interoperability of its Terminology Products with other relevant standards and products.”
- 2.2.4 “The Association will seek to encourage intellectual contributions to the Terminology Products from other entities upon terms that permit such other entities to use and distribute their own work for any purpose that is consistent with the Association's Objects.”
- 2.2.5 “The Association will engage with its Members collaboratively, consistently and transparently.”

### 3 Principles for Applying the Conflicts of Interest Policy

The following guidelines should assist individuals in their assessment and understanding of conflict of interest situations. Please note that, where the principle is taken directly from the Articles of Association, the clause is stated as a reference.

#### 3.1 Conflict of Interest Recording

Declarations of interest(s) at meetings, along with any necessary actions, shall be clearly recorded in the minutes of that meeting.

The minutes shall contain the name of the person who disclosed an actual or possible conflict of interest, the nature of such conflict, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

A declaration of interests shall be included in the nomination packages of:

- All Management Board nominees;
- All Advisory Group nominees who come in via the expert nomination process (as opposed to Member-based nominations); and
- All Chair and Co-Chair nominees of the Member Forum, the Vendor Liaison Forum, and Working Groups.

In addition,

- General Assembly members shall be asked to fill out a declaration when they enter the General Assembly;

For each of these governance and advisory structures, the declaration of interests of all representatives shall be consolidated and made available for review within the specific group. This register shall be reviewed annually by an appropriate authority.

Further to this, those serving IHTSDO on the General Assembly and Management Board shall subsequently sign an affidavit annually declaring all conflicts. Any changes during the year shall be reported to the Chair or Vice-Chair of the IHTSDO Management Board.

### 3.2 General Guidelines

The following guidelines should assist individuals in their assessment and understanding of actual or possible conflict situations:

1. Each participant shall declare any interest he or she has in any item submitted at an IHTSDO meeting for consideration.
2. All IHTSDO meetings will include, as an initial agenda item, a request for participants to declare potential conflicts of interest, recognizing the difference between having an interest in a topic and there being a conflict in that interest to the interests of the IHTSDO.
3. It is the responsibility of all participants to ensure that they notify the Chair of the meeting of any interest related to any agenda item, whether prompted to do so or not, at the outset of the meeting.
4. Declarations of interest(s) at meetings and any necessary actions shall be clearly recorded in the minutes of that meeting.
5. Participants declaring interests may be permitted to stay in the room whilst an item giving rise to a conflict is being addressed. Where this is the case, individuals are permitted to contribute to the discussion. The decision as to whether the participant may stay in the room and contribute to the discussion is at the discretion of the chair or lead of the meeting in question.
6. At IHTSDO meetings, a participant should not chair or lead discussion on agenda items for which he or she has declared a conflict of interest. In such instances, the participant must re-state his or her interest *prior to* the meeting, unless an item is raised under "Any Other Business." If possible, an alternative chair or lead shall be nominated and, where this is not possible, the participant must re-state his or her interest during the meeting.
7. Participants shall not be permitted to vote on items in which they have declared a conflict of interest and may be asked to leave the room during any voting process.
8. Where a participant agrees to take part in the development or review of an IHTSDO standard, he or she shall declare any interest in writing at commencement of the development or review process. Any such interests will be assessed by the Chief Executive Officer (CEO) and the Management Board or its delegate, who shall determine whether it is appropriate for the participant concerned to continue working on the development/review of the IHTSDO standard. Participants shall not misuse their positions or the information acquired in the course of their IHTSDO duties to further interests not concerned with their IHTSDO role or to publicly challenge the approaches of IHTSDO and the organizations with which it works.

9. All cases where there is doubt about conflicts of interest will be referred to the Chair and Vice-Chair of the IHTSDO Management Board.
10. Exceptionally, and only in the interests of IHTSDO's public integrity, IHTSDO may need to clarify why a participant has not declared an interest previously anticipated.

In accordance with the Articles of Association, specific principles apply to members of the General Assembly, Management Board, Management Team and Standing Committees as outlined below.

### 3.3 General Assembly

The following principles should assist members of the General Assembly in their assessment and understanding of actual or possible conflict situations:

- Articles of Association 8.2.15 "Prior to any meeting of the General Assembly, each Nominated Representative shall fully and fairly disclose to the Chair or to the General Assembly any material conflict of interest the Member or the Nominated Representative has with respect to any matter being discussed or voted at such General Assembly (above and beyond the interest the Member will have as a Member of the Association in common with all other Members). The further disclosure of such information to the General Assembly shall be within the discretion of the Chair."
- Articles of Association 8.2.16 "The Association's Conflict of Interest Policy may prohibit a Member's Nominated Representative from voting on a matter as to which such Member or Nominated Representative has a conflict of interest of the type described in clause 8.2.15."
- General Assembly members shall submit a declaration of interests when they initially join the General Assembly and provide updates annually thereafter.

### 3.4 Management Board

The following principles should assist members of the Management Board in their assessment and understanding of actual or possible conflict situations:

- Articles of Association 9.1.2 (a) "Directors have a duty of impartiality."  
*(i.e. to be partial to the interests of IHTSDO - to look after the interests of the IHTSDO to the exclusion of personal or other interests).*
- Articles of Association 9.1.2 (b) "Every Director will fully and fairly disclose to the Management Board any actual or possible conflict of interest that such Director has, whether held directly or indirectly, in relation to any matter being addressed by the Management Board."
- Articles of Association 9.1.2 (c) "The Management Board (excluding the votes of any Directors who have a conflict of interest of the kind described in article 9.1.2(b)) shall determine, in their reasonable discretion, whether there is in fact a conflict of interest and, if so determined, the extent to which it is necessary to require that the relevant Director not be entitled to take part in discussions of, and/or cast any vote in relation to, the matter in which the Director has the conflict."
- Management Board nominations shall include a declaration of interests and each director shall provide updates at least annually.

### 3.5 Management Team

The following principles should assist Management Team members (including the CEO) in their assessment and understanding of actual or possible conflict situations:

- Articles of Association 9.2.5 “The Management Team will bring items of ‘exceptional significance’ to the Management Board for direction prior to taking action. The Management Board may at any time or from time to time deem certain types or classes of matters or items to be of ‘exceptional significance.’ In addition, any item as to which any Management Team Member has or may have a conflict of interest of the kind referred to in clause 9.2.6 will be deemed to be an item of ‘exceptional significance’, and any item will be deemed of ‘exceptional significance’ as soon as any one Management Team Member reasonably considers it to be such and requests that the other Management Team Members treat it as such. If an item of exceptional significance requires urgent resolution, and the Management Board direction cannot be obtained in a reasonable time, the Management Team may act without such direction, provided it documents its decision and notifies the Management Board on a timely basis of the action taken.”
- Articles of Association 9.2.6 “In accordance with the IHTSDO Conflict of Interest Policy, each Management Team Member will be obligated to fully and fairly disclose to the Chair of the Management Board any real or potential conflict of interest such Management Team Member has or may have with respect to any matter or item being considered, discussed or addressed by the Management Board. Disclosure of such information to the entire Management Board will be within the reasonable discretion of the Chair.”

### 3.6 Advisory Groups

The following principles should assist members of the IHTSDO Advisory Groups in their assessment and understanding of actual or possible conflict situations:

- Members of the Advisory Groups shall be asked to identify any conflicts of interest at the beginning of meetings.
- Declarations of interest(s) at meetings shall be clearly recorded in the minutes of that meeting.
- After the meeting, the Chair or the staff member publishing the minutes shall ensure that all conflict of interests declared along with any necessary actions are clearly recorded in the minutes of that meeting and that the declared interest is added to the specific declaration of interests register.
- The Advisory Group Manual serves as a reference for potential conflicts of interest.
- Advisory Group nominations utilizing the expert nomination process (as opposed to Member-based nominations) shall include a declaration of interests.
- All Advisory Group members, upon entering the Advisory Group, shall complete a Declaration of Interest as described in the appendix of the Advisory Group Manual.
- The Declaration of Interests register for each Advisory Group shall be accessible to all members of the group.



### 3.7 Chair, Co-Chairs and Vice-Chairs of the Vendor Liaison Forum, Member Forum and Working Groups

The following principles should assist Chairs, Co-Chairs and Vice-Chairs of the Vendor Liaison Forum, Member Forum and Working Groups (i.e. Special Interest Groups and Project Groups) in their assessment and understanding of actual or possible conflict situations:

- The Chair, Co-Chair and Vice-Chair nominations shall include a declaration of interests.
- After each meeting, the individual publishing the minutes shall ensure that all conflict of interests, declared along with any necessary actions, are clearly recorded in the minutes of that meeting.
- The Declaration of Interests register for each Working Group shall be consolidated and made available to all members of the specific group.

## 4 Code of Ethics Policy

Directors of the Management Board and employees of IHTSDO shall act to further the best interests of IHTSDO in their official affairs; they shall be alert to relationships with third parties which might affect their independent judgment when acting for or on behalf of IHTSDO, be alert in the conduct of the affairs of IHTSDO to avoid situations in which they might, directly or indirectly, profit personally, and at all times use their best efforts to enhance the reputation of IHTSDO for honesty, integrity and lack of bias or discrimination while representing the Members and the best interest of IHTSDO.

- They shall avoid situations in which they personally might profit or even give the appearance of profiting from their official IHTSDO activities.
- They shall not employ the name of IHTSDO in seeking or accepting payment for professional services, except where required for biographies and curriculum vitae.
- They shall not, directly or indirectly, accept or solicit anything of significant value as a gift, gratuity or favor under circumstances that might affect, or reasonably lead others to believe such action would affect, their impartiality on behalf of IHTSDO. This does not prohibit acceptance of reimbursement for out-of-pocket expenses while acting as an official IHTSDO spokesperson or social amenities and token gifts of purely nominal value, consistent with generally accepted business practices and good taste. If there is any doubt as to the relevant value of or the propriety of accepting a gift, it may be resolved by either declining to accept the gift, or obtaining the approval of the Chair or, in the case of employees of IHTSDO, the Chief Executive Officer.
- They shall not use IHTSDO's name or its stationery for other than official IHTSDO business.
- They shall abide by the rule that IHTSDO will not endorse any product or service provided by any IHTSDO Member or non-Member. Use of IHTSDO trademark does not imply endorsement of a specific organization, product or service by IHTSDO, and anyone using the logo needs to make this clear.



## 5 Violations of the Conflict of Interest and Code of Ethics Policy

All incidents where there may be an apparent breach of IHTSDO's Conflict of Interest and Code of Ethics Policy will be reported in the first instance to the CEO. Escalation is then to the Management Board Chair to reach solution. If IHTSDO has reasonable cause to believe a participant has failed to disclose actual or possible conflict of interest, it shall inform the participant of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after the hearing the participant's response and after making further investigation as warranted by the circumstances, IHTSDO determines the participant has failed to disclose an actual or possible conflict of interest, it shall take appropriate action.

## 6 Communications

This policy will be posted on IHTSDO's website and IHTSDO workspace. Please note that IHTSDO's agenda template includes an agenda item that requests participants to declare interests.