

## Background

Many of the individuals appointed to serve on the Board and committees of the Alliance will be from organizations which exist to help and support those affected by ALS/MND. The expertise, experience and added value which these people bring are necessary for the work of the Alliance to be carried out. It is recognized however that, given the above, there is potential for conflicts of interest to arise. This policy sets out how to recognize conflicts of interest and outlines the steps to be taken to deal with them.

### *Purpose*

The purpose of this policy is to make clear that International Alliance of ALS/MND Association (“the Alliance”) employees and Board members, as well as any other individuals representing the Alliance as appointees to a Committee or Advisory Council, must make decisions solely in the best interest of the Alliance and avoid any situation in which their personal interests or those of other organizations which they may be involved with, conflict or interfere with their duty to the Alliance.

Apart from any appearance of impropriety, the Alliance could lose its legal status as a charity if staff or Directors fail to operate in a manner consistent with its charitable mission and objectives. This policy is intended to supplement (but not replace) any applicable UK laws that govern conflicts of interest for registered companies and charities.

### *Scope*

This policy applies to all Alliance employees, Alliance Board members, and to any delegate or individual appointed to serve on an Alliance Committee or Advisory Council (each a “Responsible Person”).

### *Definition*

A conflict of interest may exist when the interest or concerns of a Responsible Person, a member of such person’s immediate family or any other party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of the Alliance (a “Conflict of Interest”). Of particular concern is any conflict between the interests of the Alliance and a financial interest of a Responsible Person. A Responsible Person may have a financial interest if the Responsible Person, a member of such person’s immediate family or any other party, group or organization to which such person has allegiance is the owner, investor, employee or beneficiary of a private entity or organization which is involved in a business transaction with the Alliance.

The following is a non-exhaustive list of examples of prohibited Conflicts of Interest for Responsible Persons of the Alliance:

- Having a financial interest in any transaction involving the purchase or sale by the Alliance of any product, material, equipment, services or property.
- Having a compensation arrangement with an organization or entity not affiliated with the Alliance engaged in a business transaction with the Alliance.
- Using materials, equipment or other assets of the Alliance for any unauthorized personal purpose.
- Failing to make the Alliance aware of relevant facts, or intentionally withholding information of relevance to Alliance business.
- Your duty to the Alliance competes with a duty or loyalty that you have to another organization.

## Policy

A Responsible Person has a legal duty to act in the best interests of the Alliance when making decisions.

Each Responsible Person shall act with honesty and integrity, avoiding Conflicts of Interest with the Alliance.

A Responsible Person must be faithful to the Alliance's mission. He or she cannot act in a way that is inconsistent with the Alliance's values and goals.

**In conducting the business of the Alliance, the best interests of the Alliance must take precedence over the personal and financial interests of a Responsible Person.**

A Responsible Person shall not use or disclose information relating to Alliance business for the personal profit or advantage of the Responsible Person, a member of such person's immediate family or any other party, group or organization to which such person has allegiance.

Conflicts may arise when a Responsible Person receives improper personal benefits as a result of the person's position with the Alliance or gains personal enrichment through improper use of the Alliance's confidential information.

A conflict situation may also arise when a Responsible Person has personal or financial interests that may make it difficult or impossible to perform his or her work with the Alliance objectively and effectively.

Employees of the Alliance are generally free to engage in outside activities of their choice. It is important, however, that such activities do not adversely affect the Alliance's business, involve misuse of Alliance resources, divert for personal gain any business opportunity from which the Alliance may profit or constitute a potential source of discredit to the Alliance's name.

Responsible Persons have a duty of loyalty to the Alliance. In the case of staff and members of the Board of Directors, this includes the duty to represent the Alliance at all times, to support Alliance decisions and policies and not to discuss the confidential content of Board meetings or other conversations with the general public or their own organizations unless it is in the best interest of the Alliance to do so.

**Any Responsible Person that may have a Conflict of Interest with the Alliance shall take action according to the procedures below.**

## Procedure

1. **Duty to Disclose.** Prior to Board, Committee or Council a Responsible Person having a Conflict of Interest or suspecting there may be a Conflict of Interest, whether or not such Responsible Person plans to attend the meeting at which such matter may be acted upon, shall disclose all material facts and circumstances to the Board Chair or relevant Council or Committee Chair, as applicable.
2. **Confidentiality of Proceedings.** Any disclosure regarding the personal and/or financial interests of a Responsible Person shall be treated as confidential by the Board Chair, the applicable Alliance Committee Chair, and the Alliance's General Manager and their advisors. Information regarding a Conflict of Interest may be shared as necessary with members of the Board or Council Committee responsible for making the appropriate decisions.
3. **Determination of Conflict.** In the event it is not entirely clear that a Conflict of Interest exists, the Board Chair, as applicable, and after consultation, as appropriate, shall make the determination whether a Conflict of Interest exists subject to this policy.
4. **Procedure for Addressing.** Where it is determined that an actual Conflict of Interest exists, the Responsible Person having the Conflict of Interest shall not be counted in determining the presence of a quorum for purposes of any vote on decision making process. Such Responsible Person may make a statement or presentation regarding the matter or respond to questions, but such Responsible Person (i) shall not participate in the Board's, Council or Committee's discussion of the matter; (ii) shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting; (iii) shall not vote; and (iv) shall not be present in the meeting room when the vote is taken.
5. **Records of Proceedings.** The minutes of a Board of Directors, Committee or Council meeting, as applicable, shall reflect the name of the Responsible Person and that a disclosure was made that was determined to be a Conflict of Interest. The minutes shall

further reflect that the Responsible Person was not present during deliberation of the matter and did not vote on the matter.

6. **Violations of Policy.** If the Board of Directors, Council or Committee has reasonable cause to believe a Responsible Person failed to disclose a Conflict of Interest, the Board Chair shall (i) review the Contract or Transaction for corrective action and (ii) take appropriate disciplinary action in regard to the Responsible Person.
7. **Annual Review.** Each Responsible Person, upon becoming a Responsible Person and annually thereafter, shall be required to review a copy of this Conflict of Interest policy, to acknowledge in writing that he or she has done so and to complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a potential Conflict of Interest. (See Appendix A).

# Appendix A - Conflict of Interest Form

I have read and understand the Alliance's Conflict of Interest Policy. I understand that I may maintain a copy of this Policy for my own reference.

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to an actual or potential Conflict of Interest (as defined in the Alliance's Conflicts of Interest Policy). If there are no known Conflicts of Interest, leave this table blank.


(Continue on a separate piece of paper, if necessary)

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I agree to abide by the Conflict of Interest Policy of the International Alliance of ALS/MND Associations.

Dated: \_\_\_\_\_ Signature: \_\_\_\_\_

Name (Printed): \_\_\_\_\_

\_\_\_\_\_  
Position in the International Alliance of ALS/MND Associations

\*This document must be signed annually and held on file (in paper or electronically) by the Alliance's staff.