

## CONFLICTS OF INTEREST POLICY

Adopted by the ADI Committee on 1 October 2018, Updated 22 March 2024

### Interpretation

1. For the purpose of this Policy:
  - 1.1 **Articles** means the ADI's articles of association;
  - 1.2 **conflict of interest** means a situation in which the interests of a Trustee or a person connected to the Trustee would or might (or might be perceived to) conflict with his/her duties as a Trustee, for example, because a decision of the Trustees could result in a material benefit to the Trustee or a person connected with him/her, or because the Trustee's personal interests might (or might be perceived to) prevent the Trustee from making a decision only in the best interests of the charity;
  - 1.3 **conflict of loyalty** means a situation in which a Trustee or a person connected to a Trustee has a duty or a loyalty to a body other than the ADI that would or might (or might be perceived to) prevent the Trustee from making a decision only in the best interests of the charity;
  - 1.4 **Declaration** means the form referred to in paragraph 12;
  - 1.5 **Trustee** means a trustee of the ADI (who is also a charity trustee for the purposes of charity law), i.e. an ADI Committee member;
  - 1.6 **material benefit** means money or a benefit with a monetary value;
  - 1.7 the following are to be regarded as **a person connected to a Trustee**:
    - 1.7.1 a member of the Trustee's family – this includes a spouse, partner or person with whom the Trustee lives as a partner, a child or step-child, parent, grandchild, grandparent or sibling of the Trustee.
    - 1.7.2 a company in which the Trustee and connected persons own or control a voting interest of 20% or more,
    - 1.7.3 a partnership or professional firm in which the Trustee or person connected to him is a partner;
  - 1.8 **person affected** means:
    - 1.8.1 in relation to the declaration of or procedures to be followed in relation to conflicts of interest or conflicts of loyalty, a person with a conflict of interest or a conflict of loyalty, and

- 1.8.2 in relation to an alleged or suspected breach of this Policy, the person who it is alleged or suspected to have breached this Policy.
- 1.9 The following benefits may be received by a Trustee (or in the case of 1.9.2 below, by a person connected to a Trustee) without being regarded as a material benefit:
  - 1.9.1 reimbursement of reasonable out of pocket expenses in line with the ADI expenses policy;
  - 1.9.2 benefits available to all (such as access to publically available ADI materials),
  - 1.9.3 benefits of inconsequential or little measurable value.

## Background

- 2. Company directors have a statutory duty under the Companies Act 2006 to avoid conflicts of interest and to declare interests in any proposed or existing transaction or arrangement with the ADI.
- 3. Under charity law, charity trustees have a similar duty to avoid, declare and manage conflicts. They must also ensure that any benefit that they may receive from the ADI is authorised in the ADI Articles of Association or by the Charity Commission or the court.
- 4. It is regarded as best practice in the charity sector for members of staff and members of committees and working parties to avoid, declare and manage conflicts.
- 5. This Policy sets out the manner in which conflicts of interest and conflicts of loyalty will be handled within the ADI in accordance with charity law and good practice and the Articles.

### Individuals covered by this Policy

- 6. This Policy applies to all Trustees of the ADI.
- 7. Members of ADI sub-committees and working groups shall be required to complete a declaration of interests form in accordance with paragraph 14 below but shall not be prevented from participating in a sub-committee or working group because of a conflict.

### Types of conflict and procedures to be followed

- 8. The appropriate procedure for dealing with conflicts of interest and loyalty under this Policy varies according to the nature of the conflict. Three types of conflict situation are identified as set out below. Examples of situations in which each might arise are set out in Appendix 1 to this Policy.
  - 8.1 Minor Conflicts
  - 8.2 Significant Conflicts
  - 8.3 Serious Conflicts

9. A Trustee or a member of a sub-committee or working party should seek advice from the Executive Director if he/she is in any doubt about:
  - 9.1 whether he/she has a conflict of interest or a conflict of loyalty; or
  - 9.2 which type of conflict he/she has; or
  - 9.3 the appropriate manner of proceeding in relation to an actual, potential or perceived conflict
10. A Trustee may request that a question relating to the type of conflict he/she has (i.e. paragraph 9.2 above) be referred to the Trustees. The Trustees may of their own volition consider whether a person has a conflict of interest or loyalty and, if so, the type of such conflict. A decision of the Trustees on the matter shall be final.

### **Procedures to be followed**

#### Conflicts Register

11. The ADI maintains a Conflicts Register.
12. An individual, on standing to become a Trustee, shall complete a form provided by the Executive Director declaring and registering their interests and loyalties for the Conflicts Register. Possession of a serious conflict may prevent the individual from standing to become a Trustee.
13. On becoming aware of any relevant change in his/her interests, it shall be the responsibility of a Trustee to update their Declaration. All Trustees will be asked to review and, if necessary, update their Declaration prior to each Committee meeting.
14. Members of all ADI sub-committees and working groups shall:
  - 14.1 complete a Declaration before taking up their role;
  - 14.2 update that Declaration if there is any relevant change in his/her interests.
15. The Executive Director shall:
  - 15.1 send Trustees a copy of the Conflicts Register in advance of the first meeting of the Trustees following the Annual General Meeting,
  - 15.2 at the start of each meeting of the Trustees, (a) advise Trustees of any changes made to the Conflicts Register since the last meeting and (b) alert the Trustees to any registered conflicts that will need to be managed during the meeting;
  - 15.3 in relation to meetings of sub-committees or working groups, (a) advise the chairman of each sub-committee or working group of any changes made to the Conflicts Register by members of the sub-committee or working group and (b) alert the chairman to any registered conflicts that will need to be managed during the meeting.

## Procedures at meetings

### *Minor Conflicts*

16. As the examples in the Appendix illustrate, it is very likely that Trustees of the ADI and members of ADI sub-committees and working groups (and indeed ADI members in general) will experience *potential* conflicts of this kind but they are unlikely to give rise to a conflict of interests in terms of the business of the ADI. For this reason, once the appropriate registration of the conflict/s have been made (see paragraphs 12 to 14 above) no special procedures are required in relation to Minor Conflicts.

### *Significant Conflicts*

17. In advance of a discussion concerning a matter in relation to which a person affected has a Significant Conflict he/she must declare their interest in the matter to be discussed.
18. Following his/her declaration the person affected:
  - 18.1 shall remain in the meeting to provide information or comment, unless requested by the Trustees to leave the meeting during the discussion;
  - 18.2 shall be counted as part of the quorum for any vote on the matter, unless requested by the Trustees to abstain or to withdraw from the meeting before any vote on the matter.

### *Serious Conflicts*

19. It is considered that the situations illustrated in Appendix 1 may be incompatible with trusteeship of the ADI and accordingly such situations should not be allowed to arise without the matter first having been discussed by the Trustees and, if appropriate, suitable arrangements agreed.

## Breaches of this Policy

20. If a person believes that a person affected may have breached this Policy he/she shall report the matter to the President or, if the alleged or suspected breach relates to the President, to two other Trustees.
21. Alleged or suspected breaches of this Policy shall dealt with as follows:
  - 21.1 in the first instance they shall be considered by the Executive Director and the President (however if the alleged or suspected breach relates to the President the matter shall be considered by the Executive Director and the President Elect);
  - 21.2 if the persons considering the matter in accordance with paragraph 21.1 consider that the alleged or suspected breach appears to warrant further investigation the President (or, if alleged or suspected breach relates to the President, the President Elect) the shall convene a working party of three Trustees to investigate the matter;
  - 21.3 the working party charged with investigating the matter:

- (a) shall notify the person affected (in writing) of the nature of the alleged or suspected breach and invite him/her to provide a written response to points made in the notification within the time frame specified in the notification;
- (b) may, at its discretion, invite the person affected to attend a meeting of the working party to discuss the matter;
- (c) shall following its consideration of the matter (including the response made by the person affected, if any) make a recommendation to the Trustees from amongst the following:
  - (i) that no further action be taken;
  - (ii) that the person affected be reprimanded;
  - (iii) that action be taken against the person affected which may include that he/she be required to apologise and/or that his/her trusteeship of the ADI be terminated;

and shall notify the person affected and the Trustees within 14 days.

- 21.4 Following notification of the recommendation of the working party the person affected shall have 28 days within which to make representations to the Trustees.
- 21.5 At their first meeting after the expiration of the period referred to in paragraph 21.4 above, the Trustees shall consider what if any action is appropriate. The decision of the Trustees shall be final.

### Examples of Conflicts of Interest and Conflicts of Loyalty

NB: It is expected that during their term of office the President will carefully manage all activities that constitute significant conflicts.

	<b>Conflicts</b>	Category
<b>1</b>	<b>Participation in another organisation whose activities do not compete or significantly overlap with those of the ADI, e.g. general dental organisations such as the BDA, BAPD, SAAD or BDHF, and technician and DCP organisations such as DLA, BSDHT and BADN</b>	
1.1	Ordinary membership of the other organisation (i.e. not a committee member or a senior post-holder)	No Conflict
1.2	Committee member or other senior post holder of the other organisation	Minor Conflict
1.3	Speaking or writing for the other organisation	No Conflict
1.4	Organising events or running courses for the other organization	Minor conflict
<b>2</b>	<b>Participation in another dental organisation or business whose activities overlap with those of the ADI such as FGDP(UK) and BAOMFS</b>	
2.1	Ordinary membership of the other organisation (i.e. not a committee member or a senior post-holder)	No Conflict
2.2	Committee member or other senior post holder of the other organisation	Significant Conflict
2.3	Speaking or writing for the other organisation	Minor Conflict
2.4	Organising events or running courses for the other organisation	Significant Conflict
<b>3</b>	<b>Participation in another similar UK or international dental implantology organisation or business which is a direct competitor of the ADI such as ITI, AO, EAO, BADI, ICOI and BSP (name changed to British Society of Periodontology and Implant Dentistry)</b>	
3.1	Ordinary membership of the other organisation (i.e. not a	Minor Conflict

	committee member or a senior post-holder)	
3.2	Committee member or other senior post holder of the other organisation	Serious Conflict
3.3	Speaking or writing for the other organisation	Significant Conflict
3.4	Organising events or running courses for the other organisation	Serious Conflict
<b>4</b>	<b>Business manufacturing products for use in the implantology industry such as an implant manufacturer, or an education provider</b>	
4.1	Shareholder/partner/senior officer	Serious Conflict
4.2	Employee or key opinion leader of such a business, or recipient of funding from such a business	Significant Conflict
4.3	Speaking or writing for the company (for no fee)	Minor Conflict
4.4	Organising events or running courses for the company	Significant Conflict
<b>5</b>	<b>Individual is the recipient of remuneration or benefits from ADI</b>	
5.1	Reimbursement of expenses within an ADI Policy	No Conflict
5.2	Payment for goods or services provided by the individual or his/her business or employer to the ADI	Significant Conflict

## **ADI Events**

### **Effective from the 2019 Congress**

Committee members should not represent companies at ADI Team Congresses, e.g. by speaking or moderating at a corporate forum, or by participation on a company's stand in the exhibition, or by hosting company functions or undertaking a key opinion leader type of role.

### **Study Clubs, Masterclasses, Focus Meetings, Members' National Forum**

Committee members should not represent companies at Study Clubs, Masterclasses, Focus Meetings or Members' National Forums by participation on a company's stand in the exhibition or by promoting a company's products in any other way during the event.