

Conflict of Interest (Col) Policy

1 Definition & Introduction

A conflict of interest is a situation in which financial or other personal considerations have the potential to compromise or bias professional judgment and objectivity. Conflicts of interest arise in situations when a person is involved in multiple interests and serving one interest could involve working against another. Functions or activities in organizations which are active in the same field as AO or its partners can also constitute a conflict of interest.

A conflict of interest does not automatically exclude somebody from a function or an activity. But the incumbent is obliged to disclose in full transparency all facts which could lead to a potential conflict of interest. To determine whether or not, the fact is a case of conflict of interest must be checked based on the disclosure for each individual case.

AO Foundation strives to manage conflicts of interest in a manner consistent with the highest standards of integrity and fair dealing.

The AO Officer shall always maintain the highest professional reputation, autonomy and independence in his or her medical, scientific, academic and business pursuits. The AO Officer will therefore be asked to file a Disclosure Letter as part of the nomination process as well as whenever a potential conflict of interest occurs during his or her term as AO Officer.

The AO Officer should not play a leadership role in any educational program or play an active role in any governance function or research or development project within the area of interest of the Foundation, which could conflict in any way with the Mission or the Shared Values of the AO Foundation.

The AO Officer must always act in the best interest of the AO Foundation.

This policy constitutes the global minimum standard within the AO. Local rules might be even stricter. AO policies addressing the topic of disclosure of Conflicts of Interest are:

- Col Policy
- Code of Ethics

2 Target audience

All AO Officers:

- Officers are all individuals in AO governance positions that are elected or appointed and have a role defined in AO governance documents. (e. g. within AO Foundation Board, AO Advisory Boards, Platforms, Technical Commission or the Clinical Specialties: Members & Chairs of International Boards, Regional Boards, Commissions, Task Forces, Councils.)

3 Purpose & Goals

The AO Foundation introduces the Conflict-of-Interest Policy for officers to address:

- Legal compliance necessity (e.g., CME accreditation)
- Protection of Academic credibility
- Trust and reputation
- Ethical considerations
- Best practice – common industry standard
- Contractual obligations (e.g., in the CA)

4 Description of the Col Process

The process of addressing potential Conflicts of Interest for AO Officers consists of 4 main steps:



4.1 Disclosure policy for AO Governance

The disclosure process is an important part of the conflict-of-interest policy, allowing the organization to identify and manage potential conflicts, promote transparency and accountability, maintain its integrity and mission, comply with laws and regulations, and protect its interests and the interests of its stakeholders.

The disclosure follows a defined process and is required in the following cases:

- All AO officers will be asked to disclose potential Conflicts of Interests once per year. The process responsibility is with the responsible manager of the respective governance body.
- In addition, each election (individuals are elected into positions for the 1st time) or re-election (individuals are re-elected) process triggers a disclosure. Disclosure becomes part of the election process (part of application review). The disclosure process and steps are overseen by the responsible manager. The Nominating Committee in charge (or in case there is no NomCom the election body in charge) has the ultimate responsibility for the disclosure process.
- All AO officers must declare any potential conflicts if such arise at any other point in time to the responsible manager of the respective governance body.

Disclosure Process and Form can be found under: <https://aofoundation.force.com/s/>

4.2 Check of Col

The responsibility for checking of Cols is with the responsible manager of the respective governance body who checks recipience and completeness. In case the submitted information is missing or incomplete, the Election Manager requests an amendment.

To facilitate the yearly mandatory check, the respective manager will be requesting an update of the disclosure form during the first governance entity meeting of the year.

4.3 Evaluation / Resolution process / management of Col

The evaluation process determines whether a conflict of interest exists and identifies the nature of the conflict. This helps to ensure that the organization is only addressing actual conflicts, and not just perceived conflicts.

By evaluating the conflict of interest, the organization is able to determine if it can be managed, and if so, how it can be managed. This helps to ensure that conflicts of interest do not compromise the mission or integrity of the organization.

The evaluation / resolution is triggered if a Col is found / declared. The responsible manager of the respective governance body is facilitating the process. The Nominating Committee in charge (or in

case there is no NomCom the election body in charge) is ultimately responsible for the evaluation / resolution.

The following table outlines potential Conflicts of Interest and their respective resolution approaches.

Identified Conflict of Interest	Resolution / Consequences
Honorarium as speaker / expired consultant in last 24 months	Disclosure required. Resolution only required for Board or Committee members
Advisor / advisory committee / current consultant role	Disclosure required. Resolution: Disclosure of potential Conflict of Interest to electorate
Board or committee member / royalty bearing / company owner or significant shareholder / employee	Disclosure required. Resolution: Decision by Nominating Committee whether candidate still eligible for election. In case the candidate is still eligible, the following is required: <ul style="list-style-type: none"> • Disclosure of Col to electorate • Abstentions from future discussions & decisions related to this Col (Attachment 1 Guiding principles for NomCom)
In addition, for the Technical Commission & Task Forces specifically: <ul style="list-style-type: none"> • direct involvement in development of in-scope product or • separate agreement with an industrial partner or • otherwise related to product or • vested interest in product (e.g. compensation related, conducted testing, institution has stake on outcome of decision) 	Disclosure required. Resolution: Member of AO TC or its Task Forces: <ul style="list-style-type: none"> • Shall not participate in process • Must recuse (abstain) herself/himself from decision-making process • Shall not have a vote

4.4 Documentation and Communication process

Documentation of the conflict of interest process is important because it provides evidence of compliance, promotes transparency and accountability, serves as a record-keeping tool, allows for tracking progress, and ensures consistency in the application of the conflict of interest policy.

Any identified Col triggers the documentation process. The responsible manager of the respective governance body is facilitating the process. The Nominating Committee in charge (or in case there is no NomCom the election body in charge) is ultimately responsible for the documentation and storage.

The AO Foundation Board can become active and take decisions/sanctions re not disclosing and assessing potential Col cases

4.5 Consequences of not disclosing potential conflicts of interests

- The Nominating Committee in charge (or in case there is no NomCom the election body in charge) can disqualify a candidate based on not disclosing potential conflicts of interest
- The candidate can recourse to the AO Foundation Board as last instance within 30 days after the election
- The AO Foundation Board can become active and take decisions/sanctions re not disclosing and assessing potential Col cases

This Conflict of Interest (Col) Policy was approved by the AO Foundation Board in its meeting on March 24th, 2023 with immediate effect. The AOEC is asked to implement it globally.



Florian Gebhard
AO President



Christoph Lindenmeyer
CEO & Vice Chairman

Conflict of Interest (Col)

Attachment 1 Guiding Principles for NomCom

Guiding principles for Nominating Committees in charge (or in case there is no NomCom the election body in charge)

This policy on conflicts of interest should

- a) require those with a conflict (or who think they may have a conflict) to disclose the conflict / potential conflict, and
- b) prohibit board members from voting on any matter in which there is a conflict.

The identified COI should not relate to the main scope of the work of the respective governance body / role.

The following table provides some general direction setting for the resolution decisions to be taken by the respective Nominating Committee in charge (or in case there is no NomCom the election body in charge).

	Potentially compromised				
	None	Few	Several	Many	All
Individual responsibilities / tasks within the respective Body defined in the Job description	Still eligible	Still eligible	Not eligible	Not eligible	Not eligible
Responsibilities / tasks / decisions to be taken by the respective Body defined in the TORs					

Explanation of examples shown above where candidate would **not be eligible**

- Candidate is member of an education committee of another organization and applying for a seat at the AO Spine Education Commission
- Candidate owns her/his own medical education business and is applying for a seat at the AO VET Education Commission

Explanation of Examples shown above where candidate would **still be eligible** under precondition of disclosure of Col to electorate plus abstention from future discussions & decisions related to this Col

- Candidate is member of an education committee of another organization and applying for a seat at the AO Spine Research Commission
- Candidate owns her/his own medical education business and is applying for a seat at the AO CMF Research Commission

Escalation levels in case the Nominating Committee in charge (or in case there is no NomCom the election body in charge) cannot reach decision

- 1) Next higher Governance Body
- 2) Foundation Board

For general Do's and Don'ts for Officers see attachment 2 of the Col.



Conflict of Interest (Col)

Attachment 2 Do's and Don'ts

Do's:

1. Officers must always declare any potential conflicts of interest they may have.
2. Officers must always declare a conflict of interest which could create the appearance of influencing the decision-making process.
3. Officers must adhere to Code of Ethics.
4. Officers must be aware of the risks associated with conflicts of interest and act accordingly.
5. Officers must ensure the interests of AO Foundation come first when it comes to potential conflicts of interest.
6. Officers must follow the guidelines and procedures set forth by AO Foundation to avoid and resolve conflicts of interest.
7. Officers must always be open to conversations about conflicts of interest and seek compromise to find solutions.
8. Officers must proactively step out of discussions or decision-making processes where they have a conflict of interest.
9. Officers must ensure that any decisions made are in the best interests of AO Foundation.

Don'ts:

1. Officers must not attempt to conceal conflicts of interest.
2. Officers must not attempt to use conflicts of interest to their own advantage.
3. Officers must not attempt to manipulate the outcome of any decision related to a conflict of interest.
4. Officers or his/her relatives must not have a direct financial interest in any decision made by the board.
5. Officers have to abstain from decisions or participation in votes on matters that directly benefit them or their family members.