



WFSA
WORLD FEDERATION OF SOCIETIES OF
ANAESTHESIOLOGISTS

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CONFLICTS OF INTEREST POLICY

This policy also applies to WFSA (UK), Registered Charity Number 1166545

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1. Introduction & Purpose

Those individuals acting in an official WFSA capacity have a duty to act at all times in the best interests of the organisation and in accordance with WFSA's governing documents. These individuals must not put themselves in any position where their legal duties and responsibilities may conflict with any personal interest they may have. As WFSA is a UK-headquartered organisation, compliance with both the UK Companies Act and UK Charities Act underpins these duties, alongside UK Charity Commission and other guidance on effective corporate governance and standards in public life.

Conflicts of interest may arise where an individual's personal, business or family interests and/or loyalties conflict with those of the organisation and this may affect the integrity of a decision-making process. WFSA's conflict of interest policy has been put in place to ensure

that the principles of effective governance are upheld at all levels in the organisation and that there are procedures to prevent, identify and manage any conflicts of interest that may affect decision-making.

The risks of not addressing conflicts of interest are that decision-making may be affected by personal interests and – at worst – the organisation’s governance bodies may be seen to have acted improperly, leading to potential legal, financial, regulatory compliance and reputational risks.

The purpose of this policy is to protect the integrity of WFSA's decision-making processes, to enable all stakeholders including donors to have confidence in the organisation’s governance and integrity, and to protect the integrity and reputation of those individuals acting in an official WFSA capacity.

2. Relevant Legislation & Guidance

As a UK-headquartered organisation, WFSA fully complies with UK legislation and regulatory guidance covering both company and charity governance, reflecting these in our Conflicts of Interest policy:

- [Companies Act 2006](#);
- [Charities Act 2011](#);
- [Charity Commission guidance on managing conflicts of interest](#);
- [Nolan Principles \(The Seven Principles of Public Life\)](#).

3. Scope

The following individuals acting in an official WFSA capacity are subject to this policy:

- Board members;
- Council members;
- Committee members;
- Staff
- Volunteers including Fellows and Scholars;
- External consultants and advisors, paid and unpaid;
- Any others who give their time freely to advance the mission and vision of the WFSA.

4. Key Principles

Individuals listed above have a duty to act to prevent conflicts of interest from interfering with their ability to make decisions which are only in the best interests of WFSA.

Those acting in an official WFSA capacity will strive to avoid any conflict of interest between the interests of the organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

WFSA’s approach to conflicts of interest is to ensure transparency and manage any conflicts of interest particularly where decisions are taken.

Transparency means individuals are required to declare all their competing interests and these are recorded by the organisation and conflict of interest procedures are followed in all decision-making. WFSA expects everyone to declare a conflict of interest immediately that they are aware of any possibility that personal or wider interests could influence their decision-making.

Interests must be declared annually (in the Register of Interests) and at any meeting/decision making process in which a potential conflict of interest arises, may arise, or may be perceived to arise. In order to demonstrate transparency, the Register of Interests will be made available on the WFSA Website.

Note:

In the case of WFSA (UK), there are specific additional Charity Commission requirements about payment to directors for goods or services. If these requirements are not complied with, there is a risk that unauthorised payments could be made. In such a situation, the individual concerned would have to repay the charity for any unauthorised payments received. All WFSA (UK) volunteers must abide by UK law regarding conflicts of interest.

5. Definition of Conflict of Interest

A conflict of interest is any situation in which personal interests or loyalties could, or could be *seen to*, prevent the concerned individual from making a decision only in the best interests of WFSA. A conflict of interest exists even where there is just the *possibility* that an individual's personal or wider interests could influence their decision making. This means that there is a conflict of interest where there is a proposed transaction between WFSA and a connected person. Similarly, there is a conflict of interest where there is a benefit or a potential benefit to a connected person.

Conflicts of interest usually arise where either there is a potential financial or measurable benefit directly to an individual, or indirectly through a connected person, or an individual's duty to the charity may compete with a duty or loyalty they owe to another organisation or person.

An individual could have a conflict of interest in decision-making situations for example, where:

- They benefit financially or otherwise, either directly or indirectly through someone they are connected to;
- That individual's duty to WFSA competes with a duty or loyalty to another organisation or person;
- Their judgement and objectivity may be affected by these competing interests.

There are different definitions of conflict of interest: financial and non-financial, general and specific, direct and indirect. Examples include:

1. A Board member who is also affiliated with another organisation may be faced with a decision in a Board meeting regarding whether WFSA fees for services or funding to that organisation should be increased;
2. A Board member who is related to a member of staff where there is decision to be taken on staff pay and/or conditions at a Remunerations Committee meeting;
3. An employee who is also on the Board of another organisation that is competing for the same funding;
4. A Council member who has shares in a business that may be awarded a contract to do work or provide services for the organisation or who is a director, partner or employee, or related to someone who is;
5. A Committee member who works in the same hospital as a grant applicant.
6. A volunteer, consultant or advisor who has financial or non-financial relationship with a partner or industry. The relationship can be ongoing or have occurred in the last five years.

6. Preventing conflicts of interest from affecting decision making

Having identified a conflict of interest, those acting in an official WFSA capacity must act only in the best interests of WFSA. This means that they must consider the issue of the conflict of interest so that any potential effect on decision-making is eliminated.

Individuals acting in an official WFSA capacity should always declare any conflicts of interest which affect them. Any failure to declare a conflict of interest is a serious issue. The affected WFSA official should not participate in any decisions where they stand to gain, whether directly or indirectly, through a connected person. Where there is a conflict of loyalty, those acting in an official WFSA capacity should carefully handle any participation by a conflicted official. Irrespective of the approach officials take to prevent a conflict of interest from affecting their decision-making, they must be able to demonstrate that their decision was made only in the best interests of WFSA.

An individual acting in an official WFSA capacity should declare any interest which they have in an item to be discussed. This should be done at the earliest possible opportunity and certainly before any discussion of the item itself. If an individual is uncertain as to whether or not they are conflicted, they should err on the side of openness, declaring the issue and discussing it with the other officials. If an individual is aware of an undeclared conflict of interest affecting another individual, they should notify the others or the Chair.

7. Recognising and identifying conflicts of interest

Conflicts of interest relate to an individual's personal interests and the interests of those connected to them. This means that there is a conflict of interest where there is a proposed transaction between WFSA and a connected person. Similarly, there is a conflict of interest where there is a benefit or a potential benefit to a connected person.

Candidates for election to the WFSA Council and for appointment to committee, Board and other roles, for example, will be asked to disclose any relevant interests and possible conflicts. Guidance provided to those seeking to represent WFSA in an official capacity will include information on the reasons for this request and any potential conflicts to be considered.

Upon appointment, each individual will make a full, written disclosure of interests that could potentially result in a conflict of interest. This will include: Current employment; any previous employment in which WFSA official still has a financial, influencing or other, interest; any other appointments (voluntary or otherwise); professional and organisational memberships; membership of any special interest groups; partnerships and other forms of business; major shareholdings and beneficial interests; gifts or hospitality offered to the WFSA official by external bodies and whether this was declined or accepted; family connections and relationships where relevant; any contractual relationship between the WFSA official or a connected person and the organisation. The completed declarations will be returned to the WFSA Secretariat, who will be responsible for keeping the register of interests up to date. As noted above, this will be made publicly available on the WFSA website.

During meetings, events or activities, those subject to the scope of this policy will disclose any interests in a transaction or decision where there may be a conflict between the organisations' best interests and their own interests, or where there may be a conflict between the best interests of the two organisations that the individual is involved with. If in doubt, the potential conflict must be declared, and clarification sought.

In preparing agendas and papers for WFSA meetings, the Chair will always include conflicts of interest as a standard agenda item for each Board/Council/Committee and General Assembly meeting. It will be the responsibility of individuals to declare any actual or potential conflicts of interest in advance of each meeting.

During meetings, all those present will take individual responsibility for highlighting any potential conflicts. They must raise this concern if it appears that it has not already been dealt with in the agenda, papers and by the Chair of the meeting.

8. Dealing with a conflict of interest

Once a conflict of interest has been identified, action will be taken to ensure it does not affect the integrity of decision making by:

- Finding an alternative way forward which does not involve the conflict of interest (particularly if the issue is serious, i.e. may lead to legal, financial or lasting reputational repercussions for the organisation);
- Taking appropriate steps to manage the conflict (if it is less serious), which will usually mean that the person affected does not take part in discussions about the issue.

All WFSA annual accounts must include details of payments and benefits to Board members and to any people connected to them. This must state why any payments were necessary and by what legal authority these were made.

9. Recording a conflict of interest

A written record of the conflict of interest will be made in the meeting minutes and will set out how it was dealt with. This will explain:

- The nature of the conflict of interest;
- Which officials acting in a WFSA capacity were affected;
- If any conflicts of interest were declared in advance;
- A full explanation of the decision made;
- If anyone withdrew from the discussion;
- How the Directors made the decision in WFSA's best interests and how the Chair noted this;
- An outline of the discussion concerning the conflict of interest.

Recording decisions in this way will highlight that those acting in an official WFSA capacity have acted properly and complied with their duties.

10. Monitoring and enforcing the Conflicts of Interest policy

This policy will be monitored and enforced by the WFSA Board. It is the intention of WFSA to review this policy on an annual basis.

11. Data Protection Considerations

The information provided will be processed in accordance with data protection principles as set out in the UK General Data Protection Regulations (UK-GDPR). Data will be processed only as required to ensure that those acting in an official WFSA capacity act in the best interests of WFSA. The information provided will not be used for any other purpose.