

## **IAPO ELECTION CODE OF CONDUCT**

### **Preamble**

Every modern alliance ensures that all its member organisations have the opportunity to participate in its governance and contribute towards its strategies and programmes. In order to find the best leadership to lead it, a modern alliance ensures to create a level playing field during its election hustings.

The vehicle used to ensure this level playing field is an Election Code of Conduct (ECC). The ECC aims to curtail unfair advantage through improving transparency, disclosure and controlling the use of any unfair electronic means. The ECC also controls the formation of cabals and offensive behaviour.

IAPO's 2019 elections will be governed by the Memorandum and Articles of Association, the Revised By-Laws and this New Election Code of Conduct

### **Background**

The International Alliance of Patients' Organization IAPO was founded in 1999. The patient participation and engagement in healthcare policy and decision-making was very weak then. We faced a lot of push-back from the State, healthcare providers, health professionals, and even the pharmaceutical industry at global, regional and national levels.

Our founders aspired that we should improve the quality and standard of patient advocacy globally by developing and empowering patient advocate leaders within all patient organisations and healthcare systems. This was to be accomplished by:

- Firstly creating an enabling environment within IAPO's Governing Board that encouraged and gave more patient organisations the opportunity to have their representative serve on IAPOs Governing Board.
- Secondly, through carefully designed leadership training, capacity building programmes and attendance at WHO and World Bank forums expose more patient representatives to the global healthcare institutional, legal, policy, and practice and standards framework and develop their skills and confidence to undertake national or regional patient advocacy.
- Thirdly, by innovatively structuring the Board Members' and Board Officers' terms through rotation and step-downs, every member organisation could have the opportunity to serve within IAPO's executive committee at least once, thus improving the quality of patient advocacy skills in our networks.
- Lastly, using this diverse global Governance Board to develop innovative programmes, projects and tools for our members that had a high reach and impact on healthcare.

Today our patient advocacy movement has matured and has come of age. Where in the past we were excluded from the healthcare institutional, legal, policy, practice and standards framework, today we are feted to join them. We are valued because we bring special insight and experience of

healthcare and have developed a considerable voice to reach out to the key healthcare decision-makers. This transformation of an exclusory healthcare infrastructure into a positive patient centric one has permeated all levels and institutions in many healthcare settings and systems.

Many WHO Member States are now waking up to the idea that the need the patients' perspective and experience to make their healthcare policy and services effective and efficient. This realisation has also drip-fed to the regulators who want patient insights and perspectives on market authorisation of innovative medicines and devices. The pharmaceutical industry has long benefited from patient participation and engagement in medicines research and development. They are now looking at co-creation and co-designing to maximise patient value and efficiency in their industry.

In the future most countries will have universal health coverage by 2030. It is up to IAPO's Board and Membership to ensure that all our patients have a high quality of patient advocacy in place so that we can ensure that they have a sufficient quantity of accessible, acceptable and affordable preventative, therapeutic, curative, rehabilitative and palliative healthcare by 2030. But much more than this, we must ensure this healthcare is delivered in a safe and compassionate manner, to WHO acceptable quality standards.

The Board has produced this Election Code to assist in recruiting and developing a robust Board that supports IAPO in the delivery of our vision, mission and strategy and ensure the realignment of IAPO with the fast-changing global healthcare ecosystem we work within.

## CODE

All candidates must demonstrate to the Nominations Committee that they have abided by this Code during the whole election process.

### **1. Due diligence and reasonable care and skill in filing nomination papers**

Representing IAPO on the international stage is a very important and serious undertaking. Candidates are responsible for reading all the information provided to them and must strictly adhere to it. Candidates must act with reasonable care and skill in preparing their nomination documents and filing them on the date and time specified.

The Board commits all Directors to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board or Committee members.

Accordingly; Board and Committee members:

- a) Must conduct themselves without conflict of interests to IAPO and its stakeholder members. This accountability supersedes any conflicting loyalty, such as loyalty to other advocacy or interest groups, membership on other boards, and professional responsibility to an employer. It also supersedes the personal interests of any Board or Committee member.
- b) Must not breach their fiduciary responsibility to IAPO and must avoid conflict of interest, as well as the appearance of any conflict of interest, with respect to the following: 1) There must be no self-dealing, nor any private business activity, nor personal services between any Board or Committee

member and IAPO regardless of whether or not the services or products comprising the business activity are rendered for free or for compensation, including expenses

If the Nominations Committee, during its due diligence process, finds incomplete or late filing of documents, or any conflict of interests, the candidate will be liable for rejection.

c) Candidate Campaigning and Communication - Campaigning is strictly prohibited. Candidates may only communicate one-on-one in response to communications initiated by another IAPO member regarding their candidacy and only if the communication focuses on their qualifications. Mass communications by any means (e.g., postal mail, telecommunications, e-mail [regardless of whether the message is sent one at a time or simultaneously to a mailing list], and all social networks, etc.) are prohibited. c) Campaign Materials. No candidate or IAPO member may utilize any campaign materials such as posters, buttons/lapel pins, digital communications, social media, group activities or sponsorships to promote a candidate.

The Nominating Committee will ensure that all nominees, as a condition of expressing their interest in being a nominee, will submit a signed copy of this Election Code verifying that they have read, understand and agree to abide by this code. This includes the following statement: 'As a condition of my potential nomination or candidacy, I agree that I will not initiate, encourage, accept or endorse conduct on behalf of my potential nomination or candidacy which is in violation of the policy relating to the election as adopted by the Board. To violate this policy may result in revocation of my nomination or candidacy for office.

## **2. Commit to support our Objects**

All candidates must commit to support IAPO's Objects in the Memorandum and Articles of Association Article 2 (MAA Art. 2). The Objects are the promotion of the relief of sickness and preservation and protection of health for the public benefit through fostering patient centred healthcare worldwide and in particular by developing the capacity of patients' organisations.

## **3. Commit to and abide by IAPO's Memorandum and Articles of Association and By-Laws**

All candidates commit to uphold the WHOLE of IAPO's Memorandum and Articles of Association and By-Laws during the hustings and later when conducting IAPO Governance Board business.

## **4. Commit to conduct IAPO business to Charity Commission Guidelines**

All Candidates commit to conduct IAPO Governance Board business in accordance with the Charity Commission Guidelines: *The essential trustee: what you need to know, what you need to do* <https://bit.ly/2m9cnhX>

## **5. Commit to conduct IAPO business to our current lawyers' Bates Wells (BWP) Guidelines or in future our appointed legal advisor**

All Candidates commit to conduct IAPO Governance Board business in accordance with our lawyers' guidelines Duties of Charity Trustees <https://bit.ly/2kGus6B>

## **6. Best interest of IAPO**

All Candidates commit to uphold the best interest of IAPO and not to allow their personal interests or views to override this, especially when they are put into situation that may give rise to a conflict of interest. Candidates commit to exercise independent judgement in all dealings.

The Best Interest of IAPO overrides all views and positions that the candidates' own member organisation may hold and those that he/she personally prescribes to on matters affecting the availability of a sufficient quantity of accessible, acceptable and affordable preventative, therapeutic, curative, rehabilitative and palliative healthcare medicines, devices and services globally, regionally, nationally or locally.

## **7. Exercise Duty of Care**

The candidates must accept that they have a duty of care to ensure that they exercise such care and skill as is reasonable expected from a trustee in the governance and decision-making opportunities and circumstances that arise. Candidates with professional skills (lawyers, accountants and healthcare professionals) who volunteer to advice the board on specific matters related to their professional qualifications must be qualified to do so. They are placed under a special duty of care.

## **8. Candidates excluded by the Memorandum and Articles of Associations**

When submitting their nomination, candidates affirm that they are not barred and excluded from the Board by the Memorandum and Articles of Associations as follows:

- MAA Art. 26.7 They are not under 18 years of age
- MAA 27.1 They are not excluded from holding a directorship of a company by the Companies Act 2006 (England and Wales). This provision is also extended to directorships in their home country in accordance with their national domestic law.
- MAA 27.2 They are not disqualified from acting as a trustee of a charity under the Charities Act 2011 (England and Wales). This provision is also extended to trusteeships in their home country in accordance with their national domestic law.
- MAA 27.4 They are not subject to a bankruptcy order or an individual insolvency proceeding anywhere in the world.
- MAA 27.5 They are not physically and mentally incapable of managing their own affairs. The Governing Board will support and assess any candidate who is unsure about their capacity. IAPO encourages participation by people of all abilities.
- MAA 27.7 They don't have the authority and confidence of their member organisation in representing them. They will immediately inform the Governing Board if any changes take place to their status at any time.
- MAA 27.9 and 27.10 They have not been a subject of an IAPO Governance Board resolution removing them from office, or they have failed to appear at or resigned before a meeting to consider their removal after having been invited to express their views in accordance with the Memorandum and Articles of Association and By-Laws MAA Art. 27.10
- In the interest of giving more member organisations and patient advocates an opportunity to serve on the board, past trustees who have prematurely resigned before their completion of term without any medical or other compelling reasons, will be barred from presenting their nominations. For continuity of the work and commitment to the IAPO member

organisations, it is necessary to have in the Governing Board candidates who can commit to serving the Board during their whole term for which they were elected.

- Trustees who have already served two full terms (including those on the Netherlands entity), extended their terms on the board without any reasonable explanation or any legal reasons or provisions in the Memorandum and Articles of Association and By-Laws are not eligible to re-nominate themselves for positions on the board.

#### **9. Candidates liable for exclusion and recommended by the Nominations Committee**

The Candidates affirm that they will abide by the Nomination Committee's final decisions. The Nomination Committee will assess all applications against the criteria set by the Governance Board. Each Nominations Committee will have set-out transparently how many trustees and from which regions and with what experience are needed to fulfil the vacancies.

The Candidate Election Pack will also provide all the information needed by perspective candidates to prepare their Nomination Papers.

Candidates who fail to meet these criteria will be excluded.

#### **10. Conduct during election hustings**

The Board and the Nominations Committee will exclude candidature from the election process at any time during the hustings or shortly after the elections

- Candidate has canvassed current or past Board members for support
- Candidate has formed arrangements with past board members or amongst themselves to engineer voting patterns to suit their candidacy.
- Candidate who disparages other candidates during the hustings using whatsoever means of communication
- Candidates who seek to access IAPO member data for the purpose of canvassing votes. The use of such data is strictly prohibited and illegal under the General Data Protection Regulation 2016/679. Any candidates attempting such canvassing will see their application disqualified.

This document is Version 1 2019 AGM. It replaces and supersedes all previous versions.