



**ADEE**

ADVANCING EDUCATION  
AND ORAL HEALTH

# Code of conduct for Executive Committee and Board of Trustees

Issued January 2020

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## Association for Dental Education in Europe (ADEE)

Executive Manual: A Code of Conduct for Executive Committee and Board of Trustee Members

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## About ADEE

ADEE brings together a broad-based membership across Europe comprised of dental schools, specialist societies and national associations concerned with dental education. ADEE is committed to the advancement of the highest level of health care for all people of Europe through its mission statements:

- To promote the advancement and foster convergence towards high standards of dental education.
- To promote and help to co-ordinate peer review and quality assurance in dental education and training.
- To promote the development of assessment and examination methods To promote exchange of staff, students and programmes.
- To disseminate knowledge and understanding on education.
- To provide a European link with other bodies concerned with education, particularly dental education.

ADEE members are European university dental schools, specialist societies or other national dental bodies concerned with or related to dental education.

ADEE currently employs 2 staff equating to 1.5 whole time equivalents and its legal status is a membership association with charitable status.

This code is established to set out the standards of conduct to which ADEE Executive Committee and Board of Trustee members are expected to adhere to in the performance of their ADEE duties. ADEE also requires that this Code applies to members of its committees. Each member has an obligation to know, understand and comply with the Code and the values upon which it is based.

## Intent and Scope

This Code applies to you as a person acting in your capacity as an Executive or Trustee member of ADEE or as a member of one of ADEE's committees, including working groups which the ADEE may set up from time to time. This includes attendance at Executive/Trustee and/or committee meetings and any time you represent ADEE. It sets out in written form the agreed standards that informs the conduct of members in the performance of their ADEE duties.

As it is not possible for a set of rules or guidelines to provide for all situations that may arise, this Code provides a frame of reference against which members must measure their activities. The Code is not a substitute for a member's responsibility and accountability to exercise good judgement. Members should seek guidance when in doubt as to the proper course of action as it is the responsibility of each individual to ensure that their actions reflect the ethical standards reflected in the Code. The Code is additional to and does not in any way restrict the legal obligations of members.

The Code is binding.

It is issued to all Executive/Trustee and committee members on appointment. Each member must familiarise herself/himself with it and sign their acceptance to abide by the Code during their term of office.

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## Objectives of the code of conduct

The following are the objectives of this Code:

- I. To establish an agreed set of ethical principles to which all members of the Executive, Board of Trustees and committees of ADEE will adhere.
- II. To promote and maintain confidence and trust in ADEE.
- III. To encourage and promote the development of good, ethical business practices.
- IV. To prevent the development or acceptance of unethical business practices.
- V. To ensure that the Executive, Board of Trustees and committee members comply with its governing documents, constitution and articles of association.
- VI. To ensure that all potential conflicts of interest are disclosed and handled in accordance with the procedures as laid down in the relevant legislation.
- VII. To satisfy the relevant requirements of best practice documents such as the Code of Practice for the Governance of State Bodies 2016, the governance code and other relevant documents.

All ADEE activity is performed so as to enable the above objectives and ethos.

## Statutory and Regulatory Context

ADEE is a membership association under Irish law, it must therefore comply with all relevant laws and regulations.

Additionally as a registered charity, ADEE is subject to relevant charity legislation as set out in the Charities Act 2009. Finally, various projects with public and European bodies, certain elements of laws and regulations concerning state and semi state bodies may apply.

This Code requires the Executive, Board of Trustees and committee members to act at all times in accordance with the law and, in particular with but not limited to, the following:

- I. The Companies Act 2014 its relevant updates and statutory instruments
- II. The Charities Act 2009 its relevant updates and statutory instruments
- III. The Ethics in Public Office Act 1995 and 2001 its relevant updates and statutory instruments
- IV. The Code of Practice for the Governance of State Bodies 2016 its relevant updates Data Protection Act 2003 (as amended Data Protection Act 2013) its relevant updates and statutory instruments
- V. The Governances Code
- VI. The Freedom of Information Act 2009 its relevant updates and statutory instruments

## Meetings

Executive, Board of Trustees and committee members must use all reasonable endeavours to attend all meetings of which they are a member. The quorum for all operational meetings of ADEE is 50%.

There may be circumstances in which members are unable to attend a meeting, in which case they should send their apologies as soon as possible to the President and administrator.

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Where a member is unable to fulfil their role over a prolonged period, they will be asked to discuss their position with the President or the committee chair where relevant.

Members' attendance will form part of the members' annual performance review and particular consideration will be given to meetings where a member has not attended and has not given notice of their absence.

Members are expected to:

- I. Ensure that they fully understand the role of the Executive, Board of Trustees /committee and their role within it.
- II. Prepare well for meetings, read all papers in advance of meetings and seek advice or support from the President or Chief Administrative Officer where necessary.
- III. Actively and constructively participate in discussions and decisions, observing good meeting practices and meeting norms.
- IV. Make objective decisions based on the members of ADEE interest and based on the merits of the issues presented.
- V. Ensure that the Executive, Board of Trustees /committee conducts its business fairly.
- VI. Attend training events and keep up-to-date with subjects relevant to the work of ADEE.
- VII. Declare any perceived conflict of interest in advance of any agenda item at ADEE meetings.
- VIII. Behave with courtesy and respect at all times fellow members and employees of ADEE.
- IX. Actively ensure that the Executive, Board of Trustees /committee complies with its statutory and administrative requirements.
- X. Fully comply with ADEE policies and procedures and ensure other members do also.
- XI. Act in the interest of ADEE members.
- XII. Keep in the forefront of decisions that ADEE's concern in that of a European perspective and that this may be in conflict with national priorities, individuals must ensure they manage this in the best interests of ADEE

### **Collective Responsibility**

In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Executive, Board of Trustees and the committees of the ADEE be properly represented outside of ADEE.

In order to safeguard the authority of ADEE, the principle of collective responsibility operates in relation to the business of the ADEE, its committees and working groups.

All members are expected to abide by the decisions of the Executive, Board of Trustees or committee.

Members must not publicly adopt, promote or engage in a position, a view or a course of conduct which in the reasonable opinion of ADEE or one of its committees does not reflect the position, view or approach of the Executive, Board of Trustees or committee as articulated in such decisions.

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Engagement with the media on behalf of the Executive, Board of Trustees or committee will be through the President of ADEE or a person nominated by the ADEE Executive for that purpose.

## ADEE Values

This Code is based on the values of ADEE and reflects the principles of integrity and acting in the interest of ADEE membership and those upon which the European Union are founded.

ADEE strives to work to a set of values that reflect the essence of what ADEE espouses to be and is concerned with, the promotion and advancement of dental education and the ethos of European free movement. These core values will be embedded within all our activities, how we work with staff and how we engage with the wider community and our stakeholders. These values are:

- **Participation:** ADEE promotes the right of people to be involved in decisions that affect our association, and encourages them to participate in the making of these decisions
- **Collaborative Action and Consensus:** ADEE get results by acting together with others for the common good of our members. By building connections to work with others to achieve our mutual goals we arrive at an appropriate consensus acceptable to all parties
- **Accountability, integrity and transparency:** ADEE is open, transparent and answerable to our members in all that we do
- **Equality:** ADEE is committed to equal rights and equal treatment for all people and value diversity and difference



## Conflict of interest

ADEE has developed the following Conflict of Interest Policy that is to be adhered to by all ADEE staff, Executive/Board of Trustee and committee members.

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## Confidentiality

All Executive/Board of Trustee and committee members are expected to treat all information and data of as if it were of a confidential nature. Members must ensure, insofar as may be practicable, that no unauthorised persons obtain access to information or data which is used by ADEE.

In line with the requirements of the Data Protection Acts 1988 and 2016 and GDPR 2018 all personal data must be kept securely and disclosed only to individuals or companies in accordance with authorised access.

## Gifts/Invitations

In general, gifts/payments/hospitality, preferential treatment or benefits in kind on a scale which could affect, or appear to affect, the ability to exercise independent judgement, must not be accepted.

Gifts of cash, travel and/or accommodation expenses must never be accepted or solicited.

## Loyalty

Executive/Board of Trustee and committee members must acknowledge their responsibility to be loyal to the ADEE and be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders.

## Fairness

Executive/Board of Trustee and committee members must:

- Comply with employment equality and equal status legislation.
- Commit to fairness in all business dealings.
- Treat stakeholders equitably.
- Act professionally in the discharge of their duties.
- Make fair decisions based on evidence.
- Give reasons for decisions made.
- Demonstrate lack of bias.
- Provide a fair hearing for all parties in matters of dispute.

## Work/external environment

Executive/Board of Trustee and committee members must:

- Promote the development of a culture of 'speaking up' whereby staff can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Place highest priority on promoting and preserving the health and safety of employees.

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- Ensure that member concerns are fully considered.
  - Minimise any detrimental impact of the operations on the environment.

### Information and confidentiality

Executive/Board of Trustee and committee members are required to sign the ADEE's Confidentiality Agreement Form (Appendix 2).

Executive/Board of Trustee and committee members must ensure that there is not, during a member's term of office or thereafter, without the specific approval of the ADEE, or an officer authorised to act on behalf of the ADEE, any disclosure by the member of any information whatsoever relating to proceedings at ADEE meetings, or any other confidential information relating ADEE or its business, functions or transactions, other than to properly authorised persons, within or acting for ADEE, or as required by law.

Executive/Board of Trustee and committee members should ensure that there is support by the Board, management and employees of ADEE for the provision of access to general information relating to ADEE's activities in a way that is open and enhances its accountability to the general public.

Executive/Board of Trustee and committee members should ensure that there is compliance with relevant statutory provisions e.g. data protection legislation, the Freedom of Information Act 2014. See also separate policy in this regard.

The requirement not to disclose privileged or confidential information does not cease when membership of the Executive/Board of Trustee and committee members or staff employment ceases. Members have a duty of on-going non-disclosure of privileged or confidential information even after their retirement or resignation from their role.

### Obligations

In accordance with this Code and best practice as set out by the Code of Practice for the Governance of State Bodies 2016, there is an obligation on Executive/Board of Trustee and committee members to:

- Fulfil all regulatory and statutory obligations imposed on ADEE.
- Comply with ADEE financial procedures.
- Introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Co-operate with audit in the internal audit process.
- Attend all Board and/or committee meetings.
- Conform with procedures laid down by ADEE in relation to conflict of interest and other relevant situations
- Acknowledge the duty of all to conform to highest standards of business ethics.

### Breach of the Code



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Any minor breach of the Code will be dealt with in the first instance informally, for example by the President of ADEE or the chair of a committee or another member drawing the breach to the member's attention during a meeting or similar.

If a member is concerned that another member may be in breach of the Code they should raise their concerns with the Chair of the committee in question.

Where there is evidence of a deliberate, serious or continued breach of the Code, this will be taken up by the President or the committee chair in a special convened meeting if appropriate.

If necessary, the President will seek legal advice on how to proceed and/or initiate an external investigation if deemed appropriate. This may result in dismissal from the Executive/Board of Trustee and committee members and/or the taking of legal actions against the member.

### **Responsibilities and review**

The Code shall be circulated to and retained by each Executive/Board of Trustee and committee members as well as other relevant parties invited to participate in ADEE working groups or committees, or otherwise. This Code should be read in conjunction with the ADEE's published policies and procedures.

The Code will be reviewed and updated when necessary and at least once during the term of the Presidents tenure of office. Any revisions to the Code must be considered and approved at a meeting of the Executive Committee of ADEE.

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**Signing:**

Name of Individual: \_\_\_\_\_

Name of Committee/Role: \_\_\_\_\_

Date of appointment: \_\_\_\_\_

**Declaration:**

I have read and agree to abide by the above Code during my tenure of office as a Executive, Trustee or committee member of ADEE.

I also agree:

1. To treat all confidential information and confidential documents under conditions of strict confidentiality.
2. To ensure that unauthorised persons cannot obtain access to confidential documents and confidential information in my possession.
3. Not to disclose or authorise another person to disclose in any way to any third party or any confidential information or any confidential documents.
4. Not to use or authorise another person to use any confidential information or any confidential documents other than for the purposes of participation in ADEE's activities.
5. Not to make, except for the purposes of my association with ADEE, any copy of or extract from confidential documents or confidential information.
6. To dispose of confidential documents and confidential information as soon as I have no further use for them.

This undertaking is not limited in time but does not apply to information or documents that I can reasonably prove were known to me before the date of this undertaking or which become public knowledge otherwise than as a result of a breach of any of the above undertakings.

Signed: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_