

Code of Ethics and Conduct

V 2.1 2018

Code of Ethics and Conduct

Each person within the AO Foundation and the AO network is required to act in an ethical and compliant manner. Each individual is personally responsible for respecting and supporting the AO Foundation Code of Ethics and Conduct.

All AO Foundation employees and officers must adhere to the following:

- ✓ Be compliant with the Code of Ethics and Conduct and all applicable laws
- ✓ Adhere to the principles of integrity and equal opportunity as well as respect the diversity of the people involved and the workforce
- ✓ Avoid or declare conflicts of interest
- ✓ Act to preserve the AO Foundation's assets and to minimize expenses, while maintaining quality
- ✓ Avoid choices compromised by personal relationships, gifts, or other personal benefits
- ✓ Deliver the most effective patient care according to the principles taught by the AO Foundation
- ✓ Submit to the AO Foundation line leadership or to the AO Foundation Ethics and Compliance Committee any observed or suspected violations of the provisions of this Code of Ethics and Conduct

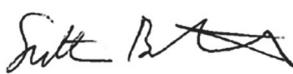
Davos, December 2017

The President

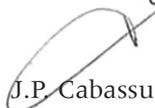


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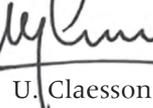
The members of the AO Foundation Board



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1. General information

- 1.1 AO Foundation** The AO Foundation (AOF) is a medically guided not-for-profit organization led by an international group of surgeons specialized in the treatment of trauma and disorders of the musculoskeletal system. Founded in 1958, by 13 visionary surgeons, the AOF today fosters one of the most extensive worldwide networks of surgeons, operating room personnel, and scientists.
- 1.2 Mission statement** The mission of the AOF is promoting excellence in patient care and outcomes in trauma and musculoskeletal disorders.
- 1.3 Purpose of the Code of Ethics and Conduct** The AOF's Code of Ethics and Conduct outlines the policies, procedures, and standards of behavior that apply to the AOF's employees and officers (non-employees in an official role within the AOF).
- 1.4 Use of the Code of Ethics and Conduct** The Code of Ethics and Conduct defines the best standard of practice within the AOF community, and towards AOF partners (ie, public authorities, hospitals, research institutes, universities, health care providers, suppliers, industry, etc).

2. General AO ethical principles

The following fundamentals guide behavior, activities and decision making of all AOF employees and officers:

- 2.1 Integrity** AOF employees and officers shall make their professional decisions in accordance with AO principles and not for reasons of personal gain or preference.
- 2.2 Objectivity** Decisions made by AOF employees and officers shall be objective and without negative external or internal influences while avoiding or declaring conflicts of interest.
- 2.3 Confidentiality** Proprietary information and medical confidentiality—including personal health information—shall be strictly respected by AOF employees and officers, unless legal grounds for disclosure exist.
- 2.4 Responsibility** AOF employees and officers are committed to creating an atmosphere of trust, mutual understanding, and reliability amongst themselves and their partners. The AOF aims to develop and to maintain qualified internal and external resources for research and development, clinical investigation, education, and knowledge management (publishing, surgery reference, portal development, etc.) while meeting the highest standards of performance and responsibility in these activities. Furthermore, the AOF employees and officers are responsible for the ethical use of human and animal subjects involved in approved research activities.
- 2.5 Commitment to society** AOF activities take into account societal and environmental concerns, animal welfare, and civic behavior. The AOF upholds human rights in its actions. The AOF endeavors to work in partnership with all its stakeholders, while regularly seeking and taking their views into account.

3. Personal and professional integrity

3.1 Data privacy

Any data pertaining to persons must be handled according to applicable data protection laws and AOF policies. Personal information shall be:

- ✓ Obtained and processed lawfully with the informed consent of the individual.
- ✓ Used for a necessary, fair, and lawful purpose, and is used or transferred in accordance with the applicable legal requirements.
- ✓ Retained under the necessary security measures, for no longer than needed.

3.2 Patient protection

In the course of research and development activities, the well-being of participating patients remains paramount. Obtaining free and informed consent is mandatory and the patient has the right to withdraw at any given point of time. The AOF, with its numerous institutes and committees involved in research and development activities, ensures that subjects involved in experiments and studies shall be given the appropriate respect and protection. As a rule, and without exception, all studies involving patients participating in research, funded or supported by the AOF will need formal approval from a competent Ethics of Research Committee in accordance with applicable legislation and ethical guidance as determined by the Declaration of Helsinki.

The AOF ensures that all collected patient-related information or data used, shared, or accessed are de-identified. The participating patients' research and personal data may only be collected, used, shared, or accessed in exceptional cases after formal approval by the AO Foundation Board (AOFB) upon recommendation by the AOF Ethics and Compliance Committee (ECC).

3.3 Conflict of interest

Under no circumstances should conflict of interest of any nature (ie, personal, social, or financial) prevail upon the interests of the AOF. Situations that presume a possible conflict of interest shall be resolved by the line leadership preserving the interest of the AOF's mission, policies, or processes. It is the responsibility of all individuals to avoid conflict of interest situations and to resolve these issues in a mutually acceptable way. Relationships with relatives, friends, etc., regarding employment, partnership or collaborative activities shall come under particular scrutiny.

3.4 Allocation of funds

All evaluations and decisions must be unbiased:

- ✓ Board, commission or committee members must disclose to their chair any relationship or involvement with applying entities/individuals.
- ✓ Board, commission or committee members listed as applicants (either as principal investigator or as co-investigator), are defined as involved members.
- ✓ The involved board, commission or committee member must abstain and be excluded from the entire review and funding decision-making process pertaining to the application of applying entities/individuals to which he/she has a close relation or in which he/she is a listed investigator. He/she must not have sight of any documentation or reviews pertaining to the study, unless in his/her role as a listed investigator. He/she may not be present when the application is discussed.
- ✓ No involved board, commission or committee member shall communicate or publicly comment on the decision process or on the final decision to anyone outside of the deciding board, commission, or committee. This information is communicated by the chair of that body.

3.5 Hiring relatives, friends, etc.

The recruitment of relatives, friends, etc. of AOF employees and officers as well as surgeons and health care providers using the AO label is considered sensitive and critical.

Standard principles and guidelines on the recruitment of relatives, friends, etc. follow the same process and quality standards as for other candidates and are regulated by the AOF Human Resources Policy.

3.6 Conflict of interest while dealing with friends

The AOF is committed to fair and equal treatment of collaborators, partners, related organizations, or individuals and therefore priority or exceptional treatment due to personal relationships is strictly prohibited.

3.7 Anti-corruption policy

The AOF's well established reputation is continuously expanding through its global network. The diversity of the countries where the network exists, or may be established, could represent a significant risk of corruption and bribery. The fair and transparent practices of the AOF do not allow corruption or bribery under any circumstances. To avoid such harmful behavior, and to sustain the AOF's core principle of transparency, any form of corruption involving AOF employees, partners, including questionable internal or external practices, is prohibited. The AOF forbids accepting, giving, promising to give, demanding, or receiving directly or indirectly a bribe (monetary or otherwise), or any other form of payment including gifts, transfers of anything of value or advantages, regardless of the intention. In effect, these practices could influence decisions related to the AOF or its business in a manner that would violate anti-corruption laws. Particular emphasis is placed on insuring specifically that public or government officials are not provided with any unfair or inappropriate advantages.

All agreements signed by the AOF should contain a provision for compliance with all the applicable laws and should comply with the anti-corruption policies of the AOF.

3.8 Gifts and entertainment

AOF employees or officers may occasionally receive or give inexpensive, branded or non-branded items as gifts or presents. This is acceptable if they are modest in value and in accordance with the national and local laws, regulations, and professional codes of conduct of the country where the AOF employees and officers work or are licensed to practice. Gifts must either be beneficial to business practice (eg, stationery items, calendars, diaries, computer accessories for business use, and clinical items such as surgical gloves, etc), be beneficial to patient care (eg, long shoe horns), or serve a genuine educational function (eg, subscription to a medical journal, medical books, product support materials, etc). Gifts in the form of cash or cash equivalents are prohibited.

Entertainment events taking place in connection with an official activity in an appropriate location may be reimbursed by the AOF. No stand-alone entertainment event will be reimbursed. The event must clearly be subordinate in time and focus relative to the session at hand (general rule: 80:20).

3.9 Transparency

Remunerations and salaries distributed by the AOF are published annually as defined by the AOF Transparency Policy.

3.10 Anti-competitive behavior

It is inevitable that AOF employees will deal with industrial sponsors and partners. AOF employees and officers must take the utmost care not to be involved in anti-competitive behavior* and must avoid situations that may give rise to such a perception. AOF employees and officers shall refrain from directly or indirectly engaging in deliberations or activities that constitute anti-competitive behavior or that violate anti-trust provisions.

(* Anti-competitive behavior refers to eg, the arrangement to split a particular market with competitors, the involvement in a collusive approach to tender, or the establishment of discounts/benefits, etc.).

3.11 Non-discrimination

The AOF operates worldwide. It values its extensive global network in numerous countries, with people coming from diverse cultural backgrounds. For many years, the AOF has been expanding its network and creating an equal opportunity for collaboration, development, and advancement. All internal and external partners are treated fairly and equally, avoiding unconditional and absolute priority to any one of them. Therefore, the AOF promotes openness to diversity and proscribes discrimination based on ethnicity, religion, language, race, citizenship, age, disability, gender, and sexual identity. All forms of discrimination, violation of personal dignity, sexual harassment, bullying, or creation of an unpleasant and divisive atmosphere are not tolerated by the AOF.

3.12 Confidential information

The AOF is a holder of numerous trade secrets, patents, know-how, and information related to research and development along with clinical, medical, and personal or stakeholder data. Therefore, the AOF manages internal as well as external information under strict confidentiality control and secures this information from unauthorized and illegal divulga-tion.

Confidentiality agreements are commonly signed prior to any access to third-party confidential information.

Moreover, the AOF is bound to the applicable laws concerning use, pos-session, storage, or transfer of proprietary information and will take action in case of inappropriate use of such confidential information. To avoid a careless approach to confidential information, AOF employees are ad-vised to:

- ✓ Use electronic devices safely (eg, locking computers while working in an open environment, using virus protection software, avoiding external e-mail or telephonically soliciting information, etc).
- ✓ Ensure they are not overheard by parties without access to confidential information.
- ✓ Always keep physical forms of confidential information in locked cabinets and destroy all confidential information that is no longer needed.

The obligation to keep acquired information confidential remains in force for at least three years after the end of the relationship with the AOF and its employees, consultants, agents, subcontractors, partners, or students.

3.13 Intellectual property rights

Protecting the intellectual property of the AOF is essential to its staying competitive in its field. Intellectual property includes patents, trademarks, trade secrets, data, copyrights (author's rights), scientific and technical knowledge, know-how, and methods and practices developed in the course of AOF activities. The means of protecting AOF intellectual property without infringing and violating third-party intellectual property, especially plagiarism have to be considered a key responsibility on a daily basis.

In keeping with the highest AO tradition, as exemplified by the founders, the ownership of intellectual property rights within AOF activities belongs to the AOF. AOF employees and officers shall claim rights to be named as inventor only in areas where substantial contribution has been rendered in accordance with the rules and regulations, governing publications and intellectual property rights contained in the AOF Patent Guidelines.

3.14 Records management

All the data and records managed by the AOF need to be accurately stored and protected.

AOF agreements signed by each unit have to be registered in the AOF Contract Database with access provided to any of the units directly or indirectly related to the specific agreement. The physical originals of AOF agreements have to be stored according to AOF internal policy rules. All and any of the AOF employees or individuals acting on behalf of the AOF have an obligation to safely keep and store all the records related to, or involved with, the AOF. Full and timely stored agreements, records, invoices, minutes, and other documents shall be protected and shall reflect the AOF's state of business.

All data, including but not limited to, sensitive data, such as patient information, must be managed according to applicable laws.

4. Comprehensive compliance management

4.1 Aim of the ECC within the AOF

The ECC aims to provide the appropriate guidance so that the actions, services, and behavior of all bodies and persons that are part of the AOF (including its units, employees, clinical divisions, institutes, legal entities and officers) are compliant with the rules and regulations of the AOF, the relevant legal and regulatory prescriptions, and the appropriate ethical behavior. The ECC issues opinions on topics related to the Code of Ethics and Conduct, investigates and makes recommendations for sanctions in case of violations. The ECC decides independently to investigate all relevant issues, complaints, situations, and behavior it deems necessary, related to all matters endangering the AOF and its reputation and image. The ECC decides where, when and how investigations shall be initiated, performed, and terminated as well as the prioritization of such investigations. Investigations are kept confidential. The AOFB may request the ECC to initiate an investigation.

4.2 ECC and AOFB reporting and communicating

After investigation and deliberation, the ECC prepares recommendations, which the Chair of the ECC or the Ethics and Compliance Officer (ECO) will deliver to the AOFB. The Board will be responsible for approving the recommendations and implementing them through its existing structure. The AOFB will then report to the ECC about the actions undertaken. The chair of the ECC reports regularly to the AOFB and to the 12 Assembly of Trustees as regards the activities of the ECC. The AOFB decides how decisions are communicated internally within the AOF as well as externally.

4.3 Organization of the ECC

The ECC consists of a Chair (a surgeon not involved in any other AOF governing bodies) and three independent members. The ECC is an independent body within the governance structure of the AOF proposing values and developing standards for the ethical and compliant behavior expected from all members and entities of the AOF. The ECC investigates, and provides guidance on questions, issues, and complaints related to actions, services, and behavior of all persons and bodies of the AOF with regard to ethical behavior and compliance. This guidance is provided in the form of recommendations to the AOFB.

4.4 ECO

The ECO is the first point of contact for the ECC for all questions, issues and complaints with regard to actions, services and behavior of all persons and bodies of the AOF. The ECO is accessible at all times by all parties using a dedicated ECC phone number and e-mail account. Reporting to the ECO may be undertaken on either an anonymous or a non-anonymous basis. In his/her capacity, the ECO is independent and reports directly to the Chair of the ECC. In urgent cases, the ECO may initiate an investigation after consultation with the Chair of the ECC. The ECC is informed by the ECO in a timely manner. Depending upon circumstances, and if deemed necessary, the Chair or any member of the ECC, may also act as the first contact.

4.5 Obligation to report perceived violations of the Code of Ethics

Any employee or officer is to report the perceived breach of the Code of Ethics and Conduct or ethical violation to the line leadership. If this feels inappropriate, the ECO (direct line: +41 81 413 01 62 or eco@ecc.aofoundation.org) or the chair of the ECC (chair@ecc.aofoundation.org) may be approached directly. Violation reports may be submitted in any form (letter, e-mail, or phone call). The complete process is conducted in strict confidentiality. Upon request, anonymity is guaranteed both internally and externally, and any personal information will remain known only to the ECO and the Chair of the ECC.

The ECC shall be contacted, in its advisory role, in the occurrence of a risk of illegal, unauthorized or insecure data handling leading to a real or potential breach of privacy in connection with patient protection (3.2 above).

The ECO collects all and any issues or complaints, lists them, informs the Chair of the ECC immediately, and initiates due process confirming to the involved person and/or entity that the investigation has commenced. If the Chair of the ECC is contacted, the ECO will be informed immediately. In collaboration with the ECO, the Chair of the ECC will determine if this issue requires urgent action and informs the ECC. The ECO reports to the ECC about all complaints and issues received and urgent measures taken and submits proposals to the ECC for measures to be taken in cases without urgency.

The existing structure is responsible for the application of all decisions by the AOFB regarding measures to be taken.

Employees may also contact the ECO for advice on breaches and possible noncompliance issues as stipulated in this Code of Ethics and Conduct or in other AOF guidelines and policy requirements.

The provided reports will not lead to disadvantages for the involved AOF employee or officer. However, if misleading information is provided intentionally, particular legal measures will be applicable. Only in special circumstances will anonymous reports be considered by the ECC.

Davos, December 2018

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of the AO Foundation

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Code of Ethics and Conduct

I confirm that I have read and acknowledge the Code of Ethics and Conduct of the AO Foundation as amended from time to time.

The Code of Ethics and Conduct is meant for guidance of best practice behavior. It should in no way be construed as a legally binding document from which external sanctions or legal court cases could arise.

The Code of Ethics and Conduct only applies when I am acting on behalf of AOF as a surgeon, officer or faculty on behalf of AOF.

In case of conflict the legal codes in your country as well as Code of Ethics and Conduct of your organization will prevail.

Place and Date:

Name:

Position:

Signature: