

# Code of Ethics & Conduct

CREATED BY:  
TERMIS ETHICS COMMITTEE & GLOBAL PRESIDENT  
VERSION 1.0 (AUGUST 2019)



## **TERMIS Code of Ethics and Conduct**

Each officer, chapter council member and member within TERMIS is required to act in an ethical and compliant manner. Each individual is personally responsible for respecting and supporting the TERMIS Code of Ethics and Conduct.

All TERMIS officers and employee(s) must adhere to the following:

- ✓ Be compliant with the TERMIS 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
- ✓ Avoid or declare conflicts of interest
- ✓ Act to preserve TERMIS's assets and to minimize expenses, while maintaining quality
- ✓ Avoid choices compromised by personal relationships, gifts, or other personal benefits
- ✓ Submit to the TERMIS Ethics Committee any observed or suspected violations of the provisions of this Code of Ethics and Conduct

August 27, 2019

TERMIS Ethics Committee Chair  
Jöns Hilborn

The members of the TERMIS Ethics Committee August 2019  
Tony Mikos; James Kirkpatrick; Wei Liu.

TERMIS Global President  
R. Geoff Richards

The members of the TERMIS Governing Board:

- Tony Weiss
- Rui Reis
- Nick Rhodes
- Chelsea Bahney
- Eric Farrell
- MacKenna Roberts
- Yasuhiko Tabata
- Gerjo van Osch
- John Fisher
- Abhay Pandit
- Molly Shoichet
- Guoping Chen
- Ivan Martin
- Eric Brey
- Inga Marijanovic
- Manuela Gomes
- Lorenzo Moroni (2021 World Congress Chair)

### **Purpose of the Code of Ethics and Conduct**

TERMIS's Code of Ethics and Conduct outlines the policies, procedures, and standards of behavior that apply to TERMIS officers and council members (non-employees in an official role within TERMIS) and employee(s).

## **Aim of the Ethic Committee (EC) within TERMIS**

The EC is independent of TERMIS governance and aims to provide the appropriate guidance so that the actions, services, and behavior of all official bodies and persons that are part of TERMIS (employees, officers and chapter council members) are compliant with the rules and regulations of TERMIS, the relevant legal and regulatory prescriptions, and the appropriate ethical behavior. The EC issues relevant policies related to ethics and officer conduct, investigates and makes recommendations for sanctions in case of violations. The EC decides independently to investigate all relevant issues, complaints, situations, and behavior it deems necessary, related to all matters endangering TERMIS and its reputation and image. The EC 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 TERMIS Governing Board may request the EC to initiate an investigation.

After investigation and deliberation, the EC prepares recommendations, which the Chair of the EC (the TERMIS Ethics Officer (TEO)) will deliver to the TERMIS Governing Board. The Board will be responsible for approving or rejecting the recommendations and implementing them through its existing structure. The TERMIS Governing Board will then report to the EC about the actions undertaken. The chair of the EC reports regularly to the TERMIS Governing Board as regards to the activities of the EC. The TERMIS Governing Board decides how decisions are communicated internally to TERMIS chapter councils as well as possibly to the TERMIS membership (determined case by case).

The EC consists of a Chair (a respected TERMIS member, preferably FTERM, not involved in any other TERMIS governing bodies) and three independent members (respected TERMIS members, preferably FTERM, not involved in any other TERMIS governing bodies). The EC is an independent body within the governance structure of TERMIS proposing values and developing standards for the ethical behavior expected from all officers and entities of TERMIS. The EC investigates, and provides guidance on questions, issues, and complaints related to actions, services, and behavior of all employees, officers and bodies of TERMIS with regard to ethical behavior. This guidance is provided in the form of recommendations to the TERMIS Governing Board. The Chair of the EC (the TERMIS Ethics Officer (TEO)) is the first point of contact for the EC for all questions, issues and complaints with regard to actions, services and behavior of all employees, officers and bodies of TERMIS. The TEO is accessible at all times by all parties using a dedicated e-mail account. Reporting to the TEO may be undertaken on either an anonymous (through the TERMIS executive administrator) or a non-anonymous basis. In his/her capacity, the TEO is independent. Depending upon circumstances, and if deemed necessary, any member of the EC, may also act as the first contact. If a member of the EC has a conflict of interest, this member must step down for that case.

Any TERMIS officer or member is to report the perceived breach of the Code of Ethics and Conduct or ethical violation to TEO or any member of the EC may be approached directly. Violation reports should be submitted by email. The complete process is conducted in strict confidentiality. Upon request, anonymity is guaranteed (remaining within the EC). The TEO collects all and any issues or complaints, lists them, informs the EC immediately, and initiates due process confirming to the involved person and/or entity that the investigation has commenced. The EC existing structure is responsible for the application of all decisions by the TERMIS Governing Board regarding measures to be taken. The provided reports will not lead to disadvantages for the involved officer. However, if misleading information is provided intentionally, particular disciplinary measures will be applicable. Only in special circumstances will anonymous reports be considered by the ECC.

## **Confidentiality, Conflict of Interest and Professional Conduct Statements and Policies and Disclosure Form**

### **Confidentiality Statement and Policy**

As a TERMIS officer, chapter council member or member of the Governing Board of TERMIS, I recognize that I owe a fiduciary duty of care to the Society in my service in office or on the Governing Board. This includes a duty of confidentiality. The purpose of the confidentiality policy (set forth below) is to help inform the Governing Board about what constitutes a breach of confidentiality, assist the Governing Board in identifying and disclosing actual and potential disclosures of confidential information of the Society, and help ensure the avoidance of such disclosures where necessary. This policy may be enforced against individual officers or members of the Governing Board as described below:

1. All material, non-public information and documentation that I receive from TERMIS which is marked Confidential and others in connection with my service as a TERMIS officer or member of the Governing Board will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with

anyone other than relevant officers, employees, and authorized agents of TERMIS. I will direct any questions regarding my confidentiality obligations to the TERMIS President and executive administrator. This shall be strictly respected, unless legal grounds for disclosure exist. Any issue of lack of respect to this policy will be resolved by TERMIS Ethics Committee and their decision brought up to TERMIS Global Governing Board for execution. If any officer believes a committee, council or board has overlooked such a situation, they may report this directly (in confidence) to the TERMIS Ethics Committee.

### **Conflicts of Interest Statement and Policy**

As an officer, chapter council member or member of the Governing Board of the TERMIS, I recognize that I owe a fiduciary duty of loyalty to the Society in my service in office or on the Governing Board. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of TERMIS. TERMIS officers and chapter council members are committed to creating an atmosphere of trust, mutual understanding, and reliability amongst themselves and TERMIS members. Under no circumstances should conflict of interest of any nature (ie, personal, social, or financial) prevail upon the interests of TERMIS. Priority or exceptional treatment due to personal relationships is prohibited. Situations that presume a possible conflict of interest shall be resolved by the committee, council or Board preserving the interest of TERMIS's mission, policies, or processes. If they cannot be resolved within the respective committee, council or Board, they will be resolved by TERMIS Ethics Committee (EC) and their decision brought up to TERMIS Global Governing Board for execution. If any officer believes a committee, council or board has overlooked such a situation, they may report this directly (in confidence) to the TERMIS Ethics Committee. The purpose of the conflicts of interest policy (set forth below) is to help inform the Governing Board about what constitutes a conflict of interest, assist the Governing Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual officers or members of the Governing Board as described below:

1. Officers, chapter council members and members of the Governing Board have a fiduciary duty to conduct themselves without conflict to the interests of TERMIS. In their service as officers or on the Governing Board, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of TERMIS. Officers shall make their professional decisions not for reasons of personal gain or preference. Decisions made by TERMIS officers shall be objective while declaring any conflicts of interest.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with an officer's or Governing Board member's obligations owed to TERMIS and such person's personal, business or other interests.

All conflicts of interest are not necessarily prohibited or harmful to TERMIS. However, full disclosure of all actual and potential conflicts, and a determination by the TERMIS Governing Board, Councils and Committees: The interested member(s) recused from participating in debates and voting on the matter.

### **Professional Conduct Statement and Policy**

As an officer, chapter council members or member of the Governing Board of the TERMIS, I recognize that I owe a duty of leadership to the members of the Society and to refrain from unethical professional conduct. This duty requires me to act with honesty and integrity and to always strive to scientifically and objectively demonstrate the accuracy and validity of the knowledge I create through my research. The purpose of the professional conduct policy (set forth below) is to help inform the Governing Board about what constitutes professional misconduct, assist the Governing Board in identifying and disclosing actual and potential misconduct, and help ensure the avoidance of acts appearing to condone professional misconduct where necessary. This policy may be enforced against individual officers, chapter council members or members of the Governing Board as described below:

1. Officers, chapter council members and members of the Governing Board shall act with integrity in drafting, planning, applying for, implementing, and reporting their own research. By reporting their research results through means such as scientific publications, patents and presentation, they shall take responsibility as well as obtaining recognition for their achievements in accordance with the role that they played. Furthermore, their research and survey data should be recorded, stored and rigorously handled, and not only refrain themselves from any misconduct such as fabrication, falsification or plagiarism, but also refrain from aiding or abetting such misconduct.
2. Anti-corruption policy. TERMIS'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 risk of corruption and bribery. Corruption is the misuse of office or power for private gain. Bribery occurs when anyone authorizes, offers, solicits, gives, receives or accepts anything of value, or any financial or other advantage, in exchange for favorable treatment by a company, government authority, public body, official or employee. The fair and transparent practices of TERMIS do not allow corruption or bribery under any circumstances. To avoid such harmful behavior, and to sustain the TERMIS's core principle of transparency, any form of corruption involving TERMIS officers, chapter council members or members of the Governing Board is prohibited. TERMIS forbids accepting, giving, promising to give, demanding, soliciting or receiving directly or indirectly a bribe, which can include monetary payments or payments-in-kind, including without limitation gifts, favors, transfers of any item or service of value, or any other financial advantage in exchange for favorable treatment regardless of the intention or actually receiving a benefit. . In effect, these practices could influence decisions related to TERMIS in a manner that would violate anti-corruption laws. Particular emphasis is placed on ensuring specifically that public or government officials are not provided with any unfair or inappropriate advantages. For any questions on this policy or to report a suspected incident in breach of this policy, then please contact the TERMIS Ethics Committee.

3. TERMIS officers may occasionally receive or give inexpensive 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 officers work. Gifts in the form of cash or cash equivalents are prohibited. For the avoidance of doubt, regardless of whether a gift or hospitality has been offered or accepted with purely innocent motives, if an external observer could put an adverse construction on that gift or hospitality, it puts TERMIS, as well as, the person giving or receiving the gift/hospitality, at risk. A TERMIS officer, chapter council member or member of the Governing Board of TERMIS must not solicit, accept, offer or give gifts or hospitality that may influence or appear to influence the recipient's ability (or any relevant third party's ability) to make objective decisions or appear to result in a reward or inducement for preferential treatment.
4. Non-discrimination. TERMIS operates worldwide. It values its extensive global network in numerous countries, with people coming from diverse cultural backgrounds. TERMIS has been expanding its network and creating an equal opportunity for collaboration, development, and advancement. All members are treated fairly and equally, avoiding unconditional and absolute priority to any one of them. Therefore, TERMIS 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 TERMIS. If such a situation arises and it cannot be resolved within the respective committee, council or Board, they will be resolved by TERMIS Ethics Committee (EC) and their decision brought up to TERMIS Global Governing Board for execution. If any member believes a committee, council or board has overlooked such a situation, they may report this directly (in confidence) to the TERMIS Ethics Committee.

#### **Compliance Disclosure and Enforcement of Policies**

All actual and potential breaches of the Confidentiality, Conflict of Interest or Professional Conduct Policies set forth above shall be disclosed by officers, chapter council members and members of the Governing Board to the Ethics Committee through an annual disclosure form and/or to the Governing Board whenever a conflict arises. Disinterested members of the Ethics Committee shall make a determination as to whether a violation of a Policy has occurred and what subsequent action is appropriate (if any). The Ethics Committee shall inform the Governing Board of such determination and action. The Governing Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of these Policies.

On an annual basis, all officers, chapter council members and members of the Governing Board and any nominees for such offices shall be provided with a copy of these Policies and required to complete and sign the acknowledgment and disclosure form attached hereto. All completed forms shall be provided to the executive administrator and reviewed by the Ethics Committee, as well as all other pertinent information, if any, provided by officers and Governing Board members.

**The Confidentiality, Conflict of Interest and Professional Conduct Policies set forth above shall apply to all officers (members of the Chapter Councils and their sub committees of the Continental Chapters of the Society, the Global Governing Board and any sub committee). An officer is defined as anyone in an official role within TERMIS, such as a member of any committee, council of Board (by either member election or direct appointment from the committee, council or Board.**

END

**TISSUE ENGINEERING AND REGENERATIVE MEDICINE INTERNATIONAL SOCIETY  
(TERMIS)**

**Confidentiality, Conflict of Interest and Professional Conduct Policies Disclosure Form**

**For the Period Covering September 1, 2019 to December 31, 2021:**

I have read the Confidentiality, Conflicts of Interest and Professional Conduct Policies of the Tissue Engineering and Regenerative Medicine International Society (TERMIS) which apply to me at all times during my service as an officer or member of the Governing Board of the Tissue Engineering and Regenerative Medicine International Society (TERMIS) or as a TERMIS officer (member of a Chapter Council or sub-committee of a TERMIS Continental Chapter, or any sub committee of TERMIS Global and I agree to comply fully with these Policies at all times during such service. If at any time following the submission of this form I become aware of any actual or potential disclosures of confidential information, conflicts of interest or professional misconduct, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the TERMIS Ethics Committee and/or Governing Board in writing.

**Statement on Research and Integrity**

Ethics and integrity are vital to the TERMIS scientific community in fostering the field of tissue engineering and regenerative medicine. The [Singapore Statement on Research and Integrity](#) outlines the fundamental principles of research integrity and the responsibilities associated with conduct of research.

- Honesty in all aspects of research
- Accountability in the conduct of research
- Professional courtesy and fairness in working with others
- Good stewardship of research on behalf of others

As a leader in the tissue engineering and regenerative medicine field and a leader within TERMIS, we strive to conduct our research ethically.

*Please indicate your current conflicts of interest. (Your conflicts of interest must be updated on a yearly basis or at any point where a conflict of interest may arise.)*

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**In my individual capacity:**

Signature: \_\_\_\_\_

TERMIS role: \_\_\_\_\_

Name: \_\_\_\_\_

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