



Ethics Strategic Committee

17 January 2014

MINUTES

Present: Arthur, Dominique, Roeland, Pascale, Stephan, Isaure, Dave, Jacques, Olivier, Tamara, Cecile and Sue in person, plus Eva, Thomas and Pierre by phone

1. General Matters (including website):

- a) Pascale presented the latest membership and financial information (see presentation to be sent soon)
- b) A discussion regarding the possibilities to reduce fees for some members who might find it more difficult to afford, e.g. those who are temporarily unemployed (between jobs), retired, or in the early stages of their careers, resulted in a decision to offer all new members a 25% reduction to €150 for the first year of membership only; this offer will not be available retrospectively to existing members
- c) It was noted that it is still not possible to accept payments (for membership or anything else) via credit cards
- d) **Action: Pascale** to continue to pursue this with the Society's bank
- e) **Action: Sue** to request a copy of the 2013 membership renewal form from Simone, update it for 2014, and send it to Pascale
- f) Pascale highlighted that most of the ETHICS society members are based in Europe, but we have one member in Latin America and another in Asia
- g) **Action: Olivier** to chase the invoice from Clifford Chance for rental (€24) which has not yet arrived
- h) Pascale noted that all expenses from the General Assembly have now been paid, and lessons from the 2013 process need to be applied going forward
- i) It has become increasingly difficult to respond to messages from the website, especially regarding new member applications, in a timely manner because they do not always come through and there needs to be an alert mechanism so that Dominique, Arthur and Pascale do not need to spend a lot of time and effort looking for these messages
- j) **Action: Sue** to look into the problem and possible short term solutions while we wait for the website to be updated
- k) A discussion of possible technologies for webinars concluded that we will be able to use the Clifford Chance "Go To Meeting" solution provided by Microsoft, which is similar to WebEx; the costs will be included under our current contract with Clifford Chance and the cost to members attending webinars will be very low (probably zero) provided they login via their local network for both audio and video
- l) Discussion moved on to the ETHICS website; there was a meeting with the provider in December which resulted in a request for them to supply us with all the passwords to manage the site ourselves and / or get another company to develop it properly for us; the passwords had not been supplied as of the morning of the meeting, so Simone contacted them and obtained a commitment to send the passwords on the day of the meeting; again the passwords were not provided
- m) **Action: Thomas and Sue** to follow up with the supplier

- n) **Thomas** agreed to provide a short paper within the next 2-3 weeks containing two options for the Strategic Committee to choose the way forward for the website; he has verified that we will be able to get an “off the shelf” membership website package formatted with our look and feel for around the same amount of money as the final (unpaid) invoice from the current supplier
 - o) **Action: Sue, Simone and Thomas** to pull together a list of what has not been delivered and what does and does not work, and send this to Pascale to justify non-payment (or part-payment) of the final bill based on what has / has not been completed and what does / does not work
2. Work Streams
- a) The discussion then moved on to the work streams and Eva presented information on a potential competency model that she had brought to the attention of the Personal and Professional Development sub-team (see attached presentation); the conclusion of this discussion was that the model looks like a good approach that should help us to identify the soft skills needed to be a successful Compliance Officer
 - b) Sue had sourced some articles on other membership organisations that introduced competency models for members and she had sent these to the members of the sub-group; if any other Strategic Committee members would like copies, let Sue know
 - c) Dominique and Isaure have worked on a role description for a French membership association for Compliance Officers in any industry (not just healthcare), which they will share with the sub-group; the discussion noted that role descriptions may differ significantly between companies depending on grading, scope of the role, organisation charts (fit with other roles within the company) and reward mechanisms; this is one of the reasons why the potential competency model needs to be kept fairly generic
 - d) **Action: Sue** to add links from our website to the Lominger website (the source of the model presented by Eva)
 - e) **Action: Sub-group (Andy, Eva, Tamara, Katalina plus new recruits to the team Stephen and Isaure with support from Sue)** to develop our own skills and capability framework and competency model; this should be kept as generic as possible because the job descriptions differ from one company to another, and within companies
 - f) It was suggested that the second webinar in our 2014 series could be on this topic; this idea was rejected in favour of a major discussion at the 2014 General Assembly meeting
 - g) The sub-group also needs some newer compliance officers to use for checking the clarity of the language and terminology – if the newer compliance officers can understand the language in the proposed competency profile, all members should find it accessible
 - h) **Action: All Strategic Committee Members** to think about newer compliance officers who could join the sub-group for the purpose of language clarity (and other valuable contributions)
3. Lunch
- a) Marc Bartel of Heidrick and Struggle (Worldwide Executive Search Firm) joined us for lunch; he told us about their pan-European practice for healthcare compliance

and gave us some insights into the type of people that companies have recently searched for

- b) Usual search criteria are good communication skills, especially good English language, with less emphasis on nationality or background – a wide range of experience is the norm (as demonstrated by the experience of those in the room)
 - c) Marc emphasised that effective compliance and ethics programmes support good decision-making
 - d) We were also joined for lunch by Reinhard Angelmar and Craig Smith from Insead
4. Insead Programme (with Reinhard and Craig)
- a) The discussion began with a general expression of satisfaction and praise for the Insead programme
 - b) Dominique asked for the ETHICS logo to be added to the Insead programme brochure, which Craig agreed to do on receipt of the logo
 - c) **Action: Sue** to send the logo to Craig
 - d) Feedback included that the programme can be too fast, with insufficient time to embed knowledge and skills, meaning that some people will find it too much to attend both parts of the programme within a single year, although there should not be too long a gap between attending the two parts
 - e) It was suggested that ETHICS could form a pool of senior people who can be available to deliver elements of the programme to minimise problems when someone is not available at the last minute; it is also important to avoid, wherever possible, the feeling that people are being trained by their peers; people with experience of more than one company are also valuable in helping to see other ways of doing things
 - f) The topics within the programme should avoid “conference type topics” and focus on specific skills and knowledge
 - g) **Action: Roeland** to assess suggestions from members
 - h) **Action: All Strategic Committee members** to make suggestions for topics and / or potential trainers to Roeland for assessment prior to discussion with Craig
 - i) One particular topic that currently appears to be required (which may or may not make sense to add into the Insead programme) is communications training, including developing presentations, verbal and non-verbal skills, influencing, persuasion, etc. This topic used to be included in the Insead programme, but it was very difficult to get good trainers and it was removed when the change management elements were added
 - j) **Action: All Strategic Committee members** to think about potential trainers in this area and send their suggestions to Roeland
 - k) Craig was asked to reintroduce the communication skills section and to also keep the change management section; it was thought to be particularly useful to enable delegates to practice communication skills in the safe environment provided at Insead; it might also be useful to introduce an exercise to help with facing the media / producing external communications (Dominique gave an example from her university days)
 - l) Dominique raised the possibility of a scholarship in Gabor’s name as per Seton Hall (see below), for which there will be selection criteria to ensure that those who would not otherwise be able to attend for monetary reasons are not deprived of this valuable course; Craig seemed open to this idea

- m) Craig noted that during 2014 the course will remain unchanged, but that there is likely to be a new module / third week introduced in 2015 to focus more on strategy
 - n) Reinhard spoke about the unmet need in Asia and the fact that both Insead and Seton Hall have facilities in that region that could be used to deliver these programmes depending on demand
 - o) As this was likely to be Reinhard's last interaction with ETHICS, he was given all our good wishes for a long and enjoyable retirement
5. Seton Hall Law School Programme (with Simone Handler-Hutchinson and Carl Coleman by phone)
- a) As per Insead, the discussion began with general expressions of praise and satisfaction with the Seton Hall programme, especially the decision to offer a programme in Prague rather than having two programmes in Paris, as the need in Eastern Europe is as great as in Western Europe; around 20% of current programme attendees in Paris are from Eastern Europe, so Seton Hall is trying Prague to see if the demand is really higher than 20%, but the cost of travelling to Paris may put people off; if so, they will probably introduce one programme per year in Prague or another Eastern European city whilst keeping one programme per year in Paris
 - b) Simone stated that the programme tends to attract less experienced compliance officers, but sometimes has a senior person attending, which is good for sharing experiences. Every day of the programme includes an activity for the whole group or smaller groups; the feedback is that these exercises are very much appreciated – people want practical experiences and exercises
 - c) The programme delivered in Europe is now very Europe-focused compared to four years ago, when it was more US-focused; the exception is the FCPA (Foreign Corrupt Practices Act) session which needs to be US-focused
 - d) Whistle blower helplines and associated concerns / legal pitfalls were suggested for inclusion in the programme; elements to consider include data privacy / protection, building trust, non-retaliation policy, rewarding whistle blowers, and possibly CEO claw back in CIAs (Corporate Integrity Agreements in the USA)
 - e) A specific question on tendering prompted Simone to respond that tendering was included in the original programme but the majority of attendees felt this was not relevant to their roles, so it was replaced with another topic; Roeland stated that tendering used to be about purely products and rebates, but can now include other topics around the tender
 - f) Pascale made the point that her deputy went on the course in 2013 and whilst she felt the programme was good, she would have liked more company speakers rather than consultants
 - g) Discussion of Gabor's **scholarship** resulted in the suggestion from Simone that Seton Hall and ETHICS should both advertise the scholarship alongside the programme adverts;
 - i. Simone already has a process for US scholarships which she will be happy to extend to the Gabor scholarship – this includes an application form (including résumé, background and personal statement), summaries of applications are sent to the selection committee who will apply the objective selection criteria;

- ii. Simone can populate the selection committee and / or ETHICS can add people onto the selection committee;
 - iii. frequency was agreed at one scholarship per programme (i.e. currently two per year);
 - iv. Seton Hall will provide one place at a reduced rate on each programme (current full rate is €3,000) and ETHICS will pay the reduced registration fees for those awarded the scholarship;
 - v. Some companies (e.g. J&J and Sanofi) may want to contribute to the scholarship, either as a one-off payment, or an ongoing commitment;
 - vi. Companies and ETHICS will need to have invoices against which to pay their contributions to the scholarship
 - vii. Scholarships will not include any provision for travel and accommodation costs
 - h) **Action: Arthur, Roeland, Dominique and Pascale** to work out how much ETHICS can afford for the scholarships, and to also see if individual companies do want to contribute to the scholarship; also to agree if any ETHICS members should be included in the selection committee, and so who many and who
 - i) **Action: Simone** to send a proposal to the Steering Committee
 - j) **Action: Sue** to send the above action to Simone with the email addresses for the Steering Committee
6. Other Business
- a) During the lunch break, Simone Givans sent a message to the website supplier outlining our requests, which will need to be followed up
 - b) Relationships with universities:
 - i. Isaure and Dominique have been working with a French university for around 2 years to develop a course on business ethics in healthcare;
 - ii. If this is to go ahead for 2015, a proposal must be submitted by mid-February;
 - iii. The course will be 50% practical project based in the student's company;
 - iv. Attendees could be from companies, hospitals, industry bodies, etc.;
 - v. All ETHICS members will be invited to attend a half-day session on 17th March facilitated by Dominique and Isaure
 - vi. The course will be delivered in French (initially) for people working in healthcare (in the industry or healthcare system) in France (initially); the hope is to eventually extend the course across Europe;
 - vii. There will be a short module without a diploma and a longer module with a diploma;
 - viii. ETHICS members could be lecturers and / or attendees
 - ix. **Action: Dominique / Isaure** to circulate an English brochure as soon as possible
 - c) General Assembly date:
 - i. **Agreed that the General Assembly will take place on Friday 3rd October 2014 at the Clifford Chance offices in Paris**
 - ii. **Agreed that there will be a Steering Committee meeting on the afternoon of Thursday 2nd October at the same address**
 - iii. The organisation team is initially set as **Tamara, Jacques, Thomas, Stephen and Andy with support from Sue**

- iv. **Action: Sue** to send a “Save the Date” message to members on Arthur’s behalf and to also post the message on the website
- d) **Next Steering Committee meeting** will take place around the conference in **Dubai (5th – 7th May)**
 - i. **Action: Roeland** to set up a Doodle meeting request;
 - ii. It would be good to make significant progress with the website at this meeting (or to have significant progress to report)
 - iii. We would like a booth at the Dubai conference and will need volunteers to staff the booth
 - iv. **Action: Dominique / Roeland** to request a booth from Peter Grant
 - v. **Action: All Steering Committee members (and Sue)** to volunteer to staff the booth at specific times during the conference (Sue to co-ordinate the list of volunteers)
- e) Webinars
 - i. Commit to four in 2014 – approximately one per quarter with suggested topics as follows:
 1. February / March – Progression of US CIAs by Retta Riordan (confirmed – just need to agree date)
 2. May / June – Clifford Chance to propose a topic and speaker, e.g. data protection issues or the effect of the Sunshine Act outside the USA / general transparency in the EU
 3. September – Conflicts of Interest in healthcare generally
 4. November / December – the other topic from 2 above not done in May / June, or some other topic of interest
 - ii. **Action: All Steering Committee members** to think about suitable topics and speakers and make suggestions to Sue
 - iii. **Action: Sue and Olivier** to work together to set up the “Go To Meeting” facility for the webinars
 - iv. Pascale asked if Clifford Chance could help to keep the transparency spreadsheet up to date; **Action: Olivier** to confirm whether or not this will be possible
- f) Current Hot Topics for those in the meeting include:
 - i. Audit standards for compliance management systems (efficiency and effectiveness), .e.g. the voluntary standard in place in Germany which mirrors the seven elements of an effective compliance programme; Eva knows some audit specialists in Ernst & Young who could address ETHICS about the regulatory requirements, processes, monitoring and training
 - ii. **Action: Sue** to add to the agenda for the Steering Committee meeting in Dubai and **Eva** to invite an EY person to dial in to the meeting if they are not in Dubai
 - iii. Third party distribution risks, what to include in contracts, how to assess the effectiveness of the distributor’s compliance programme against that of the hiring company, how to audit and monitor, and how to encourage the distributors to audit their own compliance programme
 - iv. Interactions with patients and patient groups



- v. Building a compliance team and influencing corporate culture to move the mind-set from financial compliance to business compliance
 - vi. Transparency requirements
 - vii. Integration of new entities, including pre- and post-acquisition due diligence from a compliance perspective
 - viii. How to adapt the compliance programme during times of major business change; some business changes, including sales and acquisitions, are so large that the compliance programme needs a complete overhaul, not just a few tweaks here and there; how to influence the decision-making process to ensure that the impact on people and processes is taken fully into account when down-sizing; continuous landscape of out-sourcing and in-sourcing resulting in lots of complexity has a large, and usually under-estimated, impact on the compliance programme
- g) Roeland thanked everyone for an interactive meeting and interesting discussion topics before closing the meeting at 5pm and wishing everyone a safe journey home