

Tallaght University Hospital Foundation (“TUHF”)

Conflict of Interest Policy

The Directors of Tallaght University Hospital Foundation (“TUHF”) have a legal duty to avoid conflicts between a director's duties to TUHF and a director's other interests. Conflicts of interests may arise where an individual's personal, professional or family interests and/or loyalties conflict with those of TUHF. Therefore, directors must declare the nature of their interest in a contract if they are in any way, directly or indirectly, interested in a contract or a proposed contract with TUHF.

In this event, the director should not receive board papers relevant to the issue and a separate record of the deliberations and the background to the decisions should also be kept. If papers are received they should immediately be returned to the company secretary. All disclosures shall be reflected in the minutes of the meeting. Persons having a conflict of interest must not vote on the item representing a conflict. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

A director:

- must not put himself or herself in a position where his or her personal interests and duties as a fiduciary may conflict;
- cannot make a personal profit from his or her position as director; and
- must not appropriate for himself or herself or by way of diversion to another entity associated with him or her, any business opportunities that TUHF is actively pursuing.

Circumstances where conflicts of interest can occur:

- Directors failing to disclose interests or potential interests in contracts involving the company; or
- Directors voting in relation to a contract or potential contract which involves someone connected to the director (i.e. child, spouse, related company).

The following are some tips that may assist directors to avoid the potential pitfalls above. On the basis that prevention is better than cure, and at the risk of stating the obvious, a director should avoid situations where a conflict of interest might arise. If you are a director and you receive confidential company information from which you might profit in another capacity, then:

- Consider whether you should be a director;
- Disclose your potential interest immediately;
- Offer to absent yourself from discussions where such confidential discussions or potential contracts are discussed, and ask that your absence be noted in the minutes;
- Do not vote on any such contract and ask that your abstention be noted by the secretary in the minutes and;
- Keep notes of your compliance with these points

