Course Title: Conflicts of Interest: Identification & Management

- **Duration:** 5 Days (approximately 35-40 instructional hours)
- **Course Goal:** To provide compliance officers, HR professionals, legal counsel, and managers with the comprehensive knowledge, analytical frameworks, and practical skills to effectively identify, assess, manage, and mitigate the risks associated with conflicts of interest in the workplace, thereby protecting the organization's integrity, reputation, and decision-making processes.
- **Core Focus:** Mastering the end-to-end lifecycle of a conflicts of interest program, from policy design and disclosure to analysis, management, and training.

Learning Objectives:

Upon successful completion of this workshop, participants will be able to:

- **Define** and differentiate between actual, potential, and perceived conflicts of interest.
- **Identify** a wide range of common and complex conflict of interest scenarios (e.g., financial interests, outside employment, personal relationships, gifts).
- **Develop** a robust and clear Conflicts of Interest (COI) policy and disclosure process.
- **Apply** a structured framework to analyze and assess disclosed conflicts.
- **Design** and implement effective management and mitigation plans for identified conflicts.
- **Understand** the specific COI risks related to procurement, hiring, and senior leadership.
- **Navigate** the ethical and legal nuances of managing conflicts, including for board members.
- **Develop** and deliver effective training and communication campaigns to raise COI awareness.
- **Manage** a COI disclosure and case management system.
- **Create** an action plan to build or enhance a COI program within their organization.

Target Audience:

- Ethics & Compliance Officers and Specialists.
- HR Business Partners and Employee Relations Professionals.
- In-house Legal Counsel.
- Internal Auditors.
- Procurement and Sourcing Managers.
- Senior managers and executives responsible for governance and risk.
- Board members and corporate secretaries.

Prerequisites:

- Experience in a professional role within a corporate, non-profit, or government environment.
- A foundational understanding of business ethics and corporate governance is beneficial.

Teaching Methodology:

This is a highly interactive and case-based workshop. The methodology includes:

- **Interactive Lectures & Frameworks:** Introducing the principles, policies, and legal context of COI.
- **Intensive Case Study "Clinics":** The core of the course. Participants will work through a series of complex, "gray area" COI scenarios, moving from identification to developing a management plan.
- **Policy & Procedure Drafting Workshops:** Participants will work in groups to draft key elements of a COI policy and disclosure form.
- **Role-Playing & Simulations:** Practicing difficult conversations, such as interviewing an employee about a disclosed conflict or presenting a management plan.
- **Group Discussions & Debates:** Exploring the nuances and ethical challenges of managing different types of conflicts.
- **Action Planning:** Developing a practical plan for implementing or improving a COI program.

*(For **Online Delivery**, this will be highly effective using breakout rooms for case study analysis, anonymous polls to gauge perspectives on "gray area" cases, virtual whiteboards for mapping relationships, and collaborative documents for policy drafting.)*

Materials Provided:

- A comprehensive digital or printed **"Conflicts of Interest Management Playbook"** with frameworks, checklists, and case studies.
- Templates for a COI Policy, an Annual Disclosure Form, a Case Management Log, and a COI Management Plan.

ADEPT TRAINING CENTER

- A series of detailed case study scenarios.
- A curated list of resources, including regulatory guidance and best practice articles.
- Certificate of Completion.

Detailed Day-by-Day Curriculum

Day 1: The Foundation – What is a Conflict of Interest?

- **Module 1: Defining the Landscape of Conflicts of Interest (Approx. 2.5 hours)**
  - Welcome, introductions, and establishing a confidential and open discussion environment.
  - What is a Conflict of Interest? The core concept of divided loyalties.
  - The Three Key Types:
    - **Actual COI:** A direct conflict exists.
    - **Potential COI:** A conflict is likely to arise.
    - **Perceived COI:** A third party could reasonably believe a conflict exists (the "optics" test).
  - Why managing COIs is critical for trust, fairness, reputation, and legal compliance.
- **Module 2: Identifying Common COI Scenarios – Part 1 (Financial & Employment) (Approx. 2.5 hours)**
  - **Financial Interests:** Ownership in suppliers, customers, or competitors.
  - **Outside Employment / "Moonlighting":** Competing with the employer, using company resources, or impacting performance.
  - **Business Opportunities:** Usurping a corporate opportunity for personal gain.
  - **Case Study Clinic 1:** Analyzing several mini-scenarios involving these conflicts.
- **Module 3: Identifying Common COI Scenarios – Part 2 (Relationships & Gifts) (Approx. 2.5 hours)**
  - **Personal Relationships:** Hiring, supervising, or making business decisions involving family members or close personal relations (nepotism/cronyism).
  - **Gifts, Hospitality & Entertainment:** The line between relationship-building and bribery.
  - **Use of Company Assets & Information** for personal benefit.
  - **Case Study Clinic 2:** Analyzing mini-scenarios involving these conflicts.
  - **End of Day 1 Recap & Q&A.**

Day 2: Building the Program – Policy & Disclosure

- **Module 4: Designing a Best-in-Class COI Policy (Approx. 3 hours)**
  - The purpose of a COI policy: To define, guide, and protect.
  - Key components of a robust policy:
    - Clear definition of a COI.
    - Specific examples of prohibited and disclosable situations.
    - The duty to disclose.
    - The process for disclosure and review.
    - Consequences for non-compliance.
  - **Workshop:** Participants work in groups to draft key sections of a COI policy for a case study company.
- **Module 5: The Disclosure Process: Encouraging Transparency (Approx. 2.5 hours)**
  - The importance of a clear, confidential, and non-punitive disclosure process.
  - Designing an effective Annual COI Disclosure Form.
  - Creating a process for "real-time" disclosures as situations arise.
  - The manager's role in encouraging their team to disclose.
- **Module 6: Communication & Training for COI Awareness (Approx. 2 hours)**
  - Developing a communication plan to roll out a new or updated COI policy.
  - Designing effective training for employees and managers on identifying and disclosing conflicts.
  - Moving beyond a "check-the-box" mentality to genuine understanding.
  - **Activity:** Brainstorming a creative communication campaign for COI awareness.
  - **End of Day 2 Recap & Q&A.**

Day 3: From Disclosure to Decision – Analysis & Management

- **Module 7: A Framework for Analyzing Disclosed Conflicts (Approx. 3 hours)**
  - The role of the reviewer (Manager, HR, Compliance, or a Committee).
  - A structured analytical process:
    1. Gather all the facts (interviewing the employee).
    2. Assess the materiality of the conflict.
    3. Evaluate the potential impact on objectivity and decision-making.
    4. Consider the "Perception Test" or "Front-Page Test."
  - **Role-Play:** Practicing a fact-finding interview with an employee who has submitted a disclosure.
- **Module 8: Designing Effective COI Management Plans (Approx. 4 hours)**

ADEPT TRAINING CENTER

- The goal: To mitigate the conflict, not necessarily to prohibit the activity.
- The spectrum of management controls:
  - **Recusal:** Removing the individual from the decision-making process.
  - **Disclosure:** Disclosing the interest to affected parties.
  - **Third-Party Oversight:** Having an independent party review decisions.
  - **Divestment or Termination** of the conflicting interest (for serious conflicts).
  - **Prohibition** (the last resort).
- **Intensive Workshop:** Participants are given several complex COI case scenarios. For each, they must analyze the conflict and design a detailed, practical Management Plan.
- **End of Day 3 Recap & Q&A.**

Day 4: High-Risk Areas & Governance

- **Module 9: High-Risk Area 1: Procurement & Third-Party Relationships (Approx. 2.5 hours)**
  - Specific COI risks in the procurement and sourcing process.
  - Conflicts related to supplier selection, negotiation, and contract management.
  - Integrating COI checks into the vendor due diligence process.
  - Managing gifts and hospitality from suppliers.
- **Module 10: High-Risk Area 2: Hiring, Promotions & People Management (Approx. 2.5 hours)**
  - The challenges of nepotism and cronyism.
  - Developing clear guidelines for managing employees with personal relationships.
  - Ensuring fairness and objectivity in hiring and promotion decisions.
- **Module 11: Board of Directors & Executive-Level Conflicts (Approx. 2.5 hours)**
  - The heightened standards and scrutiny for board members and senior executives.
  - Managing director affiliations and outside business interests.
  - The role of the Governance Committee in overseeing board-level COIs.
  - **Case Study Clinic:** Analyzing a complex board-level conflict scenario and debating the appropriate management strategy.
  - **End of Day 4 Recap & Q&A.**

Day 5: Managing the Program, Investigations & Your Action Plan

- **Module 12: Managing a COI Case Management System (Approx. 2.5 hours)**
  - The importance of consistent and confidential documentation.
  - Using technology (case management systems or secure spreadsheets) to track disclosures, reviews, and management plans.
  - Monitoring the effectiveness of management plans.
  - Reporting COI metrics and trends to leadership and the board.
- **Module 13: Investigating Undisclosed Conflicts (Approx. 2 hours)**
  - What to do when you discover a potential COI that was not disclosed.
  - The process for a fair and objective investigation.
  - Determining the appropriate disciplinary action for policy violations.
- **Module 14: Capstone Simulation: The COI Committee (Approx. 2.5 hours)**
  - **Final Simulation:** Participants form a "Conflicts of Interest Committee."
  - They are presented with three new, complex, "gray area" cases.
  - They must deliberate, apply the analytical framework, and make a final determination and management plan for each case, documenting their rationale.
- **Module 15: Your COI Program Action Plan (Approx. 1 hour)**
  - **Action Planning Workshop:** Participants conduct a high-level gap analysis of their own organization's COI program.
  - They will create a practical action plan to:
    1. Improve one aspect of their COI policy or procedure.
    2. Develop a communication or training initiative.
- **Module 16: Course Review & Commitment to Integrity (Approx. 0.5 hours)**
  - Review of the key principles of a robust COI management program.
  - Open forum for final questions.
  - Course evaluation and closing.

ADEPT TRAINING CENTER