

Conflict of Interest Policy

Version 1.0, December 12, 2019

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Date: December 16, 2019

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1. Purpose

This policy requires all persons acting on behalf of Walimu to perform their duties with the highest degree of integrity and good faith to avoid situations that cause or that may appear to give rise to a conflict of interest. The purpose of this policy is to provide guidance in identifying and handling potential and actual conflict of interest involving Walimu as an Organization. In most instances, conflict of interest can be avoided simply by continuing to exercise good judgment. In this case Walimu relies on the sound judgment of its employees and all persons acting on its behalf to prevent many such conflict situations.

The general rule is that Walimu employees and all persons acting on its behalf are obliged to avoid and disclose any ethical, legal, financial, or other conflict of interest involving Walimu, and remove themselves from a position of decision-making authority with respect to any conflict situation involving Walimu.

2. Scope

This policy applies to all Walimu persons acting on behalf of Walimu regardless of their location. These include Employees, Board members, Affiliates, Volunteers, Contractors, Consultants, and Individuals or organizations under short or long term contractual obligations and other persons acting on behalf of Walimu.

3. Identification and Management of Conflict Situations

3.1 Basic Definitions

Generally, a conflict of interest may occur if an individual or activity influences or appears to influence the ability of an individual to exercise objectivity or impairs the individual's ability to perform his or her employment responsibilities in the best interests of Walimu.

An individual is considered to have a potential conflict of interest when:

- He or she or any family member¹ receives a financial or other significant benefit as a result of the individual's position at Walimu;
- The individual has the opportunity to influence Walimu's granting, business, administrative, or other material decisions in a manner that leads to personal gain or advantage; or
- The individual has an existing or potential financial or other significant interest, which impairs or might appear to impair the individual's judgment in carrying out their responsibilities to the Organization.
- Use of confidential information for personal gain

- Receiving gifts or rebates from suppliers or other partners.

3.2 Specific Relationships that May Create Conflicts of Interest

A variety of situations, affiliations and relationships may create potential conflicts of interest. An employee's former employment with a prospective or actual grantee, contractor, vendor or supplier, could raise an allegation of an apparent or actual conflict of interest. Therefore, if the former employment relationship is within the last six months, you must disclose the relationship and recuse yourself from managing the grant or contract. In addition, if the former employment relationship is more than six months ago, but is still recent (within the past 12 months), you should disclose the relationship and be sensitive to the appearance of a conflict of interest or other impropriety.

¹ *For purposes of the Conflict of Interest Policy for Walimu, the term "**family member**" means any spouse, domestic partner, parents, siblings, children, any other relative who resides in the same household and any other familial relationship that could create the appearance of a conflict.*

Financial or other relationships (i.e., significant investor, governing board member, advisor, officer, consultant, or other position of influence) of an employee of Walimu or their family with a prospective or actual grantee, contractor, vendor or supplier of Walimu could create the appearance of impropriety or interfere with an employee's ability to perform their responsibilities on behalf of and in the best interests of Walimu. Such relationships should be disclosed in the employee's Conflict of Interest certification.

When deciding which relationships should be disclosed, consider the situation from the perspective of an outsider and whether the relationship is of a nature that it could raise an allegation of an apparent or actual conflict of interest, and then err on the side of transparency. Full disclosure helps to alleviate or avoid future misunderstandings.

Additionally, certain types of relationships between co-workers may create impermissible conflicts of interest. For example, a romantic relationship in the workplace may raise perceptions of bias and favoritism. For these reasons, personal/romantic or financial/business relationships between co-workers that could create the appearance of impropriety or interfere with an employee's ability to perform their responsibilities on behalf of and in the best interests of the Organization should be promptly disclosed to the General Counsel or Human Resources.

3.3 Disclosure and Management of Conflicts of Interest

All positions of influence, financial benefits, financial interests, and other potential conflicts of interest must be disclosed in the Organization's Conflict of Interest certification. If appearances of impropriety or actual conflict of interest exist,

appropriate actions must be taken, which will vary depending upon the particular facts. The employee involved in the conflict situation must work cooperatively with their manager to achieve a resolution of the conflict issues in the best interests of the Organization. Depending upon the nature of the conflict, this may include the employee being removed from a position of decision-making authority with respect to the conflict situation or other more serious actions.

4. Gifts and Entertainment

Walimu employees may not receive or offer gifts, entertainment or anything else of significant value (e.g. financial payments, awards, loans, services, fees, etc.) for the purpose of influencing the action of Walimu or of the recipient. Gifts and entertainment received from vendors, suppliers, consultants, and grantees as part of normal business practice, must be declined, given to Walimu or shared with Walimu generally, and if acknowledgement is appropriate, acknowledged on behalf of Walimu. This guideline is not intended to prohibit normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, as long as they promote Walimu's legitimate business interests. If an employee believes there is an appropriate reason to make an exception to this policy for an individual situation, he or she should contact the Human Resource Office prior to giving or accepting the gift.

5. Fees, Honorariums, Expense Reimbursements, and other Similar Payments to Walimu staff members

Staff members of Walimu are encouraged to undertake speaking engagements, write articles, and engage in similar endeavors, provided the time spent does not interfere with the employee's Walimu responsibilities.

When participating in such activities as a ***Walimu representative*** or as a part of ***Walimu-sponsored board service***, director's fees, author's royalties, honorariums, and payments for published articles or speaking engagements may not be accepted and travel costs and expenses should be paid by Walimu.

When participating in such activities as a member of a governing board or advisory board and as part of ***professional development***, any director's fees may not be accepted and travel costs and expenses should be paid by Walimu.

When participating in such activities on a ***personal basis***, director's fees, author's royalties, honorariums, and payments for published articles or speaking engagements should only be accepted if: (1) the materials and all activities undertaken in connection with these endeavors are prepared or conducted on personal time, (2) the issues addressed are not related to Walimu's work or mission, (3) Walimu resources are not utilized, and (4) the organization making the payment is not a Walimu grantee. Travel costs and expenses incurred in connection with any activities that are not Walimu related must be borne by the

individual or the organization inviting them to participate, and must not be paid or reimbursed by Walimu. If an employee believes circumstances merit an exception to this policy, the employee should consult the Human Resource Office for advice.

6. Accepting Compensated Work Outside Walimu

In an effort to prevent potential conflicts, understanding the scope and nature of outside business commitments of Walimu management is necessary to ensure they do not infringe on work responsibilities required on behalf of Walimu. Therefore, Walimu employees who hold the position of Program Officer or higher, or are otherwise at the level of manager, may not conduct outside business or other activities for which they receive remuneration if it is related to their expertise as a Walimu employee or the business of the Walimu, without prior approval from the Director or Program Manager of their group, or, in the case of a Director, from Chair of the Board. The Director must consult with the Human Resource Office before granting permission. In requesting permission, the employee should disclose the organization for which the work will be done, the nature of the work, the expected time commitment and remuneration to be received, as well as an evaluation of any potential conflicts of interest that could arise with Walimu as a result of the employee's engagement in such activity. All other Walimu employees may accept compensated work outside the Organization provided that such work is performed solely on personal time, without the use Walimu resources, and provided that the time commitment required for such outside work does not impact the employee's ability to perform his or her work for Walimu.

7. Political Activities

Walimu is strictly prohibited from engaging in electoral politics or lobbying activities. Walimu employees are free to engage in these types of political activities on a personal basis provided the activities do not conflict with their ability to carry out their Walimu responsibilities or create confusion between positions or actions that are taken by them personally, versus as a Walimu representative. Before Walimu employee becomes actively involved in a political campaign or activity, the employee should discuss appropriate actions with Human Resource to avoid or minimize the risk of the employee's personal actions being attributed to Walimu, and also review any other unintended potential impacts such activity could have on Walimu. Individual political activities should only occur during off- duty hours, at the employee's own expense, and without use of Walimu's name, resources, facilities, or equipment. If an employee is asked to sign political advertisements or endorsements that include employment, a generic description should be used such as "program officer" rather than including the name of Walimu. Only the General Assembly of Walimu can authorize the taking of any position by Walimu on legislation, referenda, or the like.

8. Competing for Walimu Individual Scholarships, Fellowships, or Awards

Employees of Walimu and their family members may not compete for Walimu

supported scholarships, fellowships, or awards.

9. Conflict of Interest Certification

Upon commencement of employment and annually thereafter, all employees of Walimu must complete a Conflict of Interest certification. Employees are also required to update their Conflict of Interest certification whenever there has been a change in the employee's affiliations. Employees will be prompted to disclose all of their affiliations, even if there is no current conflict of interest.

10. Interpretation

This policy cannot describe all conflicts of interest situations that may arise involving the Walimu. Therefore, Organization employees must use good judgment to avoid any appearance of impropriety. Appropriate circumstances may also justify exceptions to the application of the policy. If you have any questions about this policy or its application, please on the side of caution and transparency and seek advice from Human Resource prior to entering into such transaction.

Exhibit A

EXAMPLES OF CONFLICT OF INTEREST ACTIVITIES AND RELATIONSHIPS

The following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this policy. The list is not all-inclusive and is intended only to provide guidance.

- *Self-benefit*: Using your position or relationship within Walimu to promote your own interests or those of your family, including use of confidential or privileged information acquired in the course of employment at Walimu for benefit or gain of yourself or your family members.
- *Influence peddling*: Soliciting benefits for yourself or your family from outside Walimu in exchange for using your influence to advance the interests of that organization within Walimu.
- *Other business relationships and dealings*: Approving grants or contracts with organizations in which you or your family have a significant financial or other interest or relationship, particularly if you are in a position to influence major decisions, are responsible for review, negotiation and approval of the grants or contracts, or otherwise direct Walimu's business dealings with that business or entity.
- *Outside commitments*: Participating in social or political activities is not restricted as long as you participate as an individual and not as a representative of Walimu.
- *Property transactions*: Directly or indirectly leasing, renting, trading, or selling real or personal property to or from Walimu.
- *Use of Walimu property for personal advantage*: Using or taking Walimu resources, including facilities, equipment, personnel, and supplies, for private use or other unauthorized non-Walimu activities.
- *Recording or reporting false information*: Misrepresenting, withholding, or falsifying relevant information required to be reported to external parties or used internally for decision-making purposes, in order to derive personal benefits.



- Dealings *with grantees*: Personally accepting anything of value from organizations or individuals that have grant proposals pending before the Organization or have received grants from the Organization.