



Conflicts of Interest Policy

POLICY NO.

014

Centre de Recherche sur l'Anti-Corruption (CERC)

CERC policies and procedures

Purpose of the policy



This Conflicts of Interest Policy is designed to help managers and employees of the Centre de Recherche sur l'Anti-Corruption (CERC) to:

1. identify situations that present potential conflicts of interest;
2. protect the interests of CERC when it is considering entering into a particular transaction or arrangement that might benefit the private interests of a director or an employee;
3. protect the interests of CERC when it is considering entering into a particular transaction or agreement that might benefit the private interests of a director, officer or employee of CERC or give rise to an excess benefit transaction; and
4. provide CERC with a procedure which, if followed, will allow a particular transaction or agreement to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction or agreement.

This Policy is intended to supplement, but not replace, the Congolese laws on conflicts of interest that apply to the organisation and, in the event of any inconsistency between the requirements and procedures prescribed herein and those of the law, the applicable law will prevail. All capitalised terms are defined in section 2 of this policy.

1. Definition of conflict of interest

For the purposes of this policy, the following circumstances are deemed to constitute a conflict of interest:

A

Outside interests

- i. A Transaction between CERC and a Responsible Person or a Family Member.

- ii. A Transaction between CERC and an entity in which a Responsible Person or a Family Member has a Financial Interest, or of which that Responsible Person or Family Member is an employee, trustee, officer, agent, partner, associate, personal representative, receiver, guardian, custodian, conservator or other legal representative.

B

Outside activities

- i. A Responsible Person or a Family Member competing with CERC in the provision of services or in any other Transaction with a third party.
- ii. A Responsible Person or a Family Member having a Financial Interest in, or serving as a director, trustee, officer, employee, agent, partner, associate, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to, an entity or individual that competes with the Organisation in the provision of services or in any other Transaction with a third party.

C

Gifts, gratuities and entertainment

A Responsible Person or a Family Member accepting gifts, entertainment, gratuities or other favours from any person or entity that:

- i. does or is seeking to do business with the Organisation, or is a competitor of the Organisation; or
- ii. has received, is receiving or is seeking to receive or obtain a grant, loan or other financial commitment from the Organisation,

under circumstances where it might be inferred that such action was intended to influence, or might influence, the Responsible Person in the performance of their duties within the Organisation. This does not preclude the acceptance of items of nominal or insignificant value, or of entertainment of nominal or insignificant value, that are not related to any particular Transaction or other activity of the Organisation.

2. Definitions

- A. A *Conflict of Interest* is any circumstance described in section 1 of this policy.

2. Definitions (continued)

- B.** The *Organisation* is the Centre de Recherche sur l'Anti-Corruption, a not-for-profit organisation under Congolese law.
- C.** A *Responsible Person* is any person serving as (i) a member of the Organisation's board of directors, (ii) a member of any committee of the board or of the Organisation, including the advisory committee, (iii) an officer of the Organisation, or (iv) an employee of the Organisation.
- D.** A *Family Member* is a spouse, domestic partner, parent, step-parent, child, stepchild, brother or sister (including half-brothers and half-sisters), or the spouse or child of a child, stepchild or sister of a Responsible Person.
- E.** A *Financial Interest* is any direct or indirect interest consisting of (i) an ownership or investment interest in any entity with which the Organisation has, or is negotiating, a Transaction, (ii) a compensation arrangement with the Organisation or with any entity or individual with which the Organisation has, or is negotiating, a Transaction, or (iii) a prospective or potential ownership or investment interest in, or potential compensation arrangement with, any entity or individual with which the Organisation has, or is negotiating, a Transaction.
- F.** A *Transaction* is a contract, agreement, arrangement or relationship involving (i) the sale, purchase or provision of goods, services or rights of any kind; (ii) the award or provision of a grant, contribution, loan, programme-related investment or service of any kind; (iii) the establishment of any other type of pecuniary relationship by the Organisation. The making of a gift, grant or contribution to the Organisation is not a Transaction.
- B.** A director or committee member who plans not to attend a meeting at which they have reason to believe the board or committee will act on a matter in which they have a Conflict of Interest must disclose to the chair of the meeting all material facts relating to the Conflict of Interest. The chair of the meeting must report the disclosure at the meeting, and the disclosure must be reflected in the minutes of the meeting.
- C.** A person who has a Conflict of Interest with respect to a particular Transaction must not (i) take part in, or be permitted to hear, the board's or committee's discussion or deliberation on the matter, except to disclose material facts and answer questions, or (ii) vote on the Transaction or be present in the meeting room when the vote takes place. Accordingly, a director or committee member who has a Conflict of Interest with respect to a particular Transaction may make a presentation about that Transaction at the board or committee meeting but, after the presentation, must leave the meeting during the discussion of and vote on the Transaction concerned. That person must not attempt to exert their personal influence on the matter, either at or outside the meeting.
- D.** A person who has a Conflict of Interest with respect to a Transaction that will be voted on at a meeting will not be counted in determining whether a quorum is present for the vote on that Transaction. That person's ineligibility to vote will be reflected in the minutes of the meeting.
- E.** A member of the Organisation's board of directors has a Conflict of Interest when standing for election as an officer of the Organisation or for re-election as a member of the Organisation's board of directors.
- F.** Responsible Persons who are not members of the Organisation's board of directors, or who have a Conflict of Interest with respect to a Transaction that is not the subject of board or committee action, must disclose to the chair, or to the chair's designee, any Conflict of Interest that the Responsible Person has with respect to a contract or Transaction. This disclosure must be made as soon as the Conflict of Interest becomes known to the Responsible Person. The Responsible Person must refrain from any action that may affect the Organisation's participation in that Transaction.

3. Procedures

- A.** Before the board of directors or a committee takes action on a Transaction involving a Conflict of Interest, a director or committee member who has a Conflict of Interest and is present at the meeting must disclose all material facts relating to the Conflict of Interest, whether or not those facts have previously been disclosed in the annual disclosure form provided for in section 6.B of this policy. This disclosure must be recorded in the minutes of the meeting.

3. Procedures (continued)

- G.** Where it is not entirely clear whether a Conflict of Interest exists, the person with the potential Conflict of Interest must disclose all relevant facts and circumstances to the chair or the chair's representative, who will determine whether a Conflict of Interest subject to this policy exists. To this end, the chair may appoint a committee of disinterested directors to determine whether a Conflict of Interest exists.
- H.** Any person or entity seeking financial support from the Organisation in any form, including but not limited to a grant, contribution, loan, service, right or any other benefit, must either (a) certify in writing that, in the case of an individual applicant, no Responsible Person or Family Member is a family member of the applicant or has a close personal or professional relationship with the applicant or, in the case of an applicant that is an entity, that no Responsible Person or Family Member has a Financial Interest in that applicant or serves as a director, trustee, officer, employee or agent of that applicant (or in any other capacity described in section 1.A(ii) of this policy), or (b) if any such interest or relationship exists, fully disclose those facts as part of the application for financial support. In the event of such a conflict, no grant or other benefit may be awarded or otherwise provided to the applicant unless the Board strictly complies with the provisions of this Conflicts of Interest Policy.
- I.** The minutes of the board of directors and of all committees must contain:
 - i.** the names of the Responsible Persons who disclosed, or were otherwise found to have, a Financial Interest in connection with an actual or possible Conflict of Interest, the facts and circumstances disclosed or otherwise known with respect to the Conflict of Interest, including the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the board's or committee's decision as to whether a Conflict of Interest in fact existed;
 - ii.** the names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.

4. Violation of the policy

- A.** If the board of directors or a committee has reasonable cause to believe that a Responsible Person has failed to disclose an actual or possible Conflict of Interest adequately, it must inform the Responsible Person of the basis for that belief and give them an opportunity to explain the alleged failure to disclose.
- B.** If, after hearing the Responsible Person's response and making such further investigation as the circumstances warrant, the board of directors or the committee determines that the Responsible Person has failed to disclose an actual or possible Conflict of Interest adequately, it will take appropriate disciplinary and corrective action.

5. Confidentiality

Each Responsible Person will take care not to disclose confidential information acquired in connection with their status, or information the disclosure of which might be contrary to the interests of the Organisation. In addition, a Responsible Person must not disclose or use information relating to the Organisation's affairs for their own personal profit or advantage or that of a Family Member.

6. Review of the policy

- A.** Each Responsible Person must review a copy of this policy every year and sign a statement affirming that the person: (i) has received a copy of the Conflicts of Interest Policy; (ii) has read and understood the policy; and (iii) has agreed to comply fully with the policy.

6. Review of the policy (continued)

- B.** Each Responsible Person must complete, every year, a disclosure form identifying all relationships, positions or circumstances in which the Responsible Person is involved and which, in their view, could give rise or contribute to a Conflict of Interest. As a general rule, any information about the Financial Interests of a Responsible Person or of a member of their family will be treated as confidential and will be available only to the chair, the executive director and any committee appointed to deal with conflicts of interest, unless wider disclosure must be made to the board of directors or a committee in connection with the assessment of a particular Transaction and/or to the extent that further disclosure is needed in implementing this policy.
- C.** This Policy will be reviewed every year by each member of the Organisation's board of directors. Any change to the policy will be communicated immediately to all Responsible Persons.

Annual conflict of interest disclosure form

Template of the annual disclosure form provided for in section 6.B.

Name:

Date:

Please describe below any relationship, position, arrangement or circumstance in which you are involved and which, in your view, might contribute to a conflict of interest (as defined in the Centre de Recherche sur l'Anti-Corruption's Conflicts of Interest Policy) with respect to CERC's activities.

I hereby certify that (i) I have received and read the Conflicts of Interest Policy of the Centre de Recherche sur l'Anti-Corruption, (ii) I understand the purposes and requirements of the Policy, (iii) I agree to comply fully with the Policy, and (iv) the information set out above is true and complete to the best of my knowledge.

Signature:

Date:



CENTRE DE RECHERCHE SUR L'ANTI-CORRUPTION

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CERC holds Special Consultative Status with the United Nations Economic and Social Council (ECOSOC).