

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

Disclosure of Relationships (Conflict of Interest) (Protecting Our Mission)

Reinforcing a culture of respect, integrity, accountability and transparency

As a charitable organization funded by the public, Project HOPE has a special obligation to uphold the public trust. For Project HOPE the public includes corporations, foundations, government agencies, implementing partners, and the general public.

Public trust can be damaged if an individual puts his/her own interests above the best interests of Project HOPE. A perceived, potential or actual conflict of interest may decrease the confidence of the public, donors, stakeholders, and other collaborators in the quality and independence of Project HOPE's programs and responses. At the center of this policy is the reputation of Project HOPE and the public's confidence that it acts with integrity and accountability and makes impartial and transparent decisions.

A potential, actual or perceived conflict between an individual's interest and the interest of Project HOPE creates a situation that must be disclosed or a "Conflict of Interest". A Conflict of Interest can arise at the individual or the business level. A conflict of interest arises from a connection between two or more individuals or organizations, or between an individual and an organization. It is the relationship, not an action, which must be examined to determine its effect, if any, on a proposed action.

It is not wrong or unethical to have a conflict of interest, what is important is that it is identified, disclosed and appropriately mitigated and managed.

This policy applies to all employees, volunteers and consultants, wherever located (Project HOPE Staff). A separate policy applies to the Board of Directors, Officers, and Key Employees¹ given U.S. Internal Revenue Service rules and applicable reporting requirements. **Reach out to the Compliance Team if you are not sure which policy applies to you.**

I. Type of Conflict of Interest

A Conflict of Interest can arise at the individual or the business level. It can be personal or organizational:

A Personal conflict of interest is any situation in which you have a personal, professional, or financial interest that may compete or conflict with your obligation to Project HOPE or could appear to interfere with your ability (or the perception of your ability) to act impartially or to do your job fairly and ethically. You have an obligation to disclose the relationship creating the conflict in order for a determination to be made whether the risks can be mitigated or lessened.

¹ A Key Employee is a person who is in a position to exercise Substantial Influence over the affairs of Project HOPE. Without limitation, individuals holding the positions of Associate Vice President, Chief Compliance Officer, Chief Administrative & Financial Officer, Controller, Senior Director of Human Resources, Regional Directors and Managers, Chief Information Officer, Development Directors, and all Country Directors.

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

An Organizational Conflict of Interest can occur when, because of other activities or relationships with other persons, a third party is unable or potentially unable to render impartial assistance or advice to Project HOPE, or the third party's objectivity in performing work is or might be otherwise impaired, or the third party has an unfair competitive advantage. Organizational conflict of interest can also occur because of a relationship with a parent company, affiliate, or subsidiary organization, an Organization is unable or appears to be unable, to be impartial in conducting a procurement or subaward action involving a related organization.

If a perceived, potential or actual conflict of interest is not disclosed, that failure to disclose is a violation of this policy and may result in disciplinary action, up to and including termination.

A. Personal Conflict of Interest

Personal conflicts of interest can be financial or non-financial. A personal conflict of interest occurs when Project HOPE Staff, including spouses and dependent children and significant friends and family, could obtain a personal financial reward or gain from an external company, agency, institution, or individual due to a transaction with Project HOPE, or when a Project HOPE staff or his/her immediate family members, have a relationship with another entity which may bias the individual's judgment, or compromise his or her ability (or the perception of his/her ability) to carry out his/her obligations to Project HOPE or to act in the best interest of Project HOPE. In addition, strongly held beliefs, personal relationships, and desire for career advancement could also conflict with one's ability to put Project HOPE's best interest first.

Project HOPE Staff shall not derive any personal profit or gain, directly or indirectly, by reason of his or her affiliation with Project HOPE (this does not include salary, benefits, or payment for services rendered), and he or she must avoid and disclose all perceived, potential or actual conflicts of interest, so that Project HOPE can determine if a conflict exists, whether it can be mitigated and to determine a resolution.

Examples of a few areas where a conflict of interest can occur:

- Using one's position or relationship with Project HOPE to benefit oneself, including personal financial or non-financial interests, or those interests of the person's family;
- Using confidential or proprietary information acquired from a position or relationship with Project HOPE for personal or family benefit;
- Advancing an outside organization's interests within Project HOPE in exchange for that organization providing benefit to the person or the person's family;
- Using or taking Project HOPE resources, including intellectual property, facilities, equipment, staff time, and supplies, for private use or other unauthorized non-Project HOPE activities;
- Reviewing, negotiating, or approve sub-grants, sub-contracts, vendor agreement or other contracts or business with organizations, companies, or persons, in which the person, or their family member, has a financial or non-financial interest or relationship²;

² See also Project HOPE Procurement Policy and Procedures Manual.

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

- Leasing, renting, trading, or selling any property to or from Project HOPE (this applies to transactions with family members too), with the limited exception of Project HOPE office equipment with the prior written approval Regional Director or Chief Administrative & Financial Officer;
- Misrepresenting, withholding, or falsifying relevant information required to be reported to external parties or used internally for decision-making purposes, in order to derive benefits to oneself or family or for a third party;
- Having a relationship with a service provider or other third party with whom Project HOPE does business whether started before or during one's service period with Project HOPE;
- Being a recipient or participant, directly or indirectly, in any services or programs of Project HOPE;
- Hiring, promoting, transferring, or reviewing the performance of family members or close personal contacts³;
- Giving favors to family members, close personal contacts, or friends made possible by your position at Project HOPE; or
- Acting in one's own interests rather than the interests of Project HOPE.

It is not possible to list all possible conflicts of interest. This is an illustrative list of common examples only. Project HOPE Staff must use good judgment to identify and disclose any perceived, potential or actual conflict of interest.

Project HOPE Staff are encouraged to seek guidance from the Chief Compliance and/or the General Counsel if there is any uncertainty as to the duty and obligation to disclose a relationship under this policy.

B. Organizational Conflict of Interest

An Organizational conflict of interest can occur when, because of other activities or relationships with other persons, a third party is unable, or potentially unable, to render impartial assistance or advice to Project HOPE, or the third party's objectivity in performing work is or might be otherwise impaired, or the third party has an unfair competitive advantage. Organizational conflict of interest can also mean that because of a relationship with a parent company, affiliate, or subsidiary organization, an Organization is unable or appears to be unable to be impartial in conducting a procurement, subaward, or other action involving a related organization.

Organizational Conflict of Interests generally fall into one of three categories:

(1) Biased ground rules – where a third party sets the “ground rules” for a procurement (e.g., writing a procurement's statement of work, specifications, or performing systems engineering and technical direction for the procurement), which appears to skew the competition in favor of the third party. This scenario could come into play when Project HOPE hires a contractor to help develop the terms of a procurement and the assisting contractor or one of its affiliates subsequently competes for that contract work. As a general rule, third parties who develop or draft specifications, requirements, statements of work and invitations for bid for Project HOPE

³ See *Code of Ethics, Module 2, Section II Personal Relationships*

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

cannot compete for any resulting procurement to build or implement the work without the approval of the EVP Global Health;

(2) Impaired objectivity – where a third party’s work for Project HOPE requires the third party to evaluate proposals / past performance of itself or a competitor, which calls into question the third party’s ability to render impartial advice to Project HOPE;

(3) Unequal access to information – where a third party has access to nonpublic information as part of its performance of an agreement or relationship with Project HOPE, which may provide the third party (or an affiliate) with an unfair competitive advantage in current or future Project HOPE procurements.

Project HOPE’s organizational policies help ensure that when a perceived, actual or potential organizational conflict of interest exists, it will be disclosed and neutralized or mitigated to ensure that no unfair competitive advantage, or improper private benefit, exists in any procurements or other third party transactions.

Project HOPE Staff must take proactive steps to avoid even the perception of an organizational conflict of interest. Project HOPE Staff may not participate in the selection, award, or administration of a contract if he/she has a perceived or actual conflict of interest.

Project HOPE Staff must at all times retain sufficient oversight during the procurement process to ensure that all Contractors/Vendors perform in accordance with the terms and specifications of all Procurements. Contractors/Vendors who develop or draft specifications, requirements, statements of work and invitations for bid for Project HOPE cannot compete for any resulting procurement to build or implement the project.

II. Disclosure Process

The Project HOPE Ethics Program seeks to create a culture of transparency, where Project HOPE Staff can discuss conflicts of interest candidly and confidently, without fear of judgment. All Project HOPE Staff are responsible for identifying and disclosing relationships that could create a perceived, actual or potential conflict of interest.

It is important to acknowledge and address cultural differences in understanding conflicts of interest. Project HOPE Staff will help foster a culture where the focus is protecting the integrity of Project HOPE by ensuring full disclosure of relationships that could affect one’s ability to act in Project HOPE’s best interest.

In addition, Project HOPE Staff will be vigilant in preventing, and when not possible, disclosing any perceived, actual or potential conflict that may arise during the course of Project HOPE activities. Examples of high risk areas for personal and organizational conflict of interest include but are not limited to

- Procurement/purchasing/Proposal Teams
- Recruitment

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

- Grants/Subawards
- Employment
- Funding proposals (Key personnel should provide a Disclosure)

All vendors and suppliers must provide a conflict of interest certification when bidding on a Project HOPE Procurement and all agreements must contain an appropriate conflict of interest provision.

All Project HOPE Staff must complete the Disclosure Forms ([Annex A](#)):

- At the beginning of the person’s term of service; and
- Annually thereafter; and
- As soon as there is any change in circumstances that causes the previously-submitted Disclosure Form to no longer be correct.

The following table provides guidance for responsibility for reviewing submitted Disclosure Forms. The Reviewing Authority may delegate the task of collecting and determining if the Disclosure Form has a “yes” answer to any of the questions. The Reviewing Authority shall review any Disclosure Form with a “yes” answer.

Person Submitting Disclosure Form	Reviewing Authority
Country Office-based Project HOPE Staff other than Country Directors or Regional Directors	Country Director
All US-based Staff; Country Directors and Regional Directors	General Counsel and/or Chief Compliance Officer or their designee

1. The Reviewing Authority (not a delegate) shall propose remedial action or determine no action is needed when a “yes” answer is indicated on the Disclosure Form.
2. All Disclosure Forms with proposed remedial action should be sent to the Chief Compliance Officer/Designee and/or General Counsel to approve the proposed remedial action or confer with the EVP Global Health for further consideration.
3. Annually, the Country Directors (not a delegate) shall submit a review acknowledgment, or a statement of compliance that they reviewed Disclosure Forms for the employees in his/her respective country, to the Chief Compliance Officer/Designee and/or General Counsel. A sample of this acknowledgment can be found in [Annex B](#).
4. The Reviewing Authority shall ensure that copies of Disclosure Forms and written explanations of subsequent decisions by the Reviewing Authority are retained in the staff personnel file or the equivalent file for Project HOPE Staff members and retained for an appropriate amount of time in the context of the engagement or conflict of interest.
5. Project HOPE reserves the right to disclose the contents of the Disclosure Form, or the resolution of any actual or potential conflict of interest under this Policy, at the discretion of the Chief Compliance Officer/Designee and/or General Counsel, as necessary to protect Project HOPE.

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

III. Accountability

Consequences of failure to disclose and mitigate include perceived, actual or potential conflicts of interest include but are not limited to:

- Inadequate competitive process
- Improper private benefit under U.S. Tax Exempt Law
- Less than optimal candidates/suppliers
- Financial loss to Project HOPE
- Perception of corrupt practices
- Immense effort to determine and document that there has been no loss to the organization as a result of the conflict of interest
- Current funding could be revoked or future funding may not be awarded
- Project HOPE could lose its charitable status

All Project HOPE Staff should feel obligated to report in good faith any observed or suspected perceived, potential or actual conflict of interest of a Project HOPE Staff or partner, without fear of retaliation, by contacting:

- Chief Compliance Officer/or their designee: Thelvis Pascuzzo
 - tpascuzzo@projecthope.org
 - Phone/WhatsApp: +58 414 9157988
- General Counsel: Julia Soyars
 - jsoyars@projecthope.org
 - Phone/WhatsApp: +1 540-429-1781
- Project HOPE Speak Up line: online reporting at:
<https://app.mycompliancereport.com/report?cid=PHOPE>
**Anonymous reporting available*

Failure of Project HOPE Staff to disclose a perceived, potential or actual conflict of interest, as well as the failure to complete and sign the Disclosure Form by the deadline given by Project HOPE, or failure to accurately, honestly, and fully complete and or update the Disclosure Form, may result in disciplinary actions up to and including termination of the relationship with Project HOPE.

Reinforcing a culture of respect, integrity, accountability and transparency

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

Annex A Disclosure Form

Introduction

The Code of Ethics, Module 5: Conflict of Interest Policy (“Policy”) requires completion of this Disclosure Form (“Form”) by Project HOPE Staff. Completed Forms will be reviewed in accordance with the process described in the policy.

Failure to complete and sign the Disclosure Form by the deadline given by Project HOPE or failure to accurately, honestly, and fully complete and or update the Disclosure Form may result in disciplinary action, up to and including termination.

Instructions

This Form shall be completed by Project HOPE Staff:

- At the beginning of the person’s term of service; and
- Annually thereafter; and
- As soon as there is any change in circumstances that causes the previously-submitted Disclosure Form to no longer be correct.

Employees, casual workers, Volunteers and consultants routinely re-engaged (such as field workers) are required to complete Disclosure Forms at the outset of each new term of service.

Project HOPE Staff must fill out their name, position, supervisor name, project, and project donor(s) or funder(s), where applicable, or department. He or she must check “yes” or “no” to each question and, when checking “yes,” must provide the additional details required. If more space is needed, use additional paper. Please note that only expatriate and third-country national staff are required to answer question #6. **After answering the questions, read the Acknowledgement carefully, sign, and date. Submit the completed form to your Reviewing Authority or his/her designee.**

Reviewing Authorities must review the submissions and determine if a conflict exists for each submission. If a conflict does exist, the Reviewing Authority must propose remedial action. The Chief Compliance Officer/Designee and/or the General Counsel will review the proposed remedial action with the Country Director and either approve the proposed remedial action or escalate it to the EVP Global Health for further consideration.

Definitions

For this Disclosure Form, these terms shall have the following meanings:

Family means mother, father, sister, brother, son, daughter, aunt, uncle, niece, nephew, cousin (or in-laws of any of the foregoing), spouse and/or domestic partner (including an undocumented spouse), god-family, or any person whom the Project HOPE Staff member has a familial relationship capable of impacting his or her impartiality and service to Project HOPE.

Financial Interest means anything of monetary value (whether a dollar value can be easily determined or not), including but not limited to: salary, benefits, income, honoraria, payments for services, equity, stock, stock options, or other ownership interests, and royalties.

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

Gifts are defined in the broadest sense and include money, goods, services, business opportunities, discounts on goods or services, entertainment, tickets, rides, food, drink, and any similar items.

Senior Government Official includes a government official who occupies an influential position within a government or a government-owned entity and makes or has the ability or authority to make decisions for or on behalf of that government entity

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

Disclosure Form

Name: _____

Position/Title: _____

Supervisor: _____

Project Name, if applicable: _____

Project Donor(s) or Funder(s), if applicable: _____

Date: _____

If nothing has changed since your last Disclosure, check here, leave the questions blank, and proceed to the “Acknowledgement” Section below for signature.

_____ This is an update to a previous disclosure; any sections left blank indicate no change to information previously submitted. (If you are checking this box, please remember to sign below)

1. Do you or a member of your Family have a Financial Interest in an organization that does or seeks to do business with Project HOPE? **Yes** **No** .

If yes:

- a. What is the name of the person with the Financial Interest and how are they related to you? (This can be you or a Family member. If a Family member, explain how you are related to the Family member.)
- b. What is the name of the organization?
- c. What type of work or business does the organization do?
- d. Describe the Financial Interest in the organization:

2. Are you or a member of your Family involved with an organization (e.g., as a board member, trustee, employee, officer, member, partner, etc.) that does or seeks to do business with Project HOPE? **Yes** **No**

If yes:

- a. What is the name of the person involved with the organization, and how are they related to you? (This can be you or a Family member. If a Family member, explain how you are related to the Family member.)
- b. What is the name of the organization?

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

- c. What type of work or business does this organization do?
 - d. Describe the involvement with the organization:
3. Are you or a member of your Family involved with an organization (e.g., as a board member, trustee, employee, officer, member, partner, etc.) that is funded by Project HOPE, could be funded by Project HOPE, or that Project HOPE would fund? **Yes** **No**
If yes:
 - a. Who is the person involved with the organization? (This can be you or a Family member. If a Family member, explain how you are related to the Family member.)
 - b. What is the name of the organization?
 - c. What type of work or business does this organization do?
 - d. Describe the involvement with the organization:
4. Are you or a member of your Family involved with an organization (e.g., as a board member, trustee, employee, officer, member, partner, etc.) that is or could be a competitor or collaborator to Project HOPE? **Yes** **No**
If yes:
 - a. Who is the person involved with the organization? (This can be you or a Family member. If a Family member, explain how you are related to the Family member.)
 - b. What is the name of the organization?
 - c. What type of work or business does this organization do?
 - d. Describe the involvement with the organization:
5. In the past five (5) years, have you or a member of your Family received Gifts, loans, or other benefits from any organization or person that does or seeks to do business with Project HOPE? **Yes** **No**
If yes:
 - a. Who received the Gifts, loans, or other benefits? (This can be you or a Family member. If a Family member, explain how you are related to this person.)
 - b. What is the name of the person or organization?

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

- c. What type of work or business does the person or organization do?
 - d. Describe the Gift, loan, or other benefits:
 - e. Describe the amount of value of the Gift, loan, or other benefits:
6. **FOR EXPATRIATE AND THIRD-COUNTY NATIONALS ONLY:** Are you engaged in a business or investment in your country of assignment? **Yes** **No**

If yes, list the name of the business or investment and a description of the nature of engagement:

7. Do you or any of your Family Members participate in, or are respondents for, or beneficiaries from any Project HOPE or Project HOPE affiliated project? **Yes** **No**

If yes,

- a. What is the name of the person involved, and how are they related to you?
 - b. What Project HOPE project is involved?
8. Are you or a member of your Family related to a Senior Government Official? **Yes** **No**

If yes, please provide details:

9. Do you have any other relationships that create or might create a conflict of interest that you need to disclose? **Yes** **No**

If yes, please describe:

10. Do you have any additional circumstances that may prevent you from acting in the best interests of Project HOPE? **Yes** **No**

If yes, please describe:

Acknowledgment: I hereby attest to having read in full and understood this Project HOPE Staff Conflict of Interest Policy. I acknowledge that I completed this Disclosure Form truthfully and to the best of my knowledge and belief, and further acknowledge that supplying any false information or failing to provide requested information is grounds for disciplinary action up to and including termination. I understand that I must update this form should any change in circumstances cause this Form to no longer be correct, as soon as any such change occurs.

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

Name: _____

Signature: _____

Date: _____

This is an (check one):

Initial Disclosure Form

Annual update to Disclosure Form

Updated Disclosure Form, due to changed circumstances

To Be Completed by Reviewing Authority:

Reviewing Authority Name: _____

Reviewing Authority Title: _____

After reviewing this Disclosure Form, I have determined that the discloser **has** **or has not** answered “yes” to any of the questions.

If Project HOPE Staff Member has answered “yes” to any of the questions, describe: 1) the nature of the potential/actual conflict of interest; and 2) proposed remedial action actions to be taken to resolve or manage the potential/actual conflict.

Reviewing Authority Name and Signature: _____
(Or Reviewing Authority Designee, if the discloser has not answered “yes” to any question)

Date: _____

To Be Completed by the Chief Compliance Officer/Designee and/or General Counsel or Designee for Country Office-Based Staff,

After review with Country Director, the following remedial actions have been agreed and put in place:

Chief Compliance Officer/Designee and/or General Counsel or Designee Signature:

Date: _____

Project HOPE Code of Ethics Policy Module 5: Disclosure of Relationships (Conflict of Interest)

**Annex B
Annual Disclosure for Country Directors**

Pursuant to the Code of Ethics Conflict of Interest Policy, annually, the Country Directors shall submit review acknowledgment, or a statement of compliance that they reviewed Disclosure Forms for all Staff in his/her respective country, to the Chief Compliance Officer/Designee and/or the General Counsel. The format for such review acknowledgment may be made via e-mail and take the following form:

Dear Chief Compliance and/or General Counsel,

I, _____[NAME]_____, Country Director for _____[Country/ies]_____ hereby acknowledge that the Code of Ethics Conflict of Interest Policy has been complied with for the year [DATE – DATE] and [there were no disclosures requiring remedial action for your review] [there are # disclosures and dates of approved resolution of such disclosures during the year].

Sincerely,
[NAME]