

**Policy on Conflict of Interest  
for  
Collective Foundation AIDS Accountability International**

## **Policy on Conflict of Interest for Collective Foundation AIDS Accountability International (the “Foundation”)**

### **1. General Principles**

- 1.1. It is of utmost importance that the Foundation operates in a balanced, ethical, transparent and open manner. This policy provides guidance in identifying and addressing conflicts of interest.
- 1.2. The purpose of this policy is to ensure fairness in the Foundation’s, and its Executive Board’s, Expert Panel’s, and other committee’s, decision making, to protect the reputation and integrity of the Foundation and its interests, and to ensure broad public trust and confidence in the Foundation’s rating and other decision-making.
- 1.3. The Foundation recognizes that members of the Executive Board, the Expert Panel and other committees must consider matters that may have a direct effect on the interest of governments, corporations, or organizations in which such members have positions or otherwise are associated with. The Foundation recognizes that these conflicts of interest must be managed with the highest degree of integrity to safeguard against any perception that any government, corporation or organization is given any undue advantage.

### **2. Conflicts of Interest**

- 2.1. A conflict of interest arises when a Member participates personally and substantially in any particular matter in which, to his or her knowledge, he or she or any Related Person has a financial interest, if the particular matter will have a direct and predictable effect on that interest.
- 2.2. “Member” shall include members of the Executive Board, the Expert Panel, and any other committees, the Executive Director and employees of the Foundation.
- 2.3. “Related Person” shall include spouse, minor child, or domestic partner, or any organization, corporation or government in which the Member is serving as an officer, director, trustee, partner or employee, or otherwise have an interest.

### 3. Disclosure

- 3.1. All Members have a duty to disclose the existence of any conflict of interest, including those that derive from Related Persons, and the nature of such conflict, whenever he or she becomes aware that a conflict exists or that it is reasonably likely to occur.
  - 3.2. Procedure when a Conflict of Interest Arises
  - 3.3. All conflicts of interest shall be immediately disclosed in writing to the Chair of the Executive Board.
  - 3.4. It is the duty of the Chair, with the assistance of other members of the Executive Board, to review such disclosures and to decide whether a conflict of interest exists and, if so, whether to issue a waiver defining the extent to which such Member may participate in any discussion of the issue that has given rise to the conflict. The Chair may also, in its discretion, bring any conflicts issue to the entire Executive Board (excluding the individual or individuals with potential conflicts) for discussion and determination.
  - 3.5. When it is determined that a conflict of interest exists, the Member shall not participate in the matter that has given rise to the conflict absent a waiver from the Chair. This means that the Member (as applicable) shall not vote or speak on the matter, and shall absent himself/herself without comment before any discussion or voting on the matter, unless a waiver has been granted by the Chair. The names of Members with conflicts of interest who participate in a particular meeting, and the issue on which there is a conflict, shall be recorded in the minutes for that meeting.
  - 3.6. Should a Member be found to have a conflict of interest that has not been disclosed as required above, or the Chair has reasonable cause to believe that a Member has failed to disclose a conflict of interest, it will inform the Member of the basis for such belief and provide him or her with the opportunity to explain the alleged failure to disclose. If, after hearing the response and making further investigations as may be warranted, the Chair determines that the interested person has in fact failed to disclose a conflict of interest, the Chair shall inform the Board.
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