

CONFLICT OF INTEREST MANAGEMENT POLICY

Padova Headquarters: Minutes of the 16th December 2019

Approved by

CUAMM Board of Directors Padova Headquarters

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INTRODUCTION

Doctors with Africa CUAMM, a non-governmental organization with over 60 years of experience in health cooperation in developing countries, is the bearer of a culture of ethics, honesty, transparency, accountability and good governance.

The Policy is an expression of the “Corporate Governance” of Doctors with Africa CUAMM, defined as a set of procedures

and structures put in place by the Governing Body to inform, direct, manage and control the Organization’s activities in achieving of its goals.

The Conflict of Interest Policy complements but does not replace the laws and regulations in force both in Italy and in the countries of intervention that the organization must comply with.

1. RECIPIENTS OF THE POLICY

The recipients of this Policy are the Board of Directors, the Management, the Personnel of the Italian Headquarters, the Personnel and Workers / Volunteers operating in the countries of intervention, the members of the Committees, the members of the Support Groups and the Third Parties (Suppliers of Goods and Services, institutional and non-institutional donors, project partners, public authorities) affiliated with the organization.

PURPOSE OF THE POLICY

The purpose of the Policy is to protect the interests of the Organization in the presence of transactions or agreements

that could cause a personal benefit of third parties. It is the duty of all members of the Board of Directors, the Board of Statutory Auditors, Management, Personnel, Workers and Volunteers, members of Committees and Support Groups of Doctors with Africa CUAMM, to be aware of this Policy, to identify conflicts of interest and situations that can provoke the appearance of a conflict and to reveal situations of conflict or potential conflict.

Management, Personnel and Workers / Volunteers operating in Italy and in the countries of intervention must act in accordance with the Policies and guidelines and procedures promulgated by the Organization.

2. BASIC DEFINITIONS

1. A “Conflict of Interest” arises when a person (for e.g. a member of the Board of Directors, Board of Statutory Auditors, the Director, a Manager, an experienced Worker / Volunteer and / or a “key” member of the Staff and / or member of a Committee or Group) having decision-making power about the Organization’s activities and resources, could have benefits, directly or indirectly, personally or in favor of family members, following a decision that he himself could take. The Conflict of Interest can be of an “internal” or “external” nature to the Organization and can be expressed in any circumstance described in point 3.1) of this Policy.
2. An “interested person” is any person in service as a Manager, Employee / Collaborator, Worker or Volunteer or member of the Governing Body or Committee or Support Group who has a financial and non-financial interest, in conflict with interests of Doctors with Africa CUAMM.
3. The term “family member” means the spouse, partner, parent, brother or sister, children and any other relative of “person concerned”.
4. A “financial interest” consists of anything of monetary value, such as: a payment for the acquisition of goods and services, a payment for investments (shares, bonds, other proprietary securities, etc. ...), a disbursement of contributions, subsidies and donations, etc. ...
5. A “non-financial interest” consists of anything of non-monetary value, such as, for example, benefits or advantages recognized to the person concerned, to a family member of the person concerned, to other subjects having decision-making positions in other Organizations.
6. A “contract or transaction” is any agreement or relationship that involves the sale or purchase of goods or services, the supply or receipt of a loan or grant / contribution, the establishment of any other type of financial relationship, or exercising control over another Organization.

3. CONFLICT OF INTEREST MANAGEMENT

Recalling the basic definition, more generally: a conflict of interest occurs if a personal interest or an activity influences or could influence a person's ability to exercise his / her role in the best interest of the Organization.

- a) For the purposes of this Policy, the following circumstances may constitute an internal conflict of interest if: a Manager, an Employee / Collaborator, a Worker or Volunteer, a member of the Board of Directors (or a family member of one of the aforementioned persons), is a Party to a contract, or is involved in a transaction / agreement with the Organization for the supply of goods or services.
- b) A Manager, an Employee, a Worker or Volunteer, a member of the Board of Directors (or a family member of one of the aforementioned persons), has an interest in a transaction between the Organization Doctors with Africa CUAMM and another Entity, holding in the latter a role with decision-making power and / or representative role (e.g. Legal Representative, a Member, a Director, a Manager or other).
- c) A Manager, an Employee, a Worker or Volunteer, a member of the Board of Directors (or a family member of one of the aforementioned persons), is engaged in an activity or has a financial interest directly / indirectly in an activity that results in being in competition with the Organization Doctors with Africa CUAMM.
- d) A variety of circumstances, affiliations and / or a variety of relationships that can create potential situations of conflict of interest, or can present a duality of interests in relation to a person who has influence on the activities and management of the Organization; (example: personal relationships between colleagues of patrimonial / financial / emotional nature that could show situations of impartiality, lack of objectivity and / or favoritism);

More generally, the circumstances of conflict of external interest can be expressed with transactions or agreements in conflict with the purposes of the Organization, such as:

- accepting gifts, donations / gratuitousness or other favors from Third Parties (Persons or Entities) which can also provoke a conflict or duality of interests when the party providing the gift, favor or whatever, does so in circumstances where it can be inferred that this action has the purpose of influencing or perhaps having the person concerned carry out their duties. (this does not exclude being able to accept gifts or gratuitousness of insignificant value and not linked to a particular transaction).
- Accepting contributions / donations from people or other Entities (Profit or Non Profit) in contrast with the provisions of the Statute, the Code of Ethics and the

Policies of Doctors with Africa CUAMM. A financial interest is not necessarily a conflict of interest: a person who has a financial interest can have a conflict of interest only when the Board of Directors has ascertained its existence. All these circumstances must be disclosed to the Board of Directors in order to address the conflict of interest in the correct application of this Policy.

3.1 POLICY UPDATE AND STATEMENTS

Each member of the Board of Directors, each Manager, Employee / Collaborator, Worker or Volunteer, member of the Committee or Group, with decision-making power must complete a communication form (Annex no. 1) that identifies all relationships, positions or the circumstances in which he / she (or members of his / her family) for which he / she is involved or believes he / she may be involved in a conflict of interest. Such relationships, positions or circumstances may include "performance of services" and / or relationships of another nature as Manager, Consultant and / or collaborator of another non-profit Organization, or of an Enterprise that could supply goods or services to Doctors with Africa CUAMM. The Administrative Manager will coordinate the collection phase of communications relating to potential conflicts of interest signed by the members of the Board of Directors and managers with decision-making powers. The Policy is subject to review and periodic updating by the Board of Directors. Any changes to the Policy must be communicated to all Management, Personnel and Cooperators or Volunteers and members of Committees or Groups.

(Attachment no. 1: Conflict of Interest Communication Form)

3.2 REPORTING OF CONFLICT OF INTEREST

Each Manager, Employee / Collaborator, Worker or Volunteer, member of the Committee or Group, in the presence of a suspect of an alleged conflict of interest, is required to report the circumstance to the Director, who will involve the Management Committee in order to provide an initial assessment of the reported conflict for any subsequent information to the Board of Directors.

3.3 DETERMINATION OF THE EXISTENCE OF THE CONFLICT OF INTEREST

The "person concerned" has the possibility of spontaneously presenting the alleged conflict of interest to the Board of Directors. The subsequent decision by the governing body, regarding the assessment of a conflict and / or a potential conflict of interest, must take place without the presence of the person concerned, or with his abstention.

3.4 MEETING MINUTES

The discussion and any decision on the conflict situation must be reported in the “Board of Directors Meeting minutes”. The meeting minutes must report: the procedure performed for the discussion and assessment of the conflict of interest, the names of the people who provided the information, the nature of the interests and / or other conflict, the content of the discussion, the determination or not of the conflict, as well as any corrective actions suitable to cancel and / or mitigate the conflict of interest.

3.5 POLICY MONITORING

The Organization will regularly and constantly monitor compliance and application of the Policy in order to manage the risks of Conflict of Interest.

3.6 BREACHES OF CONFLICT OF INTEREST

If the Board of Directors has a reasonable motive to believe that an “interested person” has failed to communicate a real situation of conflict or possible conflict of interest, he is obliged to inform the interested person on the basis of this

belief, giving the latter the opportunity to explain the alleged failure to communicate about the conflict itself. If, after listening to the member’s response and after carrying out further investigations, the governing body determines that the person concerned has not deliberately wanted to reveal a real or potential conflict of interest, adequate corrective measures and any sanctioning measures will be taken.

3.7 VOTING

The affected person who has a conflict of interest cannot vote on a contract or transaction. At the time of the vote, the person affected by potential conflict of interest must abstain. The lack of vote of the person concerned must be reported in the minutes of the meeting.

3.8 USE OF EXTERNAL EXPERTS

In conducting the annual review referred to in paragraph 3.1, the Organization may make use of expert external consultants. If external consultants are used, their use does not release the Board of Directors from its responsibilities regarding ensuring a periodic review of the Policy.

ANNEX NO.1 TO THE CONFLICT OF INTEREST POLICY

TO THE BOARD OF DIRECTORS
PADUA

DECLARATION OF POTENTIAL CONFLICT OF INTEREST

The undersigned

..... Member of the Board of Directors

..... Manager with decision-making powers of CUAMM Doctors with Africa

declares to know the CUAMM Doctors with Africa Conflict of Interest Policy, and in order to respect it, declares that his/her family members are:

Surname and Name	Degree of Relationship	Date and place of birth	Profession

and to have positions, appointments, roles, financial interests or property at the following Bodies or Companies, with which potential conflicts of interest may arise in the performance of the CUAMM Doctors with Africa activity:

Place

Date

.....
(signature)