

Issued: 30 April, 2021

RET INTERNATIONAL

**CONFLICT OF INTEREST POLICY
& OPERATING PROCEDURE**

Conflict of Interest Policy & Operating Procedure

The purpose of the following policy is to identify situations that present potential conflicts of interest and prevent the personal interest of board members, staff members, consultants and professional service providers from interfering with the performance of their duties to RET, or result in personal financial, professional, or political gain on the part of such persons at the expense of RET or RET's partner organizations, supporters, and other stakeholders.

At the same time, this conflict of interest policy is designed to help board members, staff members, consultants and professional service providers identify situations that present potential conflicts of interest and to provide RET with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a board member, staff member, consultant and professional service provider has or may have a conflict of interest with respect to the transaction.

Definitions:

Conflict of Interest means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include board members, staff members, consultants or professional service providers of RET.

Board means the Board of Directors.

Staff Member means a person who receives all or part of her/his income from the payroll of RET.

HQ Conflict of Interest Committee means the committee - comprised of the President & CEO, Chief Finance Officer, Chief of Staff, Global HR Director and top-ranking line manager at HQ level - to resolve conflict of interest cases of HQ and Administrative Center Staff and the Area/Country Directors.

Country Conflict of Interest Committee means the committee - comprised of the Area/Country Director, Country Level Finance Manager, Country Level HR Manager/Officer, Local Lawyer, Country Level Line Manager - to resolve conflict of interest cases of country-level staff.

Committee Member means a member of the HQ or Country level Conflict of Interest Committee.

Panel means any HQ or Country level panel established for RET's internal processes such as recruitment, procurement, work ethics and disciplinary processes.

Panel member means a person who takes part in a panel such as recruitment panel, procurement panel, work ethics and disciplinary panel.

Consultants or professional service providers mean professionals who provide specialized service, advice and further purposeful activities in an area of specialization.

RET refers to RET International and obligates an understanding that all partners of RET, in consortia, or Prime-Sub, Grantee -sub-Grantee relationships are also obliged to not have any conflicts of interest with RET.

RET Partner Organizations refer to independent entities with which RET has partnership agreements.

Policy and Operating Procedure

- I. Full disclosure, by notice in writing, shall be made by the board members and President & CEO to the Board, and by all RET staff members, consultants or professional service providers to the related HQ or Country level Conflict of Interest Committees in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A board member or their organization stands to benefit from a RET transaction or staff member of such organization receives payment from RET for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - c. A board member's organization receives grant funding from RET.
 - d. A board member or staff member is a member of the governing body of a contributor to RET.
 - e. A staff member in a supervisory capacity is related to / having a personal relationship with another staff member whom she/he supervises.
 - f. Hiring a relative or friend as an employee or vendor.
 - g. Volunteering and/or having memberships in any other organizations.
 - h. Receiving goods/services as beneficiaries.

- i. An employee who encounters situations mentioned in RET's Human Resources Policies and Procedures Manual (1.4.2. Employment of Relatives, 1.4.3. Accountability and Transparency, 1.4.4. Outside Employment and 1.4.5. Conflict of Interest) and Procurement Policies and Procedures Manual (7. Conflict of Interest, Business Ethics and Corrupt Practices).
 - j. A consultant or professional service provider working on behalf of RET who meets any of the situations or criteria listed above.
 - II. Following full disclosure of a possible conflict of interest or any condition listed above, according to the position of the interested person, the Board of Directors or HQ/Country Conflict of Interest Committee shall determine whether a conflict of interest exists and, if so the Board or HQ/Country Conflict of Interest Committee shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect RET's best interests. Both votes shall be by a majority vote without counting the vote of any interested board member or HQ/Country Committee member, even if the disinterested members are less than a quorum provided that at least one consenting member is disinterested.
 - III. A Board member who is formally considering employment with RET must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member who is formally considering employment with RET must submit a written request for a temporary leave of absence to the Secretary of the RET Board, indicating the time period of the leave. The Secretary of RET will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the RET.
 - IV. Anyone in a position to make decisions about spending RET's resources (i.e., transactions such as purchases contracts) - who also stands to benefit from that decision - has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
 - V. An interested Board member or a staff member shall not participate in any discussion or debate of the Board of Directors or of any committee or panel or subpanel thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee or panel member.

- VI. The Board or HQ/Country conflict of interest committee shall have the right to suspend any involvement of any interested person when it has come to their attention that a potential, actual or perceived conflict has arisen, but has not been voluntarily disclosed by the relevant person.
- VII. A copy of this policy shall be given to all Board members, staff members, consultants and professional service providers or other key stakeholders upon commencement of such person's relationship with RET or at the official adoption of stated policy. Each board member, staff member, consultant and professional service provider shall sign and date the policy. Failure to sign does not nullify the policy.
- VIII. This policy and disclosure form must be filed annually by all Board Members, HQ and Country management staff, and all staff members of finance, procurement and human resources units. In addition to the annual filing procedure, all Board members, staff members, consultants and professional service providers must disclose any possible conflict of interest instantly and on a rolling basis when a possible conflict of interest circumstance arise.
- IX. Any violation may result in discipline, up to and including termination of employment or consultancy or professional service or removal from the board.



RET’s Conflict of Interest Disclosure Form

This form must be filed annually by all Board Members, HQ and Country management staff, and all staff members of finance, procurement and human resources units, as identified in the RET Conflict of Interest Policy Statement. In addition to the annual filing procedure, all Board members, staff members, consultants and professional service providers must disclose any possible conflict of interest instantly and on a rolling basis when a possible conflict of interest circumstance arise.

.....I have no conflict of interest to report.

.....I have the following conflict of interest to report: (please specify*)

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.....I hereby confirm that the disclosure made above is complete and correct to the best of my information and belief.

.....I will notify the board or the related conflict of interest committee immediately if I come to know that this disclosure is inaccurate or that I have not complied with the conflict of interest policy.

Signature

Name and Designation

Date



**Please elaborate on the potential conflict arising from the situation with regard to the transaction concerned (e.g. nature of service/transaction/circumstance involving your interest and/or the affiliated person, the identity of the affiliated person and your relationship with that person).*

Affiliated refers to being connected to another party who could be one of the following: Spouse, domestic partner, child, mother, father, brother or sister or close associates; any corporation, business or non-profit organisation of which you serve as staff, board member, partner, participate in management or are employed by; any trust or other estate in which you have a substantial interest or as to which you serve as a trustee or in a similar capacity.