



# CONFLICT OF INTEREST POLICY

## I. Introduction

The Emmanuel Ivorgba Center (TEIC) is committed to upholding the highest standards of integrity, transparency, and ethical conduct. A conflict of interest arises when a board member, officer, employee, or volunteer's personal interests, or those of an affiliated entity, could potentially influence or appear to influence their professional judgment or actions in their role at EIC. This policy is designed to prevent and address such conflicts, ensuring that all decisions and actions taken by individuals representing TEIC are in the best interest of the organization and its mission.

## II. Purpose and Objectives

This policy aims to:

- **Protect TEIC's Mission and Reputation:** Ensure that decisions are made solely for the benefit of TEIC's mission and beneficiaries, free from the influence of personal gain.
- **Promote Ethical Behavior:** Foster a culture of integrity and accountability among all individuals associated with TEIC.
- **Ensure Legal and Regulatory Compliance:** Adhere to legal requirements and best practices for nonprofit governance regarding conflicts of interest.
- **Prevent Financial Mismanagement:** Safeguard TEIC's financial resources from being improperly diverted for personal benefit.
- **Maintain Public Trust:** Assure donors, partners, and the community that TEIC operates with the utmost integrity.

## III. Definitions

- **Conflict of Interest:** A situation where an individual's private interests, whether actual, potential, or perceived, could interfere with the performance of their duties or responsibilities on behalf of The Emmanuel Ivorgba Center. This can include financial interests, family relationships, or affiliations with other organizations.
- **Personal Interest:** Any benefit to an individual, their family members, or their business or professional associates, including financial gain, preferential treatment, or advantageous opportunities.
- **Interested Person:** A person who is directly involved in the consideration or decision-making process of a particular matter where a conflict of interest may exist.

- **Family Members:** Includes spouses, domestic partners, parents, children, siblings, grandparents, grandchildren, and in-laws.

#### IV. Identification of Potential Conflicts of Interest

A conflict of interest may arise in various situations, including but not limited to:

- **Financial Interests:**
  - Receiving personal financial gain (salary, compensation, dividends, profit sharing) from a transaction with TEIC, beyond reasonable compensation for services rendered and approved by the Board.
  - Having a substantial financial interest in a business or organization that seeks to contract with TEIC, provides goods or services to TEIC, or is a competitor of TEIC.
  - Receiving gifts, entertainment, or special favours from individuals or organizations that do business with EIC or seek to do business with TEIC, beyond nominal value.
- **Employment or Business Affiliations:**
  - Being employed by or holding a significant leadership position in an organization that is a competitor, vendor, or beneficiary of TEIC.
  - Engaging in business activities that directly compete with TEIC.
- **Family Relationships:**
  - Hiring or supervising a family member without proper disclosure and approval.
  - A family member having a financial interest in a transaction involving TEIC.
- **Personal Relationships:**
  - Favouring a friend or associate in contracting, employment, or other TEIC dealings.
- **Board Membership:**
  - A board member also serving on the board of another organization that receives funding from or provides services to TEIC.

#### V. Disclosure Requirements

1. **Annual Disclosure:** All Board members, officers, and key employees will be required to complete and sign an annual Conflict of Interest Disclosure Statement. This statement will ask about potential conflicts related to financial interests, business affiliations, and family relationships.
2. **Disclosure of Potential Conflicts:** Any individual who believes they may have a conflict of interest, or who becomes aware of a potential conflict involving another person, must promptly disclose the nature of the potential conflict to the Executive Director or the Board Chair.
3. **Disclosure During Meetings:** If a potential conflict of interest arises during a Board meeting or committee meeting, the individual with the potential conflict must disclose it verbally at the beginning of the discussion.

## VI. Procedures for Addressing Conflicts of Interest

1. **Reporting:** Any disclosed potential conflict of interest will be documented and reviewed by the Executive Director and/or the Board Chair.
2. **Recusal:**
  - If a conflict of interest is determined to exist, the “interested person” shall recuse themselves from participating in any discussion or decision-making process related to the matter where the conflict exists.
  - This includes abstaining from voting on any resolutions or proposals related to the conflicted matter.
  - The interested person should leave the meeting room during the discussion and deliberation of the conflicted matter, unless their presence is requested for specific information.
3. **Board Review and Decision:**
  - The Board of Directors, or a designated committee (e.g., Governance Committee), will review all disclosed conflicts of interest.
  - The Board will determine whether a conflict of interest exists and what actions are necessary to address it.
  - Decisions regarding conflicts of interest will be documented in the official minutes of the Board meetings.
4. **Fair Value Transactions:** If TEIC enters into a contract or transaction with an organization in which an EIC board member, officer, or employee has a financial interest, TEIC must ensure that the transaction is conducted at fair market value and on terms comparable to those that could be obtained from an unrelated party. This may require independent appraisals or competitive bidding.
5. **Compensation:** Any compensation paid to board members, officers, or employees must be reasonable and commensurate with services rendered. Such compensation will be approved by the Board of Directors, and any board member who is a potential recipient of compensation will recuse themselves from the vote to approve their own compensation.

## VII. Prohibited Activities

The following activities are strictly prohibited:

- Using one’s position or access to information at TEIC for personal gain or the gain of family members, friends, or affiliated organizations.
- Soliciting or accepting gifts, favours, or special treatment that could compromise or appear to compromise independent judgment.
- Engaging in any business transaction with TEIC that is not conducted at arm’s length and at fair market value, unless specifically approved by the Board.
- Unauthorized disclosure of confidential information obtained through one’s role at TEIC.

## **VIII. Whistleblower Protection**

TEIC encourages individuals to report any suspected violations of this policy without fear of retaliation. The organization will not tolerate any form of reprisal against individuals who, in good faith, report suspected conflicts of interest or cooperate with an investigation. Reports can be made confidentially to the Executive Director or the Board Chair.

## **IX. Enforcement and Consequences**

Violations of this Conflict-of-Interest Policy may result in disciplinary action, up to and including termination of employment, volunteer service, or removal from the Board of Trustees, depending on the severity of the violation and in accordance with TEIC's applicable personnel policies.

## **X. Training and Awareness**

All Board members, officers, and key employees will receive training on this policy upon joining TEIC and periodically thereafter. This training will emphasize the importance of disclosure and ethical conduct.

## **XI. Policy Review and Revision**

This policy will be reviewed annually by the Board of Directors, or more frequently if deemed necessary, to ensure its continued effectiveness and compliance with relevant laws and best practices. Any revisions will be documented and communicated to all relevant individuals.

## **XII. Approval and Effective Date**

Approved by the Board of Directors of The Emmanuel Ivorgba Center on: January 5, 2024

This policy is effective as of: January 5, 2024

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