

Conflict of Interest

This Conflict of Interest Policy governs the activities of the Board and staff of The Hunger Project. Questions about the policy should be directed to the Chair of the Governance, Nominating and Human Resources Committee and/or President/CEO. It is the duty of all Board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to follow the reporting and corrective action procedures as outlined in the Whistleblower Protection Policy to disclose those situations/conflicts/or potential conflicts. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist The Hunger Project manage conflicts of interest and situations that may result in the appearance of a conflict.

1. **Definition of ‘conflict of interest.’** A conflict of interest arises when a Board member or staff member has a personal interest that conflicts with the interests of The Hunger Project or arise in situations where a Board/staff member has divided loyalties (also known as a “duality of interest”). The former can result in situations that result in inappropriate financial gain to persons in authority at The Hunger Project which can lead to financial penalties and violations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in The Hunger Project’s decision-making process. Both results may be damaging to The Hunger Project and generally are to be avoided.

- *Example #1:* A person in a position of authority over THP may benefit financially from a transaction between THP and the Board/staff member; or others closely affiliated with the Board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the Board/staff member is closely affiliated, could benefit from similar transactions.
- *Example #2:* A conflict of interest could be a direct or indirect *financial interest* such as those described above, or a *personal interest* such as the situation where a Board member of THP is also a Board member of another nonprofit or for-profit entity in the community with which THP collaborates or conducts business.

THP recognizes that it may be in THP’s best interests in certain circumstances for THP to engage in collaborative or business relationships with persons or entities affiliated

Note: In order to comply with any provision of national laws/regulations or specific funding agreement that go beyond THP’s global policies, when needed, The Hunger Project may develop additional local policies or procedures to meet those requirements. In no circumstances will additional local policies or procedures serve to weaken or contradict this global policy. When such additional policies/procedures are required, they will be developed in consultation with the Global Office. If this policy contravenes national laws/regulations, the respective country’s law/regulations will take precedence in alignment with the spirit of the global policy.

with persons covered by this policy. In such circumstances, the intent of this policy is to ensure (1) that the decisions regarding such activities are made solely by disinterested parties, (2) the decisions are based on full and accurate disclosure of the nature of relevant relationships and the terms of all arrangements, and (3) the terms of the arrangement are on market terms or better to THP.

Example: THP may lease or sublease office space owned or controlled by an affiliated person or entity, if (1) the decision to enter into the arrangement is made by disinterested parties, (2) the terms of the arrangement are fully disclosed, and (3) the arrangement is as or more favorable to THP than market alternatives.

2. **Persons affected by this policy.** Persons affected by a conflict of interest policy would include Board members and all staff. In some cases, a major donor could also be in a conflict situation. The Hunger Project takes a broad view of conflicts and Board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.
3. **Disclosure of Conflicts.** Board members, officers and country leadership will annually disclose and promptly update any disclosures previously made on an *Annual Conflict Disclosure Questionnaire* form provided by requesting them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations. Board and all staff are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor/President and Board members should disclose to the Chair of the Governance, Nominating and Human Resources Committee as soon as the person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.
4. **Procedures to manage conflicts.** For each interest disclosed, the full Board, or the Chair of the Governance, Nominating and Human Resources Committee, or the President/CEO as appropriate, will determine whether the organization should: (a) take no action and/or approve the conduct creating the conflict, or (b) disclose the situation more broadly and invite discussion/resolution by the full Board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases, the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.
 - When the conflict involves a decision-maker, the person with the conflict (“interested party”): (i) must fully disclose the conflict to all other

decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.

- In some cases, the person with the conflict may be asked to refrain themselves from sensitive discussions so as not to unduly influence the discussion of the conflict.
- In all cases, decisions involving a conflict will be made only by disinterested persons.
- The fact that a conflict was managed and the outcome will be documented in the minutes of Board meetings if the conflict was related to a Board member, and reported by the President/CEO to the Board/Chair of the Governance, Nominating and Human Resources Committee /other appropriate committee of the Board (e.g., Audit and Finance Committee) if the conflict was related to a staff member.
- The President/CEO and/or Chief Financial Officer will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.
- Any identified conflicts of interest affecting awards or sub-awards, regardless of the amount funded, will be disclosed to funders, as required.