



Policy on Conflicts of Interests and Disclosure

**MoHSS Global Fund Programme to
fight HIV/AIDS, TB AND MALARIA**

POLICY ON CONFLICTS OF INTERESTS AND DISCLOSURE

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POLICY ON ETHICS AND CONFLICT OF INTEREST

1. GENERAL PRINCIPLES

1.1 The purpose of this policy is to ensure fairness in the NaCCATuM's decision-making, to protect the reputation and integrity of the Fund and its interests, and to ensure broad public trust and confidence in the NaCCATuM's decision-making and grant-making activities, the implementing agencies, management and staff at both Principal Recipient as well as Individual Recipient level.

2. DEFINITIONS

2.1 *Covered individual* means a NaCCATuM Member, Alternate, member of any Committee, task force, Technical Review Panel, and any other official organizational component of the Fund, and employee of the Secretariat as well as the staff and management of the individual recipient.

- (a) *Associated Person* includes a Covered Individual's (i) spouse, parent, minor child, domestic partner, or (ii) any organization, corporation or government in which he or she is serving as an officer, director, trustee, general partner or employee, and that receives or may receive funding from the Fund or with which the Fund has an agreement, contract, or relationship; or (iii) any person with whom he or she is negotiating or has an arrangement concerning prospective employment.
- (b) *Personally and substantially*. To participate *personally* means to participate directly, including, for example, consideration of a matter at a NaCCATuM meeting, or direct and active supervision of a subordinate in a matter. To participate *substantially* means that the Covered Individual's involvement is of significance to the matter.
- (c) *Gifts* shall mean any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value. These include services as well as gifts of training, transportation, local travel, lodgings and meals, whether provided in-kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.

3. CONFLICTS OF INTEREST

3.1 A conflict of interest arises when a Covered Individual participates personally and substantially in an official capacity in any particular matter in which, to his or her knowledge, he or she or an Associated Person has a financial [or other] ⁺⁽⁸⁾ interest, if the particular matter will have a direct and predictable effect on that interest. This includes situations:

- Where a Covered Individual's financial [or other] interests could affect the conduct of his or her duties and responsibilities with respect to the Fund or result in a reasonable perception that such a conflict exists;
- Where a Covered Individual's actions compromise or undermine the trust that the public places in the NaCCATuM, and
- In which a Covered Individual's actions could reasonably impair or appear to impair the Covered Individual's ability to act in the NaCCATuM's interest.

3.2 Conflicts of interest can include both financial [and non-financial] interests, and apply to both financial and non-financial aspects of the Fund's work (e.g., decisions about grant recipients, local fund agents, investments, purchases or sales of goods or services). Conflicts can also be broken down into two general categories: direct and indirect.

Direct conflicts arise when a Covered Individual or Associated Person has a direct interest in the action in question. Examples of such interests include: (a) persons taking actions that would affect their personal financial holdings or position in an organization or entity; (b) a NaCCATuM member addressing a particular grant in which his or her government, entity, or organization will serve as principal recipient, implementing agency, local fund agent, or play some other direct project implementation role.

~~Indirect interests arise when a Covered Individual or Associated Person stands to receive a diffuse benefit from the action in question. An example of such an interest would include consideration of a proposal by a NaCCATuM member where the country in question would realize general population health benefits, or in which non-governmental organizations or entities incorporated in its jurisdiction would receive benefits as a result of the grant, but in which the government or its entities would not directly participate in its implementation. Indirect interests are included within this policy.~~

3.3 .Covered Individuals shall not use their positions or information obtained there from to provide an unfair advantage for themselves (or Associated Persons), including cases involving grants for funding and other approvals and appointments and disbursements.

3. 4.This policy is not intended to provide an exhaustive list of all instances of actual or potential conflicts of interest, but rather to articulate the ethical principles the Fund will follow in addressing such conflicts as they arise. Each situation will depend upon the facts of the case, but decisions will be governed by the guidelines set out in this policy, which applies to all activities sponsored or supported by the Fund, public and private, for-profit and not-for-profit alike.

4. TRANSPARENCY AND DISCLOSURE

4.1.All Covered Individuals have a duty to disclose the existence of potential or actual conflicts of interest (as well as the nature of such conflicts) whenever he or she becomes aware that the NaCCATuM is considering an activity or transaction that may involve an actual or potential conflict for that individual.

4.2.All Covered Individuals serving in the Fund Secretariat or on any Fund body must complete and submit the attached “Declaration of Interest”.

4.3.Disclosure statements shall be updated regularly [term to be agreed] and shall be available for inspection by the Financial Manager official at the Secretariat and, only as appropriate, by members of the NaCCATuM. Except for the purposes outlined above, these statements shall be maintained confidential.

5. PROCEDURE WHEN CONFLICT OF INTEREST ARISES

5.1 Conflicts of Interest shall be disclosed to the NaCCaTUM Conflicts Committee. The Conflicts Committee shall be a subcommittee of three members of the NaCCATuM and shall be managed by a designated ethics official (a designated member of the NaCCATuM Secretariat). This committee shall keep a record of Conflicts of Interest and report annually to the NaCCATuM. The designated ethics official shall be responsible for ensuring that relevant conflicts of interest, [and the actions taken to eliminate, reduce, and otherwise manage these conflicts,] are disclosed at or prior to any NaCCATuM (or other relevant) meeting of the NaCCATuM.

5.2 It is the responsibility of each Covered Individual to immediately disclose in writing to the Conflicts Committee the existence of any Conflict of Interest. Material changes in these interests must also be disclosed as they arise and become known. Individuals are encouraged to consult with the designated ethics official or members of the Conflicts Committee for guidance if questions arise in the application of this policy.

5.3 It is the duty of the Conflicts Committee, with the assistance of the designated ethics official, to review these disclosures and to decide whether a Conflict of Interest exists and, if so, whether such Covered

Individual may participate in any discussion of the issue that has given rise to the conflict. The Conflicts Committee may also, at its discretion, bring any conflicts issue to the entire NaCCATuM (excluding the individual or individuals with potential conflicts) for discussion and determination.

5.4 When it is determined that a Conflict of Interest exists, the Covered Individual shall not participate in the matter. With respect to NaCCATuM members, this means that the Covered Individual shall not vote or speak with regard to this matter in NaCCATuM policy discussions. However, if the Covered Individual has objective information that may be useful to the discussion, the Covered Individual may alert the NaCCATuM Chair/Vice Chair/ED and provide this information privately. As appropriate, the NaCCATuM Chair/Vice Chair may solicit information from conflicted individuals. In such an event, the NaCCATuM Chair/Vice Chair should then speak on behalf of the conflicted member and convey this information objectively to the rest of the NaCCATuM. The NaCCATuM Chair/Vice Chair shall not have discretion to filter the information presented, other than to determine whether it is, in fact, objective and relevant to the discussion at hand.

5.5. Application of this procedure to consideration of Fund grants proposals. When the NaCCATuM considers proposals in blocks, a Covered Individual's interest shall generally be considered indirect, even though it may have a direct interest in a particular proposal. But when the NaCCATuM considers specific proposals, the Covered Individual or NaCCATuM Chair/Vice Chair shall alert the group to a direct conflict of interest and follow the procedures outlined in this policy.

5.6. Covered Individuals with a Conflict of Interest shall absent themselves without comment prior to any discussion or voting in respect of the application or other issue. However, if such persons must remain in meetings in order to fulfill their administrative responsibilities, they shall not participate in any discussion regarding the application or other issue that has given rise to the Conflict of Interest.

5.7. The names of Covered Individuals with Conflicts of Interest, [as well as the extent of participation of that person in the relevant meeting] and the issue on which there is a notified Conflict shall be recorded in the minutes for that meeting.

5.8. Should a Covered Individual be found to have a Conflict of Interest that has not been disclosed as required above, or the Conflicts Committee has reasonable cause to believe that a Covered Individual has failed to disclose a Conflict of Interest, it will inform the Covered Individual 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 Conflicts Committee determines that the interested person has in fact failed to disclose a Conflict of Interest, it shall notify the NaCCATuM.

6. GIFTS

6.1. All Covered Individuals and Associated Persons are prohibited from accepting Gifts of products and/or services in excess of N\$20 from persons or entities with interests that could be substantially affected by the Project.

7. DISSEMINATION AND REVIEW OF POLICY

7.1. The Fund Secretariat shall distribute a copy of this policy to all Covered Individuals annually, along with a disclosure statement to be returned to the Conflicts Committee attesting that the Covered Individual has received and read the Conflicts of Interest Policy. The Conflicts Committee shall retain these statements confidentially.

8. ALTERNATIVE PROCEDURE FOR MANAGING CONFLICTS OF INTEREST

8.1.If the Conflicts Committee determines that a Conflict of Interest exists, the Committee shall take all necessary steps to reduce, eliminate, or otherwise manage the conflict. Any identified conflict of interest must be eliminated or made subject to a plan for management before the Covered Individual can participate in the relevant Fund meeting or other activity (e.g., transaction, agreement, or contract).

8.2.In connection with any Conflict of Interest not previously disclosed, or for which a management plan is not in place, a Covered Individual must also disclose the existence of his or her interest to the NaCCATuM, Committee, or Secretariat staff, prior to engaging in any meetings or decision-making related to the relevant matter. After such disclosure and discussion with the Covered Individual, this person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon by remaining persons at the meeting. The Chair of the meeting shall inform the Conflicts Committee of all actions taken relating to such actual or potential conflicts of interest. The Conflicts Committee (with the support of the designated ethics official) shall review such actions and, if it believes necessary, take appropriate alternative actions.

8.3.A Covered Individual with an identified Conflict of Interest may make a presentation to the NaCCATuM, Committees, or other groups, or engage in Fund-related work, but after such presentation, unless otherwise requested (and in accordance with the management plan agreed with the Conflicts Committee), he or she shall leave the meeting during the discussion of the transaction or other matter for which a Conflict of Interest has been determined. After exercising due diligence, the NaCCATuM, Committee, or other group shall determine whether to proceed with the transaction or arrangement by a major vote of the disinterested persons. A Covered Individual who has an identified Conflict of Interest shall not be counted for determining a quorum for purposes of NaCCATuM or Committee votes. The Covered Individual with an identified Conflict of Interest may not vote on matters related to the conflict and shall not be present in the meeting room where and when the vote is taken.