

**PASGR Code of Conduct and Conflict of Interest Guidelines  
(Approved by Board of Directors, October 20, 2011)**

PASGR's Code of Conduct and Conflict of Interest Guidelines (COC) applies to all directors, officers and employees and is intended to guide all business activities undertaken by PASGR. Specifically, the COC establishes:

- That transparency, honesty and integrity are an integral part of all PASGR business and professional relationships;
- That good judgment shall be exercised when extending business or professional courtesies;
- That the offering or acceptance of bribes, favours or kickbacks to secure a business or professional transaction is unacceptable under any circumstances; and,
- That personal interests, circumstances or business connections shall not inappropriately affect decisions for which PASGR directors, officers or staff are responsible.

The COC interacts with other important policies and procedures, such as those dealing with protection of assets as well as access to or use of proprietary and confidential information, including information entrusted to PASGR by funders, suppliers and programme partners. Some aspects of the COC apply to PASGR beneficiaries and suppliers.

## **1. Conflict of Interest**

A "conflict of interest" is a financial or other interest, whether direct or indirect, which *may* affect, or might reasonably be thought by others to affect, a director's, officer's, or employee's judgment or conduct in matters involving PASGR's business activities. PASGR recognizes that to achieve its strategic objectives all business affairs must be managed to avoid real or potential conflicts of interest. Potential conflicts may arise where a director, officer or employee:

- Is employed for personal gain by another organization, directly or as a consultant;
- Has a direct financial interest in an organization that does business with PASGR;
- Has an immediate family member with a financial interest in an organization that does business with PASGR;
- Reports to or is supervised by someone with whom they have a close personal relationship;
- Is a director or officer of another organization that has or may have an interest in or relationship with PASGR.

***Key to avoidance of a conflict of interest or the appearance of a conflict of interest is disclosure and transparency.***

## **2. Conduct and Disclosure**

All PASGR directors, officers, employees, beneficiaries and suppliers shall conduct their affairs in the best interest of PASGR by avoiding a conflict of interest, whether real, perceived or potential.

Any **Director** or **Officer** who is in doubt regarding whether a conflict exists shall report and discuss the potential conflict with the Board Chair or Vice-Chair. All directors and officers are required to declare any real or potential conflict. Where necessary, the director or officer shall absent themselves from any Board discussions or decisions related to the declared conflict.

Any **employee** who is in doubt regarding whether a conflict exists shall report and discuss the potential conflict with PASGR's Executive Director. All employees are required to declare any actual or potential conflict of interest. Employees shall subsequently act as directed to eliminate the conflict (or appearance of conflict).

All **beneficiaries** shall be required to declare any potential conflict of interest as a condition of receiving funds from PASGR. This shall include a commitment that a conflict of interest policy is in place governing the use by

the beneficiary of any funds provided by PASGR. A beneficiary is any organization or individual contractually involved with PASGR in research or other capacity building activities.

All **suppliers** shall be required to declare any potential conflict of interest as a condition of doing business with PASGR. A supplier is any organization, firm or individual engaged contractually to provide goods or services to PASGR.

### 3. Compliance and Acknowledgement

Each PASGR director, officer and employee shall provide written acknowledgement of the Code and the understanding of its obligations. For **directors** and **officers** this shall be achieved through signing this policy document. For **employees** this shall be achieved through inclusion in all employment contracts an annex that contains this policy.

For **beneficiaries**, each grant letter and/or contract associated with PASGR research grants or funds for capacity building activities shall include a statement of commitment to compliance with the Code applicable to the programme activity.

All **supplier** contracts shall include an acknowledgment of the supplier's commitment to comply with the Code applicable to their work.

In each case, the form of written acknowledgement shall confirm understanding that breaches of the Code of Conduct may result in dismissal, termination of employment or termination of contract in the case of beneficiary or supplier.

### 4. Communication of Code

This Code of Conduct forms part of PASGR's Board-approved Finance, Administration and Human Resource Policies and Procedures. The Board Secretary and/or PASGR's Executive Director shall be responsible for ensuring that all directors, officers and employees sign the policy, and shall maintain a record of such signature in whatever form required.

It is the responsibility of the Executive Director and Management Team to make this policy known to all employees, beneficiaries and suppliers and it is the responsibility of the Board Secretary to make this policy known to the Board of Directors.

For signature of Supplier:

I acknowledge receipt and understanding of this document and acknowledge its inclusion in my service agreement.

Signature \_\_\_\_\_

Date \_\_\_\_\_