

TITLE	Conflict of Interest Policy
DOCUMENT LANGUAGE	◆ English
POLICY TYPE	◆ Employee Responsibilities
OWNER	◆ HR Department
APPROVED BY	◆ Board of Directors
EFFECTIVE DATE	◆ 1 April 2022

1.1 PURPOSE

Resolve to Saves Lives is committed to maintaining the highest integrity in all that we do. The organization requires all employees and other representatives to avoid any conflict, or appearance of conflict, between their interests and those of the organization, and to promptly disclose any actual or potential conflicts.

The purpose of the Conflict of Interest Policy is to ensure that Resolve to Save Lives operates in compliance with applicable legal and regulatory requirements and that the reputation, name and the integrity of the organization are not compromised. The Policy is intended to help board members, officers, employees, independent contractors, interns, and volunteers of Resolve identify situations that present a conflict or potential conflict of interest. Accordingly, a procedure is set forth below to appropriately manage all conflicts of interest and appearances of a conflict of interest in order to assure that Resolve to Save Lives' mission and values are supported through honest and objective decision making.

1.2 ELIGIBILITY

U.S.-Based Staff

- All employees

Other

- Board members
- Volunteers
- Independent Contractors

1.3 DEFINITION

Given the global nature of its work, Resolve to Save Lives strives, whenever possible, to have its policies and practices reflect its international reach. Accordingly, any reference to Resolve to Save Lives in this Policy includes international offices using the Resolve to Save Lives name and brand.

- A "Conflict of Interest" is any circumstance described in Section 2 of this Policy or any other situation which could create a real or apparent inability to make decisions with the appropriate

level of impartiality required for the situation.

- A "Person" is any person serving as an officer, a member of the Board of Directors, employee, independent contractor, intern, volunteer, or anyone else who is in a position of control over Resolve to Save Lives.
- An "Interested Person" is any person described in Section 1.2 who has a personal interest that conflicts with the interests of Resolve to Save Lives.
- A "Family Member" is a spouse, partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister.
- "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to Resolve to Save Lives is not a contract or transaction.
- A "Nominal or insignificant value" is less than \$100. For international offices, this value may be adjusted and shall be based on any values noted in other policies that delineate nominal or insignificant value.
- A "Meeting" includes, but is not limited to, board meetings, committee meetings, presentations, and external meetings with donors and other funding entities.
- "Independent" means free from any Conflict of Interest or, if not free from a Conflict of Interest, that any Conflict of Interest has been deemed by an authorized body or individual, such as the Chair of the Board of Directors^[1] (in the case of a Board member) or the President & Chief Executive Officer ("CEO") of Resolve to Save Lives (in the case of an employee), reasonably unlikely to adversely affect the decision-making of a concerned individual.

[1] Any reference to the Chair of the Board includes comparable governing bodies at international offices using the Resolve to Save Lives name and brand.

1.4 POLICY

Conflicts of interest. For the purposes of this Policy, the following circumstances shall be deemed to create a Conflict of Interest:

- A board member, officer, employee, independent contractor, volunteer, intern, or Family Member of any of the foregoing, is a party to a Contract, or involved in a Transaction with Resolve to Save Lives for goods or services. Example*: An Employee has decision-making authority to sign contracts with an office equipment service provider and has a family member who works providing office equipment.
- A board member, officer, employee, independent contractor, volunteer, intern, or a Family Member of any of the foregoing, has a material financial interest in a transaction between

Resolve to Save Lives and an entity in which the director, officer, employee, independent contractor, volunteer, intern, or a Family Member of the foregoing, is a director, officer, agent, partner, associate, employee, independent contractor, trustee, personal representative, receiver, guardian, custodian, or other legal representative. Example*: A member of the Board of Directors receives fees and provides advice to a nonprofit organization that is in negotiations to form a joint venture with Resolve to Save Lives.

- A board member, officer, employee, independent contractor, volunteer, intern, or a Family Member of any of the foregoing, holds office, serves on the Board of Directors, or participates in the management of an organization or entity within the same field as Resolve to Save Lives. Example*: The Vice-President of a Resolve to Save Lives' Program is also the President of a separate public health nonprofit organization, whose focus is non-communicable diseases.
- Other situations may create the appearance of a conflict or present a duality of interests in connection with a Person who has influence over the activities or finances of Resolve to Save Lives. All such circumstances should be disclosed to the President & CEO of Resolve to Save Lives or the Chair of the Board of Directors, as appropriate, and a decision made as to what course of action the organization or Persons should take so that the best interests of Resolve to Save Lives are not compromised by the personal interests of stakeholders in Resolve to Save Lives. Example*: An Independent contractor holds a position as a Chief Financial Officer with a medical device company that may influence the strategic goals of Resolve to Save Lives.
- Gifts, Gratuities and Entertainment: Accepting gifts, entertainment or other favors from individuals or entities, while at times a sign of goodwill and partnership, can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal, or insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction or activity of Resolve to Save Lives, so long as they are compliant with all other Resolve to Save Lives policies. Example*: An employee receives free travel, lodging, and entertainment from a company representative who has been in negotiations with Resolve to Save Lives about implementing new accounting software.
- Industry related conflicts: Given the global public health nature of Resolve to Save Lives' work, the organization strives to maintain its values and mission in all transactions and relationships. Any Person with a Material Financial Interest or other association with a corporation, organization, or industry which is incompatible with the mission of Resolve to Save Lives, shall be deemed to have a conflict of interest. For further information on our values and mission, please see Resolve to Save Lives' Ethical Conduct Policy. Example*: A board member holds shares in tobacco company stock.

**These are a few examples of many possible situations of conflicts of interest. The presence of a conflict may not necessarily have an impact on the individual's relationship /employment with Resolve to Save Lives but should still be disclosed*

Government debarment lists:

- In addition to conflicts of interest, board members, officers, employees, independent contractors, interns, and volunteers must not be on any government debarment lists or otherwise be prohibited from engaging in transactions with the United States federal government.
- The Conflict of Interest Disclosure Form shall contain a section for individuals to certify their compliance with this section of the Policy.

1. 1.5 PROCEDURE

1. Form completion

- Upon initially joining the organization and at least once every five years thereafter, all board members, officers, employees, interns, and volunteers are required to complete the Conflict of Interest Disclosure Form (“Long Form”) identifying any relationships, positions or circumstances in which she or he is involved that she or he believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or independent contractor to another nonprofit organization, or ownership of a business that might provide goods or services to Resolve to Save Lives. Any such information regarding the business interests of a board member, officer, employee, independent contractor, volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the President and CEO of Resolve to Save Lives, Vice President, Legal, and delegated members of the Office of the President, or the Chair of the Board of Directors, as appropriate, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy. Independent contractors shall complete the Long Form at least annually.
- After the Long Form is signed, all board members, officers, employees, interns, and volunteers are required to complete the Conflict of Interest Change Report (“Short Form”) on an annual basis. In years where the Long Form is signed the Short Form does not need to be completed and vice-versa.
- If a Conflict of Interest becomes apparent during the year, the Interested Person must inform the President and CEO of Resolve to Save Lives or the Vice President, Legal, or the Executive Committee of the Board of Directors, as appropriate.

2. Submission and review of the conflict of interest form

- Members of the Board of Directors and the President and CEO - the Conflict of Interest Disclosure Form is submitted to the Office of the President of Resolve to Save Lives and disclosed to the Chair of the Board of Directors. If a board member does not give consent to disclosure, the President & CEO will not disclose the information without the Board Member’s prior approval, although this may result in the Person not being able to participate on the Board

or attend certain meetings.

- Employees, Independent Contractors, Interns, and Volunteers - the Conflict of Interest Form will be submitted to the Department of Human Resources upon joining Resolve to Save Lives and to the Legal Department on subsequent submissions and disclosed to the Office of the President. The Vice President, Legal and other delegated members of the Office of the President may advise the President & CEO in determining what course of action to take with regards to a conflict of interest. Notwithstanding, the ultimate decision-making authority will lay in the President & CEO.

3. Conflict of interest apparent

- Prior to any action taken on a Contract or Transaction involving a Conflict of Interest, the Interested Person who is in attendance at a Meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the Meeting. If any Meeting attendee is aware that any other Person has a Conflict of Interest, relevant facts should be disclosed by the Meeting attendee or by the Interested Person him/herself if invited to the Meeting as a guest for purposes of disclosure.
- An Interested Person who plans not to attend a Meeting at which she or he has reason to believe that the Meeting attendees will act on a matter in which she or he has a Conflict of Interest, shall disclose to the chair of the Meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the Meeting and the disclosure shall be reflected in the minutes of the Meeting.
- An Interested Person shall not participate in or be permitted to hear the discussion of the Meeting on the matter except to disclose material facts and to respond to questions. The Interested Person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the Meeting.
- A Person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a Meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- An Interested Person may not vote on a Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. This Interested Person's ineligibility to vote shall be reflected in the minutes of the Meeting.

4. Recusal and failure to disclose

- When a conflict of interest is disclosed on the Long Form, the President and CEO of Resolve to Save Lives, in consultation with the Vice President, Legal, or the Chair of the Board of Directors, shall determine if the Interested Person shall be allowed to participate in a decision making or other capacity related to the disclosed conflict.
- Failure to disclose a potential conflict of interest may be subject to disciplinary action up to, and including, termination of employment or removal from the Board of Directors.

5. Confidentiality

- Each board member, officer, employee, independent contractor, intern, and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of Resolve to Save Lives. Furthermore, board members, officers, employees, independent contractors, interns, and volunteers shall not disclose or use information relating to the business of Resolve to Save Lives for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

6. Review of Policy

- Each board member, officer, employee, independent contractor, intern, or volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that she or he has done so.
- This Policy shall be available to any board member, officer, employee, independent contractor, intern, or volunteer by contacting the Human Resources Department.
- Any changes to the Policy shall be communicated to all Persons concerned.

POLICY REVIEW FREQUENCY:

- Quarterly
- Semi-Annually
- Annually

POLICY REVISION HISTORY:

POLICY NUMBER	EFFECTIVE DATE	SUMMARY OF CHANGES