

**DOCUMENT ADMINISTRATION**

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Prepared by: Governance	2018
2.0	Revised by: Governance	2020
	Reviewed by: Executive Office	1.0 – 26 November 2018
	Approved by: Governance Committee	1.0 – 26 November 2018 Effective from: 1 January 2019 2.0 – 10 December 2020 Effective from 10 December 2020
	Next review:	As and when required

## 1. Purpose

- 1.1. The Gavi Alliance (“**Gavi**”) is committed to ensuring the transparency and integrity of its decision-making process, particularly in regard to the allocation and disbursement of resources.
- 1.2. Conflicts of Interest refer to situations where an Employee’s outside Interests or associations could affect the (perception) of their conduct while exercising their Gavi responsibilities. Gavi understands that Conflicts of Interest are not always avoidable and that they need to be appropriately managed to safeguard against the perception that an Employee may be improperly influenced by an interest other than their responsibilities to Gavi.
- 1.3. This Policy explains the relevant principles and rules for preventing or managing Interest(s) and Conflict of Interest of all Employees.
- 1.4. The Guidance and Procedures which accompany, and should be read together with, this Policy provide how the principles and rules set out in the Policy shall be implemented and how to identify, evaluate and address Interest(s) and Conflict of Interest.

## 2. Scope

- 2.1. This Policy applies to all Employees.
- 2.2. Interns, secondees and independent contractors<sup>1</sup> (including Special Advisers) which have been engaged by Gavi, including staff from temporary staffing agents, will be made aware and are expected to conduct themselves in accordance with this Policy and its Guidance and Procedures.

## 3. What does Gavi understand as Conflict of Interest?

- 3.1. **Conflict of Interest** means a situation where an Employee has an Interest(s) (as defined in 3.2 below) that may affect the Employee’s (perceived) conduct in exercising their Gavi responsibilities.

Gavi defines Conflict of Interest to be Actual, Potential or Perceived, broadly:

- 3.1.1. **Actual** Conflict of Interest occurs when an Employee faces a *real and existing* conflict.
  - 3.1.2. **Potential** Conflict of Interest occurs when an Employee is or could be in a situation that *may result* in a conflict.
  - 3.1.3. **Perceived** Conflict of Interest occurs when an Employee is or could be in a situation that *may appear* to be a conflict, even if it is not an Actual or Potential conflict.
- 3.2. **Interest(s)** can be organisational, personal and/or financial:
    - 3.2.1. **Organisational** interest arises when an Employee or Family Member is an officer, director, trustee, partner, employee of, or is directly linked in any manner to<sup>2</sup>, an entity that may obtain an advantage, profit, right, share or may benefit in any manner from a Gavi-related situation in which the Employee is involved.
    - 3.2.2. **Personal** interest arises when an Employee or Family Member may benefit from a transaction or other arrangement between Gavi and another entity.
    - 3.2.3. **Financial** interest arises when an Employee or Family Member may benefit financially from a transaction or from any other financial arrangement between Gavi and any entity, including any situation in which an Employee or Family Member has an ownership interest in an institution and which is not managed by an

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<sup>1</sup> Evaluation Advisory Committee and Independent Review Committee members are covered by the Conflicts of Interest Policy for Governance Bodies.

<sup>2</sup> “Directly linked in any manner” means any type of agreement by which the Member or Family Member has a relationship with an entity, whether such relationship is formalised through an employment, participation, joint venture, agency, secondment or any other type of contract.

independent non-discretionary (to that Employee or Family Member) account manager.

#### **4. Definitions**

- 4.1. Unless otherwise defined herein, capitalised terms shall have the meaning assigned to them in the Gavi Statutes and Gavi Board and Board Committee Operating Procedures, as amended from time to time. The definitions of terms below shall apply equally to the singular and plural forms of the terms defined.
- 4.2. **Declaration Form** means the forms contained in the Guidance and Procedures which is to be used for declaring Interest(s) and/or Conflict of Interest.
- 4.3. **Employee** means a member of the Secretariat who has an employment contract with Gavi. For the purpose of this Policy, the term Employee includes those persons referred to in 2.2 above.
- 4.4. **Family Member** means any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as an Employee or any other familial relationship that could create the appearance of a conflict.
- 4.5. **Guidance and Procedures** means the guidance and procedures relating to this Policy, as amended and approved from time to time by the CEO.
- 4.6. **Policy** means this Conflicts of Interest Policy for the Secretariat, as reviewed by the CEO and amended from time to time by the Governance Committee.
- 4.7. **Senior Employee** means an Employee in Career Step 6 or above.

#### **5. General Rules**

- 5.1. This Policy and its Guidance and Procedures provide direction on how Interest(s) and Conflicts of Interest should be managed. It is the Employee's responsibility to disclose all Interest(s), including circumstances not described in this Policy and Guidance and Procedures that could lead to Conflicts of Interest.
- 5.2. Employees must ensure that their activities and Interest(s) do not conflict with their Gavi responsibilities and use good judgment to avoid Conflicts of Interest or even the appearance of a Conflict of Interest where possible. Where this is not possible, it is the Employee's responsibility to disclose the Interest and/or Conflict of Interest, whether Actual, Potential or Perceived.
- 5.3. Employees must not allow themselves to obtain any undue advantage through their position with Gavi.
- 5.4. Employees must ensure that when performing their Gavi responsibilities, they take appropriate action to ensure disclosure of Interest(s) and Conflict of Interest, and take the necessary action in respect thereof e.g. ensure the Employee's performance is not improperly influenced by any organisational, personal or financial interest, follow the mitigation measures indicated by the line manager or Governance Director, etc.
- 5.5. Line managers must ensure that any Interest(s) or Conflict of Interest that is disclosed, or otherwise becomes known to them, in relation to their direct reports, is managed in accordance with this Policy and its accompanying Guidance and Procedures.

#### **6. General duty to disclose of all Employees**

- 6.1. All Employees must immediately disclose all Interest(s) and/or Conflict of Interest, as defined in 3.2 and 3.1. above, including those of Family Members, in entities that do business with, and/or receive funding from Gavi, as soon as they become known to them.
- 6.2. The duty to disclose in 6.1 above is a continuing obligation. This means that Employees are obliged to disclose any Interest(s) that may arise at any point.

- 6.3. Employees must take appropriate measures to ensure disclosure of Interest(s) and Conflict of Interest, and take the necessary action in respect thereof e.g. declare any Conflict of Interest as soon as it is known to them.
- 6.4. The procedure for determining and disclosing Interest(s) and/or Conflict of Interest is set out in the Guidance and Procedures.
- 6.5. Employees may consult with the Governance Director in case of doubt as to whether Interest(s) and/or Conflict of Interest arises in a particular situation.

**7. Specific duty to disclose of Senior Employees and Employees in Career Step 3 and above who work in the Procurement or Market Shaping Teams**

- 7.1. Senior Employees and Employees in Career Step 3 and above who work in the Procurement or Market Shaping teams, shall disclose all Interest(s) and/or Conflict of Interest, including those of Family Members, through the Declaration Form, as follows:
  - 7.1.1. Within 30 days of joining Gavi; and
  - 7.1.2. Annually, within 30 days of the beginning of every calendar year.

**8. Management of Interests and/or Conflict of Interest**

- 8.1. The Guidance and Procedures provides how an Interest(s) and/or Conflict of Interest will be managed.

**9. Registry of Conflict of Interest**

- 9.1. A register of Interest(s) and Conflict of Interest will be maintained by the Governance Department.

**10. Failure to disclose**

- 10.1. Employees who do not make a disclosure as prescribed in this Policy, or who do not submit the Declaration Form, within the time frame indicated in 6 and 7 above, shall be considered non-compliant.
- 10.2. Employees who breach this Policy may be subject to disciplinary sanctions, including termination without notice, in accordance with Gavi's Disciplinary Procedures.

**11. Other relevant Policies**

- 11.1. For matters relating to:
  - 11.1.1. Gifts: Please refer to Gift and Hospitality Policy.
  - 11.1.2. Outside employment/Social activities: Please refer to the Section of "Outside Activities" of the Human Resources Manual.
  - 11.1.3. Conflicts of Interests arising from hiring processes: Please refer to Recruitment and Selection Policy

**12. Effective date and review of policy**

- 12.1. The names of the policies referred to in Section 11 above may change at any time. Changes in their titles in this document can be updated as a matter of course.
- 12.2. This Policy comes into effect as of 10 December 2020.
- 12.3. This Policy will be reviewed by the CEO and approved by the Governance Committee as and when required.