

# Solvoz Foundation

## conflict of interest policy

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**Applies to:** Stichting Solvoz Foundation

**Registered office:** The Hague, The Netherlands

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**Chamber of Commerce number:** 75501325

**RSIN:** 860304863

### 1. Purpose

This conflict-of-interest policy supports transparent, responsible and mission-aligned decision-making within Stichting Solvoz Foundation. The Foundation serves the NGO, humanitarian, development and wider non-profit sector. It may work with donors, NGOs, suppliers, staff, contractors, programme partners and Solvoz BV. Because some relationships may involve overlapping roles or interests, the Foundation must identify, disclose and manage conflicts of interest in a clear and practical way.

The purpose of this policy is to ensure that decisions are made in the best interest of the Foundation, in line with its statutory objective, non-profit purpose and public-benefit mission. This policy should be read together with the Foundation's statutes, governance charter, related-party transaction policy, financial procedures and service agreements.

### 2. Scope

This policy applies to:

- board members;
- staff;
- contractors;
- programme leads;
- advisers;
- volunteers;
- any other person involved in governance, procurement, grants, supplier selection, programme decisions or financial decisions on behalf of the Foundation.

The strictest requirements apply to board members and to anyone with decision-making authority.

### 3. Definition of a conflict of interest

A conflict of interest exists where a person's personal, financial, professional or organisational interests may influence, or may reasonably appear to influence, their judgement or decisions on a specific matter on behalf of the Foundation. A conflict may be actual, potential or perceived.

A structural role or relationship, such as a role in Solvoz BV, must be disclosed as a standing interest. Such a standing interest does not automatically create a conflict for every Foundation decision. It becomes a decision-specific conflict where the matter directly affects the related party's financial, contractual, liability-related, IP, data or operational position, or creates another material benefit or obligation for the person or related party.

A conflict does not automatically mean that someone has acted improperly. The key requirement is that standing interests and decision-specific conflicts are disclosed, assessed and managed transparently.

#### **4. Examples of conflicts of interest**

Conflicts of interest may include, but are not limited to:

- a role, employment, consultancy relationship, board position, shareholding or financial interest in Solvoz BV, where the specific decision directly affects Solvoz BV's financial, contractual, liability-related, IP, data or operational position, or creates another material benefit or obligation for Solvoz BV or the person concerned; a role, employment, consultancy relationship, board position, shareholding or financial interest in another supplier, contractor, donor, partner or grantee;
- a family or close personal relationship with a supplier, contractor, donor, applicant, employee, consultant or programme partner;
- receiving or expecting personal benefit from a Foundation decision;
- involvement in another organisation applying for support, funding, contracts or preferential access from the Foundation;
- using Foundation information, contacts or opportunities for private benefit;
- gifts, hospitality or favours that may influence, or appear to influence, decisions;
- any situation in which the person's duty to the Foundation may not be fully aligned with another interest.

#### **5. Structural relationship with Solvoz BV**

The Foundation recognises that there is a structural relationship with Solvoz BV. Solvoz BV is the original developer and owner of the underlying technology used for many Solvoz-related procurement deployments and is expected to act as the default technology provider for Foundation-supported Solvoz deployments. The Foundation also recognises that its founder and chair may hold roles or interests in Solvoz BV. This is treated as a standing disclosed interest. It is not prohibited and does not automatically create a conflict for every Foundation decision.

A decision-specific conflict exists where a matter directly affects Solvoz BV's financial, contractual, liability-related, IP, data or operational position, or creates another material benefit or obligation for Solvoz BV or the person concerned. Examples include decisions on service agreements with Solvoz BV, pricing adjustments, payments, liability allocation, data responsibilities, IP arrangements or material amendments to the Foundation-Solvoz BV relationship.

For general Foundation matters, such as mission, strategy, public-benefit positioning, ANBI readiness, sector focus, programme direction and Foundation-supported deployment categories, the founder and chair may participate fully unless the specific decision creates a decision-specific conflict.

Decisions involving a decision-specific conflict must be handled with particular care. Relevant interests must be disclosed, decisions must be documented, and conflicted persons must not vote on the relevant decision. Transactions with Solvoz BV or any other related party are also subject to the Foundation's related-party transaction policy.

## 6. Duty to disclose

Anyone covered by this policy must disclose conflicts of interest as soon as they become aware of them. Board members must:

- complete an annual declaration of standing interests and conflicts of interest;
- update their declaration if circumstances change;
- declare any decision-specific conflict at the start of a board meeting or before the relevant agenda item is discussed;
- refer to an already disclosed standing interest where that interest becomes relevant to a specific decision.

Staff, contractors, programme leads, advisers and volunteers must disclose conflicts where these may affect their role or involvement in a Foundation decision, programme, procurement process, grant or partnership.

## 7. Assessing and managing conflicts

The person with the standing interest or decision-specific conflict is responsible for declaring it. If there is doubt about whether a decision-specific conflict exists, or how it should be handled, the non-conflicted board members decide how the matter will be managed. Possible measures include:

- recording the standing interest or conflict without further action where the risk is limited;
- allowing the person concerned to provide factual information, historical context, strategic input or operational context;
- excluding the conflicted person from voting on the relevant decision;
- requiring additional documentation or comparison of options;
- requiring review under the related-party transaction policy;
- delegating the decision to non-conflicted board members or another authorised person;
- deciding not to proceed with the transaction or decision.

The chosen measure should be proportionate to the nature and seriousness of the conflict and should be recorded in the minutes where relevant.

## 8. Participation in discussion and voting

A person with a standing disclosed interest may participate in general mission, strategy, governance and programme discussions unless a decision-specific conflict exists. Where a decision-specific conflict exists, the person may provide factual information, historical context, technical input, strategic input or operational advice where this is useful to the board or decision-makers. A person with a decision-specific conflict must not vote on the relevant decision. All decision-specific conflicts, abstentions from voting and the way the conflict was managed must be recorded in the minutes.

## 9. Gifts and hospitality

No person covered by this policy may accept gifts, hospitality or benefits that could influence, or appear to influence, their judgement on behalf of the Foundation. Small symbolic gifts with a value below €50 may be accepted if they are occasional, appropriate and not connected to a pending decision.

Gifts, hospitality or benefits above €50 must be declared. Any gift or benefit connected to a pending decision, procurement process, grant, supplier selection or contract negotiation should normally be refused. Cash, cash equivalents or personal financial benefits may not be accepted.

## 10. Records and conflict register

Standing disclosed interests must be recorded in the Foundation's conflict of interest register. Decision-specific conflicts must be recorded in the relevant meeting minutes where they relate to a meeting or decision. The Foundation will maintain a lightweight conflict of interest register.

The register should include:

- the name of the person declaring the conflict;
- the nature of the standing interest or decision-specific conflict;;
- the date of declaration;
- the decision or activity affected, where relevant;
- how the conflict was managed;
- any abstention from voting or deliberation.

The register is maintained by the secretary or another person appointed by the board.

## 11. Consequences of non-disclosure

Failure to disclose a conflict of interest may damage the Foundation's integrity, governance and public-benefit credibility. Where a conflict is not disclosed, the board may take appropriate action, including:

- reviewing the relevant decision;
- requiring additional documentation or approval;
- excluding the person from future related decisions;
- revising or cancelling a transaction where possible and appropriate;
- taking contractual or disciplinary measures for staff or contractors;
- requesting resignation or taking steps for removal of a board member in accordance with the statutes and applicable law in serious cases.

The response should be proportionate to the seriousness of the non-disclosure and any harm or risk caused to the Foundation.

## **12. Annual review**

The board reviews conflict of interest declarations at least once per year. This review should confirm whether:

- annual declarations have been completed;
- known conflicts are properly recorded;
- conflicts have been managed appropriately;
- the conflict register is up to date;
- this policy remains suitable for the Foundation's activities.

The policy should be reviewed at least once every two years, or earlier if the Foundation's activities, governance structure, funding model or relationship with Solvoz BV materially change.