

Solvoz Foundation

conflict of interest policy

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Applies to: Stichting Solvoz Foundation

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Chamber of Commerce number: 75501325

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1. Purpose

This Conflict of Interest Policy supports transparent, responsible, independent 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, service providers and other external organisations. Some relationships may involve overlapping roles, interests or responsibilities.

The purpose of this policy is to ensure that such interests are identified, disclosed and appropriately managed, and that decisions are made in the best interests of the Foundation and 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, Grant Funding Policy and financial procedures.

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 with another organisation must be disclosed as a standing interest where it may reasonably become relevant to Foundation decision-making. A standing interest does not automatically create a conflict for every Foundation decision. It becomes a decision-specific conflict where a matter directly or materially affects:

- the person's own financial, professional or personal interests;
- the financial, contractual or operational position of an organisation in which the person has an interest;
- intellectual property, data, liability or contractual rights of such an organisation;
- or another material benefit or obligation for the person or related organisation.

A conflict does not automatically mean that someone has acted improperly. The requirement is that interests and conflicts are disclosed, assessed and appropriately managed before the relevant decision is made.

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 a supplier, service provider, contractor, donor, partner, grantee or other organisation where a Foundation decision materially affects that organisation;
- a role, employment, management position, board position, shareholding or other financial interest in Solvoz BV where a specific Foundation decision materially affects Solvoz BV or the person concerned;
- 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 other benefits from the Foundation;
- participating in the selection of a supplier, service provider or partner in which the person has an interest;
- using Foundation information, contacts or opportunities for private or commercial 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. Standing interests and related-party relationships

The Foundation recognises that board members, staff or other persons involved in Foundation activities may have standing roles or interests in other organisations. Such interests must be

disclosed and recorded, but do not automatically prevent the person from carrying out their general role within the Foundation.

Claire Barnhoorn's roles and interests in Solvoz BV are treated as a standing disclosed interest. Solvoz BV is therefore treated as a related party for relevant Foundation decisions and transactions. This relationship does not give Solvoz BV an automatic, exclusive, preferred or default position as a technology provider, service provider, programme partner or recipient of Foundation expenditure. A decision-specific conflict exists where a matter directly or materially affects Solvoz BV's:

- financial position;
- contractual rights or obligations;
- pricing or payments;
- intellectual property;
- data responsibilities;
- liability;
- service agreements;
- provider selection;
- or another material commercial or operational interest.

Examples include decisions concerning:

- whether Solvoz BV should be selected for a Foundation-funded service or programme;
- entering into or amending an agreement with Solvoz BV;
- pricing or payments to Solvoz BV;
- allocation of liability or contractual responsibility;
- intellectual property arrangements;
- data processing responsibilities;
- renewal or extension of an existing arrangement;
- decisions that could create a material commercial benefit for Solvoz BV.

For general Foundation matters such as mission, sector strategy, general programme development, governance, partnerships and public-benefit priorities, a person with a standing disclosed interest may participate normally unless the specific matter creates a decision-specific conflict.

Where the matter directly concerns the Foundation's relationship with a related party, including the terms on which that related party may participate in Foundation activities, the matter must be handled as a decision-specific conflict. Transactions with Solvoz BV or any other related party are additionally governed by the Foundation's Related-Party Transaction Policy.

6. Duty to disclose

Anyone covered by this policy must disclose a conflict of interest as soon as they become aware of it. Board members must:

- complete an annual declaration of standing interests;
- 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 considered;
- 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, provider selection or partnership. Disclosure should take place before the person participates in substantive decision-making on the matter.

7. Assessing and managing conflicts

The person with the standing interest or potential conflict is responsible for declaring it. The non-conflicted decision-makers determine whether the disclosed interest creates a decision-specific conflict and how the conflict will be managed. If there is doubt, the Foundation should favour transparent and independent handling of the matter. Possible measures include:

- recording the standing interest without further restriction where it does not materially affect the matter;
- requiring additional information or documentation;
- requiring comparison of alternatives;
- requiring review under the Related-Party Transaction Policy;
- excluding the conflicted person from receiving confidential material not necessary for providing factual input;
- allowing the conflicted person to provide factual, historical or technical information where requested;
- excluding the conflicted person from subsequent deliberation and decision-making;
- delegating the decision to non-conflicted board members or another properly authorised body;
- obtaining independent external advice;
- deciding not to proceed with the transaction or arrangement.

The measure applied should be proportionate to the nature and seriousness of the conflict. Where a material related-party transaction is involved, the requirements of the Related-Party Transaction Policy apply in addition to this policy. The handling of a decision-specific conflict must be documented.

8. Participation in discussion and voting

A person with a standing disclosed interest may participate normally in general Foundation matters where the interest does not create a decision-specific conflict. Where a decision-specific conflict exists, the conflicted person may provide factual, historical or technical information where this is requested by the non-conflicted decision-makers and is necessary to allow them to understand the matter.

After providing such information, the conflicted person must not participate in the substantive deliberation or decision-making on the conflicted matter and must not vote. The non-conflicted decision-makers must be able to assess and decide the matter independently.

All decision-specific conflicts, the management measures applied, exclusion or abstention from deliberation or voting, and the final decision must be recorded in the relevant minutes or decision record. Where the matter is also a related-party transaction, the Foundation's Related-Party Transaction Policy applies.

9. Gifts and hospitality

No person covered by this policy may accept gifts, hospitality or benefits that could influence, or reasonably 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 or service-provider 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 or decision record. The register should include:

- the name of the person declaring the interest or 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;
- whether the person provided factual information;
- any exclusion or abstention from deliberation;
- any abstention from voting.

The register is maintained by the Secretary or another person appointed by the board. Where a conflict involves the person responsible for maintaining the register, another non-conflicted person should make the relevant record.

11. Consequences of non-disclosure

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

- reviewing the relevant decision;
- requiring additional documentation or independent approval;
- reconsidering or repeating the decision-making process without the conflicted person;
- 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;
- standing interests are properly recorded;
- decision-specific conflicts have been identified and managed appropriately;
- related-party relationships remain properly governed;
- the Conflict of Interest Register is up to date;
- this policy remains suitable for the Foundation's activities.

This policy should be reviewed at least once every two years, or earlier if there are material changes in:

- the Foundation's activities;
- governance structure;
- funding model;
- board composition;
- material related-party relationships;
- legal, donor or ANBI requirements.

Amendments require board approval.