



# **African Population and Health Research Center**

## **CONFLICT OF INTEREST POLICY & DISCLOSURE FORM**

November 15, 2022 (revised)<sup>i</sup>

<b>Contents</b>	
<b>1) Background and Introduction</b>	<b>3</b>
<b>2) Policy Statement</b>	<b>3</b>
<b>3) Purpose</b>	<b>3</b>
<b>4) Scope of the Policy</b>	<b>3</b>
<b>5) Persons Covered by the Policy</b>	<b>3</b>
5.1) Duties of Covered Persons	3
5.2) Conflict Of Interest	4
5.3) Disclosure and Evaluation of Conflicts	4
5.3.1. Disclosure	4
5.3.2. Evaluation	4
<b>6) Procedures for Acting on Conflict of Interest Transactions</b>	<b>5</b>
6.1) Formal Approval.	5
6.2) Transaction Fair to APHRC.	5
6.3) Records Of Proceedings	5
6.3.1. Content of Minutes.	5
6.3.2. Timing.	5
<b>7) Enforcement</b>	<b>5</b>
<b>8) Related Policies and Procedures</b>	<b>6</b>
<b>9) Policy Commencement and Review</b>	<b>6</b>
<b>APPENDIX A: CONFLICT OF INTEREST DISCLOSURE FORM</b>	<b>7</b>
<b>APPENDIX B: DEFINITIONS</b>	<b>9</b>

## **1) Background and Introduction**

- 1.1. The Board of APHRC (hereinafter referred to as “the Board” is responsible for the long-term success of APHRC.
- 1.2. The Board recognizes the importance of setting out a formal and transparent procedure for addressing any conflicts responsibly and balancing the interests of all individuals involved in a contemplative, proactive manner.
- 1.3. The purpose of this Policy is to set out the roles and responsibilities of the Audit Committee, the Board and Executive Leadership in the management of Conflict of Interest. This policy outlines the rules regarding conflict of interest and the responsibilities of Board Directors and APHRC in resolving any conflicts.

## **2) Policy Statement**

Each Director of the board of APHRC has a duty of loyalty and a duty of care to APHRC. In furtherance of this duty, it is the policy of APHRC that directors may not use their position as directors for personal, family, or professional gain. Directors may not obtain for themselves, their relatives, or their friends a financial or material interest of any kind from their connection with APHRC. In furtherance of this obligation, APHRC has adopted this Conflict of Interest Policy and Procedures applicable to its directors.

## **3) Purpose**

The purpose of this Conflict of Interest Policy (the “Policy”) is to protect the interests of African Population And Health Research Center (“APHRC”) in connection with any transaction or arrangement that might benefit the private interests of any Covered Person, as defined below. This Policy provides (i) a systematic mechanism for disclosing and evaluating potential, perceived and actual conflicts; and (ii) procedures for the Board of Directors in considering any transaction or arrangement where a conflict may exist.

## **4) Scope of the Policy**

This policy applies to potential, new and current Board Directors and to the members of the Committees of the Board.

## **5) Persons Covered by the Policy**

This policy applies to “Covered Persons,” defined as any APHRC Director, officer, or member of any committee of APHRC’s Board of Directors that has authority to act on behalf of the Board of Directors. Every Covered Person shall complete an annual Conflict of Interest Disclosure form (Appendix A).

### **5.1) Duties of Covered Persons**

Duty of Care. Every Covered Person shall perform his or her duties for APHRC in good faith and with the degree of care that an ordinarily prudent person would exercise under similar circumstances.

Duty of Loyalty. Every Covered Person must act with loyalty to APHRC, meaning that no Covered Person may use his or her position with APHRC to make personal profit or gain other personal advantage. No Covered Person may personally take advantage of a business opportunity that is offered to APHRC.

Conflicts of Interest. No Covered Person may engage in any transaction or arrangement or undertake positions with other organizations that involve a conflict of interest, except in compliance with this Policy. Covered Persons should avoid both actual conflicts and the appearance of conflicts of interest.

Every Covered Person shall:

- Disclose all actual and potential conflicts as set out below at Section 5; and

- Recuse himself/herself from voting on any transaction or arrangement in which he/she has a potential or actual conflict of interest, and shall not be present when any such vote is taken.

## **5.2) Conflict Of Interest**

### Potential Conflict.

A Covered Person may have a conflict of interest with respect to a transaction or arrangement whenever he or she, or any of his or her family members:

- 5.2.1) Receives compensation or other funding directly or indirectly from APHRC and the transaction or arrangement involves such compensation or funding;
- 5.2.2) Has or anticipates having a compensation arrangement with any entity or individual that either:
  - (a) sells goods or services to, or purchases services from APHRC;
  - (b) has any other transaction or arrangement with APHRC; or
  - (c) competes with APHRC;
- 5.2.3) Has or anticipates having any ownership interest, investment interest, or serves or anticipates serving as a Director or officer of, any entity that either:
  - (a) sells goods or services to, or purchases services from APHRC;
  - (b) has any other transaction or arrangement with APHRC; or
  - (c) competes with APHRC; or
- 5.2.4) Has accepted any gift, entertainment, or other favor where such acceptance might create the appearance of influence or conflict of loyalties on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction).

“Family member” for these purposes means spouse or domestic partner, parents, grandparents, children, grandchildren, great grandchildren, siblings, and the spouses of any of the above.

## **5.3) Disclosure and Evaluation of Conflicts**

### **5.3.1. Disclosure**

Each Covered Person shall promptly and fully disclose all material facts of every actual or potential conflict of interest:

- Existing at the time when he/she becomes a Covered Person;
- That arises while he/she is a Covered Person, at the time such actual or potential conflict arises;
- That relate to a transaction or decision being tabled for consideration at a meeting of the Board or a committee; and
- Annually through the annual Conflict of Interest Disclosure Form (Appendix A).

All disclosures involving a transaction, arrangement or decision being considered at a meeting of the Board or a committee shall be made to all members present at such meeting. All other disclosures shall be made to the Chair of the Board (who shall disclose his or her conflicts to the Deputy Chair).

Where doubt exists regarding whether a conflict exists or appears to exist, the matter must be resolved by the Audit Committee.

### **5.3.2. Evaluation**

The Chair shall disclose to the Audit Committee all conflicts of interest reported to him or her under this Policy. The Audit Committee will evaluate the disclosures to determine whether they involve actual conflicts of interest and may attempt to develop alternatives to remove the conflict from the situation.

## **6) Procedures for Acting on Conflict of Interest Transactions**

### **6.1) Formal Approval.**

APHRC may enter into a transaction or arrangement in which a Covered Person has a conflict of interest if:

- (i) The Covered Person has disclosed the conflict of interest in accordance with this Policy;
- (ii) A majority of Directors who have no interest in the transaction or arrangement approve the transaction or arrangement at a Board or committee meeting after determining, in good faith and after reasonable investigation, that the transaction or arrangement is fair and reasonable to APHRC and is in APHRC's best interest;
- (iii) Any Covered Person who has an actual or potential conflict with respect to the transaction or arrangement does not participate in and is not present for the vote regarding any such transaction or arrangement (provided, however, that any such Covered Person may appear at a meeting to answer questions concerning the transaction or arrangement); and
- (iv) The Board of Directors relies upon appropriate comparability data, such as an independent appraisal or an independent compensation study, in reaching its determination as to the fairness and reasonableness of the transaction or arrangement to APHRC.

### **6.2) Transaction Fair to APHRC.**

It shall not be a violation of this Policy if all the requirements for formal approval, outlined above, are not satisfied, so long as the transaction or arrangement is in fact fair to APHRC, furthers its tax-exempt purposes, and does not result in inurement, impermissible private benefit, or an excess benefit transaction under laws applicable to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

### **6.3) Records Of Proceedings**

#### **6.3.1. Content of Minutes.**

The minutes of the Board of Directors or any committee of the Board for any meetings described above shall contain:

- i) The names of the persons who disclosed an actual or potential conflict of interest or otherwise were found to have a conflict of interest, and the nature of the conflict of interest; and
- ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement considered and the appropriate comparability data relied upon, and a record of any votes taken.

#### **6.3.2. Timing.**

The minutes of any meeting described above shall be prepared by the later of the next succeeding meeting of the Board of Directors or committee, or 60 days after the final action on the matter is taken by the Board of Directors or committee.

## **7) Enforcement**

Each Covered Person shall sign a statement acknowledging that he or she has received a copy of this Policy, has read and understands it, and agrees to comply with it. If the Board of Directors has reasonable cause to believe that a Covered Person has failed to comply with this Policy, the Board may counsel the Covered Person regarding such failure and, if the issue is not resolved to the Board's satisfaction, may consider additional corrective action as appropriate.

#### **8) Related Policies and Procedures**

- Appointment of Directors policy and procedures
- Code of Conduct for Board of Directors (to be developed)

#### **9) Policy Commencement and Review**

- This policy takes effect on January 1, 2023.
- The Audit Committee will review this policy every three years.

## APPENDIX A: CONFLICT OF INTEREST DISCLOSURE FORM

<b>NAME:</b>	<b>POSITION:</b>
<b>PHONE:</b>	<b>EMAIL:</b>
<b>ADDRESS:</b>	

**\*Refer to Appendix B for definitions before completing this form.**

### FINANCIAL CONFLICTS OF INTEREST

Do you or a Family Member have a Financial or Ownership Interest in an Entity doing business with or likely to do business with APHRC?

	<b>Yes</b>	<b>No</b>
Yourself		
Your Family		

If "Yes," please list such an entity or entities in the table below, the type of interest (e.g., stock, consulting fees, salary, royalties, patents) and the estimated value or amount. Attach an additional page(s) if necessary.

<b>ENTITY NAME</b>	<b>TYPE OF INTEREST</b>	<b>VALUE/AMOUNT (\$)</b>	<b>DATE/YEAR INTEREST CREATED</b>	<b>THE WAS</b>

### BOARD MEMBERSHIPS OR LIKE RESPONSIBILITIES

a. Are you an officer, trustee, Director, or member of the Board of Directors of any other corporation, non-profit organization, foundation or agency?

Yes\_\_\_\_\_ No\_\_\_\_\_

If "Yes," please list below the organization(s), your title, and your term of office and answer subsection (c) below.

<b>ORGANIZATION</b>	<b>TITLE</b>	<b>TERM</b>

c. Is there any potential conflict of interest with respect to APHRC's work and mission related to any of these responsibilities?

Yes\_\_\_\_\_ No\_\_\_\_\_

If "Yes," please describe:

--

### INTELLECTUAL PROPERTY

Do you have any ownership in or rights held with respect to Intellectual Property that could be in conflict with your obligations to APHRC (for example, ownership or rights in patents or patent applications held by another entity in the same or similar area of research as that conducted by APHRC).

Yes\_\_\_\_\_ No\_\_\_\_\_

If "Yes," please describe, including the type of Intellectual Property (e.g., patent, copyright) and the approximate value:

--

#### PUBLIC STATEMENTS AND POSITIONS

As part of a regulatory, legislative or judicial process, are you providing any expert opinion or related testimony to the subject of the APHRC's work, for a commercial entity or other organization?

Yes\_\_\_\_\_ No\_\_\_\_\_

#### OTHER POTENTIAL CONFLICT OF INTEREST

Is there anything not covered in the questions above that you believe might constitute a conflict of interest or that might create the appearance of a conflict of interest? (Possible examples: you are engaged in outside activities that overlap with the work of APHRC; you have a family member who is an employee, officer, Director or consultant in an organization with which APHRC partners or collaborates)

Yes\_\_\_\_\_ No\_\_\_\_\_

If "Yes," please complete the following:

INDIVIDUAL	NATURE OF POTENTIAL CONFLICT
<input type="checkbox"/> Self <input type="checkbox"/> Family Member <input type="checkbox"/> Friend	
<input type="checkbox"/> Self <input type="checkbox"/> Family Member <input type="checkbox"/> Friend	
<input type="checkbox"/> Self <input type="checkbox"/> Family Member <input type="checkbox"/> Friend	

*I hereby certify that, to the best of my knowledge and belief, all of the information provided herein is true, accurate and complete and has been provided in good faith. I understood that it is my responsibility to update this information in the event of any relevant changes. I have received a copy of APHRC'S Conflict of Interest Policy, which I have read and understand and I agree to comply with it.*

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

## APPENDIX B: DEFINITIONS

<b>Entity</b>	Any legal body created for profit or charitable purposes currently doing business with or potentially doing business with APHRC in the future.
<b>Financial or Ownership Interest</b>	Anything of monetary value, including but not limited to: <ul style="list-style-type: none"><li>• salary, consulting fees, honoraria or other payments</li><li>• equity interests, such as stocks, stock options or other ownership arrangements</li><li>• intellectual property rights, such as patents, copyrights, and royalties from such rights</li></ul>
<b>Family Member</b>	Spouse or domestic partner, parents, grandparents, children, grandchildren, great grandchildren, siblings and the spouses of any of the above
<b>Conflict of Interest</b>	Conflict of interest is the conflict between the private interests and official responsibilities of a person in a position of trust, which may compromise impartiality or integrity or lead to unfair competitive advantage. In a conflict of interest situation, a person has a duty to more than one individual or organization, and the parties' varying interests make it impossible or very difficult for the person to act objectively and fairly for both parties.
<b>Intellectual Property</b>	Intellectual Property shall mean any and all information, technology, formulae, processes, trade secrets, materials, technical or financial data and any other information or experience of a confidential and proprietary nature, whether patentable or not, ownership of which is claimed by an entity and therefore not generally available to the public.

---

<sup>i</sup> Revised by NAGC Oct 31, 2022  
Approved by Board Nov 15, 2022