



**THE ALLIANCE OF WOMEN ADVOCATING FOR CHANGE**

**AWAC CONFLICT OF INTEREST POLICY**

**OCT 2024**

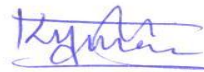
## AWAC CONFLICT OF INTEREST POLICY

On behalf of The Alliance of Women advocating de Change (AWAC) Board Members (BM), we hereby certify that this **AWAC Code of Conduct and Ethics Policy** has been duly passed and adopted as part of the Corporate Governance Policies of AWAC.

**Signed and sealed this 6<sup>th</sup> Day of Oct 2024**



**IMMACULATE B. OWOMUGISHA**  
BOARD CHAIRPERSON  
AWAC BOARD OF DIRECTOR



**KYOMYA MACKLEAN**  
EXECUTIVE DIRECTOR & SECRETARY TO THE BOARD

**DATE:** 6<sup>th</sup> Oct 2024

**PLACE:** At AWAC Office

## 1. Introduction and Purpose

This **Conflict of Interest Policy** is designed to protect the integrity of decision-making at the Alliance of Women Advocating for Change (AWAC), a national NGO based in Uganda. The purpose of this policy is to ensure that directors, officers, and employees make decisions in the best interests of the organization, free from undue personal influence. It outlines procedures for identifying and managing conflicts of interest and applies to all **Responsible Persons** as defined herein.

A conflict of interest occurs when personal, professional, or financial interests of an individual may affect their decision-making on behalf of AWAC. This policy promotes transparency, prevents personal gain at the organization's expense, and fosters trust.

In the event of a conflict between this policy and Ugandan legislation or applicable regulations, the law shall prevail. This policy aligns with best practices from globally recognized NGOs and promotes the highest standard of integrity in nonprofit governance.

## 2. Scope and Definitions

### 2.1. Scope

This policy applies to all directors, officers, employees, volunteers, and consultants involved with the Alliance of Women Advocating for Change (AWAC) in decisions or transactions on behalf of the organization, referred to as **Responsible Persons**.

### 2.2. Definitions

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- a) **Conflict of Interest:** Any situation where a Responsible Person's personal interests could potentially influence their professional judgment in a manner that conflicts with AWAC's interests. Conflicts may arise from direct financial interests, outside business dealings, or personal relationships that could impair objectivity.
- b) **Responsible Person:** Any individual serving in any capacity at AWAC, including but not limited to directors, officers, employees, consultants, volunteers, or Board members. These individuals are bound by AWAC's conflict of interest policy.
- c) **Family Member:** Spouses, domestic partners, parents, children, siblings, or any other individuals related by blood, marriage, or domestic partnership to a Responsible Person.
- d) **Material Financial Interest:** A financial interest substantial enough to reasonably affect a Responsible Person's ability to make impartial decisions. This includes but is not limited to salaries,

consulting fees, bonuses, commissions, or significant financial investments that could influence judgment.

- e) **Contract or Transaction:** Any formal agreement involving the exchange of goods, services, funds, or other resources between AWAC and a third party.
- f) **Breach:** Any violation of AWAC's policies, including failure to disclose conflicts of interest, non-compliance with ethical guidelines, or engaging in conduct that undermines AWAC's integrity.
- g) **Recusal:** The act of a Responsible Person voluntarily withdrawing from participating in any decision-making or activity where a conflict of interest is present or perceived. Recusal ensures impartiality and the avoidance of potential conflicts.
- h) **Ethics Committee:** A designated group within AWAC responsible for overseeing the investigation of reported conflicts of interest, breaches, or ethical violations. The committee ensures that policies are upheld and that actions are taken appropriately in cases of misconduct.
- i) **Transparency:** The principle of openness and clarity in AWAC's operations, decision-making, and communications.

### 3. Identifying Potential Conflicts of Interest

Conflicts of interest may arise in the following situations:

#### 3.1. Outside Financial Interests

When a Responsible Person or Family Member holds a material financial interest in a business or entity that does business with AWAC, including contracts or transactions.

#### 3.2. Outside Employment or Consulting

When a Responsible Person is employed by or consults for an organization that competes with AWAC or has conflicting interests.

#### 3.3. Acceptance of Gifts, Favors, or Entertainment

When a Responsible Person accepts gifts or favors from individuals or organizations doing business or competing with AWAC, which could influence decision-making. Nominal gifts (e.g., promotional materials, business meals) not exceeding **50,000 UGX** are allowed if they do not affect decisions.

#### 3.4. Competing Services or Opportunities

When a Responsible Person competes with AWAC in providing services, products, or has a financial interest in competing entities.

## 4. Procedures for Managing Conflicts of Interest

### 4.1. Disclosure Requirements

All Responsible Persons must disclose actual or potential conflicts of interest in writing to the Executive Director, Board Chair, or designated committee. If uncertain, Responsible Persons should seek guidance.

### 4.2. Recusal from Decision-Making

Responsible Persons with conflicts must recuse themselves from discussions and decisions related to the conflict. The meeting minutes must record the conflict and recusal.

### 4.3. Approval of Transactions Involving Conflicts

AWAC may proceed with transactions involving conflicts if:

- The transaction is approved by a majority of disinterested Board or committee members.
- The transaction is in AWAC's best interest and free from undue influence.
- Documentation, including market comparisons, ensures AWAC's interests are protected.

## 5. Confidentiality of Information

Responsible Persons must not disclose confidential or proprietary information related to AWAC's operations or its partners for personal or third-party gain. Violations may result in disciplinary actions, including termination of employment or Board membership.

## 6. Review and Annual Compliance

### 6.1. Annual Disclosure

All Responsible Persons must complete an annual conflict of interest disclosure form. The information disclosed will be reviewed confidentially by the Executive Director, Board Chair, or designated committee to ensure compliance.

### 6.2. New Employees or Board Members

New employees, Board members, and officers must review this policy and submit initial disclosure forms within 30 days of starting.

### 6.3. Periodic Review of the Policy

This policy will be reviewed every three years by the Board to ensure it reflects current legal standards and best practices. Revisions will be communicated, and Responsible Persons must sign off on the updated policy.

## 7. Enforcement and Consequences

AWAC takes the responsibility of managing conflicts of interest seriously. Failure to fully disclose actual or potential conflicts of interest, or failure to comply with this policy, may result in disciplinary actions that reflect the severity of the breach. These actions may include, but are not limited to:

- **Formal Reprimand:** Issuance of a formal written warning outlining the nature of the violation and expectations for future compliance.
- **Removal from Leadership Positions:** Individuals in leadership roles may be removed from their positions within AWAC if the conflict undermines their ability to effectively fulfill their duties.
- **Suspension:** Temporary suspension from duties pending further investigation or remediation of the conflict.
- **Termination of Employment or Volunteer Services:** In cases of severe or repeated violations, AWAC reserves the right to terminate the employment or volunteer services of the individual involved.

All actions taken will be carefully documented, and the AWAC Board of Directors will review the situation to determine appropriate penalties based on the nature and extent of the conflict. The decision-making process will consider factors such as whether the conflict was intentional, the level of impact on AWAC's operations or reputation, and whether corrective actions were taken in a timely manner.

In cases where a conflict has caused significant harm to AWAC's reputation, financial standing, or operational effectiveness, additional legal or financial penalties may be pursued to safeguard the interests of the organization and its stakeholders.

## 8. Handling Breaches of the Conflict-of-Interest Policy

AWAC will address breaches of this policy promptly and fairly. Breaches may occur when Responsible Persons fail to disclose conflicts or engage in activities benefiting personal interests at AWAC's expense.

### 8.1. Reporting a Breach

AWAC is committed to maintaining transparency and accountability in handling potential conflicts of interest. If a breach of this policy is suspected, individuals are encouraged to report it through one of the following confidential channels:

- **Email:** Breaches can be reported via email to [ethicsugandaawac@gmail.com](mailto:ethicsugandaawac@gmail.com), which is directly monitored by the Ethics Committee and the Executive Director. This ensures that concerns are addressed with discretion and appropriate follow-up actions are taken.
- **Suggestion Boxes:** Suggestion boxes are strategically placed in community and regional offices to allow staff, volunteers, and beneficiaries to submit confidential reports in writing. These boxes are checked regularly by designated personnel to ensure timely review and response.
- **Toll-Free Line:** AWAC provides an anonymous and confidential toll-free number that enables individuals to report breaches without fear of retaliation. Calls made to this line are handled by trained personnel who ensure that anonymity is preserved while gathering necessary information.

## 8.2: Awareness raising and Communication of Reporting Mechanisms:

AWAC ensures that all staff, board, volunteers, and beneficiaries are made aware of these reporting mechanisms through various communication platforms:

- **Meetings:** Information is provided during staff briefings, orientations, and beneficiary meetings to ensure everyone understands how to report a breach.
- **Posters and Flyers:** Posters and flyers detailing the reporting channels will be displayed prominently in AWAC offices and community spaces to serve as a constant reminder of available reporting options.
- **Bi-Annual Refresher Trainings:** AWAC conducts bi-annual refresher training sessions for all staff and volunteers to reinforce the importance of the conflict-of-interest policy, educate them on how to identify potential breaches, and guide them on the proper reporting procedures. These trainings help to create a culture of transparency and accountability within the organization.

These channels aim to facilitate safe and anonymous reporting while ensuring that concerns are handled with integrity and confidentiality.

## 8.3. Investigation Process

1. **Acknowledgment of Report:** Upon receiving a report of a breach, AWAC's Ethics Committee will acknowledge receipt of the report within three days. This acknowledgment assures the reporting party that their concern is being taken seriously.
2. **Formation of Investigation Team:** An investigation team is formed to handle the inquiry. This team is comprised of impartial members, excluding any individuals who may have a conflict of interest related to the report.
3. **Evidence Gathering:** The investigation team initiates the evidence-gathering process, which includes:
  - **Document Review:** The team reviews relevant documents and records related to the reported breach.

- **Interviews:** The team conducts interviews with involved parties, including the reporting individual, the accused, and any witnesses who may provide relevant information.
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- 4. **Analysis of Findings:** After collecting all necessary evidence, the investigation team analyzes the findings to determine the validity of the report and the extent of any conflict of interest.
- 5. **Conflict Resolution Process:** Based on the investigation's conclusions, the following conflict resolution measures may be implemented:
  - **Recusal:** Individuals identified as having a conflict of interest may be required to recuse themselves from relevant decisions or activities.
  - **Transparent Procurement Processes:** AWAC will review and enhance procurement processes to ensure transparency and fairness in decision-making moving forward.
  - **Guidance for Future Conflict Avoidance:** The team will provide recommendations and guidance aimed at preventing similar conflicts in the future, fostering a culture of ethical conduct within the organization.

This systematic investigation process is designed to ensure that all reported breaches are handled fairly, thoroughly, and promptly, upholding AWAC's commitment to integrity and accountability.

#### 8.4. Consequences of a Breach

Confirmed breaches may result in disciplinary actions, depending on the severity:

- **Warning or Reprimand:** For minor or accidental breaches.
- **Training or Counseling:** To help Responsible Persons better understand their responsibilities.
- **Removal from Decision-Making:** For significant breaches affecting AWAC's operations.
- **Suspension or Termination of Employment:** For deliberate or severe breaches.
- **Legal Action:** For fraudulent activities or legal violations.

#### 9. Acknowledgment of Receipt and Understanding

All Responsible Persons must acknowledge their receipt and understanding of this Conflict-of-Interest Policy by signing the attached form, confirming their commitment to AWAC's integrity and mission.



## Appendix I: Conflict of Interest Declaration Form

I, the undersigned, acknowledge that I have read and understood AWAC's Conflict of Interest Policy and agree to abide by its provisions. I understand that I am required to disclose any situation where my personal, financial, or other interests could create a conflict of interest in my role with AWAC.

I hereby declare the following potential or actual conflicts of interest (check all that apply):

I, or a member of my family, have a financial interest in a business or entity that does business with AWAC.

Name of Business/Entity: \_\_\_\_\_

Nature of Interest: \_\_\_\_\_

Relationship to Business/Entity: \_\_\_\_\_

I am employed by, serve as a consultant to, or otherwise represent an organization that has interests that may conflict with AWAC's mission or services.

Name of Organization: \_\_\_\_\_

Position/Role: \_\_\_\_\_

I have received, or been offered, gifts, favors, or other incentives from a person or organization that does business with AWAC.

Name of Person/Organization: \_\_\_\_\_

Description of Gift/Favor: \_\_\_\_\_

I or a family member have another relationship, role, or situation that might lead to a conflict of interest.

Description of Relationship/Situation: \_\_\_\_\_

I affirm that the information I have provided above is complete and accurate to the best of my knowledge. Should any conflict of interest arise after signing this declaration, I will notify AWAC immediately.

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

**Name (Print):** \_\_\_\_\_

**Position/Title:** \_\_\_\_\_

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

## Appendix II: Annual Conflict of Interest Disclosure Form

### Section 1: Personal Information

- Name: \_\_\_\_\_
- Position: \_\_\_\_\_
- Department/Board/Committee: \_\_\_\_\_
- Date: \_\_\_\_\_

### Section 2: Conflict of Interest Disclosure

#### 1. Outside Employment and Financial Interests

2. Do you, or any member of your immediate family, have an employment, consulting, or financial relationship with any organization or entity that does business with or competes with AWAC?

- Yes
- No

If **Yes**, please provide details:

#### 3. Family Relationships

Do you have any family members (spouse, domestic partner, parents, children, siblings, or other relatives) who are employed by or have a financial interest in any organization that does business with or competes with AWAC?

- Yes
- No

If **Yes**, please provide details:

#### 4. Gifts, Favors, or Entertainment

Have you or any member of your immediate family received any significant gifts, favors, or entertainment (exceeding 50,000 UGX) from any organization or individual that does business with AWAC?

- Yes
- No

If **Yes**, please provide details:

#### 5. Board Membership or Involvement in Other Organizations

Are you or any immediate family members involved in decision-making or governance roles (e.g., board member, officer) in any organization that might present a conflict of interest with AWAC's mission?

- Yes
- No

If **Yes**, please provide details:

### Section 3: Certification

I, the undersigned, certify that I have read and understood AWAC's Conflict of Interest Policy. I declare that the information provided in this disclosure is accurate to the best of my knowledge. I agree to promptly notify the Board of Directors or Executive Director of any changes that may arise during the year regarding potential conflicts of interest.

I understand that failure to disclose a conflict of interest, as required by AWAC's policy, may result in disciplinary action, including termination of employment or Board service.

- **Signature:** \_\_\_\_\_
- **Date:** \_\_\_\_\_

### Section 4: Review and Approval (To Be Completed by AWAC Management)

- **Reviewed By:** \_\_\_\_\_
- **Position:** \_\_\_\_\_
- **Date:** \_\_\_\_\_
- **Conflict Identified:**  Yes  No

If a conflict was identified, please specify the action taken:

**Approved** \_\_\_\_\_ **By:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of **Alliance of Women Advocating for Change (AWAC)** that is currently in effect.

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