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CONFLICT OF INTEREST POLICIES

Introduction

1. This conflict of interest policy is intended as a tool to enable the Trustees and Officers of TrustAfrica to fulfil their obligation to govern with integrity and to maintain the public trust in TrustAfrica. TrustAfrica takes this obligation very seriously and strives to set an example for the field of philanthropy. As such, it is incumbent upon the members of the Board of Trustees and the Officers to conduct the affairs of TrustAfrica with a commitment to the highest standards of integrity, in an honest and ethical manner, in compliance with all laws and regulations and avoiding actual, potential or apparent conflicts of interest. Compliance with this conflict of interest policy will sustain a culture where honest and ethical conduct is recognized, valued and exemplified throughout TrustAfrica.
2. This policy is intended to supplement but not replace any applicable laws and regulations governing conflicts of interest applicable to nonprofit and charitable corporations.

Definitions

1. A “Conflict of Interest” may exist when the interests or concerns of any Trustee or Officer or a family member of such person, or any party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of TrustAfrica.
2. A “Contract or Transaction” is any agreement or relationship involving the providing or receipt of a grant; the sale or purchase of goods, services or rights of any kind; undertaking of any investment; or the establishment of any other type of pecuniary relationship. The making of a gift to TrustAfrica is not a Contract or Transaction.
3. A “Family Member” of a Trustee or Officer is a spouse or domestic partner, parent, child, sibling, or in-law.
4. A “Material Interest” in an entity is a financial or other interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Trustee, Officer or family member’s judgment with respect to transactions to which the entity is a party.
5. For purposes of this policy, the following circumstances shall be deemed to create a potential conflict of interest:
 - (a) A Contract or Transaction between TrustAfrica and a Trustee, Officer or Family Member thereof.
 - (b) A Contract or Transaction between TrustAfrica and an entity in which a Trustee, Officer or Family Member has a Material Interest.
 - (c) A Contract or Transaction between TrustAfrica and an entity in which a Trustee, Officer or Family Member is an officer, director, trustee, general partner, or employee.

Guidelines for Trustees

1. Each Trustee and Officer of TrustAfrica has a duty to disclose to the Board of Trustees and to any applicable Committee of the Board the material facts of any proposed transaction of TrustAfrica in which such Trustee or Officer has any actual or potential conflict of interest. Such Trustee or Officer shall, upon request, respond to questions regarding the matter at issue. The disclosure must be made prior to any consideration of such proposed transaction by the Board or by any applicable Committee of the Board.
2. Where there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Trustees or the applicable Committee of the Board, excluding the person concerning whose situation the doubt has arisen.
3. The Trustee or Officer having the conflict shall not participate in the deliberation or decision regarding the matter under consideration, and shall retire from the room during the deliberation and vote.
4. Any proposed transaction in which a Trustee has a conflict of interest must be approved by a majority of the members of the Board of Trustees or of the applicable Committee of the Board entitled to vote other than the interested Trustee(s) at a meeting at which a quorum is present, even though the disinterested Trustees may constitute less than a quorum. Such interested Trustee(s), if present, may be counted solely for purposes of determining whether a quorum is present.
5. The minutes of the meeting of the Board of Trustees or the Committee of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the deliberation and vote.
6. When there is any doubt as to whether a conflict of interest exists, the matter shall be resolved by the Executive Committee.
7. The Executive Director of TrustAfrica shall take such additional action as may be required to ensure that the conflict of interest is resolved, and shall maintain a record of the existence and resolution of the conflict.

Review of Policy

1. Each new Trustee and Officer shall be required to review a copy of this conflict of interest statement and to acknowledge in writing that he or she has done so.
2. Each Trustee and Officer shall annually complete a disclosure form identifying any relationships, positions or circumstances in which he or she is involved that he or she believes could contribute to a conflict of interest arising. Information regarding business interests of a Trustee, an Officer or a Family Member shall be treated as confidential to the extent practicable and shall generally be made available only to the Chairperson, the

Executive Director, and any committee appointed to address conflicts of interest, except to the extent necessary in connection with the implementation of this policy.

3. TrustAfrica will periodically conduct reviews of compliance with this policy.

Reporting of Violations

1. If a Trustee or Officer violates or thinks he or she has violated any provision of this policy, or if he or she observes, learns of or in good faith believes it is possible that another Trustee has violated any provision of this policy, that person must immediately report the actual or suspected violation to the Chairperson or to the Board as a whole.
2. The Board and the Executive Director, respectively, have an obligation to investigate, address promptly and treat as confidential, to the extent possible, all reported violations of this conflict of interest policy.

Conflict of Interest Policy for TrustAfrica Staff Members

Introduction

This conflict of interest policy is intended as a tool to enable the staff members of TrustAfrica to help fulfil its obligation to maintain the public trust. TrustAfrica takes its obligation as a public charity very seriously and strives to set an example for the field of philanthropy. As such, it is incumbent upon staff members to conduct the affairs of TrustAfrica with a commitment to the highest standards of integrity, in an honest and ethical manner, in compliance with all applicable laws and regulations and avoiding actual, potential or apparent conflicts of interest. Compliance with this conflict of interest policy will sustain a culture where honest and ethical conduct is recognized, valued and exemplified throughout TrustAfrica.

Definitions

1. A potential or actual “conflict of interest” exists whenever a staff member is in a position to influence a decision that may result in a personal gain for him or herself or an immediate family member. TrustAfrica may also be concerned about the appearance of conflict of interest, even if no actual conflict has occurred.
2. “Immediate family”, in the context of this policy, means a staff member’s spouse or domestic partner, parents, siblings, children and in-laws.
3. “Significant interest” means any financial or other interest that may influence the judgment of the staff member in conducting the work of TrustAfrica.

Gifts and Other Payments

Except for gifts of nominal value or meals and social invitations that are in keeping with good business ethics and do not obligate the recipient, employees or their immediate family members may not accept commissions, gifts, payments, entertainment, services, loans, or promises of future benefits from any person or entity relating to his or her TrustAfrica assignment.

Relationships to Suppliers

Staff members with responsibility for issuing or approving orders for the purchase of supplies, equipment, or transportation, or for contracts for employment or services for TrustAfrica, and immediate family members of these staff members, may not have a significant interest in any supplier of supplies or services to TrustAfrica.

Grants and Consultancies

1. No TrustAfrica staff member may approve a grant or have responsibility for any grant to an organization that employs, either on staff or as a consultant, a member of the staff member’s immediate family.

2. Any potential actual or apparent conflict of interest relating to a proposed grant must be disclosed to the Board of Trustees before the Board of Trustees decides whether to approve the grant.
3. No TrustAfrica staff member may approve a consultancy to a member of a staff member's immediate family.
4. Staff members may conduct programming in fields in which they were previously employed. Care must be taken to avoid even the appearance of a conflict of interest, in particular if a grantee or a prospective grantee is a former employer of the staff member. In such cases the relationship should be fully disclosed to the Executive Director and the Board of Trustees, and appropriate steps should be taken to assure the transparency of the transaction.

Political Activities

TrustAfrica is a non-political, non-partisan organization. Staff members are free to engage in political activities in their personal capacity when, in the staff members' judgment, such activities will not conflict with their ability to carry out TrustAfrica responsibilities. Staff members should keep in mind, when making such decisions, the potential difficulty in outside perception in distinguishing between the staff members' personal and professional capacities. No political activities can be conducted during a staff member's business day, or with the use of any TrustAfrica resources. Staff members should inform the Executive Director of any leadership positions they hold in political organizations.

Investment Activities

Staff members who have knowledge, or are in a position to have knowledge, of proposed investments of TrustAfrica are prohibited from using this information for the benefit of themselves or their immediate family members, and they are under a duty to keep such information confidential.

Review of Policy

1. Each new employee shall be required to review a copy of this conflict of interest policy and to acknowledge in writing that he or she has done so.
2. All staff members must annually complete a disclosure form identifying any relationships, positions or circumstances in which he or she is involved that he or she believes could contribute to a conflict of interest arising. Information regarding business interests of a staff member shall be treated as confidential to the extent practicable, except to the extent necessary in connection with the implementation of this policy.
3. TrustAfrica will periodically conduct reviews of compliance with this policy.

Disclosure and Reporting of Violations

1. An employee must promptly disclose any actual or potential conflict of interest to the Executive Director. The Executive Director will consider the circumstances, make a decision as to whether there is an actual or apparent conflict of interest, and resolve how to handle the situation. The Executive Director will document the existence and resolution of any potential conflict of interest.
2. In the event that an employee knows or has a good faith belief that another employee has violated this policy, he or she is under an obligation to report this to the Executive Director and will be protected from retaliation pursuant to TrustAfrica's Whistle-Blower Policy.

Conflict of Interest Certification and Disclosure Form

Name:

Position (e.g., employee/volunteer/trustee):

Date:

Certification

By signing this form below, I certify that:

1. I have received a copy of TrustAfrica's conflict of interest policy;
2. I have read and understand the policy;
3. I agree to comply with the policy; and
4. I understand that TrustAfrica is charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its exempt purposes and not engage in activities and transactions that provide impermissible benefits to individuals or entities.

Conflict of Interest Disclosure

Please certify below that you either have no actual or possible conflict of interest to report, or describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to an actual or possible conflict of interest between the organization and your personal interests, financial or otherwise:

____ I have no conflict of interest to report.

____ I have the following actual or possible conflict(s) of interest to report.

1. Please specify below any actual transactions you are aware of between the organization and any entity or person with which you have a business, investment, or family relationship.

(Please attach a supplemental statement if you have additional actual or possible conflicts of interest to disclose.)

2. For the purposes of determining possible future conflicts of interest, please also specify other non-profit and for-profit boards on which you and/or your spouse sit, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own).

1. _____

2. _____

3. _____

(Please attach a supplemental statement if you have additional actual or possible conflicts of interest to disclose.)

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: _____ Date: _____