

Policy name:	Conflict of Interest and Disclosure Policy
Responsible unit:	Contracts, Grants and Compliance
Responsible person:	Mauro Cabrera, Director of Contracts, Grants & Compliance
Effective date:	01 December 2019
Last updated:	January 2023

Applies to:

- All offices
- All offices other than Ipas NC
- Ipas NC only

Purpose

Ipas strives to conduct itself according to the highest standards of lawful and ethical conduct, and as part of this commitment, employees and representatives are expected to model ethical behavior in their business transactions. Ipas recognizes that conflicts of interest are not unusual in any business environment, and that they limit an employee's/representative's ability to act in Ipas's best interests. This policy explains Ipas's expectations around the disclosure and management of actual, potential, and perceived conflicts of interest.

Definitions

Ipas representatives are non-employees and other entities who are acting or could reasonably be understood by others to be acting as agents of Ipas. Ipas representatives include Ipas's independent contractors or consultants, suppliers, subawardees, partners, agents, interns, volunteers, and Board members.

A conflict of interest is defined as any circumstance that creates a risk that an Ipas employee's/representative's professional judgement or actions will be negatively influenced by the employee's personal interests and activities outside Ipas.

A potential conflict of interest is a circumstance that could—under specific future circumstances—create a risk that an employee's/representative's professional judgement or actions will be negatively influenced because of the employee's/representative's outside interests and activities.

A perceived conflict of interest is a circumstance that has the potential to create the appearance of negatively affecting an employee's/representative's professional judgement or actions because of the employee's outside interests and activities.

Immediate family members are defined as the following, and for the purposes of this policy, also include all members of the employee's/representative's household.

- spouse/partner
- parent (biological, adoptive, or stepparent)
- grandparents
- siblings

- in-laws (mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law) children (biological, adoptive, or stepchildren).

Responsibilities

Employees and representatives are obligated to prioritize Ipas's interests above others when carrying out their responsibilities to Ipas. They are responsible for avoiding actual, potential, or perceived conflicts of interest and complying with this policy's disclosure requirements.

Supervisors and managers of Ipas representatives are responsible for reviewing those individuals' disclosures, determining whether there are conflicts, and creating and implementing a mitigation plan to address them. They are responsible for seeking guidance and support from their Director, as necessary. They are required to submit their supervisees' Disclosure Forms and written mitigation plan for inclusion in the employee's personnel file, or for uploading to the contingent worker profile/supplier record.

Directors are responsible for supporting supervisors' mitigation of their employees' and representatives' disclosed conflicts.

Policy Statement

Ipas employees and representatives must avoid any matter or engage in any activity for which an actual, potential, or perceived conflict of interest may exist. If a conflict cannot be avoided, Ipas requires employees and representatives to disclose all their actual, potential, or perceived conflicts of interest using the Conflict of Interest Disclosure Form. If Ipas is unable to mitigate the conflict, the employee/representative will be required to eliminate the conflict by discontinuing the outside activity or interest posing the conflict.

All employees and representatives are required to complete the Disclosure Form for all actual, potential, and perceived conflicts during their onboarding, annually thereafter, and at any time a conflict arises. Ipas's policy on any uncertainty around the need for disclosure is one of full transparency: When in doubt, disclose. Nondisclosure of a conflict of interest is grounds for disciplinary action up to and including termination.

Completed Disclosure Forms shall be treated confidentially and shared only to the extent needed to address and mitigate disclosed conflicts. Ipas shall keep a written record of all disclosures and their mitigation plans in an employee's personnel file, or a contingent worker's profile/supplier record.

References

- [Conflict of Interest Disclosure Form](#)
- [Conflict of Interest Frequently Asked Questions](#)
- [Code of Business Ethics and Conduct](#). The code outlines Ipas's standards of conduct to promote compliance with legal, ethical, and other requirements that govern Ipas programs and business operations.

Appendix A: Illustrative Examples of Conflicts of Interest

The following circumstances create actual, perceived, or potential conflicts of interest. This list is not exhaustive; when in doubt, disclose.

1. Outside Interests

- a. Ipas employee/representative participation in the procurement or fulfilment of any contract (incl. employment contract) or transaction between:
 - i. Ipas and the employee/representative or immediate family member.
 - ii. Ipas and an entity in which the employee/representative or immediate family member has a financial interest.
 - iii. Ipas and an entity in which the employee/representative or immediate family member is in a paid or unpaid position.

2. Outside Activities

- a. An Ipas employee/representative competing with Ipas in any contract/transaction with a third party.
- b. An Ipas employee/representative having a financial interest in, or providing paid or unpaid work to, an entity or individual that competes with Ipas in any contract or transaction with a third party.
- c. An Ipas employee/representative receiving payment for non-Ipas employment or consulting work that is substantially similar to their Ipas job responsibilities.
- d. An Ipas employee/representative having commitments—paid or unpaid—that could give the appearance of interfering with Ipas’s standard workday or their Ipas duties.
- e. An Ipas employee/representative using Ipas property or information gained through Ipas employment/engagement for personal gain or for the benefit of an immediate family member.

3. Gifts, Favors, Entertainment*

- a. An Ipas employee/representative giving gifts or favors to an individual or entity:
 - i. That Ipas does or is seeking to do business with.
 - ii. From which Ipas has received, is receiving, or is seeking to receive a financial commitment.
 - iii. Under circumstances where a reasonable person might believe that the gift/favor was intended to influence—or could influence—favorable treatment for Ipas.
- b. An Ipas employee/representative accepting gifts, entertainment, or favors from an individual or entity:
 - i. That does or is seeking to do business with or is a competitor of Ipas.
 - ii. That has received, is receiving, or is seeking to receive a financial commitment from Ipas.
 - iii. Under circumstances where a reasonable person might believe that the gift/favor/entertainment was intended to influence—or could reasonably influence, even unintentionally—an Ipas employee or representative in the performance of their duties.

*Disclosure is not required for the acceptance of gifts or entertainment that is both valued at US\$25 or less and which is not related to any particular Ipas transaction or activity.