
SRP Conflict of Interest Policy

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About the Sustainable Rice Platform (SRP)

The Sustainable Rice Platform e.V. (SRP) is a global multi-stakeholder alliance comprising over 100 institutional members from public, private, research, civil society and the financial sector. Originally co-convened by the International Rice Research Institute (IRRI), the United Nations Environment Programme (UNEP) and Deutsche Gesellschaft für Internationale Zusammenarbeit GmbH (GIZ), SRP is now an independent member association, working together with its partners to transform the global rice sector by improving smallholder livelihoods, reducing the social, environmental and climate footprint of rice production, and by offering the global rice market an assured supply of sustainably produced rice.

Contact details

E-mail: info@sustainablerice.org

Web: www.sustainablerice.org

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Introduction

The Sustainable Rice Platform is committed to the highest standards of good governance and to ensuring ethical conduct, integrity, transparency, and accountability. Establishing principles and processes for transparent and timely disclosure of any actual, potential or perceived conflict of interest (COI) is therefore of paramount importance to ensure effective decision-making throughout the organization, including the Board, Secretariat, Committees, staff and consultants as well as within the wider membership. The effective functioning of a COI policy is critical to the good standing and external credibility of the organization.

COI may occur whenever an individual's interest in a particular subject may lead them to actions, activities or relationships that undermine SRP's interests and may place it to disadvantage. Given SRP's status as a pre- competitive alliance, coupled with inherent risks in its role in entering and brokering partnerships among its members and service providers for project implementation, a robust and enforceable COI policy is especially important to uphold integrity and trust among both internal and external stakeholders.

This Policy is pursuant to the respective provisions in the SRP e.V. Articles of Association and Bylaws v 1.3, paras 65-78.

Purpose

The purpose of this Policy is to protect the interests of SRP .e.V. when it is contemplating decisions, transactions or arrangements that might benefit the private interest of a Board member, staff member or member representative, or that might result in a possible excess benefit transaction. This Policy and procedure provides a framework:

- for SRP Board Members, SRP staff and consultants, Committee members and representatives of SRP member institutions ('agents') to declare actual, potential or perceived COI;
- to empower the Board to act transparently to identify, investigate and address situations of actual or potential COI;
- for any person to report actual or perceived COI without fear of retaliation; and
- in case of violation, to take appropriate disciplinary action.

Scope

This policy and procedure applies to all members of the SRP Board, the Executive Director, Secretariat staff and consultants, SRP Committees with Board-delegated powers, and representatives of SRP member institutions, and any other persons acting as agents on SRP's behalf, whether remunerated or not.

Definitions

Interested person: Any director, officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial, strategic or political interest (as defined below), is an interested person. This definition includes any person acting as an agent (owner, director, stakeholder, contractor, consultant or other third-party that is in the position to act on behalf of SRP).

Conflict of Interest: For the purposes of this Policy, COI is defined as an interest that might affect, or appear to affect, the judgment or conduct of any person covered by the scope of this policy. The COI interest may be actual, potential or perceived, and can be categorized as pecuniary or strategic / political in nature.

Pecuniary Interest: A person has a pecuniary interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which SRP e.V. has a transaction or arrangement;
2. A compensation arrangement with SRP e.V. or with any entity or individual with which SRP e.V. has a transaction or arrangement (SRP executives and staff are excluded from this provision); or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SRP e.V. is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial (above €50). A pecuniary interest is not necessarily a COI. A person who has a pecuniary interest may have a COI only if the Board votes to determine that a COI exists.

Strategic / political interest: Organizational interest in participating as a partner or leading an SRP scaling project may generate non-pecuniary as well as pecuniary benefits. An organization's position in such projects can extend organizational influence and control over other members by virtue of the following:

1. Power to position organizational interests and visibility above those of SRP
2. Power to include, exclude or influence project budget allocations
3. Prioritization of institutional agendas and approaches within SRP projects
4. Preferential access to information that may be withheld from other members.

Examples of COI

Within SRP, potential for COI can arise as a consequence of a number of core functions of the alliance. It is not possible to list all situations that may give rise to a COI; however, the following examples represent a non-exhaustive list:

- Selection of project partners
- Donor-recipient relationships
- Selection of Verification Bodies
- Employment of staff and consultants
- Procurement of services

- Recommendations of consultants
- Verification decisions
- External engagements including outside employment of staff and consultants
- External mandates (any mandates that SRP parties hold in a board of directors, in an advisory board or in a similar supervisory body of an external organization)
- Personal financial interests
- Family and personal relationships
- Gifts, meals, travel, accommodation, entertainment and other favours.

Annex A offers guidance on how to establish the existence of a COI.

Procedures

1. Duty to disclose

1. Parties covered by the scope of the Policy are legally obliged to act in the best interests of SRP e.V. and not for their own personal or organizational interests or gain. This section describes responsibilities of all parties covered, what a Board member, SRP employee, Committee member, Consultant or other party acting as an agent of SRP should do if they believe a conflict exists, how a conflict will be investigated or resolved, who will be involved in resolving conflicts of interest, and what sanctions are available in case of violation.
2. All parties covered under the Policy's scope are responsible for understanding and adhering to the requirements set out in this Policy, including disclosure of COI situations pertaining to themselves as soon as they arise, and to ensure that they complete any agreed upon actions to eliminate or mitigate the COI with full transparency.
3. SRP Board members must declare any actual, perceived or potential conflicts and partnerships with other institutions represented on the Board, regardless of their nature. Declarations of interest are to be made using the 'Notification of interests' form included as Annex B to this Policy.
4. Staff and consultants are also required to declare any relevant interests using the 'Notification of interests' form as a contractual requirement and must agree to abide by the procedures outlined in this Policy for the duration of their professional relationship with SRP.
5. A Register of Interests for Board, staff members and consultants shall be maintained by the Executive Director and shall be updated on an annual basis (Annex C).
6. Before the commencement of any SRP Board or Committee meeting, all attendees shall be invited by the Chair to declare any interest, pecuniary or non-pecuniary, that may be perceived as a COI in relation to any agenda item. Any other meeting

attendee, aware of an interest of another attendee that may be in conflict with the interest of the SRP, is also obliged to notify the Chair of such interest.

2. Determining whether a COI exists

1. During meetings of the SRP Board or committees, following disclosure of the interest and all material facts by the interested person, s/he shall leave the meeting to allow determination of the existence of a COI by simple majority vote among remaining disinterested voting attendees.
2. A COI may exist when the interests of a person covered within the scope of this Policy or their immediate family, or any individual, group or organization to which s/he is affiliated, may be in conflict with the interests of the SRP itself, and therefore may influence SRP decisions, or be construed as such by external observers.
3. Where a Board or Committee member is deemed to have a COI (whether actual or perceived), s/he shall not be entitled to participate in discussion of the respective agenda item, or to vote on the relevant topic. Moreover, s/he shall not initiate or participate in any Board discussion on that topic (whether in the meeting itself or with other Board or Committee members before or after the respective meetings), unless expressly invited to do so by unanimous agreement by all other Board or Committee members present.
4. If any COI report implicates the Chair of the Board, then the Vice-Chair shall assume the Chair's functions in the interim until the issue is resolved.
5. The Board or Committee shall determine by a simple majority vote of the disinterested attendees whether the transaction or arrangement is in SRP's best interest, for its own benefit, and whether it is fair and reasonable. The meeting shall then make a decision as to whether to proceed with the proposed transaction or arrangement.
6. The Chair of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
7. The minutes of all SRP Board or Committee meetings shall accurately record any and all conflicts declared including details stipulated in Annex D.

3. Disciplinary action

1. If the Board has reasonable cause to believe any interested person has failed to disclose actual or possible conflicts of interest, the Secretary shall inform the member of the basis for such belief and afford an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response and having concluded any further investigation as deemed warranted, the Board determines the individual has failed to disclose an actual or possible COI, it shall take appropriate and proportionate disciplinary and

corrective action as permitted under §11(15) of the Articles of Association and the relevant provisions of the SRP Bylaws currently in force.

3. The SRP Board has full discretion to take appropriate disciplinary action, including temporary suspension and/or termination of employment or participation as a member of the Board or SRP Committee.

4. Monitoring

1. Conformity with this policy should be monitored in relation to potential COI related to regular or ongoing topics of discussion. Any changes in circumstances should be noted and appropriate action taken.

Records of Proceedings

1. The minutes of meetings of the Board and all committees with Board-delegated powers shall contain the following, as stipulated in Annex D to this Policy:
 - a. Names of persons who disclosed or otherwise were found to have a pecuniary or non-pecuniary interest in connection with an actual or possible COI, the nature of the financial interest, any action taken to determine whether a COI was present, and the decision of the Board or committee as to whether a COI was determined to exist;
 - b. Names of persons present for discussions and votes relating to the transaction or arrangement, whether or not any alternatives to the proposed transaction or arrangement were considered, and a record of any votes taken in connection with the proceedings.

Compensation

1. A voting member of the SRP Board who receives compensation, directly or indirectly, from SRP/ e.V. for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SRP e.V. for services is precluded from voting on matters pertaining to that member's compensation.
3. A voting member of the SRP Board or any committee whose jurisdiction includes compensation matters and who receives compensation from the Organization is not prohibited from providing information to any committee regarding compensation.

Annual Statements

Each Board member, officer and members of committees with board-delegated powers shall annually sign a statement which affirms that they:

- a) have received a copy of this Policy; and
- b) have read and understood the Policy and agree to comply fully with its terms and requirements.

Whistleblowing

1. If any Board member, SRP staff or Committee member or member representative considers that a COI within SRP has not been properly or fully declared or is being inappropriately managed, s/he must notify the SRP Chair. Any person bringing such a matter to the attention of the SRP Chair shall not suffer any sanction or retaliation from the organization or its members on account of their actions in this regard.
2. Whistle-blowing complaints shall be accorded the option of anonymity, even to the reporting officer such as the Chair, Vice Chair or Secretary. This shall be implemented via a complaint form on the SRP intranet, thus enabling any SRP party to freely report COI issues arising as well as other grievances. The form shall be designed to record relevant facts and context of the alleged COI issue: time, place, COI policy violator, nature of the violation (pecuniary vs strategic, etc.), together with any available supporting evidence. The form shall not require disclosure of identifying information (e.g., email address, organizational affiliation, or even stakeholder constituency).
3. If the Chair is implicated in any COI complaint, the matter shall be brought to the attention of the Vice- Chair or Secretary, who shall be similarly bound to maintain the anonymity of the whistleblower and offer protection against retaliation or retribution.
4. For those who wish to bring their complaint directly to the Chair (or Vice Chair or Secretary in case the Chair is implicated), the data collected should be identical to that contained in the website complaint form.

Annexes

ANNEX A: GUIDANCE ON DETERMINING EXISTENCE OF COI
ANNEX B: SRP BOARD DECLARATION OF INTERESTS
ANNEX C: REGISTER OF INTERESTS OF BOARD MEMBERS
ANNEX D: COI DETAILS TO BE RECORDED IN BOARD MEETING MINUTES

ANNEX A: GUIDANCE ON DETERMINING EXISTENCE OF COI

The following is a list of questions that should be considered in making an assessment as to whether a COI may arise. In assessing the situation, describe the matter or issue being considered and the situation in which you are involved. Consideration must be given to your SRP duty in relation to the matter or issue being considered. In undertaking an assessment, you need to consider:

- What assessment would a 'fair-minded' member of the public make of the circumstances?
- Could my involvement in this matter cast any doubt on my integrity or on SRP's integrity?
- If I saw someone else doing this, would I suspect that they might have a COI?

Key Questions to Consider

1. Do I have a current or previous personal, professional or financial relationship or association of any significance with the interested party or matter under consideration?
2. Would my reputation or that of a relative, friend or associate stand to be enhanced or damaged because of the proposed decision or action?
3. Would I, my employer or any other person or organization associated with me benefit from or be detrimentally affected by my involvement in this matter, or by any decision or action I take in relation to the matter?
4. Could there be benefits for me in the future that could cast doubt on my objectivity?
5. Do I, or a relative, friend or an associate of a relative or friend stand to gain or lose financially in some covert or unexpected way?
6. Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
7. Have I contributed in a private capacity in any way to the matter SRP is dealing with?
8. Have I received a benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
9. Am I a member of an association, club or professional organisation or do I have particular ties and affiliations with organisations or individuals who stand to gain or lose by my proposed decision or action?
10. Could there be any other benefits or factors that could cast doubts on my objectivity?
11. Do I still have any doubts about my proposed decision or action?

In case of doubt, the Board member must always err on the side of caution and declare the conflict.

ANNEX B: SRP BOARD DECLARATION OF INTERESTS

Name of Board member	
Date	

I confirm I have received a copy of the SRP Policy on Conflict of Interest. I have read and understand the Policy and agree to comply with it. On this form, I am disclosing other positions and responsibilities that may cause conflicting interests to arise. I will recuse myself from deliberations and voting on transactions or arrangements that give rise to a conflict of interest, whether actual, potential or perceived.

In accordance with the SRP Conflict of Interest Policy I hereby disclose the following:

Nature of Conflict of Interest (actual, potential, perceived)
Description of Conflict of Interest
Name and address of related organization (if any)

In addition to filing a disclosure form annually (as per Annex C to this Policy), I hereby undertake to disclose to the SRP Board any possible conflict of interest whenever it may arise.

Signature of Board member (Name of Board member)	Date
Witnessed by SRP Board Secretary (Name of Board Secretary)	Date

ANNEX C: SRP REGISTER OF INTERESTS

Declaration and Register of Interests Form for SRP Board Members

I *[Insert name of Board Member]* hereby declare my interests for the period *[Insert dates]* in accordance with the SRP e.V. Conflict of Interest Policy, of which this Declaration forms a part.

Category	Please give details of the interest and whether it applies to you or where appropriate a connected person (e.g. a family member or relative)
All current employment and any previous employment in which the Board member continues to have a financial interest.	
Remunerated appointments e.g. trusteeships, directorships (executive or non-executive) or consultancies, including any such arrangements with SRP e.V.	
Positions held in a voluntary capacity or membership of any professional bodies, special interest groups or mutual support organisations/associations.	
An ownership, donor, directorship or shareholding interest in any entity with which SRP e.V. is negotiating or managing a project, partnership, transaction or other beneficial arrangement.	
Gifts or hospitality offered by external bodies beyond standard SRP activities and whether these were declined or accepted in the last 12 months.	
Any other conflicts not covered above where there could be perceived to be conflicts of interest e.g. double-funding of any research or project activity.	
Any interests of family members that may be reasonably perceived as a potential conflict of interest.	

To the best of my knowledge, the above information is complete and correct. I undertake to update this information on an annual basis and give my consent for such information to be used for the purposes described in the SRP Conflicts of Interest Policy as currently in force, and for no other purpose.

Name: _____

Signed: _____

Date: _____

ANNEX D: COI DETAILS TO BE RECORDED IN BOARD MEETING MINUTES

A Board member with a conflict of interest should never participate in any discussion or decision on the agenda item under consideration. Both the conflict and the fact that the Board member is not participating in the discussion or decision (if that is that case) should be recorded in the Minutes with the following details:

- Who are the parties affected by the conflict (per Annex A)?
- When was the conflict identified and declared?
- Details of the conflict
- What was discussed and decided?
- Who withdrew from the discussions and voting, and how the remaining Board members made a decision in the SRP's best interests.

If the discussions are being conducted remotely, the Board member with the conflict should be excluded from any correspondence in relation to that discussion or decision until such time that a decision has been made, at which point they should be informed of that decision.

In the event that there are valid reasons for the Board member to remain included in the discussions and/or to vote (for example a number of conflicted Board members would make a quorum impossible, thus paralysing the Board), then the following must be recorded in the official minutes of the meeting:

- All parties involved in the conflict
- When the conflict was identified and declared
- Details of the conflict
- Confirmation that the conflicted Board member felt able to put the interests of SRP before any other concern
- Details of the decision to allow the conflicted Board member to contribute to the discussion and/or vote, together with the reason why it was considered in SRP's best interests for that person to do so
- Details of the vote should also be recorded in such event.