

Policy Title	Conflict of Interest
Author	Company Secretary
Approver	Board
Purpose and Description	This policy describes Elton John AIDS Foundation's approach to prevent the personal interests of staff members, board members, and volunteers from interfering with the performance of the organisation.
Audience	EJAF employees, Board members and volunteers
Effective Date	18 June 2019
Revision Date	

CONFLICTS OF INTEREST POLICY

The purpose of the following policy and procedures is to prevent the personal interests of staff members, board members, and volunteers from interfering with the performance of their duties to the Elton John AIDS Foundations (EJAF) in the UK and US, or result in personal financial, professional, or political gain on the part of any such person at the expense of the Elton John AIDS Foundation or its members, supporters, and other stakeholders.

It also addresses situations where your duty to EJAF may conflict with a duty or loyalty you may have to another organisation or person.

Board members, in particular, have a personal responsibility to declare all conflicts of interest if they are to fulfil their legal duty to act in the best interests of EJAF. In addition to this Policy, they should also familiarise themselves with Articles 7-9 (EJAF UK) or Article VII of the Bylaws (EJAF US), [[Hyperlink to be inserted](#)].

Definitions:

Conflict of Interest (also Conflict) means a conflict or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust that could, or could be seen to, prevent them from making a decision only in the best interests of the Elton John AIDS Foundation. Persons in a position of trust include staff members, board members, and officers of the Elton John AIDS Foundations.

Board means the board of directors of the Elton John AIDS Foundation or of the Elton John AIDS Foundation Inc (or of a subsidiary organisation of either Foundation), and board member means a member of the Board.

Staff member means a person who receives all or part of her/his income from the payroll of the Elton John AIDS Foundation or Elton John AIDS Foundation Inc.

Supporter means corporations, foundations, individuals, non-governmental organisations (NGOs), and other non-profit organisations who contribute to the Elton John AIDS Foundations.

Volunteer means a person – other than a board member – who does not receive compensation for services and expertise provided to the Elton John AIDS Foundation and retains a significant independent decision-making authority to commit resources of the organisation.

Connected person means family, relatives or business partners of a board member, staff member or volunteer, as well as businesses in which any of these have an interest through ownership or influence. The term includes a spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, and their spouse or civil partner, as well as anyone carrying on business in partnership with any of these connected persons.

A 'connected person' also includes an institution that is controlled by a board member, staff member or volunteer, or any other connected person above (either alone or with another connected person).

A 'connected person' also means a body corporate in which a board member, staff member or volunteer, or any other connected person above holds at least one-fifth of the shareholding or voting rights (either alone or with another connected person.) In relation to land transactions, the term also includes donors of land. If in any doubt about whether a person or business is a connected person, please seek advice from the EJAF Secretary.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing in advance, shall be made by the interested parties to the relevant Board in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership, or where they are in business together.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member, staff member or volunteer or a connected person, including an organisation, stands to benefit from an Elton John AIDS Foundation transaction, for any subcontract, goods, or services, other than as part of his/her regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the Articles, Bylaws or board policy.
 - d. A board member's organisation or that of a connected person receives grant funding from either of the Elton John AIDS Foundations.
 - e. A board member or staff member is a member of the governing body of a contributor to the Elton John AIDS Foundation.
 - f. A volunteer working on behalf of the Elton John AIDS Foundation who meets any of the situations or criteria listed above.
 - g. A board, staff member or volunteer finds themselves in any other situation that could, or could be seen to, prevent them from making a decision only in the best interests of the Elton John AIDS Foundations.
 - h. There is a conflict between the interests of the Elton John AIDS Foundation in the UK and the Foundation in the US.

2. Following full disclosure of a possible Conflict of Interest listed above, the relevant Board shall determine whether a Conflict of Interest exists and, if so, the Board shall vote to authorise or reject the transaction or take any other action deemed necessary to address the Conflict and protect the Elton John AIDS Foundation's best interests. Both votes shall be by a majority vote without counting the vote of any conflicted board member. The Board cannot authorise a transaction where there is a Conflict of Interest unless it is permitted to do so by the Foundation's Articles or Bylaws, as applicable.

3. An interested, ~~trustee~~ board member, officer, or staff member shall not participate in any discussion of the Board or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived Conflict of Interest. However, such interest trustee, officer or staff member may make a presentation prior to any discussion of the Board, or of any committee or subcommittee thereof, but after the presentation must leave the meeting during the discussion and vote on the Conflict of Interest.
4. The minutes of the Board, or of any committee or subcommittee thereof, shall contain the names of the persons who disclosed or otherwise were found to have a potential Conflict of Interest, the nature of the Conflict, any action taken to determine whether a Conflict was present, and the Board's, committee's, or subcommittee's decision as to whether a Conflict in fact exists. The minutes shall also contain the names of persons present for discussion and votes relating to the potential Conflict.
5. Anyone in a position to make decisions about spending the Elton John AIDS Foundation's resources (i.e., transactions such as purchases contacts or compensation arrangements) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final discussions.
6. A copy of this policy shall be given to all board members, staff members, volunteers, or other key stakeholders upon commencement of such person's relationship with the Elton John AIDS Foundation or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and form must be filed annually by all specified parties.
8. Annual reviews shall be conducted to ensure the Elton John AIDS Foundation operates in a manner consistent with its charitable purposed and does not engage in activities that could jeopardise its tax-exempt status. The annual review shall at minimum include:
 - a. Whether compensation, arrangements, and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organisations conform to the Elton John AIDS Foundation written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ELTON JOHN AIDS FOUNDATION

CONFLICT OF INTEREST DISCLOSURE STATEMENT

(SAMPLE STATEMENT)

Please initial one of the following and give details of any potential conflicts if applicable:

_____ To the best of my knowledge, there do not exist any circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the accompanying policy statement.

_____ To the best of my knowledge, there do not exist any circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the accompanying policy statement, **except as listed by me below.**

Please list here:

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Print Name

Signature

Date

Executive Director