

Conflict of Interest Policy Together for West Africa (2G4WA)

Article I

Purpose

The purpose of the conflict of interest policy is to protect the interests of Together for West Africa (hereafter, referred to as 2G4WA or 2G4WA of MS) when 2G4WA is contemplating entering into a transaction or arrangement that might benefit the private interest of the corporate or board officers and directors of 2G4WA of MS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

Interested Person

The CBF Field Personnel (operating as CEO/CFO), Officers of the Board, Directors of the Board, or members of a committee to which the 2G4WA Board delegated powers, who have a direct or indirect financial interest, as defined below, are interested persons.

Financial Interest

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

- An ownership or investment interest in any entity with which 2G4WA of MS has a transaction or arrangement, or
- A compensation arrangement with 2G4WA of MS or with any entity or individual with which 2G4WA of MS has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which 2G4WA of MS is negotiating a transaction or arrangement, or
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the 2G4WA Board of Directors or committee decides that a conflict of interest exists.

Article III

Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the 2G4WA Board members and members of committees with 2G4WA Board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she must leave the 2G4WA Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining 2G4WA Board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the 2G4WA Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The Secretary of the 2G4WA Board, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the 2G4WA Board or committee shall determine whether 2G4WA of MS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the 2G4WA Board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in 2G4WA of MS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- If the 2G4WA Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 2G4WA Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the 2G4WA Board and all committees with 2G4WA Board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the 2G4WA Board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- A voting member of the 2G4WA Board who receives compensation, directly or indirectly, from 2G4WA of MS for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from 2G4WA of MS for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the 2G4WA Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from 2G4WA of MS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

The CBF Field Personnel (operating as CEO/CFO), the Secretary, other principal officers and members of a committee with 2G4WA Board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy, and
- Has read and understands the policy, and
- Has agreed to comply with the policy, and
- Understands 2G4WA of MS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

- To insure 2G4WA of MS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - Whether partnerships, joint ventures, and arrangements with management organizations conform to 2G4WA of MS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, 2G4WA of MS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the 2G4WA Board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

The Conflict of Interest Policy was approved at a meeting of the board of directors on **July 5, 2019**.

Secretary

Date