



CONFLICTS OF INTEREST POLICY

It is the policy of International Medical Corps that staff members should avoid situations in which their personal financial interests or loyalties could conflict with the best interests of International Medical Corps. Employees, board members, volunteers, and partners are responsible for conducting International Medical Corps business fairly, impartially and in compliance with this Conflicts of Interest Policy. Using good judgment and making timely disclosures are key to complying with this Policy.

For this Policy, “immediate family” includes your spouse or domestic partner, the children, parents, brothers and sisters of you and your spouse or partner, as well as other relatives who share your home or otherwise are dependent on you or your spouse or domestic partner for financial support.

Seeking Guidance and Resolution

Conflicts of interest are sometimes difficult to recognize. If you have any questions about whether a conflict exists or how to ethically handle any situation, consult with your Country Director, Headquarters supervisor, or Director of International Human Resources, as applicable, or the Human Resources Generalist at Headquarters. If you are in doubt about whether a conflict exists, you should always fully disclose all information. International Medical Corps is committed to assisting you in determining whether a conflict actually exists and in deciding on an appropriate solution.

To protect your personal integrity and the integrity of International Medical Corps, you must ethically handle conflicts of interest. It is your responsibility to protect International Medical Corps’ best interests by exercising sound business judgment and refraining from activities that might interfere with your ability to make appropriate decisions. In other instances, International Medical Corps may implement procedures to mitigate the conflict, such as requiring that you refrain from making or participating in decisions on behalf of International Medical Corps that might affect an organization in which you have a personal interest. These are issues that must be worked through and resolved with your Country Director or Headquarters supervisor and Human Resources at Headquarters, in consultation with the General Counsel as needed.

Conflicts of Interest and Business Conduct

Conflicts of interest arise when your position or responsibilities at International Medical Corps present an opportunity for personal gain, profit, or benefit for you or your immediate family, or when your interests or loyalties may be different from those of International Medical Corps. If an outside interest could impact your judgment or in any way interfere with your duty to act in the best interests of International Medical Corps, there is a conflict. Some conflicts of interest may be resolved through disclosures, authorized waivers, and taking alternative steps.

A conflict of interest may arise in any number of situations and it is not possible to describe each and every instance. The following examples are meant to illustrate common conflicts of interest. *This is not meant to be an exhaustive list of such conflicts.*

1. Prohibited Conflicts of Interest

No staff member may participate in the selection, award, or administration of an International Medical Corps contract, procurement, or grant agreement, if a conflict of interest would be involved. A real or potential conflict could arise when any of the following parties has a current or future financial or other interest in the party selected for a contract, award, or any transaction with International Medical Corps: you; your immediate family member; your business associate; your agent; any member of your business associates' and agents' immediate family; or an organization which employs or is about to employ any of these parties. (A business associate is a person or a company who has some degree of involvement in your own business dealings or in your immediate family's business dealings.)

No staff member should be involved in hiring a family member or directly supervise a family member.

No staff member may in any way be involved in hiring or supervising a person with whom he/she has a personal (romantic) relationship.

2. Other Potential Financial or Loyalty Conflicts

If you, your immediate family member, your partner, or business associate, has or is considering a financial or business interest (for example, as a business partner, investor, borrower, lender, beneficiary, paid or unpaid board member or trustee, or is an employee or consultant) in any organization that International Medical Corps does business with or competes against (such as a contractor, consulting firm, vendor, donor, or partner), you should immediately disclose this information to the Country Director and the Human Resources Department at Headquarters. If International Medical Corps determines that the interest presents an actual or potential conflict, you may be directed to take appropriate steps to avoid or resolve the conflict.

If a staff member is indirectly supervised by another staff member who is a family member, a potential conflict of interest exists. You should immediately disclose this information to the Country Director or your supervisor at Headquarters, and the Human Resources Department at Headquarters. International Medical Corps will determine whether a conflict actually exists and decide on an appropriate solution.

3. Outside Employment or Board Membership

You must be careful not to allow outside employment, board membership with another organization, or other activities interfere with your responsibilities and duties to International Medical Corps or the quality of your work. Employees who wish to work or perform the same services they perform for International Medical Corps for anyone other than International Medical Corps must first obtain written approval from the Country Director and the Human Resources Department at Headquarters, if such work or services are similar to what they perform for International Medical Corps. This includes, for example, entering into or carrying on any business or professional activity with

another organization or person that competes with International Medical Corps, accepting a significant leadership position, including board membership, in another organization (with or without compensation), or running for public office.

You must avoid compromising International Medical Corps' reputation or implying support or sponsorship by International Medical Corps of another organization. **You may not use International Medical Corps' time or resources to further non-International Medical Corps business.**

4. Organizational Conflicts of Interest

In addition to personal conflicts of interest, organizational conflicts of interest are prohibited and must be disclosed to the Country Director and to the Human Resources Department at Headquarters. An organizational conflict of interest can occur if International Medical Corps is unable to be impartial in conducting a given procurement action involving any of its affiliates, such as International Medical Corps UK.

5. Use of Proprietary Material

You may not use any International Medical Corps property or information learned at International Medical Corps for personal financial gain or to compete with International Medical Corps.

6. Exchanging Business Courtesies, Gifts and Gratuities

International Medical Corps' reputation and success are based on the integrity of our staff. While the exchange of business courtesies and gratuities can help build business relationships, accepting or providing business courtesies and gratuities that are excessive or inappropriate can harm International Medical Corps. Business courtesies can be viewed as attempts to influence the performance of duties and could create a conflict of interest. You should refrain from: offering, promising, soliciting or accepting cash, gratuities, favors, gifts or anything of value (except gifts of a nominal value) in return for an advantageous position. Staff members and their immediate family should never accept or offer cash, gifts (except gifts of nominal value) or any special discounts, loans or anything else of value from or to any person or organization doing, or seeking to do, business with International Medical Corps. The meaning of "gifts" for purposes of this Policy includes the acceptance or offer of entertainment and free travel and lodging. You should never accept or request anything as a "quid pro quo" or as part of an agreement that you or International Medical Corps do something in return for the gift. You should never accept any gift from a supplier that is the subject of a request for proposal (RFP) or that is currently negotiating a contract or other agreement with International Medical Corps.

The rules on accepting gifts, entertainment, travel or lodging, or anything of monetary value from vendors, contractors, parties to subagreements, or other persons or companies that do business with International Medical Corps, by you or a member of your immediate family, are as follows:

- You may accept an unsolicited gift that has a nominal value, such as pens, stationery, or chocolates. All gifts should be disclosed to your supervisor and shared with colleagues at your site or in your office, or should be provided to International Medical Corps for its use.

- Any gift with a greater than nominal value should be returned with a note that you are not allowed to accept it. You may choose to refuse any gift given with an expectation of favorable treatment even if the value of the gift is only nominal.
- Invitations from potential business partners, suppliers or vendors to work-related receptions, lunches or dinners can be accepted only if the intention is to discuss work matters.
- Social invitations from current or potential business partners, suppliers or vendors involving substantial hospitality (such as accommodation) must always be declined.

Any gift or other courtesy that you offer in connection with International Medical Corps business should be a customary and commonly accepted business courtesy, offered only occasionally and in good taste. To the extent possible, try to anticipate and avoid situations that might lead to your being offered an unacceptable business courtesy. One way to do this is to make sure all parties are aware of International Medical Corps' policy on gifts, entertainment and courtesies.

There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. See the *Anti-Bribery Policy* for further information on gifts and public officials. You must not provide gifts or anything of value to government officials or employees or members of their families in connection with International Medical Corps business or projects without prior written approval from the Human Resources Department at Headquarters. In addition, never provide gifts or anything of value to those individuals who are auditing International Medical Corps on behalf of our donors.

Stricter rules apply to staff who are members of the logistics department or are otherwise in a position to buy goods or services for International Medical Corps or to influence such purchases. Employees engaged in procurement for International Medical Corps must follow the additional standards set forth in the *Procurement Manual*.

Conflicts of Interest Disclosure

If you have a conflict of interest or potential conflict of interest, you are required to disclose it to your Country Director and to the Human Resources Department at Headquarters. If the potential conflict involves the Country Director, it should be disclosed to the Country Director's supervisor and Human Resources at Headquarters. In addition, International Medical Corps may require you to complete a Conflict of Interest Disclosure annually. However, regardless of whether or not you are required to complete a disclosure form annually, you are required to disclose conflicts as soon as you become aware of them. Do not wait for the annual disclosure form to alert International Medical Corps to conflicts.

Reporting Potential or Actual Conflicts of Interest

To report concerns about potential or actual conflicts of interest, you may speak to your Country Director, the Human Resources Department at Headquarters (email: HumanResourcesAtHQ@InternationalMedicalCorps.org), the Legal Department, or any supervisor you are comfortable speaking with, or report anonymously by using the Reporting Hotline.

The International Medical Corps Reporting Hotline is a comprehensive reporting system in which staff can file secure, anonymous reports via phone or Internet. This system is hosted and managed by EthicsPoint—a leading industry provider of confidential reporting systems. Hotline specialists can be reached 24 hours per day, 7 days per week to assist with reporting, as well as to provide guidance on whether a situation may be a cause for concern. How to submit a confidential report anytime from anywhere:

- Via phone: Call your respective country hotline at the number listed at www.internationalmedicalcorps.ethicspoint.com
- Via Internet: Go to www.internationalmedicalcorps.ethicspoint.com > “File a new report”

If access to the above EthicsPoint portal or telephone number is not possible, please contact report@InternationalMedicalCorps.org for further instruction, or contact Petar Ivankovic, Compliance Auditor, at +385 21 549 982 or pIvankovic@InternationalMedicalCorps.org with any questions.

All information received will be reviewed so that an appropriate investigation may be conducted if warranted.

Safeguards

- **No Adverse Action**
No adverse employment action, such as termination or counseling, will be taken against any staff member in retaliation for reporting allegations which the staff member reasonably believes to be true.
- **Harassment**
Harassment of any staff member who has reported a concern will not be tolerated. If harassment is found to have occurred, appropriate disciplinary action, up to and including termination, will be taken against the harasser.
- **Confidentiality**
International Medical Corps will maintain confidentiality in the investigation of any allegation. Investigations and the results of investigations will be discussed only on a need-to-know basis.
- **Anonymous Allegations**
Staff are encouraged to submit their names with the allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified.

Consequences of Violation

Subject to applicable law, violations of this Policy may result in disciplinary action, up to and including termination of employment.