



Conflict of Interest Policy

Note: Nothing in this Policy shall be taken as overriding anything required by Dutch law or the provisions of the Built By Nature Articles of Association.

INTRODUCTION

- All potential, actual or perceived conflicts of interest or conflicts of commitments / outside positions must be avoided. Where this is not possible, they must be disclosed and registered centrally.
- All staff must be aware of actual and potential conflicts of interest which occur when their private, personal, professional and/or financial interests that may have an effect on the decisions that she or he makes on behalf of the organisation; the quality of work done; and the best interests of the organisation.
- It is, however, inevitable that actual or potential conflicts of interest will occur from time to time, and these do not necessarily reflect the integrity of the individual(s) concerned. This Policy therefore focuses on the mitigation of conflicts, rather than their prevention as such. It is important to be aware, though, that even the appearance of a conflict of interest may damage Built By Nature's (BbN) reputation, so conflicts need to be managed carefully.

DEFINITIONS

- **Conflict of interest:** a situation whereby a stakeholder (directly, or through close personal relations) could benefit (financially or otherwise) from a transaction or business decision of BbN or its affiliated entities. Whether an actual, potential or perceived conflict of interest occurs is highly contextual. For example, a conflict of interest can occur when a BbN stakeholder:
 - Holds a remunerated or decision-making position (e.g. board member) at an organisation to whom BbN intends to offer a grant or service contract
 - Is involved in approval of a grant or contract with an organisation where their direct family members or close friends are working,
 - Will receive or has received a financial or reputational gain as a result of a business transaction by BbN (e.g. nominated to a board position afterwards).
- **Conflict of commitment:** may occur when an outside position requires a commitment of time or effort during office hours that directly or indirectly affects the stakeholder from meeting his or her obligations to BbN.
- **Outside position:** is defined as a role, interests or appointment, which can be remunerated or not, with any commercial, not-for-profit organisation or governmental or advisory body, operating in the space that is relevant to the activities of BbN or any of its affiliates. Examples of outside positions are:
 - Trustees or board memberships at an NGO or social enterprise.
 - Employment consultancies, and teaching assignments.

- Advising/counselling a public welfare organisation or multi-stakeholder platform (e.g. municipality, World Economic Forum).
- **Transaction:** is described as an event involving an interchange of goods, money or services between two or more parties.

KEY PRINCIPLES

- BbN expects its stakeholders to always act with integrity and professionalism, keeping in mind the best interests of BbN and its partners, in accordance with our Code of Ethics.
- Stakeholders are defined as any temporary or permanent staff member, including contractors, and Board member or member of any committee of BbN under this policy.
- All full-time staff members are expected to accord BbN as their primary professional concern and commitment, unless explicitly agreed in their employment agreement or terms of engagement.
- When stakeholders are involved in the preparation of any transaction, they should first assess the likelihood of a potential or perceived conflict of interest or conflict of commitment.
- Any actual, potential or perceived conflicts of interest or conflicts of commitment must be immediately disclosed to the line manager or the respective BbN contact person.
- Outside positions, commitments and interests should only be accepted if they do not conflict, directly or indirectly, with the stakeholder's overarching commitment to BbN or this policy. In case of doubt, stakeholders are encouraged to reach out to their line manager or the Head of Operations for advice.
- All stakeholders are required to disclose all remunerated or non-remunerated outside positions to their line manager or respective BbN contact person at the time of their first contact.
- All remunerated outside positions or interests are subject to the acceptance and written approval of the line manager. All such positions must be recorded in a central register, maintained by the Head of Operations.
- Any referral by the stakeholders to an organisation that could become a potential grantee, supplier or employee of BbN is not necessarily a conflict of interest, as long as the referrer is not the decision maker. However, to avoid any perception of a conflict of interest, transparency about the involvement of the referrer is paramount.
- Failure to disclose a conflict or abide by this policy may result in disciplinary action, including termination of agreement and/or removal from the BbN governance body.

PROCEDURES

1. To record, monitor and manage conflicts, all Board members, staff and BbN stakeholders are asked to complete the attached form on appointment and then annually, or as soon as possible after a change in circumstances giving rise to any actual or potential conflict and confirm their compliance with this policy. The responses will be shared with the Board, so that they may discuss and agree any necessary actions to mitigate identified conflicts. Responses will also be kept by the organisation in a 'Register of Interests' for future reference.
2. Before entering into a grant or business transaction:
 - a. Any stakeholder involved in the preparation of a transaction on behalf of BbN or its affiliated entities should, acting in good faith, consider whether an actual, perceived or potential conflict of interest could occur, taking into account the principles of this policy.
 - b. If the stakeholder is concerned that there is a risk of conflict of interest, the stakeholder should notify these concerns immediately to their line manager or contact person at Laudes Foundation and cease direct involvement in the transaction.
 - c. The line manager or contact person should assess the severity of a conflict and decide whether to continue involving the stakeholder in that specific transaction or relationship. The stakeholder can never be in a decision-making position for that specific transaction or business relationship. When in doubt, the line manager or contact person can reach out to the Head of Operations for advice on how to assess the potential or perceived conflict.
 - d. All potential, actual or perceived conflicts of interests will be recorded in a central register, available via this form or sent by email to complaints@builtbn.org.
3. Assessing an outside position:
 - a. If a stakeholder has previously accepted an outside position before the publication of this policy, the stakeholder is expected to disclose the outside position to his or her line manager via this form.
 - b. If a stakeholder has been invited to accept a new outside position or is planning to apply for one, that stakeholder should inform his or her line manager or contact person before accepting the outside position.
 - c. The line manager or contact person will assess whether there is an actual, potential or perceived conflict of commitment, consulting with the Head of Operations.
 - d. The outcome (i.e. approval or rejection) of this assessment will be communicated formally to the stakeholder, and recorded in the 'Register of Outside Positions', maintained by the Head of Operations.



DETAILS	
Version	1.1
Owner	CEO
Board Approval	September 2023
Last Update Date	August 2023



ANNEX - CONFLICT OF INTEREST STATEMENT

Please select one of the boxes below:

- I declare that I have no actual or potential conflicts of interests that may affect my role with, or as a Board member and/or staff of, Built By Nature (BbN).
- I declare that I have potential or actual conflicts of interest, as detailed below that may affect my role as a Board member and/or Committee member and/or staff of Built By Nature (BbN). I consent to these being logged in the 'Register of Interests'.

By signing this Statement, I acknowledge that I am responsible for updating the Company should any potential or actual conflicts of interest arise or change in the future.

If it is later discovered that relevant information has not been provided or is inaccurate or materially incomplete, then this may lead to appropriate action being taken by the Board of Built By Nature (BbN) under its Articles of Association, including removal from office.

Full Name: _____

Place: _____

Date: _____

Signature: _____

If you have selected the second option above – Please add the details of the potential or actual conflict of Interest below

