

Conflict of Interest Policy of the Initiative for the Advancement of Education in Africa (IAEA)

EIN: 113841609

Article I - PURPOSE

The purpose of the following policy and procedures is to complement the IAEA bylaws to prevent the personal interest of staff members, officers, board members and volunteers from interfering with performance of their duties to IAEA, or result in personal, financial, professional, or political gain on the part of such persons at the expense of IAEA, its members and supporters. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Article II - DEFINITIONS

Conflict of interest means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, board members and volunteers of IAEA. Board means the Board of Directors.

Officer means an officer of the Board of Directors.

Volunteer means a person - other than a board member - who does not receive compensation for services and expertise provided to the IAEA and retains independent decision-making authority to commit resources to the corporation.

Staff members mean a person who receives all or part of her/his income from the payroll of IAEA.

Member means a member of IAEA in full standing with his or her membership dues paid to the IAEA.

Supporters mean corporations, foundations, individuals, 501(c)(3) non-profits, and other non-profit organizations that contribute to IAEA.

Article III - POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - A board member is related to another member or staff member by blood, marriage or domestic partnership.
 - A staff member in supervisory capacity is related to another staff member whom she/he supervises.
 - A board member, a board member's spouse, domestic partner, blood relation, business partner, or the board member's organization stands to benefit an IAEA transaction, or a staff member of such organization receives payment from IAEA for any subcontract, goods, or service other than as part of her-his regular job responsibilities or as a reimbursement for reasonable expenses incurred as provided in IAEA policy.
 - A board member's organization receives funding from IAEA.
 - A board member or staff member of the governing body of a contributor to IAEA.
 - A volunteer working on behalf of IAEA who meets any other situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors or an appointed committee by the Board of Directors shall determine whether a conflict of interest exists, and if so, the Board of Directors shall vote to authorize or reject the transaction or take any other

action deemed necessary to address the conflict and protect IAEA's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum, provided that at least one consenting director is disinterested. The interested person shall leave the Board of directors or committee meeting while the determination of conflict of interest is discussed and voted upon.

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3. Any interested board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or any committee thereof, in which the subject of the discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board member.
4. If the Board of Directors or committee has reasonable cause to believe that a person in a position of trust has failed to disclose actual or possible conflicts of interest, it shall inform them of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
5. If, after hearing the person in a position of trust response and after further investigation, the Board of Directors or committee determines that a person in a position of trust has failed to disclose an actual or possible conflict of interest, the board shall take appropriate disciplinary action.
6. The minutes of the Board of Directors and all committees with board delegated powers shall contain:
 - The name of the persons who disclosed or were otherwise were found to have 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 Board of Directors' 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.
7. Anyone in a position to make decisions about spending IAEA's resources (i.e. transactions such as purchases contracts), who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises (or become apparent); she/he should not participate in any final decisions.
8. A copy of this policy shall be given to all board members, officers, staff members, and volunteers upon commencement of such person's relationship with IAEA or at the official adoption of this 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.
9. Each board member, officer, staff member, and volunteer shall annually sign a statement which affirms such person:
 - Has received a copy of this conflicts of interest policy,
 - Has read and understands the policy,
 - Has agreed to comply with the policy, and

- Understands that IAEA is a non-profit corporation 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.

**The IAEA Corporation
Conflict Of Interest Disclosure Form**

All specified parties, as identified in the IAEA Corporation's Conflict of Interest Policy Statement, must file this form annually.

Ratified by the IAEA Board of Directors on **September 28, 2008**.

_____ I have no conflict of interest to report.

_____ I have the following conflict of interest to report (please specify).

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

Signature and Date

Printed Name

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