



Disclosure of Board Relationships Policy

Adopted by the Worldwide Fistula Fund Board of Directors on September 19, 2020, Revised 5/7/21, Revised 12/17/22 per Bylaws

ARTICLE XII DISCLOSURE OF BOARD RELATIONSHIPS POLICY

12.01 Introduction and Purpose

Due to the complexity and diversity of financial and other relationships at an individual, workplace, and national level, this disclosure policy supports having potential financial or other relationships. However, disclosure of financial, social and other business endeavors outside of the Worldwide Fistula Fund (WFF) is important as decisions made in the interests of WFF should be made without an existing or perceived conflict of interest (COI). The purpose of this policy is to manage the interface of WFF activities and these disclosed relationships (ie competing interests or appearance of competing interests) to ensure independence, objectivity and rigor in WFF mission and interests. The process is not meant to be punitive, but one where if potential conflicts exist or develop, they can be openly managed.

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.

12.02 Time of Disclosures

Annually, a request for disclosures is elicited and a form to list said disclosures is provided.

12.03 Definitions

(a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a relationship that can be designated as having a direct/indirect or non-financial interest, as defined below, is an interested person.

(b) Personal Interests

All interested persons have personal interests that may not, at times, be aligned with the interests of the WFF. These personal interests may be financial, academic, professional, etc. Financial interests are typically the most common and important of these issues. A person has a financial interest if the person has at present or over the preceding twelve months, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Personal interests including financial and non-financial interests are not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee makes that determination, after discussion with the Interested Person, that a conflict of interest exists. The critical concern to the WFF is that all relationships be fully disclosed so that they may be properly evaluated to determine if a conflict exists. The WFF Executive Director will be responsible to review annually submitted Relationship Disclosure Forms and provide the Executive Committee with a summary of the relationships of all Directors.

12.04 Means and Conditions of Disclosure

Any and all disclosures should be made and submitted to the WFF Executive Director who will then share them with the Executive Committee and subsequently with the full board. Disclosures are kept for one year. Ascertainment of COI is worked out between the Executive Committee Chair and an individual board member prior to every board meeting and a management plan determined as indicated. This is meant to be proactive and minimize awkwardness at the time of the board meeting. At each board meeting, the Board Chair will ask board members to note if there are any further potential conflicts of interest since May disclosure.

12.05 Disclosures Requiring Management

Any financial or intellectual relationship with a for-profit or non-profit entity that supports, makes, competes with, or markets products, activities or ideas related to activities of the WFF may require management within the WFF including:

- (a) A connection with any relationship of any potential relevance to maternal health, an interested person must disclose on a standard form provided the existence of the personal interests including a designation of financial or non-financial interests and be given the opportunity to disclose all material facts.
- (b) Pertinent financial relationships over the past 12 months will be disclosed.
- (c) Upon receipt of the summary of all such disclosures from the Executive Director, the Executive Committee shall determine if further discussion with an Interested person regarding a potential conflict of interest is needed, after which the Executive Committee will make a determination.

12.06 COI Management Strategies

If the Executive Committee determines COI exists, it will be managed by:

- Disclosure to the full board and monitoring as management
 - Interested person will not participate in discussion prior to, or votes on proposals where conflict exists
 - Interested person may Divest self
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- a. An interested person may make a presentation at the governing 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 an existing conflict of interest.

Disclosure of Relationships Form

I have read the Worldwide Fistula Fund Disclosure of Relationships Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Worldwide Fistula Fund Board or committee member. If at any time following the submission of this form I become aware of any ***actual or potential*** conflicts of interest , or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Worldwide Fistula Fund Chair in writing.

**Please provide the following: Name of organization and organization URL
(feel free to copy/paste into boxes below)**

1. NAME:

URL (copy and paste):

2. NAME

URL (copy and paste):

3. NAME

URL (copy and paste):

4. NAME

URL (copy and paste):

PLEASE ATTACH ADDITIONAL FORMS AS NEEDED.

Signature: _____

Name Printed: _____ Date: _____