

Global Conflict of Interest Policy- IJM Representatives

Policy Author:

Global Governance Officer

Policy Owner:

Office of General Counsel

Scope/Eligibility:

IJM Representatives (IJM employees, contingent workers, and volunteers.).

(As required by its terms, the Chief Executive Officer shall follow the process for review of conflicts of interest set out in the Board Policy Regarding Conflicts of Interest.)

Version:

2.0

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April 2024

¹ As a general rule, this policy applies to Representatives, because it is expected that third parties such as consultants are not authorized to make commitments on behalf of IJM. To the extent there are exceptions to this rule, however, this policy shall be extended to cover any person making commitments on behalf of IJM. Nonetheless for convenience, the term "Representatives" is used.



IJM

Questions? Contact: legal@ijm.org

Section 1: Framing

Philosophy Statement

As a non-profit organization, International Justice Mission (“IJM”) should be transparent in all our activities. A conflict of interest occurs when individuals' obligation to further IJM’s charitable purposes is at odds with personal interests. All Representatives are expected to act with integrity when dealing with government agencies, mission and relief and development organizations, other agencies, sponsors and donors, suppliers, fellow employees, nationals, and the general public. At the same time, IJM Representatives have a wealth of connections that can be used to benefit IJM. It is not prohibited for IJM Representatives to utilize their connections, only for IJM Representatives to do so in a manner that does not put personal interests above IJM’s interests. This policy articulates requirements and a transparent process for ensuring IJM and its people are above reproach when utilizing their connections for the benefit of IJM.

Purpose

- Promote full transparency in all IJM’s dealings and ensure IJM is above reproach.
- Ensure all commitments made on behalf of IJM are made in IJM’s best interest, and not in the personal interest of the decision maker.
- Empower IJM Representatives to use their resources and connections on IJM’s behalf while clarifying disclosure and review requirements in the event of a potential conflict of interest.

Context and Authority

Government bodies, charity oversight bodies, and granting institutions all require a charity’s board of directors to adopt and regularly evaluate a written conflict of interest policy that requires directors and IJM Representatives to act solely in the interests of the charity without regard for personal interest; includes written procedures for determining whether a relationship, financial interest, or business affiliation results in a conflict of interest; and prescribes a course of action in the event a conflict of interest is identified. For example, in the United States, where IJM, Inc. is incorporated, the annual required tax filing¹ asks whether an organization has a written conflict of interest policy, and whether it regularly and consistently monitors and enforces compliance with the policy. IJM’s Board also requires this policy, in Board Policy Manual Section 2.3.3 and Section 5.5. Additional specific legal requirements vary by jurisdiction; where local law is more restrictive than this policy, local law shall supersede this policy. Per the IJM Inc. Board Policy Manual, “IJM Representatives authorized to make commitments on behalf of IJM [must be] in a position to make those commitments free from any distracting economic, familial or other conflicting interest and [...] commitments [must be] made in the best interest of IJM.”

¹ IRS Form 990 Part VI, Section B, Line 12.

Section 2: Policy

Statement of Policy

AVOIDING CONFLICT OF INTERESTS

It is the policy of IJM to conduct all operations according to the highest ethical standards. In accordance with these standards, IJM shall conduct its affairs above reproach, with the highest level of integrity, and shall avoid conflicts of interest.

- IJM Representatives have the responsibility to administer the affairs of IJM honestly and prudently, and to exercise our best care, skill, and judgment for the sole benefit of IJM and those we serve.
- IJM Representatives must exercise the utmost good faith in all transactions on behalf of IJM, and not use positions with IJM, knowledge gained from IJM, or any IJM asset for personal benefit.
- IJM's interests must have the first priority, and all purchases of goods and services must be effected on a basis that secures IJM full competitive advantage.

CORE OBLIGATIONS

You must not have any direct or indirect conflicts of interest in your dealings on behalf of IJM, unless first disclosed and approved pursuant to IJM's conflict of interest process.

- The fact that you have a potential conflict of interest such as those described below does not necessarily mean that an actual conflict of interests exists, or that if a conflict exists, it is sufficiently material to be of practical importance or adverse to the best interests of IJM. Your obligation is to disclose the existence of any perceived or potential conflict as soon as possible after the potential conflict is discovered, and at minimum, before a transaction takes place, in compliance with IJM's conflict of interest process.
- You are required to proactively assess both your dealings on behalf of IJM and your outside business interests and relationships for potential conflicts and make any required disclosures as soon as you become aware of them, and at minimum, before a transaction takes place.
- In accordance with [IJM's Bribery, Extortion and Improper Dealings Policy](#), you must not seek or accept from, or make an offer to, any gift, gratuity, entertainment, travel or other item or service of material value² from any person or organization doing business or seeking to do business with IJM.

NATURE OF POTENTIAL CONFLICTS

A potential conflict of interest is present when an IJM Representatives member may enjoy a financial or other personal benefit from a decision he or she could make in his or her capacity within IJM. For example, the following situations are examples that could involve a conflict of interest:

- Owning a company, or a significant part of a company, contracting with IJM.
- Holding office, serving on the Board of Directors, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with IJM.
- Using IJM's representatives, equipment, supplies, or goodwill for other than approved activities, programs, and purposes.
- Receiving personal, material gifts or loans from third parties (excluding commercial financial institutions doing business with IJM).
- Obtaining an interest in property that IJM might consider buying or leasing.
- Expending material IJM Representatives' time during normal business hours for personal affairs or for other organizations, civic or otherwise, to the detriment of work performance for IJM.

- Providing excessive or unreasonable benefits to third parties, on behalf of IJM, or receiving excessive or unreasonable personal benefits from third parties while acting on IJM's behalf.

Conflicts or potential conflicts may be direct or indirect. An indirect conflict involves a situation when the IJM Representative does not directly experience a benefit but may indirectly experience a benefit through his or her relationships. For example, a company owned by an IJM Representative member's family member or awarding business to a supplier where a family member is working.

IJM Representatives must be aware of situations that might appear to create a conflict of interest and err on the side of disclosure to protect IJM's reputation and good standing.

REVIEW OF POTENTIAL CONFLICTS

Existing or potential conflicts concerning IJM Representatives shall be disclosed, reviewed, and evaluated pursuant to this policy along with IJM's internal policies and processes governing contracts, procurement, expense approval, and hiring.

- A potential conflict of interest must be reviewed by a non-interested person (typically the potentially conflicted party's manager).
- The person with the potential conflict of interest shall not have the authority to approve a decision on behalf of IJM with the related party.

² For purposes of this policy, reasonable and customary gifts of memento advertising (e.g., calendars, pens, mugs, and the like), or an occasional meal (not excessive in cost) are *not* deemed to be an item of material value

Decisions and Authority

Item	Recommend	Agree	Perform	Input	Decide
Disclosing Conflict of Interest	All Representatives		All Representatives	<i>Optional:</i> Regional Counsel	N/A
Reviewing and approving disclosed conflicts			Non-Conflicted Manager; If GLT member, committee established by GC	<i>Optional:</i> Regional Counsel	Non-Conflicted Manager; If GLT member, committee established by GC If GC, then CFO
Approving and amending global policy	Global Governance Officer; Legal Officer			Regional Counsel; Enterprise Governance	General Counsel
Enforcing the policy	OGC		Manager		

Definitions and Terms

For Reference

- **Common definitions:** Common terms related to on governance or frequently used IJM terms.
- **IJM's global glossary of terms:** IJM's full global glossary of terms.

Term	Description	Example
Potential Conflict of Interest	A potential conflict of interest is present when an IJM Representatives member may potentially enjoy a financial or other personal benefit from a decision he or she could make in his or her capacity within IJM.	
Indirect Conflict of Interest	An indirect conflict involves a situation when the IJM Representatives member does not <i>directly</i> experience a benefit but may <i>indirectly</i> experience a benefit through his or her relationships.	
IJM Representatives	IJM employees, contingent workers, and volunteers.	

Section 3: Procedures and Resources

Global Procedures

Action	Procedure	Who is Responsible?
Disclose potential conflicts of interest	Email manager and legal@ijm.org .	Any individual with an actual or potential conflict, whether direct or indirect
Review and approve potential conflict of interest	<p>IJM Representatives' direct manager review potential conflict of interest to ensure the decision is in the best interest of IJM, via the Conflict of Interest Disclosure and Evaluation Guide.</p> <p>If involves GC, CFO serves as a decision-maker. If involves a member of GLT, GC convenes a disinterested review committee. For other IJM Representatives, the decisionmaker may convene a disinterested committee if desired, to support review. Any decisionmaker may consult the OGC, to support review.</p> <p>The conflicted person may provide information but may not participate in the decision-making in any form, including being present during any deliberations regarding the matter.</p> <p>Approve or deny the decision in writing, noting the non-conflicted nature of the evaluation and approval, carbon copying OGC.</p> <p>Regional Counsel or OGC logs approved conflict.</p>	<ul style="list-style-type: none"> • Manager • CFO, as applicable (see description) • GC, as applicable (see description) • Regional Counsel, as applicable
Track and report potential conflicts of interest	Track potential conflict of interest and required approval, and report to General Counsel as requested annually	Regional Counsel

Regional or Country Addenda and/or Exceptions

- None at this time

Related Policies or Standards

- [Global Contracts Policy](#)
- [Global Standards for Implementing Partnerships](#)
- [Global Conflict of Interest Policy – Board](#)
- [Corporate Governance SharePoint page](#) - Refer to the Board Policy Manual
- [Global Gifts Policy](#)

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Training Resources, FAQs

- Conflict of Interest FAQs (Coming soon)

Enforcement

- Potential conflicts of interest are reported to the IJM Inc. Board.
- Failure to disclose a conflict will result in consequences for all IJM Representatives, including up to termination and compensating IJM as legally permitted.