



Zaluso Arts Conflict of Interest Policy

1 About this Policy

The purpose of this Policy is to ensure that all potential conflicts of interest are identified and addressed in an appropriate and timely manner.

This Policy applies to the Zaluso Arts Board, all Zaluso Arts team members, artists, including affiliate organisations, and to all paid and unpaid consultants, contractors, interns, and volunteers that provide supplies, services or support, to Zaluso.

All such parties are referred to as “employee” in this document. This Policy also applies to Zaluso Arts’ partners, vendors and other third parties, where it is included or referenced in a relevant proposal, agreements, memorandums, purchase orders or contracts

2 Policy Statement

It is the policy of Zaluso Arts to conduct our work in an honest, open and ethical manner and in compliance with applicable law.

This Zaluso Arts Conflict of Interest Policy is designed to ensure that all potential conflicts of interest are identified and addressed in an appropriate and timely manner in order to: •

- Protect the integrity of Zaluso Arts’ decision-making processes;
- Protect the integrity and reputation of members of the Zaluso Arts Board and employees and volunteers;
- Underpin and ensure stakeholder trust and confidence in Zaluso Arts as an organisation.

Conflicts of interest will occur. Even the appearance of a conflict of interest has the potential to damage Zaluso Arts’ reputation. For that reason, it is essential that all conflicts of interest and potential conflicts of interest are disclosed and managed correctly in accordance with this policy.

The purpose of this policy is to:

- Set out our responsibilities and the responsibilities of those working for or on behalf of us, in relation to observing and upholding our position on conflicts of interest; and
- Provide information and guidance to those working for or on behalf of us on how to identify and report potential conflicts of interest.

3 Approach

The approach adopted in this policy is one of disclosure rather than automatic prohibition of transactions that may give rise to a conflict of interest. Once disclosed, potential conflicts of interest will be considered and appropriate actions to address conflicts of interest will be decided on a case by case basis.

4 Who must Comply?

The policy applies to all parties as laid out in “1 About This Policy”.

5 Conflict of Interest Defined

You have a conflict of interest where your private interests compete or conflict (or appear to an observer to compete or conflict) with the interests of Zaluso Arts. “Private interests” include your own interests or those of your immediate family or an organisation in which you are involved. In other words, a conflict of interest arises where your ability to act impartially and objectively is or appears to be compromised for reasons involving family, personal life, financial interests, or other interests outside of Zaluso Arts.

Below is a non-exhaustive list of examples of conflicts of interest:

- A family or household member or an intimate friend is a director or the joint or sole owner of a supplier that Zaluso Arts is considering using.
- A family or household member or an intimate friend directly or indirectly leases, rents, buys or sells property to or from Zaluso Arts.
- An employee, volunteer or board member uses confidential information acquired as a result of their position within Zaluso Arts to further their private interests.
- An employee is a relative or intimate friend of a manager who makes decisions on job responsibilities, pay and promotions relating to that employee.
- An employee involved in deciding on recruitment is related to or in an intimate relationship with a candidate.
- A board member or employee provides advice or is otherwise involved in an organisation which competes for donor funding with Zaluso Arts.

When deciding whether a potential conflict of interest should be disclosed, consider the situation from the perspective of an outsider and if in doubt, err on the side of disclosure. Even an unfounded perception of impropriety can potentially be damaging to the reputation of Zaluso Arts. This policy cannot describe all conflicts of interest, and its application may be uncertain at times. You will need to exercise sound judgement and respect the spirit as well as the wording of this policy and to make sure that you avoid any appearance of impropriety.

6 Disclosure

Interests will be recorded on Zaluso Art’s register of interests, which will be maintained by the Zaluso Administration. The register will be accessible by the Board, and Senior Management Team.

The information will be processed in accordance with data protection principles as per General Data Protection Regulations. Data will be processed only to ensure that directors and senior staff act in the best interests of Zaluso Arts. The information provided will not be used for any other purpose.

Upon commencement of employment or appointment to the Board, each employee or director is required to disclose fully any interests such as relationships or posts held that could potentially result in a conflict of interest by completing the **Conflict of Interest Disclosure**

Form at Appendix 1. Thereafter all employees and directors are required to redeclare annually.

- This disclosure will be kept on file and updated as and when any other potential or actual conflicts of interest arise. It is the responsibility of every Zaluso Arts Board member and employee to report new conflicts of interest as they arise rather than waiting to be asked to update their declaration of interest.
- If you think you have a conflict of interest that you have not disclosed already, promptly update your conflict of interest disclosure form and give it to your line manager. If the line manager believes there is a conflict that warrants further discussion, s/he will share the information with the Executive Director. In all cases, the line manager will document the reporting of a possible conflict of interest and his/her decision to discuss with the Executive Director or not, as the case may be.
- In the context of a procurement that is put out to tender, each member of the relevant evaluation committee will complete and sign the Declaration for Members of The Tender Evaluation Committees at Appendix 2 prior to commencing the evaluation process.
- All potential or actual conflicts of interest which involve the use of funds received from institutional donors will be communicated to the Director of Programmes who is the acting Head of Compliance.

7 Responsibilities after Disclosure

- If you disclose a conflict, you must remove yourself from consideration of the underlying transaction. This means that you should excuse yourself from staff, Board and other meetings during consideration of the transaction. You should avoid discussing the transaction with colleagues, except your line manager, and then only if you have information relevant to the transaction. While you should not stray into the specific transaction, you may participate in more general deliberations, for example, about a programme field, that have no implications for Zaluso Arts relationship with the vendor or beneficiary.
- The Executive Director and/or the Audit, Finance and Risk Committee may waive all or part of these requirements, to the extent permitted under donor rules and agreements, if it is believed that your participation will not create actual or apparent impropriety.
- Staff, committee and Board meeting agendas will segregate matters that require a person to absent his/herself on grounds of conflict of interest, and the meeting minutes will describe the conflicts of interest, disclose any related discussions, explain the reasons for allowing a person to excuse themselves, and document compliance with these procedures. Where a quorum is required for any meeting, a person who has a conflict of interest will not be counted towards the quorum.

8 Other Steps to Address COI

In most cases it will be sufficient to remove the person affected from any involvement in the matter giving rise to the conflict of interest so that Zaluso Arts can proceed with the matter in an impartial and objective manner. However, in some circumstances, further steps may be required to

address a significant or on-going conflict of interest. These may involve recruiting a third party to assist, removing the individual affected from relevant duties, requiring an individual to relinquish a private interest or, in exceptional cases, resignation.

9 Sanctions

Violations of this policy may amount to misconduct and be subject to Zaluso Arts' disciplinary procedures up to and including dismissal.

10 Monitoring

Zaluso Arts shall monitor the implementation of this policy on a regular basis (minimum annually). This policy will be periodically reviewed and updated as appropriate.





10. APPENDIX
CONFLICT OF INTEREST DISCLOSURE FORM

Name

Date

Position

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Zaluso Arts and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (Please provide details and insert additional pages where necessary)

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge (having made reasonable enquiries)

I have reviewed, and agree to abide by, the Zaluso Arts Conflict of Interest Policy.

Signature

Date