



## War Child USA - Code of Conduct and Conflict of Interest Policy

### **Introduction**

This Code of Conduct and Conflict of Interest Policy (the "Code") applies to War Child USA Inc. and its affiliates/subsidiaries (collectively, the "Organization").

The Organization expects its employees (whether full-time employees or consultants) and officers ("employees") and members of its Board of Directors ("directors") and volunteers ("volunteers") to conduct the Organization's business with honesty, integrity, and in compliance with all applicable laws in a manner that excludes considerations of personal advantage or gain. This Code provides a set of behavioural standards required by the Organization towards other employees, directors, volunteers, beneficiaries, partners and vendors aligned to the Organization's moral and legal Duty of Care.

Each employee, director and volunteer are expected to read this Code and demonstrate personal commitment to the standards set forth in this Code. This Code is designed to deter wrongdoing and promote:

1. Accountability to the people the Organization works with.
2. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
3. Compliance with applicable governmental laws, rules and regulations.
4. Professional behavioral standards including the prevention of sexual exploitation and abuse.
5. Prompt internal reporting to an appropriate person of violations of this Code.

This Code is not intended to be a detailed guide for all situations. Employees and directors are also expected to comply with other workplace rules, as applicable, all of which supplement this Code.

The Organization's moral duty of care sets standards through this Code that are intended to surpass the legal minimum requirements, given the expectation within the sector that humanitarian organizations seek to enhance their practices and provide support for employees based on the principles of "Do No Harm"<sup>1</sup>. This is especially important given the higher-risk localities where the Organization operates.

### **Principles of War Child USA**

All employees, directors, and volunteers must conduct themselves and perform their duties in a manner consistent with the values, objectives, working principles, policies, and procedures of the Organization. As representatives of the Organization, employees, directors, and volunteers must avoid any actions that could reasonably be expected to adversely affect or give the appearance of adversely affecting the objectives, or public perception, of the organization. Specifically, the following three components outline the expectations towards all employees, directors, and volunteers:

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<sup>1</sup>Ref: UN Guiding Principles for Civil Affairs Work, Chapter 5, Section 5.4:  
[https://peacekeeping.un.org/sites/default/files/civil\\_affairs\\_handbook.pdf](https://peacekeeping.un.org/sites/default/files/civil_affairs_handbook.pdf)

## **1. Respect, Dignity and Discrimination**

- 1.1 The Organization is an independent, non-political and non-religious organization. The programs that are implemented in countries are neither political acts nor religious acts and are based upon the principles of “Do No Harm”.
- 1.2 Employees must treat all beneficiaries with dignity and respect and be sensitive to actions that could be misunderstood or appear disrespectful or intrusive, and must appropriately follow Informed Consent requirements. Employees, directors, and volunteers have a duty to treat the children, families, and communities we serve with dignity and respect and to ensure their safety and protection.
- 1.3 All employees, directors and volunteers must treat others with equality and dignity without regard to gender, marital status, family status, race, national or ethnic origin, colour, disability, religion, age, sexual identity, or sexual orientation. The Organization will not, under any circumstances, condone or tolerate any discriminatory conduct.
- 1.4 Employees should not, in carrying out their activities, discriminate between or deny participation to any ethnic or religious group.
- 1.5 The Organization affirms that assistance will not depend on the adherence of the recipients to any particular opinions or religion.

## **2. Sexual Exploitation, Abuse and Harassment**

The Organization recognizes the right of all beneficiaries to be protected from sexual exploitation, abuse and harassment.

The Organization abides by the Inter-Agency Standing Committee (IASC) Minimum Operating Standards for Protection from Sexual Exploitation and Abuse<sup>2</sup> for UN and non-UN staff following core principles:

- 2.1 Sexual exploitation and abuse by employees, directors or volunteers constitute acts of gross misconduct and are grounds for immediate termination of employment. The Organization has a zero tolerance approach to sexual exploitation and abuse.
- 2.2 Sexual activity with children (persons under the age of 18) is prohibited regardless of the local age of majority or age of consent. Mistaken belief in the age of a child is not a defense.
- 2.3 Exchange of money, employment, goods or services for sex, including sexual favors or other forms of humiliating, degrading or exploitative behavior, is prohibited. This includes exchange of assistance that is due to beneficiaries.
- 2.4 Sexual relationships between employees, directors, volunteers and beneficiaries are prohibited since they are based on inherently unequal power dynamics. Such relationships undermine the credibility and integrity of humanitarian aid work.
- 2.5 Where an employee, director or volunteer develops concerns or suspicions regarding sexual abuse or exploitation by a fellow worker, whether employed by the Organization or not, s/he must report such concerns via established by the Organization’s reporting channels.
- 2.6 Employees, directors and volunteers are obliged to create and maintain an environment that prevents sexual exploitation and abuse and promotes the implementation of this Code. Managers at all levels have particular responsibilities to support and develop systems that maintain this environment.
- 2.7 The Organization will not, under any circumstances, condone or tolerate any employee, director or volunteer engaging in a course of harassment, whether or not of a sexual nature, such harassment being defined as (but not necessarily limited to) vexatious comments or conduct towards another employee, director or volunteer or individual otherwise affiliated with the Organization that is known or ought reasonably to be known to be.

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<sup>2</sup> Ref: IASC – MOS-PSEA: <https://interagencystandingcommittee.org/accountability-affected-populations-including-protection-sexual-exploitation-and-abuse/content-1>

### **3 Financial Gain and Use of Assets**

- 3.1 All dealings with donors and beneficiaries will reflect accountability and transparency. The Organization aims to maintain high standards of professionalism and expertise.
- 3.2 Under no circumstances will employees, directors or volunteers offer or accept financial incentives, salary, or other personal favors from other parties during the period of the agreement/contract.
- 3.3 Staff will use the Organization's premises and assets with a sense of responsibility and for business use only, not for personal use. Use of those assets in such a manner that may compromise the Organization's credibility is not acceptable.
- 3.4 The Organization's employees, director, or volunteers will do nothing to obstruct the transparency of our actions nor will staff do anything to better themselves in a financial manner or to benefit themselves improperly.
- 3.5 All employees and directors have a duty to protect the Organization's assets and ensure the assets' efficient use. These assets include intellectual property such as trademarks, patents, business and marketing plans, salary information and any unpublished data and reports. Any unauthorized use or distribution of this information is a violation of this Code.

### **Compliance with Laws, Rules and Regulations**

It is the Organization's policy to comply with all applicable laws, rules and regulations (general laws as well as country-specific laws). It is the personal responsibility of each employee, director and volunteer to adhere to the standards and restrictions imposed by those laws, rules and regulations in the performance of his or her duties for the Organization.

### **Conflicts of Interest**

Transactions or relationships that constitute a conflict of interest are prohibited as a matter of policy, unless specifically approved by the Board or an appropriate committee of the Board. A conflict of interest occurs when an individual's personal interest interferes with the interests of the Organization, or when such interest could reasonably be viewed as interfering with the interests of the Organization.

Conflicts of interest, perceived or actual, can arise when an employee, director or volunteer takes action or has interests that make it difficult to make objective decisions on behalf of the Organization or to perform his or her duties objectively and effectively. Conflicts of interest can also arise when an employee, director or volunteer, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Organization.

The Organization providing loans to, or guarantees of obligations of, employees and directors and their family members are likely to create conflicts of interest and, therefore, are prohibited.

Unless approved by management, the Board or an appropriate committee of the Board, no employee or director or any member of his or her immediate family can acquire a financial interest in, or accept employment with, any entity doing business with the Organization if the interest or employment could conflict with his or her duties to the Organization and the performance of such duties. It is usually a conflict of interest for an employee to work simultaneously for another organization in the sector or supplier of the Organization.

Employees and directors, and their immediate family members cannot accept material gifts or favors that could create the appearance that their business judgment could be affected by the receipt of such gifts or favors.

All procurement transactions shall be conducted in a manner to provide open and free competition. All War Child USA employees, directors or volunteers should be alert to actual, potential, or perceived conflicts of

interest or other non-competitive practices among suppliers. No employee should be involved in a transaction with a business concern of their spouse, children or other immediate family members, other household dependents, or friends. An employee cannot accept kickbacks, commissions, or personal benefit of any nature. An employee will not provide information about upcoming procurements to a supplier before a bidding process has begun to avoid providing unfair advantage to one supplier.

All employees, Board Members, and volunteers have a duty to disclose any actual, potential or perceived Conflict of Interest. Annex 1) provides an Annual Conflict of Interest Statement which must be signed each year.

## **Other Opportunities**

Employees and directors are prohibited from taking, or directing a third party to take, a business opportunity that is discovered through the use of the Organization's property, information or position. Employees and directors cannot use Organization property, information, or position for personal gain, and cannot directly or indirectly compete with the Organization. Employees and directors owe a duty to the Organization to advance the Organization's legitimate interests when the opportunity to do so arises. Employees and directors are required to renew their compliance with Organization's Conflict of Interest Policy annually.

## **Confidentiality**

In carrying out the Organization's business, employees, directors and volunteers often learn confidential or proprietary information about the Organization, its employees, suppliers, or joint project parties. Employees, directors and volunteers must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized by the Board of the Organization or required by applicable laws or regulations. Confidential or proprietary information includes all non-public information that might be harmful to the Organization or its customers, if disclosed. The obligation to protect confidential information does not cease when an employee or director leaves the Organization.

## **Fair Dealing**

The Organization conducts business with integrity and in an ethical manner. Each employee, director and volunteer is expected to deal fairly with our donors, vendors, employees and program partners. No employee or director shall take unfair advantage of any other person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. The knowing or deliberate falsification of any documents or data by an employee or director may result in disciplinary action or termination, and potential civil and/or criminal penalties.

## **Accuracy of Records and Reporting**

All of the Organization's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the matters to which they relate and must conform both to applicable legal requirements and to the Organization's system of internal controls. The making of false or misleading records or documentation is strictly prohibited. The Organization complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Organization's document retention policies.

## **Interaction with Public Officials**

When dealing with public officials, employees and directors must avoid any activity that is or appears illegal or unethical. The giving of gifts, including in certain instances meals, entertainment, transportation and lodging, to government officials in the various branches of federal governments, as well as provincial, state and local governments, is restricted by law. The foregoing does not apply to personal lawful political contributions.

In addition, the U.S. Foreign Corrupt Practices Act and the Corruption of Foreign Public Officials Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business or other benefits. Illegal payments to government officials of any country are strictly prohibited.

## **Anti-Terrorism**

All employees and directors must ensure spending of funds in accordance with rules and regulations established by the U.S. government regarding support to individuals and organizations associated with terrorist or terrorist acts by verifying that individuals and organizations receiving funds do not appear on the U.S. government's Office of Foreign Affairs Asset Control (OFAC) list or the System of Award Management (SAM) and UN terrorist list. The list are available over the internet at: OFAC list: <http://sdnsearch.ofac.treas.gov>; SAM list: <http://www.sam.gov/>; UN Consolidated Sanctions List: <https://www.un.org/sc/suborg/en/sanctions/un-sc-consolidated-list>.

## **Reporting**

Any evidence of improper conduct, violations of laws, rules, regulations or this Code should be reported immediately to the designated officer as per the [whistleblower policy](#).

It is a violation of our policy for any employee to communicate a report claiming illegal or unethical conduct that the employee knows to be without foundation. Executive officers or members of the Organization's Board of Directors should discuss actual or suspected violations with the Board or an appropriate committee of the Board.

All individuals working for the Organization have the right to approach a higher authority about abuses of this Code, whether that authority is within the Organization's countries of operation or at Head Office. The Organization will not tolerate retaliation against those who report suspected violations. The Organization understands the Reporter may face safety or security considerations which must be outlined when communicating the complaint to the higher authority to take any appropriate measures.

## **Investigations and Inquiries**

Suspected violations are to be reported and reported violations will be promptly investigated in an impartial and professional manner. The person reporting the violation should not conduct an investigation or inquiry on his or her own. Employees and directors are expected to cooperate fully with any investigation made by the Organization or any of its representatives. The need for confidentiality and discretion will be respected to the extent possible, recognizing that in order for a matter to be properly investigated, individuals may need to be formally interviewed and further dialogue or feedback provided to the compliant.

## **Accountability**

Employees and directors who violate this Code may be subject to disciplinary action, including termination of employment. Knowledge of a violation and failure to promptly report or correct the violation may also subject an employee to disciplinary action. Some violations of this Code are illegal and may subject the person engaging in the improper activity to civil and criminal liability.

### **Annex documents:**

Annex 1: Annual Conflict of Interest Statement



**War Child USA – Annual Conflict of Interest Statement**

This Annual Conflict of Interest Statement must be signed each financial year by all senior staff including Directors, those involved in procurement and purchasing decisions, and by all finance staff. This form must be signed each year and maintained by War Child USA. This form may also be used to provide specific disclosures by staff or Directors at any point during the year.

|               |  |
|---------------|--|
| <b>Name:</b>  |  |
| <b>Title:</b> |  |
| <b>Year:</b>  |  |

A conflict of interest occurs when an individual's personal interest interferes with the interests of the Organization, or when such interest could reasonably be viewed as interfering with the interests of the Organization. See Section 4) of War Child USA's Code of Conduct for further information.

**I declare that I do not have an actual, potential, or perceived conflict of interest in respect to War Child USA.**

OR

**I wish to declare an actual, potential, or perceived, conflict of interest in respect to War Child USA.**

If you have declared an actual, potential or perceived conflict of interest above, please describe the nature and extent of that conflict of interest in the following space provided. Please attach one or more additional pages if required.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_