

CONFLICT OF INTEREST POLICY

2026

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Version	Date	Approved by:
Version 1.0	September 2024	Board of Directors CESVI
Version 2.0	September 2026	Board of Directors CESVI

FOREWORD

CESVI is a humanitarian, secular and independent organisation operating worldwide to support the most vulnerable populations in promoting human rights and achieving their aspirations, fostering self-reliance from a sustainable development perspective.

The Bodies of the CESVI Foundation are: the Founders' Assembly, the Assembly of Members ad Honorem, the Board of Directors, the President, the Senior Vice President, the Supervisory Body, the Coordinator (where appointed) and the Chief Executive Officer (where appointed).

This Policy is an essential tool for safeguarding the reliability, credibility and trust of beneficiaries, donors, partners, institutions and all other stakeholders.

It promotes a culture of prevention and disclosure, in which communicating a conflict of interest situation is considered responsible and expected conduct.

CESVI recognises that conflict of interest situations may naturally arise in the course of ordinary professional activities and that their timely identification, disclosure and proper management are essential elements of an organisational culture based on accountability, ethics and sound administration.

Finally, the Policy complements the provisions of the Code of Ethics, the Code of Conduct, the HR Policy, the Organisation, Management and Control Model adopted pursuant to Italian Legislative Decree 231/2001, and any other applicable internal procedures, regulating the obligations of Recipients and the procedures for managing conflicts of interest.

This policy is a completely revised, expanded, and updated version of the first guideline adopted in September 2024.

PART I – GENERAL PROVISIONS

1. DEFINITION

A "conflict of interest" means a situation that may arise when a Recipient of this Policy has a personal interest, or an interest of a person connected to them (meaning relatives up to the fourth degree, relatives by marriage up to the second degree, cohabitants, persons with whom the Recipient has significant relationships, and entities in which the Recipient holds significant interests or positions), that compromises their impartiality in carrying out their activities by interfering or conflicting with the pursuit of the Foundation's interests.

In all activities carried out and relationships maintained by the Foundation, conflict of interest situations must be prevented and, where they arise, promptly disclosed and properly managed.

For the purposes of this Policy, every Recipient is required to act with the utmost transparency. Where there is doubt as to the existence of a possible conflict of interest situation, the Recipient must disclose it in accordance with the procedures set out in this Policy so that the situation can be assessed by the Foundation.

2. SCOPE OF APPLICATION (RECIPIENTS)

The Policy applies to all persons acting on behalf of, in the interest of, or for the benefit of CESVI, regardless of the legal nature of their relationship with the Foundation.

Recipients of the Policy include:

- members of the Foundation Bodies;
- the General Manager, the Chief Executive Officer (where appointed), managers and all employees, regardless of the type of employment contract;
- collaborators, consultants, volunteers, interns and any other person acting on behalf of the Foundation;
- members of committees, commissions, working groups or advisory bodies established by CESVI;
- any other person whom the Foundation expressly requires to comply with the Policy.

Recipients are required to know, comply with and apply the Policy in the performance of their functions and activities, acting in accordance with the principles of independence, impartiality, integrity, transparency, loyalty and good faith.

The obligation to disclose and manage a conflict of interest arises when a Recipient is in a situation that influences or compromises the impartiality of their decisions or activities carried out in the interest of the Foundation.

The Policy applies in all offices and countries where CESVI operates, without prejudice to any stricter obligations established by local law, institutional donor contracts where they provide for more stringent requirements, or specific internal procedures of the Foundation.

3. DISCLOSURE PRINCIPLE AND PROTECTION OF THE REPORTING PERSON

To ensure transparency, integrity and impartiality in the Foundation's activities, all Recipients are required to promptly disclose, and in any event no later than ten working days, any conflict of interest situation that directly concerns them and of which they become aware.

The disclosure obligation applies regardless of whether the conflict of interest has already affected decisions or activities carried out.

The disclosure must be made as soon as the Recipient becomes aware of the situation, in accordance with the procedures set out in the Policy.

Disclosing a conflict of interest situation constitutes conduct consistent with the principles of integrity, transparency and loyal cooperation with the Foundation and makes it possible to identify the most appropriate measures to prevent or limit its effects.

The existence of a conflict of interest does not in itself constitute a violation of the Policy.

Failure to disclose, concealment, or failure to cooperate in the management of a conflict of interest, however, constitute violations.

No Recipient may suffer adverse consequences for having promptly and in good faith disclosed a conflict of interest situation pursuant to this Policy, in accordance with the principle of non-retaliation against reporting persons established by Italian Legislative Decree No. 24/2023 on Whistleblowing.

PART II – PROCEDURES FOR MANAGING CONFLICTS OF INTEREST

TITLE I – OBLIGATIONS OF RECIPIENTS

4. INITIAL DECLARATION OF ABSENCE OF CONFLICTS OF INTEREST

Recipients are required to sign an Initial Declaration of Absence of Conflicts of Interest, using the template in Annex 1, when their relationship with CESVI is established or when they take up their appointment.

Where a Recipient is already aware of an existing conflict of interest situation, they must not sign a declaration of absence but must immediately disclose the situation, and in any event no later than ten working days, in accordance with Article 5 of this Policy.

5. ONGOING OBLIGATION TO DISCLOSE CONFLICTS OF INTEREST

Each Recipient has an ongoing obligation to promptly disclose, and in any event no later than five working days, any conflict of interest situation arising after the initial declaration has been signed or of which they subsequently become aware.

The disclosure must be made using the Conflict of Interest Disclosure Form in Annex 2 and submitted to the Recipient's line manager or, in the case of Heads of Mission, to the relevant Area Manager/Regional Manager.

The manager receiving the disclosure carries out a preliminary assessment of the situation, adopts any immediate organisational measures necessary to prevent interference with work activities, and retains the relevant documentation.

Where the manager considers that the situation is particularly complex, significant or may have impacts on the Foundation, they promptly forward the documentation to the Legal & Compliance Manager, acting as focal point for this Policy, for assessment in accordance with the following articles.

In all cases where the situation is managed directly by the competent manager, the manager promptly forwards the case documentation to the Head of Human Resources for the purpose of updating the Conflict of Interest Register.

6. PROCEDURE FOR MANAGING CONFLICTS OF INTEREST INVOLVING THE FOUNDATION BODIES

In the following cases:

- a report concerning a conflict of interest situation involving one of their members (including where forwarded by the Supervisory Body following a report submitted through the whistleblowing channel);
- failure by members of the Foundation Bodies to comply with the disclosure obligations under the Policy;

the following procedure applies:

- **Preliminary review:** upon receiving the disclosure or report, the Supervisory Body assesses the nature, seriousness and any potential impacts of the situation;
- **Information-only report:** where the disclosure is purely informational and does not entail significant impacts for the Foundation, the Supervisory Body may close the case directly and, where deemed appropriate, issue recommendations;
- **Serious or significant report:** where the situation is particularly serious or significant for the Foundation, the Supervisory Body submits the relevant information to the Board of Directors, which is responsible for identifying and adopting the management measures. The Board of Directors informs the Supervisory Body of the decisions taken for the purpose of updating the Conflict of Interest Register.
- **Report concerning the President of the Foundation:** in this case, the information is submitted to the Founders' Assembly, which is responsible for identifying and adopting the management measures. The Founders' Assembly subsequently informs the Supervisory Body of the decisions taken for the purpose of updating the Conflict of Interest Register.
- **Report concerning a member of the Supervisory Body or the Vigilance Body:** where the disclosure or report concerns a member of the Supervisory Body or the Vigilance Body, the relevant alternate member will be involved in assessing the situation and, where the matter is serious or significant, it will be submitted to the Board of Directors for assessment.

The Foundation retains the right to take all necessary action to obtain compensation for any damage suffered.

The Supervisory Body establishes and maintains a Conflict of Interest Register concerning the Foundation Bodies, recording the disclosures received, assessments carried out and decisions adopted.

The Supervisory Body reports periodically to the Board of Directors, including through its annual report, on the conflict of interest situations managed and the related measures adopted.

7. PROCEDURE FOR MANAGING CONFLICTS OF INTEREST INVOLVING STAFF, COLLABORATORS AND CONSULTANTS

Where a Recipient discloses a conflict of interest situation pursuant to Article 5 of this Policy, the disclosure is submitted to the competent line manager.

For the purposes of the Policy:

- for staff working at HQ: the competent manager is the relevant line manager;
- for staff working in the Countries: the competent manager is the Head of Mission or, where that position is not present, the relevant Area Manager or Regional Manager;
- where the conflict of interest directly concerns the competent manager, or may compromise their impartiality in the assessment, the disclosure is submitted to the immediately higher hierarchical level.

The competent manager carries out a preliminary assessment of the situation. Where necessary, they adopt temporary organisational measures suitable to prevent possible interference with the performance of activities.

Where the manager considers that the situation is particularly complex or may have significant impacts on the Foundation, they forward the documentation to the Legal & Compliance Manager.

Upon receiving the documentation, the Legal & Compliance Manager establishes and coordinates the Case Management Team, composed of the Head of Human Resources and one or more competent functions identified according to the nature of the specific case.

The Case Management Team assesses the situation, obtains any additional information deemed necessary, and defines the most appropriate measures to eliminate, reduce or manage the conflict of interest, in accordance with the principles of proportionality, impartiality and protection of the Foundation.

Where the Case Management Team determines that the situation may have particularly significant institutional, reputational or legal impacts, a Crisis Management Team is established, coordinated by the Legal & Compliance Manager and composed of the General Manager, the Head of Human Resources and any additional competent functions identified in relation to the case.

The decisions adopted are communicated to the Recipient concerned. In all cases managed by the competent manager, the Case Management Team or the Crisis Management Team, the documentation is submitted to the Head of Human Resources using the Form in Annex 2 for the purpose of updating the Conflict of Interest Register.

8. ASSESSMENT OF CONFLICTS OF INTEREST

The assessment of a conflict of interest is intended to determine whether the disclosed situation compromises the Recipient's impartiality, independence or objectivity in carrying out their functions.

The assessment takes into account, among other things, the following elements:

- the nature of the conflict of interest;
- the Recipient's role and responsibilities;
- the level of risk and impact on the Foundation;
- the possibility of preventing or mitigating the conflict through appropriate organisational measures.

Following the assessment, measures may include, by way of example and without limitation:

- requiring the Recipient to abstain from specific decisions or activities;
- temporary reallocation of tasks or responsibilities;
- strengthening controls or supervision;
- relinquishment of the private interest that is incompatible with the Foundation's interests;
- any other measure deemed appropriate to prevent or mitigate the conflict of interest.

The assessments carried out and measures adopted are appropriately documented and retained in accordance with this Policy.

9. VIOLATIONS OF THE POLICY AND CONSEQUENCES

The following constitute violations of this Policy:

- failure to disclose a conflict of interest situation;
- incomplete, inaccurate or untruthful disclosure of information relevant to the assessment of the conflict of interest;
- failure to comply with management measures defined pursuant to the Policy;
- any other conduct intended to circumvent the provisions of the Policy.

Violations of the Policy are assessed by the Foundation taking into account the nature, seriousness and intentionality of the conduct and any resulting consequences, in accordance with the Organisation, Management and Control Model pursuant to Italian Legislative Decree No. 231/2001, the Human Resources Policy and the disciplinary measures provided for under the applicable National Collective Labour Agreement (CCNL).

10. CONFLICT OF INTEREST REGISTERS

The Foundation ensures the traceability of disclosures, assessments and measures adopted pursuant to this Policy through two separate Conflict of Interest Registers:

- the Conflict of Interest Register for the Foundation Bodies, established and maintained by the Supervisory Body;
- the Conflict of Interest Register for staff, collaborators and consultants, established and maintained by the Head of Human Resources on the basis of documentation submitted by the competent managers and the Legal & Compliance Manager.

The minimum content of the Registers and the procedures for maintaining them are set out in Annex 3 to this Policy.

The processing of personal data carried out through the Conflict of Interest Registers is recorded in the Foundation's Record of Processing Activities pursuant to Article 30 of the GDPR. The processing is based on the Foundation's legitimate interest and on compliance with the legal and organisational obligations applicable to CESVI. The Registers are retained in compliance with applicable personal data protection legislation and are accessible only to authorised persons on a strict need-to-know basis, according to their respective functions.

11. DISSEMINATION, TRAINING, MONITORING, UPDATING AND REVIEW OF THE POLICY

The Foundation promotes dissemination of this Policy and an organisational culture based on integrity, transparency and the proper management of conflicts of interest.

This Policy is brought to the attention of all Recipients through the Foundation's internal communication tools and is made available in accordance with the procedures established internally.

The Foundation promotes information and training initiatives aimed at fostering knowledge of this Policy, preventing conflicts of interest, and promoting a culture of disclosure, individual accountability and managerial accountability.

Training on this Policy is provided to all Recipients of the Policy, with updates also delivered through e-learning systems.

On an annual basis, the Head of Human Resources and the Legal & Compliance Manager submit a joint report to the Board of Directors on the implementation of this Policy with regard to conflicts of interest involving staff, collaborators and consultants, also for the purpose of monitoring its effectiveness and identifying any measures for updating and continuous improvement.

On an annual basis, the Supervisory Body submits a report to the Board of Directors on disclosures and conflict of interest situations involving the Foundation Bodies, also with a view to contributing to the overall monitoring of the implementation of the Policy.

The Policy is subject to periodic review and may be updated by the Board of Directors where legislative, organisational or operational changes occur, or where practical experience demonstrates the need for revision.



ANNEXES

The annexes form an integral part of this Policy.

ANNEX 1 – Declaration of absence of conflict of interest

ANNEX 2 – Conflict of interest report form

ANNEX 3 – Register of Conflict of interest

ANNEX 4 – Examples of conflict of interest situations and possible management measures

ANNEX 5 – Flowchart for the management of conflicts of interest

ANNEX 1

INITIAL DECLARATION OF ABSENCE OF CONFLICT OF INTEREST

This declaration is made pursuant to CESVI's Conflict of Interest Policy and forms an integral part of the obligations of transparency and disclosure established therein.

1. DECLARANT INFORMATION

Name and Surname	
Position / Role	
Office / Country / Project *(if applicable)*	
Type of relationship	☐ Employee ☐ Volunteer ☐ Collaborator ☐ Governing Body Member ☐ Consultant ☐ Other (please specify) _____ ☐ Trainee

2. DECLARATION

- ☐ I have read CESVI's Conflict of Interest Policy.
- ☐ As of the date of this declaration, I do not find myself in any situations of conflict of interest that could compromise the impartiality and independence of judgment in the interest of the Foundation.
- ☐ I undertake to promptly communicate to my line manager **any relevant change** regarding the above.
- ☐ I declare that I am aware that failure to report a conflict of interest constitutes a violation of this Policy and may result in the application of the measures provided for therein.

IMPORTANT

If the declarant is already aware of a situation of conflict of interest, they **must not** complete this declaration, but must use the Conflict of Interest Reporting Form (Annex 2).

PRIVACY

Personal data will be processed by CESVI exclusively for the purposes connected with the application of this Policy, in compliance with the applicable data protection legislation.

3. SIGNATURE

Place	Date	Signature of Declarant
_____	_____	

ANNEX 2

CONFLICT OF INTEREST REPORTING FORM

SECTION 1 – COMMUNICATION TO THE RECIPIENT

NAME AND SURNAME	POSITION / ROLE	HQ / COUNTRY / PROJECT	DATE

Describe the situation of conflict of interest, including the parties involved, the activities concerned and any measures already adopted.

SECTION 2 – ASSESSMENT BY THE RESPONSIBLE

RESPONSIBLE FOR THE ASSESSMENT	DATE

OUTCOME OF THE ASSESSMENT	MEASURES ADOPTED	FOLLOW-UP
		☐ Direct management ☐ Transmission to the L&C Manager

SECTION 3 – CASE MANAGEMENT TEAM

COMPOSITION OF THE CASE MANAGEMENT TEAM

OUTCOME OF THE ASSESSMENT	MEASURES ADOPTED	CASE CLOSURE
		Date: L&C Signature

ANNEX 3

CONFLICT OF INTEREST REGISTER – STAFF, COLLABORATORS, CONSULTANTS

No.	REGISTRATION DATE	NAME AND SURNAME	ROLE / POSITION	HQ / COUNTRY / PROJECT	TYPE OF CONFLICT	OUTCOME OF THE ASSESSMENT	MEASURES ADOPTED	FOLLOW-UP / CASE CLOSURE	DATE OF CLOSURE
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									

LEGEND – TYPE OF CONFLICT

- Personal: financial or economic interests
- Personal: family or personal relationships
- Personal: external activities or assignments
- Personal: other personal interests
- Organizational: relationships with suppliers / partners
- Organizational: allocation of resources / assignments
- Organizational: other organizational situations
- Other (please specify) _____

INSTRUCTIONS FOR COMPLETION

- The register must be completed by the HR responsible with all information related to reported cases.
- Each case must be recorded promptly and updated with the measures adopted and the outcome of the follow-up.
- The register is kept by HR in compliance with data protection legislation (GDPR).
- The information contained in the register will be included in the annual report of the L&C Manager and Head of HR to the BoD.

ANNEX 4

Examples of situations of conflict of interest and possible management measures

Purpose

This Annex constitutes an operational tool to support the application of the Policy. It provides examples of situations that, based on the Foundation's experience, may occur more frequently.
The examples reported are for illustrative purposes only and are neither exhaustive nor represent an instrument for the preliminary assessment of situations that may arise. They do not replace the assessment of the specific case provided for in the Policy.
The proposed classification ("Yes", "To be assessed", "No") is for guidance purposes only and does not bind the Foundation's decision, which will be taken on a case-by-case basis in relation to the specific circumstances.
The management measures reported are examples of actions that the Foundation may take and do not limit the ability to identify other measures deemed more appropriate in relation to each individual case.

YES – SITUATIONS THAT NORMALLY CONSTITUTE A CONFLICT OF INTEREST

	Situation	Possible management measure
1	Participating in the selection, evaluation or supervision of a family member, close associate or individual with whom there is a significant personal relationship.	Recusal from the procedure and replacement of the evaluator / involved person.
2	Participating in decisions regarding a supplier, partner, consultant or beneficiary with whom there are relevant economic interests or personal ties.	Recusal from the decision-making process and replacement within the decision-making team.
3	Authorizing, reviewing or approving expenses, payments or activities concerning oneself.	Second level of approval by a person not involved in the conflict.
4	Using information reserved by CESVI to obtain a personal advantage or favor third parties.	Immediate recusal, reporting and evaluation of any disciplinary proceedings.
5	Participating in decisions regarding entities or companies in which one holds positions or interests that entail relevant economic interests.	Recusal and replacement in the decision-making process.

TO BE ASSESSED – SITUATIONS THAT REQUIRE A CASE-BY-CASE EVALUATION

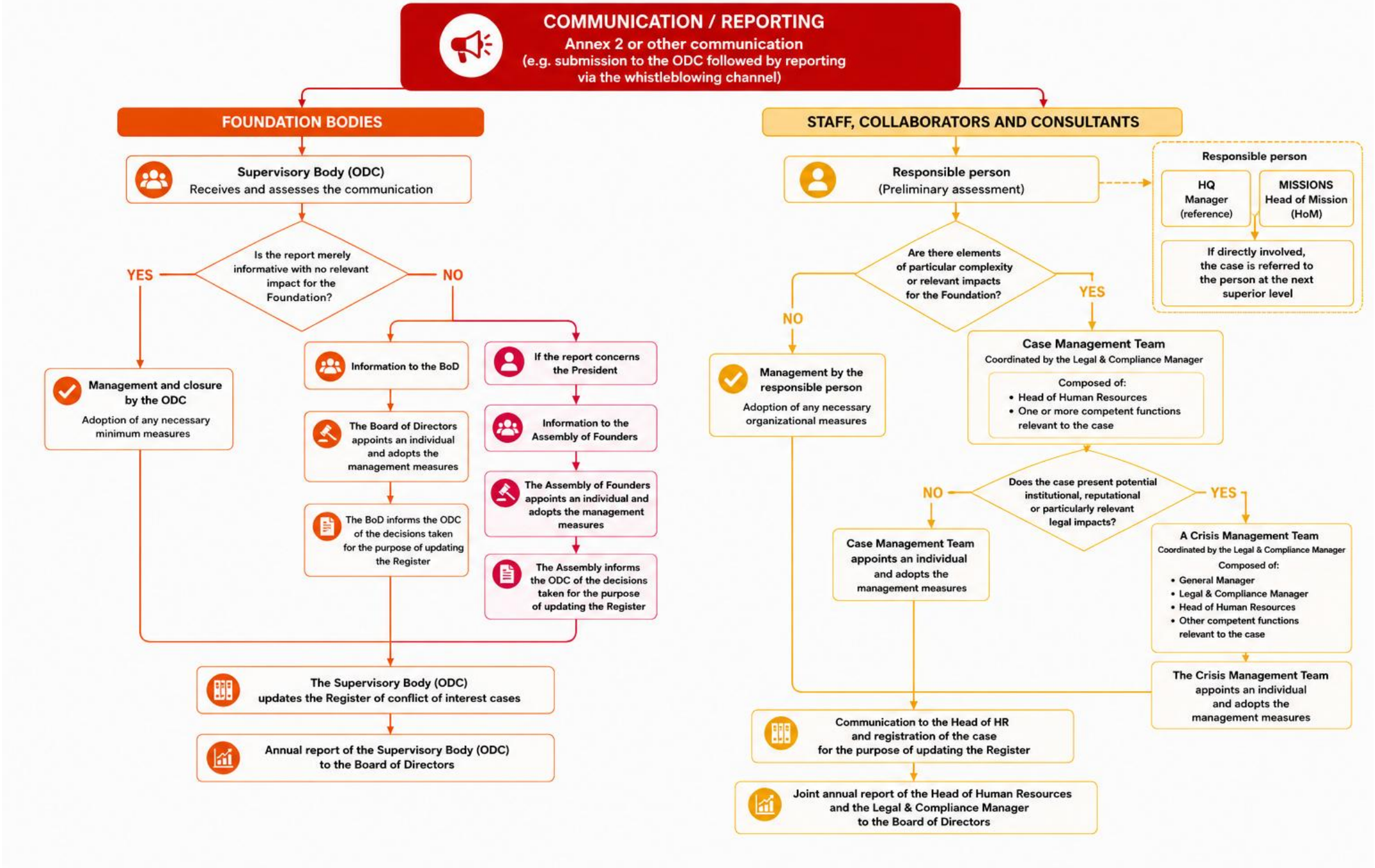
	Situation	Possible management measure
1	Carrying out professional activities or external consultancy that may overlap with activities of CESVI.	Preventive assessment of compatibility and, if necessary, definition of limitations or conditions.
2	Collaborating with organizations operating in the same sector or geographical area as CESVI, which may have competing or incompatible interests.	Assessment of any incompatibility and necessary measures (e.g., recusal, limitations).
3	Maintaining personal relationships with representatives of partners, suppliers or beneficiaries when participating in relevant decisions.	Assessment of the need for recusal or appropriate management measures.
4	Participating in decisions regarding organizations with which one has recently been involved in professional or economic relationships.	Case assessment and, if necessary, recusal or limitations.
5	Holding public or institutional positions that may interfere with responsibilities held within CESVI.	Verification of compatibility and definition of any limitations or conditions.

NO – SITUATIONS THAT NORMALLY DO NOT CONSTITUTE A CONFLICT OF INTEREST

	Situation	Note
1	Receiving gifts or hospitality within the limits and according to the procedures provided by the Gift Policy.	No further measure required.
2	Participating in training activities, conferences or authorized sector events by the Foundation.	No further measure required.
3	Carrying out voluntary activities for organizations that do not operate in the same areas and do not have dealings with CESVI.	No further measure required.
4	Being member of professional associations, professional bodies or sector networks, as participation does not influence decisions taken on behalf of the Foundation.	No further measure required.
5	Maintaining normal personal or social relationships that do not affect the impartiality in the performance of one's duties.	No further measure required.

PRINCIPLE OF PRUDENCE. If the Addressee cannot reasonably determine whether a given situation may constitute a conflict of interest, they must report it according to the procedures provided for in this Policy. **In case of doubt, communication always prevails over non-disclosure.**

ANNEX 5 – FLOWCHART FOR THE MANAGEMENT OF CONFLICTS OF INTEREST



Conflict of Interest Policy (V. 2.0 – 2026)



CESVI Fondazione - ETS

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