

BOD/2011/11—DOC 09

Meeting of the Board of Directors

Copenhagen, Denmark, 9-10 November 2011



POLICY ON CONFLICTS OF INTEREST

For Decision

1. Purpose

The purpose of this paper is to seek the approval from the Board of Directors of the Policy on Conflicts of Interest, attached as Annex 1 to this paper.

2. Background

2.1 This paper is written in response to the decision made at the November 2010 meeting of the Board of Directors in Madrid, Spain, which states as follows:

BOD/2010/11-3 – Conflict of Interest Policy: The Board of Directors requests the EFA FTI Secretariat to develop a conflict of interest policy, based on accepted good practices of similar partnerships, for discussion and approval at the next meeting of the FTI Board of Directors.

2.2 The request by the Board of Directors for a policy on conflicts of interest was motivated by the changes made to the governance of the Global Partnership for Education, including the following:

- The composition of membership of the Board of Directors was changed to a constituency basis in January 2011. The Board of Directors currently has representation of 19 separate constituencies, each of which is represented by a Board Member and Alternate Board Member and each with one vote.
- Establishment of a new trust fund in November 2010 (now named as the Global Partnership for Education Fund) as a single fund to finance all the activities of the Global Partnership. The restructured Board of Directors will have the authority to make allocation decisions for the Global Partnership for Education Fund.¹

¹ The Board of Directors also has authority to make allocation and other decisions for the Catalytic Fund and Education Program Development Fund, which were transferred to the Board of Directors by the committees for those funds.

- A Financial Advisory Committee (FAC) was established in February 2011 that will make recommendations to the Board of Directors on certain financial decisions, as set out in its terms of reference.

2.3 A paper presenting a draft Policy on Conflicts of Interest paper was delivered to the Board of Directors at its May 2011 meeting in Kigali, Rwanda (BOD/2011/05 DOC 12). However, it was not presented or discussed due to lack of time.

2.4 In September 2011, the Chair of the Board of Directors requested and received written comments on the paper that was presented in Kigali. As a response to those comments, the following changes were made to the policy:

- The Policy now includes a role for an Ethics Committee to be established. Details on the role of the Ethics Committee is provided in section 4.5 below
- The definition of a conflict of interest for the purposes of the policy is limited to a financial interest only, rather than the wider definition that is included in this paper. This was done in order to simplify and enhance the enforceability of the policy (Annex 1, s. 1.1)
- The Policy now includes a section which permits a constituency whose representative has an actual conflict of interest to provide another person to represent them in a decision-making process (provided that the conflicted representative is not consulted) (Annex 1, s. 3.5)

In addition, the Policy and this paper were updated to reflect the new name of the partnership and of the fund.

2.5 In preparing the Policy on Conflicts of Interest, the Secretariat has reviewed similar policies in international partnerships involved in public health, namely the Global Fund to Fight AIDS, Tuberculosis and Malaria, the GAVI Alliance, UNITAID and Roll Back Malaria Partnership, to examine their practices. These practices, as well as the World Bank's Board Code of Conduct, inform the proposed policy. The proposed policy is principles-based and includes some simple procedures to manage conflicts of interest, in particular with regards to financial allocation decisions at the level of the Board of Directors and its committee(s). In reviewing and commenting on the proposed policy, Board members are invited to share any lessons learned from their involvement with other partnerships.

3. Decision Requested

The Board of Directors is requested to consider the following decision for approval:

BOD/2011/11-XX –Policy on Conflicts of Interest: The Board of Directors approves the Policy on Conflicts of Interest as set out in Annex 1 of BOD/2011/11 – DOC 09. The Board of Directors requests the Secretariat to deliver by 1 February 2012, draft terms of reference for the Ethics Committee, including its role and responsibilities, composition, and a process for selecting the membership and committee chair, for review and approval by the Board of Directors.

4. Reasons for Recommendation

4.1 What is a Conflict of Interest?

4.1.1 Broadly speaking, a *conflicting interest* is any personal or outside interest, relationship or responsibility which may affect, or may reasonably be perceived to affect, an individual's objectivity and judgment with respect to the matter under consideration. A person has an *actual* conflict of interest when she or he is in a situation where he or she must make a judgment where the two conflicting interests must be reconciled. A person has a *potential* conflict of interest if the person has a conflicting interest with respect to the matter under consideration, but is not yet in a situation where he or she must make that judgment. In addition, the literature on conflict of interest also refers to a *perceived* conflict of interest where there is no conflict but a reasonable person may be expected to perceive that there is one.²

4.1.2 A potential or actual conflict of interest usually emanates from a direct pecuniary interest, although this is not necessarily required. The interest can be *personal* (e.g., the person's financial interest or that of his or her family members) or *institutional* (e.g., the person's duty of loyalty to their organization and colleagues and to protect their institution's reputation or work program). In the context of the Board of Directors, it is the latter that is more likely to arise and is therefore the focus of the proposed policy. In addition, recognizing the multi-stakeholder nature of the Board of Directors and

² Note that a perceived conflict of interest is not defined in the proposed Policy in Annex 1 as there are no consequences under the policy from having a perceived conflict of interest.

its committees, each with its own unique and valuable perspective, the definition of conflict of interest used in the policy is limited to a financial interest only. This will make the enforcement of the Policy more manageable.

4.2 The Need for a Conflict of Interest Policy

4.2.1 The need for a conflict of interest policy for the Global Partnership for Education has always existed. Such a policy is an element of good governance for any organization. However, the Global Partnership for Education is not an “organization”, in that it does not have an independent legal personality. The mechanism that ties the Global Partnership together is its governance processes in which policy and funding decisions are made, as reflected in the Charter of the Global Partnership for Education (the “Charter”). Therefore, the proposed policy applies to Board Members and committee members only when they are participating in decision-making processes for the Global Partnership.

4.2.2 The need for a process to manage conflicts of interest is recognized in the *Charter of the Global Partnership for Education*³ in paragraph 1.5:

In subscribing to the Compact, partners are called to give careful attention to aid effectiveness and to promote transparency, clarity, and trust. The Global Partnership for Education relies on a clear and effective structure of governance and decision-making. Broad participation by partner countries and civil society is essential. Relationships and communications among partner countries, donors, multilaterals and civil society organizations are built on clarity and transparency. Steps are taken to minimize possible conflicts of interest. Adaptability is a key characteristic of the Global Partnership for Education.

4.2.3 Partners contribute to the attainment of the Education for All goals by participating in the Global Partnership for Education’s governance structures, including in the Board of Directors and the Financial Advisory Committee. They also act as Supervising Entities and Implementers⁴ for allocations from the Global Partnership’s trust funds, as Coordinating Agencies and members of Local Education Groups (LEGs).⁵ Each of these Partners has a stake (financial or otherwise) in the activities of the Global Partnership and stands to benefit from or suffer a detriment from the policy directions and financial decisions taken by the Global Partnership for Education.

³ Revised in September 2011 to reflect the new name of the partnership and the fund. It is available at [http://www.globalpartnership.org/media/Misc./CHARTER%20OF%20GPE%20\(final\).pdf](http://www.globalpartnership.org/media/Misc./CHARTER%20OF%20GPE%20(final).pdf).

⁴ As defined in the Global Partnership for Education Fund Governance document.

⁵ The proposed policy does not address conflicts of interest that can arise in the context of a LEG. The management of those conflicts is better addressed through LEG strengthening work that will be undertaken by the Secretariat and Partners.

4.2.4 Conflicts of interest are therefore inherent in the Global Partnership’s governance structures and may become even more prevalent due to the recent decisions to, among other things:

- operate on a constituency basis, where many partners are represented by a Board Member and an Alternate Board Member, as well as committee members;
- include developing country partners, who are beneficiaries of country-level allocations, in financial allocation decisions (including on the Board of Directors and the FAC); and
- include the private sector, who are potential suppliers of goods and services to education programs, in financial decisions (including on the Board of Directors and the FAC).

4.2.5 While this makes the need for a conflict of interest policy more urgent, it is important that *all* Partners recognize their inherent potential for conflicts of interest and for the Global Partnership to manage them carefully, as discussed in the next section.

4.3 Types of Conflicts of Interest that Can Arise in the Global Partnership for Education

4.3.1 The Global Partnership values the input of all stakeholders involved in its mission. Yet, because the Global Partnership makes both policy and financial decisions that affect the very same people and institutions that are making the decisions, potential and actual conflicts of interest will inevitably arise.

4.3.2 As stated above, while personal conflicts of interest could arise in the context of the Global Partnership’s decision-making, the kinds of conflicts of interest that are more likely to arise are *institutional*. These occur in instances where the interests of the partner institution that a person represents (bilateral donor agencies, developing country governments, civil society organizations (CSOs), multilateral or regional organizations, corporations, etc.) may impair, or have the potential to impair, his or her judgment to benefit his or her institution rather than the Global Partnership as a whole. Some examples of the conflicting interests (using the broad definition) of the Partners participating in the Global Partnership’s governance structures are provided below.

- **Donor countries:** Donor countries may have strategic or other concerns that may influence them to look more favorably on policies that benefit a certain region or provide grants to certain “priority” countries for their aid budgets. In addition, as bilateral donors are increasingly acting as Supervising Entities, they or their colleagues would have likely been involved in developing a

funding proposal and their agencies would be receiving supervision fees and other benefits associated with supervision of a Global Partnership for Education Fund allocation. Loyalty to one's institution/country or protection of its reputation may have a significant potential to affect the judgment of a decision-maker.

- **Developing countries:** Developing countries may favor policies that would benefit them or their region (or other members of their constituency); voting on trust fund allocations raises a unique set of potential conflicts of interest, as a developing country partner Board Member may be put in the position of approving a grant to his or her own country, potentially benefiting not only his or her institution (i.e., the Ministry of Education) but also *personally* if grant funds may be contributing to his or her salary or other benefits.
- **Civil Society Organizations:** Civil society organizations may have a particular interest in policies that benefit non-government actors, although this may be seen more as a bias than an actual conflict of interest. With regard to funding decisions, a CSO group may potentially benefit from allocations to a country as a potential recipient of Global Partnership funds through a grant or contractual relationship with an organization acting as Implementer.
- **Private sector and foundations:** Similar to CSOs, private sector actors may have particular interests that benefit private businesses; they may personally benefit from Global Partnership trust funds as a supplier of goods or services in a Global Partnership-supported program;. Foundations have their own policy agendas that may not accord with those of the Global Partnership.
- **Multilateral Agencies:** Multilateral partners serve as Supervising Entities or Implementers in many countries. As with bilateral donors, loyalty to their institutions or protection of their reputations has the potential to influence their involvement in the Global Partnership's decision-making.
- **Constituency Conflicts:** A type of conflict that may arise for all of the partners listed above includes a person using his or her position within a constituency to block the participation of others in the affairs or discussions of the constituency in order to advance a position that serves him or herself or his or her organization.⁶ There is also a strong potential for one partner to lobby a constituency member in instances where they are conflicted.

⁶ These conflicts are particularly difficult to manage given the principles that constituencies are self-policing. Constituency "best practices" should be developed in this regard.

4.3.3 Although it is acknowledged that all of these types of interests exist, it would be near to impossible for the Board and its committees to function if all of the conflicting interests listed above were to fit into the definition of ‘conflict of interest’ for the purposes of the Policy. Therefore the definition of the policy is limited to financial interests only.

4.3.4 In addition, it must be recognized that both the **Secretariat staff** and the **Chair**, although they only facilitate decision-making by the Board of Directors and do not vote on the decisions, are subjected to possible conflicts of interest on a frequent basis as the day-to-day facilitators of the work of the Global Partnership. Their roles subject them to possible influence from gifts and other benefits from potential grantees and/or suppliers. However, the proposed policy will not apply to the Chair or the Secretariat staff, as the application of the policy is limited to Board members and Committee members participating in decision-making. The Secretariat staff are subject to the conflict of interest provisions of their employment agreements with the World Bank.⁷ The Chair is subject to the conflict of interest provisions of the staff rules applicable to the Chair as an employee of a partner organization (currently UNESCO). In addition, many Board members and Committee Members have conflict of interest provisions that apply to them as employees of their agencies, organizations or corporations.

4.4. Proposed Policy

4.4.1 The proposed conflict of interest policy, presented in Annex 1 to this paper, begins with a preamble which sets out the importance of the multi-stakeholder involvement of all partners in the Global Partnership for Education, including donors, developing country partners, civil society organizations, the private sector and private foundations and multilateral agencies. The purpose of the policy is “to increase the objectivity of the Global Partnership’s decision-making by identification and disclosure of potential and actual conflicts of interest and to manage such conflicts in transparent ways.” The key to successful implementation of a conflict of interest policy is the willingness of all participants in decision-making to be mindful and transparent about their conflicts of interest so that they can be managed. This will lead to increased confidence and trust of those affected by the decisions as well as helping to protect the Global Partnership’s reputation.

⁷ The Board Member and Alternate Board Member for the Multilateral and Regional Banks constituency on the Board of Directors, who are World Bank employees, are subject to the provisions of the proposed policy as participants in decision-making at the Board and committee level.

4.4.2 The Policy applies to all persons that fall under the definition of “GPE Person”, which includes Board Members, Alternate Board Members and committee members. The policy recognizes that GPE Persons represent their governments, organizations and constituencies on the Board of Directors and requires them to refrain to exert improper influence in any “Decision-Making Process”, which is defined as a meeting or other discussion of the Board of Directors or one of its committees, whether in-person or by electronic or other means, regarding the award, reduction or cancellation of a financial allocation from the Global Partnership’s trust funds or a significant policy decision.

4.4.3 The proposed policy has two regimes: one for trust fund allocation decisions and one for other kinds of decisions. For decisions other than trust fund allocations, a GPE Person must disclose his or her potential or actual conflicts of interest (limited to a financial interest only) to the Ethics Committee of the Board of Directors before participating in a Decision-Making Process (other than a trust fund allocation decision). This will bring some transparency to the process and the Ethics Committee can decide whether the person should recuse him or herself from the discussion or to place limitations on the person’s participation. As an alternative, if possible, the GPE Person can ask another person from his or her constituency to represent his or her constituency in the Decision-Making Process (Annex 1, Section 3.5).

4.4.4 With regards to trust fund allocation, the policy sets out specific procedures, both at the committee level and the Board level. In these situations, any GPE Person who represents an agency that is being proposed as Supervising Entity or Implementer for the allocation, or who represents a developing country partner or other organization for whom the allocation is benefiting, is *presumed* to have a conflict of interest and must recuse his or herself from the discussion. In this case, the disclosure is made to the chair of the body that is discussing the allocation (the committee or the Board of Directors). After disclosure, the chair can decide whether to allow the person to contribute to the discussion and any limitations that should be put on him or her. The Chair of the Board of Directors or committee, as relevant, can also initiate the discussion with a GPE Person having an actual or presumed conflict of interest in advance to discuss her or his participation. In no case however, can a person with an actual conflict of interest vote on the proposal. It is also an option for the constituency to have another person represent them (provided that person does not also have a conflict of interest).

4.4.5 It will be good practice for the Chair of the Ethics Committee, once established, to speak regularly with the Chair of the Board of Directors and committee(s) to ensure that they are interpreting and enforcing the policy consistently.

4.4.6 The policy also allows any GPE Person who believes that another GPE Person has not disclosed his or her conflict before participating in a Decision-Making Process, to notify the Chair of the Ethics Committee. The Ethics Committee will discuss the matter with the affected person, and its resolution, including any possible sanctions.

4.4.7 The policy also prohibits a GPE Person from receiving anything of value to influence his/her decision-making with regards to the Global Partnership for Education.

4.4.8 Finally, the policy includes a reminder that all appointments and secondments to the Secretariat are subject to the World Bank's policies, as host of the Secretariat. In addition to these policies, the Conflict of Interest Policy requires a one-year "cooling off" period for persons who have acted as a "GPE Person" (i.e., Board Members, Alternate Board Members or committee members) from applying for an appointment or secondment, subject to waiver by the Ethics Committee. This is meant to avoid such persons from placing undue influence on the Secretariat with regards to appointments or secondments while they are in a position of authority as a participant in the Global Partnership's governance processes.

4.5 The Need for an Ethics Committee

4.5.1 Following receipt of written comments from interested Board members on the question of establishing an Ethics Committee, the Policy now includes a role for such a committee.

4.5.2 As outlined above, not all matters under the Policy on Conflicts of Interest will be decided by the Ethics Committee. For efficiency purposes, the policy as drafted has the chair of a meeting where trust fund allocations are being discussed (i.e., the Board Chair or the committee chair) manage conflicts of interest that arise therefrom. For other matters, the Ethics Committee will manage the conflict and, in cases of failure to disclose, will make recommendations to disclose. The Ethics Committee will have the following tasks:

- Receipt of disclosures of conflicts of interest declarations (other than those that arise in the discussion of a financial allocation) and determinations of that person’s participation in a Decision-Making Process (Annex 1, paragraph 3.3).
- Determinations of whether to waive the one-year “cooling off” period for GPE Persons applying for appointments or secondments to the Secretariat (Annex 1, paragraph 3.7).
- Receipt of notifications from GPE Persons who have reason to believe that a GPE Person has failed to disclose a conflict of interest and resolution of the issue (Annex 1, paragraph 3.8) and making recommendations to the Board regarding possible sanctions or other resolutions.

4.5.3 Following approval of the Policy by the Board of Directors, the Secretariat will develop full terms of reference, including details on membership and chairmanship for review and approval by the Board of Directors.

5. Next Steps

5.1 Once the Policy on Conflicts of Interest is approved by the Board of Directors, the Secretariat will post it on the Global Partnership website and it will be implemented in accordance with its terms. The Secretariat will also distribute a copy to the entire Global Partnership to ensure that it is widely disseminated.

5.2 The Secretariat will also develop terms of reference for an Ethics Committee and present it to the Board of Directors for approval. The proposed date for delivery of the terms of reference is 1 February 2012.

6. Costs of Initiative and Source of Funding

The Secretariat anticipates that implementation of the policy can be absorbed in the current work programs of the Secretariat and the Chair of the Board of Directors without significant additional costs. It will revisit this assumption once the Ethics Committee has been operational for at least one year.

7. Contact

Board members and others with questions on these matters are invited to contact Tal Sagorsky, Board Operations Specialist, at: tsagorsky@globalpartnership.org.

ANNEX 1: POLICY ON CONFLICTS OF INTEREST

Preamble

The Global Partnership for Education works to accelerate the Education for All goals. Membership in the Global Partnership for Education is based on a compact as described in the *Charter of the Global Partnership for Education*. As stated in the *Charter*:

In subscribing to the Compact, Partners are called to give careful attention to aid effectiveness and to promote transparency, clarity, and trust. The Global Partnership for Education relies on a clear and effective structure of governance and decision-making. Broad participation by all partners, including developing country partners, civil society and the private sector and private foundations is essential. Relationships and communications among partner countries, donors, multilateral agencies, civil society organizations and the private sector and private foundations are built on clarity and transparency. Steps are taken to minimize possible conflicts of interest. Adaptability is a key characteristic of the Global Partnership for Education.

The Global Partnership for Education recognizes that to fulfill its goals, there is a need to involve many interested stakeholders in the Partnership, including donor countries, developing country partners, civil society organizations, the private sector and private foundations and multilateral agencies. Each of these stakeholders has unique perspectives and expertise to contribute to the Global Partnership and is therefore represented in its governance structures.

The Global Partnership recognizes that the constituency-based nature of its governance structures may result in conflicts of interest when the Board of Directors and the committees that it establishes must consider matters that have a direct effect on the interests of governments, corporations, or organizations that are Partners. The Global Partnership recognizes that these conflicting interests must be identified early and that actual or potential conflicts need to be disclosed and managed with the highest degree of integrity to safeguard against any perception that participation by a particular person, government, corporation or organization in the Global Partnership confers an undue advantage for such person or entity in the Global Partnership for Education's decisions.

Due to the diversity of interests and perspectives represented by these stakeholders, it is therefore important that the Global Partnership operates in a balanced, ethical, collaborative, transparent and open manner.

The Global Partnership recognizes that many of its stakeholders, including the Secretariat, are subject to the conflict of interest provisions of their employment agreements. The Global Partnership expects that those conflict of interest provisions will continue to be adhered to by all stakeholders participating in the work of the Global Partnership. Whenever possible, this policy shall be interpreted to be consistent with the laws, regulations and other policies applicable to GPE Persons.

Purpose

The purpose of this policy is to increase the objectivity of the Global Partnership's decision-making by identification and disclosure of potential and actual conflicts of interest and to manage such conflicts in transparent ways. Transparent and objective decision-making will help to protect the reputation and integrity of the Global Partnership and to promote broad public trust in the Global Partnership's activities.

1. Conflicts of interest

1.1 For the purposes of this policy, a **conflict of interest** arises when the ability of a person participating in a Decision-Making Process (defined below) to exercise judgment in the interest of the Global Partnership as a whole is impaired by the financial interests of a Partner that he or she represents or his or her personal financial interests, including those of his or her family members.

1.2 Distinction should be made between potential and actual conflicts of interest. A conflict of interest is *potential* when the person has a conflict of interest with regards to a certain exercise of his or her judgment, but is not yet in a situation where he or she must make that judgment. A conflict of interest is *actual* when the person has a conflict of interest with regards to a certain exercise of his or her judgment and is already in a situation where he or she must make that judgment.

2. Application of the Policy

2.1 This policy applies to the following persons (individually, a "**GPE Person**") when they participate in a **Decision-Making Process**:

- Board Members and Alternate Board Members; and
- Members of committees that the Board of Directors may establish.

2.2 A **Decision-Making Process** is a meeting or other discussion of the Board of Directors or one of its committees, whether in-person or by electronic or other means, regarding a significant policy decision or the award, cancellation or reduction of a financial allocation from the Global Partnership's trust funds.

3. Principles for Management of Conflicts of Interest

3.1 The Global Partnership shall execute **Decision-Making Processes** in an open and transparent manner.

3.2 It is recognized that **GPE Persons** participate in **Decision-Making Processes** in the interests of the governments, corporations or organizations in their respective constituencies. When they do so, they shall comply with the rules and procedures of the Global Partnership, as set out in the Charter of the Global Partnership for Education and this Policy. When taking such actions, a **GPE Person** shall not attempt to exert improper influence with respect to a **Decision-Making Process**.

3.3 As a general principle, a **GPE Person** participating in a **Decision-Making Process** shall be mindful of the existence of his or her potential and/or actual conflicts of interest and shall disclose them in advance of his or her participation:

a. to the Chair of the Ethics Committee for a **Decision-Making Process** not involving a funding proposal; and

b. in compliance with paragraph 3.4 below for a **Decision-Making Process** involving a funding proposal.

After disclosing a conflict of interest outside of a **Decision-Making Process** involving a funding proposal, the **GPE Person** shall recuse him or herself from the decision-making process, unless the Ethics Committee decides that such recusal is unnecessary. The Ethics Committee may determine that a **GPE Person** with an actual or potential conflict of interest may participate in a **Decision-Making Process** conditional on a reduced level of participation (for example, presentation of technical information without any recommendations).

3.4 In particular, for a **Decision-Making Process** with respect to a funding proposal, the following provisions shall apply:

a. A **GPE Person** with a potential or actual conflict of interest with respect to the funding proposal shall disclose the existence of such conflict of interest to the chair of the meeting where the funding proposal is being discussed in advance of participation in the discussion.

b. There shall be a presumption that a **GPE Person** representing a country, organization or agency: (i) that is nominated to be the Supervising Entity or Implementer; or (ii) that is the Developing Country Partner or other organization that will receive a grant from the approved allocation, has a conflict of interest and is obligated to make a disclosure.

c. Upon being notified of the conflict of interest, the chair shall determine the appropriate limits, if any, that shall be placed on the conflicted person's involvement in the discussion.

d. In the event that a **GPE Person** with an actual conflict of interest (including a person with respect to whom there is a presumption of a conflict of interest as described in paragraph b above) does not disclose his or her conflict of interest, the chair of the meeting shall approach the relevant **GPE Person** and request his or her recusal.

e. In no case shall a **GPE Person** who has an actual conflict of interest in regards to a funding proposal participate in a vote awarding, reducing or cancelling the funding for such proposal.

3.5 When a **GPE Person** representing their constituency discloses his or her conflict of interest, he or she may request that another member of the constituency participate in the Decision-Making Process. In such cases, the person with a conflict of interest shall not be involved in the constituency consultation process.

3.6 In no case shall a **GPE Person** receive or accept anything of value that can be reasonably perceived to impair his or her judgment in a **Decision-Making Process**.

3.7 The hiring, or secondment of, a **GPE Person** to the Secretariat shall be subject to the policies and procedures of the World Bank on appointments and secondments. In addition, a **GPE Person** shall not be eligible for appointment or secondment to the Secretariat until one year following their last date of service in such position. The Ethics Committee may waive this provision based on a risk assessment.

3.8 In order to enhance enforcement of this Policy, any person who has reasonable cause to believe that a **GPE Person** has failed to disclose a conflict of interest before participating in a **Decision-Making**

Process or has otherwise violated this policy shall notify the Chair of the Ethics Committee. The Ethics Committee shall provide the affected **GPE Person** (and, where applicable, the Chair of the Board of Directors and/or the chair of the relevant committee where the violation has occurred) the opportunity to respond. After receiving such response, the Ethics Committee shall discuss its resolution, including possible sanctions, or review of the decision, and present, where appropriate, a recommendation for a decision by the Board of Directors.