KEYANG TIPIN
CARE FOR GIRLS

Conflict of Interest Policy

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Section 1: Purpose & Scope

The purpose of this Conflict of Interest Policy is to protect the integrity of the **Keyang Tipin Care for Girls Foundation** (“the Foundation”), its mission, and its stakeholders (including donors, grantmakers, partner organizations, and the vulnerable girls and communities we serve in Kenya and globally).

As a non-profit organization dedicated to advancing gender equity, education, and protection for young women, the Foundation operates under the highest standards of transparency, fiduciary responsibility, and ethical conduct. This policy governs all members of the Board of Directors, officers, key management staff, employees, and designated volunteers/consultants ("Covered Persons").

Section 2: Definition of a Conflict of Interest

A conflict of interest arises whenever a Covered Person—or a family member, business partner, or close associate of a Covered Person—has a personal, financial, or professional interest that could directly or indirectly influence, or appear to influence, their objective judgment and decision-making on behalf of the Foundation.

Conflicts may be categorized as:

- **Financial Interests:** Owning stock, equity, or a financial stake in a vendor, contractor, or partner organization seeking to do business with the Foundation.
- **Personal or Family Relationships:** Employing, contracting, or awarding grants/scholarships to family members or close personal associates without objective, competitive review processes.
- **Dual Roles & Divided Loyalties:** Serving on the board or in a management capacity for another entity whose interests conflict with or compete against the Foundation’s mission and programs.
- **Gifts and Favors:** Accepting valuable gifts, trips, loans, or excessive gratuities from individuals or entities seeking business or programmatic favor from the Foundation.

Section 3: Duty to Disclose

1. **Ongoing Obligation:** Covered Persons have an affirmative, ongoing duty to disclose any actual, potential, or perceived conflict of interest as soon as it becomes known.

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2. **Annual Disclosure:** All board members and key executive staff must sign an annual Conflict of Interest disclosure statement upon joining the Foundation and at the start of each fiscal year.
3. **Transaction-Specific Disclosure:** Prior to any discussion, vote, or decision regarding a transaction, contract, grant, or partnership involving a potential conflict, the affected individual must immediately notify the Board of Directors or governing leadership.

Section 4: Procedures for Managing Conflicts

When a potential conflict of interest is identified, the following procedure must be followed:

1. **Recusal from Discussion:** The individual with the conflict must leave the room (or virtual meeting space) during any discussion, review, or deliberation regarding the matter.
2. **Abstention from Voting:** The conflicted individual shall not vote, attempt to influence, or exert undue pressure on other decision-makers regarding the transaction or relationship.
3. **Comparative Review:** The remaining disinterested members of the board or leadership team must evaluate whether the transaction is fair, reasonable, and in the best financial and programmatic interest of the Foundation. To approve a conflicted transaction, the board must document that:
    - The arrangement is competitive and advantageous to the Foundation compared to alternatives available in the market.
    - Full transparency has been maintained in official board minutes.

Section 5: Violations of the Policy

1. If the Board of Directors has reasonable cause to believe a Covered Person has failed to disclose an actual or potential conflict of interest, it shall inform the individual of the basis for such belief and afford them an opportunity to explain the alleged failure.
2. If the board determines that the individual has intentionally concealed or failed to disclose a material conflict, appropriate disciplinary and corrective action shall be taken. This may include:
    - Immediate termination of employment, contracting agreements, or volunteer status.
    - Removal from the Board of Directors.
    - Voiding of affected contracts or transactions where legally permissible.

Section 6: Recordkeeping

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Official minutes of the Board of Directors and Foundation records must document:

- The names of individuals who disclosed or were identified as having a potential conflict of interest.
- The nature of the conflict and whether it was discussed and managed.
- The decision of the disinterested board members, including how votes were cast and how fairness was established.