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Global Fund for Women Anti-Bribery and Corruption Policy

Introduction

Global Fund for Women is committed to conducting our activities in an honest, equitable and ethical manner and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act of 1977 (FCPA), the United Kingdom Bribery Act of 2010 (UKBA) and similar laws in other countries that prohibit improper payments to obtain an advantage. This document describes Global Fund for Women’s Policy prohibiting bribery and other improper payments in the conduct of Global Fund for Women’s business operations and employee responsibilities for ensuring implementation of the Policy. Questions about the Policy or its applicability to particular circumstances should be directed to Global Fund for Women’s Chief Financial Officer (“CFO”), the Co-Compliance Officer and Chief Human Resources Officer (“CHRO”), the Co-Compliance Officer for this policy.

A zero-tolerance approach is applied to bribery and corruption at every level in the organization. This policy applies to all individuals working at Global Fund for Women, including board members, employees, and consultants. It also applies to third parties. In this policy, third party means any individual or organization you come into contact with during the course of your work, including actual and potential clients, customers, suppliers, donors, fund holders, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy will be reviewed regularly and any improvements identified will be made as soon as possible.

Policy

A bribe is an inducement or reward offered in order to gain any commercial, contractual, regulatory, or personal advantage. In general, other than in the normal course of our day to day business where expenses, such as coffees during a meeting and so forth, are usual, we actively discourage any level of other gift or broader hospitality. However, the aim of this policy is not to prohibit normal and appropriate hospitality being given to, or received from, third parties.

Gifts or hospitality must not however be given or received with the intention of influencing us, or a third party, to provide a business or personal advantage. If in doubt, discuss the issue with CFO or CHRO.

You should ensure the hospitality or gift you receive:

- complies with laws and terms of grant agreements
- is given in the name of Global Fund for Women, not in your name
- does not include cash or a cash equivalent (such as gift certificates or vouchers)
- is appropriate. For example, it is customary for small gifts to be given at certain holidays.
- considering the reason for the gift, it is appropriate in terms of type, value, and timing
- is given openly, not secretly *and*
- is not accepted from government officials or representatives, or politicians or political parties, without the prior approval of the CFO.

When a gift is received in the office, it is customary to share this with the rest of the staff and consultants present at the time. For example, a box of chocolates from a grantee, partner, funder, or consultant.

It is **not** acceptable for you (or someone on your behalf):

- to give, promise to give, or offer a payment, gift, or hospitality with the expectation or hope that an advantage will be received, or to reward an advantage already given
- accept payment from a third party that you know, or suspect, is offered with the expectation that it will obtain a business advantage for them or an advantage will be provided by Global Fund for Women in return
- accept a gift or hospitality from a third party if you know, or suspect, that it is offered or provided with an expectation of a business advantage
- threaten or retaliate against another member of staff or volunteer who has refused to commit a bribery offence or who has raised concerns under this policy or engage in any activity that might lead to a breach of this policy.

The prohibition on bribery and other improper payments applies to all business activities, but is particularly important when dealing with foreign officials. The U.S. Foreign Corrupt Practices Act and similar laws in other countries strictly prohibit improper payments to gain a business advantage and impose severe penalties for violations. An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a government contract, but also can involve regulatory actions such as licensing or approvals. A "foreign official" can be essentially anyone who exercises governmental authority. This includes any officer or employee of a foreign government department or agency, whether in the executive, legislative or judicial branch of government, and whether at the national, state or local level. Officials and employees of government-owned or controlled

enterprises also are covered, as are private citizens who act in an official governmental capacity.

The FCPA prohibits offering, promising, or giving “anything of value” to a foreign official to gain an improper business advantage. In addition to cash payments, “anything of value” may include:

- Gifts, entertainment, or other business promotional activities
- Covering or reimbursing an official's expenses
- Offers of employment or other benefits to a family member or friend of a foreign official
- Political party and candidate contributions
- Charitable contributions and sponsorships

Other less obvious items provided to a foreign official can also violate anti-bribery laws. Examples include in-kind contributions, investment opportunities, stock options or positions in joint ventures, and favorable or steered subcontracts. The prohibition applies whether an item would benefit the official directly or another person, such as a family member, friend, or business associate.

Under the law, Global Fund for Women and individual officials or employees may be held liable for improper payments by an agent or other intermediary if there is actual knowledge or reason to know that a bribe will be paid. Willful ignorance – which includes not making reasonable inquiry when there are suspicious circumstances – is not a defense, and it also does not matter whether the intermediary is itself subject to anti-bribery laws. All employees, therefore, must be alert to potential “red flags” in transactions with third parties.

Global Fund for Women has a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation, and oversight. The CFO has overall responsibility for the program, supported by the executive leadership of Global Fund for Women. The CFO and CHRO are responsible for giving advice on the interpretation and application of this policy, supporting training and education, and responding to reported concerns.

Security & Systems

Global Fund for Women have built in strong internal control systems to verify person's and affiliations globally and will take urgent steps and enhance due diligence should a person(s) or transaction appear outside of the norm. Global Fund for Women's compliance officers are also active members of Anti-Bribery and Corruption membership organizations where they are often made aware of trends and situations occurring globally.

The implementation of this policy includes several key elements that complement one another:

1. Corruption and Bribery Risk Assessments

Global Fund for Women incorporates the assessment of corruption and bribery risk into standard risk assessment processes. We will consider how corruption and bribery

might occur in relation to our operations, how our external relationships and internal structures may contribute to the risks, and the mitigation measures needed to manage any identified risks.

2. Management of Gifts and Hospitality

All instances of gifts and hospitality provided or received must be reported by email to the Co-Compliance Officers who maintain a Gifts and Hospitality Register. The information required is:

- When and where was a gift of hospitality provided or received?
- What was the purpose?
- What was the nature (including value) of the gift or hospitality?
- Who was present?

For guidance on the receipt of provision of Gifts and Hospitality, please seek advice from the Co-Compliance Officers.

3. Management of Conflicts of Interests

A potential conflict of interest arises whenever Global Fund for Women contemplates a decision involving a vendor, consultant, or grantee with which an employee, Board member, consultant, or agent is affiliated.

Affiliation means the close involvement with a vendor, contractor, or grantee on the part of a Global Fund for Women (a) employee or Board member, or (b) the spouse or equivalent, parents, or children of an employee or Board member, within one year preceding the decision. The close involvement includes, but is not limited to, serving as a Board member, employee, consultant to, or doing business with the vendor, contractor, or grantee.

All Global Fund for Women board members, employees, consultants or agents involved in decision-making processes have a duty to identify and disclose actual or perceived conflicts of interests. On an annual basis, all board members, staff, and contractors are required to declare all private, personal, and financial interests relevant to their duties in relation to:

- awarding grants
- awarding contracts
- purchasing goods and services
- management of contracts

All individuals involved in decision-making must complete a "Conflict of Interest Declaration Form" to declare any known conflicts of interest. The declaration form is to be updated annually. On an on-going basis, it is the responsibility of the individuals involved in decision-making to identify any conflicts of interest as they arise.

The Co-Compliance Officers maintain a Conflict of Interest Register, which records all relevant details including:

- The nature and extent of the actual or perceived conflict
- A summary of the discussion
- Any actions taken to manage the conflict

All declared conflicts of interests will be reviewed at annually and when any relevant changes occur. For guidance on what to declare, or whether / when their declaration needs to be updated, please seek advice from the Co-Compliance Officers.

4. Training and Communication

All Global Fund for Women staff will receive training in relation to this policy. The frequency of any repeat training will be determined by the Corruption and Bribery Risk Assessments conducted.

Our zero-tolerance approach to bribery and corruption will be communicated to all suppliers, contractors, and grantee partners at the outset of our relationship with them and as appropriate thereafter. Anti-corruption and bribery training will also be provided to other third parties when a need and opportunity is identified.

5. Due Diligence

As part of Global Fund for Women's due diligence in grantmaking, we will assess if grantee partners have appropriate policies and procedures in place to prevent and address corruption and bribery. For example, do they have clear definition of what behaviors are and are not acceptable? Is malpractice taken seriously? Are staff provided with relevant training? Global Fund for Women will provide additional support to help grantee partners strengthen their policies and procedures when a need and opportunity is identified.

Your Responsibilities

You must ensure that you read, understand, and comply with this policy. The policy is communicated to all new staff and consultants as part of their induction process and is communicated to existing staff and consultants. The prevention, detection, and reporting of bribery and other forms of corruption are the responsibility of all those working with or for Global Fund for Women.

You must notify the CFO as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future.

Global Fund for Women is required to keep financial records which will evidence the business reason for making any payments to third parties. You must therefore declare and keep a written record of all hospitality or gifts accepted or offered and ensure that all expense claims are submitted in accordance with the expense reimbursement policy.

For the sake of clarity, it is Global Fund for Women's policy that no gifts of cash or cash equivalents (such as gift certificates or vouchers) should be accepted by staff from third parties. Any such gifts received are deemed to be a donation to Global Fund for Women and will be treated as such, duly recorded as appropriate.

Any employee who breaches this policy may face disciplinary action which could result in dismissal for gross misconduct.

Red Flags

In the sector in which Global Fund for Women operates, the following circumstances are areas where risks are most likely, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

- You become aware that a third party engages in, or has been accused of engaging in, improper business practices
- A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or fails to provide an invoice or receipt for a payment made
- A third party offers (or demands) entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- You receive an invoice from a third party that appears to be non-standard or customised
- You are offered an unusually generous gift or offered undue hospitality by a third party.

Raising Concerns

You are encouraged to raise concerns with the CFO at the earliest possible stage about any issue or suspicion of malpractice or if you are offered a bribe by a third party, are asked to make one, or suspect that this may happen in the future. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the CFO.

If you feel you cannot discuss the matter with the CFO or anyone at Global Fund for Women, you may submit a report using the online reporting system managed by Navex Global, a third party vendor.¹

Global Fund for Women encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. Global Fund for Women is committed to ensuring no one suffers any detriment or unfavourable treatment by to take part in bribery or corruption, or because they report something in good faith. If you believe you have received any such treatment, you should raise the issue with the CFO, if it is not remedied and you are an employee, you should raise it formally through the grievance procedure.

NEPOTISM - HIRING OF FAMILY MEMBERS

To foster an environment in which integrity and objectivity can be maintained, Global Fund for Women has adopted the following guidelines governing situations where family members work at the organization:

- No staff member will participate in the interviewing or evaluating a family member for hire.
- When members of the same family work for Global Fund for Women, one family member may not supervise another.

- Family members will not be involved in evaluating each other's job performance or in making recommendations for salary adjustments, promotions, or any other employment action.

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