

**“APPROVED”
by the Minutes № 1
of the Meeting
of the Supervisory Board of the
CO “CF “ADRA UKRAINE”
dated 5th of June 2025**



**Policy (regulation) on the Conflict of Interest of
CO “CF “ADRA Ukraine”**

Kyiv, 2025

1. General Provisions

1.1. This Conflict of Interest Policy (hereinafter referred to as the “Policy”) of the CO “CF “ADRA Ukraine” (hereinafter referred to as the “Organization”) declares that the Organization’s employees (staff), in their internal operations, during implementation of any projects, as well as in their relations with partners, state authorities, local self-government bodies, individuals and legal entities, shall take all reasonable steps and actions to identify, detect, manage, prevent, and disclose actual or potential conflicts of interest.

1.2. This Policy has been developed in accordance with the Organization’s Charter, other internal regulatory documents, and current legislation of Ukraine.

2. Definition of Conflict of Interest, Scope of Application, and Responsible Parties

2.1. A conflict of interest is defined as a situation where a person’s private interests contradict their official duties and responsibilities, potentially affecting the objectivity or impartiality of decision-making, or the performance or non-performance of official duties. A conflict of interest is not limited to financial interests, prospects, or benefits; it may arise from both financial (monetary or other material) and non-financial (intangibles or benefits that cannot be measured) advantages.

2.2. This Policy is mandatory for all employees of the Organization, as well as for other individuals, including those engaged under civil law contracts, in cases where such obligations are specified in their agreements, internal policies, or directly stem from applicable Ukrainian legislation.

2.3. This Policy also applies to the Organization, its employees, and/or representatives in their interactions with business partners, including government agencies and local authorities. If the Organization becomes aware of actions by a business partner or contractor that indicate a conflict of interest, the Organization reserves the right to suspend or terminate cooperation with such parties.

2.4. Donor requirements related to conflict of interest prevention, as stipulated in grant agreements, shall be taken into account by the Organization as part of this Policy and applied in the course of project implementation.

2.5. The following entities are responsible for the implementation and enforcement of this Policy within the scope of their authority:

1. The Founder(s) of the Organization;
2. The Supervisory Board of the Organization;
3. All employees of the Organization, as well as individuals engaged to provide services and/or perform work on the basis of civil law contracts and/or service agreements.

2.6. If implementation of this Policy requires specific actions or procedures, the President of the Organization is responsible for organizing such measures and monitoring their execution. The list of specific measures and the persons responsible shall be defined by the President’s official order.

2.7. A conflict of interest exists when a signatory or their family member (spouse, child, parent):

- engages in any activity, maintains an interest, or has relationships that compromise or undermine the signatory's ability to act on behalf of or in the interests of ADRA Ukraine;
- directly or indirectly uses their relationship with ADRA Ukraine to obtain personal benefits or advantages, or engages in any activity or maintains interests that suggest abuse of their affiliation with ADRA Ukraine;
- participates in activities or maintains relationships that negatively affect the image of ADRA Ukraine or discredit its values;
- is engaged in or associated with activities or interests that conflict with the obligations of ADRA Ukraine as a non-governmental organization.

2.8. Examples of actions that may constitute a conflict of interest include, but are not limited to:

- Engaging in or partnering with businesses whose activities compete or conflict with ADRA Ukraine's mission or operations;
- Doing business for personal gain with suppliers of goods, works, or services to ADRA Ukraine;
- Conducting business or work involving the use of ADRA Ukraine's materials or confidential information;
- Leveraging contacts within ADRA Ukraine to secure future employment, consulting roles, or other personal benefits;
- Undertaking activities that may affect the quality of services or performance provided to ADRA Ukraine, including due to fatigue, distraction, or other influencing factors;
- Engaging with individuals or entities in a manner that damages the reputation or contradicts the values and mission of ADRA Ukraine;
- Acquiring or leasing property of current or potential interest to ADRA Ukraine while being aware of such interest;
- Requesting or accepting loans from individuals or legal entities regularly engaged in business with ADRA Ukraine;
- Requesting or accepting gifts, payments, services, or other benefits from suppliers, contractors, beneficiaries, or other entities in a business relationship with ADRA Ukraine, except for symbolic gifts;
- Gaining benefits, financial interests, or acting as an officer, representative, or agent of a business partner or competitor of ADRA Ukraine;
- Conducting business transactions on behalf of ADRA Ukraine that create a conflict of interest;
- Using or disclosing confidential information obtained through engagement with ADRA Ukraine for personal gain or for the benefit of third parties without authorization.

3. Professional Ethics

- 3.1.** Employees of the Organization must adhere to widely accepted standards of professional and ethical conduct when performing their duties.
- 3.2.** In the execution of their duties, employees must act objectively and impartially, regardless of personal interests, political views, or beliefs.
- 3.3.** Employees shall fulfill their professional responsibilities in a timely, high-quality, conscientious, and responsible manner.
- 3.4.** Employees must refrain from executing orders or instructions if such actions may violate the rights and legitimate interests of individuals or legal entities, or if they contradict applicable law.
- 3.5.** Employees must evaluate the legality of any received instructions and, if such instructions appear unlawful or damaging, promptly notify their direct supervisor or the Supervisory Board in writing.
- 3.6.** The Founder(s), the Supervisory Board, and other staff of the Organization must disclose any actual or potential conflicts of interest in a timely manner, including financial or other interests that may influence their decision-making or actions in the performance of their official functions.

4. Rights and Responsibilities of Employees and Representatives of the Organization

- 4.1.** Employees and representatives of the Organization have the right to:
- Propose amendments and additions to this Policy;
 - Request clarifications regarding the application of this Policy;
 - Report violations of this Policy, including anonymously;
 - Not be held liable for reporting violations, provided such reports are made in good faith.
- 4.2.** Employees and representatives of the Organization are obliged to:
- Comply with this Policy and the current legislation of Ukraine;
 - Act in the interests of the Organization and avoid conflicts of interest;
 - Promptly inform the Organization about any violations or attempted violations of this Policy;
 - Timely and accurately disclose any actual or potential conflicts of interest.
- 4.3.** Employees and representatives of the Organization are prohibited from:
- Using their official position to obtain undue personal gain;
 - Using the Organization's assets and resources for personal purposes;
 - Receiving direct or indirect benefits related to the performance of their duties;
 - Initiating or executing unlawful payments or transactions on behalf of the Organization;

- Making decisions or taking actions that benefit themselves or third parties inappropriately;
- Encouraging or assisting others in violating this Policy or applicable law.

4.4. After termination of employment or contractual relations with the Organization, individuals are prohibited from disclosing or using confidential information obtained during their engagement with the Organization, unless otherwise required by law or permitted in writing by the Organization's management.

5. Procedure for Resolving Conflicts of Interest

5.1. In the event of a conflict of interest:

- The concerned individual must notify their direct supervisor or the authorized representative of the Organization no later than the next business day and refrain from taking any actions or decisions related to the conflict;
- The supervisor or authorized representative must, within two working days of receiving such notification or discovering the conflict, determine the appropriate course of action and notify the individual accordingly.

5.2. Resolution measures may include:

- Recusal of the individual from participating in the relevant matter;
- Enhanced oversight or supervision of the individual's work;
- Restricted access to specific information;
- Adjustment of the individual's job duties;
- Reassignment to another position;
- Termination of the employment or contractual relationship.

5.3. Conflicts of interest involving the President of the Organization are reviewed and resolved by the Supervisory Board.

5.4. Individuals may independently resolve a conflict of interest by relinquishing the private interest that gave rise to the conflict.

6. Internal Audit and Control

6.1. The Organization may engage external auditors to conduct financial and operational audits to ensure accurate financial reporting and compliance with Ukrainian legislation and internal policies, including this Policy.

6.2. The Organization's management may, as part of internal control, conduct selective reviews and audits of key operations, including financial payments, to assess their legality, justification, and documentation.

6.3. When drafting and approving internal policies and procedures, the Organization shall take into account risks related to conflicts of interest.

7. Amendments and Revisions

7.1. If any provisions of this Policy are found to be ineffective, outdated, or non-compliant with current legislation, or if legal norms change, the Organization shall initiate a review and revision of this Policy.

8. Liability for Violations

8.1. Individuals who violate this Policy may be subject to disciplinary action in accordance with the Organization's Charter, internal regulations, and current legislation of Ukraine.

8.2. In the event of violations by contractors or service providers, the Organization may terminate contracts or cooperation agreements.