Conflict of Interest Policy

Ekam Foundation Mumbai

FY 2026-27

1. Preamble / Background

1. Ekam Foundation Mumbai is a pan-India, not-for-profit charitable organization working in areas including health, education, child well-being, preventive healthcare, awareness programmes, and partnerships, and functions through a governance and management structure comprising the Board of Trustees, Advisory Board, leadership team, finance personnel, and programme staff.
2. As a charitable organization operating for public benefit, the Foundation must ensure that all decisions are taken fairly, independently, and in the best interests of the organization and its beneficiaries, and that donor, partner, beneficiary, and public trust is protected through transparent and accountable processes.
3. This Policy is adopted to support the Foundation's stated commitment to accountability, transparency, governance, due diligence, dignity, and compassion by establishing a clear framework for identifying, disclosing, assessing, recording, and managing conflicts of interest.

2. Purpose

1. The purpose of this Policy is to protect the integrity, independence, and credibility of the Foundation's decision-making and operational processes.
2. This Policy seeks to prevent actual, potential, and perceived conflicts of interest from influencing, or appearing to influence, decisions concerning governance, finance, procurement, programme implementation, partnerships, fundraising, grantmaking, hiring, reimbursements, beneficiary-related matters, and the use of confidential information.
3. This Policy also establishes mandatory disclosure obligations and practical procedures for the review and management of conflicts in accordance with applicable law, the trust deed, governance documents, and board-approved procedures.

3. Scope and Applicability

1. This Policy applies to all persons who hold positions of trust, responsibility, influence, or decision-making authority in or on behalf of Ekam Foundation Mumbai.
2. Without limitation, this Policy applies to:

   2.1 Trustees;

   2.2 Chairperson, Managing Trustee, or equivalent office bearers;

   2.3 Advisory Board members;

   2.4 Directors, chief executive, and senior leadership personnel;

2.5 Employees of all grades and functions;

2.6 Finance, accounts, procurement, grants, and programme personnel;

2.7 Consultants, retainers, advisors, and subject-matter experts;

2.8 Volunteers and interns;

2.9 Members of committees, task forces, review panels, or working groups; and

2.10 Any other person acting for, representing, or making decisions on behalf of the Foundation.

3. Persons covered by this Policy shall remain responsible for compliance regardless of whether their role is paid, unpaid, full-time, part-time, temporary, honorary, or project-based.

4. Guiding Principles

1. All covered persons shall act with integrity and shall place the interests of the Foundation and its beneficiaries above personal, professional, financial, or relational interests when performing duties for the Foundation.
2. The administration of this Policy shall be guided by the following principles:

   2.1 Independence in judgment;

   2.2 Fairness in decision-making;

   2.3 Transparency in disclosure and documentation;

   2.4 Accountability for actions and omissions;

   2.5 Timely disclosure of actual, potential, and perceived conflicts;

   2.6 Recusal from discussions or decisions where impartiality may be compromised; and

   2.7 Protection of organizational resources, opportunities, reputation, and public trust.
3. Where doubt exists, the covered person shall err in favour of disclosure.

5. Definitions

1. **Conflict of Interest** means any situation in which a person's personal, financial, professional, fiduciary, relational, or other outside interest may interfere with, influence, compromise, or reasonably appear to compromise the independent and objective discharge of duties owed to the Foundation.
2. **Actual Conflict** means a conflict that presently exists and directly affects, or has the capacity to directly affect, a decision, recommendation, transaction, duty, or exercise of judgment.
3. **Potential Conflict** means a conflict that is not presently operative but may arise in the future because of an existing relationship, interest, role, or circumstance.

4. **Perceived Conflict** means a situation in which a reasonable external observer could conclude that a person's judgment may be influenced, even if no actual improper influence exists.
5. **Interested Person** means any covered person whose personal or related interest may affect, or appear to affect, the impartial exercise of duties for the Foundation.
6. **Related Party / Related Person** means any individual or entity having a relationship with a covered person that could create a conflict, including relatives, close personal associates, business partners, employers, employees, trusteeships, advisory roles, controlled entities, substantially influenced entities, or any entity in which the covered person has a direct or indirect interest.
7. **Financial Interest** includes any direct or indirect economic interest, benefit, expectation of gain, compensation, commission, fee, consulting arrangement, ownership interest, investment, loan, debt, reimbursement, gift, sponsorship, funded travel, or business opportunity.
8. **Non-Financial Interest** includes personal relationships, family considerations, loyalty to another organization, reputational interests, ideological commitments, professional advancement, reciprocal favours, influence, or any non-monetary consideration capable of affecting independent judgment.
9. **Material Interest** means an interest that a reasonable person would consider relevant to the assessment of whether independent judgment may be impaired or appear to be impaired in a particular matter.
10. **Family / Relative** includes spouse, domestic partner where recognized by organizational records, parents, children, siblings, grandparents, grandchildren, in-laws, step-relations, and any other person whose relationship with the covered person is sufficiently close that it may give rise to an actual, potential, or perceived conflict.
11. **Key Decision-Making Role** means any role involving authority to influence or determine recommendations, approvals, selections, allocations, appointments, contracts, payments, grants, programme benefits, vendor choices, or access to confidential information.
12. **Recusal** means the formal withdrawal of a person from participation in discussion, review, recommendation, negotiation, approval, or voting in relation to a matter in which a conflict exists or may reasonably be perceived to exist.
13. **Confidential Information** means any non-public information obtained through one's role with the Foundation relating to donors, beneficiaries, employees, financial information, programme

strategy, partnerships, contracts, procurement, pricing, evaluations, legal matters, internal deliberations, or any other information designated or reasonably understood to be confidential.

6. Policy Statement

1. All covered persons shall avoid conflicts of interest wherever reasonably possible and shall not permit personal interests or outside obligations to override their duty to act in the best interests of the Foundation and its beneficiaries.
2. Where a conflict cannot reasonably be avoided, or where a conflict may arise or may be perceived to arise, the covered person shall make full, prompt, and written disclosure and shall comply with all management measures determined under this Policy.
3. No covered person shall participate in, influence, or attempt to influence any decision or process in relation to a matter in which such person has an undisclosed or improperly managed conflict of interest.

7. Types of Conflicts Covered

1. This Policy applies to both financial and non-financial conflicts and includes, without limitation, the following situations.
2. **Vendor and service-provider interests:** where a covered person or related person has an ownership, employment, advisory, consulting, investment, referral, or commission-based relationship with any vendor, consultant, partner agency, hospital, school, training agency, event agency, communications firm, research body, or other service provider dealing with the Foundation.
3. **Employment or consultancy conflicts:** where a covered person holds external employment, board positions, consulting roles, retained engagements, or fiduciary obligations that compete with, overlap with, or may impair duties owed to the Foundation.
4. **Family and personal relationship conflicts:** where a decision may affect a relative, close associate, friend, mentor, former colleague, or any person with whom the covered person has a close personal relationship.
5. **Gifts, hospitality, and benefits:** where gifts, sponsored travel, event invitations, discounts, favours, accommodation, reimbursements, or entertainment are offered by actual or prospective donors, vendors, partners, beneficiaries, or applicants in circumstances that may influence or appear to influence judgment.

6. **Donor influence conflicts:** where donor expectations, conditions, or relationships create pressure to favour a particular vendor, geography, institution, beneficiary, employee, or partner outside approved criteria or process.
7. **Beneficiary selection bias:** where a covered person influences or attempts to influence beneficiary identification, referrals, enrolment, support, treatment access, scholarship support, or programme inclusion in favour of a connected person or group.
8. **Recruitment and promotion conflicts:** where involvement in hiring, appraisals, promotions, compensation, transfers, supervision, or disciplinary decisions affects a related or connected person.
9. **Procurement and contracting conflicts:** where a covered person is involved in specifications, bid evaluation, shortlisting, negotiation, approval, invoice certification, or contract management concerning a connected entity or person.
10. **Grant, scholarship, or allocation conflicts:** where a person participates in decisions concerning grants, sponsorships, scholarships, awards, or institutional support to an organization or individual with whom they are connected.
11. **Organizational opportunity conflicts:** where a person appropriates for personal use an opportunity, lead, idea, relationship, programme prospect, or business possibility obtained through the Foundation.
12. **Misuse of confidential information:** where non-public information is used for personal advantage or for the advantage of a related person or third party.
13. **Interlocking governance positions:** where a trustee, advisor, or employee also serves on the board, committee, or management of a current or potential partner, donor intermediary, grantee, vendor, or competing organization and may influence decisions on both sides.
14. **Related-person transactions:** where the Foundation enters into or considers entering into any transaction, engagement, reimbursement, contract, arrangement, or commitment involving a covered person or related person.

8. Duty to Disclose

1. Every covered person has a continuing duty to disclose any actual, potential, or perceived conflict of interest as soon as the person becomes aware of it.

2. Disclosure shall be made:

   2.1 At the time of appointment, joining, engagement, nomination, or onboarding;

   2.2 Through an annual declaration of interests;

   2.3 Whenever there is any change in circumstances, relationship, role, or interest; and

   2.4 Before participating in any discussion, review, recommendation, approval, or decision relating to the matter concerned.

3. The obligation to disclose applies regardless of whether the covered person believes that the conflict can be managed informally or that no improper conduct has occurred.

4. Failure to disclose in a timely manner may itself constitute a breach of this Policy, irrespective of whether the underlying transaction caused loss or resulted in improper benefit.

9. Disclosure Mechanism

1. All disclosures under this Policy shall be made in writing using the prescribed format or such equivalent form as may be approved by the Foundation.

2. Disclosures shall be submitted as follows:

   2.1 By employees, consultants, volunteers, and programme personnel to the designated HR, Compliance, or Governance function, with a copy to the relevant reporting manager where appropriate;

   2.2 By senior leadership to the Chairperson, Managing Trustee, or designated Governance Committee;

   2.3 By Trustees, Advisory Board members, and committee members to the Chairperson or such other independent authority as may be designated by the Board; and

   2.4 Where the Chairperson or Managing Trustee is the interested person, to the Board of Trustees or a committee specifically authorized by the Board.

3. The Foundation shall maintain a Register of Interests containing all onboarding declarations, annual declarations, event-based disclosures, meeting-specific disclosures, determinations, recusals, conditions imposed, and approvals granted.

4. The Register of Interests shall be reviewed periodically and updated promptly upon receipt of new information.

10. Review and Determination Process

1. Each disclosure shall be reviewed by the designated authority or committee competent to assess the nature, extent, and materiality of the disclosed interest.
2. The review shall consider, among other things:
   2.1 The person's role and level of influence;
   2.2 The nature of the personal or related interest;
   2.3 The value or significance of any expected or possible benefit;
   2.4 Whether the matter concerns procurement, employment, grants, beneficiaries, donations, reimbursements, or confidential information;
   2.5 Whether the conflict is actual, potential, or perceived;
   2.6 Whether the conflict can be effectively managed; and
   2.7 Whether the matter requires escalation to the Board or a Board committee.
3. The designated authority may seek further information, supporting documents, comparative market information, or independent inputs before making a determination.
4. The determination shall be documented in writing and shall record:
   4.1 Whether a conflict exists;
   4.2 Whether it is actual, potential, or perceived;
   4.3 Whether it is material;
   4.4 The management steps required; and
   4.5 The approving authority.
5. Matters involving Trustees, senior leadership, high-value transactions, related-party arrangements, donor-sensitive matters, or issues carrying reputational risk shall ordinarily be escalated to the Board of Trustees or a duly authorized committee for review and decision.

11. Management of Conflicts

1. Where a conflict is identified, the Foundation shall determine and implement proportionate measures to protect fairness, independence, and organizational integrity.
2. Management actions may include one or more of the following:
   2.1 Recording the conflict and permitting limited continued involvement where immaterial;
   2.2 Requiring additional disclosure or clarification;
   2.3 Restricting access to relevant documents or confidential information;
   2.4 Recusal from discussions, evaluations, negotiations, or decisions;

2.5 Abstention from making recommendations or voting;

2.6 Reassignment of duties or transfer of decision responsibility;

2.7 Independent review by an unconflicted person, panel, or committee;

2.8 Competitive bidding, benchmarking, or market comparison;

2.9 Enhanced approval thresholds or secondary review;

2.10 Ongoing monitoring of the arrangement; or

2.11 Prohibition, cancellation, or non-approval of the transaction or involvement.

3. The management response shall be proportionate to the materiality and risk of the conflict and shall be designed to protect both actual fairness and the appearance of fairness.

12. Rules for Meetings and Decision-Making

1. At the beginning of each Board, committee, or other decision-making meeting, members shall be given an opportunity to disclose any agenda-specific conflict of interest.
2. Any person having a conflict in relation to an item under consideration shall declare the conflict before discussion begins.
3. The declaration shall be recorded in the minutes together with the nature of the conflict and the action taken.
4. Unless the chair of the meeting requests factual clarification from the interested person, the interested person shall not participate in deliberation on the matter and shall abstain from recommendation or voting.
5. Where appropriate, the interested person may be required to withdraw from the meeting for the duration of the deliberation and decision on the relevant item.
6. For purposes of that specific item, the interested person may be excluded from quorum calculations to the extent necessary to ensure independent decision-making and in accordance with applicable governance documents and board-approved procedures.
7. All decisions shall be made on the basis of the best interests of the Foundation and its beneficiaries and shall be supported by adequate documentation.

13. Related-Party and Connected Transactions

1. Any proposed transaction, arrangement, reimbursement, service engagement, contract, procurement, grant, lease, or other commitment involving a Trustee, employee, advisor, volunteer,

committee member, relative, or connected entity shall be treated as a related-party or connected transaction for the purpose of this Policy.

2. Such transactions shall not proceed unless:
   2.1 The interest is disclosed in advance and in writing;
   2.2 The transaction is reviewed by an unconflicted authority;
   2.3 The Foundation assesses whether the arrangement is necessary, reasonable, and in its best interests;
   2.4 Comparative quotations, market checks, benchmarking, or equivalent fairness assessment are undertaken where practicable;
   2.5 The terms are documented and demonstrably fair, reasonable, and, where allowed, on an arm's-length basis; and
   2.6 Approval is granted by the appropriate authority in accordance with the Foundation's governance framework.
3. Any related-party or connected transaction shall be subject to heightened scrutiny where it concerns procurement, construction, medicines, equipment, technology, professional retainers, event management, beneficiary referrals, grants, or recurring service contracts in programme areas such as health or education.
4. A related-party or connected transaction shall be prohibited where fairness, necessity, independence, or reputational defensibility cannot be satisfactorily demonstrated.

14. Gifts, Hospitality, and Benefits

1. Covered persons shall not solicit, accept, offer, or provide any gift, hospitality, favour, sponsored travel, accommodation, entertainment, or benefit that may improperly influence, or reasonably appear to influence, an organizational decision.
2. Modest, customary, and infrequent courtesies of nominal value may be accepted only where they are not intended to influence a decision, are lawful and culturally appropriate, and do not create a sense of obligation.
3. Cash, cash equivalents, personal commissions, kickbacks, secret rebates, or any benefit linked to preferential treatment are strictly prohibited.
4. Significant gifts, hospitality, travel sponsorships, conference invitations, or benefits offered by donors, vendors, partners, applicants, or service providers shall be disclosed promptly and may be declined, surrendered, or accepted only with prior written approval as per internal procedure.

5. Where attendance at an externally sponsored event serves a legitimate organizational purpose, the sponsorship shall be transparently recorded and approved through the appropriate reporting and approval process.

15. Recruitment, Hiring, and Supervision

1. All recruitment, hiring, placement, appraisal, promotion, transfer, compensation, and disciplinary decisions shall be based on merit, role requirements, and documented process.
2. Any personal, family, or close relational connection between a candidate and a person involved in recruitment or supervision shall be disclosed promptly.
3. A conflicted person shall not participate, formally or informally, in sourcing, screening, interviewing, evaluation, recommendation, approval, supervision, appraisal, compensation, promotion, transfer, or disciplinary decisions affecting the connected person.
4. The Foundation may permit the engagement of related persons only where the process is demonstrably fair, competitive where relevant, transparently documented, and approved by an unconflicted authority.
5. As far as practicable, no employee shall directly or indirectly supervise a related person or exercise disproportionate influence over that person's terms of engagement or career progression.

16. Procurement, Grants, Scholarships, and Beneficiary Decisions

1. Procurement, grantmaking, scholarship support, institutional assistance, hospital tie-ups, school partnerships, training selections, beneficiary referrals, and programme enrolment decisions shall be conducted through fair, objective, and documented processes.
2. Persons involved in such processes shall disclose conflicts before receiving evaluation materials or participating in any stage of review.
3. Where feasible, evaluation shall include conflict-free review, comparative assessment, and independent scoring or documented justification.
4. No relative, associate, donor-connected person, vendor-connected person, or other connected individual or entity shall receive preferential access, favourable scoring, relaxed scrutiny, or expedited approval due to personal influence.

5. In health, education, and child well-being programmes, particular care shall be taken to ensure that beneficiary-related decisions are based on approved criteria, programme need, equity, and documented rationale, and not on personal relationships or external pressure.

17. Confidentiality and Use of Information

1. Confidential information obtained through one's association with the Foundation shall be used solely for legitimate organizational purposes.
2. No covered person shall use confidential or non-public information for personal gain or for the gain of any related person, donor, vendor, partner, beneficiary, competitor, or outside organization.
3. A person who is recused from a matter shall not seek access to related confidential materials except to the extent specifically authorized for legitimate reasons.
4. These obligations continue even after cessation of office, employment, consultancy, or association with the Foundation.

18. Annual Declarations

1. Every covered person shall submit an annual written declaration of interests in the prescribed format.
2. New Trustees, employees, consultants, volunteers, and other covered persons shall submit an onboarding declaration at the commencement of their relationship with the Foundation.
3. Annual declarations shall include, to the extent relevant, positions held in other entities, consulting relationships, material shareholdings or ownership interests, family relationships relevant to Foundation operations, external fiduciary roles, and any other information reasonably necessary to assess conflicts.
4. Submission of an annual declaration does not replace the obligation to make event-based disclosures whenever circumstances change.

19. Recordkeeping

1. The Foundation shall maintain adequate records to support the effective implementation of this Policy.
2. Records shall be retained, secured, and made accessible internally on a need-to-know basis in accordance with applicable law and internal document-retention practices.

20. Non-Compliance and Consequences

1. Non-compliance with this Policy includes, without limitation, failure to disclose, false or misleading disclosure, non-observance of recusal requirements, improper participation in a conflicted matter, misuse of confidential information, retaliation against a reporting person, or circumvention of management measures.
2. Where non-compliance is established, the Foundation may take one or more actions, depending on the nature and seriousness of the breach:
   2.1 Advisory guidance or corrective instruction;
   2.2 Written warning or censure;
   2.3 Re-review, suspension, or reversal of the affected decision or transaction;
   2.4 Removal from the relevant process, committee, or decision-making role;
   2.5 Recovery, where appropriate, of undue benefits or payments;
   2.6 Disciplinary action under applicable service rules, contracts, or governing documents; and
   2.7 Termination, cessation, or recommendation for removal from office, subject to applicable law, the trust deed, employment terms, and governing documents.
3. The Foundation may also take such remedial or legal steps as may be appropriate under applicable law and contractual arrangements.

21. Protection for Good-Faith Disclosure

1. No covered person shall suffer retaliation, victimization, adverse treatment, or disadvantage for making a bona fide disclosure of a conflict of interest or a suspected violation of this Policy.
2. Any retaliatory action against a person making a good-faith disclosure shall itself constitute a serious breach of this Policy and may attract disciplinary or governance action.
3. This protection does not extend to knowingly false, malicious, or reckless allegations.

22. Policy Administration

1. The Board of Trustees shall have overall oversight of this Policy and may delegate day-to-day administration to a designated governance, compliance, HR, or senior management function.
2. The designated policy owner shall be responsible for implementation, dissemination, training, maintenance of records, periodic reminders, and reporting material matters to leadership or the Board.

3. The Foundation should provide periodic orientation and practical guidance so that covered persons understand how to identify conflicts, when to disclose, and how recusals and approvals operate in practice.

23. Review and Amendment

1. This Policy shall be reviewed periodically to ensure continued relevance, legal appropriateness, and operational effectiveness.
2. Amendments to this Policy shall require approval by the Board of Trustees or such authority as is authorized under the Foundation's governance documents.
3. In conducting any review, the Foundation may consider implementation experience, governance developments, audit observations, donor expectations, and changes in organizational structure or programme activities.

24. Annexures

Annexure A: Conflict of Interest Disclosure Form

1. **Name:**
2. **Designation / Role:**
3. **Department / Function / Committee / Board Position:**
4. **Contact Details:**
5. **Type of Disclosure:**
   5.1 Onboarding disclosure;
   5.2 Annual disclosure update;
   5.3 Event-based disclosure;
   5.4 Meeting-specific disclosure.
6. **Details of the matter giving rise to the conflict:**
7. **Name of person / entity involved:**
8. **Relationship of the disclosing person to the person / entity involved:**

9. **Nature of interest:**

   9.1 Financial;

   9.2 Non-financial;

   9.3 Actual;

   9.4 Potential;

   9.5 Perceived.

10. **Whether any family / relative connection is involved:** Yes / No

11. **Whether the person / entity has any relationship with the Foundation:**

    11.1 Vendor;

    11.2 Donor;

    11.3 Partner;

    11.4 Beneficiary;

    11.5 Applicant;

    11.6 Employee;

    11.7 Consultant;

    11.8 Service provider;

    11.9 Other [specify].

12. **Description of possible impact on objectivity or decision-making:**

13. **Any supporting documents attached:** Yes / No

14. **Suggested immediate safeguard (if any):**

15. **Declaration:**

    "The information provided in this disclosure is true and complete to the best of my knowledge. I understand my continuing obligation to promptly update this disclosure if circumstances change."

16. **Signature:**

17. **Date:**

18. **Received by:**

19. **Review outcome / management action:**

20. **Approval authority and date:**

Annexure B: Annual Declaration of Interests

1. **Name:**

2. **Designation / Role:**
3. **Declaration period:**
4. **The undersigned declares the following interests that may be relevant to the Foundation's governance, operations, procurement, hiring, programme implementation, donor engagement, grants, partnerships, or beneficiary-related decisions:**
5. **Positions held in other organizations:**
6. **Trusteeships / directorships / advisory roles / committee memberships:**
7. **Consulting, retainer, or external employment relationships:**
8. **Material ownership, partnership, or financial interest in entities that may deal with the Foundation:**
9. **Family / relative relationships relevant to Foundation operations or personnel:**
10. **Any current or likely relationship with vendors, donors, hospitals, schools, training partners, event agencies, or programme partners:**
11. **Any other interest, affiliation, or circumstance that may create an actual, potential, or perceived conflict:**
12. **Declaration statement:**
    "I have read and understood the Conflict-of-Interest Policy of Ekam Foundation Mumbai. I confirm that I have disclosed all interests known to me that may be relevant under the Policy. I undertake to promptly disclose any change in circumstances during the year."
13. **Signature:**
14. **Date:**
15. **Reviewed by:**
16. **Remarks / follow-up required:**

Annexure C: Meeting-Specific Disclosure Template

1. **Meeting name / committee / board:**
2. **Date of meeting:**
3. **Agenda item number and subject:**
4. **Name of person making disclosure:**

5. **Nature of interest / conflict:**
6. **Whether conflict is actual, potential, or perceived:**
7. **Whether any documents or confidential information have been accessed already:** Yes / No
8. **Action determined by chair / committee:**

   8.1 Disclosure noted;

   8.2 Participation permitted with limitations;

   8.3 Recusal from discussion;

   8.4 Abstention from vote;

   8.5 Withdrawal from room / meeting for the relevant item;

   8.6 Escalation for further review.
9. **Minute entry reference:**
10. **Signature of person making disclosure:**
11. **Signature of chair / authorized reviewer:**

Annexure D: Illustrative Examples of Conflicts

1. A Trustee participates in approving a hospital partnership where the Trustee's sibling holds a senior management role.
2. A procurement employee evaluates quotations from an event management agency owned by a close friend.
3. A programme manager recommends a scholarship applicant who is a relative without disclosing the relationship.
4. A staff member receives sponsored travel from a vendor shortly before a contract renewal decision.
5. A donor informally pressures the Foundation to appoint a preferred consultant or include a specific beneficiary.
6. A finance employee certifies reimbursement or payment for a consultant with whom the employee has a private business relationship.
7. A committee member serves on the governing body of a partner organization seeking funding or institutional support from the Foundation.
8. An employee uses unpublished donor or pricing information obtained through the Foundation to benefit an outside organization.

9. A hiring manager participates in selection or appraisal decisions affecting a family member or close associate.
10. A Trustee, staff member, or advisor is involved in selecting a school, training partner, or service provider in which such person has a material financial interest.