



Proud Lebanon

www.ProudLebanon.org
www.facebook.com/Proud.Lebanon
www.twitter.com/ProudLebanonORG
www.instagram/Proud.Lebanon
www.Youtube.com/ProudLebanon
(+961) 76 - 608205

Conflict of Interest Policy

PURPOSE

The purpose of this Conflict of Interest Policy is to protect Proud Lebanon's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Board Member or Staff of the organization.

DEFINITIONS

I.CONFLICT OF INTEREST

A Conflict of Interest arises when a person in authority over the organization, such as a Director, Board Member or Staff may benefit personally from a decision he or she could make in that capacity, including indirect benefits (e.g., to family members or businesses with which the person is closely associated).

II.INTERESTED PERSON

Any Director, Board Member or Staff with delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.



Proud Lebanon

www.ProudLebanon.org

www.facebook.com/Proud.Lebanon

www.twitter.com/ProudLebanonORG

www.instagram/Proud.Lebanon

www.Youtube.com/ProudLebanon

(+961) 76 - 608205

III.FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial.

A Financial Interest is not necessarily a Conflict of Interest. Under Article III, Section 2, a person who has Financial Interest may have a Conflict of Interest only if the appropriate governing Board or Committee decides that a Conflict of Interest exists.

PROCEDURES

IV.DUTY TO DISCLOSE

In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and Members of the Committees with governing Board delegated powers considering the proposed transaction or arrangement. Any report brought on by another Board, Committee or Executive Board will be held in confidence.



Proud Lebanon

www.ProudLebanon.org

www.facebook.com/Proud.Lebanon

www.twitter.com/ProudLebanonORG

www.instagram/Proud.Lebanon

www.Youtube.com/ProudLebanon

(+961) 76 - 608205

V.DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the Financial Interest and all the material facts and after any discussion with the Interested Person, he/she shall leave the Executive Board or Committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or Committee members shall decide if a Conflict of Interest exists.

VI.PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- a. An Interested Person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.
- b. The Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Executive Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or agreement.



Proud Lebanon

www.ProudLebanon.org

www.facebook.com/Proud.Lebanon

www.twitter.com/ProudLebanonORG

www.instagram/Proud.Lebanon

www.Youtube.com/ProudLebanon

(+961) 76 - 608205

VII. VIOLATION OF THE CONFLICT OF INTEREST POLICY

- a. If the Executive Board has reasonable cause to believe an Interested Person has failed to disclose actual or possible Conflicts of Interest, it shall inform that person of the basis for such belief and afford that person the opportunity to explain the alleged future to disclose.
- b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the Interested Person has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

VIII. CORRECTIVE MEASURES

If the Executive Board determines that an Interested Person has violated this Conflict of Interest Policy, it may implement one or more of the following corrective measures, depending on the severity and nature of the violation:

- **Formal Reprimand:** A written warning detailing the violation and expectations for future conduct.
- **Recusal:** Formally requiring the Interested Person to recuse themselves from future discussions, decisions, or votes related to the area of conflict.
- **Decision Review:** Rescinding or re-evaluating any decisions that may have been influenced by the undisclosed conflict of interest.
- **Increased Oversight:** Implementing additional oversight measures for the Interested Person's future actions and decisions related to their role in the organization.
- **Audit of Past Decisions:** Conducting a review of past decisions made by the Interested Person to ensure no other conflicts were missed or undisclosed.



Proud Lebanon

www.ProudLebanon.org

www.facebook.com/Proud.Lebanon

www.twitter.com/ProudLebanonORG

www.instagram/Proud.Lebanon

www.Youtube.com/ProudLebanon

(+961) 76 - 608205

- **Modification of Roles or Responsibilities:** Adjusting the Interested Person's role or responsibilities within the organization to mitigate the risk of future conflicts.
- **Suspension:** Temporary removal from duties or decision-making authority for a specified period.
- **Termination:** In cases of severe or repeated violations, removal from position or termination of employment or board membership.

The Executive Board reserves the right to implement these measures as it deems appropriate based on the specific circumstances of each case. The primary goal of these corrective measures is to protect the integrity of Proud Lebanon's decision-making processes and to maintain the trust of its stakeholders.

IX. IMPLEMENTATION OF CORRECTIVE MEASURES

- a. The Executive Board shall determine the appropriate corrective measure(s) by a majority vote of disinterested members.
- b. The Interested Person shall be informed in writing of the corrective measure(s) and the reasons for their implementation.
- c. The Interested Person shall have the right to appeal the decision to the Executive Board within 14 days of receiving notice of the corrective measures.
- d. The Executive Board shall review any appeal and make a final decision within 30 days of receiving the appeal.
- e. All corrective measures and their outcomes shall be documented in the organization's records.



Proud Lebanon

www.ProudLebanon.org
www.facebook.com/Proud.Lebanon
www.twitter.com/ProudLebanonORG
www.instagram/Proud.Lebanon
www.Youtube.com/ProudLebanon
(+961) 76 - 608205

RECORDS OF PROCEEDINGS

The minutes of the Executive Board and all Committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Executive Board's or Committee's decision as to whether a Conflict of Interest in fact existed.
- b. The name of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

COMPENSATION

In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the compensation by containing the following:

- a. A member of the Executive Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to the member's compensation.



Proud Lebanon

www.ProudLebanon.org

www.facebook.com/Proud.Lebanon

www.twitter.com/ProudLebanonORG

www.instagram/Proud.Lebanon

www.Youtube.com/ProudLebanon

(+961) 76 - 608205

STATEMENTS

Each Director, Board member or Staff with delegated powers shall sign a statement upon their appointment, which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy
- d. Has disclosed their interests that could give rise to conflicts of interest

16/09/2024



PROUD

l e b a n o n