



## CJRF CONFLICT OF INTEREST POLICY

The Climate Justice Resilience Fund (CJRF) conflict of interest policy below includes three components:

1. Vision and Commitment
2. Disclosure Statement
3. Action Protocol

### Vision and Commitment<sup>1</sup>

The CJRF governing board is committed to developing the Fund, which is a project of the New Venture Fund, to better resource climate justice action globally. As a participatory and community-led Fund, we value involving activists from diverse and intersectional backgrounds, in order to enable transparent and inclusive decision-making based on localized knowledge. We seek to promote transparency and accountability with regard to conflicts of interest so that we may continue building and maintaining a sustainable and trusted grantmaking institution.

We also acknowledge that traditional conflict of interest policies have served to consolidate the financial power of those already holding wealth, and such policies are not fully fit-for-purpose when involving activists and practitioners in grants decision-making. Because activists operating in the Global South may have more conflicts of interest due to patterns of funding available globally, asking CJRF stakeholders to sign a traditional conflict of interest policy is not an ideal solution. We are continuously committed to balancing the origin of these conflict of interest policies with the need to be transparent and accountable to our communities, movements, and funders.

Risks of actual or perceived conflicts of interest in grantmaking are common for all stakeholders, including donors. Without being transparent about them and handling them with integrity, attention, and care, they can undermine trust in CJRF and its leadership, compromise our ability to fulfill our mission, and run the risk of exposing us to legal liability. Yet, attempting to make grantmaking decisions while excluding anyone with potential conflicts of interest may serve only to sustain the business-as-usual state of affairs in philanthropy: decision-making power will continue to be held by those furthest away from the places where injustice is happening, perpetuating the systems of oppression we seek to transform. As such, CJRF does not exclude our past grant recipients from applying to serve on our board, and we do not exclude our board members' affiliated organizations from applying for grants.

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<sup>1</sup> CJRF acknowledges other participatory grantmakers, including the International Trans Fund and the Jewish Liberation Fund, for the structure, ideas, and wording of this statement.

CJRF is committed to ensuring transparency about conflicts of interest, so that they may be handled in a way that sustains trust in CJRF, both internally and externally. To foster transparency, all CJRF grant recipients are listed on our website, and our staff and board members disclose their organizational affiliations in their biographies. In addition, CJRF board members, staff, and other stakeholders involved in grant decision-making are required to review and sign CJRF's conflict of interest statement and disclosure annually. Members of our budget and administration working groups also sign a similar conflict of interest statement required by New Venture Fund, our fiscal sponsor. The language in this statement is required by our fiscal sponsor so that CJRF can maintain their trust and remain a sustainable and credible organization before our funders and communities.

Conflicts of interest are common, but every conflict will be different; therefore, solutions will differ. The CJRF board commits to having ongoing dialogue about all conflicts of interest to develop fitting solutions. These may include, for example:

- Recusal of a person with a conflict from grant decisions about particular organizations or coalitions
- Developing a firewall between a person who has a conflict and those involved in grant applications
- Return / rejection of gifts to CJRF board or staff

For all declared and undeclared conflicts of interest, CJRF will follow its Action Protocol, below.

When there is uncertainty about whether a particular circumstance presents a conflict, CJRF staff, board members, and other stakeholders involved in grantmaking are encouraged to err on the side of transparency. When in doubt, disclose.

The CJRF board will review all elements of this policy regularly to determine its usefulness and to make sure that it is not detrimental to the participation of diverse activists in the decision-making processes of the CJRF.

## CJRF CONFLICT OF INTEREST DISCLOSURE STATEMENT

CJRF requires its board members and staff, as well as all others who make decisions about CJRF grantmaking, to review and sign conflict of interest disclosure statements annually. This policy is in keeping with our joint commitment to best practices and transparency, as well as to comply with government regulations.

I. Purpose. The purpose of the conflict of interest policy is twofold: a) to protect CJRF's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Project Lead, or other CJRF decision-maker, or might result in impermissible private benefit; and b) to make any potential conflict of interest among CJRF stakeholders transparent in order to best address any (internal or external) impact on CJRF decision-making. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions.

- a) Interested Person. Any CJRF Board or Staff Member or other CJRF decision-maker who has a direct or indirect financial interest, as defined below, is an interested person.
- b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, family, organization, or network affiliation:
  - 1) A leadership, ownership or investment interest in any entity with which CJRF has a transaction or arrangement,
  - 2) A compensation arrangement with any entity or individual with which CJRF has a transaction or arrangement, or
  - 3) A potential leadership, ownership or investment interest in, or compensation arrangement with, any entity or individual with which CJRF is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors valued above US\$100. A financial interest is not necessarily a conflict of interest.

III. Procedures.

- a) Duty to Disclose. With respect to 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 disinterested Members of the Board. To avoid even the appearance of a conflict, the interested person should then follow the procedure described in Section III(b) below, even for potential conflicts of interest. If the interested person is the Project Lead, she/he should disclose any possible conflict of interest to the Board, whether or not the proposed transaction or arrangement would normally fall under the review of the Board.
- b) Procedures for Addressing the Conflict of Interest. Disclosed conflicts and potential conflicts will be addressed case by case. See CJRF's Conflict of Interest Action Protocol for specific steps.

c. Violations of the Conflicts of Interest Policy

- 1) If the board has reasonable cause to believe a Member or the Project Lead 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 an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the response, the board determines the person has failed to disclose an actual or possible conflict of interest, it shall take steps noted in the CJRF Conflict of Interest Action Protocol.

IV Records of Proceedings. The minutes of the board shall reflect when conflicts of interest have been identified and handled, including reasonably sufficient details such as name(s), nature of the conflict, action taken, and a record of any votes.

V Annual Statements. Each interested person shall annually sign a statement 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 provided a list of known financial interests that might pose a conflict of interest, and
- e) Understands that CJRF is a project of NVF, which is charitable and registered in the United States, and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## CONFLICT OF INTEREST DISCLOSURE STATEMENT

I have read and understand CJRF's Conflict of Interest Policy and agree to be bound by its terms. I have disclosed all actual and potential conflicts of interest, and agree to promptly inform CJRF of any new conflicts of interest that arise in the future by disclosing in any meeting where a new conflict arises and submitting a new conflict of interest disclosure statement. I understand that CJRF is a project of the New Venture Fund, which is charitable and registered in the US, and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check only one box. If you have actual or potential conflicts of interest, please detail them.

\_\_\_\_ I have no financial interests that might pose conflicts of interest to report as defined by the CJRF Conflict of Interest Policy.

\_\_\_\_ I have the following actual or potential conflicts of interest to report (if more than five, attach a separate page):

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_

Name:

\_\_\_\_\_

Role:

\_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



## Conflict of Interest Action Protocol

As noted in the CJRF Commitment on conflict of interest, board members, staff, and other stakeholders involved in CJRF grantmaking are required to sign a conflict of interest disclosure annually and update it whenever needed. Affiliations disclosed on that statement will be shared publicly as part of board members' biographies on the CJRF website.

When a conflict of interest is disclosed, the CJRF board will take the following steps:

1. Ensure that all relevant stakeholders are aware of the conflict
2. Discuss within the full Board next steps to develop a solution particular to the conflict (e.g. recusal from particular decisions, recusal from proposal development, consultation with NVF's Compliance team, etc.)
3. Act on these steps and ensure transparency about them.

Board members, staff, and others are asked to proactively update their conflict of interest disclosures whenever circumstances change. This may include, for example:

- When they take a new job or join an organization's board
- When family members' job circumstances or other organizational affiliations shift
- When organizations with which they are affiliated decide to apply for CJRF funding
- When they make a donation to CJRF

If the Board determines that a person has failed to disclose an actual or possible conflict of interest, it shall discuss the impact of the lack of disclosure on CJRF decisions and reputation; and together, determine a way forward. This may include:

1. Review of any decisions made by the person when a conflict was present.
2. Examination by other board members of such decisions and whether a different decision would have been made were the person not present:
  - a) If the decision would have been the same, status quo remains with the decision.
  - b) If the decision would have been different, the board will notify CJRF's NVF Account Manager for further steps, including stopping or recalling grant payment, public notification of error, legal action, etcetera.
3. Termination of the board membership, project leadership, or membership in grants decision-making body of the person.