

EDRi CONFLICTS OF INTEREST AND GIFT POLICY¹

I. INTRODUCTION

Members of the Board and staff of European Digital Rights (EDRi, hereafter “Organisation”) have a duty to act in the best interests of the Organisation, when making decisions or representing it . They must follow high ethical standards and avoid conflicts of interest, or the appearance of conflicts of interest, between their personal or other interests and those of the Organisation, and they must ensure that neither they, their family members or their employers receive any improper material or other benefit from their position at the Organisation. Accordingly, the following procedures will govern the Organisation’s decision-making processes.

II. DEFINITIONS AND SCOPE

For the purposes of this policy and the Conflicts of Interest Disclosure Questionnaire in Annex A, the following terms and definitions shall apply:

A. There can be two types of conflicts:

- **Material conflict of interest:** when a Board member, staff member, contractor, a family member, close business associate or close friend (i) is employed by and receives any compensation from any organisation or person with which the Organisation has entered into a Transaction or is considering entering into a Transaction; (ii) holds a senior or fiduciary position or has a shareholder or partnership interest greater than 5% in any organisation in which the Organisation has entered into a Transaction or is considering entering into a Transaction; (iii) has derived or will derive a financial benefit either directly or indirectly from a Transaction entered into or being considered by the Organisation and/or (iv) is directly competing with the Organisation for similar actions or purpose from the same source of funding (e.g. specific grant calls from foundations or business donors).
- **A conflict of duty or split loyalty:** when a Board member’s, staff member’s or contractor’s duty competes with a duty or loyalty she/he has to another organisation or person, for example as a director, non-executive director or Board member, or employee. The duty could be related to a Board decision or Organisation’s policy, or a policy view made in public.

The material conflict of interest and the conflict of duty, as described above, may be perceived – i.e. may not create an actual risk, danger or bias, but might reasonably cause others to think it could influence a decision.

B. **Family Member** means parents, grandparents, spouse, domestic partner, siblings, children and grandchildren.

C. **Transaction** means any program-related investment, grant, or contract for the purchase of goods or services.

¹ This policy has been revised in June 2018

The Board of European Digital Rights is the delegated decision making authority over conflicts of interest.

This policy applies to the members of the Board, all Organisation staff, and contractors (e.g. consultants and interns)

In the event that an Organisation practice, policy or procedure conflicts with this policy, the present Conflicts of Interest and Gift Policy shall take precedence.

III. REPORTING REQUIREMENTS

1. Board Members

If a Board member has a material conflict of interest or a conflict of duty/split loyalty related to a particular Transaction or issue under discussion that has not been recorded in the EDRi Register of Interests (see section 3. below), the Board member shall disclose the conflict of interest, in writing via email, to the full Board and the Executive Director of EDRi. The disclosure must include the facts and amounts involved of the Transaction and the nature of conflict of interest that the material or duty conflict may cause the Organisation. For further details on procedures to follow during the above referral process please refer to section IV. below.

2. Staff Members and Contractors

If the Executive Director has a material or split loyalty interest in a Transaction or other issue being considered for approval, she or he shall disclose such interest in writing via email, to the Board. If any other staff member has a material conflict of interest in a particular Transaction which has not been recorded in the EDRi Register of Interests (see section 3. below) and which is to be considered for approval by the Organisation, he or she shall disclose the interest, in writing via email, to the Executive Director, who in turn shall notify the Board if the matter is to be considered for approval by the Board. In instances where the Transaction is considered below the level of the Board, the Executive Director should at the next Board meeting inform the Board of any Transactions undertaken by the Organisation in which a staff member has such an interest, the circumstances of and the justification for the decision to undertake such a Transaction, measures taken to resolve the conflict, as well as the amount involved.

3. Board Members, all Staff Members and Contractors

In addition to the disclosures mentioned above, during the application phase for a Board position or a recruitment process in the Organisation, candidates must complete a Conflicts of Interest Disclosure Questionnaire (hereafter "Questionnaire"). When elected to a Board position, or accepting employment by the Organisation, Board members, all Organisation staff and contractors must complete the Questionnaire and must confirm in writing compliance with the Organisation's Conflicts of Interest and Gift Policy on the form provided in Annex A.



The completed Questionnaires will be entered into the EDRi Register of Interests, and should be updated annually; the Executive Director will designate a staff member as responsible for maintaining the Register and ensuring all Questionnaire fields are completed. The Register will be made available for internal audits, and for any statutory purposes. Board members and all staff should notify the person responsible of any urgent changes to their entries in the Register that are necessary outside the annual updates.

With regards to Board members the EDRi Register of Interests must include the following information: other Board or Council memberships; directorships; employment or other functions or close relationships with institutions, companies, collectives and NGOs both profit making and non-profit; financial interests of members or their families as described in section II above.

The Register of Interests shall be available for inspection to all designated representatives of the member organisations.

All staff members must disclose to the person responsible, in writing, all articles, books or speaking engagements on topics related, directly or indirectly, to their Organisation employment, and for which they will obtain compensation (other than reimbursement of expenses) from a grantee, a prospective grantee, or any third party with which the Organisation is contemplating a Transaction. The responsible individual shall bring the disclosure to the attention of the Executive Director, who shall determine whether it is appropriate for the officer or staff member to accept the proposed compensation.

IV. MANAGEMENT OF CONFLICTS

A. Conflicts of Interest of a Board member

A Board member who has disclosed or is found to have a material conflict of interest with respect to a Transaction being considered by the Organisation must recuse himself or herself from consideration of the relevant Transaction and all related discussions, unless the Board asks the Board member with an Interest to provide necessary information regarding the proposed Transaction. In no event shall a Board member vote on a Transaction in which he or she has an Interest.

Similarly, a Board member, who has a conflict of duty (or split loyalty) with respect to a policy or decision being considered by the Organisation and which creates a danger of bias, must declare the nature of his or her duty and withdraw from the deliberations, unless the Board requests their presence.

If a Board member has a material conflict of interest or conflict of duty which does not create a risk, danger or bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of their interest or duty, but take part in discussions if the Board agrees they should do so.

The nature of the conflict of interest, and the Board member's recusal shall be recorded in the Board Minutes.

B. Conflicts of interest of staff members or contractors

If a staff member has disclosed or is found to have a material conflict of interest with respect to a Transaction that is being considered for approval by the Organisation at the Board level or below, the staff member must recuse himself or herself from consideration of the relevant Transaction and all related discussions, unless he or she is asked to provide necessary information regarding the proposed Transaction. In no event may the staff member, or his or her subordinate approve a Transaction in which that staff member has a material interest, nor shall he or she be present when a vote, if any, is taken with respect to the Transaction. If the Transaction is considered for approval at the Board level, the nature of the material interest and the decision-making process followed should be documented in the Board minutes. If the Transaction is considered by the Executive Director or other senior staff, the nature of the Interest and the person's recusal should be documented and the documentation should be retained in the Organisation's records.

Should a member of the Board, or any of the staff members of the Organisation knowingly fail to make disclosure of a conflict of interest relationship, it may lead to an official warning or the dismissal of the individual, as prescribed by EDRI disciplinary procedures.

GIFT POLICY

No Board member, or any staff member of the Organisation shall accept a gratuitous payment or article of monetary value of greater than fifty Euro (50,00- €) per annum and per individual, from contractors or suppliers, except (a) gifts presented to the Organisation where the recipient is representing the Organisation and thereafter presents the gift to the Organisation, or (b) gifts that are motivated solely by a family or personal relationship, but are in no way connected with the recipient's official duties at the Organisation. In general, a recipient should make every effort to decline to accept gifts on behalf of the Organisation, but, in cases, where it would be considered ungracious to do so, should make clear that the gift is being accepted on behalf of, and will be given to the Organisation.

ANNEX A - CONFLICTS OF INTEREST DISCLOSURE QUESTIONNAIRE
EUROPEAN DIGITAL RIGHTS

DATE:

Board members, Officers, all staff members of the Organisation are required to complete, sign and return this form to the Board of the Organisation.

QUESTION	CIRCLE RESPONSE	NAME AND RELATIONSHIP OF CONFLICTED PERSON	NAME OF ORGANIZATION & AFFILIATION	NATURE OF CONFLICT
Within the past year, have you, or has a family member or close friend or business associate (an "Interested Party"), received or been promised any salary, loan, fee, honorarium or gift from a business or organisation that does business with or received a payment from the Organisation?	YES NO			
Do you or an Interested Party hold a position as a trustee, director, officer, senior manager, consultant, advisor or other representative of a business or organisation that does business with or receives funding from the Organisation?	YES NO			
Within the past year, did your duty compete with a duty or loyalty you have to another organisation or person, for example as a director, non-executive director or Board member, or employee?	YES NO			

QUESTION	CIRCLE RESPONSE	NAME AND RELATIONSHIP OF CONFLICTED PERSON	NAME OF ORGANIZATION & AFFILIATION	NATURE OF CONFLICT
Do you or an Interested Party hold an ownership interest of 5% or more in a business or organisation that does business with or receives funding from the Organisation?	YES NO			
Are you aware of any other circumstances involving you or an Interested Party that may result in an actual or perceived conflict of interest as described in the Organisation's Conflicts of Interest and Gift Policy ("Policy")?	YES NO			

I inform European Digital Rights that I or, to the best of my knowledge, a Family Member (as that term is defined in the Policy) currently serve or, within the past year, served in a fiduciary, policy-making or managerial capacity with the following employers or organisations (attach separate sheet if needed):

Person Employer or Organization Position

I inform European Digital Rights that I or, to the best of my knowledge, a Family Member (as that term is defined in the Policy) received a salary, honorarium, or fees from the following organisations within the past year (attach separate sheet if needed):

Person Employer or Organization

I have read the Organisation's Conflicts of Interest and Gift Policy and I am in compliance with all of its requirements. I understand that if any of the information provided above changes, I am responsible for promptly notifying Organisation's Board, in writing, of the changes.

Signature

Print Name

Date