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DOCUMENT ADMINISTRATION

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1.0	Prepared by: Debbie Adams, Managing Director, Law and Governance	
	Reviewed by: GAVI Governance Committee	14 May 2012
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Ethics Policy

1. Purpose

- 1.1. The strength of the GAVI Alliance (“**GAVI**”) lies in the involvement and participation of the main stakeholders to immunisation and the diversity of interests present is an asset to achieving GAVI’s mission. Because of the diversity of interests and perspectives of these stakeholders, it is essential to the continued successful operation and development of the alliance structure that GAVI operates in an ethical, transparent and open manner.
- 1.2. The purpose of this Ethics Policy (this or the “**Policy**”) is to ensure a clear, achievable and relevant standard of ethical conduct for the activities and decision-making of any member of the Secretariat (including employees and consultants), Board (including alternate Board members and Committee delegates) and Advisory Bodies (as defined in Article 5 of the By-laws) (“**GAVI Person(s)**”), to protect GAVI’s reputation and integrity, and to ensure broad public trust and confidence in GAVI’s operations.
- 1.3. GAVI Persons are therefore expected to conduct themselves according to both the language and spirit of this Policy, and seek to avoid even the appearance of unethical behavior.
- 1.4. This Policy should be interpreted to be consistent with other GAVI policies and applicable laws and regulations.

2. Scope

- 2.1. This Policy is not designed to be an all-inclusive rubric for ethical behaviour, but instead provides a framework of policies that serves to structure the understanding and increase the awareness of all GAVI Persons regarding the potential ethical dilemmas with which they might be confronted while working at or in the service of GAVI.
- 2.2. Ethical behaviour requires making determinations as to the correct course of action, often without clearly established rules or laws. Ethics is thus not about following a strict set of guidelines, but rather about doing more generally the right thing. In this respect, a successful ethics policy facilitates behaviour that by example leads to the development of an ethics-focused organisational culture and environment. The responsibility to behave ethically and in a manner that enhances GAVI’s reputation and supports the achievement of its mission and goals is therefore shared by all GAVI Persons.

3. Definitions

- 3.1. Terms found in this Policy have the same meaning as they do within the GAVI Statutes and By-Laws. Further, the following definitions apply:
 - 3.1.1. “**Family Member(s)**” – A GAVI Person’s grandparents, parents/guardians, spouse/domestic partner, siblings, children or dependents and grandchildren.

		
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3.1.2. **“Conflict of Interest”** – A situation where a GAVI person has an actual, perceived, or potential Organisational or Financial/Personal interest, as defined below, that may:

- affect the conduct of his/her duties and responsibilities with respect to GAVI;
- create the perception that the person is using his/her position in GAVI for organisational or personal financial gain at the expense of GAVI.

3.1.3. **“Organisational Interest”** – An organisational interest arises when a GAVI Person is an officer, director, trustee, partner or (negotiating to become) an employee of an entity that may benefit financially from a decision he or she would vote on.

3.1.4. **“Financial/Personal Interest”** - A GAVI Person has a financial/personal interest when (s)he or any Family Member may benefit financially or in any other significant way from a transaction or other financial arrangement between GAVI and an entity with which the person has:

- an ownership or investment interest;
- a senior leadership or board member position (whether paid or unpaid);
- a direct or indirect compensation arrangement, including through a business, investment or Family Member, or in the form of substantial gifts or favours; or
- a potential of securing any of the above.

A person who possesses investments in independent non-discretionary managed accounts that may hold securities in entities that have a transaction or arrangement with GAVI will not be deemed to have a Financial/Personal Interest under this Policy.

4. Conflict of interest

4.1. This section of the Policy should be read in conjunction with GAVI’s Conflict of Interest Policy.

4.2. The reputational risks inherent in a conflict of interest are of particular importance to GAVI given its reliance on the cooperation and support of its stakeholders and donors.

4.3. A conflict of interest in and of itself is not wrong and may not be unethical, but GAVI Persons must take appropriate action to ensure disclosure of any actual, perceived or potential conflict of interest in order to comply with this Policy.

5. Outside activities and employment

5.1. A GAVI Person who is an employee of the Secretariat may engage in outside activities that do not conflict with GAVI’s interests or the GAVI Person’s responsibilities to GAVI and he or she will consult with the Managing Director Law and Governance and/or CEO, as appropriate, in case of doubt as to whether an activity would constitute a conflict with GAVI’s interests or his or her responsibilities to GAVI. However, a GAVI Person who is an employee of the Secretariat may not serve as a director, trustee, consultant, adviser or similar position without the prior approval of the CEO.

		
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- 5.2. A GAVI Person invited to speak at conferences or meetings on behalf of GAVI is encouraged to do so to the extent such conferences or meetings relate to or further the mission of GAVI. Participation should as appropriate be pre-approved by the CEO or Chair of the Board. Honorarium received for such speaking engagements on behalf of GAVI should be donated to GAVI.
- 5.3. When negotiating for or entering into an arrangement concerning employment outside of GAVI for themselves, a Family Member or another person they have a close relationship with, GAVI Persons should not allow such circumstances to affect the performance of their duties and be mindful of any perceived conflicts of interests that may arise. Further, GAVI Persons should not act in such a manner as to take improper advantage of their functions and positions with GAVI, including privileged information obtained from such functions and positions, when seeking employment or appointment after leaving GAVI.
- 5.4. Any individual who has served as a Board member, Alternate, or a member of a Board Committee will not be eligible for employment with the Secretariat until one year following their last date of service in such a position. The Chair of the Board in consultation with the CEO and/or Managing Director, Law and Governance, may waive this on a case by case basis.
 - **Secretariat**
- 5.5. This section of the Policy should be read in conjunction with GAVI's Conflict of Interest Policy, Human Resources Policy Manual and Secondment Policy.

6. Donations and Contributions

- 6.1. This section of the Policy should be read in conjunction with GAVI's Vaccine Donation Policy.
- 6.2. GAVI may accept donations (in-kind gifts) or contributions (cash gifts) only for programmes, services and purposes consistent with its charitable mission, purposes and priorities. GAVI will not accept donations or contributions having restrictions that prevent it from effectively using the donation or income derived from the donation in furtherance of its charitable mission unless with prior approval by the CEO or the Board.
- 6.3. GAVI will not accept donations or contributions that inhibit it from seeking donations or contributions from other donors or donations if they involve unlawful discrimination.
- 6.4. GAVI will not accept donations or contributions from companies or organisations that exploit child labour or are involved in or connected to the manufacture of tobacco, weapons of any kind, including land mines, or drugs (excluding pharmaceutical companies).
- 6.5. Donations or contributions shall not be accepted from companies that represent a direct conflict of interest for the GAVI Alliance (including vaccine manufacturers), unless made in accordance with the Vaccine Donation Policy.
- 6.6. The GAVI Secretariat shall develop and maintain Private Sector Donation Guidelines to implement the principles set out in this Section.

		
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7. Gifts

- 7.1. GAVI Persons or any Family Member may not solicit or accept, directly or indirectly, any cash or monetary equivalents (i.e., stock or other marketable securities), object of value or preferential treatment or seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or entity that has done business with, or is seeking to do business with, GAVI.
- 7.2. Unsolicited gifts may be accepted on behalf of GAVI when refusal to do so would not be in the best interest of GAVI. Business-related meals, entertainment, token gifts or favours may be accepted only when the value involved is low and will not place the recipient under any obligation, either real or perceived, to the donor.
- 7.3. GAVI Persons or any Family Member may not offer gifts or entertainment to persons or entities whose support or business GAVI may be seeking.
- 7.4. Many countries in which GAVI conducts operations have laws that forbid the making, offering or promising of any payment or anything of value (directly or indirectly) to private individuals or government official (which may include the employees of public universities and medical centers, and foreign political parties and candidates), particularly when the payment is intended to influence an official act or decision. GAVI strictly prohibits payments of any kind to any person to influence or advance GAVI's interests with private individuals or governmental officials as defined above. Any such payment violates GAVI's policies and procedures.
 - **Secretariat**
- 7.5. Members of the Secretariat may accept gifts in accordance with the following guidelines:
 - Common courtesies usually associated with customary business practices, such as refreshments and meals provided during a business meeting, may be accepted.
 - The gift or common courtesy must not be excessive or disproportionate in value and cannot be construed as a bribe or payoff.
 - The gift must not be in contravention of applicable laws or result in a real or perceived conflict of interest or reputational risk to GAVI.
 - Gifts of a value greater than US\$ 25 must be declared to the Director of Operations.
 - Gifts of a value greater than US\$ 25 accepted on behalf of GAVI must be handed in to the Executive Office.
- 7.6. Employees involved with procurement on behalf of GAVI or with the preparation, approval, monitoring and evaluation of in-country programme activities should take particular care, and when involved in any active tender, or after the awarding of a contract, should not accept any gifts or hospitality from relevant third parties.
- 7.7. Questions regarding the acceptability of a gift should be directed to the Director of Operations, Managing Director, Law and Governance, or CEO as appropriate.
- 7.8. This section of the Policy should be read in conjunction with GAVI's Hospitality Policy.

		
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8. Equal opportunity, non-discrimination, and harassment

- 8.1. GAVI values a work environment where diversity is embraced, and where employees are treated, and treat each other, fairly and with respect and dignity. GAVI prohibits discrimination on the basis of any criteria protected by law, including, but not limited to, race, colour, religion, sex, gender, marital status, national origin, age, disability or sexual orientation, whether committed by or against an employee, vendor, visitor or otherwise in the workplace. Conduct involving discrimination or harassment by GAVI Persons will not be tolerated and where the GAVI Person is a member of the Secretariat will be responded to in accordance with the relevant Human Resources Policies.
- 8.2. This section of the Policy should be read in conjunction with GAVI's Gender Policy and Guidelines on the GAVI Alliance Board Gender Balance and for GAVI Persons that are members of the Secretariat, GAVI's Human Resources Policy Manual, HIV/AIDS in the Workplace Policy and Respectful Workplace Policy.

9. Confidentiality

- 9.1. All GAVI Persons have the responsibility to protect the confidentiality of information reasonably understood to be confidential obtained or created in connection with their activities at GAVI. Proprietary information about GAVI or its employees, or confidential information about a company, organisation or any individual having a relationship with GAVI, must not be disclosed unless disclosure is authorized or legally mandated. In addition, confidential information provided by a partner organisation under a confidentiality agreement must also be protected from disclosure and must not be used except for its intended purpose. This would not preclude a GAVI Person from reporting back to his or her organisation or constituency unless explicitly requested not to do so by the Chair or Vice Chair of the Board, the Chair of a Committee or the CEO, in cases of commercially sensitive information, information on personal data or information related to investigations into allegations of misuse in GAVI supported programmes.
- 9.2. Paperwork and documents related to GAVI operations should be produced, copied, faxed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. Access to work areas and computers must also be properly controlled. Additionally, discussion of sensitive matters or confidential information in public places where others might overhear should be avoided.
- 9.3. Any unauthorised use or disclosure of proprietary information violates GAVI policy. The obligation to safeguard confidential information continues after employment or service with GAVI ends.
- **Secretariat**
- 9.4. This section of the Policy should be read in conjunction with GAVI's Access to Information, Document Retention, and Publications Policies.

10. Media and public enquiries and statements

- 10.1. Communication with the media and general public must be accurate, responsible and in keeping with GAVI's policies. GAVI Persons authorised to speak for GAVI should make

		
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clear whether they are speaking on behalf of the GAVI Secretariat or Board or in their own name. Media enquiries should be referred to or coordinated with the Media & Communications department.

- **Secretariat**

10.2. This section of the Policy should be read in conjunction with GAVI’s Access to Information and Publications Policies.

11. Government requests for information

11.1. In addition to any legal obligations it may have, GAVI cooperates with all government departments or agencies in any reasonable requests for information or facility visits in connection with government investigations. GAVI Persons contacted by a government agency or requested to provide any information to a government agency should consult with the Chair of the Board, CEO and/or Managing Director, Law and Governance, to determine the appropriate response.

12. Use of GAVI resources and facilities

12.1. GAVI Persons should not utilise GAVI equipment, resources or services for personal benefit or that of another person or entity. However, reasonable personal use of GAVI equipment, resources or services may be acceptable. All GAVI Persons should also seek to protect GAVI’s property from loss, theft or other misuse. Questions regarding use of GAVI resources and facilities should be directed to the relevant line manager or the Managing Director, Law and Governance, as appropriate.

12.2. The use of GAVI electronic communication systems, including Internet access and email, for incidental personal matters is not prohibited. However, GAVI makes no guarantee regarding personal privacy in communications sent to, from, or stored in GAVI systems, and such communications may be subject to monitoring and storage.

- **Secretariat**

12.3. This section of the Policy should be read in conjunction with GAVI’s Human Resources Policy Manual, Access to Information Policy and relevant terms of use.

13. Environment, health, and safety

13.1. GAVI is committed to conducting its business in compliance with all relevant environmental and workplace health and safety laws and regulations. GAVI strives to provide a safe and healthy work environment and to avoid adverse impact and injury to the environment.

14. Compliance with laws, rules, and regulations

14.1. GAVI’s policy is to comply with applicable laws, rules and regulations in the countries in which GAVI conducts operations, regardless of its privileges and immunities. No GAVI Person shall commit an illegal act, or instruct others to do so, for any reason. Further,

		
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utmost care should be exercised in ensuring that all statements, especially those made to governmental authorities that regulate GAVI's activities, are accurate and truthful. Questions regarding compliance with laws, rules and regulations should be directed to the Managing Director, Law and Governance.

14.2. Privileges and immunities are granted to GAVI Persons in Switzerland in the interest of GAVI and with respect to acts performed by them in their official capacity. GAVI persons shall not use or attempt to use privileges or immunities for personal benefit that would be inconsistent with this Policy or the GAVI Statutes and By-Laws.

- **Secretariat**

14.3. This section of the Policy should be read in conjunction with GAVI's Human Resources Policy Manual.

15. Duty to Report

15.1. GAVI Persons who suspect, or may be aware of, violations of this Policy should bring them to the attention of their managing director, the Managing Director, Law and Governance, the CEO or the Chair of the Board as appropriate. The reporting GAVI Person should have reasonable grounds for suspecting a violation and must do so in good faith. Knowingly reporting false or frivolous information is contrary to this Policy.

15.2. It is GAVI's policy to protect all GAVI Persons from reprisal, retaliation or other adverse action when reporting alleged violations of this Policy or other acts of fraud or corruption if such reporting is done in good faith and with reasonable grounds for suspicion.

- **Secretariat**

15.3. All members of the GAVI Secretariat (including employees and consultants) are expected to comply with these policies in a manner consistent with the highest ethical standards. Failure to observe these policies may result in disciplinary action. Furthermore, violations of this Policy may also be violations of the law and may result in civil or criminal penalties.

15.4. This section of the Policy should be read in conjunction with GAVI's Disciplinary Procedures and Whistleblower Policy.

16. Effective date and review of policy

16.1. This policy comes into effect as of 12 June 2012.

16.2. This policy will be reviewed and updated as and when required, and is subject to GAVI Board approval.