

CONFLICT OF INTERESTS CODE OF CONDUCT



1. Purpose and Scope

Forests of the World (FoW) is committed to the highest standards of integrity, impartiality, and accountability in all its operations. This Conflict of Interest Code of Conduct aims to prevent, identify, and manage situations where personal, financial, or professional interests could compromise — or appear to compromise — FoW's objectivity, credibility, or decision-making.

This Code of Conduct applies to all FoW representatives, including staff, management, board members, consultants, volunteers, suppliers, and any individual or entity acting on behalf of FoW.

The Code of Conduct complements FoW's Anti-Corruption Code of Conduct, Ethical Code of Conduct, and Environmental and Procurement Policy.

This document is covered by the FoW General Code of Conduct Framework.

2. Definitions

A conflict of interest exists when an individual's private interests — whether personal, financial, or professional — interfere, or appear to interfere, with the impartial and objective performance of their duties for Forests of the World (FoW). Such situations may undermine trust in FoW's integrity, distort decision-making, or give rise to perceptions of bias, even if no unethical action has taken place. Managing conflicts of interest is therefore not only a matter of legality but of maintaining transparency and organisational credibility.

Conflicts of interest can arise in many ways. They may involve financial interests, such as holding shares in or receiving payment from an organisation with which FoW collaborates. They can also include personal relationships, where a family member, partner, or close friend stands to benefit from a FoW decision, for instance through employment, consultancy, or procurement. Professional conflicts may occur when a person serves in overlapping roles — for example, as both a FoW representative and a consultant, advisor, or board member of another entity with related objectives. Even perceived conflicts — where observers could reasonably question an individual's impartiality — must be

addressed with the same seriousness as actual conflicts, as perception alone can damage FoW's reputation and the credibility of its governance.

FoW distinguishes between three categories of conflicts:

Actual conflict of interest: A situation in which an individual's judgment or actions are unduly influenced by personal, financial, or professional interests.

Potential conflict of interest: A situation that could develop into an actual conflict in the future.

Perceived conflict of interest: A situation that could reasonably be seen by others as compromising integrity or impartiality, even if no improper influence has occurred.

In all cases, transparency, timely disclosure, and responsible handling are essential to preserve FoW's independence and uphold the trust placed in the organisation by partners, members, and donors.

3. Coverage

This Conflict of Interest Code of Conduct applies to all FoW staff members – whether full time, part time, or engaged on fixed-term contracts – at any and all offices and working locations of FoW. All persons receiving their salaries directly from FoW are considered FoW staff.

It also applies to other representatives working with FoW, including (but not limited to) volunteers (including board members), consultants, contractors, suppliers, vendors, interns, visitors (e.g. donors), dependents accompanying staff while working for FoW, and other individuals acting as representatives of FoW.

All staff and representatives named above can raise a complaint via the procedures outlined in the [Feedback and Complaint Mechanism](#), and may be subjects of complaints and investigations covered by this as a function of their association with FoW.

4. Principles

FoW's approach to conflicts of interest is rooted in transparency, fairness and accountability. All staff and representatives share a collective responsibility to uphold these values in every aspect of their work. Conflicts of interest are not in themselves acts of misconduct; they are an inherent part of organisational life in a networked environment, but they must be recognised, declared and managed in an open and professional manner.

FoW therefore expects all staff and representatives to exercise sound judgement and to consider not only whether their private interests affect their decisions, but also whether others could reasonably perceive that they do.

The following principles apply:

- Decisions must always be guided by FoW's mission, policies and the best interest of the organisation.
- Personal, family or external interests must not improperly influence or appear to influence FoW's decisions or resource allocations.
- Individuals must proactively disclose any circumstance that could give rise to a conflict of interest, whether actual, potential or perceived.
- All declarations must be handled promptly, fairly and confidentially to safeguard both the individual and the organisation.
- Failure to disclose or manage a conflict of interest is a breach of this Code of Conduct and the *Anti-Corruption Code of Conduct*.

5. Disclosure and Management

FoW expects openness, integrity and active awareness of potential conflicts of interest in all decisions and actions. Every staff member, manager, consultant, partner and board representative shares responsibility for assessing whether a situation, relationship or decision could give rise to an actual, potential or perceived conflict of interest.

FoW requires that all staff and representatives act transparently and declare any circumstance that may compromise, or appear to compromise, impartiality. Such declarations are not a sign of misconduct but a necessary measure to protect both the individual and the organisation.

In all procurement and partnership processes, this Code of Conduct shall be applied alongside FoW's Environmental and Procurement Policy to ensure transparency, fair competition and the prevention of conflicts of interest

Handling of conflicts

- Decisions should first be reviewed internally within the relevant decision-making structure to ensure collective awareness and internal checks before a decision is finalised.
- In FoW's regional hubs, any potential or declared conflict must be discussed within the hub management and formally assessed by the Hub Manager, who holds responsibility for the final decision at that level.
- If the matter involves a Hub Manager, or cannot be resolved locally, it must be referred to the Secretary General for review.
- If the conflict concerns the Secretary General or a board member, the Chairperson will assess the case; if it concerns the Chairperson, the full Board will review it.
- Depending on the case, actions may include recusal from discussions or decisions, reallocation of responsibilities, or withdrawal from a project, contract or partnership.
- If a potential conflict has been raised but found not to require recusal, this must be documented transparently to show that the issue was considered and concluded not to constitute a conflict of interest.

6. Board and Management Conduct

Good governance depends on a clear division of roles and responsibilities between the Board, management, and staff. To maintain organisational integrity, decisions must be taken without personal interest or undue influence. FoW's Board provides overall strategic direction and oversight, while day-to-day management and implementation rest with the Secretary General and staff. It is therefore essential that neither level holds financial or contractual interests that could compromise impartial judgement.

- As a general rule, Board members should not be engaged as paid consultants, contractors, or service providers for FoW. However, in exceptional circumstances or in cases of force majeure, such engagement may be necessary for a limited period. In such cases, the specific circumstances justifying the exception must be documented in writing, and any agreement must comply fully with FoW's policies and procedures.
- Board members and staff must not participate in or influence any decision that could provide direct or indirect personal benefit to themselves, their family members or close associates.
- In cases of doubt, individuals must seek written guidance from the Chairperson or Secretary General before taking action.

7. Reporting and Sanctions

Any failure to declare or manage a conflict of interest is considered misconduct and will lead to disciplinary action, including potential dismissal, contract termination or board exclusion.

Suspected breaches should be reported through FoW's Feedback and Complaint Handling Mechanism, ensuring confidentiality and protection from retaliation.

8. Review

This document will be reviewed every year or more frequently, if necessary.

Date for latest update	Changes made	Responsible
August 2024	First version adopted	KL/JKR
November 2025	Layout	KSK