



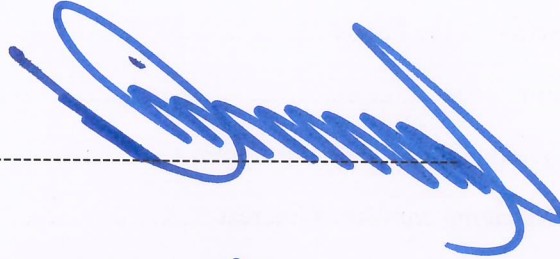


This document is endorsed by the undersigned as of the day and date written below:

Date: July 20, 2021

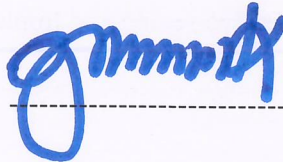
Incorporators of this document:

1. Mr. Phub Dorji,  
Chairperson, Board Directors



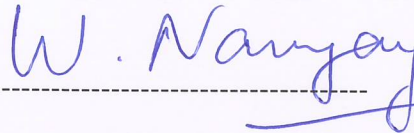
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2. Kinley Tenzin, PhD  
Executive Director



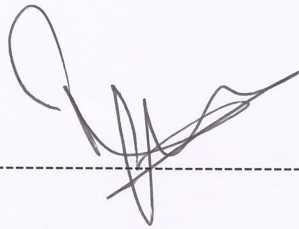
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3. Mr. Wangchuk Namgay,  
Director



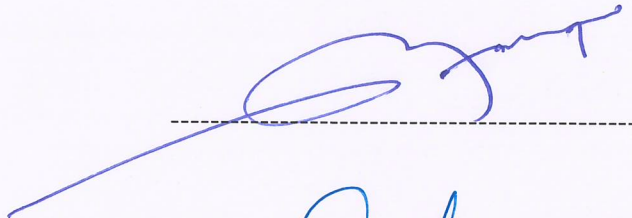
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4. Mr. Tshering Dorji,  
Chief



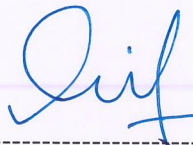
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5. Ms. Khachi Wangmo,  
Project Officer




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6. Ms. Kinley Gyem,  
Receptionist



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7. Mr. Tshering Dhendup,  
Senior Driver



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**Table of Contents**

1.	Background .....	1
2.	Purpose of the Policy .....	1
3.	Scope of the Policy .....	1
4.	Principles .....	1
5.	Avoidance of Conflict of Interest .....	2
6.	Managing conflict of interest .....	3
7.	RSPN Accountabilities for Overseeing and Implementing the Policy .....	4
8.	Review and Revision .....	4
9.	Definitions .....	5
10.	Annexure 1: Declaration of Conflict of Interest Form.....	7



## 1. Background

Royal Society for Protection of Nature (RSPN) was established in 1987 under the Royal Command of His Majesty the Fourth King Jigme Singye Wangchuck as a citizen based Non-Government Organization (NGO) devoted to the conservation of Kingdom's environment. His Majesty the King Jigme Khesar Namgyel Wangchuck was the Royal Patron of RSPN from 1999 to 2012 and today, Her Majesty the Queen Jetsun Pema Wangchuck is the Royal Patron of the Organization.

RSPN is the oldest environmental organization in the country and is registered with the Civil Society Organizations Authority (CSOA) as a Non-Profit Public Benefits Organization. The Board Directors provide overall guidance and directives in managing the organization. The Executive Director manages the day-to-day affairs of the organization and reports to the Board.

RSPN values Integrity and Commitment, Transparency, Accountability and Responsiveness, Equity & Inclusiveness, Rules of law, and Participation and Consensus oriented. Towards achieving these values, the respective safeguards, policies, manuals, guidelines, mechanisms, and Standard Operating Procedure (SoP) govern the functioning of the organization.

This Conflict of Interest Policy is designed to institute corruption free decision making systems, that is transparent and accountable. Non-declaration of Conflict of Interest may lead to favoritism and even corrupt activities which in turn may lead to loss of public confidence and reputation to individual or organization. Therefore, all employees and associates of RSPN including any member of the governing body, management and secretariat have the obligation to declare Conflict of Interest whenever necessary when carrying out the duties. The interest of RSPN must be above the personal interest, and above the interest of whatever organizations appointed or employs them.

## 2. Purpose of the Policy

This policy outlines the responsibilities and process for identifying, disclosing and managing conflicts of interest at RSPN.

## 3. Scope of the Policy

All RSPN employees including those stationed in the field offices, including governing bodies and committees, and associates of RSPN (interns, members, consortium of experts, consultants, suppliers, contractors, etc.) shall adopt this policy. Programs, projects and activities performed by employees and associates of RSPN shall adopt this policy.

## 4. Principles

- 4.1. **Transparency of interests to build trust in decision-making:** RSPN promotes evidence-based and transparent decision-making, and the transparency of Private Interests of employees and associates by this policy contributes to building trust in decision-making.
- 4.2. **Disclosure:** In some cases, actual, potential or perceived conflicts of interest may be inevitable, but such conflicts of interest are not inherently problematic if they are appropriately mitigated. It is paramount that employees and associates fully disclose their Private Interests, as well as actual, potential or perceived conflicts of interest, as defined in this Policy, to ensure conflict of interest risks are appropriately mitigated.
- 4.3. **Proactive, risk-based prevention and mitigation.** Prevention and mitigation efforts shall be prioritized based on exposure to risk and their potential consequences for RSPN to ensure management of conflict of interest with due care.

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- 4.4. **Accountability.** It is important that employees and associates ensure that their decisions related to programs, projects and activities are unaffected by bias or irrelevant considerations. They should demonstrate that they have taken all reasonable steps to observe relevant standards and good practices of impartiality, procedural fairness and transparency applicable to their roles and functions in relation with programs, projects and activities.
- 4.5. **Consultation and advice.** Effective mitigation implies consultation among employees and associates, and the RSPN shall encourage such consultation as appropriate.

**5. Avoidance of Conflict of Interest**

- 5.1. **Avoiding conflict of interest:** Employees and associates shall avoid situations that could give rise, or could be seen as giving rise to a conflict of interest with respect to programs, projects and activities. When such situations occur, RSPN employees and associates shall consult with relevant authorities.
- 5.2. **Preferential treatment:** Employees and associates shall not give preferential or unfair treatment to any person or organization in the exercise of their roles and functions in relation with programs, projects and activities.
- 5.3. **Insider information:** Employees and associates shall not use the information to further, or seek to further, their own Private Interests or Associated Institutions, with the information they obtain in their roles and functions with respect to programs, projects and activities, if that information is not already available to the public.
- 5.4. **Undue influence:** Employees and associates shall not use their roles and functions to seek to influence a decision of another person to further their own Private Interests or those of Associated Persons or Institutions.
- 5.5. **Improper advantage:** RSPN employees and associates shall not act in a way which would result in taking improper advantage of RSPN's roles and functions. This includes actions taken after leaving RSPN's positions.
- 5.6. **Outside activities:** Outside Activities may give rise to an actual, potential or perceived conflict of interest in relation to programs, projects and activities. RSPN may apply mitigation measures to employees and associates with respect to Outside Activities that are deemed problematic.
- 5.7. **Offers of employment:** RSPN employees and associates shall not allow themselves to be improperly influenced in the exercise of an official power, duty or function that would result in an actual, potential or perceived conflict of interest with respect to offers of employment.
- 5.8. **Employment of Family Members:** RSPN employees and associates shall not, in the performance of applicable programs, projects and activities, direct or influence entrance into a contract or compensated / uncompensated employment relationship with their Family Members or be in a position to influence a Family Member's terms, conditions or performance management.
- 5.9. **Acceptance of private donations:** RSPN must not accept private donations that could give rise to a conflict of interest.





## 6. Managing Conflict of Interest

### 6.1. Mandatory disclosure

- 6.1.1. Employees and associates have a duty to disclose actual, potential and perceived conflicts of interest in the exercise of their roles and functions in relation with applicable programs, projects and activities.
- 6.1.2. These disclosures will be maintained in appropriate registers, and must be made available for inspection to the management and the Board, and to any other body mandated by the management to carry out an audit or an investigation, in compliance with RSPN policies, rules and procedures.
- 6.1.3. Employees and associates shall refrain from exercising their roles and functions directly in relation to such actual, potential and perceived conflicts of interest until a decision on its existence and any mitigating actions is made in accordance with this Policy.
- 6.1.4. All employees and associates are encouraged to consult with their respective reporting line managers for guidance if questions arise in relation to actual, potential or perceived conflicts of interest.

### 6.2. Duty to Report

Employees and associates have a duty to report suspicion or knowledge of actual, potential or perceived conflicts of interest in relation to programs, projects and activities. Employees and associates may report to the management or follow the Whistle Blower Policy & Procedure.

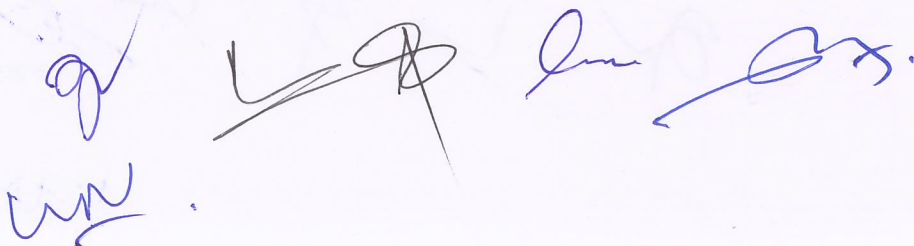
### 6.3. Management of reported cases

- 6.3.1. The Disciplinary Committee shall set up an internal investigation team to investigate any breach of this policy. Detailed processes for managing the reported cases are enshrined in RSPN Whistle Blower Policy & Procedure;
- 6.3.2. In all cases, any details of the suspicions or allegations must be kept confidential and limited to only those who need to know.

### 6.4. Mitigation measures

Based on the assessment of declarations and disclosures of interests, the management or other relevant authorities may determine for relevant employees and associates any appropriate measure to mitigate actual, potential or perceived conflicts of interest, including the following:

- 6.4.1. Transparent disclosure of the interest;
- 6.4.2. Conflict of interest screening or other administrative measures;
- 6.4.3. Participation in discussions or decisions under certain conditions (e.g. only providing technical information or fulfilling administrative responsibilities).
- 6.4.4. Divestment of interests;
- 6.4.5. Prohibition from engaging in certain activities;
- 6.4.6. Refusal from decision-making and administrative processes; and



6.4.7. Representation by an Alternate Member when a major decision making is deemed necessary.

6.4.8. Annual Statements: All employees and associates shall annually sign a statement which affirms that they:

6.4.8.1. Have received a copy of the conflicts of interest policy,

6.4.8.2. Have read and understands the policy, and

6.4.8.3. Have agreed to comply with the policy.

**6.5. Awareness-raising and guidance**

6.5.1. RSPN shall raise awareness of employees and associates and provide training about this policy as required and provide guidance and support to facilitate compliance with requirements, to the extent applicable, by employees and associates. Awareness-raising activities will be conducted, and may include public campaigns, workshops, technical training, posters and other activities.

6.5.2. This policy will be made available on RSPN website.

**7. RSPN Accountabilities for Overseeing and Implementing the Policy**

**7.1. The Board Directors**

**7.1.1. The Board has ultimate ownership of this Policy**

7.1.2. The institutional conflicts of interest are managed with the highest degree of integrity to safeguard against perceptions of undue advantage for governments, or organizations represented by constituencies participating in RSPN's decision-making.

7.2. **Executive Director:** The Executive Director is primarily responsible for the implementation of this Policy within RSPN.

7.3. **Monitoring & Evaluation officer or Internal Auditor or Compliance Officer:** He or she is responsible in providing independent and objective assurance over the design and effectiveness of controls or processes in place to ensure ethical behavior in RSPN's operations and the activities it supports, including providing periodic reviews of this Policy and its implementation.

7.4. **Employees and associates:** Compliance with this Policy is the responsibility of each employees and associates.

**8. Review and Revision**

The policy shall be reviewed by RSPN annually or when deemed necessary that additional issues need to be identified and addressed, such as with a significant change in context or program or change to legislation, and be endorsed by the Board Directors.



Page 4 of 7



**9. Definitions**

**9.1. Conflict of Interest**

9.1.1. For the purposes of this Policy, Employees and associates have a conflict of interest when by act or omission, a Covered Party's Private Interests, or those of an associated person or associated institution, interfere with the performance of his or her official power, role, duty or function with respect to a Covered Activity, or with the integrity, independence and impartiality required of this person's role or position.

9.1.2. A conflict of interest may be actual, potential or perceived, defined as follows:

**9.1.2.1. Actual conflict of interest.** A conflict of interest that occurs when a Covered Party faces a real and existing conflict of interest.

**9.1.2.2. Potential conflict of interest.** A conflict of interest that occurs when a Covered Party is or could be in a situation that may result in a conflict of interest.

**9.1.2.3. Perceived conflict of interest.** A conflict of interest that occurs when a Covered Party is or could be in a situation that may appear, according to a reasonable neutral third party observer, to be a conflict of interest, even if it is not an actual or potential conflict of interest.

**9.2. Associated Person.** Associated Persons are spouses, domestic partners, fathers, mothers, sons, daughters, brothers, sisters, grandparents, grandchildren or other familial relationships of an individual Covered Party or of representatives of Employees and associates (such as of Implementers and Suppliers), as well as friends, business partners or individuals sharing an affiliation to an organization with a Covered Party (e.g. political party, association, religious community, etc.).

**9.3. Associated Institution.** Associated Institutions are:

9.3.1. Any organizations, corporations, associations or governments in which a Covered Party or a Family Member is currently serving.

9.3.2. Any person, organization, corporation, association, government or similar institution with whom a Covered Party or Associated Person is negotiating or has an arrangement concerning prospective employment.

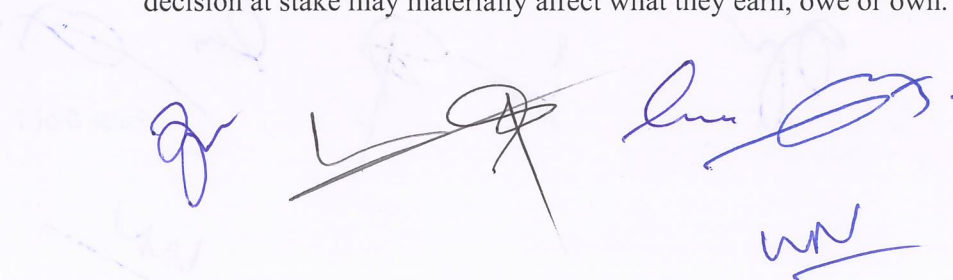
9.4. Family Members: Family members of individual employees and associates and employees and associates' representatives include a spouse, domestic partner, father, mother, son, daughter, brother, sister, grandparents, grandchildren or other familial relationships that could create an actual, potential or perceived conflict of interest.

9.5. **Outside Activities.** Outside Activities include any activity falling outside the scope of covered Activities as defined by this policy.

**9.6. Private Interest**

9.6.1. A Private Interest includes a financial or non-financial interest of a Covered Party, a Family Member or an Associated Institution, which could improperly influence the performance of Employees and associates' roles and functions in relation with Covered Activities.

9.6.2. In general, and without limitation, a Covered Party has a financial interest when the decision at stake may materially affect what they earn, owe or own.



- 9.6.3. In general, and without limitation, a non-financial interest includes any affiliation, non-financial advantage and personal or professional relationship.
- 9.6.4. However, a Private Interest does not include an interest in a decision or matter that:
  - 9.6.4.1. Is of general application (e.g. general health benefits in one's country); or
  - 9.6.4.2. Affects a Covered Individual, Associated Person or Associated Institution as one of a broad class of individuals or entities (e.g. person advocating for the preservation of the environment or gender equality).



**10. Annexure 1: Declaration of Conflict of Interest Form**

Meeting: .....  
Place: .....  
Date: .....

I, ..... (name), (Position Title) .....  
(Department/Division) ....., declare that in serving as the member  
of the Trustee/ Tender Committee/ HRC/ Management Team/.....  
.....:

I do not have or anticipate any Conflict of Interest. I shall notify RSPN office immediately in the  
event such interests arise in the course of or before discharging my duty; OR

I do have Conflict of Interest in view of the following reason(s):  
.....  
.....  
.....  
.....

I will maintain strict confidentiality of information, discussion and resolutions.

I, hereby confirm that the above information is true to the best of my knowledge. In the event the  
above declaration is found to be incorrect, I shall be liable for administrative/legal action.

Signature

 Three handwritten signatures in blue ink are present at the bottom of the page. The first signature is on the left, the second is in the middle, and the third is on the right. The text 'Page 7 of 7' is printed in green below the rightmost signature.

**Royal Society for Protection of Nature**

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