

Standards of Conduct for GCERF staff and contractors – A compilation of GCERF policies

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1. Purpose

This document compiles standards of conduct set by GCERF for its staff and contractors as stated in different policies, regulations and legal agreements that are currently in place.

2. Scope/Application

The Standards are applicable to all GCERF staff (employees, interns and secondees) or contractors (outsourced employees, consultants, service providers). The list of policies,

regulations and legal agreements below is not exhaustive or restrictive. It is expected to develop further with the implementation of new internal guidance documents.

3. GCERF values

GCERF expects all staff members to behave in accordance with GCERF's organisational values.



1. **Making a difference:**

- I plan and work proactively to achieve agreed goals and results that contribute to GCERF's mission and objectives
- I assess progress and results and hold myself accountable to perform better
- I challenge myself and others to achieve and constantly improve
- I can take an innovative path because my actions are driven by results
- I respond to challenges constructively in order to achieve intended results

2. **Achieving together:**

- We develop goals, celebrate success and recognize failures together
- I am an honest, supportive, active and reliable team-player independently of my role in the team
- I seek advice and accept opinions that differ from my own
- I share knowledge and skills that benefit the team

- I learn from others and I help others grow
- I hold myself accountable to the people I work with
- I listen actively and communicate transparently in a clear and timely fashion
- I seek clarity on how I can contribute to GCERF's objectives

3. Acting with Integrity:

- I always act in the interest of the organization
- I challenge what I think is not good for the organization
- I act with respect for others, in good faith and in accordance with GCERF's values and policies
- I honor commitments and I am dependable
- I take responsibility for my actions and I am prepared to face the consequences
- I seek to gain the trust of others through my actions

4. Embracing Diversity:

- I recognize that diversity and inclusivity condition GCERF's success
- My decisions and actions are not influenced by differences (cultures, age, gender, personality, sexuality, religion, beliefs, disability, etc.)
- I learn from people who are different from me
- I seek out different perspectives and adapt to reach better solutions
- My decisions and actions help promote diversity and root out discrimination

5. Realising potential:

- I seek excellence by challenging myself and others to perform better and by promoting best practice
- I help create a safe learning environment to allow others to realize their potential
- I take advantage of every opportunity to use untapped talent and capacity
- I promote innovation and accept risks by giving others a chance to realize their potential

4. Categories of conduct

Standards of conduct fall into several categories which are listed in the left-hand side of the matrix below.

The matrix shows which existing policies, regulations, and legal agreement templates pertain to each category of standards of conduct.

Internal guidance document Category of conduct	Human Resources Policy	Policy on Ethics and Conflict of Interest	Procurement Policy	Travel Regulation	Use of Phones Regulation	Delegation of Authority Regulation	Working Hours Regulation	Procurement Regulation	Letter of Appointment	Internship agreement	Service Provider / Consultant Contract
Personal Conduct	X	X	X	X	X	X	X	X	X	X	X

Internal guidance document Category of conduct	Human Resources Policy	Policy on Ethics and Conflict of Interest	Procurement Policy	Travel Regulation	Use of Phones Regulation	Delegation of Authority Regulation	Working Hours Regulation	Procurement Regulation	Letter of Appointment	Internship agreement	Service Provider / Consultant Contract
Respect	X	X		X					X	X	
Conflict of Interest	X	X	X	X		X		X	X		X
Confidentiality and Information Disclosure	X							X	X	X	X
Diversity and Anti-discrimination	X		X	X							
Outside employment activities	X									X	
Harassment	X			X							
Use of resources	X		X	X	X	X		X			
Safety	X			X							
Anti-Fraud, Anti-corruption, anti-bribery		X				X		X	X	X	X
Gifts	X	X		X							
Compliance	X	X	X	X	X	X	X	X	X	X	X
Misrepresentation						X					
Post-contractual period		X									X

5. Key reference section from internal guidance documents

Presented below are key sections regarding standards of conduct excerpted from the aforementioned GCERF policies, regulations, and legal agreements. The paragraph numbers refer to the original paragraph number in the reference document. (For complete reference, please see the original document in the Public Drive.)

5.1. Human Resources Policy

1. Duties, obligations and privileges

1.1 GCERF will create a working environment based on trust and respect, where employees are treated with dignity and tolerance, and where they can work free from abuse, discrimination and harassment.

1.3 Employees are expected to conduct themselves in a manner consistent with the best interests of GCERF and with the highest levels of integrity, tolerance, professionalism, confidentiality, and respect for others.

1.4 All employees are expected to comply with GCERF's human resources and corporate policies, regulations and procedures at all times, including but not limited to those pertaining to staff conduct, non-discrimination, ethics and conflicts of interest, recruitment and selection, appointment and induction, attendance and leave, performance and professional development, disciplinary measures, grievances, leaving the organisation, travel (employee and third party), finance, procurement, and use of information and communication technology.

1.9 Employees may undertake work, whether paid or unpaid for another organisation, or serve on the Board or Advisory body of another organisation directly or indirectly related to GCERF, or hold public office, if to do so is compatible with and does not conflict with the proper discharge of their duties for GCERF and, if the work is within Switzerland, the employee has the legal right to undertake such work. Employees must obtain the prior written consent of the Executive Director before doing so, and in the case of the Executive Director, the consent of the Chair of the Board. Any such activity or engagement must be undertaken on the employee's own time, unless explicitly approved otherwise.

1.10 Except in circumstances provided for in the Policy on Ethics and Conflict of Interest, no employee shall accept any honour, decoration, favour, gift or remuneration from any individual, group, government, commercial entity or organization.

1.11 Employees shall disclose any actual or potential conflict of interest, or any facts that might appear to represent a conflict of interest, as laid out in the Policy on Ethics and Conflict of Interests. Each year Employees shall also file (and update as required) a Declaration of Interests form as set forth in that Policy.

1.12 Employees shall not communicate in any form, to any person, any confidential and/or sensitive information known to them as a result of their position which has not been made public by GCERF or another competent authority, except following authorization by senior management. This obligation does not cease upon termination of employment.

1.13 Employees must not use their position for personal gain or the gain of an associated person or institution (as defined in the Policy on Ethics and Conflict of Interests), either monetarily or otherwise.

1.14 Employees shall only use the property, assets and resources of GCERF for approved purposes and shall exercise reasonable care when utilizing such property, assets and resources.

1.16 GCERF seeks to ensure the wellbeing, safety and security of its employees in the discharge of their duties.

2. Equal opportunities

2.1 In matters of employment, GCERF does not discriminate on the basis of race, religion or similar belief, colour, nationality, ethnic or social origin, gender, family or civil status, pregnancy, disability, age, political or other opinion or affiliation, gender identity, sexual orientation, or health status, in so far as the employee's characteristics do not affect performance of their work, or compliance with the employee's duties.

2.6 Employees are expected to treat one other with respect and refrain from harassment or other inappropriate behaviour. Failure to meet these standards of conduct may amount to misconduct or gross misconduct, for which disciplinary action may be imposed.

10. Employment relations and communications

10.2 Senior management is responsible for maintaining frequent and transparent communication channels with employees with regard to all issues deemed appropriate and of concern to them.

13. Whistle-blowing

13.1 Any employee who has observed illegal, unlawful, unprocedural or unethical conduct in the organization has an obligation to report that conduct in accordance with the 'whistle-blowing' policy and/or relevant human resources policies, regulations and procedures.

5.2. Policy on Ethics and Conflict of Interest

3. Conflicts of Interest

A conflict of interest arises when a Covered Individual participates personally and substantially in any particular GCERF matter in which, to his or her knowledge, he or she or an Associated Individual or an Associated Institution has a financial, professional or other interest, if the particular matter may have a direct and predictable effect on that interest. In general, without limitation, conflicts may be deemed to exist in the following situations:

- Where a Covered Individual's financial interest, or the interests of an Associated Individual or Associated Institution, could affect the conduct of his or her duties and responsibilities with respect to GCERF or result in a reasonable perception that such conflict exists;
- Where a Covered Individual's actions compromise or undermine the trust that the public places in GCERF; or
- Where the Covered Individual's actions create the perception that the Covered Individual is using his or her position at GCERF for personal benefit or the direct financial benefit of an Associated Individual or Associated Institution.

4. Transparency and Disclosure

4.1 All Covered Individuals have a duty to disclose the existence of any actual or potential conflicts of interest, including those that derive from an Associated Individual or Associated Institution and the nature of such conflict, whenever he or she becomes aware that a conflict exists, that a conflict is reasonably likely to occur, or where it is reasonable to conclude that there is an appearance of a conflict. Covered Individuals are encouraged to consult with the Ethics Officer if questions arise in the application of this Policy.

4.2 All Covered Individuals must complete and submit a Declaration of Interest Form (in the form attached to this Policy) to the Ethics Officer upon taking on a role that fits within the definition of Covered Individual, and to update the Declaration of Interest Form on an annual basis thereafter.

5. Procedure when a Conflict of Interest arises

5.3 Should a Covered Individual be found to have an actual or potential conflict of interest that has not been disclosed, or should the Ethics Officer, after consulting the Ethics Committee, have reasonable cause to believe that a Covered Individual has failed to disclose an actual or potential conflict of interest, the Ethics Officer, on behalf of the Ethics Committee, will inform the Covered Individual of the basis for such belief and provide him or her with the opportunity to explain the alleged failure to disclose. If, after hearing the response and making further investigations as may be warranted, the Ethics Committee determines that the interested person has in fact failed to disclose an actual or potential conflict of interest, it shall notify the Governing Board.

6. Gifts

6.1 All Covered Individuals and Associated Individuals are prohibited from accepting Gifts under circumstances where it could reasonably be construed that the Gift is motivated by the position of the Covered Individual in GCERF. All Covered Individuals and Associated Individuals are prohibited from giving gifts where it could reasonably be construed that the Gift is intended to affect the policies or practices of GCERF or any of the activities it funds. The Ethics Committee may waive this provision as appropriate.

9. Post-Employment Restrictions

For a period of one year following separation from service, former employees who have participated in GCERF procurement processes are prohibited from seeking or accepting employment with, or otherwise accept any form of compensation or financial benefit from, any contractor or vendor of goods and services, regardless of location, which conducts business with GCERF or seeks to do so and with whom such employee have been personally involved in the procurement process during the last three years of service with GCERF.

5.3. Procurement Policy

3. Procurement Principles

3.1 GCERF will be guided by the procurement principles set out below:

a. **Ethics:** All individuals engaged in procurement activities have a duty to act in a manner which maintains and enhances the reputation of GCERF and preserves the public trust in GCERF by acting and conducting business with honesty and integrity, avoiding even the appearance of impropriety. This includes compliance with the provisions of the Policy on Ethics and Conflict of Interest;

b. **Value for Money:** Procurement will be conducted with the aim of obtaining the best value for money. Obtaining the best value for money does not necessarily mean obtaining the lowest price possible, but rather represents the best return on investment. To obtain value for money, all procurement activities will be undertaken through the optimum combination of the following factors:

- i. Goods and services meet the requirements for the task and are not over-specified;
- ii. Goods and services are contracted on the best possible terms, taking into account their expected life cycle;
- iii. The quality and fitness for purpose of the goods and services to be procured; and
- iv. Achieving economies of scale where possible.

c. **Competition:** Procurement of goods and services are carried out to ensure competition.

d. **Transparency:** Having easily accessible and understandable policies and processes to demonstrate the responsible use of funds.

e. Accountability: Everyone involved in procurement activities is accountable for his/her actions and decisions concerning procurement to ensure that funds are used solely for the purposes for which they were provided.

f. Impartiality: All decision-making and actions related to procurement will be impartial and unbiased. This includes treating potential suppliers equitably and ethically, without exclusion of, discrimination or favouritism towards any potential supplier or contractor.

g. Efficiency, Effectiveness and Economy: Procurement will be conducted in a manner that maximizes the efficient use of GCERF resources and ensures that goods and services procured effectively meet institutional requirements. Processes shall be proportionate to the procurement activities, so that the overall cost of conducting the procurement process is minimised and tailored to the size of the budget for the activities being undertaken, while upholding these guiding principles.

5.4. Travel Regulation

7.1 Conduct of GCERF staff members during travel

When traveling on GCERF's behalf, staff members are expected to conduct themselves appropriately. They represent GCERF and should project the image of respectful and responsible professionals. They must avoid any behaviour that would reflect adversely on them, the colleagues they are traveling with or GCERF as a whole.

Staff members are expected to demonstrate integrity, neutrality, discretion and decency at all times. Their behaviour should demonstrate loyalty to the organization. They should show respect for national law wherever they are and avoid commenting on international or local politics. They should show tact and reserve in their interactions, including with local authorities.

Staff members must not engage in any violent act, sexual exploitation or abuse, drug use or alcohol abuse or bribery. Any suspected act would be immediately investigated by GCERF and if confirmed, would lead to disciplinary action.

Staff members should exhibit cultural sensitivity, in particular with respect to dress codes, food and gifts:

Staff members should exercise their judgment in their choice of clothing which should convey respect and awareness of their surroundings (meeting a high level official vs. going on a field trip).

Staff members should try and adapt to the diet of the location they are visiting, not calling attention to themselves unnecessarily. Alcohol consumption is discouraged in countries where that is not culturally acceptable. In certain cultures, refusing a meal that is being offered could be perceived as offensive. Staff members should use their understanding of well-established and well-known local cultural norms before forming their response to such an offer. Staff members are naturally expected to comply with the Ethics policy at all times and in particular avoid any situation of perceived or actual conflict of interest.

GCERF staff members should not leave any doubt as their integrity. This is always true but especially so during the process of due diligence and other visits that precede the signing of a grant agreement. For instance, while going to dinner with a representative of an organization funded by GCERF or which funds GCERF is acceptable, the GCERF staff member is expected to pay for their own meal. GCERF staff member should not provide hospitality to external persons unless this is explicitly approved in advance by the unit head.

The same principles apply for gifts. Gifts may routinely be offered to a GCERF staff member on the basis of well-established and well-known cultural norms. While a GCERF staff member is expected to comply with the Policy on Ethics at all times and in particular avoid any perceived or

actual conflict of interest and report gifts received while traveling in the Gift Register (available in the Public folder under Management\Ethics), staff members are invited to use their judgement when accepting or turning down such gifts and in particular small-value gifts (less than USD 50). Gifts should be handed over to GCERF upon return and be displayed or used in the GCERF offices to the extent possible.

Staff members must also be mindful of how and when they make use of technology tools provided by GCERF. Access to social media should be dictated by professional considerations. GCERF sensitive data should preferably not be accessed through unprotected networks. Data protection and data confidentiality are important considerations when traveling.

5.5. Regulation on Use of Phones

4.2 Allowed use of GCERF-supplied phones:

GCERF-supplied mobile phones may be used to retrieve information and communicate (verbally or in writing) with others inside and outside of the Secretariat when:

- an alternative less expensive option (e.g. land-line or softphone) is not available,
- and the communications are:
 - a. related to legitimate GCERF activities and fall within the user's job assignments;
 - b. for the purposes of addressing any legitimate safety, security, or emergency purposes, in particular when travelling.

GCERF-supplied mobile phones shall not be used:

- a. for any illegal, disruptive, unethical or unprofessional activities or for personal gain, or for any purpose that would jeopardize the legitimate interest of GCERF; or
- b. in any circumstances that may endanger the safety of the employee.

5.6. Delegation of Authority regulation

6.6 Basic rules to be followed in implementing the Authorisation matrix

General rules:

- Staff Members may only take action or carry out transactions on the basis of an approval trail that complies with the Authorisation Matrix.
- The approval is binding if pre-approved and approved by the post holders listed in the matrix.
- Any post holder designated in the Authorisation Matrix has the right to refuse to approve any request put to them.

Approvals by email and electronic signatures:

- Pre-approvals and approvals by email are acceptable if distinguishing or critical information regarding the request is clearly presented in the body of the email (even if it is also contained in file attachments to the email message).
- Electronic signatures are to be used only with the explicit and written approval of the original owner of the signature who may decide to restrict access to that signature. In the case of the ED, only the Assistant to the ED may use the electronic signature of the ED.

Specific cases in relation to post holders:

- No Staff Member, including the Executive Director, may approve any transaction for her/himself even if her/his position allows her/him to do so for other Staff Members. Any approval that concerns a particular post holder and would be made by him/her for other cases must be redirected to the post holder's supervisor. For instance, a reimbursement to a Budget Holder for an expense to be charged to his/her budget must be approved by his/her supervisor. In the case of the ED, the relevant approvers are designated in this matrix.
- If the post holder designated in the Matrix is not available and the decision needs to be urgently taken, his/her supervisor is entitled to approve/authorize in her/his place. The post holder should be advised of the nature of the decision as soon as possible.

Temporary rights:

- A post holder may delegate their responsibility, in full or in part, for a limited period, to another staff member, including a member of their team, when they are on leave or traveling or unavailable for any other reason :
- The person to whom the authority is temporarily given should be knowledgeable enough and willing to accept this responsibility.
- The scope and start and end dates of the delegation should be clearly specified in an email sent/received by the two parties and copied to the FC at a minimum. Ideally, all colleagues who would need to know about this should be made aware.

Special cases involving the Executive Director:

- Day to day transactions for the Executive Director (e.g. travel authorisations, time sheets), are vetted on the basis of compliance, not substance, with GCERF policies by the HR or Finance Unit as indicated in the relevant regulations. All employment-related matters for the Executive Director are escalated to the Governing Board.
- When the Executive Director or the CFO are required to approve a transaction under two different roles (e.g. budget holder and ED for a very large procurement transaction) they will ask another member of the SMT ("Senior Management Team") to approve one the instances on their behalf.

5.7. Working Hours regulation

9. Time-keeping system:

All GCERF staff members including employees and interns are required to report all compensated time on a weekly time sheet.

5.8. Procurement Regulation

5. Key principles underlying procurement practice at GCERF

5.1 Seeking best value for money and encouraging competition

The Procurement Policy refers to obtaining the "best value for money" as a principle. Obtaining best value for money does not mean getting the lowest price possible, but rather obtaining the best benefit possible from the goods and services GCERF acquires. GCERF's best value for money considers the most advantageous combination of cost and quality to meet GCERF's requirements. Cost is understood in this context as cost to GCERF for the "whole life" of the good to be purchased (acquisition cost, cost of maintaining and running the asset and disposal cost). A similar broad-looking approach can be taken for services, considering the cost of switching providers or the cost of supervision by GCERF for instance. Encouraging competition is an integral part of a value for money approach.

5.2 Demanding ethical behaviour

As stated in the Procurement Policy, all individuals engaged in procurement activities have a duty to act in a manner which maintains and enhances the reputation of GCERF and preserves the public trust in GCERF by acting and conducting business with honesty and integrity, avoiding even the appearance of impropriety. This includes compliance with the provisions of the Ethics Policy.

Under the Ethics Policy, all staff members are required to declare any Conflict of Interest (COI) before participating in a procurement activity, which may be waived by the Governing Board's Ethics Committee. Given the impracticality of this measure for day-to-day matters, only those staff members who do not have a potential or actual COI with respect to a procurement action may participate in them. Non-staff members who are on Procurement Committee must similarly declare any COI before they can be allowed to participate in the procurement process.

Any person involved in a procurement action must declare any perceived or actual COI that would arise in the course of the procurement action and would be asked to withdraw from the committee or any other role in the process. They may consult the Ethics Officer before agreeing to join the Committee.

5.3 Requiring impartiality

Impartiality is demonstrated through the following practices:

- Requirements for both goods or services to be procured as well as for the potential vendor are clearly documented from the start of the process and are sufficient and relevant to be used as a basis for selection;
- The criteria that are defined and complied with for selecting the offer are objective;
- Requests for Bids are sent to potential vendors as closely together as possible, ideally at least the same day;
- Bids are opened simultaneously; and
- The evaluation process is well documented.

5.4 Minimizing the risk of fraud and corruption

The following elements should be in place to “fraud-proof” the procurement process to a level commensurate with the risk GCERF faces:

- Procurement planning is carried out effectively. It prevents repeated smaller-level procurement where non-compliance with this regulation may be more likely to occur. It also allows for better analysis of the fraud and corruption risks associated with a particular procurement action;
- A clear segregation of duties is in place at all stages of the process;
- The process always involves a minimum of two individuals and a review by Finance before bank signatories authorize payment;
- Goods received through medium, high or very high value procurement actions are received by the Corporate Services Associate unless s/he was the requester;
- Payment is based on a three-way match (purchase order/contract, delivery note/receipt note and invoice);
- Only reliable vendors who are able to perform successfully under the terms and conditions of a proposed procurement action are selected;
- Sufficient time is provided to Potential Vendors to submit an acceptable Bid;
- The content of the Bids received for High and Very High Value Procurement is kept confidential from Procurement Committee Members until the opening of the Bids;
- The Bids are opened in the presence of all Procurement Committee Members;
- Records of the Procurement Committee meetings in relation to Very High procurement actions are kept;

- Making a selection must be based on a minimum of three valid offers unless specific and acceptable circumstances that do not contradict any key procurement principle exist;
- All procurement actions and especially high and Very High Value procurement are based on true competition of truly potential vendors. This in particular prevents collusion between suppliers;
- Approvers must ensure that they are aware of the market price of goods and services to the extent possible;
- Contract variations (time extensions, cost amendments) remain exceptional and must be documented in a contract amendment approved by the Budget Holder and all signatories of the contract;
- Single source awards are only allowed for Low Value procurement. For other values, approval will only be approved under very stringent conditions described in section 6;
- Long term contracts for fairly standard services (e.g. travel, office cleaning, IT support) must be put out to bid every three years at a minimum (except for audit services which follow the periodicity decided by the Board);
- The internal whistleblowing Regulation is applicable to procurement actions.

5.5 Maintaining confidentiality

The confidentiality of the internal deliberations related to the procurement process vis-à-vis external parties must be maintained at all times. This implies that:

- Bids received by Corporate Services are not provided to the Procurement Committee until the bid has closed,
- Secretariat staff members may not reveal more information than necessary (i.e. on an conservative “needs to know” basis) to third parties. Bids for High and Very High Value procurement are received through sealed envelopes delivered to the Corporate Services Associate or into an email box to which only the Corporate Services Associate and Senior Management have access;
- All documentation related to a particular procurement action is maintained by the Corporate Services Associate in a folder accessible only to him/her, the general finance team and Senior Management. All staff members who have access to those files are required to handle them with caution and not share them to external parties under any pretext. All approved documents are stored as pdf files;
- Staff members maintain the confidentiality all the information they have received about potential vendors and their bids; and
- Reasons for rejecting a particular bid should not be provided to a Potential Vendor either verbally or in writing. In case of doubt, the staff member should contact the CFO.

5.8 Fostering accountability and maintaining an appropriate allocation of roles in the procurement process

The Procurement Policy includes accountability as a principle: “Everyone involved in procurement activities is accountable for his/her actions and decisions concerning procurement to ensure that funds are used solely for the purpose for which they were provided.”

5.9. Letter of Appointment

2. Standards of Conduct

As a GCERF employee, you will be expected to demonstrate the highest standards of integrity, professionalism and efficiency. In particular, your attention is drawn to Section 1 of GCERF’s Human Resources Policy: Duties, Obligations and Privileges.

You agree to comply with all the provisions of GCERF's Human Resources Policy and all other applicable corporate policies (including, but not limited to policies on ethics and conflict of interest, financial management, procurement, travel and other administrative and operational matters) and applicable regulations and procedures, which may be issued or amended by management and/or the GCERF Governing Board from time to time (hereafter, the "GCERF Policies"). GCERF will communicate to you any changes to GCERF Policies as they occur.

In particular and without limiting the foregoing, you agree to declare any perceived or actual conflict of interest in accordance with the GCERF Policies. You also agree to declare and obtain the written authorisation of the Executive Director regarding your participation in any outside activities as defined in the GCERF Policies.

In addition, you represent that, to your knowledge, neither you nor any entity with which you are associated are designated as terrorist under international or domestic laws of any country. You agree to comply with GCERF's reasonable requests for information to enable it to take measures to ensure that this representation is accurate.

You also agree not to disclose any information of a confidential nature that you may have access to in the course of your employment in relation to projects, finances, partners, suppliers or any other aspect of GCERF's business.

5.10. Internship agreement

2. Standards of Conduct

You agree to comply with all corporate policies (including, but not limited to policies on human resources, ethics and conflict of interest, financial management, procurement, travel and other administrative and operational matters) and applicable regulations and procedures, which may be issued or amended by management and/or the GCERF Governing Board from time to time (hereafter, the "GCERF Policies"). GCERF will communicate to you any changes to GCERF Policies as they occur.

In particular and without limiting the foregoing, you agree to declare and obtain the written authorisation of the Executive Director regarding your participation in any outside activities as defined in the GCERF Policies.

In addition, you represent that, to your knowledge, neither you nor any entity with which you are associated are designated as terrorist under international or domestic laws of any country. You agree to comply with GCERF's reasonable requests for information to enable it to take measures to ensure that this representation is accurate.

You also agree not to disclose any information of a confidential nature that you may have access to in the course of your employment in relation to projects, finances, partners, suppliers or any other aspect of GCERF's business.

You are also expected to behave in a professional manner while participating in meetings with outside parties or conferences or events in which GCERF participates.

5.11. Service Provider / Consultancy agreement

1a. Standard of Performance

The Service Provider shall perform the Services set out in Annex 1 to this Agreement within the time frame indicated in Annex 1, with all due diligence, efficiency and economy, necessary skill and care and in accordance with generally accepted professional standards and practices. The Service Provider shall always act, in respect to any matter relating to this Agreement or to the

Services, as a faithful adviser to GCERF, and shall at all times support and safeguard GCERF's legitimate interests in dealings with third parties.

7. Confidentiality

The Service Provider shall not, without GCERF's prior written consent, disclose to any third party any of GCERF's confidential information. Confidential information must be solely used for the purpose of services under the Agreement.

Confidential information includes, but is not limited to, any documents or correspondence provided by GCERF that is by its nature confidential, is designated by GCERF as confidential, or the Service Provider knows or ought to know is confidential.

Unauthorised disclosure constitutes a material breach of this Agreement and which will enable GCERF to immediately terminate this Agreement.

8. Corrupt and Fraudulent practices

The Service Provider represents that they have not paid or received any commissions, gratuities or fees from agents or any other party with respect to the selection process or execution of this Agreement.

9. Conflict of Interest

The Service Provider shall hold GCERF's interests paramount, without any consideration for future work, and strictly avoid conflict with other assignments or their own interests. The Service Provider shall not engage, and shall cause any of its sub-Service Providers to refrain from engaging, either directly or indirectly in any business or professional activities that would conflict with the activities assigned to them under this Agreement. This includes, but is not limited to, soliciting the business of any external party to whom the Service Provider has been introduced by GCERF (including GCERF grantees, potential grantees, Country Support Mechanism Members, Governing Board members and other partners) while on assignment for GCERF.

As of the date of signature of this Agreement, the Service Provider warrants that no situation of actual or potential conflict of interest exists that impacts his or capacity to serve the best interest of GCERF, or that may reasonably be perceived as having this effect.

The Service Provider shall notify GCERF immediately upon becoming aware of the existence, or possibility of, a situation that may impact his or capacity to serve the best interest of GCERF, or that may reasonably be perceived as having this effect.

Failure to comply with this provision constitutes a material breach of this Agreement which will enable GCERF to immediately terminate of this Agreement.

10. Anti-terrorism

The Service Provider represents that to their knowledge, neither they nor any entity with which the Service Provider is associated, are designated as terrorist under international or domestic laws of any country. The Service Provider agrees to comply with GCERF's reasonable requests for information to enable it to take measures to ensure that this representation is accurate.

14c. Cessation of Rights, Obligations and Services

Upon termination of this Agreement pursuant to clauses "Termination by GCERF" or "Termination by the Service Provider", all rights and obligations of the parties hereunder shall cease, except (i) such rights and obligations as may have accrued on the date of the termination or expiration; (ii) the obligation of confidentiality set for in Article "Confidentiality" above.