

Conflict of Interest Policy

PURPOSE

This document establishes Heifer Project International's (Heifer) Conflict of Interest Policy (Policy) for employees, temporary workers, and interns, and applies in every country and territory where Heifer operates. In the event any provision of this Policy directly conflicts with local law, local law will supersede with regard to that provision. In the event any provision of this Policy directly conflicts with any other Heifer policy, the provisions of this Policy will supersede.

Heifer and its employees, temporary workers, and interns are committed to acting as good stewards of Heifer's assets, protecting Heifer's tax-exempt status, and carrying out Heifer's mission throughout the world with honesty and integrity, in a lawful, fair, professional, and ethical manner, and in accordance with Heifer's Cornerstones.

POLICY

- (a) Employees, temporary workers, and interns must:
 - i. Carry out their work in compliance with all applicable laws, rules, and regulations.
 - ii. Report activities they believe, in good faith, violate this Policy.
 - iii. Cooperate with any investigation carried out in connection with this Policy.
 - iv. Certify annually and upon request that they have read, understood, are in compliance with, and agree to this Policy.
- (b) Employees, temporary workers, and interns must not:
 - i. Allow, or attempt to influence Heifer in such a way as to allow, any part of Heifer's assets to benefit the private interest of an Interested Party.
 - ii. Serve in a position of authority with an LSE that allows the employee, temporary worker, or intern to influence the LSE's decisions.
 - iii. Give, receive, or facilitate the giving or receiving of, an unofficial item of value intended to influence or enhance the performance of an official duty.
 - iv. Engage in activities that directly compete, or are in direct conflict, with Heifer's mission.

DEFINITIONS

Interested Party – (a) an employee, temporary worker, or intern, (b) a member of that employee's, temporary worker's, or intern's family, or (c) a business, entity, or organization in which that employee, temporary worker, or intern, or a member of his or her family (i) serves in a position allowing the employee, temporary worker, or intern to influence decisions of the business, entity, or organization, or (ii) has a personal, business, or financial interest or affiliation.

Family –(a) an employee's, temporary worker's, or intern's spouse, parents, guardians, grandparents, children, brothers, and sisters (by blood, marriage, or adoption), (b) the spouse of said parents, guardians, grandparents, children, brothers, and sisters, or (c) any other family members or the spouses thereof residing with that employee, temporary worker, or intern.

LSE – abbreviation for "legally separate entity", which is an entity legally separate and apart from Heifer that carries out some part of Heifer's work as if it is Heifer. An LSE will have typically entered into a relationship agreement or cooperative agreement with Heifer, and be licensed to use Heifer's intellectual property.

PROCEDURES

Depending upon its severity, a violation of this Policy may result in disciplinary or other action up to and including dismissal, termination, restitution of funds, and prosecution, as long as done in compliance with applicable laws, rules, and regulations. A verbal or written warning is not required before an individual may be disciplined, dismissed, or terminated under this Policy. The actions required or prohibited in this

Policy are not exhaustive. Employees, temporary workers, and interns must sign Heifer's Conflict of Interest Policy Compliance Certificate, annually and upon request, certifying that they have read, understood, are in compliance with, and agree to the Policy.

Individuals are to report suspected actual or potential conflicts of interest and/or suspected violations of this Policy by contacting Legal Services or by using any service created to prevent or address such conduct. Once Legal Services receives a report it will investigate and will submit the report, along with any related documentation, to Heifer's chief officers (C-Suite). The C-Suite will review the report and related documentation, determine whether a conflict of interest exists and, if it does, vote to authorize or reject the transaction or activity, and/or take any other action deemed necessary to address the situation. Any C-Suite vote under this Policy will be by majority, excluding the vote of any Interested Party also a member of the C-Suite. An Interested Party will not participate in C-Suite discussion or debate regarding the report and related documentation; with the understanding the C-Suite may allow the Interested Party to provide clarifying information.

An actual or potential conflict of interest will generally occur where an employee's, temporary worker's, or intern's obligation to further Heifer's charitable purposes is at odds with his or her own, or his or her family's, private interests. This Policy is intended to help ensure that a process exists for dealing with actual or potential conflicts of interest when they arise. Situations susceptible to conflicts of interest include but are not limited to the following: (a) hiring family members in violation of Heifer's Global Employment of Relatives Policy; (b) entering into a contract on Heifer's behalf that allows an entity in which you or your family member have an interest to provide goods or services to Heifer; (c) serving as a board member or an officer of an LSE; or (d) giving, receiving, or facilitating bribes or kickbacks.