

“Plain Language” Conflict of Interest Rules for MCA-Liberia Directors, Officers, Consultants, Board Members, Advisors

These “Plain Language” rules are merely illustrative of the type of circumstances that either cause or result in a conflict of interest, and should not be relied upon to determine whether a conflict exists, as the MCA-Liberia Conflict of Interest (COI) Policy is the determinative document for examining the existence or potential for a conflict of interest.

1. Misuse of office. A misuse of office may arise if you take any action or fail to take any action in your capacity as an MCA-Liberia director, officer, contractor, subcontractor, consultant, agent, representative, volunteer, or member of a stakeholders’ committee if doing so might financially benefit --

- (a) you;
- (b) a person to whom you are related in the 2nd Degree by blood or marriage;
- (c) any person or entity for which you are an attorney, agent, broker, employee, officer, director, trustee, or consultant, or anyone else with whom you share a personal or pecuniary interest or a fiduciary relationship;
- (d) any person or entity with which you have a personal relationship;
- (e) any person or entity with which you had a financial relationship; or
- (f) any person or entity from which you received a gift, or any goods or services for less than fair market value;

2. Gifts. You request or receive any gift whatsoever from anyone that you know or should know is doing business with MCA-Liberia.

3. Gratuities. You request or receive anything from any person or entity other than MCA-Liberia for doing your MCA-Liberia job.

4. Appearances and representation. You receive anything from any person or entity other than MCA-Liberia to communicate with any agency or ministry of the Government of Liberia or to represent any person or entity in a matter that involves the Government of Liberia.

6. Future employment. You discuss or negotiate your possible future employment or the future employment of someone with whom you have a personal relationship with anyone that is doing business with MCA-Liberia.

7. Inducement of others. Any effort that induces a MCA-Liberia director, officer, consultant, agent, representative, volunteer, or member of a stakeholders’ committee to do anything that would violate any one of these rules.

8. Prohibited outside positions. Acting as a paid attorney, agent, broker, employee, officer, director, trustee, or consultant for any person or entity that you know, or should reasonably know, is doing business or seeking to do business with MCA-Liberia.

9. Prohibited ownership interests. You, your spouse, your parents and any of your children under 18 years of age possess a financial interest in any part of a business or entity that does business with MCA-Liberia.

10. Disclosure. The failure to disclose to MCA-Liberia any circumstance that presents a possible COI.

MCA-LIBERIA CONFLICTS-OF-INTEREST-POLICY FREQUENTLY ASKED QUESTIONS

What is the Purpose of the Conflicts of Interest Policy?

The Policy is designed to ensure that a MCA-Liberia director, officer, consultant, agent, representative, volunteer, or member of a stakeholders' committee always acts in the best interest of MCA-Liberia, and to protect against an alternative or conflicting financial, commercial, family, private or other interest interfering with the implementation benefits of the Compact program.

Who adopted the Conflicts of Interest Policy? The Policy was finalized by MCA-Liberia senior management and adopted by MCA-Liberia's Board of Directors.

Why does MCA-Liberia have a conflict of interest policy?

MCA-Liberia has a policy to make sure that no MCA-Liberia director, officer, consultant, agent, representative, volunteer, or member of a stakeholders' committee:

- Uses his or her position with MCA-Liberia for private gain.
- Gives preferential treatment to any person or firm.
- Loses independence or impartiality in making decisions for or on behalf of MCA-Liberia, thereby causing a risk to achieving the Compact's goals and objectives.
- Creates the perception of a conflict, thereby damaging the reputation of the Compact and MCA-Liberia.

Why has MCA-Liberia created the Conflicts of Interest Acknowledgment, Disclosure Form, and Checklist?

Each MCA-Liberia director, officer, contractor, subcontractor, consultant, agent, representative, volunteer, or member of a stakeholders' committee is required to disclose either to the Board or the MCA-Liberia Chief Executive Officer and the MCC Resident Country Director any actual, potential, or apparent conflict under the Policy. Disclosure permits MCA-Liberia to respond to, advise on, and either eliminate or adequately mitigate a conflict. Failure to disclose a potential conflict increases the risk that the conflict will harm MCA-Liberia and the Compact program. To assist each MCA-Liberia director, officer, consultant, agent, representative, volunteer, or member of a stakeholders' committee understand the circumstances that should be reported, MCA-Liberia has adopted a checklist for each individual to complete when commencing their professional relationship with MCA-Liberia, and annually thereafter. There are no correct or incorrect answers. It is always better to report even if you are not sure if there is a conflict.

What happens if I have a conflict?

There is a process in the Policy for what to do next. Once you report the conflict, the MCA-Liberia General Counsel will review the disclosure and share with the Office of General Counsel at MCC. Then, they will let you know how to resolve or mitigate a conflict, if such exists. Most of the time, MCC and MCA-Liberia will agree on a process to be sure that the actual conflict does not arise, and to protect against the harmful effects of perceived conflicts. This response will be recommended by MCA-Liberia's General Counsel and approved by MCC and MCA-Liberia.

If I have questions about whether I have a conflict, whom can I contact?

If you have questions, you can always ask MCA-Liberia's General Counsel for assistance, which inquiries will be maintained confidential and disclosed only as permitted under the MCA-Liberia COI Policy.

**MILLENNIUM CHALLENGE ACCOUNT – LIBERIA
CONFLICTS OF INTEREST ACKNOWLEDGEMENT, DISCLOSURE FORM, AND CHECKLIST**

This acknowledgement and disclosure form (this “**Acknowledgement**”) must be filed by each (a) member of the Board of Directors; (b) officer, consultant, agent, representative or volunteer engaged by or providing services to MCA-Liberia; and (c) each member of any Stakeholders Committee, pursuant to MCA-Liberia’s Conflict of Interest Policy (“**Policy**”), dated August 29, 2017, as adopted by the Board of Directors under Section 6.1 of MCA-Liberia’s Bylaws.

I have received and carefully reviewed the Policy and have considered not only the literal expression of the Policy, but also its intent. By signing this Acknowledgement, I hereby confirm that I understand the contents of, and my responsibilities under, the Policy and affirm that I agree to comply with it.

If any situation should arise in the future that I think could potentially involve a conflict of interest, I will promptly and fully disclose the circumstances thereof in writing to the MCA-Liberia General Counsel, or as otherwise defined in the Policy. As of the date of this Acknowledgement:

_____ I have no conflict of interest to report.

_____ I have the following conflict(s) of interest to report (please specify – use the attached checklist to help identify potential conflicts):

Signature

Printed Name

Date

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MCA-Liberia Conflicts of Interest Checklist

1. Does anyone in your family or household provide services to (or intern for) MCA-Liberia?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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2. Does anyone in your family or household work for or is associated with a contractor, consultant or firm contracted to provide works, a good or service to MCA-Liberia? This includes a family member or household member who has a financial interest in the contractor, consultant or firm.

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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3. Does anyone in your family or household derive a benefit from or have a financial interest in a contractor, consultant or firm contracted to provide works, a good or service to MCA- Liberia?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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4. Have you been promised any future work by a contractor, consultant or firm contracted by MCA-Liberia?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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5. Are you currently serving in any elected or appointed position outside of MCA- Liberia?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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6. Does any decision you make in your duty as a consultant to MCA- Liberia also affect your personal financial or other interests (such as political interests) outside of MCA- Liberia? For example, do you own land in a project area?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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7. Have you had any current or past relationship, affiliation or association with a contractor, consultant or firm engaged by MCA- Liberia outside of your MCA-Liberia duties?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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8. Do you receive any salary or fees separate from your MCA- Liberia remuneration for other jobs or obligations?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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9. Have you ever received a gift or gifts from a contractor, consultant or firm engaged by, has requested to be engaged, or is soon to be likely will be engaged by MCA-Liberia? This includes monetary gifts, invitations to special events, dinners, entertainment (concerts or sporting events), trips, preferential pricing on personal goods or services, promises of employment for you, a member of your family or household, or friends or associates.

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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10. Do you have any questions about this checklist?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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MILLENNIUM CHALLENGE ACCOUNT – LIBERIA CONFLICTS OF INTEREST POLICY

I. Statement of Principle and Purpose

As a public institution serving the Republic of Liberia, the Millennium Challenge Account – Liberia (“*MCA-Liberia*”) occupies a position of trust. It also recognizes that the public has the right to expect that each MCA-Liberia director, officer, consultant, agent, representative, volunteer, or member of a stakeholders’ committee places the interests of MCA-Liberia as paramount to its own when taking actions or making decisions on behalf of MCA-Liberia, and that they will not be affected by self-interest or personal gain. Conflicts between MCA-Liberia’s interests and personal or private interests of those associated MCA-Liberia, if not appropriately and effectively handled, can undermine this public trust.

All persons associated with MCA-Liberia need to recognize that both actual and apparent conflicts of interest sometime occur in the course of conducting the affairs of MCA-Liberia. It is equally important to appreciate that even the appearance of a conflict of interest can cause harm to the transparent nature of MCA-Liberia’s activities and to its reputation even if no conflict in fact exists.

Individuals associated with MCA-Liberia include leaders in government, civil society and the private sector with multiple affiliations and interests. While this experience represents a valuable resource to assist MCA-Liberia to achieve its objectives, it also creates the likelihood that conflicts of interest, whether actual, potential or apparent, will arise from time to time.

For these reasons, it is crucial that MCA-Liberia ensure that any personal or private interests that conflict with MCA-Liberia’s activities or interests are identified and managed effectively. Accordingly, MCA-Liberia is committed to transparently managing any actual, potential, or apparent conflicts of interest that may arise in the course of conducting the affairs of MCA-Liberia.

The general purpose of the policies and procedures outlined in this document (this “*Conflicts of Interest Policy*” or “*Policy*”) is:

- To protect and preserve the integrity of the internal decision-making processes of MCA-Liberia;
- To prevent the personal interests of MCA-Liberia’s Board of Directors, officers, consultants, agents, representatives, volunteers, or members of a stakeholders’ committee from compromising the performance of their duties to MCA-Liberia; and
- To ensure those individuals, or their family members or associates, do not obtain personal financial, professional or political gain at the expense of MCA-Liberia, its stakeholders or the Millennium Challenge Corporation (“*MCC*”).

This Policy is intended to comply with any current and future legislation, as well as case law in Liberia, on the subject matter.

Conflicts of interest may not always be obvious. Such may be complex or nuanced. Each person or entity covered by this Policy should err in favor of disclosure, mindful that such may only enhance the reputation of MCA-Liberia and protect the viability of its mission.

II. Applicability, Effectiveness, and Definitions

A. Applicability and Effectiveness

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This Policy applies to all Covered Persons (as defined below) and shall become effective on the date that it is approved by the Board of Directors of MCA-Liberia or such other date specified by the Board as part of such approval.

B. Definitions

When used in this Conflicts of Interest Policy, the following terms have the meanings given to them below. Capitalized terms used but not defined in this Conflicts of Interest Policy have the meanings given to them in the Compact.

“Acknowledgement” means the acknowledgement and disclosure form attached to this Conflicts of Interest Policy as Appendix 1.

“Board of Directors” means the Board of Directors of MCA-Liberia.

“Compact” means the Millennium Challenge Compact between the Republic of Liberia, acting through the Ministry of Finance and Development Planning, and the United States of America, acting through MCC, signed on October 2, 2015 and entered into force on January 20, 2016.

“Conflict of Interest” means an actual, potential or apparent conflict between (a) the responsibilities of a Covered Person in connection with their duties to MCA-Liberia, on the one hand, and on the other hand either (b)(1) the private interests of the Covered Person, his or her Family or members of his or her household, his or her business associates or someone with whom who he or she had or has a Personal Relationship, or any person or organization with whom a Covered Person is negotiating, or has any arrangement concerning, prospective employment (**“Personal Conflict of Interest”**), or (b)(2) the interests of the Covered Person via any organizations with which the Covered Person is associated as a result of his or her employment, or appointment as board member or any similar institutional association or the employment or board membership of his or her business or someone with whom who he or she had or has a Personal Relationship (**“Institutional Conflict of Interest”**).

Examples of a **“Personal Conflict of Interest”** include, but are not limited to, the following:

- (1) a Covered Person or a member of his or her family or household, or any organization with whom any such person has a business or professional affiliation, seeks to participate in a transaction with MCA-Liberia, or directly or indirectly stands to benefit (or may potentially benefit) from MCC Funding or a transaction involving MCA-Liberia;
- (2) a Covered Person or a member of his or her family or household, or any organization with whom any such person is affiliated, receives a payment, gift, other gratuity or benefit or offer of employment from any source (other than MCA-Liberia) that directly or indirectly stands to benefit (or may potentially benefit) from MCC Funding or a transaction involving MCA-Liberia; or
- (3) a Covered Person is related to another Covered Person by blood, marriage, or domestic partnership.

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An example of an ***“Institutional Conflict of Interest”*** includes, but is not limited to, the following:

An organization where a Covered Person is associated as Board Member, officer or employee seeks to participate in a transaction with MCA-Liberia, or directly or indirectly stands to benefit or may potentially benefit (thereby imputing a benefit to the Covered Person), from MCC Funding or a transaction involving MCA-Liberia.

“Covered Person” means, with respect to MCA-Liberia, (a) each member of the Board of Directors; (b) each officer, consultant, agent, representative or volunteer engaged by or providing services to MCA-Liberia; and (c) each member of any Stakeholders’ Committee; *provided* that MCC and its employees, consultants, contractors, agents and other representatives, including the MCC representative on the Board of Directors, are not considered Covered Persons for purposes of this Conflicts of Interest Policy.

“Family” means, with respect to any Covered Person, a spouse, child, sibling, parent, grandparent, grandchild, domestic partner, uncles, aunts, nephews, nieces, cousins (first or second), related by blood or marriage and the respective spouses of each of the foregoing.

“Financial Relationship” means any relationship in which a Covered Person has received a financial benefit, in the form of salary, royalty, consulting fee or ownership interest.

“MCC Accountable Entity Guidelines” means the *“Guidelines for Accountable Entities and Implementation Structures”* found on the MCC website, as amended from time to time.

“Personal Relationship” means unrelated individuals who with whom a Covered Person has a close, continuing personal association, characterized by ties of deep affection.

III. Prohibited Activities

- A. No Covered Person shall participate in the selection, award, administration, oversight or implementation of a contract, grant or other benefit or transaction funded in whole or in part (directly or indirectly) by MCA-Liberia or with MCC Funding, in relation to which the Covered Person has a Conflict of Interest, unless such Covered Person has disclosed and resolved the Conflict of Interest and otherwise complied with the procedures set out in Section V of this Policy.
- B. No Covered Person involved in the selection, award, administration, oversight or implementation of any contract, grant or other benefit or transaction funded in whole or in part (directly or indirectly) by MCA-Liberia or with MCC Funding, shall:
 - (1) solicit, accept from or offer to a third party or seek or be promised (directly or indirectly) for himself or herself or for another person or entity, any payment, gift, gratuity, favor or other benefit of any kind or nature, other than items which are of *de minimis* value and are otherwise consistent with such guidance as the Board of Directors or MCC may provide from time to time; or
 - (2) engage in any activity which is or gives the appearance of being a Conflict of Interest.

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Any payment, gift, gratuity or other benefit that cannot be courteously declined or returned shall be delivered to MCA-Liberia for charitable disposition or such other disposition as the Board of Directors and MCC deem appropriate.

- C. No Covered Person shall participate in the recruitment of any MCA-Liberia officer, consultant, agent, representative or volunteer to which the Covered Person has a Conflict of Interest, unless such Covered Person has disclosed and resolved the Conflict of Interest and otherwise complied with the procedures set out in Section V of this Policy.

IV. Duties of Covered Persons Relating to Conflicts of Interest

Each Covered Person, when acting in his or her capacity as a member of the Board of Directors or of a Stakeholders' Committee or as an officer, consultant, agent, representative or volunteer of MCA-Liberia, as the case may be, shall:

- (1) act with a duty of undivided loyalty to MCA-Liberia and exercise his or her duties solely in accordance with the best interests of MCA-Liberia and the successful and proper implementation of the Compact, placing the interests of MCA-Liberia above his or her personal interests or the interests of any other person or any other organization with which the Covered Person is associated;
- (2) not undertake any action that is contrary to the interests of MCA-Liberia or that would or could reasonably be expected to result in direct or indirect personal gain or a Conflict of Interest; and
- (3) as promptly as possible, disclose any actual, potential or apparent Conflict of Interest in accordance with the procedures set out in Section V.

V. Procedures to be Followed Relating to Conflicts of Interest

A. Disclosure for Non-Board Members

- (1) Each Covered Person (except a director of the MCA-Liberia Board and the Chief Executive Officer), shall make, as promptly as possible, a full disclosure in writing of any and all actual, potential, or apparent Conflicts of Interest to the Chief Executive Officer. The Covered Person may be asked to submit a detailed report of the Conflict of Interest using the attached template. If the matter is the subject of action by the Board of Directors or any committee of the Board, or involves any member of the Board or the Chief Executive Officer of MCA-Liberia, the disclosure will be made to the Chairperson of the Board of Directors.
- (2) A Covered Person who is present at a meeting or discussion during which a matter is raised which may give rise to a Conflict of Interest and before the Covered Person is able to disclose the conflict in writing pursuant to paragraph (1) above, shall disclose the Conflict of Interest orally and immediately recuse himself or herself from the meeting or discussion. Such disclosure shall be recorded in the minutes of the meeting or discussion,

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if applicable. Such Covered Person shall then promptly provide a written disclosure of the Conflict of Interest as required by paragraph (1) above.

- (3) Following disclosure of a Conflict of Interest, the Chief Executive Officer shall consult with MCC's Resident Country Director, and the two shall determine whether a Conflict of Interest exists, and if so, the Chief Executive Officer, with MCC's input and approval, shall pursue any action deemed necessary to address the conflict and protect MCA-Liberia's best interests. Any determination as to whether a Conflict of Interest exists and any resolution thereof made by the Chief Executive Officer will be reported to the Board of Directors at its next meeting, including a report of the nature of the conflict and the manner in which it was resolved.
- (4) A Covered Person that has or may have a Conflict of Interest shall not participate in any discussion, deliberation or decision-making in any stakeholders/advisory committee or the management unit of MCA-Liberia, or any committee or subcommittee thereof, in which the matter giving rise to the Conflict of Interest is being considered. However, such Covered Person may be present to provide clarifying information in such discussion or deliberation if requested by a majority of the disinterested members of such stakeholders/advisory committee or the management unit of MCA-Liberia, or any committee or subcommittee thereof, as applicable.
- (5) Any member of any stakeholders/advisory committee who is considering employment with MCA-Liberia must take a temporary leave of absence from his or her position on such stakeholders/advisory committee, as the case may be, until the position is filled.

B. Disclosure for Board Members and the Chief Executive Officer

- (1) Each MCA-Liberia Board member or Chief Executive Officer shall make, as promptly as possible, a full disclosure in writing of any and all actual, potential, or apparent Conflicts of Interest to the Chairperson of the Board of Directors, directly or via the Secretary to the Board. The Covered Person may be asked to submit a detailed report of the Conflict of Interest using the attached template. The Chairperson shall arrange immediately thereafter for the disclosure of the Conflict of Interest to the MCC Resident Country Director.
- (2) If the Conflict of Interest involves the Chairperson of the Board of Directors, such written notice shall be delivered to the Chief Executive Officer and to the MCC Resident Country Director.
- (3) Following disclosure of a Conflict of Interest, the Board of Directors (excluding the individual who has the Conflict of Interest) and MCC Resident Country Director shall determine whether a Conflict of Interest exists and, if so, the Board, with MCC's input and approval, shall discuss and vote to authorize or reject the transaction or take any other action deemed necessary to remove or best mitigate the Conflict of Interest in a way that defers to MCA-Liberia's best interests.
- (4) Any decision-making by the Board of Directors shall be by a majority vote of the voting members of the Board of Directors without counting the vote of any Covered Person who

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has such Conflict of Interest, even if the disinterested voting members are less than a quorum, provided that at least one consenting voting member of the Board of Directors is disinterested.

- (5) A Covered Person that has or may have a Conflict of Interest shall not participate in any discussion, deliberation or debate of the Board of Directors, in which the matter giving rise to the Conflict of Interest is being considered or voted upon. However, such Covered Person may be present to provide clarifying information in such a discussion, deliberation or debate if requested by a majority of the disinterested members of the Board of Directors.
- (6) Any member of the Board of Directors who is considering employment with MCA-Liberia must take a temporary leave of absence from his or her position on the Board of Directors, as the case may be, until that position is filled.

C. Acknowledgement of Policy

- (1) A copy of this Conflicts of Interest Policy shall be given to each Covered Person upon commencement of such person's relationship with MCA-Liberia or upon the official adoption of this policy.
- (2) Each Covered Person shall sign and date an Acknowledgement at the beginning of his or her term of employment or service with MCA-Liberia or upon the official adoption of this Conflicts of Interest Policy.
- (3) Each Covered Person shall thereafter sign and date an Acknowledgement on an annual basis.
- (4) The annual acknowledgement requirement does not relieve any Covered Person of his or her obligation to disclose as promptly as possible any matter as required under this Conflicts of Interest Policy.
- (5) Failure to sign an Acknowledgement does not nullify this Conflicts of Interest Policy or otherwise limit its application to any Covered Person.

D. Use of Information Disclosed under Policy

- (1) Decisions regarding the mitigation of actual, potential, or apparent Conflicts of Interest will be made jointly and documented by the MCA-Liberia Chief Executive Officer and the MCC Resident Country Director; or, in cases involving the MCA-Liberia Chief Executive Officer or members of the MCA-Liberia Board of Directors, by the MCA-Liberia Board of Directors (excluding the individual who has the Conflict of Interest) and the MCC Resident Country Director. In cases where no joint decision can be made by the relevant parties, the decision will be elevated for mutual resolution to the applicable MCC Regional Deputy Vice President for Compact Operations.

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- (2) Decisions regarding the mitigation of actual, potential, or apparent Conflicts of Interest will be made taking a number of factors into account. These factors include, but are not limited to:
- the extent to which a Covered Person would obtain a financial benefit from the transaction or arrangement giving rise to the Conflict of Interest;
 - the extent to which a Covered Person can be removed from decision-making processes (including procurement, award, and management of contracts) pertaining to the Conflict of Interest so as to remove the actual Conflict of Interest; and
 - the reputational risk of the apparent or perceived Conflict of Interest;
- (3) The MCA-Liberia General Counsel will create and maintain a consolidated record of all business and financial interests in firms disclosed by all Covered Persons. An edited version of the record which lists only the firm names shall be provided to the MCA-Liberia Procurement Agent to check against the list of vendors doing business with MCA-Liberia (past, current, and pending). The MCA-LIBERIA Procurement Agent will inform the MCA-Liberia General Counsel of any overlap for discussion with the MCA-Liberia Chief Executive Officer, the MCC Resident Country Director, and/or the individual in question, if the actual, potential, or apparent Conflicts of Interest have not previously been reported and/or mitigating actions have not yet been taken.
- (4) This review process does not relieve any Covered Person of his or her obligation to disclose as promptly as possible any matter as required under this Conflicts of Interest Policy.

VI. Non-Compliance with Policy

Failure to comply with this Policy may result in disciplinary action ranging from notice to discontinue a specific activity to termination of one's consultancy contract in the case of any consultant or resignation from the Board or stakeholder/advisory committee in the case of a member of the Board of Directors or a stakeholder/advisory committee, even if he or she does not actually benefit from a transaction or contract.

VII. Record-Keeping and Point of Contact

All determinations as to whether a Conflict of Interest exists and any plans developed to resolve or mitigate any such Conflict of Interest, whether taken by the Board of Directors or Chief Executive Officer, shall be properly documented in the form of a Conflicts of Interest Decision Memo signed by the MCA-Liberia Chief Executive Officer and the MCC Resident Country Director.

While Board decisions shall be reflected in the minutes of the meetings, all other decisions will be considered confidential and will not be publicly released unless required by local or international legal authorities or by the best interests of MCA-Liberia or MCC, subject to MCC's no-objection.

All such documentation shall be maintained by the MCA-Liberia General Counsel of MCA-Liberia, as well as all signed Acknowledgements and copies of all written disclosures of Conflicts of Interest

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made under Section V. In addition, the MCA-Liberia General Counsel shall serve as the point of contact for any questions or information regarding the application or meaning of this Policy.

VIII. Review of Policy

This Policy shall be reviewed annually by the Board of Directors to ensure that it meets the requirements of applicable law and the needs of MCA-Liberia. Any changes to the Policy shall be communicated immediately to all Covered Persons.

Date of approval by the Board of Directors of MCA-Liberia: August 29, 2017

SAMPLE DETAILED DECLARATION OF ACTUAL, POTENTIAL, OR APPARENT CONFLICT OF INTEREST

DATE:

TO: MCA-LIBERIA Chief Executive Officer

FROM: MCA-LIBERIA Procurement Director Stanley Smith

RE: Declaration of Actual, Potential, or Apparent Conflict of Interest

CONFLICT OF INTEREST: It has come to my attention that the consulting engineering firm Apex Consulting participated in the bidding for the Consultant Services Contract for the Design and Supervision of the Rehabilitation of National Road 1, MCA-Liberia/RFP/R1.1. I wish to declare a conflict of interest. My daughter, Susan Smith, is in the employ of Apex Consulting as a Structural Engineer. She is not a partner in the business and was not named as a member of the key personnel in their offer.

SUGGESTED MITIGATION: I wish to declare that I will not actively participate in the selection process or attempt to influence the Technical Evaluation Panel for this procurement in any manner. I recuse myself from participating in the Technical Evaluation Panel, giving advice to the Technical Evaluation Panel members, and reviewing the Technical Evaluation Report and Proposed Award. I will furthermore fully abide by any restrictions in my conduct that may be imposed on me by MCA-Liberia or MCC regarding this procurement and the management of the resulting contract.

EXTENUATING OR MITIGATING CIRCUMSTANCES: I wish to state the following to demonstrate that the potential conflict of interest is either very minimal and/or has been duly mitigated:

Terms of Reference:

- The Terms of Reference were drafted by the MCA-Liberia Road Rehabilitation Project Director with inputs from the ESA Director and MCC.
- I had limited input during the packaging of the RFP, which was the responsibility of the MCA-Liberia Procurement Agent. I did participate in discussions with the MCC Resident Country Director and the MCA-Liberia Procurement Agent on aspects such as required minimum professional liability and third party insurance amounts to be specified in the Conditions of Contract.
- I reviewed and submitted the RFP for MCC no-objection via the official channels as per the review matrix in the Procurement rules. The advertisement of the RFP was arranged by the MCA-Liberia Procurement Agent.
- The Technical Evaluation Panel was selected by the MCA-Liberia Road Rehabilitation Project Director from the database of candidates who had responded to a Request for Expression of Interest that had been previously initiated by me. I participated in some discussions regarding the appropriate experience of some of the candidates with the MCA-Liberia Road Rehabilitation Project Director and the MCC Resident Country Director.

Selection Process:

- As noted above I have recused myself from the selection process.

Contract Negotiations and Supervision:

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- Final contract negotiations are unlikely to result in a conflict of interest. Contract negotiations are aimed at clarifying matters such as staff availability, mobilization, and final scope of work and not the material terms and conditions of contract or the payment schedules, which formed the basis of the tender and selection process.
- Contract supervision will mostly be the responsibility of the MCA-Liberia Road Rehabilitation Project Director with very minimal input from me in administrative matters.

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SAMPLE CONFLICT OF INTEREST DECISION MEMO.

DATE:

TO: MCA-Liberia Procurement Director Stanley Smith
Chair of MCA-Liberia Board of Directors
File (kept by MCA-Liberia General Counsel)

FROM: MCA-Liberia Chief Executive Officer

RE: Conflict of Interest Declaration by MCA-Liberia Procurement Director Stanley Smith

MCA-Liberia Procurement Director Stanley Smith declared an actual, potential, or apparent conflict of interest pertaining to the Consultant Services Contract for the Design and Supervision of the Rehabilitation of National Road 1, MCA-Liberia /RFP/R1.1. (Copy of memo is attached.)

We agree that the potential conflict of interest in this matter can be mitigated, provided that the following measures are taken:

1. The bid in which Apex Consulting participated will not be disqualified.
2. MCA-Liberia Procurement Director Stanley Smith will be recused from the evaluation process of Tender MCA-Liberia/RFP/R1.1.
3. The Technical Evaluation Panel members will be informed about Mr. Smith's recusal from the process.
4. The Technical Evaluation Report and Award Proposal will be reviewed by the MCA-Liberia Deputy Chief Executive Officer, prior to submission to MCC for no objection.
5. In the event of the selection of Apex Consulting as the successful bidder, the Procurement Director will not have any consequent role or oversight of this contract, and any consequent review of Contract Modifications and/or Change Orders will be done by the MCA-Liberia Road Rehabilitation Project Director and the MCA-Liberia Procurement Officer, in consultation with the MCA-Liberia General Counsel.

Accordingly, provided the above procedures are implemented, it has been determined that any actual or apparent conflict of interest has been adequately eliminated or mitigated so as to remove an actual or reputational risk to MCA-Liberia that may result in damage or harm.

Signed:

MCA-Liberia Chief Executive Officer