TURATHUNA

OFFICE OF THE CHAIRMAN OF THE BOARD OF TRUSTEES

**EXECUTIVE DIRECTIVE: Conflict of Interest Policy**

**Directive Number:** TF-DIR-2026-006

**Date of Issuance:** May 18, 2026

**Effective Date:** June 1, 2026

## 1. PURPOSE & RATIONALE

In alignment with the Turathuna Foundation's commitment to institutional excellence, rigorous governance, and compliance with the standards required by our international partners and donors, the Board of Trustees has formally approved the **Conflict of Interest Policy**.

The implementation of this policy is essential to ensure that our operations remain transparent, ethically sound, and fully aligned with global best practices in cultural heritage preservation and humanitarian action.

## 2. MANDATORY COMPLIANCE

Pursuant to the authority vested in the Chairman of the Board of Trustees, and in accordance with the Foundation's bylaws, all personnel—including Board members, management, staff, volunteers, consultants, and implementing partners—are hereby directed to adhere strictly to the guidelines and procedures set forth in the attached policy.

## 3. IMPLEMENTATION & ENFORCEMENT

- **Effective Date:** This policy shall come into full force and effect starting **June 1, 2026**.
- **Responsibilities:** Department heads and Project Managers are responsible for the immediate dissemination of this policy to their respective teams and for conducting necessary training to ensure full understanding and operational alignment.
- **Compliance:** Failure to adhere to the provisions of this policy may result in disciplinary action, as outlined in the *Code of Ethics and Professional Conduct*.

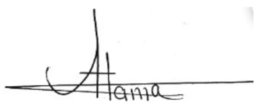
## 4. REVIEW & UPDATES

This policy shall be subject to periodic review by the Board of Trustees to ensure its ongoing effectiveness in the face of evolving operational challenges. Any proposed amendments must be submitted to the Board for formal approval.

## 5. ATTACHMENTS

Attached to this directive is the full version of the **Conflict of Interest Policy**, which serves as the official operational guide for the Foundation.

**BY ORDER OF THE BOARD OF TRUSTEES:**



**Lama Abboud**
Chair of the Board of Trustees
Turathuna Foundation

**Cc:**

- Executive Director
- Finance Department
- HR Department
- Project Managers
- Central Policy Repository

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## 1. PURPOSE AND POLICY STATEMENT

The Turathuna Foundation is dedicated to the highest standards of integrity, transparency, and accountability. As a non-profit organization entrusted with public and donor funds to rescue and preserve Syrian cultural heritage, our decision-making processes must remain entirely objective and free from personal bias or financial influence.

The purpose of this policy is to protect the Foundation’s interests, impartiality, and reputation by establishing clear guidelines for identifying, disclosing, and managing actual, potential, or perceived conflicts of interest.

## 2. SCOPE OF APPLICATION

This policy applies universally to all individuals acting on behalf of the Turathuna Foundation, defined collectively as "Covered Persons." This includes:

- Members of the Board of Trustees.
- Executive management and all paid employees.
- Volunteers, including project leads.
- Consultants, contractors, and partner representatives acting in a decision-making capacity for the Foundation.

## 3. DEFINITIONS

A **Conflict of Interest** occurs when a Covered Person’s private, personal, financial, or familial interests interfere, or appear to interfere, with their professional duties and loyalty to the Turathuna Foundation.

- **Actual Conflict:** A situation where a Covered Person has a direct and existing personal or financial interest that influences their decision-making.
- **Potential Conflict:** A situation where a Covered Person has an interest that *could* influence their responsibilities in the future.
- **Perceived (or Apparent) Conflict:** A situation where a reasonable observer might conclude that a Covered Person's private interests could improperly influence their professional judgment, even if no actual conflict exists.
- **Financial Interest:** Anything of monetary value, including salary, equity, consulting fees, gifts, or favors, held by the Covered Person or their Family Members.
- **Family Member:** Spouses, parents, siblings, children, and any other close relatives or individuals sharing the same household.

## 4. AREAS OF POTENTIAL CONFLICT

Conflicts of interest in the heritage and humanitarian sector frequently arise in the following areas:

- **Procurement and Contracting:** Awarding a contract for restoration materials, construction, or services to a company owned by a Covered Person, a Family Member, or a close associate.
- **Recruitment and Hiring (Nepotism):** Hiring or promoting a Family Member or close personal associate, rather than basing the decision strictly on merit and organizational need.
- **Outside Employment and Affiliations:** Holding a position (paid or unpaid) with a government agency, a competing NGO, or a supplier that could conflict with the Turathuna Foundation's mission or demand a disproportionate amount of time.
- **Beneficiary Selection:** Prioritizing family members or close associates for participation in limited-capacity programs.

## 5. DISCLOSURE PROCEDURES

Transparency is the primary mechanism for managing conflicts. The Foundation relies on the honesty and integrity of its team to proactively disclose interests.

- **Annual Declaration:** All Board Members and key management personnel must complete a "Declaration of Interest Form" annually, listing any affiliations, business interests, or relationships that could potentially give rise to a conflict.
- **Ad Hoc Disclosure (Duty to Disclose):** If a specific situation arises where a Covered Person recognizes an actual, potential, or perceived conflict, they must disclose it immediately in writing to their direct supervisor. Board members must disclose conflicts to the President of the Board.
- **Pre-Decision Disclosure:** Disclosure must occur *before* any discussion or decision-making process related to the conflict takes place.

## 6. MANAGING CONFLICTS OF INTEREST

Once a conflict is disclosed, the Foundation will take appropriate steps to manage or mitigate the risk.

- **Review:** The direct supervisor (for staff) or the Board of Trustees (for board members/executives) will review the disclosure to determine if a conflict exists and its severity.
- **Recusal:** The primary method for managing a conflict is **recusal**. The individual with the conflict must not participate in any discussions, evaluations, or voting processes related to the transaction or decision. They must physically or virtually leave the room when the matter is deliberated and voted upon.
- **Alternative Options:** The Foundation will actively seek alternative suppliers, candidates, or solutions to ensure competitive and objective selection. A transaction involving a conflict may only proceed if the Board of Trustees formally determines that the transaction is fair, reasonable, and in the absolute best interest of the Foundation despite the conflict.

## 7. VIOLATIONS AND DISCIPLINARY ACTION

Failure to disclose a known conflict of interest, or failure to comply with the management plan (e.g., refusing to recuse oneself), constitutes a serious breach of organizational trust.

- **Investigation:** Suspected undisclosed conflicts will be investigated impartially by management or the Board.
- **Consequences:** Violations of this policy may result in disciplinary action, up to and including termination of employment, removal from the Board of Trustees, or cancellation of contracts.

## 8. RECORD KEEPING

The Foundation's HR/Administration department will maintain a confidential registry of all submitted Declaration of Interest forms and any records of Board decisions relating to the management of specific conflicts.