



WHO Foundation Gift Acceptance Policy

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¹ This document is shared for the SRF purpose and will need to be approved by the Board of the Foundation to be considered as final.



Purpose of the policy

The WHO Foundation (the “**Foundation**”) is committed to the highest possible standards of transparency and accountability in all its affairs.

This document describes the Foundation’s Gift Acceptance Policy (the “**Policy**”) and related processes that will apply to the receipt of gifts. The Policy guides the Foundation in the types of gifts it can accept and informs Foundation staff and the Board about critical issues triggered by certain gifts.

Having a policy does not prevent risks from arising or stakeholders disagreeing with decisions taken, but it demonstrates to the global community that the Foundation has a robust and responsible framework for addressing such issues and provides a basis for the risk assessment and risk management decisions when accepting gifts. It also helps ensure that association with any particular donor, organization, or company does not compromise the Foundation’s ethical principles, harm its reputation, have a significant negative impact on WHO’s name or put future funding at risk.

Definitions

For the purpose of this Policy:

“**Donor**” and “**Donors**” is defined as any individual, organization or company, and by extension, their family foundation, group of individuals, funder/partner, sponsor, corporation, and may include government and public corporation if eligible, that makes a philanthropic gift, financial or In-kind, to the Foundation.

“**Due Diligence Process**” is a review of information on a prospective Donor allowing to assess any concerns and risks that may exist when accepting a contribution. The process involves vetting prospective Donors to understand what, if any, risks may be entailed by a collaboration. The Due Diligence Process is either conducted by the Foundation or by its fiduciary partners.

“**Gift**” and “**Gifts**” is defined as any contribution, financial or in kind, made towards the Foundation, that aims to contribute to the Foundation purposes, i.e. to support the global health ecosystem and promote health as a global public good.



“**In-kind contribution**” is defined as a contribution of a good and/or service other than property, a financial payment, stocks, bonds or other financial product It includes, but is not limited to, voluntary labour, donated goods, products or objects or donated services, etc.

Principles

1. Support of Mission

The Foundation will take all reasonable steps to ensure that any decisions taken with respect to its fundraising and partnership relationships support and advance the UN Sustainable Development Goals (SDGs), particularly **Goal 3 of "Good Health and Well-being" as well as health determinants.**

2. Reputation and Core Values

The Foundation will not accept Gifts from a Donor whose objectives or activities are clearly incompatible with its values and charitable purposes stated in article 3.2 of the Foundation’s Statutes, i.e., to support the global health ecosystem and promote health as a global public good.

3. WHO’s Normative Work Principles

The Foundation follows its own due diligence and risk assessment procedures, but in its engagement with Donors, the Foundation will adhere to the principles set out in WHO’s Framework of Engagement with Non-State Actors (“FENSA”)². Specifically, any engagement with Donors must:

- a) Demonstrate a clear benefit to public health;
- b) Conform to WHO’s Constitution, mandate and general program of work;
- c) Respect the intergovernmental nature of WHO and the decision-making authority of Member States as set out in the WHO’s Constitution;
- d) Support and enhance, without compromising, the scientific and evidence-based approach that underpins WHO’s work;
- e) Protect WHO from any undue influence, in particular on the processes in setting and applying policies, norms and standards;

² Source: p.5 The 69th World Health Assembly, Agenda item 11.3 (FENSA)



- f) Not compromise WHO's integrity, independence, credibility and reputation;
- g) Be effectively managed, including by, where possible avoiding conflict of interest and other forms of risks to WHO;
- h) Be conducted on the basis of transparency, openness, inclusiveness, accountability, integrity and mutual respect.

4. Health Integrity

No Gift may violate the Foundation's integrity and commitment to global health. Accordingly:

- a) The Foundation has created a "Red" category that applies to those industries (namely, tobacco and arms manufacturers) or rules (UN sanctions, violation of international conventions, etc.) that are strictly off limits for the Foundation.
- b) An "Orange" category applies to industries that raise reputational or other concerns and that may need to be assessed on a case-by-case basis.

5. Right to Refuse or Return Gifts

The Foundation is encouraging the flow of Gifts from a diverse range of national and international sources. All steps will be taken to ensure the Foundation is compliant with Swiss laws, in particular with Swiss money laundering and anti-terrorism laws and regulations and has satisfied itself that the Gifts do not derive from illegal activity or run counter to these principles and core values.

In general, the Foundation will conduct its Due Diligence Process before receiving Gifts with a value above USD 10'000, but in all cases the Foundation shall ensure that it can return a Gift.

6. Financial and In-kind contributions

The Foundation can accept, according to its internal process, financial and In-kind contributions including publicly traded securities, privately traded securities, private equity funds, real property, estates and endowments and services.³ Furthermore, the Foundation can accept those gifts as long as such contributions do not create conflicts of interest and are

³ There are risks and additional costs associated with In-kind contributions from Donors, and therefore they should only be accepted in accordance with the Foundation usual Due Diligence Process, and it should be ensured that the "acknowledged" gift values are reflective of actual gift sizes (e.g. share valuation fluctuation, etc.).



managed in accordance with the Foundation's purpose, regulations, Due Diligence Process and risk assessment processes.

The Foundation will reject any Gift or In Kind contribution which would bring with it untenable financial, reputational or other risks or responsibilities and for which no satisfactory mitigating measures can be put in place. Similarly, the Foundation will not accept any Gift or In Kind contribution, which it is unable to lawfully use, convert, sell or exchange for the purpose of accomplishing its mandate.

7. Gift acceptance's conditions

After the Due Diligence Process, the acceptance of all contributions are subject to the following conditions:

- a) The acceptance of a contribution does not constitute an endorsement by the Foundation of the Donors or its related products or services;
- b) The acceptance of a contribution does not confer on the Donor any privilege or competitive advantage;
- c) The acceptance of a contribution as such does not offer the Donor any possibility for advising, influencing, participating in, or being in command of the management or implementation of strategic or operational activities of the Foundation;
- d) The Foundation keeps its discretionary right to decline or return a contribution, without any further explanation;
- e) In case of a relevant conflict of interest any offer of a Gift, can be (i) directed from "non-earmarked" to "earmarked" funds for a particular program that is not conflicted, as long as all other due diligence requirements are met or (ii) the Foundation can reject the Gift without any further explanation.

8. Gift Recognition

For reasons of transparency, the Foundation shall normally publicly acknowledge all philanthropic contributions and engagements unless the Donor specifically requests anonymity.

A truly anonymous donation, in which the Foundation's fundraising unit only deals with an intermediary who is not willing to identify the Donor, will not be accepted.



A donor can request to remain anonymous as long as his/her identity is known to the Foundation and subject to due diligence and risk assessment.

Due Diligence and Risk Assessment

While preset financial levels trigger the commissioning of a due diligence and risk assessment report, there are other factors, which when taken together, would also trigger additional research. The Due Diligence Process constitutes a range of practical steps that need to be taken by the Foundation in order to (i) be assured of the source of philanthropic funds, (ii) assess if the Donor's purpose and objective align with the Foundation, (iii) determine the Donor's status, area of activities, membership, governance, sources of funding, constitution, statutes, and by-laws and affiliation and (iv) define the past and current activities of the entity in terms of risk factors, such as, for example: health, human, labour, environmental, ethical, business, reputation issues, etc. The Due Diligence Process is necessary to ensure that the Foundation is confident that it knows its Donor; thereby enabling it to identify and manage associated risks.

The Policy requires due diligence be conducted on the qualifying gifts from any Donor that provides a Gift to the Foundation. Clarity on the Donor identity and source of funds used for the donation are an important part of the Foundation's oversight and essential to safeguarding the Foundation's reputation. Similarly, understanding potential reputational and financial risks associated with illegal or otherwise nefarious activities of proposed corporate and/or individual partners is necessary to protect the integrity of the organization.

1. The Due Diligence Process for donations

- a) For donations amounting from USD 1 to USD 10,000, the Donor must certify being neither employed in, nor possess a significant financial interest (more than CHF 5,000) in the arms or tobacco industry. If the Donor is affiliated with such industries the donation cannot be accepted and will be returned to the Donor.
- b) An internal due diligence and risk assessment is conducted for Gifts/Gift equivalents with a value of between USD 10,000 and USD 100,000.
- c) An external due diligence report will be requested for any Gifts/Gifts with a value in excess of USD 100,000.



Regardless of the financial value of the Gift, gift acknowledgment letters or agreements, KYC documents, and any other relevant document can be requested from Donors at any time where appropriate.

2. Excluded Categories (red and orange)

a) Red category

- Tobacco
- Armament
- Subject to UN sanctions⁴

b) Orange category

Assessment will be conducted on a case-by-case basis but a general guidance is offered around the following types of warnings:

- I. Actual or past, non-compliance with laws and/or regulations, for example violation of international conventions, non-compliance with money laundering, tax and corruption laws
- II. Reputational issues that negatively impact the SDG agenda, notably:
 - Contribution or promotion of violence (i.e., terrorism, armaments)
 - Contribution to climate change or environmental degradation and destruction (i.e., oil and gas, nuclear energy, petrochemicals)
 - Contribution to poor health or diet
 - Contribution to violence or discrimination towards any identity group (gender inequality, #metoo-type allegations, racism or pornography)
 - Allegations of poor corporate practice, particularly with reference to fraud & corruption, labour rights, child labour, sexual exploitation and abuse or other safeguarding issues

⁴ As the Foundation is working closely with the WHO, whose primary role is to direct international health within the United Nations' system and to lead partners in global health responses, no Gifts from Donors subject to UN sanctions will be accepted.



- III. Specific industry practices that may contribute to poor human health, for example alcohol industries or Donors indirectly linked to the armament industries.

The above-mentioned criteria are not the only criteria assessed by the Foundation. A number of other criteria may be considered to ensure that the Donors are compliant with the present Policy and, in particular, the Foundation will review if, by accepting the Gift, the Foundation acts in accordance with the principles mentioned in the Principles section above. The Foundation acts at its sole discretion and is not required to disclose the reason for refusing or returning a Gift or for not entering into an engagement.

Roles and responsibilities

1. Legal and compliance team

The legal and compliance team is responsible for reviewing the above-mentioned criteria, in accordance with the Foundation's internal Due Diligence Process. In case of unfavorable, questionable or concerning findings, the legal and compliance team may take additional measures. Additional questions may be asked to the Donor or additional screening can be requested if deemed necessary.

2. Management of the Foundation

If the legal and compliance team, after having conducted its Due Diligence Process, is unable to determine if a particular Donor or engagement is appropriate, the matter shall be escalated to the COO and CEO of the Foundation who will determine if (i) the Gift should be accepted or refused, (ii) whether additional information must be sought or (iii) whether to transmit the due diligence report to the Ethical Gifts and Partnership Review Committee of the Board of the Foundation (EGPRC) for its review. If the COO and CEO are unable to reach a consensus regarding a Donor, they should defer the decision to the EGPRC.

3. Ethical Gifts and Partnerships Review Committee

The EGPRC is appointed by the Foundation Board and has the authority to (i) review due diligence and risk assessment reports escalated by the legal and compliance team and the COO and/or the CEO, (ii) commission due diligence research if it deems it necessary and (iii) make decisions on Gifts and Donors on behalf of the Board or, if a consensus among its



members is not reached, make a recommendation to the Board, as per the procedure described in the Foundation Bylaws. The WHO observer to the Board is also a member of the EGPRC.
