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Revised Policy on Ethics and Conflict of Interest for the International Renewable Energy Agency

1. General Principles

- 1.1 Conflicts of interest can and do exist or appear to exist in the activities of most organisations and may exist even in circumstances where no unethical or improper act results from such conflicts.
- 1.2 The purpose of this Policy is to ensure that such conflicts are identified and managed in a way that ensures broad public trust and confidence in the decision-making and operations of IRENA, the highest standard of ethical conduct in IRENA's affairs and the protection of the reputation and integrity of IRENA.
- 1.3 Unless otherwise specified herein, the provisions of this Policy apply to all staff members and all non-staff personnel as defined in paragraph 2.7. They apply to all staff members, including those serving on secondment, by virtue of the Staff Regulations and Staff Rules, including the Code of Conduct annexed to the Staff Rules as an integral part thereof. They apply to non-staff personnel by virtue of their contractual arrangements with IRENA which incorporate by reference the Code of Conduct and this Policy in their contract or other agreement with the Agency.

2. Definitions

- 2.1 “Associated Individual” means a staff member or non-staff personnel's spouse, all children under the age of 21 and parents forming part of the staff member or non-staff personnel's household, and any other individual who, in the determination of the Director General, is entitled to receive benefits from IRENA as a result of their relationship with a staff member.
- 2.2 “Associated Institution” means any government, organisation, corporation or other entity:
(a) in which a staff member or non-staff personnel is serving or has served in the past two years as an official, officer, director, trustee, partner, employee or agent, that receives or may receive funding from IRENA or with which IRENA has an agreement, contract, arrangement or other relationship, or (b) with which a staff member or non-staff personnel is negotiating or has an arrangement concerning prospective employment, or (c) with which the current or past involvement of a staff member or non-staff personnel could have an

impact on the objectivity and independence of the staff member or non-staff personnel in the performance of his or her official duties or the provision of his or her services.

- 2.3 “Ethics Advisory Board” means the standing board composed of members of the Council appointed by the Council, established to assist with the implementation of this Policy, including to assist in ethics matters involving the Director- General and on any matter that the Ethics Officer submits to it.
- 2.4 “Ethics Officer” means the Secretariat staff member appointed by the Director-General to implement the ethics and conflict of interest policies of IRENA.
- 2.5 “Family member” means an Associated Individual and any parent, sibling, grandparent, and child of any age.
- 2.6 “Gift” means any gratuity, favour, discount, entertainment, hospitality, loan, forbearance, honorarium, or other item having monetary value. These include services as well as gifts of training, transportation, travel, lodgings and meals, whether provided in-kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.
- 2.7 “Non-staff personnel” means any individual engaged by contract or other agreement between such individual and IRENA to perform or provide services to IRENA and whose relationship with IRENA is not governed by a letter of appointment subject to the Staff Regulations and Rules of IRENA. Non-staff personnel include, without limitation, consultants, individual contractors, service contract holders, interns, volunteers, persons engaged on a reimbursable or non-reimbursable loan agreement, or IRENA officials other than staff members.
- 2.8 “Spouse” means an individual whose personal status has been recognized as such for purposes of IRENA entitlements.
- 2.9 To “participate personally” in a matter means to participate directly in a matter or to have an influence on the outcome of a decision-making process in a matter, and includes the direct and active supervision of a subordinate’s participation in a matter.
- 2.10 To “participate substantially” in a matter means that the staff member or non-staff personnel's involvement is of significance to the matter.

3. **Conflicts of Interest**

A conflict of interest arises when a staff member or non-staff personnel participates personally and substantially in any particular IRENA matter in which, to his or her knowledge, he or she or an Associated Individual or 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, and without limitation, conflicts of interest may be deemed to exist in the following situations:

- a) Where a staff member or non-staff personnel's interest or the interest of an Associated Individual or Associated Institution could affect the performance of the staff member's official duties or the provision of the non-staff personnel's services, or result in a reasonable perception that such a conflict of interest exists;
- b) Where a staff member or non-staff personnel's actions compromise or undermine or could compromise or undermine the trust that the public places in IRENA; or
- c) Where a staff member or non-staff personnel's actions create or could create the perception that the staff member or non-staff personnel is using his or her position at IRENA for his or her personal benefit or the benefit of an Associated Individual or Associated Institution.

4. Transparency and Disclosure Requirements

- 4.1 All staff members and non-staff personnel have a duty to disclose the existence of any actual or potential conflict of interest, including any such conflict that derives from any 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.
- 4.2 The following staff members and non-staff personnel shall prepare and submit a Disclosure of Interest Form to the Ethics Officer in accordance with Section 10 below, annually and whenever there is a material change in the submitted information:
 - a) All staff members at the grade of P5 and above;
 - b) All staff members who are procurement officers, and all staff members and non-staff personnel whose principal occupational duties are the procurement of goods and services for the Agency;
 - c) All staff members and non-staff personnel who participate personally and substantially, on a regular basis, in the evaluation of bids or proposals submitted by prospective contractors of the Agency;
 - d) All staff members and non-staff personnel who are members of the Contracts Review Committee;
 - e) All staff members and non-staff personnel whose responsibilities relate to the investment of IRENA's assets, the IRENA Provident Fund or any accounts for which the Agency has fiduciary or custodial responsibility;
 - f) All staff members or non-staff personnel who have direct access to confidential procurement or investment information;
 - g) All staff members and non-staff personnel whose responsibilities relate to the allocation or contribution of IRENA funds to non-IRENA entities;

- h) All staff members and non-staff personnel who serve in the Ethics Office, and;
 - i) Other staff members and non-staff personnel designated by the Director-General when the Director-General deems it necessary or appropriate in order to avoid actual or potential conflicts of interest or the appearance thereof.
- 4.3 The relevant head of office shall be responsible for determining, in accordance with guidelines issued by the Ethics Officer, the staff members and non-staff personnel who are required to submit a Disclosure of Interest Form under section 4.2 above.
- 4.4 In addition, any individual offered an appointment at a level or position that would require disclosure pursuant to paragraphs 4.2 and 4.3 above shall file an initial Disclosure of Interest Form in respect of the immediately preceding 12-month period. Such initial Disclosure of Interest Form shall be submitted to the Ethics Officer. Failure to submit an initial Disclosure of Interest Form may result in a withdrawal of the offer of appointment.
- 4.5 Disclosure of Interest Forms shall be kept in a secure location and will be maintained by the Ethics Officer and made available for inspection by the Director-General and the Ethics Advisory Board only as strictly necessary to administer this Policy. Except as otherwise provided herein, all Disclosure of Interest Forms shall be maintained strictly confidential.
- 4.6 It is the duty of the Ethics Officer to review the Disclosure of Interest Forms and the disclosures and to identify circumstances in which an actual or potential conflict of interest, or the appearance thereof, exists as a result of the staff member or non-staff personnel's activities or holdings in relation to his or her official duties or the provision of his or her services.
- 4.7 Failure by a staff member or non-staff personnel identified in accordance with paragraphs 4.2 and 4.3 above to submit a Disclosure of Interest Form in accordance with Section 10 below or to complete and/or correct to the reasonable satisfaction of the Ethics Officer a previously submitted Disclosure of Interest Form may carry serious consequences as referred to in Section 11 below.

5. **Procedure when a Conflict of Interest Arises**

- 5.1 Staff members and non-staff personnel are obligated to disclose all actual or potential conflicts of interest or appearance thereof immediately in writing to the Ethics Officer whenever they become aware of such conflicts. Staff members and non-staff personnel are encouraged to consult with the Ethics Officer if questions arise in the application of this Policy.
- 5.2 It is the duty of the Director-General to decide, in consultation with the Ethics Officer, or in consultation with the Ethics Advisory Board should both the Ethics Officer and Director-General deem such consultation appropriate or should the Ethics Officer and the Director-General fail to agree, whether an actual or potential conflict of interest or appearance thereof exists. Following such consultation, should there be a continuing disagreement on the

existence of an actual or potential conflict of interest or appearance thereof, the Ethics Advisory Board shall resolve the matter.

- 5.3 When an actual or potential conflict of interest or the appearance thereof has been deemed to exist, the staff member or non-staff personnel shall not participate in the matter that has given rise to the conflict absent a waiver approved by both the Ethics Officer and the Director-General, together or in consultation with the Ethics Advisory Board should both the Ethics Officer and the Director General deem such consultation appropriate or fail to agree on whether or in what form a waiver should be issued. Following such consultation, should there be a continuing disagreement on whether or in what form a waiver should be issued, the Ethics Advisory Board will resolve the matter. Waivers may be granted in the following forms, or in any other form appropriate under the circumstances:
- a) Conditional Participation: This type of waiver allows a staff member or non-staff personnel to be involved or continue his or her involvement in the matter that has given rise to the conflict of interest, subject to any conditions imposed by the decision maker to safeguard against risks that arise from the conflict of interest or the appearance thereof. This waiver is appropriate when the staff member or non-staff personnel's interest is relatively minor and where disclosure would be sufficient to address any potential effect from the conflict of interest.
 - b) Partial Exclusion: This type of waiver limits the staff member or non-staff personnel's involvement in the matter by: (i) excluding the staff member or non-staff personnel from the portion of the meeting or work where a conflict of interest or appearance thereof has been identified; (ii) excluding the staff member or non-staff personnel from participating in any final decision-making process; (iii) requiring the staff member or non-staff personnel to remove the conflict of interest, such as by divestiture of an asset; or (iv) limiting the staff member or non-staff personnel's participation in the matter or in any other related manner where deemed appropriate.
- 5.4 Failure by a staff member or non-staff personnel to disclose an actual or potential conflict of interest or the appearance thereof, or to comply with the conditions of a waiver granted under paragraph 5.3 may carry serious consequences as referred to in Section 11 below.
- 5.5 Should a staff member or non-staff personnel be found to have an actual or potential conflict of interest, or an appearance thereof, that has not been disclosed or to have failed to comply with the conditions of a waiver granted under paragraph 5.3, or should the Ethics Officer or the Director-General have reasonable grounds to believe that a staff member or non-staff personnel has failed to disclose an actual or potential conflict of interest or the appearance thereof or has failed to comply with the conditions of a waiver granted under paragraph 5.3, the Ethics Officer will inform the Covered Individual of such finding or of the basis for such belief and provide him or her with the opportunity to disclose all relevant facts and explain the alleged failure to disclose or to comply. If, after hearing the response of the staff member or non-staff personnel concerned and making such further enquiries as may be warranted the Ethics Officer has reasonable grounds to believe that the staff member or non-staff personnel has violated this Policy, he or she will refer the matter to the Director-General for such measures as may be appropriate, for staff members pursuant to the Staff Regulations

and Rules and the applicable policies and procedures, and for other non-staff personnel pursuant to the applicable contract for the provision of their services to the Agency, including the Code of Conduct and this Policy which are incorporated by reference therein.

6. Gifts, honours, decoration and remuneration from outside sources

6.1 Subject to the exceptions set out herein, staff members and non-staff personnel are prohibited from accepting any Gift or any honour, decoration or remuneration from any source external to IRENA under circumstances where it could reasonably be construed that the Gift, honour, decoration or remuneration is motivated by the position of the staff member or non-staff personnel. A waiver of this provision may be granted by the Director-General with the agreement of the Ethics Officer or, in circumstances where the Director-General and the Ethics Officer cannot agree, by the Director-General following consultation with the Ethics Advisory Board. Staff members and non-staff personnel should not accept supplementary payments or other subsidies from any government or other source prior to, during or after their employment or engagement by IRENA if the payment is related to that employment or engagement.

6.2 Exceptions:

- (a) A staff member or non-staff personnel may accept unsolicited gifts on behalf of IRENA when, in his or her judgment, refusal to do so would not be in the interest of IRENA. Gifts accepted on behalf of IRENA shall be handled under procedures developed by the Secretariat.
- (b) As part of their official functions, staff members and non-staff personnel may be expected to attend events such as official meals and receptions. Benefits associated with such attendance shall generally not be considered to be a Gift, subject to detailed guidance that the Director-General may issue from time to time to determine the category of events that may be appropriately included under this exception.

7. Outside Occupation, Employment and Activities

7.1 Staff members, whether working on a full or part-time basis and including when on special leave, and non-staff personnel working on a full time basis, shall not, without prior authorization from the Director-General, hold an office or engage in an employment, occupation or other activity, whether remunerated or not, outside their employment or engagement by the Agency. Other non-staff personnel shall not, without prior authorization from the Director-General, hold an office or engage in an employment, occupation or other activity, whether remunerated or not, outside their employment or engagement by the Agency when such office, employment, occupation or other activity creates or leads to or may be reasonably expected to create or lead to an actual or potential conflict of interest or an appearance thereof, or is incompatible with their obligations under their contractual arrangements with the Agency or with the interests or objectives of the Agency, or compromises or may be reasonably expected to compromise their objectivity and independence from any person, entity or authority outside the Agency in the performance of their official duties or the provision of their services to the Agency. When requesting such

authorization, staff members and non-staff personnel must disclose the nature and scope of the activity and whether any honorarium or other compensation will be received and, if so, the amount(s) involved.

- 7.2 In considering whether to grant such authorization, the Director-General will consult with the Ethics Officer or, if both the Director-General and the Ethics Officer deem it appropriate, the Ethics Advisory Board. Authorization will not be granted when the proposed outside occupation, employment or activity is found to be incompatible with the status and/or obligations of the staff member or non-staff personnel concerned or with the interests or objectives of the Agency.

8. Post-Employment Restrictions

- 8.1 Following separation of service from IRENA, staff members and non-staff personnel should not take improper advantage of their former functions and positions including, without limitation, the unauthorized use, distribution or disclosure of privileged or confidential information.
- 8.2 For a period of one year following separation from service or the end of their engagement by IRENA, as the case may be, former staff members and non-staff personnel who have participated in the procurement process are prohibited from seeking or accepting employment with, or otherwise accepting any form of compensation or financial benefit from any IRENA contractor or vendor of goods and services, regardless of location, which conducts business with IRENA or seeks to do so and with whom such staff member and non-staff personnel have been personally involved in the procurement process during the last three years of service with IRENA.
- 8.3 For a period of two years following separation from service, former staff members and non-staff personnel who have participated in the procurement process for IRENA before their separation from service are prohibited from knowingly communicating with, or appearing before, any staff member or non-staff personnel on behalf of any third-party on any particular matters that were under their official responsibility relating to the procurement process during the last three years of their service with IRENA.

9. Reporting

On an annual basis, the Ethics Officer will prepare a report on the implementation of this Policy. The report should be a general summary of issues associated with implementation, and should, in general circumstances, provide a basic overview of implementation issues needed for Council awareness and oversight. The report will be given to the Director-General to comment upon, but not alter, before delivery to the Assembly.

10. Disclosure of Interests Form

- 10.1 The Secretariat shall maintain a Disclosure of Interest Form, with appropriate instructions and clarifications, and shall revise the form as appropriate over time.

- 10.2 Staff members and non-staff personnel required to fill out a Disclosure of Interest Form must identify themselves, their job title, and identify and list all Associated Individuals.
- 10.3 Staff members and non-staff personnel identified in paragraphs 4.2 and 4.3 above are required to disclose the following information for themselves and all Associated Individuals:
- a) Assets that have a market value of US\$10,000 or above per asset, or the equivalent in local currency at the operational rate of exchange (assets may generally include, without limitation, stocks, bonds, mutual fund investments and real estate; personal property should be reported only if held for investment or business purposes);
 - b) Any profit of more than US\$10,000 on the sale of personal property held for business or investment purposes;
 - c) All stock options, publicly listed or private, regardless of value;
 - d) All income from sources other than IRENA, including, inter alia, royalties and patent fees, honoraria and speaking fees, pension benefits, investment income, profit from the sale of personal or real property valued at \$10,000 or above;
 - e) Any Gift or remuneration subject to section 6 above from any entity aggregating to US\$200 or more from a single source during the reporting year, whether or not the acceptance of such Gift or remuneration was previously authorized;
 - f) Liabilities of \$50,000 or more (liabilities with respect to personal property should be reported only if the property is held for investment or business purposes);
 - g) Substantial or controlling interest in any business or entity;
 - h) Participation in commercial, industrial, scientific, financial, or political affairs of an outside entity;
 - i) Other interests in or association with any entity with which the staff member or non-staff personnel, directly or indirectly, has official dealings with on behalf of the Agency, or with which the staff member or non-staff personnel anticipates or should reasonably anticipate that he or she may be required, directly or indirectly, to have official dealings with on behalf of the Agency, or which has a commercial interest in the work of the Agency or a common area of activity with the Agency;
 - j) Any leadership or policymaking role whether approved or not in any outside organisation, corporation or other entity; in particular, any role which creates a fiduciary relationship between that individual and that entity (e.g., membership on a corporate board);
 - k) Association with the management or executive board of, or financial interest in, any business concern if it is possible for the staff member or non-staff personnel or any Associated Individual to benefit from such association or interest by reason of the staff member or non-staff personnel's position with IRENA.

- 10.4 Staff members and non-staff personnel who are required to file a Disclosure of Interest Form under paragraph 10.3 above shall also report any family member who is also a staff member of non-staff personnel of IRENA.
- 10.5 Staff members and non-staff personnel must certify that the disclosures made on the Disclosure of Interest Form are true, correct, and complete to the best of their knowledge and belief. Failure to provide true, complete, and accurate information in the Disclosure of Interest Form to the best of their knowledge and belief may have serious consequences, as referred to in Section 11 below.

11. Violations of the Policy

Violations of the obligations placed upon staff members and non-staff personnel by virtue of this Policy may constitute misconduct or breach of contract and carry serious consequences, including a negative assessment of the performance and conduct of the staff member or non-staff personnel concerned, the non-renewal or termination of appointment or contract and/or, for staff members, disciplinary proceedings.

12. Review of the Policy

- 12.1 The Director-General shall, in consultation with the Ethics Officer, review this Policy periodically, and at a minimum, every three (3) years. Following such review, the Director-General will inform the Ethics Advisory Board of any additions to or modifications of this Policy that may be deemed warranted or appropriate.
- 12.2 Following consultation with the Director-General and the Ethics Officer, the Ethics Advisory Board may recommend at any time to the IRENA Council additions to or modifications of this Policy.