

## Code of Conduct – Executive Committee

<b>Procedure Number:</b>	RMCO02	<b>Version:</b>	V2
<b>Drafted By:</b>		<b>Approved by Executive Committee On:</b>	11/08/2020
<b>Responsible Person:</b>	Executive Committee	<b>Scheduled Review Date:</b>	11/08/2021

Rafiki Mwema Incorporated (Rafiki) has adopted the following Code of Conduct that all Board and Executive Committee (Committee) members in Australia and Kenya agree to adhere to.

### 1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No Rafiki Committee member shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Committee member with Rafiki. Committee members shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Rafiki Committee. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Rafiki and the Committee member's personal interests, the Committee member has a duty to immediately disclose the conflict of interest so that the rest of the Committee's decision making will be informed about the conflict.
- b) It is every Committee member's obligation, in accordance with this policy, to ensure that decisions made by the Committee reflect independent thinking. Consequently, in the event that any Committee member receives compensation from Rafiki such compensation will be determined by and approved by the full Committee in advance.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Committee Member, shall be disclosed to the Committee when the matter that reflects a conflict of interest becomes a matter of Committee action, and through an annual procedure for all Committee members to disclose conflicts of interest.
- d) Any Committee member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- e) All conflicts disclosed to the Committee will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Committee member with a conflict abstained from the vote [and was not present for any portion of the meeting discussing the matter in question.

### 2. Prohibition Against Sexual Harassment



Rafiki strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organisation's policy to emphasize that sexual harassment is specifically prohibited. Any Committee member who engages in discriminatory or harassing conduct towards is subject to removal from the Committee. Complaints alleging misconduct on the part of Committee members will be investigated promptly and as confidentially as possible by a task force of the Committee appointed by the Rafiki Risk and Governance Committee.

### **3. Confidentiality**

Staff members are reminded that confidential financial, personnel and other matters concerning the organisation, donors, staff or clients/customers may be included in Committee materials or discussed from time to time. Committee members should not disclose such confidential information to anyone.

### **4. Active Participation**

Committee members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the Committee a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Committee members, and leaving personal prejudices out of all Committee discussions, as well as supporting actions of the Committee even when the Committee member personally did not support the action taken.
- Putting the interests of the organisation above personal interests.
- Representing the organisation in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all Committee and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Committee policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

I, \_\_\_\_\_, recognising the important responsibility I am undertaking in serving as a Committee member of Rafiki, hereby pledge to carry out in a trustworthy and diligent manner, the duties and obligations associated with my role as a Committee member and abide by this Code of Conduct. I understand that failure to abide by this Executive Committee Code of Conduct may result in my dismissal from my role with Rafiki pursuant to the requirements and processes provided in the organisation's Policies and Procedures, including any investigation outcomes recommended by the Risk & Governance Committee appointed Task Force.



**rafiki mwema**  
*holding the hand of the future*

I confirm I have read and understood the requirements this Rafiki Mwema Incorporated Executive Committee Code of Conduct.

Name : .....

Signed: .....

Date: .....