



CODE OF CONDUCT

JANUARY 2016

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1.0 INTRODUCTION

- 1.1 FSD Africa strives to conduct all its activities efficiently, to the highest ethical standards and in compliance with its legal obligations.
- 1.2 FSD Africa can only realise this ambition through its staff and it is therefore essential that all staff conduct themselves according to the highest standards of behaviour, in the most professional manner and with a commitment to perform their work to the best of their ability.
- 1.3 This Code of Conduct describes FSD Africa's ethical values and vision, sets out the behaviour that is expected of all staff and identifies policies that are relevant to the conduct of business.

2.0 ORGANISATIONAL SCOPE

- 2.1 The requirements of this Code apply to all Board Members, Committee Members and Advisers, staff of FSD Africa and staff of agencies and consultancies contracted to carry out work for FSD Africa. Throughout this Code, unless otherwise explicitly stated, the term FSD Africa staff include all those covered by the Code.

3.0 FSD AFRICA'S ETHICAL VALUES AND VISION

- 3.1 FSD Africa aims to conduct its business with honesty and integrity and expects staff to maintain the highest ethical standards. FSD Africa recognises the obligations it has towards its clients, its staff, its partners, suppliers and all others with whom it interacts.
 - 3.1.1 FSD Africa seeks to fulfil its principles and values, as set out below. They apply to all staff and it is expected that they will uphold these principles and values in their roles.

- 3.2 FSD Africa's values apply to its relationships both within the organisation and with its stakeholders and clients:

Progressive	In programme delivery and management
Good partners	FSD Africa team members as well as external partners
Responsive	“Client-focussed”, well-connected
Impact-oriented	Completing projects and delivering results
Professional	Efficient, private sector ethos
Rigorous	Respect for good governance and procedures, intolerant of poor quality

- 3.3 FSD Africa expects all members of staff to behave in an ethically sound manner in all aspects of their work.

4.0 REQUIREMENTS - BUSINESS CONDUCT

4.1 FSD Africa's commitment

- 4.1.1 FSD Africa will manage its business according to its ethical values, to the highest standards of integrity, behaviour and business practice. FSD Africa will work with others in a spirit of co-operation and will develop relationships based on honesty, fairness and mutual trust.
- 4.1.2 The behaviour of FSD Africa's staff is central to how it conducts its business. FSD Africa will ensure the resources are in place to enable staff to realise the delivery of services in line with its ethical values and vision. In particular, FSD Africa will aim to be an employer of choice

through the creation of a positive, responsible, professional, open and responsive working environment in which excellence, ability and delivery is valued, encouraged, developed, recognised and rewarded, and where internal feedback is regularly and pro-actively sought

- 4.1.3 Without prejudice to FSD Africa's obligations and commitments in respect of the disclosure of information (whether in respect of the International Aid Transparency Initiative, the UK's Freedom of Information Act or other audit and public accountability requirements) as detailed in section 4.8 below or otherwise from time to time, FSD Africa will use its reasonable endeavours to seek to protect the privacy and security of the personal data of individuals which is in its possession or under its control and also to preserve the confidentiality of commercially sensitive information which is in its possession or under its control.
- 4.1.4 FSD Africa is committed to equality and inclusion in all its employment practices, policies and procedures. The organisation employs a talented and diverse workforce and will help all staff to develop their personal and professional potential and to learn from shared experience. FSD Africa will provide a safe and healthy environment for its staff.

4.2 Responsibilities of all staff:

- 4.2.1 To respect and encourage FSD Africa's ethical values and vision set out above, the principles in this document and all FSD Africa policies. It is the personal responsibility of every FSD Africa employee, and anyone else who is conducting business on FSD Africa's behalf, to act in accordance with this Code and the policies which underlie its content. This Code, an employee's own contract of employment, and policies and guidance set out the standards expected.
- 4.2.2 To behave with a high standard of integrity in business and commercial relationships and treat colleagues and anyone with whom FSD Africa has dealings fairly, with respect and dignity.
- 4.2.3 To comply with all policies, standards and supporting guidelines, working procedures and safety instructions relevant to their job. For example, FSD Africa operates policies covering the following key matters: Recruitment and Talent Attraction, including Induction and Probation procedures; Leave Entitlement and Wellbeing; Performance Management, including Capability Procedures; Staff Data Protection; Discipline; Travel; Grievance; Anti-Corruption & Integrity; Conflicts of Interest & Share-dealing; Disclosure; IT and Data Protection; and Leaving the Organisation. This list is not exhaustive.
- 4.2.4 To take responsibility for their own work and the proper performance of anyone they manage, seeking out opportunities to support colleagues and/or cross-cutting projects within FSD Africa. Learning and development are personal responsibilities. Individuals are required to take full advantage of the opportunities provided and to keep up-to-date with best practice in their own field.
- 4.2.5 To perform their duties diligently and as directed by their Manager. All staff must comply with the Terms and Conditions of their Contract of Employment. All staff must avoid engaging in activities that are likely to breach that contract or bring disrepute or damage upon FSD Africa, or DFID, even where such conduct occurs outside of work.
- 4.2.6 To not do anything while on or off duty that could damage FSD Africa's or DFID's reputation and/or lead to charges against them.
- 4.2.7 To comply with this Code and the policies underlying its provisions as part of their terms and conditions of employment and/or terms of engagement.
- 4.2.8 To recognise the importance of complying with this Code in terms of being professional with FSD Africa's clients and donors.
- 4.2.9 To be aware that failure to adhere to the principles contained in this Code, and/or any policy applicable to their employment may be considered a disciplinary matter.

4.3 Additionally, all Managers must:

- 4.3.1 Take all reasonable steps to ensure that the requirements outlined in this Code are met and that all staff are aware of them.
 - 4.3.2 Ensure that appropriate, fair and consistent action is taken to deal with any failure to conform to them, in accordance with the appropriate procedures.
- 4.4 All policies are freely available to all staff on FSD Africa's electronic filing system and are updated regularly. Staff have a contractual obligation to ensure they understand the objectives incumbent upon them, to familiarise themselves with all updates, and to comply with the code of conduct.
- 4.5 Without prejudice to the provisions of the FSD Africa Anti-Corruption and Integrity Policy and Procedures, all FSD Africa staff must not (either directly or indirectly through another person):
- 4.5.1 Give, offer, accept or agree to give, offer, or accept any gift or consideration or other advantage of any kind as an inducement or reward for doing or forbearing to do or for having done or forborne to do any act in relation to the obtaining or execution of any contract, the grant of any right or licence or the exercise of any function or activity where to do so would constitute an offence under Kenyan or UK law (as if such activity, practice or conduct had been carried out in the UK or Kenya);
 - 4.5.2 Show or forbear to show favour or disfavour of any nature to any person or entity in relation to any contract, right, licence or to the exercise of any function or activity where to do so would constitute an offence under Kenyan or UK law (as if such activity, practice or conduct had been carried out in the UK or Kenya);
 - 4.5.3 Give, offer or enter into any contract in connection with which a commission has been paid or has been agreed to be paid on their behalf and/or to their knowledge unless, before such contract was made, full particulars of any such commission and of the terms of any agreement for the payment of such commission were disclosed in writing to FSD Africa whose written consent was subsequently given to such payment.
- 4.6 All FSD Africa staff will seek to ensure that any persons who perform services for or on behalf of FSD Africa (including, without limitation, agents, advisors, consultants, contractors, partners and other associated persons) and any recipients of funding from FSD Africa with whom they have dealings comply with the anti-bribery and integrity obligations set out in section 4.5 above.
- 4.7 All FSD Africa staff shall, promptly after their becoming aware of the same, inform the FSDA Director (or in circumstances where any such allegation may relate in whole or part to the FSDA Director, to the DFID fraud team using the email address fraud@dfid.gov.uk) of any behaviour of any nature undertaken by any person which is not in compliance with the obligations set out in sections 4.5 and 4.6 above and/or which otherwise relates to any request, offer or demand for any undue financial or other advantage.
- 4.8 All FSD Africa staff, Board members and advisors are required to declare all gifts and hospitality that they accept from anyone with whom they, and/or FSD Africa, have a professional connection other than any gifts or hospitality which do not exceed £30 in approximate monetary value and:
- which are made without the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - that comply with applicable law;
 - that do not include cash or a cash equivalent (such as gift certificates or vouchers);
 - that are appropriate in the circumstances (for example, in the UK it is customary for small gifts to be given at Christmas time);

- taking into account the reason for the gift, that are of an appropriate type and value and given at an appropriate time;
- that are given openly, not secretly; and
- that are accepted from, government officials or representatives, or politicians or political parties, only with the prior approval of the line Manager.

4.9 International Aid transparency Initiative and Freedom of Information

- 4.9.1 FSD Africa is funded by DFID and the UK is party to the International Aid Transparency Initiative.
- 4.9.2 Separately, pursuant to the Freedom of Information legislation in the UK, audit and public accountability requirements (including, without limitation, any requirement of any nature to make a Parliamentary Statement or other official communication to, or in, the Houses of Parliament or to, or in respect of, the National Audit Office or to, or in respect of, any other Parliamentary body) and any other obligations as to disclosure and transparency, DFID must respond promptly to applicable requests for information and/or must otherwise disclose information (with certain exemptions including, without limitation, in respect of commercially sensitive information).
- 4.9.3 FSD Africa agrees to cooperate with the foregoing requirements, to store information so that it can be found easily and to promptly produce to DFID without charge documentation or information necessary to respond to such requests.

5.0 RAISING CONCERNs

- 5.1 To maintain high standards, it is essential that everyone working for FSD Africa feels able to raise any concerns they have about the way business is being conducted or UK taxpayer's money is being used, in a manner that is simple, effective and confidential. FSD Africa will ensure staff feel able to raise concerns without fear of any reprisals being taken against them.
- 5.2 Concerns can be raised about any aspect of FSD Africa's activities (including those of its partners, suppliers, contractors or of recipients of FSD Africa's funds, even if not direct recipients and those in governments working on FSD Africa's activities), e.g. safety, fraud or financial impropriety, harassment, bullying, discrimination, decisions, actions, conduct or communications that are unlawful, in breach of DFID directions or in significant breach of FSD Africa's policies or ethical values and vision. A member of staff should ask the following: Is the action legal? Is the action within the terms or the spirit of this Code and FSD Africa policies and procedures? Can I justify this to myself, my Manager, senior management and to my family? Is it right? Is it honest? Can I say it is not deceitful or misleading? Does it conform to the professional standards set by DFID or my professional body? If the answer to any of the above questions is "no", an employee can raise a concern. FSD Africa will protect anyone who raises such matters, provided the disclosures are made through appropriate channels, without malice and in good faith, regardless of whether the concern raised is upheld.

6.0 WHERE TO GET HELP AND ADVICE

- 6.1 Without prejudice to the Grievance Policy and Procedures, any concern that a member of FSD Africa's staff has with any aspect of this Code of Conduct should be discussed, in the first instance, with their line Manager or with someone else in a position of authority in FSD Africa unless any such person is involved in the relevant issue. In circumstances where the relevant issue relates to FSD Africa's senior management staff then a member of FSD Africa's staff may raise the relevant concern directly with FSD Africa's Board and/or with DFID's Capital Markets adviser for the time being or, in circumstances where the relevant issue relates to fraud, a member of FSD Africa's staff may send an email to fraud@dfid.gov.uk.

7.0 OWNERSHIP AND REVIEW

- 7.1 The FSD Africa Board owns this Code of Conduct and associated policies and procedures and reserves the right to amend them from time to time. They will be regularly reviewed jointly by the FSDA Director and the Chief Operating Officer.

8.0 DOCUMENT APPROVAL

Matthew Rudd Chief Operating Officer Signature:

Mark Napier Director of FSD Africa Signature:

9.0 REVISION HISTORY

- 9.1 FSD Africa reserves the right to amend this Code of Conduct from time to time.

Date	Revision Number	Change	Reference Section
			[Kenyan Labour Law]