

# AFRICA CHARTER



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## **PREAMBLE**

Publish What You Pay Africa is part of the global PWYP network working for transparency and accountability in the extractive sector on the African continent. PWYP coalitions in Africa have been at the forefront of the development of the PWYP campaign.

The PWYP Africa Charter is the institutional document that guides the activities of PWYP in Africa and to promote the vision and values of the campaign on the African continent. Together with PWYP's Vision 20/20 strategy and the PWYP Governance Manual, the Africa Charter outlines the principles, governance structure and functioning of PWYP in Africa in order to ensure effective advocacy efforts and adherence to the principles and values of the campaign by PWYP members on the continent.

## **Vision 20/20**

A world where all citizens benefit from their natural resources, today and tomorrow.

## **Mission statement**

Publish What You Pay (PWYP) is a global network of civil society organisations united in their call for an open and accountable extractive sector so that oil, gas and mining revenues improve the lives of women, men and youth in resource-rich countries.

## **Theory of change**

PWYP is guided by the belief that effectively coordinating the collective actions, skills and interests of a diverse coalition of civil society organisations is the most effective way to influence key stakeholders and to drive policy and practice change in the extractive industries and the governmental sector.

## **OPERATING PRINCIPLES**

PWYP coalitions in Africa adopted the following principles during the International Meeting in Amsterdam (September 2012):

1. PWYP is a family, and as a solidarity and value-based movement we are committed to creating a safe environment and to put in place policies and systems to protect our members.
2. PWYP works in a spirit of honesty, integrity and openness; coalition member organisations are accountable to each other, the global coalition and to our donors.
3. PWYP constructively engages with other stakeholders to ensure an open debate for good governance in the extractive industries.
4. PWYP freely shares knowledge and information within and across coalitions to promote change in a multi-disciplinary, cross-regional and multilingual way.
5. PWYP respects cultural diversity and opposes all forms of discrimination; PWYP coalitions are non-partisan.
6. PWYP's strength lies in our members; we recognise and value our members' courage, commitment and contribution.
7. PWYP is a dynamic network; we strive for flexibility, responsiveness and innovation through self-questioning and learning.
8. PWYP membership is open to all civil society organisations that share our vision, mission and principles; we embrace partnerships to leverage our campaign.
9. PWYP is an independent movement and will always advocate and campaign freely, in accordance with the values we uphold.
10. PWYP practises what it preaches in terms of financial transparency, fundraising and management, avoiding all conflicts of interests and mismanagement. PWYP has a zero tolerance policy for corruption.

## **ORGANS**

In order to provide robust, sustained and focused strategic drive to the campaign in Africa, the following regional structures are in place:

- Africa Conference
- Africa Steering Committee
- National coalitions in Africa
- Africa Coordinators within the PWYP International Secretariat

The regional Africa structure is aligned with the PWYP global governance structure, outlined in the PWYP Governance Manual, and comprising the following:

- Global Assembly

- Global Council
- Regional Steering Committees
- National coalitions around the world
- PWYP International Secretariat

The Africa structure is represented at the heart of the global governance structure through the third Africa Global Council seat which is reserved for a representative from the Africa Steering Committee.

## **AFRICA CONFERENCE**

The Africa Conference (AC) is the principal decision-making body of PWYP in Africa, with responsibility for defining, pursuing and achieving the collective goals of the campaign in Africa in alignment with Vision 20/20.

### **Functions**

1. The AC shall elaborate and adopt the regional advocacy strategy of PWYP in Africa.
2. The AC shall review progress and set targets to advance the goals of the campaign in Africa.
3. The AC shall discuss the questions resulting from the items included in its agenda, and adopt policy resolutions and decisions accordingly.
4. The AC shall position itself as a continental reference for all actors to convene, discuss and advance the transparency and accountability agenda in the extractive sector in Africa.
5. The AC elects the members of the Africa Steering Committee.
6. At the PWYP Global Assembly, the AC (which is represented by the Africa delegates to the Global Assembly) elects two African representatives to the Global Council, one Anglophone and one Francophone.

### **Membership of the AC**

The AC shall consist of the delegations appointed by all officially recognized national coalitions in Africa. Delegations must be gender balanced and include one youth representative (defined as a member under 35 years old).

Individual member organisations from other African countries may also attend the AC as well as PWYP members from other regions, PWYP International Secretariat, all the members of the Africa Steering Committee, and international partners and guests.

### **Decision making procedures**

The AC shall make every effort to adopt resolutions by consensus. If a vote is required, resolutions are adopted by qualified majority requiring the support of at least two thirds

of the total votes cast. Each delegation from officially recognized coalitions participating in the meeting will have one vote.

A quorum of at least 2/3 of officially recognized coalitions is required.

### **Methods of work**

The AC is convened at least once every three years by the Africa Steering Committee to discuss best practices, issues of common concern, broad policy and strategic directions of the campaign.

The agenda is prepared by the Africa Steering Committee and it is discussed and adopted by the AC prior to and/or at the beginning of the meeting. Any member of PWYP in Africa may suggest items to be included in the agenda.

The AC may decide to set up Working Groups (WG) to address and advance specific issues considered of particular relevance to the campaign in Africa. The WGs will have a specific mandate and a specified timeframe to deliver. The WGs shall be composed of internal and/or external resource persons. The WGs will be supported by the Africa Coordinators as needed, and they will report to the ASC.

The AC shall be organized and hosted by National Coalitions rotationally across the African sub-regions. National Coalitions willing to organize the AC shall have the support of the coalitions in the sub-region. The decision on the hosting country for the AC shall be taken during the AC or by the ASC on the basis of agreed criteria and an open process.

The AC may also be convened on an extraordinary basis to discuss and advance urgent issues and campaign priorities.

### **SUB-REGIONAL MEETINGS**

The sub-regions are as follows:

- Anglophone West Africa
- Francophone West Africa
- Central Africa
- East and Southern Africa

Other sub-regions may be created according to the number of coalitions and/or any other pertinent contextual factors.

Meetings and workshops are regularly organised in each African sub-region to convene representatives from member organisations and coalitions as appropriate according to opportunities and expectations. The Sub-regional meetings are organized by the Africa

Regional Coordinators in collaboration with the National Coalitions.

The Sub-Regional Meetings shall have a leading role in defining and advancing sub-regional advocacy to target national governments, Regional Economic Commissions, companies, and other relevant institutions. Furthermore, the Sub-Regional Meetings constitute the space where the PWYP network is strengthened and fostered through experience sharing, common reflection, planning and evaluation, joint action and advocacy.

The Sub-Regional Meetings will specifically address capacity constraints and challenges identified and prioritized by coalitions and members in order to advance the campaign in their respective countries and in the sub-region.

The Sub-Regional Meetings shall be used to discuss and promote outreach in the sub-region.

## **AFRICA STEERING COMMITTEE**

During the Africa Regional Meeting in Kinshasa (24-27 May 2011), African coalitions decided by consensus to set up an Africa Steering Committee to strategically guide the campaign in the region.

### **Role and functions**

The Africa Steering Committee shall be accountable to the sub-regions that they represent and to the AC for promoting the objectives of the African campaign, and in particular for:

1. Developing of a draft Africa advocacy strategy to be endorsed by the AC
2. Overseeing and steering the implementation of the Africa advocacy strategy, in collaboration with the Executive Director and the Africa Regional Coordinators in the International Secretariat
3. Providing guidance to National Coalitions and overseeing compliance with PWYP principles and standards
4. Overseeing outreach to new countries; supporting the establishment of coalitions in accordance with PWYP principles and standards; and admitting and suspending coalitions.
5. Ensuring the development and implementation of the Protection Strategy in Africa
6. Guiding the implementation of all other resolutions and decisions of the AC

7. Representing the coalition as and when required, including issuing and signing on to public statements, participating in meetings, and giving media interviews
8. Advising the Executive Director and Africa Regional Coordinators on strategies to advance regional policy advocacy goals
9. Nominating one of its members to sit on the Global Steering Committee

### **Membership of the Africa Steering Committee**

The Africa Steering Committee will consist of one member representing each of the sub-regions.

African PWYP members of the EITI international Board are ex-officio members of the ASC. The inclusion of the EITI board members ensures:

- A strategic engagement between PWYP in Africa and the EITI at the regional and international level
- The institutional memory of the ASC, since the elections for the EITI Board and for the sub-regional seats on the ASC are staggered

The ASC should also be broadly representative of the diversity of interests and sub-regions within Africa.

Membership is on a voluntary basis. Costs associated with participation in the activities of the ASC will be reimbursed. No individual will serve more than two terms as a member of the ASC.

The members of the ASC shall be guided by the following:

- Adhere to, promote and act according to the principles and values of PWYP
- Attend Committee meetings regularly
- Prepare for meetings in advance
- Support outreach efforts
- Offer informed and impartial guidance
- Avoid special agendas and conflicts of interest
- Be available for directly taking responsibility over specific activities as required (advocacy, events, support to national coalitions, etc.)
- Communicate regularly with other ASC members and with their constituencies
- Support the Africa Coordination
- Take part in resource development and capacity building

The PWYP Executive Director is an ex-officio member of the ASC, with no decision making power.

## **Nomination and election process**

Elections of ASC members representing the African sub-regions will occur at the AC through sub-regional caucus.

The following criteria shall be used in nominating the members of the Africa Steering Committee in advance of the Africa Conference:

- Individuals are endorsed by their PWYP national coalitions. The national coalition of origin shall comply with the governance standards at the time of the AC
- Individuals belong to an organisation with aims, policies and programmes consistent with PWYP goals
- Individuals have broad knowledge and experience pertinent to transparency and accountability in the natural resource sector
- Individuals have no apparent conflicts of interest in taking up responsibilities as an ASC member
- Individuals have the time and willingness to participate during and in between meetings
- Individuals have leadership and management skills
- Criteria of linguistic and gender distribution as well as rotation among the national coalitions within each sub-regions shall be considered
- Individuals must speak English and/or French

## **Decision making**

The Africa Steering Committee shall make every effort to adopt resolutions by consensus. If a vote is required, governance-related resolutions are adopted by qualified majority requiring the support of at least two thirds of the total votes cast; operational decisions can be made by a simple majority.

A quorum of at least two thirds is required at each meeting.

In between meetings, on urgent and important matters related to advocacy, governance issues and/or security of campaigners, decisions may be taken through email and/or teleconference.

## **Methods of work**

The ASC term limit shall be three years. A member may serve a maximum of two terms on the ASC.

The ASC shall meet in person or via teleconference (funding permitting) at least once a year. In between meetings, ASC members will communicate regularly through emails

and telephone calls as appropriate.

The ASC shall communicate regularly to all African national coalitions on the progress of the activities and/or on any relevant issue of strategic importance to the campaign.

The ASC shall have the power to establish committees to take responsibilities over specific issues. The nature of the responsibilities and issues will determine the mandate and duration of the Committees. The Committees shall be composed of one or two ASC members and external resource persons as needed. The Committees shall report to the ASC.

Representatives from international partner organisations, resource persons, and any other organization can be invited to attend meetings and participate in the discussions as observers. Observers may be asked not to take part in certain sessions of the meeting which address internal matters.

The International Secretariat shall be responsible for the organisation of meetings and the preparation of relevant documentation.

### **Chairmanship**

The ASC shall nominate a Chair and a Vice-Chair.

The Chair and Vice-Chair shall be nominated on a rotational basis for a mandate of eighteen months.

In nominating the Chair and Vice-Chair, the ASC will consider the following personal attitudes:

- Ability to lead and represent PWYP Africa
- Ability to think and act strategically
- Strategic visioning and management skills and attitudes
- Ability to influence public debate

Specific responsibilities of the Chair shall include:

- Setting meeting agendas in collaboration with the PWYP International Secretariat
- Chairing ASC and AC meetings and ensuring compliance with rules of order
- Contributing to the recruitment process and performance evaluations of the Africa coordinators
- Receiving reports from the Africa Coordinators and circulating these to the wider ASC
- Ensuring the ASC performs its role well and evaluates its own performance
- Representing the organization in major public events



Specific roles might be assigned to the Vice-Chair.

### **Termination of membership of the ASC**

Members may leave the ASC on a voluntary basis; or because they fail to fulfil their obligations (e.g. missing three consecutive meetings); or are found to be in violation of the PWYP principles outlined in the Code of Conduct.

Members of the ASC may terminate their membership at any time, by informing other members in writing. Wherever possible, sufficient notice should be given to allow a suitable replacement to be found.

The ASC is responsible for the termination of membership.

In case of termination of membership of a sub-regional representative, the ASC shall call an election for that sub-region following the nomination and election process outlined above. If a meeting is not scheduled to take place within three months, the election shall be conducted online. In the case of termination of membership of an EITI Board member, there shall be no replacement (unless that person has also resigned from the EITI Board and their EITI Board replacement is a member of a PWYP national coalition in Africa).

In case of information regarding misconduct of one of the ASC members, the Chair, or the Vice Chair should the case relate to the Chair, will observe the following procedures:

- Request the PWYP International Secretariat to gather information from different reliable sources, including the source of the initial complaint, and prepare a written report for the ASC (not including the person concerned).
- Once the ASC has reviewed the report, it should be presented to the person concerned who should be invited to respond in writing to the report.
- Call a meeting of the ASC (not including the person concerned) to discuss the report and the response and to decide on next steps. If sufficient evidence is deemed to warrant a hearing, the Chair (or Vice Chair) should temporarily suspend the ASC member allegedly responsible for misconduct until a hearing can be organized. During this time, no replacement will be appointed.
- A hearing shall include: the person bringing the complaint; the ASC member concerned; at least three members of the ASC, including the Chair (or Vice Chair).
- During the hearing, the ASC member allegedly responsible for misconduct should be given the opportunity to explain the situation and to defend him/her-self. The hearing can be organized during an ASC meeting or in between. A report of the hearing should be circulated to those ASC members not present.
- A final decision is to be taken by the ASC after the hearing, on the basis of the written reports and the hearing. The ASC's decision should be documented in writing by the Chair (or Vice Chair).
- The decision may be appealed, in writing, to the ASC only on the grounds of new

- evidence that was not considered in the original decision and which is presented at the time of the appeal.
- If no appeal with new evidence is made in writing within 28 days of the original decision being sent in writing, then the decision cannot be appealed.
  - If an appeal is received in writing by the ASC within 28 days, the ASC must decide whether the new evidence is sufficient on its own to change, or confirm, their original decision; or if it needs to be presented to the original complainant for a written response. A response to new evidence must be received from the complainant within 28 days.
  - If a response to new evidence is received in writing within 28 days, the ASC will take a final decision based on the new evidence and the response. The ASC's decision is final and should be communicated in writing to the person concerned and the complainant.

## **AFRICA COORDINATORS**

The Africa Coordinators provide operational, technical, and advocacy support to PWYP coalitions in Africa. The Africa Coordinators are part of the PWYP International Secretariat and are directly accountable to the Secretariat and the Africa Steering Committee. The Africa Coordinators are line managed by the PWYP International Secretariat in collaboration with the host organisation.

The hiring, supervision and performance evaluation of the Africa Coordinators will be the responsibility of the International Secretariat with input and support from the Africa Steering Committee.

The Africa Coordinators work closely with the Africa Steering Committee to support the implementation of strategic plans on the continent. They are responsible for providing progress reports and updates to the ASC at annual meetings and for engaging the ASC in the programmatic and governance support they provide to the PWYP Africa coalitions.

The main roles of the Africa Coordinators are:

- implement strategies and action plans in order to achieve the strategic objectives of PWYP in Africa;
- engage in effective advocacy initiatives and campaigning, as well as in policy and legislative processes, with African and international institutions to advance the PWYP campaign in Africa;
- support the development of adequate fundraising strategies to ensure the implementation of the activities of the PWYP campaign in African countries and at regional and sub-regional levels;
- support the efficient and effective functioning of PWYP in Africa and the organization of the main institutional activities (Africa Conference, Africa Steering Committee meetings and missions, sub-regional meetings, etc.), in line with available resources;

- in collaboration with the ASC, contribute to the strategic development and strengthening of PWYP in Africa;
- provide technical and organizational support and capacity building to national coalitions and members;
- identify, facilitate and nurture the development and strengthening of strategic partnerships;
- facilitate networking, promote sharing of experiences and peer-to-peer learning, ensuring effective and timely flow of information externally and internally;
- facilitate effective knowledge management, including the capitalization of experiences and best practices of national coalitions and members, the production and use of evidence to reinforce advocacy, promote transparency and accountability;
- support the sound financial management of PWYP coalitions in Africa and sustainable access to funding.

The Africa Coordinators shall be based in countries of priority concern and/or strategic importance in the offices of national coalitions and/or a local hosting organization.

Specific job descriptions shall be prepared by the Executive Director in consultation with the ASC outlining the responsibilities and the profile of the Africa Coordinators.

In addition, in response to demands of national coalitions, arising opportunities and priorities, additional staff can be recruited with geographical and/or thematic responsibilities, funding permitting.

## **NATIONAL COALITIONS & MEMBER ORGANIZATIONS**

At the country level, the PWYP campaign in Africa (and worldwide) is led by National Coalitions of civil society organizations who work together to advance transparency and accountability of the extractive industry. As part of the Vision 20/20 strategy, a key pillar of PWYP is internal accountability to its own principles (*Practise What We Preach*). National coalitions and member organizations must adhere to the principles of the campaign, comply with minimum standards and foster innovation and best practices in advocacy and internal governance. The Global Council (GC) shall ensure adherence of National Coalitions to the PWYP principles to uphold and enhance credibility, legitimacy and the effectiveness of the campaign. The ASC will collaborate with the Africa representatives on the GC in overseeing compliance of National Coalitions in Africa with the PWYP principles. The ASC will provide guidance on outreach efforts to new countries and oversee the setting up of new national coalitions in Africa, in coordination with the Global Council. The decision to approve affiliation of a national coalition to PWYP is taken by the Global Council and Board in line with the Governance Manual provisions.

## **Membership standards**

In order to be a member of PWYP, civil society organizations must comply with the PWYP global membership standards, and the Operating Principles outlined at the beginning of this document, adopted during the International Meeting in September 2012.

All members of PWYP will:

1. Advocate for the mandatory disclosure of payments made by extractive industry companies, both multinational and state-owned enterprises, to all national governments on a disaggregated and country-by-country basis.
2. Constructively engage with other coalition members, companies, governments and other relevant actors at national levels.
3. Provide regular updates on activities, strategies and plans related to the campaign.
4. Proactively speak out to the media and public on the issue of good governance, promote Publish What You Pay, and widely disseminate relevant and important information on the campaign.
5. Be registered civil society organisations or community-based organisations, unless there are compelling reasons making this not possible.
6. Commit to PWYP's principles (above) and to its coalition membership standards (below and where applicable).

## **National Coalitions' standards**

All African Coalitions shall comply with the PWYP global standards outlined in the Vision 20/20 strategy. Compliance with the standards shall be reviewed periodically by both the Global Council and the ASC. To this purpose, the ASC, in collaboration with the Global Council shall adopt and enforce a monitoring system based on self-assessment and peer-review, with sanctions and incentives. This system is outlined in detail in PWYP's Governance Manual.

The National coalition standards are that:

1. A coalition should have a strategic plan based on the local context and aligned to the global strategy with clear indicators and targets; this plan should be available upon request but preferably available online.
2. A coalition needs to "practise what we preach" and have clear guidelines or a MoU for financial management, fundraising and information sharing.
3. A coalition should have an open and participatory governance structure made up of members; members who support the coalition financially should not make up the majority of the governing body unless the national coalition has agreed to this governance structure.
4. Coalition decision-making should be by consensus or when necessary by majority

- vote.
5. While we are not interested in building infrastructure and bureaucracy a coalition should have a dedicated resource person in place who can devote most of her/his time to coordinate the campaign and its members; if hosted by a member organisation, this does not automatically mean that the host organisation is the leader of the campaign.
  6. A coordinator should be recruited / selected based on merit and through an objective process; s/he should be accountable to the governing body.
  7. A coalition should have a system to regularly review its membership and develop opt-out guidelines.
  8. Where possible, a coalition should have members that are community-based organisations affected by EI activities.
  9. PWYP national coalitions are autonomous and may have a broader national mandate than is stated in PWYP's global strategy; for regional and international campaigning, coalitions must coordinate with the International Secretariat and other coalitions to ensure coherence and harmonisation.
  10. There can only be one PWYP-affiliated coalition per country.

## **CONFLICT RESOLUTION MECHANISMS**

The shared values and operating principles of PWYP are the two pillars that should guide coalition members in the way they organize, operate and advocate and at the same time prevent or minimize conflicts. However, conflict is inherent in the existence of any group, however small it may be, and it is sometimes unavoidable. When it occurs, it should be addressed and resolved promptly. There are three steps in conflict resolution: reconciliation, mediation and arbitration.

**Reconciliation:** In case of a dispute between members, individually or as a representative of an organization that is part of a national coalition, reconciliation must be promoted in the first place. It will aim to restore harmony among those who oppose.

**Mediation:** should be used only when reconciliation fails. The ASC will appoint one or two of its members for a goodwill mission with the coalition concerned, to conduct mediation between the parties.

**Arbitration:** if mediation fails, that is to say the proposed solution is refused by the parties, the ASC mission shall prepare a report for ASC who shall decide on the case and actions to be taken.

### **Time frame for review of the Charter**

The Charter will be reviewed, through consultation, every three years. The next review is therefore proposed in July 2020.

We, members of PWYP in Africa having deliberated, and desirous and committed to the development of our continent, do hereby adopt this PWYP Africa Charter to guide the activities of PWYP in Africa to promote the vision and values of the campaign on the continent.

Adopted in Douala (Cameroon) on 24 January 2018.

## **Annex 1 Code of Conduct**

### **Introduction**

The Code of Conduct is intended to guide the behaviour of the ASC in carrying out their responsibilities and in their relationship with the coalition.

It is important that ASC members are aware that PWYP is a charity registered under UK charity legislation. PWYP is also registered as a company limited by guarantee under UK law. These registrations bring legal duties and responsibilities for the members of the Board. While ASC members do not carry these legal responsibilities, they will respect the duties of the Board and seek to support it in fulfilling them responsibly.

ASC members are encouraged to abide by the 7 Principles of Public Life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In addition, PWYP has its own Coalition Membership Standards. As individuals, and collectively as the ASC, ASC members are expected to be models in upholding these standards.

### **Purpose of the Code**

To set out the relevant standards expected by the ASC in order to maintain the highest standards of integrity and stewardship; to ensure that PWYP is effective, open and accountable; and to ensure a good working relationship with the Global Council, Executive Director, the management team and members of PWYP.

### **The Code of Conduct itself (to be signed by all ASC members)**

As an ASC member I am committed to the vision and mission of the coalition and promise to abide by the fundamental values that underpin all activities of the coalition.

*Specifically as an ASC member I will ensure that:*

**PWYP is Accountable** – Everything PWYP does will be able to stand the test of scrutiny by the members, donors, public, media, charity and other regulators, and other stakeholders

**PWYP acts with Integrity and Honesty** – These will be hallmarks of all conduct when dealing with colleagues within PWYP and equally when dealing with individuals and institutions outside.

**PWYP acts in a Transparent Manner** – PWYP strives to maintain an atmosphere of openness throughout the coalition to promote confidence amongst members, donors, public, media, charity and other regulators, and other stakeholders

*ASC members should uphold the following principles:*

**1. Law, mission, policies**

- 1.1 I will not break the law or go against charity regulations in any aspect of my role of ASC member.
- 1.2 I will support the mission of PWYP and consider myself its guardian.
- 1.3 I will abide by organisational policies.

**2. Conflicts of interest**

- 2.1 I will always strive to act in the best interests of the coalition.
- 2.2 I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- 2.3 I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

**3. Person to person**

- 3.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, contractors or anyone I come into contact with in my role as ASC member.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as ASC member.
- 3.3 I will value diversity of opinions, learning from others and contribute to foster an environment where non-discriminatory relationships prevail;

**4. Protecting the coalition's reputation**

- 4.1 When prior consent has not been obtained, I will inform the Chair or Executive Director at once when I have spoken as an ASC member of this coalition to the media or in a public forum.
- 4.2 When I am speaking as an ASC member of this coalition, my comments will reflect current organisational policies even when these do not agree with my personal views.



- 4.3 When speaking as a private citizen I will strive to uphold the reputation of the coalition and those who work in it.
- 4.4 I will respect coalition, Board and individual confidentiality.
- 4.5 I will take an active interest in the coalition's public image, noting news articles, books, television programmes and the like about the coalition, about similar organisations or about important issues for the coalition.
- 4.6 Should I wish to publish any document under the name of PWYP I will consult with the Executive Director and go through the appropriate sign off procedures.

## **5. Personal gain**

- 5.1 I will not personally gain materially or financially from my role as an ASC member, nor will I permit others to do so as a result of my actions or negligence.
- 5.2 I will document expenses and seek reimbursement according to procedure.
- 5.3 I will not accept substantial gifts or hospitality without prior consent of the Chair of the Board.
- 5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

## **6. In the board meetings**

- 6.1 I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the organisation.
- 6.2 I will abide by ASC governance procedures and practices.
- 6.3 I will strive to attend all ASC meetings, giving apologies ahead of time to the Chair if unable to attend.
- 6.4 I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 6.5 I will honour the authority of the Chair and respect his or her role as meeting leader.
- 6.6 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 6.7 I will accept a majority board vote on an issue as decisive and final.
- 6.8 I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

## **7. Enhancing governance**

- 7.1 I will participate in induction, training and development activities for ASC members.
- 7.2 I will continually seek ways to improve ASC governance practice.

- 7.3 I will strive to identify good candidates for the ASC and appoint the ASC representative to the Global Council on the basis of merit.
- 7.4 I will support the Chair in his/her efforts to improve his/her leadership skills.

#### **8. Leaving the Board**

- 8.1 I understand that substantial breach of any part of this code may result in my removal from the ASC.
- 8.3 Should I resign from the ASC I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

The Code of Conduct is signed by individual members of the ASC.