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Code of Conduct

Introduction

TrustAfrica is a grantmaking foundation dedicated to helping to secure the conditions for democracy, equitable development and philanthropy in Africa. In addition to promoting excellence through the grants it makes, TrustAfrica seeks to become a leader in the burgeoning field of African philanthropy.

TrustAfrica firmly believes that a commitment to the highest standards of good governance is essential for it to achieve its mission, and to be worthy of the public trust bestowed on it by diverse groups in Africa and internationally. As such, TrustAfrica is passionate about maintaining the highest standards of accountability, transparency, and professionalism in all aspects of its work. TrustAfrica operates strict internal control systems designed to prevent misapplication of financial resources.

Leadership

1. TrustAfrica's board of trustees is comprised of men and women from across the continent who have demonstrated excellence and commitment to integrity, and who closely oversee its operations. The board must meet twice a year and, between physical meetings, committees of the board must meet to review measures for strengthening the management and governance of TrustAfrica.
2. All Trustees and officers must avoid actual or apparent conflicts of interest, and must do all in their power to always put the interest of TrustAfrica when conducting TrustAfrica business.

Staffing

1. All staff members must seek to make their best contributions to the mission of TrustAfrica.
2. The staff and consultants of TrustAfrica are actively encouraged to effectively work together as a team. TrustAfrica promotes diversity and equal opportunity for all staff and is strongly committed to ensuring that all staff members are

treated with respect and dignity. TrustAfrica does not discriminate on the basis of race, nationality, ethnicity, gender, sexual orientation, or HIV status.

3. Staff vacancies shall normally be advertised, except where a decision is made to “head-hunt”, and the best-qualified candidate will be selected following an interview. The potential employee will be offered a Letter of Appointment for a fixed term of employment. Depending on the position to be filled, the employee may be subject to a probationary period of up six (6) months, during which TrustAfrica or the employee may terminate the employment without notice or extra pay.
4. Toward the end of each fiscal year, normally by January, the Executive Director and other managers conduct performance appraisals for staff under their supervision. Half-way during the year, supervisors should also perform a mid-year performance review with their staff. The Board of Trustees conducts the performance appraisal of the Executive Director.
5. Disciplinary Procedure: This procedure sets out the stages through which any disciplinary action should proceed in the event that a staff member is found wanting through negligence or any act of misconduct including, but not limited to, habitual lateness, absence without leave, gross insubordination, disclosure of confidential information to unauthorized third parties, falsification of records, theft, fighting at work, violation of safety regulations, dishonesty, substantial neglect of duties, etc. The following sequence of actions that progress in severity as rule violations increase in frequency or seriousness will apply:
 - (a) Counseling – the immediate supervisor talks to and advises the offending staff member to desist from the wrong behavior (if it is a minor offence).
 - (b) Oral warning – the staff member has failed to correct the problem. The supervisor reiterates the specific change required and warns the staff member that non-compliance will result in a more severe disciplinary action.
 - (c) Written Warning – If the misconduct continues or if the first violation was severe, a written query shall be issued to the staff member by his/her immediate supervisor, requesting for a written explanation of the facts of the case within 24 hours of receipt of the query. If the staff member’s reply to the query is unsatisfactory, the staff member is issued with a written warning which specifies the rule violated, the desired change in behavior and the next line of action if non-compliance continued. A copy of this warning letter is placed in the staff member’s file.
 - (d) Reprimand – this is also a written warning (following a query) but from the Executive Director, with indication that termination of employment may follow if the misconduct continued. A copy is placed in the employee’s file.

- (e) Suspension – this is a written notice of suspension from carrying out duties for a specified length of time without pay (also following a query). It emanates from the Executive Director and also clearly states that the next action for non-compliance will be termination of employment. A copy also placed in the staff member's file.
 - (f) Termination – if this is decided upon, due care must be taken to ensure that various personnel and legal guidelines for conducting termination of employment are strictly adhered to.
6. Grievance Procedure: The purpose of this procedure is to ensure that any misunderstanding, complaint or perception of unfair treatment by staff is promptly and fairly disposed of so that a harmonious work environment can be restored for productive work. The following procedure will apply for the settlement of any grievance, without prejudice to the legal rights of the parties involved.
 7. Complaints involving another employee: Staff members are encouraged to take complaints involving a fellow employee directly to that person for discussion and resolution. If the two staff members are unable to resolve their differences, they may at any time request a mediation meeting with their supervisor where both staff members are present. If the complaint is unresolved at that level, a second mediation meeting can be agreed with the Executive Director. The resolution of the Executive Director shall be considered final.
 8. Confidentiality – Disclosure of Information: Staff members are expected to exercise the utmost discretion in regard to all matters of TrustAfrica business. They may not communicate any information known to them by reason of their position that has not been made public, except as may be necessary in the course of their duties or by authorization of the Executive Director. Nor shall they at any time use such information to private advantage. These obligations are not modified by participation in any activities described above and do not cease upon separation from TrustAfrica. Upon the termination of a staff member's employment, he or she shall return, at the request of TrustAfrica, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession. This policy is not intended to prevent disclosure where disclosure is required by law.
 9. Staff members with complaints regarding accounting, internal accounting controls or auditing matters should report them to their supervisor, the Executive Director, or the chair of the audit committee, and will be protected from retaliation for doing so pursuant to TrustAfrica's Whistle-Blower Policy.
 10. Outside Activities: All staff members must commit full-time responsibility to TrustAfrica. In general, non-TrustAfrica part-time employment and paid

consultancies could interfere with the discharge of a staff member's responsibilities to TrustAfrica or create an actual or apparent conflict of interest with TrustAfrica, and staff members should not accept such assignments. The Executive Director may grant exceptional approval for such outside work provided the outside assignment would not pose a conflict or conflict with the employee's duties. Such a waiver must be in writing, and may require the employee to take a leave of absence to complete the outside assignment.

11. Staff on Other Boards: Staff members who are invited to serve on boards of other organizations in their individual capacities may accept such invitations only with the prior written approval of the Executive Director. The Executive Director will assess potential conflict of interest issues, the likelihood of time conflicts, and other factors in deciding whether to grant approval.
12. Speaking Engagements and Publication: Staff members are encouraged to maintain their professional credentials by undertaking speaking engagements and writing articles appropriate to their fields of interest, provided the time for preparation and delivery does not substantially interfere with their TrustAfrica responsibilities. Possible speeches or articles should be discussed with the staff member's supervisor. Speaking engagements and publications should be avoided if the interests of TrustAfrica or the interests of any of its staff or grantees might be adversely affected. If writing or speaking in an individual capacity, staff members are expected to clearly so indicate. Staff members may not accept a fee, royalty payment, speaker's fee, expense reimbursement or the like from a grantee; nor should a fee be accepted where the engagement concerns the staff member's professional responsibilities at TrustAfrica. In other circumstances, staff members may accept payment for speaking and should disclose receipt of such fees to the Executive Director.
13. Gifts Policy: Staff members are prohibited from accepting and keeping gifts from grantees and vendors of TrustAfrica. Where such gifts are offered, the staff member must explain to the giver TrustAfrica's policy on gifts and politely refuse the gift. The staff member must further inform the Executive Director of the gift offer. Gifts from other parties must also be declared to the Executive Director if the gifts were given to the staff members in their official capacity, and in such circumstances, the gifts must be retained as gifts to TrustAfrica, followed by an official acknowledgement to the giver.
14. No Smoking Policy: TrustAfrica has a no-smoking policy within the office building and in its vehicles. Both staff members and visitors are expected to abide by this policy.
15. Document Retention and Information Technology: The following provisions apply:

- (a) All of TrustAfrica's paper documents, reports and records covering accounting, grants, board governance and personnel shall be managed confidentially.
- (b) All such documents, reports and records must be retained for a minimum of ten years, after which they should be electronically archived. Any paper documents to be electronically preserved must be noted on the TrustAfrica "preserved documents list."
- (c) In special circumstances, TrustAfrica documents may be donated to an appropriate public institution, such as a public library if that is more appropriate for preservation and public use purposes.
- (d) TrustAfrica's electronic communication system is exclusively for official business. Staff should not send/receive E-mail on behalf of persons not related to TrustAfrica.
- (e) Each quarter, staff must delete all unnecessary files from their folders.
- (f) Staff should inform the Operations Director of any changes to their passwords.
- (g) A detailed policy on document retention, destruction and protection is on file and must be observed by all staff.

Grantmaking

1. The staff and Board of Trustees thoroughly review and approve all grants. Grantees are selected on the basis of their programmatic, management and governance capacities; references from previous or current donors; and commitment to working together with other organizations.
2. TrustAfrica's relationships with grantees are characterized by mutual respect, candor and understanding. TrustAfrica ensures that grant funds are properly accounted for and requires regular narrative and financial reports. In addition, TrustAfrica seeks to maintain regular contact with grantees, including site visits, and to encourage open and honest conversations about project progress and organizational challenges.
3. TrustAfrica publishes up-to-date information on its grant making priorities and procedures, and information on all grants it makes.

Fundraising

1. TrustAfrica follows guidelines to ensure that it will not accept funding that could compromise its integrity or its mission. The Board of Trustees approves all sources of funds and is informed of all funds received by TrustAfrica, including anonymous donors. TrustAfrica publishes information about all donations it receives.
2. TrustAfrica is dedicated to raising funds from diverse sources, including sources in Africa. It obtains its funds from the general public, governments, private foundations and business enterprises.

3. TrustAfrica seeks to build an endowment, which it will invest judiciously to ensure sustainability of its activities.

Financial Management

1. **Accountability Principles:** In the performance of their roles, staff and trustees must be guided by the following cores principles:
 - (a) TrustAfrica strives for the highest standards of accountability and efficiency.
 - (b) TrustAfrica operates strict internal control systems aimed to prevent misapplication of financial resources, and to minimize accounting errors.
 - (c) TrustAfrica maintains appropriate segregation of staff responsibilities, such as the Finance Manager being a check signatory or the Petty Cash Custodian, which enables him/her to receive cash and also originate requests for payments.
2. **Budget and Financial Reporting:** TrustAfrica's Board of Trustees reviews and approves all annual budgets. The following basic provisions must guide the budget and reporting process:
 - (a) Staff must submit monthly reports of financial activities for review by the Executive Committee, and all variants of 20% (over or under budget) must be explained.
 - (b) TrustAfrica's annual financial reports are published on its Website and in its Annual Report.
 - (c) TrustAfrica's management is budget kept below 20%, ensuring that at least 80% of its budget goes directly to program activities.
 - (d) All unbudgeted expenditures must be approved by Trustees.
 - (e) TrustAfrica conducts its procurement of products and services through an open competitive process, whenever this is feasible.
3. **Audit:** The Audit and Finance Committee commissions an independent financial and management audit annually. Audit reports are reviewed by the entire board of trustees, and posted on TrustAfrica's Website and in annual reports. The Audit and Finance Committee must regularly review steps that are being taken by staff to comply with audit recommendations.
4. **Banking:** All checks and transfers above \$10,000 must be approved by two or more Trustees. The monthly bank statements of TrustAfrica are reviewed by the Executive Director and the Executive Committee of the board. All signatory changes to TrustAfrica's accounts must be authorized by the board of trustees.
5. **Transparency:** TrustAfrica's annual financial and audit reports are published on its Website and in its Annual Report. TrustAfrica conducts its procurement of products and services through an open competitive bid process, whenever this is feasible.

6. Cash Disbursements: All cash disbursements must be organized to provide reasonable and practical assurance that the payments are accurate and valid business transactions. No one staff member should be able to initiate a request for payment, approve it and issue a check for payment to a vendor. The Finance Manager must avoid conflicting duties such as also being the Petty Cash Custodian, check signatory and/or cashier, which enables the Finance Manager to receive cash and initiate requests for payment. The Executive Director signs all checks, except when he is absent, in which case any one of the signatories to TrustAfrica's accounts may sign a check for a pre-approved payment. Only in exceptional cases involving confidentiality or absence can a signatory to any account sign a check that is issued to him/her. The exceptional cases are when: (a) there are no other signatories present, or (b) the payment is related to the signatory's compensation (salary and/or benefits). In both cases, the reason must be stated on the voucher.