

CHARTER OF THE BOARD OF DIRECTORS

Members of the Board of Directors of the African Council of Non-governmental Organisations (the Council) are given the responsibility to decide on the Council's policy for the pursuit of its statutory objectives. This Charter has been adopted by the Board of Directors to provide guidance on matters of professional and personal behaviour and applies to Directors, alternates and any accompanying person participating in Board Meetings. Nothing in this Charter is intended to impose duties or obligations on a Board member that are inconsistent with the duties and obligations of the Board member to the member's own organisation or institution.

- (1) Board members should observe the highest standards of ethical conduct and comply with all laws, rules and regulations to which they are subject.
- (2) When exercising the powers and carrying out the tasks and duties conferred upon them, Board members are expected to act in the interests of the Council to the best of their ability and judgment, consistent with their responsibilities to their own organisations or companies.
- (3) When making public statements on Council-related matters, Board members should make clear whether they are speaking on behalf of the Board and inform or consult with the Chairman or Vice-Chairman or the President/CEO.
- (4) In performing their duties, Board members will carry out their responsibilities to the exclusion of any personal advantage.
- (5) Board members shall strive to avoid actions (including actions regarding their personal interests) which would have a negative impact on either their duties as Board members or the interests of the Council.
- (6) If a conflict of interest, or the appearance of a conflict of interest, with Council arises, the Board member should take action, as appropriate, to address the conflict. The Board member should inform the Chairman or President/CEO, who may, if appropriate, raise the matter with the Board.
- (7) Board members should maintain the confidentiality of non-public information about Council or its activities or operations to which they have access by virtue of their functions as Board members ("Confidential Council Information"), although they may disclose this information to other officers or employees of their own organisations or companies on a need-to-know basis, provided such officers or employees are under a similar obligation of confidentiality to their own organisations or companies.
- (8) If Board members are required to disclose Confidential Council Information by the laws of their home country, they should inform the Chairman or Vice-Chairman of any such requirement, if practicable in advance, who may, if appropriate, raise the matter with the Board.
- (9) The obligations set out in paragraphs 7 and 8 of this Charter shall continue after the Board member steps down.