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**CODE OF CONDUCT AND ETHICS FOR THE  
GOVERNING COUNCIL AND ITS COMMITTEES**

May 2018

## CODE OF CONDUCT AND ETHICS

The African Academy of Sciences (AAS) is a pan-African organization and is regarded as one of the world's foremost scientific, intellectual merit-based organizations. It is critical that all members of the AAS Governing Council (GC) and its sub-committees uphold the highest level of professional decorum, ethical standards and levels of integrity in all their dealings for and on behalf of the AAS.

The AAS Code of Conduct is meant as a summary statement guiding conduct of the GC and GC sub-committee members. It reflects the conduct that exemplifies the duties and values contained in the governance documents of the AAS. All Members are expected to understand the spirit of the Code and endeavor to respect and uphold its rules. Detailed lists of regulations which the GC and its sub-committees must follow are found in AAS Constitution and its By-laws. Members who are uncertain of the appropriate action to take in a particular situation should seek advice from their Chairperson.

### 1. Leadership, Integrity and Ethics

Members have a duty to act ethically at all times in line with their fiduciary duty. They shall

- a) act in good faith, favouring the interests of the Academy over other interests.
- b) demonstrate integrity by acting with openness and transparency, and shall promote accountability at GC level.
- c) protect the integrity of the GC and sub-committees, maintain objectivity and avoid subordination of their judgment regardless of the particular service rendered or the capacity in which a member functions. This requires intellectual honesty and impartiality.
- d) use their position to promote the best interests of the AAS. They shall not use their position to seek an advantage for themselves or another person or to cause detriment to the AAS. They shall not seek gifts or favours for themselves, members of their family or other close personal or business associates. In addition, they shall decline gifts or favours that may cast doubt on their ability to apply independent judgement.
- e) not join another Board where they consider that the impartiality of their decisions may be compromised or would reasonably be perceived to be compromised.
- f) report improper conduct to the Chairperson
- g) strive to earn and sustain public trust of a high level
- h) act in fairness, which requires impartiality, intellectual honesty and disclosure of material conflicts of interest
- i) act in a manner that demonstrates exemplary professional conduct. They shall exercise their powers with a reasonable degree of care, diligence and skill.

## 2. Collective Responsibility

Members have both individual and collective responsibilities, where every member is equally responsible for the consequences of the decisions taken, and supports and abides by the group's decisions. Each member shall

- a) devote sufficient time to carry out their responsibilities
- b) promote and protect the image of the Academy
- c) promote teamwork within the GC, sub-committees and the Academy
- d) diligently attend meetings and actively participate in deliberations of the meetings
- e) encourage a strong culture of accountability where issues are raised in good time to allow for comprehensive discussion and resolution.
- f) comprehensively study and seek to understand any documentation presented to them as part of executing their duties

## 3. Respect

Members shall demonstrate respect for each other and ensure freedom from discrimination, harassment and bullying; and shall use their views to improve outcomes on an ongoing basis.

## 4. Confidentiality

Members must be conversant with principles of freedom of information, privacy and protected disclosure.

- a) They shall respect confidentiality and use their discretion, prudence and good judgement when deciding how to treat information. They shall ensure that information is accessible only to those authorized to have access.
- b) They shall use the information they gain in the course of their duties only for its intended purpose and not to obtain advantage for themselves or another person or to cause harm to the AAS
- c) They shall only disclose official information or documents when required to do so by law or in accordance with the Whistleblowing policy.

## 5. Conflict of Interest

5.1) A Conflict of Interest means a conflict between a member's duties and responsibilities with regard to the AAS and his or her private, professional, business or public interests. There may be a real, perceived or potential conflict of interest when the member

- a) receives professional or personal benefit resulting from the AAS due processes and procedures be it in relation to employment, funding, contract, tender, service provision opportunity or any other AAS activity being reviewed;

- b) has a professional or personal relationship with anyone competing for an opportunity within the AAS
- c) has a direct or indirect financial interest in any business or professional opportunity or application being reviewed by AAS.

5.2) Members shall

- a) not allow their personal or professional interests or relationships to influence their judgement. They shall be impartial and objective when participating in discussions and decisions.
- b) behave in a way that reflects well on their standing as a member and on the reputation of the AAS.
- c) avoid any real, potential or perceived conflicts between their private activities and their part in the conduct of the business of the Academy.
- d) declare any interests before they consider particular matters related to the interest.

5.3) At the start of each meeting, Members shall confirm that their entries in the register of interests are complete and correct. They shall also disclose any interests that relate to particular agenda items.

5.4) Members who have a material conflict of interest or duty in a matter, as determined by the GC, shall leave the forum while the matter is being considered. They shall not discuss or take part in any decisions on the matter.

5.5) Members who are appointed as representatives of specific groups shall act in the best interests of the AAS.

5.6) Depending on the nature of the conflict, the GC may recommend that Members restrict their involvement in a matter, step down from the position they hold on a temporary or permanent basis or relinquish their private interest.

5.7) The GC shall not make loans or give guarantees to provide security for loans or other undertakings, to Members or their families or associates.

## 6. Responsiveness

- a) Members shall demonstrate responsiveness by promptly responding to communications sent for their attention and giving providing impartial and timely advice.
- b) They shall demonstrate impartiality by making decisions and providing advice on merit and without bias, favoritism or self-interest; and acting fairly by objectively considering all relevant facts and fair criteria; and implementing organizational policies and programs equitably.

## 7. Competence

Members shall regularly update their knowledge and enhance their skills. Competence means attaining and maintaining an adequate level of knowledge and skill, and application of that knowledge and skill in serving on the GC and/or its sub-committees. Competence also includes the wisdom to recognize the limitations of that knowledge and when consultation with professionals is appropriate.

## 8. Interpersonal Relationships

Members shall at all times conduct themselves in a manner that does not bring AAS into disrepute or compromises its international standing or its relations with its host countries or internal or external stakeholders. Members shall

- a) have and display regard for, and sensitivity to, the cultures, customs and practices of AAS's host countries and to exercise discretion, courtesy and tact in public comments, refraining from interfering in the governmental and religious affairs of these countries.
- b) uphold AAS's mission, vision and policies. Members finding themselves at variance with any AAS policy or decision are encouraged to use the appropriate internal channels to have their reservations addressed, and, following this, to uphold such policies.
- c) if involved in a professional or interpersonal dispute or disagreement, deal with such conflict in an open, constructive, honest and respectful manner. Where such a dispute cannot be resolved between those involved and is harmful to operations of the GC or its subcommittees, the Chairperson shall facilitate a resolution
- d) demonstrate respect for the gender, race, culture, religion, national origin and other forms of personal identity of each other.
- e) not be involved in any form of harassment, including sexual harassment

## 9. Participation in meetings

- a) Members shall regularly attend meetings, and a record of attendance shall be kept.
- b) Members who are unable to attend any meeting shall inform the respective Chairperson and the Secretary in writing well in advance of the meeting for recording.
- c) Failure to attend three consecutive meetings may be basis for removal from office
- d) Members shall adequately prepare for meetings so as to participate fully, frankly and constructively in discussions and other activities, and to bring the full benefit of their particular knowledge, skills and abilities to the decision-making process
- e) Members shall express their views genuinely, clearly and without ambiguity. They shall disclose the information or considerations they relied upon in coming to their view. They shall speak up when a decision or advice is being considered that may be detrimental to the public interest and vote to record their view.

- f) Discussions shall be open and constructive and the Members, with the guidance of the Chairperson, shall work towards unanimous adoption of resolutions. However, Members are entitled to voice dissenting opinions and if necessary, have these recorded in the minutes when unanimity cannot be reached.
- g) Members shall seek and consider all relevant information and ignore irrelevant information. They shall base their decisions on the proper information available at the time, seek further information if necessary, and accept responsibility for their actions.
- h) Members shall seek clarifications regarding agenda matters before the meeting to facilitate decision making.

#### 10. Use of Information Communication Technology

The GC and its sub-committees may make use of information communication technology to deliberate on critical matters where delayed decision shall result in a crisis, or to accommodate members who cannot be available at the venue but can be available at the time. Members shall be expected to apply Clause 9 of the Code and the ICT policy.

#### 11. Resource Mobilization

One of the functions of the members is ensuring availability of adequate resources for the achievement of the Academy's objectives. Towards this, Members shall participate in raising funds for the Academy.

#### 12. Standing for Election

Any member who becomes a candidate for an election in a country shall notify the GC immediately and shall be expected to resign from the GC and/or committees with immediate effect.

#### 13. Breach of this Code

Members must familiarize themselves with this Code. Breach of this code may lead to suspension or removal from office. Additionally, a member who improperly uses their position to gain an advantage for themselves or someone else or to cause detriment to the AAS shall be liable for their actions.

#### 14. Review of this Code

The GC will review this Code as required to ensure it remains consistent with the GC's objectives and responsibilities.