



COUNCIL CHARTER

APRIL 2019

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A. BACKGROUND

1. INTRODUCTION

- 1.1 The Governing Council (“the Council”) of the African Academy of Sciences (“the Academy”) regards corporate governance as key to the achievement of the Academy’s mission and vision and is committed to applying the core governance principles set out in this Council Charter (“the Charter”). The Charter will therefore assist the Council and its sub-committee members in fulfilling their responsibilities as it sets out the duties, functions, powers, responsibilities, membership and operations of the Council and its sub-committees. The Charter also sets out administrative and procedural matters applicable to the Council and the governance of the Academy.
- 1.2 This Charter has been developed in accordance with international best practice; and is complementary to the requirements regarding the Council and its members contained in applicable Kenyan laws and regulations. The principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute, law or regulation.
- 1.3 The Council will review this Charter at least annually and, if appropriate, revise it. The Charter is available to all members of the Council and its sub-committees for application.

2. STATEMENT ON GOOD GOVERNANCE

- 2.1 The Academy has adopted high standards and applies strict rules of conduct, based on the best governance practices. As part of this commitment, the Council adheres to good governance by embracing the following principles:
 - a) To observe high standards of ethical and moral behavior;
 - b) To recognize the legitimate interests of all stakeholders;
 - c) To act in the best interests of the Academy; and
 - d) To ensure that the Academy acts as a good corporate citizen.
- 2.2 In general, members of the Council and its sub-committees shall act in the best interest of the Academy and uphold their fiduciary duties. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favoring the interests of the Academy over other interests. They will act honestly and in good faith, and this will help to create a culture built on principles of integrity, accountability and transparency.

3. OBJECTIVES OF THE CHARTER

The objectives of the Charter are:

- a) To ensure that all members of the Council and its sub-committees are aware of their duties and responsibilities and that they act in the best interest of the Academy and its stakeholders;
- b) To ensure that the members apply the principles of good governance in their dealings in respect of, and on behalf of the Academy and its stakeholders;
- c) To set out relevant principles of the Academy's limits and delegations of authority and matters reserved for final decision-making or pre-approval by the Council; and
- d) To set out the policies and practices of the Council in respect of matters such as corporate governance, declarations and conflicts of interest, meeting documentation and procedures, composition of the Council and its sub-committees and the nomination, appointment, induction, training and evaluation of members of the Council and its sub-committees.

4. DEFINITIONS

a) **The Council**

The body of individuals appointed or elected in line with the Constitution of the Academy to oversee the management of the Academy and acts as the governing body. The Council therefore refers to the Governing Council of the Academy.

b) **Council sub-Committee**

A sub-Committee of the Council which consists of the members who are mandated to carry out specified functions, programs, or projects assigned by the Council.

c) **Council members**

In this Charter, Council members shall include the Chairperson of the Council and the Executive Director unless the context specifies otherwise.

d) **Chairman**

In this Charter, 'Chairman' refers to the President of the Academy.

e) **Charter**

A formal document that defines the Council's roles and responsibilities as well as functions and structures in a way that supports the members in carrying out their strategic oversight function. The Charter provides the Council members with an opportunity to think creatively and critically about how their strategic and operational plans align with the organization's strategic direction and expectations, with respect to governance.

f) Fiduciary Duty

The duty for Council members to act in good faith and with utmost care, skill and prudence and in the best interest of the Academy.

g) Governance

The structure and system of rules, practices and processes by which an organization is directed, controlled and held accountable. It encompasses accountability, stewardship, leadership, direction and control exercised in organizations. It essentially involves balancing the interests of the many stakeholders in an organization.

h) He

In this Charter, the term “he” shall refer to both genders.

i) Secretary

In this Charter, this term refers to the Secretary General of the Academy.

5. THE ACADEMY

In pursuit of its vision and mission, the Academy will be guided by the following Mission and Vision:

5.1 VISION

Transformed lives through science.

5.2 Mission

Leverage resources through research excellence and thought leadership for sustainable development.

6. THE GOVERNANCE STRUCTURE

6.1 Save as provided in the Constitution of the Academy (“the Constitution”), the governance of the Academy shall vest in the Council members and their powers are stipulated in the Constitution and The Non-Governmental Organizations Co-ordination Act, 1990, and any statutory modifications, amendments or re-enactments thereto. The governance task faced by the Council is two-fold, that is decision making and oversight.

- a) The decision-making function is exercised with respect to the formulation with the Secretariat, of fundamental policies and strategic goals and through the approval of certain significant actions;

b) The oversight function concerns the review of the Secretariat's decisions, the adequacy of systems, controls and the implementation of policies.

6.2 To achieve this, the Council shall provide leadership and the vision for the Academy in a way that ensures the Academy fulfills its mandate and further ensures long-term sustainable development and growth of the Academy.

B. GOVERNANCE STRUCTURE

7. SIZE AND COMPOSITION OF THE COUNCIL

- 7.1 The Council shall have a minimum of five members and a maximum of eleven members, three of whom will fill the honorary posts of Chairman, Secretary and Treasurer. The Council composition shall be in accordance with the regulations of the NGO Co-ordinations Board.
- 7.2 The Council shall comprise of individuals with a balance of skills, diversity and expertise and who collectively possess the necessary qualifications commensurate with the size, complexity and risk profile of the Academy. In this regard, the Council shall prepare a Skills Matrix, the basis of which Council appointments shall be made.
- 7.3 The Executive Director shall be a member of the Council without voting rights and is not counted in the numbers at clause 7.1.

8. SELECTION & APPOINTMENT OF COUNCIL MEMBERS

- 8.1 The Council shall appoint a sub-Committee responsible for proposing new nominees for appointment to the Council.
- 8.2 The Sub-Committee shall, on annual basis review and ensure that Council appointments are based on the Skills Matrix indicating the required skills mix, experience, knowledge and other diversity criteria.
- 8.3 In addition to the required skills, the sub-Committee shall ensure that the nominees are persons of good repute, integrity, and that they have sufficient time to fully carry out their responsibilities.
- 8.4 Each Council member shall be appointed in writing and must signify acceptance of his/her appointment in writing.

9. TERM LIMITS FOR COUNCIL MEMBERS

Council members shall be appointed for a term of three years renewable only once.

10. ALTERNATE MEMBERS

No Council member is entitled to appoint any other person to act as his Alternate Council Member.

11. REMOVAL/RESIGNATION FROM OFFICE

A Council member shall cease to hold office or may be removed from office by the Academy if the Council member –

- (a) serves the Academy with a written notice of resignation; or
- (b) fails, without reasonable cause and without the consent of the Council, to attend three consecutive meetings of the Council or to attend the meetings of the Council convened during a continuous period of one year, whichever is earlier and the Council resolves that, by reason of such failure, he shall cease to be a Council member; or
- (c) is convicted of an offence and sentenced to imprisonment for a term exceeding six months or to a fine exceeding fifty thousand shillings; or
- (d) is adjudged bankrupt or enters into a composition scheme or arrangement with his creditors; or
- (e) is incapacitated by prolonged physical or mental illness from performing his/her duties as a member of the Council; or
- (f) is recommended for removal by the Council on the basis of non-performance, non-attendance of meetings, unethical conduct which contravenes the Code of Conduct and Ethics and applicable policies; or
- (g) is removed from office pursuant to a resolution of the Council or by a Special Resolution of the Academy in General Meeting, or if as a member he/she is removed from the membership of the Academy; or
- (h) becomes of unsound mind; or
- (i) if he/she was appointed a Council member by virtue of being the Executive Director of the Academy and he/she no longer holds that post.

12. POWERS OF THE COUNCIL

12.1 The Council has powers as set out under the Constitution:

- a) To make policies that guide the operations of the Academy;
- b) To provide strategic thinking and strategic direction for the Academy;
- c) To monitor and evaluate the implementation of programmes of the Academy within the framework and priorities set by the Annual general Meeting, and to make budgetary provisions for their support;
- d) To examine and approve the annual report and audited accounts of the Academy for submission to the Annual General Meeting;
- e) To recommend the External Auditor and propose his/her remuneration for review and approval by the Annual General Meeting;
- f) To appoint the Executive Director and determine his/her remuneration;
- g) To review and ratify the appointment of senior Secretariat Staff;
- h) To appoint Sub-Committees for specific tasks and terms of office;
- i) To receive quarterly reports from the Secretariat on the day-to-day operations of the Academy;
- j) To organise and conduct the nominations of new Council Members;
- k) To process the list of candidates for elective posts of the Council;
- l) To appoint Members to serve in the Sub-Committees;
- m) To appoint Chairpersons to each of the Sub-Committees;
- n) To recommend the maximum number of Members to be elected after due consideration of gender, discipline representations, and any other emerging issues that may be relevant;
- o) To appoint membership Advisory committees for the purpose of obtaining an informed opinion on each candidate proposed for election as a Fellow;
- p) To appoint representatives of the Academy to organisations to which the Academy adheres, subscribes or is affiliated;
- q) To recommend the review of By-Laws by the Annual General Meeting, if required, for the regulation of the affairs of the Academy;
- r) To approve the agenda for the Annual General Meeting;
- s) To deal with matters referred to it by the Annual General Meeting;
- t) To sell and transfer, invest and re-invest, any property of the Academy in line with the authority

of the Annual General Meeting;

12.2 In order to exercise the powers set out above, the Council shall be entitled:

- a) To borrow or raise money and to mortgage or charge the Academy's property or any part thereof and to issue income notes, bonds, debentures and other securities as approved by the Annual General Meeting;
- b) To exercise all such powers of the Academy as are not by the Articles of Association reserved for the Academy in General Meeting;
- c) The Council may, by power of attorney, appoint any person or any body of persons, whether nominated directly or indirectly by the Council, to be the attorney of the Academy for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Council;
- d) Set up any branch office as may be deemed fit;
- e) Appoint persons to execute all cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Academy.

13. INDUCTION OF COUNCIL AND SUB-COMMITTEE MEMBERS

13.1 The Council shall develop an induction programme for new members of Council and its sub-Committees.

13.2 When appointed, new Council and sub-Committee members shall be provided with an effective induction programme in order to familiarize them with their responsibilities as Council or Sub-Committee members, general principles of governance and Council and sub-Committee practices.

13.3 The induction programme will also provide the Council and sub-Committee members with an orientation of the Academy, strategic and development plans, financial status and policies, risk management, compliance programmes and applicable policies.

13.4 The induction shall entail meeting with senior management and an overview of the Academy's programmes.

13.5 As part of the induction programme, newly appointed Council and sub-Committee members will receive a copy of this Charter and its annexes.

13.6 In addition, all Council members are expected to keep themselves abreast of changes and trends in the Academy's environment, which shall include changes and trends in the economic, political, social and legal climate generally.

14. COUNCIL CONTINUOUS SKILLS DEVELOPMENT

- 14.1 The Council will ensure that a competence needs assessment is carried out periodically and an annual development plan per Council member per year, is put in place to address any identified gaps. In this regard, Council members will be provided with access to, or notice of, continuing development programs that are designed to keep members abreast of the latest developments in governance and critical issues affecting the Academy.
- 14.2 The Council shall also receive regular briefings on matters relevant to the business of the Academy and changes in laws and regulations.

15. REMUNERATION FOR COUNCIL AND SUB-COMMITTEE MEMBERS

The Council members are not entitled to any remuneration by virtue only of their position as members of the Council or its sub-Committees.

16. COUNCIL AND SUB-COMMITTEE PERFORMANCE EVALUATION

- 16.1 The Council shall determine its performance criteria and undertake an annual evaluation of its performance and that of its sub-Committees.
- 16.2 The Council and Sub-Committee evaluation provides an opportunity for members to identify strengths, collective skill gaps and individual areas of improvement.
- 16.3 The evaluation shall cover the performance of the Council as a whole, its sub-Committees, individual Council members, the officials and the Executive Director.

17. COUNCIL AND MANAGEMENT SUCCESSION PLANNING

- 17.1 The Council shall approve, review annually and maintain a Council and sub-Committee skills matrix to guide the appointment and replacement of Council and sub-Committee members.
- 17.2 At each Annual General Meeting no more than one third of the Council or sub-Committee members shall retire.
- 17.3 In addition, the Council shall approve, review and maintain a succession plan for the Executive Director and Senior Management Staff.

18. MATTERS RESERVED FOR THE COUNCIL

The following matters shall be reserved for decision making by the Council, supported by any recommendation made from time to time by the Sub-Committees of the Council or Management.

a) Financial Functions

- i) The adoption of any significant change or departure in the accounting policies and practices of the Academy;
- ii) The raising of incremental borrowing facilities;
- iii) The approval of the strategy, business plans, annual budgets and of any subsequent material changes in strategic direction or material deviations in business plans;
- iv) The approval of annual financial statements, the approval of interim reports, procurement plans; and
- v) Reviewing the Academy's financial statements and overseeing its compliance with applicable audit, accounting and reporting requirements.

b) Governance Functions

- i) Developing a set of governance guidelines;
- ii) Establishing appropriate structures and procedures to allow the Council to function independently of management, such as setting the Council's work plan
- iii) Setting expectations and responsibilities of Council members, including attendance of, preparation for, and participation in meetings;
- iv) Undertaking regular evaluation of the Council, its Sub-Committees and its members, and reviewing its composition with a view to the effectiveness and independence of the Council and its members;
- v) The frequency of meetings of the Council;
- vi) The approval of recommended policies in relation to staff and industrial relations;

- vii) The approval of the Academy's Code of Conduct and Ethics.

c) Risk Management Functions

- i) The approval of and effective overseeing of the Academy's risk management framework; and
- ii) Reviewing for efficacy the systems put in place by Management to manage risks.

19. LIABILITY OF COUNCIL MEMBERS

- 19.1 A Council member shall not be liable for any act done in good faith in carrying out duties and responsibilities in the Academy.
- 19.2 While the Academy shall take out and maintain a Council members' and Officers' Insurance policy, there is no limitation of liability for negligence or breach of the member's duty of care and trust to the Academy or its stakeholders.
- 19.3 There is also no limitation of liability for acts or omissions not in good faith, or which involve negligence, default, intentional misconduct or violation of the law.

20. RESPONSIBILITIES OF THE COUNCIL

The Council exercises its role collectively and not individually. The principal responsibility of the Council is that of establishing the long-term goals of the Academy and ensuring that effective plans are developed and implemented within a commonly agreed organizational structure. This entails:

- a) Determining the Academy's mission, vision, purpose and core values.
- b) Establish a corporate culture with ethical conduct that permeates the whole Academy.
- c) Setting, overseeing and reviewing the overall strategy and approving significant policies of the Academy including policies on sustainability and social responsibility.
- d) Ensuring that the strategy is aligned with the purpose of the Academy and the legitimate interests and expectations of its stakeholders.
- e) Review, monitor and ensure that the Academy is effectively and consistently delivering on its mandate.
- f) Evaluating and approving the Academy's budget and financial forecast.
- g) Monitoring the Academy's performance and ensuring sustainability.
- h) Reviewing, evaluating and approving major resource allocations and capital investment.
- i) Ensuring availability of adequate resources for the achievement of the Academy's objectives.
- j) Ensuring that the procurement process is cost-effective and delivers value for money.
- k) Ensuring effective, accurate, timely and transparent disclosure to stakeholders of pertinent information on the Academy's operations and performance.
- l) Adopting, implementing and monitoring compliance with the Academy's Council Charter and Code of Conduct and Ethics and related policies.
- m) Reviewing, evaluating and approving the overall organizational structure.
- n) Reviewing, evaluating and approving the remuneration structure of the Academy.
- o) Reviewing on a quarterly basis the attainment of targets and objectives set out by the Council.

- p) Enhancing the Academy's public image.
- q) Monitoring compliance with all applicable laws, listing requirements, regulations and standards.
- r) Developing a succession plan for itself, the Executive Director and the senior Secretariat staff.
- s) Ensuring adequate systems and processes of accountability, risk management and internal controls are implemented.
- t) Determining the appropriate sub-Committee structure and reviewing the same periodically.
- u) Determining the Terms of Reference for Council sub-Committees.
- v) Making appointments and changes in the composition and leadership of such Sub-Committees

21. DUTIES OF INDIVIDUAL COUNCIL MEMBERS

Each Council member shall be responsible in an individual capacity to:

- a) Exercise the highest degree of care, skill and diligence in discharging their duties.
- b) Act in the best interest of the Academy and not for any other purpose.
- c) Act honestly at all times and not place themselves in a situation where their personal interests conflict with those of the Academy.
- d) Exercise independent judgment at all times.
- e) Understand and accept the principle of collective responsibility.
- f) Devote sufficient time to carry out their responsibilities
- g) Promote and protect the image of the Academy.
- h) Regularly update their knowledge and enhance their skills.
- i) Promote transparency and accountability at Council level.
- j) Promote teamwork within the Council and the Academy.
- k) Diligently attend Council meetings and actively participate in deliberations of the meetings.
- l) Owe the Academy a duty to hold in confidence all information available to them by virtue of their position as a Council member.
- m) Disclose real, perceived or potential conflicts of interest and manage these within the agreed framework.

22. THE CHAIRPERSON

22.1 The Chairperson shall be appointed by the General Assembly.

22.2 The Chairperson provides overall leadership to the Council and is primarily responsible for the activities of the Council and its sub-Committees. The role of the Chairperson includes approving the agenda for Council meetings, chairing the meetings of the General Assembly, the Council and

the Annual General Meetings, guiding the decision-making process of the Council and ensuring that a record of proceedings of all Council activities is kept. The Chairperson should harness the collective skills of the Council for greater effectiveness and encourage active participation by Council members. The Chairperson acts as the spokesperson for the Council.

22.3 The Chairperson shall ensure that:

- a) The Council satisfies its duties and responsibilities;
- b) Council members when appointed participate in an induction programme and are thereafter continually developed based on identified development needs;
- c) Council members receive all information required for them to perform their duties;
- d) The Council develops and adheres to an annual work plan;
- e) The Council has sufficient time for consultation and decision-making;
- f) The Council constitutes sub-Committees and that the sub-Committees function properly;
- g) The performance of the Council, Council members, officials and the Executive Director is evaluated annually;
- h) The performance of the Executive Director is monitored;
- i) There is an appropriate and clear distinction in roles between the Council and the Executive Director/Management;
- j) There is a formal succession plan in place for the Council;
- k) Problems relating to the performance of individual Council members are addressed;
- l) There is an appropriate culture of transparency and teamwork among Council members;
- m) Internal disputes and conflicts of interest concerning individual Council members are addressed;
- n) The Council has appropriate contact with the Management;
- o) The decisions and resolutions of the Council are implemented by the Executive Director and the Secretariat; and
- p) There is an appropriate link between the Council and governmental bodies.

22.4 The Chairperson shall serve as a Member of the Board of the Endowment Fund.

23. THE SECRETARY

23.1 The Secretary shall be appointed by the General Assembly and be empowered to efficiently and effectively execute his or her duties and responsibilities.

23.2 The principal duties of the Secretary are:

- a) Facilitate effective communication between the Academy and the stakeholders.
- b) Provide guidance to the Council on their duties and responsibilities and on matters of governance.
- c) Arranging for meetings of the AAS on instructions of the Council or in special circumstances on the instructions of General Meetings.
- d) Ensuring that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.

23.3 In close collaboration with the Executive Director, he/she shall promote and maintain good relations between the Academy and other international and national academies, governments, international organisations and relevant institutions.

23.4 He/she shall, with the support of the Executive Director and the Secretariat, ensure the Minutes of the Annual General Meeting of the Academy are recorded and presented.

24. THE TREASURER

24.1 The Treasurer shall keep proper accounting of all the financial records of the AAS. In this regard and with the support of the Executive Director and the Secretariat, he/she will;

- a) Ensure that all the bank accounts of the Academy are operated within approved mandates and that drawings from the accounts are properly authorized.
- b) Provide reports on the financial statement of the AAS and audited accounts to the General Meeting.
- c) Ensure the collection of all monies due or payable to the Academy.
- d) Ensure the collection of membership fees from Fellows of the Academy.
- e) Be in charge of all Account Payables.
- f) Report annually to the Council and, at such times as the Council may determine, on the accounts of the Academy.

24.2 The Treasurer shall serve as an ex-officio Member of the Board of Trustees of the Endowment Fund.

25. THE EXECUTIVE DIRECTOR

25.1 The Executive Director shall be the Chief Executive Officer of the Academy.

25.2 The Executive Director shall be appointed by the Council and shall be responsible for the operations and management of day to day affairs of the Academy. In this regard, the Executive Director shall specifically:

- a) Provide leadership to senior management and staff of the Academy.
- b) Prepare the annual budgets and establish proper internal controls.
- c) Be responsible for the implementation and communication of the Council's strategies, decisions and policies.
- d) Develop and recommend to the Council the annual plans for the Academy.
- e) Ensure that the Academy has an effective management structure including succession plans.
- f) Ensure that all Council papers are accurately written, are relevant and are given to the Council in good time.
- g) Ensure the Minutes of the Council and sub-Committees of the Council are recorded and presented.
- h) Serve as the link between the Council and the Management.
- i) Be responsible for the achievement of the objectives of the Academy.
- j) Put in place effective administrative structures, processes and systems.
- k) Provide regular, thorough and prompt communication to the Council on key technical, financial and administrative matters.
- l) Be responsible for stakeholder management and the enhancement of the corporate image of the Academy.
- m) Be the custodian of the seal of the Academy and account to the Council for its use.
- n) Ensures that the Academy's financial operations are annually audited.
- o) Serve as a liaison officer for the Academy and keep in contact with the scientific community and donor agencies on behalf of the Academy.
- p) Coordinate activities related to the recruitment, nomination, evaluation and induction procedures of the Members of AAS.
- q) Support the Council in formulating the policies of the Academy.

25.3 The Executive Director shall on a regular basis as may be determined by the Council, submit a detailed report of the activities undertaken or to be undertaken by the Secretariat during the period.

25.4 The Executive Director serves as ex-officio Member of the Board of Trustees of the Endowment

Fund with no voting rights.

25.5 Being responsible for overseeing the execution of the Council's directions and policies to ensure desirable outcomes, the Executive Director shall:

- a) Demonstrate commitment to the organization's vision, mission, core values and mandate;
- b) Achieve set performance objectives and targets;
- c) Effectively represent the Academy to stakeholders and enhance its public image; and
- d) Promptly respond to Council members' requests for information.

C. PRACTICES OF THE COUNCIL

1. SUB-COMMITTEES OF THE COUNCIL

- 1.1 As set out in Constitution, the Council may delegate its power or performance of any of the functions or duties of the Council to a sub-committee of the Council.
- 1.2 The membership of sub-Committees shall be drawn from the Governing Council and the Fellows of the Academy.
- 1.3 The sub-Committee members shall elect a member for appointment as Chairperson of the sub-Committee by the Council.
- 1.4 Appointment of sub-Committee members and the sub-Committee Chairperson shall be done by the Council. The Council shall also determine the number of sub-Committee members.
- 1.5 Appointment of sub-Committee members and the sub-Committee Chairperson shall be done by the Council.
- 1.6 The Council shall determine the number of sub-Committee members.
- 1.7 The Council shall be guided by the following principles;
 - a) To effectively discharge its mandate, the Council shall establish sub-Committees with specific terms of reference and appoint into sub-Committees members with requisite skills and competence to discharge the responsibility of the sub-Committees.
 - b) Sub-Committee members are expected to act as fiduciaries.
 - c) The Council shall set the Sub-Committees' Terms of Reference.
 - d) The current Sub-Committees and their Terms of Reference are set out in **Appendix I.****
 - e) Terms of engagement of the sub-Committees are set out in **Appendix III.****
 - f) The Council may establish other such ad-hoc sub-Committees as required to deal with any ad-hoc matters requiring focused attention.
 - g) In the event that a sub-Committee lacks specific skills within its membership, the Council may co-opt skilled non-Council members to serve on the sub-Committee, provided that the chair of a sub-Committee shall not be a co-opted member of the Council.
 - h) The Council may, from time to time, rotate Council members between sub-Committees.
 - i) The sub-Committees report to the Council and the Council remains collectively responsible for the decisions and actions taken by any sub-Committee.

- j) A sub-Committee may only perform the tasks delegated to it by the Council and may not exceed the powers of the Council.
- k) The Chairperson of each sub-Committee, in consultation with the Council, will determine the frequency of sub-Committee meetings as is necessary to fulfill their functions.
- l) The Chairperson of each sub-Committee, in consultation with the Secretariat will develop the sub-Committee's agenda.
- m) The Council will determine the procedure and process within which Sub-Committees may take independent professional advice at the Academy's expense.
- n) The Council shall ensure that Sub-Committees of the Council do not infringe on the operational responsibility of the Executive Director and the Secretariat as this could negatively impact on the operation of the organization.
- o) Unless authorized by the Council, all the recommendations of Sub-Committees shall be ratified by the Council before implementation by the Secretariat.
- p) The Council shall periodically review the mandate and structure of the Sub-Committees.
- q) The Council shall annually review the effectiveness and performance of each Sub-Committee.
- r) The Council shall determine terms of engagement of sub-Committee members who are not members of the Council, or who are co-opted to the sub-Committees. Such terms shall be communicated in the appointment letters to the members.
- s) A sub-Committee member shall cease being a member of the sub-Committee or may be removed from the sub-Committee by the Council under conditions stipulated at Clause 11 of the Council Charter.

2. COUNCIL AND SUB-COMMITTEES WORK PLAN

The Council and sub-Committee work plans shall be developed and approved by the Council for each financial year and is intended to guide the activities of the Council and its sub-Committees during the period.

3. COUNCIL PAPERS

- 3.1 The Council shall establish standards for preparation of Council papers and reports.
- 3.2 The Executive Director shall ensure that all Council papers are accurately written and are relevant.

- 3.3 Council papers shall be made available to Council and sub-Committee members not less than seven (7) working days before the date of the meeting.

4. COUNCIL AND SUB-COMMITTEE MEETINGS

4.1 Notice and Agenda

- a) Notice and agenda of Council and Sub-Committee meetings will issue from the Secretary as directed by the Chairperson of the Council or relevant sub-Committee.
- b) Each Council member is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days prior to the meeting, to enable preparation.
- c) Additional agenda items may be included in the agenda during the meeting subject to approval by the Council or the sub-Committee.
- d) Save for the additional agenda items, the agenda for the meetings will be aligned to the Council's work plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.
- e) Except for urgent cases, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Council members at least seven (7) days prior to a meeting. Council members should review these materials in advance of the meeting to enhance effectiveness.

4.2 Venue, Time, Frequency and Honorarium for the Meetings

- a) Council and sub-Committee meetings are generally held at the head office of the Academy but may also take place elsewhere as approved by the Council.
- b) The time and venue of the meetings should be clearly communicated in the notice for the meeting.
- c) The Council shall meet as regularly and at least annually in order to effectively lead the Academy.
- d) Frequency of sub-Committee meetings shall be specified in the sub-Committee terms of reference.
- e) Members of the Council and sub-Committees shall receive honorarium for attendance to the meetings. Such honorarium shall be determined through a resolution of the Council.

4.3 Procedure of Council and Sub-Committee Meetings

a) Constitution of Meetings

- i) The quorum for Council and Sub-Committee meetings shall be simple majority of the members.
- ii) If a quorum is not present, the meeting shall be adjourned to the same day in the following week, at the same time and place, or at such other time and place as the Council or sub-

Committee shall deem fit.

- iii) Meetings shall only commence upon confirmation that there is quorum for the meeting. Such quorum must be maintained throughout the meeting. Council and sub-Committee members shall therefore endeavour to attend and stay throughout the meeting.
- iv) Council and sub-Committee members who are unable to attend physically or by video/tele conferencing shall inform the respective Chairperson and the Secretary well in advance of the meeting for recording.

b) Protocol of Council and Sub-Committee Meetings

- i) The Chairperson of the Council shall preside over all Council meetings;
- ii) In the absence of the Chairperson at a meeting, the members present shall elect one member among themselves to preside at that meeting of the Council.
- iii) The Sub-Committee Chairperson shall preside over the meetings of the Sub-Committee and in their absence, the members present shall elect one amongst them to chair the meeting.
- iv) Proceedings of the Council shall not be invalid by reason only of a vacancy in the membership in the Council or by reason of a defect in the appointment of a Council member.
- v) Council and Sub-Committee members are required to adequately prepare for meetings so as to participate fully, frankly and constructively in Council discussions and other activities, and bring the full benefit of their particular knowledge, skills and abilities to the Council decision-making process.
- vi) The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising therefrom handled.

c) Tele-conferencing:

- i) Council or sub-Committee meetings may be held by video or tele-conferencing in the case where some of the participants will not be physically present.
- ii) The following guiding principles shall apply:
 - 1. The Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting;
 - 2. On sending out the notice of the meeting, the Secretary shall also confirm whether each Council member or participant will attend physically or through tele-video

conferencing;

3. At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Council member or participant will clearly state, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others;
4. All Council members or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and/or see each other in the course of the meeting;
5. If a statement of a Council member or participant in the meeting via tele-video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration;
6. The Chairperson should ensure that resolutions are clarified for record purposes; and
7. The Chairperson should ensure that the agenda is suitable for tele-video conferencing.

d) Decision Making

- i) The discussions will be open and constructive and the members, with the guidance of the Chairperson, shall work towards unanimous adoption of resolutions.
- ii) However, members are entitled to voice dissenting opinions and if necessary, have these recorded in the minutes when unanimity cannot be reached.
- iii) Resolutions will be made at meetings or approved in writing by circulation, provided that in respect of the latter the proposed resolution is submitted to all members and none of them objects to this form of adoption. Approval of resolutions by circulation shall be effected in writing by all members and must be unanimous. Objection to this method of adoption or to the proposed resolution should also be in writing.

e) Resolutions and Minutes

- i) The Secretary shall, with the support of the Executive Director, ensure minutes of all meetings of the Council and its Sub-Committees are taken as a record of the outcomes, rather than the course of discussion, with resolutions being highlighted therein.
- ii) The minutes should be circulated to the Council or Sub-Committee members as soon as possible after the meeting.
- iii) Upon confirmation, the minutes should be signed by the Chairperson and added to the records of the Academy.

- iv) Corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the members. The Council may however require the minutes to be rewritten if the corrections are substantial.
- v) Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

f) Implementation of Resolutions

- i) Generally, the Council delegates to the Executive Director responsibility to implement the resolutions of the Council and sub-Committees.
- ii) The Executive Director may delegate some of these responsibilities to Senior Management, but he/she remains accountable.
- iii) The Council is responsible for monitoring the implementation of the resolutions.

5. COUNCIL MEMBERS' ACCESS TO EMPLOYEES AND THE ACADEMY'S INFORMATION

- 5.1 Council members shall have access to employees of the Academy, but such access should be arranged through the Executive Director.
- 5.2 The Council members will use their judgment to ensure that any such access does not disrupt the operations of the Academy.
- 5.3 The Council members are entitled to have access, through the Chairperson, to all information that they may need for the conduct of their business.
- 5.4 The Chairperson and the Executive Director may invite members of the Secretariat to make presentations at Council meetings in order to provide particular insights into certain aspects of Academy's business.
- 5.5 Discussions and records of Council meetings will remain confidential unless a specific direction is given from the Council to the contrary.
- 5.6 Council Members must personally take the necessary precautions to preserve the confidentiality of such information and Council matters and not divulge the same under any circumstances in line with the Confidentiality Policy contained in the Code of conduct and Ethics.

6. CODE OF CONDUCT FOR COUNCIL AND SUB-COMMITTEE MEMBERS

- 6.1 Members have a duty to act ethically at all times and in accordance with this Charter and in line with their fiduciary duty to act honestly and in the best interests of the Academy.
- 6.2 The Council shall therefore promote ethical conduct and sanction misconduct. Towards this end, the Council shall, at the appropriate time develop and adopt a Code of Conduct and Ethics ('the Code'), Whistle blowing, Confidentiality and Conflict of Interest and Gifts policies, and ensure that all Council members subscribe to the same. The Council shall review the Code and policies as necessary.

6.3 The Code of Conduct and Ethics is set out in **Appendix II**.

7. GOVERNANCE AUDIT

7.1 The Council shall every so often ensure that a governance audit of the Academy is undertaken regularly.

7.2 The purpose of the governance audit is to ensure that the Academy conforms to the highest standards of good governance.

8. TRANSPARENCY AND DISCLOSURE

8.1 The Council shall ensure effective, accurate, timely and transparent disclosure of pertinent information on the Academy's operations and performance as follows:

8.2 The Council shall ensure disclosure of the following in the Annual Reports:

- a) A statement on whether it has an Audit Committee, the members, their qualifications, independence and the mandate of such committee.
- b) Whether evaluation of the Council, the officials and the Executive Director has been undertaken.
- c) A statement on the Academy's vision, mission values and strategic objectives and how these influence Council and Management behaviour towards maximization of shareholder value.
- d) The level of compliance with Laws, Regulations and Standards.
- e) Any material departures from required compliance, the causes of non-compliance and the measures to address the non-compliance.
- f) Details of current Council and sub-Committee members including their qualifications, other Council membership and whether they are regarded as independent and if so, the criteria used to support the independence.
- g) The Academy's policy on conflict of interest.
- h) The Academy's environmental, social and governance policies and implementation thereof.
- i) The Management Discussion and Analysis, setting out:
 - Management 's assessment of the factors that affected the Academy's financial condition and results of operation over the period covered by the financial statements; and
 - Known trends that are reasonably likely to have a material effect on the Academy 's financial condition and results of operations in the future.
- j) The governance structure including the composition and size of the Council, the sub-Committees of the Council, Management and their mandate.
- q) A statement on compliance with good corporate governance. The statement should indicate aspects of the Code which have not been applied, the reasons thereof, indicative timelines

and proposed strategies towards application.

r) The Academy's Whistle Blowing Policy.

8.3 The Council shall disclose in the financial statements:

- a) That it has complied with the International Financial Reporting Standards in preparing the financial statements;
- b) Any deviation from financial policies;
- c) That the Academy is a going concern based on the Triple Bottom Line concept;
- d) Disclose to stakeholders the major sources of revenue and items of expenditure; and

8.4 The Council shall disclose on the Academy's website:

- a) The Code of Ethics and Conduct of the Academy;
- b) The policy of the Academy on conflict of interest and gifts;
- c) The policy of the Academy on whistle blowing;
- d) The extent to which the above policies have been effective in tackling unethical behavior within the Academy;
- e) The Academy's policy on corporate social responsibility and investment.

9. ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROLS

9.1 The Council shall ensure that the Academy has adequate systems and processes of accountability, risk management and internal controls to ensure that financial statements are prepared accurately and in a timely manner, effective processes and systems of risk management and internal controls are in place and the procurement process is cost-effective and delivers value for money for the Academy.

9.2 In this regard:

- a) The Council shall establish and implement a process to provide reasonable assurance regarding the reliability of financial reporting and compliance with applicable laws and regulations so as to achieve the objectives and long-term goals of the Academy.
- b) The Council shall also ensure the identification of real or potential events that may negatively impact the Academy's ability to achieve its objectives and develop a framework for managing these events.
- c) The Council shall also ensure that the external audit of the financial statements is completed and submitted to the requisite authorities within timeliness stipulated in any law or government policies.
- d) In addition, the Council shall ensure the establishment of a sub-Committee responsible for audit and which shall oversee the internal audit function and the external audit.

- e) The Council shall ensure that the procurement process is cost-effective and that it delivers value for money for the Academy. In this regard, the Council shall establish a procurement policy that promotes sustainability, high ethical standards and best practice.
- f) The Council recognizes the importance of the use of Information Communication Technology (“ICT”) tools to and shall leverage its use to conduct business and interact with stakeholders and in monitoring the performance of the Academy. The Council shall establish an ICT policy that promotes the use of ICT.

10. CONFLICT OF INTEREST

Council members must avoid conflicts of interest between their private activities and their part in the conduct of the business of the Academy as specifically provided in the Code of conduct and Ethics.

11. STAKEHOLDER RELATIONSHIPS

The Council shall manage stakeholder relationships in a proactive manner to ensure the realization of the legitimate interests and expectations of stakeholders and the achievement of corporate objectives.

12. CORPORATE CITIZENSHIP

The Council shall foster a corporate culture that promotes ethical practices and ensure good corporate citizenship and corporate social responsibility and investment.

13. COMMON SEAL OF THE ACADEMY

The common seal of the Academy shall be kept as directed by the Council and only used as may be directed by the Council. The Common seal of the Academy shall be authenticated by the signature of the Executive Director and the Chairperson of the Council or any other officer authorized by the Council.

14. DISPUTE RESOLUTION

The Council shall ensure that effective dispute resolution mechanisms are in place and that disputes with and among stakeholders are resolved effectively, efficiently and expeditiously. The Council shall also take reasonable steps to encourage stakeholders to solve their disputes through Alternative Dispute Resolution mechanisms.

15. COMPLIANCE WITH LAWS AND REGULATIONS

15.1 The Academy shall conduct its business affairs in full compliance with all applicable laws, rules and regulations. This includes compliance with the Constitution, all applicable laws and regulations and in line with accepted national and international standards, as well as, the internal policies of the Academy. In this regard, the Council shall ensure that laws, rules, regulations, codes and

standards, which are applicable to the Academy are identified, documented and observed.

15.2 The Council shall ensure that a legal compliance audit is carried out regularly, with the objective of establishing the level of adherence to applicable laws, rules, regulations and standards.

16. REVIEW OF THE CHARTER

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

This Council Charter is Effective from _____ day of _____

Signed: _____
Chairperson

APPENDIX I: SUB-COMMITTEES OF THE COUNCIL AND TERMS OF REFERENCE

The following are the current Sub-Committees of the Council. The Council may review the structure, Terms of Reference and composition of its Sub-Committees as often as it deems fit.

1. The Finance, Risk, Audit and Compliance sub-Committee
2. The Governance and Nominations sub-Committee
3. Programmes sub-committee

APPENDIX II: CODE OF CONDUCT AND ETHICS

APPENDIX III: LETTER OF APPOINTMENT AND SUB-COMMITTEES TERMS OF ENGAGEMENT