

The Jomo Kenyatta Foundation

CODE OF CONDUCT AND ETHICS/ INTEGRITY MANUAL

(Reviewed September 2016)

JKFIAM/COCE/CS/003



THE JOMO KENYATTA FOUNDATION

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INTRODUCTION

In exercise of the powers conferred on the Board by section 5 (1) of The Public Officer Ethics Act, 2003 and in line with the Company's Corruption Prevention Policy and in particular, the Board's commitment to zero tolerance towards Corruption, The Jomo Kenyatta Foundation Board of Directors hereby issues this Code of Conduct and Ethics/Integrity Assurance Manual.

In establishing this specific code, The JKF Board of Directors is acting as the responsible commission under section 3 subsection 2 and section 4 of the Act and is exercising delegated authority on behalf of the Public Service Commission of Kenya (PSCK)

PREAMBLE

The code has been developed and issued as part of the Company's instruments for promoting the National Values and Principles of Governance as enshrined in Article 10 (2) of the Constitution of Kenya & JKF's core values namely; Professionalism, Integrity, Fairness, Teamwork, Innovativeness and Accountability.

Article 10(1) of the Constitution of Kenya states that National Values and Principles of Governance in this Article bind state organs, state officers, public officers and all persons whenever any of them:

- a) Applies or interprets the Constitution
- b) Enacts, applies or interprets any law, makes or implements public policy.

Article 73 of the Constitution places emphasis on public trust, honour and dignity of public officers; while Article 232 reinforces personal integrity, values and principles of public service and provides for efficiency, effectiveness and economic use of resources. In addition to the above values, by coming up with and resolving to mainstream integrity and anti-corruption measures in the Company's operations, plans and activities, the JKF Board is expressing its commitment to the National Values and Principles of Governance on good governance, integrity, transparency and accountability as well as the Organization's principles on good accountability and transparency.

PURPOSE

This Code of Conduct and Ethics/Integrity Manual sets out the Company's Corruption Prevention/Integrity Assurance Policy, the applicable legal framework, the core corporate values and standards of ethical conduct expected of directors and staff of the Company as well as the procedures for dealing with any breaches of the Code.

APPLICATION

The Code shall apply to all directors and employees of the Company.

CHARACTER OF THE CODE

The code is essentially an agreement between the The Jomo Kenyatta Foundation as an employer on the one part and each individual director and employee of the Company.

It sets out standards of behaviour expected from each member, the responsible and authorized organs and procedure for dealing with any suspected breach of those standards, the penalties for breaches and measures for protecting members and staff that provide information in form of complaints, whistle blowing and evidence of corrupt activities in the Company.

Each director and employee subscribes to and undertakes to uphold the code.

By signing the agreement, a member effectively pledges to uphold the agreed standards.

CONTENT OF THE CODE

The provisions of this code are a product of thorough research and consultations with other key stakeholders otherwise known as behavioral change agents in the Republic of Kenya including the Board and staff of the Company and the Ethics and Anti-Corruption Commission (EACC).

As required by the Law, the provisions of the General Code of Conduct and Ethics under Part III of the Public Officer Ethics Act, 2003 have been incorporated and form part and parcel of this Code. In case of any gap in the specific Code, the general Code shall apply.

The provisions of this Code are an agreed policy instrument that seeks to establish a set of shared corporate values and standards of behaviour in furtherance of the culture of individual and corporate integrity in line with the Company's mission and vision. The culture embraces key governance values such as honesty, transparency, accountability, fairness and diligence.

The Code spells out the standards, demands compliance and provides for penalties for breach of the Code by members.

This Code is in addition to any other Company policies that regulate the conduct of directors and staff of the Company.

LEGAL BASIS OF THE CODE

The Code has been issued by The Board pursuant to the provisions of section 5 (1) of The Public Officer Ethics Act, 2003.

In terms of content, the Code draws from the said Act as well as other pieces of legislation including, The Constitution of Kenya 2010, The Ethics & Anti-Corruption Act, 2011, The Employment Act, 2007, The Mwongozo Code of Governance for State Corporations, The Official Secrets Act, Cap 187, The State Corporations Act, Cap 446, The Public Procurement and Disposal Act, 2005, The Public Procurement and Disposal Regulations, 2006, Leadership & Integrity Act 2012, Public Procurement Regulations 2016, Witness Protection Act, Proceeds of Crime & Anti Money Laundering Prevention of Corruption Act (Repealed), Corruption and Economics Act 2003 (Repealed), The African Union Convention on Preventing & Combating Corruption and The UN Convention Against Corruption.

AIM OF THE CODE

The code will serve as a tool for improving quality of corporate governance at the Foundation by inculcating a culture of integrity.

OBJECTIVES OF THE CODE

1. Encourage transparency and accountability on the part of JKF directors, staff and customers in dealing with each other.
2. Promote personal and group integrity among members of the Foundation.
3. Protect the Company from any risky or prejudicial conduct on the part of directors, staff and customers by defining inappropriate behaviour on the part of Company officials and prescribing penal consequences therefor.
4. Improve corporate systems and procedures in the conduct of Company affairs including recruitment, induction, assessment, training and development.
5. Serve as one of the tools of inculcating and nurturing integrity as a corporate culture.
6. Provide guidance for individual members in resolving any real or potential conflicts of interest that may arise in their discharge of corporate functions.
7. Shield members against adverse action or victimisation for providing any information to the Company's Integrity Assurance /Corruption Prevention Committee or relevant Government agencies mandated to promote integrity in the discharge of Public duties and fight against corruption.

PART I : PRELIMINARIES

CITATION

1. This Code may be cited as The Jomo Kenyatta Foundation Integrity Assurance Manual/Code of Conduct and Ethics.

DEFINITION OF TERMS

2. Unless the context otherwise so requires, in this Code:-
“**Act, The Act**” refers to The Public Officer Ethics Act, 2003, Rules made thereunder and any amendments thereto.

“**Authorized Officer**” means the Managing Director/Chief Executive Officer of the Foundation and includes any officer appointed by the Board to act as Managing Director/Chief Executive Officer.

“**Benefit**” means any gift, loan, fee, reward, appointment, service, favour, forbearance, promise or other consideration or advantage.

“**Board**” means The Jomo Kenyatta Foundation Board of Directors and includes any other body, by whatever name called, duly constituted and empowered to carry out the functions relating to the overall direction and management of the Company.

“**Bribe**” means any corruptly solicited, given or received monetary or non-monetary inducement or reward for the facilitation of or in return for some help or favour from the solicitor or recipient.

“Code of Conduct and Ethics” refers to the provisions of this specific Code, the General Code of Conduct and Ethics contained in part III of the Public Officer Ethics Act, 2003 whose provisions are incorporated in this Code and amendments that may be made thereto from time to time.

In a nutshell, this Code is a set of rules that set expected standards of behaviour, penalties for breach of the Code and mechanisms/procedures for enforcing the code.

“Chief Executive Officer” means the person duly appointed and employed as such by the Board pursuant to the Articles of the Company, relevant policies and and the Law, and includes the person for the time being exercising the executive powers of the Company notwithstanding the title the officer bears. Such titles include Managing Director, Executive Director, Chief Executive. General Manager or Director-General.

“Commission” refers to the Ethics & Anti-Corruption Commission established under section 3 of The Ethics & Anti-Corruption Act, 2011.

“Company” means The Jomo Kenyatta Foundation (JKF) or its successor in title. The term Company, The Foundation and The Jomo Kenyatta Foundation shall be construed to mean and refer to the same entity herein also known as the Employer.

“Conflict of Interest” a situation in which the impartiality of a director or officer of the Company in discharging his official duties could be at risk of compromise or be put in doubt due to potential, perceived or real self-interest of a financial or non-financial nature. In such a situation, the member is under obligation to disclose the interest to the Chairman or Managing Director for direction. As a rule of law and good corporate governance, every director or employee should always act in the best interests of the Company.

“Corruption” means misuse of public power, office, authority and/or public resources for private gain or abuse of power for personal gain or for the benefit of a group to which one belongs or owes allegiance. Corruption is both a crime and a social vice and could be due to peer and social pressure, greed, systemic weaknesses, legal weaknesses and loopholes, opportunity, unfair labour practices, rationalization of crime, erosion of business ethics and decay of social norms.

“Corrupt Conduct” any conduct that adversely affects or has potential to prejudice either directly or indirectly, the exercise of official powers in the discharge of official functions.

“Core Values” refers to shared and approved standards of behaviour that underpin the corporate culture of The Jomo Kenyatta Foundation and the Public Service in general. The values are: Professionalism, Integrity, Fairness, Teamwork, Diligence, Honesty, Openness/Transparency, Selflessness, Leadership, Objectivity and Accountability.

“Director” means a person duly appointed as Chairman of the Company or member of the Company’s Board and includes the Managing Director of the Company appointed by the Board as such Director, Chief Executive and Accounting officer of the Company.

“Disability” means a physical, sensory, mental or other impairment, including any visual, hearing, learning or physical incapability, which impacts adversely on a person’s social and economic participation.

“Disposal” means the divesture of Jomo Kenyatta Foundation assets, including intellectual and proprietary rights and goodwill and other rights by any lawful means including sale by public tender or public auction, transfer to another public entity with or without financial adjustment, destruction, dumping or burying, trade-in or any combination of those methods and shall in appropriate cases include rental, lease or franchising of Company assets.

“EACC” means the Ethics & Anti-Corruption Commission Act

“Employee” means any person employed for wages or a salary by The Jomo Kenyatta Foundation whether on casual, permanent, temporary or specific term contracts and includes an apprentice and indentured learner.

“Employer” means the Board of Directors or other governing Body of The Jomo Kenyatta Foundation.

“JKF” refers to the Company otherwise known as The Jomo Kenyatta Foundation, a private Company Limited by guarantee and having no share capital. The JKF was incorporated under The Companies Act, Cap 486, Laws of Kenya in 1966 under Certificate of incorporation No. 4/66 and whose core business is publishing and provision of scholarships. By reason of section 2 subsection (b) of The State Corporations Act, Cap 446, The JKF is a state Corporation and its directors and employees are public officers within the meaning of section 2 of The Public Officer Ethics Act, 2003.

“Policy” means the Corruption & Prevention Policy of the Company and other general guidelines issued by the Company from time to time for directing, controlling and ensuring individual and corporate accountability and transparency in the discharge of Company functions.

“Public Officer” has the meaning assigned to it under Article 260 of the Constitution, which means that a public officer is:

- a) any State Officer; or
- b) any person other than a State Officer, who holds a public office.

“Responsible Commission” In relation to public Officer, means the Commission determined under section 3 of the Public Officer Ethics Act 2003, to be the responsible Commission in relation to that public officer.

“Standards” are standards by which individual member and corporate conduct has to be measured by internal and external customers, competitors, the public and regulators. The standards are enshrined in the core values, various Company policies and the Law.

“Task” means such amount of work as can, in the opinion of an authorised officer, be performed by an employee in an ordinary working day.

All other legal or technical terminologies and phrases used herein for which the Code has no definition shall be interpreted and assigned meanings that they carry under the respective Acts of Parliament, Regulations, Government and Company Policies and similar instruments.

PART II: GENERAL LEADERSHIP & INTEGRITY CODE REQUIREMENTS

1. As a director or employee of The Jomo Kenyatta Foundation, I will abide by the provisions of Chapter 6 of the Constitution and shall respect and abide by the Constitution and the laws.
2. I will at all times uphold the mission and vision of the Company.
3. I will at all times in and out of The Foundation serve as a custodian and defender of the Company's vision of being an Enlightened and Empowered Society.
4. In the same breath, I will at all times serve as a custodian and defender of the Company's mission of Development of Customer-Focused Publications and Scholarship Provision.
5. In all my official dealings and interaction with colleagues, customers, the public and regulators I will not violate the rights and fundamental freedom of any person unless otherwise expressly provided for in law in accordance with Article 24 of the Constitution.
6. I will at all times take responsibility for the reasonable foreseeable consequences of any actions or omissions arising from the discharge of my duties.
7. I will carry out my duties of the office efficiently and honestly, in a transparent and accountable manner
8. I will maintain public confidence in the integrity of the office, treat others with courtesy and respect, maintain high standards of performance and level of professionalism, and observe and subscribe to ethical and professional requirements.

9. I will at all times in my speech, conduct or mode of dressing project a positive self and corporate image and inspire public confidence in my office and in the Corporation.
10. I will observe official working hours and not be absent without proper authorization or reasonable cause.
11. I will fully support and promote the Company's commitment to an open working atmosphere with a view to winning and nurturing public, customer, regulator, and stakeholder confidence.
12. I will at all times act in the best interests of the Company. In this regard, I undertake to declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises and submit to the judgment of the Board/Management and do as required regarding potential conflicts of interest. I will refrain from participating in any deliberations with respect to the matter.
13. I shall not use the office unlawfully or wrongfully to enrich self or any other person and/or wrongfully or unlawfully influence the acquisition of property.
14. I will not discriminate against any person, except as expressly provided for under the law.
15. I will not falsify any records or misrepresent information to the public.
16. JKF shall open and maintain a gift and conflict of interest registers.
17. I shall not accept or solicit gifts, hospitality or other benefits from a person who has an interest in dealings with my organization, with the intention of compromising my integrity, objectivity or impartiality.

18. I will declare any hospitality or gifts received to the Chair of the Board or the Managing Director as the case may be and abide by their directions on its beneficiary or disposal.
19. I shall not participate in tender for the supply of goods or services to a public entity in which I am serving or is otherwise similarly associated with.
20. I shall not participate in a public collection of funds in a way that reflects adversely on my integrity, impartiality or interferes with the performance of the official duties.
21. I shall at all times carry out my duties with impartiality, and objectivity in accordance with Articles 10, 27, 73(2)(b) and 232 of the Constitution and shall not practise favourism, nepotism, cronyism, religious bias or engage in corrupt or unethical practices.
22. I shall not participate in any other gainful employment while still serving on a full time basis at The JKF.
23. I shall not be influenced in the performance of my duties by plans or expectations for or offers of future employment or benefits.
24. I shall not sexually harass a member of the public, or a fellow public officer.
25. I will conduct my private affairs in a manner that maintains public confidence in the integrity of the office.
26. I shall not bully any person.
27. I undertake to protect the reputation of The JKF through my actions and words at all times. In this regard,
 - a) I undertake not to speak to the media or in a public forum in my official capacity as director, manager or employee of The JKF without the prior knowledge

- and approval in writing of the Chair of the Board (for directors) or the Managing Director (for all other staff).
- b) If without prior consent or authority, I have spoken as a director, manager or employee of The JKF to the media or in a public forum, I will promptly thereafter inform the Chair or Managing Director/Chief Executive Officer.
 - c) When I am speaking in my official JKF capacity, I will ensure my comments reflect current Company policy even when these do not agree with my personal views.
 - d) When speaking as a private citizen I will strive to uphold the reputation of the Company, its Board of Directors, Management and staff as well clients and service providers.
 - e) Whether speaking to the media, in private or public forum, I will respect Corporate, Board and individual confidentiality.
 - f) I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation and if necessary drawing the attention of the Board or Management to the same.
28. I will document all official expenses I incur and seek reimbursement according to official procedure, approved rates and the Law.
29. I will strive to embody the principles of good and responsible corporate leadership in all my actions and live up to the trust placed in me by the appointing authority, The JKF and the public.

30. I will abide by prevailing corporate governance procedures and practices.
31. I will strive to attend all Company meetings where I am required and give apologies ahead of time to the Chair if unable to attend.
32. I will study the agenda and other information sent me in good time prior to the meeting for informed debate and vote on agenda items during the meeting.
33. I will honour the authority of the Chair and respect his or her role as the meeting leader.
34. 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.
35. I will accept a majority Board vote on an issue as decisive and final.
36. I will maintain confidentiality about the proceedings of the Board, its committees, trusts, Management organs and similar fora and shall not disclose such proceedings to any third party except in furtherance of Company interests and with authority of the Chair of the Board or Managing Director in writing or at a meeting or under the compulsion or authority of the Law.
37. I will participate in induction, training, team building, charity walks or activities, and development activities for Board or staff members of The JKF according to the approved programme/calendar.
38. I will continually seek ways to improve the governance structures and practices of the Company.

39. In conducting any pre-interview assessment of applicants and as a member of any of the appointment panels of the Board or Management I will strive to identify and promote good staff for The JKF and appoint new ones on the basis of merit/competence.
40. I will support the Chair in his/her efforts to improve his/her leadership skills.
41. I will support the CEO in his/her executive role and, with my fellow Board members, seek development opportunities for him/her.
42. In case I encounter anything, situation or action that adversely affects my standing as Board or staff member of the Company, I will promptly notify the Chair or the Managing Director of the same and seek their direction.
43. I will at all times endeavour to live within my means and at no time will I incur any liability with no intentions of settling it or neglect to settle any of my lawful liabilities including rent and utility bills.
44. I will pay all my lawful taxes on all my taxable income and file appropriate annual tax returns on due dates.
45. I will not take nor carry out any improper or other instructions that contravene any Law, Company Policy, the relevant professional code of ethics, or this Code of Conduct and Ethics and if faced with such instructions, I will promptly report the matter to the Chair of the Board or the authorised officer for appropriate direction.
46. Should I decide to resign from the membership of the Board or the service of the Company, I will inform the Chair or the Managing Director, as the case may be, in advance

and in writing, stating my reasons for resigning and where appropriate and possible giving due notice or payment in lieu.

47. Upon my resignation from the Board/Company or on expiry of my tenure as Board or staff member, I will participate in an exit interview organised by the Company's Board or Management, account for all Company property entrusted to me and clear any liabilities prior to departure or so soon after departure.
48. While a director or employee of The JKF, I will not offer myself as a candidate or accept any nomination as a candidate in any presidential, parliamentary or local authority elections.
49. I will not hold or accept to hold any political office concurrent with my position as director or employee of the Company.
50. I will not actively take part in or openly support any political activity, cause, party or movement while still holding my official position at the Company.
51. In the discharge of my official duties and in my public utterances, I will not manifest or express my political opinions, affiliation or leanings nor will I show any partiality in service to any person or organisation due to political influence or opinions.
52. Except in furtherance of my official duties and within the legally permitted scope, I shall not make any unauthorised disclosures to any person or comments in a public forum including mass media that may be in breach or be construed to be in breach of any professional confidentiality on account of any matter that I may have been involved in in my professional capacity.

53. In the discharge of my duties, I shall at all times display honesty, sense of purpose, commitment and apply the competence that I possess for the good of the Company.
54. In my official conduct, I shall be courteous and customer-friendly and shall provide correct and adequate information and be ready to be held accountable for my actions.
55. I shall not use my official position or the name of the Company or any of its officials or that of any person or organization to solicit for or receive a bribe, or any other form of inducement as a condition for or reward for the due performance of my official duty.
56. I shall not destroy, falsify, conceal or steal any Company records whether stored in manual or electronic files nor shall I conspire with, support or permit any other person to do any of the aforementioned prohibited actions.
57. I shall at all times take good care and make responsible use of Company assets and resources entrusted to me for official business either in my individual capacity, as a member of a team or to all staff generally. The assets include but are not limited to plant, machinery, furniture, vehicles, premises, money, stocks, security documents, documents of title, communication equipment and official time.
58. I shall abide by the Law and Company policies and by my actions, words and general conduct actively promote a healthy, conducive and safe working environment at all times. To this end, I undertake to use and promote the use of any personal protective devices, gear or equipment and as well comply with relevant manuals in my discharge of official duties. In addition, I subscribe to the policy of

treating colleagues, customers and other persons dealing with the Company with dignity, fairness and impartiality and without any form of discrimination or harassment on any grounds including gender, age, social status, educational or professional qualifications, creed, ethnic background, race, physical frame, political orientation or sexual orientation.

59. I shall at all times be considerate to my colleagues, customers and foster the spirit of teamwork.
60. I shall not take credit for a group achievement nor deny any eligible person or group of persons such credit.
61. I will not interfere with any Company records, systems or operating manuals whether stored in manual or electronic form nor hack into any electronic data systems and records or corrupt or create loopholes for corruption of the data by any other person(s) whether known or unknown to me and by whatever means of interference or corruption including removal of parts or infection of electronic data with viruses.
62. I will be ready and willing to take part in any seminars, training or activity that promotes individual or corporate integrity and share the knowledge learnt with fellow directors/staff for corporate capacity development.
63. Subject to any lawful restraints including trade secrets Law and The Law relating to Official Secrets and Intellectual Property, in my official and/or professional capacity, I undertake to render honest and impartial advice as well as accurate information to the public, regulators, stakeholders, directors and officers of the Company. Any advice and information shall be honest and free of any material misstatements.

64. I shall at all times be patriotic not only to the Company but also to my nation and the Republic of Kenya and to this end I undertake to avoid getting involved in any activity, plan or arrangement either by myself or in collaboration with other persons, organizations and even nations both locally and abroad that could compromise or endanger national security and welfare and interests of the people of Kenya.
65. I understand that breach of any part of this Code may result in my removal from the Board or disciplinary proceedings and action at the instance of the appointing authority and/or Management and that in case the breach amounts to a crime, or civil wrong, criminal or civil proceedings may be brought against me according to the relevant Law.
66. Breaches of the Code will be dealt with in accordance with the provisions of the Company's Corruption & Prevention Policy, the Terms and Conditions of Employment of the Company, the terms of any Service/Employment Contract or the general Law.
67. If a public officer considers that anything required of him is a contravention of the Code of Conduct and Ethics or is otherwise improper or unethical, he shall report the matter to an authorized officer.
68. A public officer shall once every two years submit to the responsible commission for the public officer a declaration of the income, assets and liabilities of himself, his spouses and his independent children under the age of 18 years.
69. JKF shall open and maintain a gift and conflict of interest registers

PART III: EFFECTIVE DATE:

This specific Code of Conduct/Integrity Manual, the General Code and the annexed subscription form which is part of the specific Code/Integrity Manual has been revised and enforced on the 20th day of September 2016.



SIGNED:

MANAGING DIRECTOR/SECRETARY TO THE BOARD

PART IV: FORM FOR INDIVIDUAL

SUBSCRIPTION TO THE POLICY

I.....of Personal File (PF)
No. and National Identity Card No.
confirm that I have read and understood the Integrity Assurance
Manual/Code of Conduct for The Jomo Kenyatta Foundation, and
hereby commit to abide by the provisions of the Code

Signed this.....day of20.....

Signature.....

WITNESS

In the presence of the duly authorized officer of the Company

(Full Name).....

Personal Number.....

(Designation).....

(Signature).....Date.....

Circulation:

Original: To Member's confidential file.

Copy 1: To Member

Copy 2: To Corruption Prevention Committee Confidential file