



AECF WHISTLE BLOWING POLICY

AECF.2017.06.001

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1. Purpose

- 1.1 This policy is intended to facilitate the smooth functioning of the organization in an open, transparent and fair manner by providing protection to individuals who report misconduct, by encouraging them to raise concerns rather than overlook them due to fear of retaliation.
- 1.2 This will enable the organization to investigate misconduct that might otherwise go unaddressed and take appropriate steps to deal with it.
- 1.3 The Policy is designed as a control to safeguard the integrity of AECF, its operational activities and to support compliance with legal and ethical requirements.
- 1.4 The implementation of the Policy is guided by the following general principles:
 - 1.4.1 all persons require accessible, confidential and reliable channels to report wrongdoing or suspected wrongdoing and robust protection from all forms of retaliation;
 - 1.4.2 a strong disclosure mechanism will promote reforms to correct policy or procedural inadequacies and prevent future wrongdoing; and
 - 1.4.3 the communication of the availability of the whistle-blowing mechanism is critical to the effectiveness of the Policy.

2. Scope

- 2.1 This policy applies to any individual associated with the organization, regardless of their position, type of association, or location. Any individual who has observed misconduct has an obligation to report it through the relevant communication channels.
- 2.2 This policy supplements AECF's Code of Business Conducts & Ethics, and Disciplinary and grievance procedures described in the Human Resources (HR) Policies Manual.
- 2.3 Regardless of their level, type of employment or location, AECF employees are encouraged to report concerns or complaints regarding misconduct by AECF Board members, management, staff or investees if the action(s):
 - 2.3.1 Is a breach of, or failure to implement, or comply with, the organization's governing rules, procedures, policies, or established standards of practice e.g. accounting; procurement; grants making; human resources;
 - 2.3.2 Is illegal or unlawful conduct (e.g. fraud);
 - 2.3.3 Is unethical or inconsistent with the standards the organization subscribes to;
 - 2.3.4 Is, or will result, in as waste of AECF resources or pose a risk to the organization's reputation and integrity;
 - 2.3.5 Represents an ethical violation;
 - 2.3.6 Are dangerous practices likely to cause physical harm or damage to a person or to property;
 - 2.3.7 Is abuse of power or authority for any unauthorized or ulterior purpose;

- 2.3.8 Represents a conflict of interest;
- 2.3.9 Is an attempt to cover up any of the above types of actions.
- 2.4 Similarly, AECF encourages its vendors, contractors, consultants and investees to report concerns or complaints they believe attain any of the examples outlined above.
- 2.5 Incidents that DO NOT amount to reportable incidents under this policy are:
 - 2.5.1 staff complaints about management decisions on recruitment, internal employment/ deployment, promotions, incentive sharing and other job-related issues which are covered under the HR policy, unless where a staff member has reason to believe that a decision was made out of a reportable incident;
 - 2.5.2 complaints about a supervisor, subordinates or fellow colleague in matters related to job responsibilities, on the job relationship and others matters of a private nature, unless where such complaint arises out of a reportable incident; and
 - 2.5.3 all other matters for which there exists a specific complaints procedure policy.

3. Maintenance & Ownership

- 3.1 The responsibility for the continuous maintenance and ownership of this policy document lies with the Legal Department. This document will be subject to review at least once every 2 years.

4. Exceptions to policy

- 4.1 Policy deviation shall not be acceptable unless a department cannot implement the provisions of a policy as approved by the Board of Directors due to changes in local laws and regulatory environment or where the risk the policy was put in place to manage no longer exists. In such a case, the department should raise an addendum to change the policy.
- 4.2 Exception(s) to this policy must be approved by the Chief Executive Officer or his designate and if of material nature, the Board of Directors must ratify such changes.

5. Policy statement

5.1 Roles & Responsibilities

- 5.1.1 **Chair, Board Audit, Finance and Risk Committee (AFRC)** – is the sponsor of this policy and shall oversee the whistleblowing process. The Chairman, BAFRC shall receive the investigative report and approve recommendations from the investigation process.
- 5.1.2 **Supervisors and Heads of Departments** – will respond appropriately to concerns raised by staff members considering the process set out in this policy. Managers are responsible for encouraging staff to speak up freely, and ensuring staff understand the contribution this makes to AECF.

5.1.3 **Employees** – It is the responsibility of all employees to raise any concerns they have about work: If in doubt – raise it. All employees are encouraged to raise concerns internally using the channels outlined in this policy.

5.1.4 **Head of Internal Audit** – will objectively and independently coordinate an investigation into a whistle blowing report and will provide a summary to the Chief Executive Officer (CEO) and Chairman of BARC as outlined in the investigation’s guidelines embedded in the Internal Audit Manual.

5.1.5 **Whistleblower Services** – Reports generated by the Whistleblower service provider will be shared directly with the Chair, AFRC and Head of Internal Audit. Proposed actions will be approved by the Chair, AFRC.

5.2 Reporting Channels

5.2.1 Reporting may be done through any of the channels below:

- To immediate supervisor who shall escalate the matter to the CEO
- Through the whistleblowing channels (whistleblowing portal on the AECF website www.tip-offs.com; email address aecf@tip-offs.com; International number +27 315 715307 and toll-free numbers 0800 722 626 for Kenya and 800780026 for Tanzania)

5.2.2 Any party may make a written submission to the Chair, BAFRC if he/she:

- has grounds to believe that he/she will be subjected to retaliation by the persons he/she should report to under the established internal mechanism; or
- considers it likely that evidence relating to the misconduct will be concealed or destroyed if it is reported under the internal mechanism; or
- has previously reported the same information through the established internal mechanism and believes the organization failed to take appropriate action within a reasonable period of time.

5.2.3 It is strongly recommended that individuals identify themselves when reporting their concerns because this facilitates the investigation of the matter being raised. They may, however, choose to remain anonymous. Anonymous reports, however, will require careful scrutiny as to whether or not they merit further action or escalation based on the evidence presented by the report and the seriousness of any allegation.

5.3 Investigations

5.3.1 The Head of Internal Audit shall be the point of reference for all investigations. The Chair, AFRC may appoint a different party (firm or individual) as the point of reference depending on the nature and type of investigation. The appropriate investigation team will be selected based on objectivity, subject-matter expertise or bandwidth. Senior Management may take action during or after an investigation.

5.3.2 Investigations shall be guided by the nature of the incident. The detailed investigations guideline is embedded in the Audit Manual.

5.3.3 The Head of Internal Audit shall keep the different stakeholders apprised of the progress of the investigations.

5.3.4 A donor may be invited to participate in the investigation process where the respective funding agreement so requires.

5.4 **Feedback to the whistleblower**

5.4.1 AECF recognizes the right of the whistleblower to receive confirmation that the matter has been received and properly addressed. Therefore, he/she will be given as much feedback as is appropriate under the circumstances, and subject to legal constraints, will be informed of the outcome of the process.

5.5 **Protection against retaliation**

5.5.1 In making their reports in good faith, individuals are discharging their duty to protect and serve the Organization. AECF will therefore respect, protect and keep confidential the identity of individuals who make such reports, and shall ensure that there is no retaliation against them. Breaches in this regard will be treated as serious violations and will be subject to disciplinary provisions.

5.5.2 If a situation arises where the matter cannot be resolved without revealing the whistleblower's identity, the organization will first discuss with him/her whether, and how best to proceed.

5.6 **Actions NOT protected under the policy**

5.6.1 Where a whistleblower makes a report under this policy in good faith, reasonably believed to be true, there will be no action taken against him/her should the disclosure turn out to be inaccurate. Good faith shall be deemed lacking when the whistleblower does not have personal knowledge of a factual basis for the report or where he/she knew or reasonably should have known that the report is malicious, false, or frivolous. The organization will regard the making of any deliberately false or malicious allegations as misconduct, which may result in disciplinary action.

5.6.2 If a whistleblower has any personal interest in the matter, he/she must make this clear at the time the alleged misconduct is reported. The act of whistle-blowing will not shield whistleblowers from the reasonable consequences flowing from any involvement in misconduct. An individual's liability for his/her own conduct is not affected by his/her disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

6. **References**

6.1 The Whistleblower Policy should be read in conjunction with:

6.1.1 The Code of Business Conduct and Ethics

6.1.2 Internal Audit Manual

- 6.1.3 Human Resource Policy
- 6.1.4 Enterprise Risk Manual