

BRIDGE AFRICA INSTITUTE

# Code of Ethics and Conduct Policy



Slogan: “Connecting Communities. Empowering Futures”

First adopted in Buea, Cameroon, June xx, 2025.

**00010/BAI/BOD/Chairperson/06/2025**

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## A MESSAGE FROM THE BOARD OF BRIDGE AFRICA INSTITUTE

We are proud to be associated with Bridge Africa Institute (BAI), a transformative, evidence-driven nonprofit organization dedicated to promoting inclusive economic development, the respect for human rights and the rule of law, accountable governance, peace, and security across the African continent. At the heart of our vision lies a commitment to empowering communities, amplifying marginalized voices, and building a resilient, prosperous Africa.

Bridge Africa Institute has been entrusted with a noble and urgent mission - one that requires us to earn and uphold the highest level of public trust. In every action and every decision,

*We must remain worthy of the confidence placed in us by communities, partners, and stakeholders.*

To help us fulfil this responsibility, we have established the Code of Ethics and Conduct. It is not merely a set of standards, but a reflection of our institutional integrity. It calls upon each of us to act with honesty, fairness, and a profound sense of duty to the people and communities we serve. The Code invites us to place service above self and to commit to excellence in all our pursuits. It applies to every individual connected with our work - staff, board members, partners, and collaborators.

This Code defines our shared expectations and reinforces the values that guide our operating culture: integrity, equity, respect for diversity, collaboration, innovation, empowerment and commitment. It was developed through a participatory process that engaged the voices of our staff, board, beneficiaries, research collaborators, and grassroots partners. To all who contributed to this effort, we extend our deepest gratitude.

Recognizing that no policy can address every ethical question, Bridge Africa Institute will appoint an Ethics and Compliance Officer and establishes an internal Ethics Review Mechanism. These structures ensure clarity, accountability, and consistency in our ethical engagement. If you are ever uncertain about whether a course of action is appropriate, we encourage you to speak with your supervisor or reach out to our Ethics Officer.

This Code of Ethics and Conduct is more than a document - it is a covenant of trust. It is what allows us to serve with legitimacy and confidence. It ensures that the transformational work we do - across rural communities, cities, and institutions - reflects not only what we believe, but who we are.

Let us embrace the spirit and substance of this Code in our work and conduct. Together, we can advance the mission of Bridge Africa Institute and build the Africa we envision: just, inclusive, and thriving.

### **Board of Directors**

Bridge Africa Institute

June 2025

## GENERAL PROVISIONS

The Code of Ethics and Conduct of Bridge Africa Institute (BAI) sets out the guiding ethical and professional standards expected of all individuals and entities affiliated with the Institute. These standards are grounded in BAI's foundational commitment to transformative, inclusive development and evidence-based engagement across economic development, human rights and the rule of law, accountable governance, peace and security. It reflects our institutional conviction that ethics are not merely procedural, but instrumental in building trust, legitimacy, and transformative impact.

The present Code of Ethics and Conduct (hereinafter referred to as the "Code") serves as the moral compass that guides professional and personal behaviours throughout the Institute's operations, both internally and externally. Its purpose is to provide support and guidance for appropriate, ethical behaviour as well as to hold permanent and temporary staff members accountable for any lapses in behaviour.

## APPLICABILITY

This Code applies to all BAI employees, volunteers, consultants, contractors, partners, board members, and affiliates - irrespective of their level, duration of the Association, and location. Compliance is mandatory for individuals across all units, field offices, programme teams, and governance structures. Each stakeholder is accountable for upholding this Code and shall be held responsible for ethical breaches arising from their acts or omissions. The Code shall continue to apply, where specified, to former employees.

Compliance with this Code is a condition of membership. All members shall adhere to the ethical standards as referenced in the Membership Conditions Policy approved by the General Assembly.

## IMPLEMENTATION

The successful implementation of this Code is a shared responsibility across the Association and must integrate with Bridge Africa Institute's Contingency, Risk and Mitigation Plans. All individuals are expected to align ethical conduct with pre-identified risk protocols and seek guidance on reputational or operational risk from the Ethics and Compliance Office across the Association. All permanent and temporary staff members undertake the commitment to follow the guidance and obligations that this Code sets forth when they join the Association, and reaffirm it annually by certifying compliance with the Code and participating in ethics training. Every permanent and temporary staff member is responsible for reading, understanding and adhering to commitments under this Code. The Ethics and Compliance Office, under the direction of the Chief Executive Officer and oversight of the Board of Directors, shall serve as the central authority in coordinating awareness campaigns, delivering training, investigating misconduct, and enforcing disciplinary actions. Staff are expected to consult the Ethics Officer on ambiguous ethical situations and disclose any ethical risks or conflicts that may arise in the course of their work.

Staff and Board members shall proactively prevent ethical breaches that could result in reputational, operational, or financial risks, and must adhere to contingency protocols outlined in the Risk Management Plan.

## VISION AND MISSION

BAI's vision is to contribute to championing sustainable and inclusive growth and development through a community-based approach underpinned by the respect of human rights and the rule of law, good governance, peace and security, and a clean and safe environment.

Our mission is to advance growth and prosperity through the promotion of economic development; human rights, accountable governance, peace and security in Africa by providing evidence-based policy recommendations through rigorous research, empowering stakeholders to make informed decisions that drive sustainable economic growth, safeguard individual freedoms, enhance accountability in governance, and empowering communities to build for sustainable and transformative change.

## KEY PRINCIPLES

The Institute operates on a set of seven overarching core principles including market principles, civil liberties, democratic governance, peace and security, evidence-based action, collaboration and, clean and safe environment. These principles inform all decision-making, programme design, policy engagement, and organizational behaviour. When a specific core standard does not address a particular circumstance or question you may have, or when you may be unable to seek guidance from your manager or the ethics officer, you are asked to view the issue through the lens of the following seven key principles:

### ***A Commitment to Market Principles***

Bridge Africa Institute embraces market principles as a catalyst for sustainable and inclusive development. Our commitment to entrepreneurship, innovation, and private sector participation is grounded in the belief that open, fair, and transparent markets are vital to unlocking the potential of individuals and communities. We view market systems not merely as economic mechanisms, but as vehicles for dignity, opportunity, resilience and sustainable growth. By promoting local enterprise, equitable access to resources, and sound regulatory frameworks, we foster environments where innovation thrives and shared prosperity becomes attainable.

### ***A Commitment to Civil Liberties***

At Bridge Africa Institute, civil liberties are not optional ideals - they are foundational guarantees. Our work affirms the inalienable rights of individuals to express themselves freely, participate in decision-making, assemble peacefully, and live without fear of discrimination or repression. We believe that development must be rooted in freedom, and that protecting civil liberties is essential to safeguarding human dignity, individual freedoms, and the rule of law. Our programs champion these liberties by amplifying marginalized voices, strengthening civic space, and challenging systemic barriers to inclusion.

### ***A Commitment to Democratic Governance***

We hold fast to the principle that governance must be accountable, transparent, and participatory. Bridge Africa Institute works to strengthen democratic institutions and empower citizens to hold their leaders to account. We promote the rule of law, transparency, electoral integrity, access to justice, citizen participation in policymaking, and responsive public service delivery. This commitment extends to our own governance practices, where we model the same openness, inclusiveness, and responsiveness that we advocate for externally. Democracy is not just a system we support - it is a standard we live by.

### ***A Commitment to Peace and Security***

Without peace, there can be no development. Without security, there can be no freedom. At Bridge Africa Institute, we commit to addressing the root causes of conflict, fragility, and insecurity. We work to foster social cohesion, prevent violence, and rebuild trust in institutions. Our peacebuilding approach is local, inclusive, and grounded in dialogue and reconciliation. From rural borderlands to urban neighbourhoods, we support community-led efforts to resolve disputes, restore stability, and promote healing through research, dialogue, and capacity building. Peace and security are not the end of development - they are its foundation.

### ***A Commitment to Evidence-based Action***

We believe that effective solutions begin with a clear understanding of the problem. Evidence is the backbone of our interventions. Our commitment to data, research, and continuous learning ensures that our policies, programs, and advocacy are both credible and impactful, to inform policies and programs. We engage in rigorous analysis, value local knowledge, and uphold the highest standards of intellectual integrity. Evidence-based action allows us to course-correct, scale what works, and ensure that every effort we make contributes meaningfully to our mission.

### ***A Commitment to Collaboration***

We recognize that no single actor can solve Africa's complex development challenges alone. Bridge Africa Institute is built on the principle of partnership - across sectors, borders, and communities. We collaborate with diverse stakeholders including governments, civil society, academia, donors, and the private sector to maximize impact. We value dialogue over directives, co-creation over competition, and solidarity over silos. Collaboration is not just how we work - it is how we lead transformation that lasts.

### ***A Commitment to Clean and Safe Environment***

Environmental sustainability is integral to our vision of a just and thriving Africa. We are committed to protecting natural ecosystems, promoting climate resilience, and reducing environmental harm in all our operations. We integrate environmental stewardship into every initiative - from sustainable livelihoods, pollution reduction to climate resilience - ensuring that progress today does not come at the expense of future generations. A clean and safe environment is not a secondary goal; it is essential to the health, dignity, and survival of communities and ecosystem across Africa.

## CORE VALUES

The ethical foundation of Bridge Africa Institute is guided by the following values:

1. **Integrity:** Upholding institutional honesty and accountability in all processes.
2. **Equity:** Championing fair treatment and opportunities for all by ensuring no one is left behind, with a focus on marginalized groups.
3. **Respect for diversity:** Upholding the dignity, rights, and contributions of every individual, regardless of age or background.
4. **Collaboration:** Building partnerships across sectors and regions to create sustainable and impactful change.
5. **Innovation:** Driving creative, sustainable evidence-based solutions.
6. **Empowerment:** Enabling individuals to shape their futures and contribute meaningfully to society.
7. **Commitment:** We remain steadfast in our dedication to our mission, persistently working towards sustainable and meaningful change.

### 1. Integrity

- 1.1 We will communicate candidly, honestly, and openly in the statement of any material facts related to our official duties and activities.
- 1.2 We will treat each other - as well as others - fairly.
- 1.3 We will strive to achieve the highest standards of loyalty, honesty, truthfulness, transparency, fairness, incorruptibility, performance, service, excellence and accountability in all our processes, decisions, and engagements.
- 1.4 We will conduct ourselves in a manner that reflects the trust placed in us by the communities we serve and our institutional partners.
- 1.5 We will not engage in any form of corruption, misrepresentation, or unethical behaviour that undermines the credibility of Bridge Africa Institute.
- 1.6 We will report unethical and disrespectful behaviour and fraudulent practice when encountered.
- 1.7 We will take responsibility for our actions and decisions, and we will correct any errors in a timely and open manner.
- 1.8 We protect against retaliation.
- 1.9 We will have the courage to suggest improvements when circumstances warrant it.
- 1.10 We will keep our promises.
- 1.11 We do not engage in vicious gossip.
- 1.12 We will be accurate, fair, and timely in our communications.
- 1.13 We manage the Association's resources transparently and in ways that deliver value for money.
- 1.14 We apply the rules and procedures equally and consistently.

### 2. Equity

- 2.1 We will champion fair treatment and inclusion across all aspects of our work, ensuring that no one - especially marginalized groups - is left behind.
- 2.2 We will actively remove barriers that perpetuate social, economic, or political inequality.

- 2.3 We will apply an equity lens in programme design, resource allocation, and stakeholder engagement to address systemic disadvantages.
- 2.4 We will monitor our impact to ensure that our work uplifts the most vulnerable and reinforces inclusive growth and opportunity.

### **3. Respect for diversity**

The Institute recognizes intersectionality in its diversity approach, ensuring the inclusion of rural populations, persons with disabilities, women, and youth. All staff and representatives are expected to uphold these inclusive principles in policy, programming, and service delivery. In particular:

- 3.1 We will treat others equitably and respectfully in all aspects of our activities and adopt an intersectional approach that prioritizes the rights of socially vulnerable persons (SVPs) including women, youth, and persons with disabilities. We will ensure ethical conduct during community engagement, safeguarding dignity, and upholding inclusive participation. in all aspects of our activities without regard to race, color, religion, creed, age, sex, national origin or ancestry, marital status, veteran status, sexual orientation, or status as a qualified disabled or handicapped individual.
- 3.2 We will value the diverse perspectives, experiences, and contributions of all individuals, whether from local communities or global partners.
- 3.3 We will support equal opportunity throughout all our efforts.
- 3.4 We will, in the furtherance of our BAI's responsibilities, refuse to engage in any form of discrimination, harassment, or abuse in our workspaces or programmatic activities.
- 3.5 We will listen carefully and recognize that healthy diversity means diverse points of view.
- 3.6 We will create environments where people feel safe, heard, and empowered to express their views freely.
- 3.7 We are flexible when dealing with others.
- 3.8 We welcome, coach, and mentor newcomers and give them an effective induction.
- 3.9 We treat women and men equally.
- 3.10 We address and resolve interpersonal conflicts.
- 3.11 Our results are a shared responsibility.

### **4. Collaboration**

- 4.1 We will foster meaningful and transparent partnerships across sectors, disciplines, and geographic boundaries to advance our mission.
- 4.2 We will honour the contributions of all collaborators, and we will share credit for joint achievements.
- 4.3 We will promote open communication, mutual respect, and accountability in all collaborative engagements.
- 4.4 We will avoid competitive behaviours that undermine collective impact, and instead embrace co-creation, consultation, and shared learning.

### **5. Innovation**

- 5.1 We will embrace creative thinking and experimentation to develop context-appropriate, scalable, and sustainable solutions.

- 5.2 We will integrate research, evidence, and local knowledge into programme design and policy engagement.
- 5.3 We will remain responsive to changing environments, continuously learning from successes, failures, and community feedback.
- 5.4 We will invest in technologies and systems that improve our efficiency, transparency, and responsiveness to community needs.
- 5.5 We have the courage to stop what's not working and change direction when it will lead to a better outcome for the Association.
- 5.6 We build a positive and energizing work environment and foster a healthy work-life balance.
- 5.7 We value our colleagues' ideas, embrace new ideas, and explore innovative ways of working.

## **6. Empowerment**

- 6.1 We will support individuals and communities to take ownership of their development and advocate for their rights.
- 6.2 We will provide platforms, tools, and knowledge that enable people - especially women and youth - to shape their futures and drive change.
- 6.3 We will avoid paternalistic approaches and ensure our interventions strengthen, rather than substitute, local capacity.
- 6.4 We will amplify grassroots voices in governance, programme design, events and public policy.

## **7. Commitment**

- 7.1 We will remain steadfast in pursuing the vision and mission of Bridge Africa Institute, even in the face of adversity.
- 7.2 We will consistently align our daily actions and long-term strategies with our core purpose of advancing inclusive and sustainable development.
- 7.3 We will demonstrate persistence, discipline, and integrity in achieving results that matter to the communities we serve.
- 7.4 We will hold ourselves accountable to the highest professional standards, recognizing that our commitment is measured by the depth of our impact, not the size of our ambition.

## **OBLIGATIONS OF BRIDGE AFRICA INSTITUTE**

Bridge Africa Institute is obligated to uphold the highest standards of ethical conduct and public accountability. It must ensure transparent financial management, equitable treatment of all stakeholders, protection of human rights, compliance with laws and regulations, and alignment of all programming with its stated mission, ethical guidelines, internal Rules and Regulations. BAI is further committed to fostering a safe, inclusive, and enabling working environment for all staff and partners. No permanent or temporary staff member shall be discriminated against in pursuit of his or her career with the Association. It shall be the Association's responsibility to provide assistance, protection, and security for its permanent or temporary staff members where appropriate against threats, abuse, harassment, violence, assault, insults, or defamation to which they may be subjected by reason of, or in connection with, the performance of their duties



## OBLIGATIONS OF THE STAFF

All BAI staff members are expected to maintain a high level of professional conduct in their duties. They must comply with the Internal Rules and Regulations, the standards of Ethics and Conduct, avoid conflicts of interest, maintain confidentiality, refrain from any act of discrimination or harassment, and act in the best interests of the communities served. Staff must report unethical behaviour and participate in required ethics trainings and assessments. They must observe with utmost discretion all matters relating to the Association, both while they are staff and after their service with the Association has ended.

## CODE OF ETHICS

### 1. Personal and Professional Integrity

All staff, board members, and volunteers of Bridge Africa Institute (BAI) must act with honesty, integrity, and transparency in all their engagements. The Institute fosters a working environment rooted in mutual respect, fairness, accountability, and trust, guided by its foundational values of integrity, equity, and diversity. Employees and affiliates are expected to uphold these values in all organizational dealings and to act in the best interest of the public good.

In all interactions with SVPs, staff shall apply culturally sensitive, non-discriminatory, and participatory approaches, upholding dignity and ensuring free, prior, and informed consent when/where required (e.g., community-based research, service delivery, etc).

### 2. Governance

Governance at Bridge Africa Institute (enhanced with alignment to Articles of Association) is rooted in the principles of professionalism, integrity, transparency, and inclusive leadership. All members are expected to act in line with BAI's Articles, especially Articles 5 through 9, which define governance, membership obligations, and ethical duties. All members of the Board, employees, and volunteers are expected to uphold the highest standards of conduct and contribute meaningfully to the Institute's mission and strategic direction.

All personnel are expected to:

- Champion BAI's mission, values, and objectives through competent and ethical performance of their duties;
- Respect and implement Board decisions, regardless of personal opinions, in the interest of organizational cohesion and purpose;
- Foster a culture of inclusion and respect, valuing diverse perspectives in deliberation and decision-making;
- Commit to continuous learning and development to improve institutional performance and leadership capacity;
- Support equitable and transparent recruitment processes, ensuring all qualified candidates are treated fairly;
- Facilitate thorough onboarding for new staff, ensuring alignment with BAI's mission, Code of Ethics, and operational standards.

BAI's governance is led by an active and accountable Board of Directors, responsible for:

- Defining the Institute's strategic direction;
- Ensuring fiscal responsibility and sound financial stewardship;
- Overseeing the performance and accountability of senior leadership;
- Upholding and enforcing ethical standards and conflict of interest policies;
- Promoting policies and practices that ensure inclusive, transparent, and participatory governance;
- Safeguarding compliance with all legal, regulatory, and fiduciary obligations.

Through strong governance, BAI ensures institutional credibility, stakeholder trust, and long-term impact.

### **Alignment with Articles of Association**

This Code derives its authority from the Bridge Africa Institute's Articles of Association. Ethical responsibilities outlined herein are consistent with Articles 5 (Membership), 6 (Organs), 7 (General Assembly), and 9 (Board of Directors), and must be upheld by all affiliated members.

### **3. Responsible Stewardship**

Bridge Africa Institute manages its resources prudently to ensure efficiency, sustainability, and maximum impact. The Institute prioritizes sound financial practices, reasonable compensation, and cost-effective fundraising to support its mission. It avoids excessive accumulation of resources and ensures that donor funds are used in alignment with donor intent and public interest.

### **4. Openness and Disclosure**

BAI provides timely and accurate information to the public and stakeholders. It maintains full transparency in reporting program results, financial statements, and governance decisions. Communication materials are respectful, accurate, and reflective of the organization's policies and outcomes.

### **5. Legal Compliance**

Bridge Africa Institute (BAI) is committed to upholding the highest standards of legal, regulatory, and ethical compliance in all areas of its operations. The Institute maintains robust systems to ensure alignment with national and international laws, institutional policies, and best practices in governance and accountability.

To safeguard institutional integrity and promote a culture of compliance, BAI will:

- Conduct regular internal compliance audits and reviews, with outcomes reported to the Board of Directors;
- Empower the Ethics and Compliance Office as the central authority for ensuring legal, regulatory, and policy adherence across all departments;
- Treat any breach of laws, regulations, or internal policies as a serious matter, subject to disciplinary or corrective measures in accordance with institutional procedures.

All BAI staff, consultants, and affiliates are expected to:

- Operate within applicable legal frameworks at all times;
- Familiarize themselves with and comply with internal rules, codes, and policies relevant to their roles;
- Promptly report any suspected or actual non-compliance to the appropriate authority, including the Ethics and Compliance Office.

The Ethics and Compliance Office shall collaborate with the Risk Management Team to ensure ongoing training, periodic audits, and the integration of risk mitigation standards in ethics enforcement.

By fostering a culture of accountability, BAI ensures that its operations remain lawful, ethical, and aligned with the values and expectations of its stakeholders.

## **6. Program Evaluation**

The Institute commits to continuous learning and improvement. It regularly evaluates its programs and incorporates lessons learned to enhance future interventions. BAI remains responsive to changes in its operating environment and stakeholder needs.

## **7. Inclusiveness and Diversity**

Bridge Africa Institute embraces inclusiveness and diversity as a cornerstone of its operations. It fosters a diverse environment in hiring, leadership, and programming. Efforts are made to ensure underrepresented groups, especially women and youth, are actively engaged and empowered across all initiatives.

## **8. Fundraising**

BAI conducts fundraising with integrity and transparency. Donors are informed about how their contributions are used and are assured of confidentiality. All fundraising activities reflect the dignity of beneficiaries and are consistent with the mission and values of the organization. In particular:

- 8.1 We will promote voluntary, noncoerced giving.
- 8.2 We will make our fundraising costs a matter of public record.
- 8.3 We will use accurate, truthful solicitation and promotional materials.
- 8.4 We will honor all statements made by the Association in its fundraising appeals and the use of a contribution.
- 8.5 We will, mindful of necessary and transparent administrative overhead costs, honor the known intentions of a donor regarding the use of donated funds.

## **9. Duty to Report and Uphold Ethical Standards**

All members of the Bridge Africa Institute (BAI) community – staff, consultants, members, and affiliates – share a collective responsibility to uphold the Institute’s Code of Ethics and ensure disciplinary action follows procedural fairness. Violations may result in written warnings, suspension, or referral to the Board for further action as guided by Articles 5 and 8 of the Articles of Association.

To maintain a culture of integrity and accountability, all personnel are expected to:

- Seek guidance from the Ethics and Compliance Office when uncertain about how to interpret or apply the Code;
- Report, in good faith, any actual or suspected breaches of ethical standards, institutional policies, or legal obligations;
- Ensure confidentiality in the reporting and handling of such matters, recognizing that disclosures will be managed with discretion and respect, subject to legal requirements;
- Be protected from retaliation when reporting misconduct – retaliation is a standalone violation of the Code and will not be tolerated;
- Cooperate fully and honestly with any investigations into reported concerns, and support timely, fair, and impartial resolution processes.

BAI is committed to promptly investigating all credible reports of misconduct or ethical breaches and taking appropriate corrective or disciplinary action, as necessary. Upholding this duty is essential to preserving the Institute's integrity, credibility, and commitment to ethical leadership.

Reports of violations shall trigger a formal process including preliminary review, notification, hearing (if necessary), and final decision-making in accordance with the internal Standard Operating Procedures (SOPs).

Disciplinary measures may include:

- Verbal or written warnings
- Temporary suspension of duties or privileges
- Formal reprimand recorded in personnel files
- Referral to the Board or General Assembly for further sanctions, including removal from position or membership.

## CODE OF CONDUCT

The Bridge Africa Institute (BAI) is committed to fostering sustainable development, economic prosperity, human rights, democratic governance, peace and security across Africa. BAI's mission and core values clearly articulate what the Association stands for while the Internal Rules and Regulations provide for how permanent and temporary staff members should conduct themselves in carrying out their work responsibilities. Thus, the conduct and actions of permanent and temporary staff members must always be motivated by the highest ethical standards. They must therefore, always observe and comply with the obligations contained in the Internal Rules and Regulations, the Code of Ethics and Conduct, and their implementing Standard Operating Procedures (SOPs).

This Code of Conduct outlines the standards of professional behavior, integrity, and accountability expected of all staff, volunteers, and affiliates. It serves as a guide to promote transparency, ethical conduct, and a positive organizational culture in line with BAI's mission, vision, and core values. It guides in day-to-day interactions and decision-making, but does not address every ethical issue that staff members may face. Similarly, the Code is not a substitute for good judgement.

Permanent and temporary staff members are required to report conflicts of interest or failures to follow the Code and to obtain approval from the Chairperson, or competent authority of any other committee or his/her duly authorized representative for any activity for which approval may be required under the Code. Discussion of possible violations of the Code will be treated as confidential. No reprisal will be tolerated against anyone who, in good faith, provides information on possible violations of the Code.

### 1. Privacy and Confidentiality

Bridge Africa Institute (BAI) is committed to maintaining the highest standards of privacy, confidentiality, and responsible data management in all aspects of its operations. All personnel – whether staff, contractors, or volunteers – are required to protect sensitive information entrusted to them during the course of their official duties, both during and after their service. All staff, consultants, and board members must sign an annual Data Confidentiality Agreement as a condition of engagement.

#### **Respect for Privacy and Confidential Information**

Staff shall respect the privacy of colleagues and stakeholders. Confidential information shall be accessed only for legitimate, authorized purposes and may not be disclosed to unauthorized individuals or entities without the explicit approval of the Chairperson or the designated competent authority.

Confidential information includes, but is not limited to:

- Human Resources and personnel records;
- Medical and health-related documents;
- Disciplinary actions and investigation files;
- Financial, donor, and partner data;
- Internal communications, reports, and meeting records.

Disclosure of such information without proper authorization is strictly prohibited and may result in disciplinary or legal consequences.

### **Confidentiality Obligations**

- Staff are prohibited from using non-public or privileged information for personal gain or private interests.
- All BAI employees, consultants, and relevant vendors must sign a confidentiality agreement as a condition of their engagement.
- All records, whether physical or electronic, are the property of the Institute and may not be copied, removed, or shared without written authorization.
- There is no expectation of privacy when using BAI's computers, mobile devices, or information systems, which are subject to monitoring for compliance with institutional policies.

### **Donor and Partner Confidentiality**

BAI will uphold the confidentiality of all donor and partner information:

- Donors who request anonymity shall have their wishes respected. No personal information (names, contact details, donation amounts) will be disclosed unless required by law.
- All donor data shall be stored and managed securely to ensure confidentiality and trust.
- BAI will make applicable public records (such as audited financial statements or required regulatory filings) available for inspection in compliance with applicable laws, while safeguarding non-public sections.

### **Media and Public Disclosure**

Requests for information from the media must be referred to the Director of Communications and Public Affairs. Staff and volunteers are not authorized to respond to press inquiries or disclose institutional information on behalf of BAI unless formally designated to do so.

### **Legal and Ethical Responsibility**

All staff are expected to comply with applicable data protection laws and ethical obligations, including respecting the rights of individuals, communities, and partner entities. Breaches of confidentiality or misuse of information may result in disciplinary action, contract termination, or legal accountability, as determined by internal policies and local laws.

## **2. Exercise of Authority**

All personnel entrusted with authority must exercise it with the utmost fairness, impartiality, accountability, and transparency. Authority shall be used exclusively for official purposes, in accordance with institutional mandates, and must never be exploited for personal gain or to unduly influence others.

In the discharge of official duties:

- Authority must be applied consistently and equitably, guided by the principles of justice, respect, and institutional integrity;

- Staff must demonstrate respect for the rights and dignity of all stakeholders, including colleagues, non-staff personnel, governments, contractors, partners, and suppliers;
- Any misuse or abuse of authority – whether through coercion, favoritism, or manipulation – undermines BAI’s mission and shall be treated as a serious violation of this Code.

All managers and supervisors bear a heightened responsibility to lead by example and to ensure that their actions align with BAI’s internal policies, procedures, and ethical standards. They shall be fully accountable for the proper and lawful execution of their duties and for fostering an environment where authority is exercised responsibly and ethically.

### **3. Supervisory Relationships**

Supervisory roles must be exercised with the highest standards of professionalism, fairness, and accountability. Supervisors are expected to foster an inclusive, respectful, and ethically sound working environment, free from abuse of power, favoritism, or exploitation.

All supervisory relationships shall be governed by mutual respect, integrity, and impartiality. Supervisors must treat all staff equitably, without bias based on personal relationships, gender, age, nationality, religion, ethnicity, cultural background, or local affiliations.

Supervisors are expected to:

- Serve as role models in upholding and exemplifying the values and behavioural standards outlined in BAI’s Code of Ethics and Conduct;
- Reinforce ethical conduct by clearly communicating expectations and holding staff accountable for their responsibilities;
- Ensure that all staff interactions and decisions are based on merit, performance, and institutional needs – not on personal preferences or affiliations.

Professional relationships among all staff members should reflect collegiality, cooperation, and mutual accountability.

#### **Conflict of Interest in Supervisory Relationships**

A sexual or intimate relationship between a staff member and any individual who reports directly or indirectly to them constitutes a de facto conflict of interest. Such a relationship may compromise – or be perceived to compromise – professional objectivity, fairness, and institutional integrity.

Both parties involved in the relationship share ethical responsibility for the conflict. The supervisor or manager in the relationship must promptly seek a resolution in consultation with the Ethics and Compliance Office, which may involve changes to reporting lines or other corrective measures.

Failure to disclose such relationships or address the resulting conflict of interest may result in disciplinary action consistent with BAI’s internal rules and policies.

#### **4. Family and Personal Relationships**

To maintain fairness, objectivity, and institutional integrity, staff members must avoid situations where family or personal relationships could interfere with their professional responsibilities or result in actual or perceived conflicts of interest.

The employment of close relatives is governed by Rule [XX] of the Internal Rules and Regulations. For the purposes of this policy, close relatives include: spouse, parent, child, sibling, cousin, aunt, uncle, niece, or nephew.

Staff members shall not participate in any official activity or decision-making process that involves the recruitment, promotion, performance evaluation, or disciplinary action of a relative or individual with whom they share a close personal relationship. Such involvement may give rise to the appearance of favouritism or bias, even if unintentional.

To ensure transparency:

- Staff must immediately recuse themselves from any professional interactions involving a conflict of interest. Board members and strategic staff must also declare potential or actual conflicts of interest annually, during General Assembly or upon status change, per Articles 5 and 7 of the Articles of Association, interactions or supervisory responsibilities involving relatives;
- Applicants to BAI must disclose any family or personal relationship with a current staff member as part of the recruitment process.

Failure to disclose such relationships or to observe this policy may result in administrative or disciplinary action, in accordance with BAI's internal governance and human resource policies.

#### **5. Procurement and Contracting**

All procurement and contracting activities at Bridge Africa Institute (BAI) shall be conducted with the highest standards of fairness, transparency, accountability, and alignment with the Institute's financial rules and procedures. Staff involved in these processes must ensure that all engagements are carried out in a competitive, impartial, and value-driven manner that supports the best interests of the Institute.

Favouritism toward any supplier, consultant, client, or other external party is strictly prohibited and undermines the credibility and integrity of BAI. Staff must not allow personal relationships, affiliations, or interests – whether involving themselves, family members, or close associates – to influence or appear to influence procurement decisions or contract negotiations.

Any actual, potential, or perceived conflict of interest related to procurement or contracting must be immediately disclosed to the relevant supervisor or the Ethics and Compliance Office. In such cases, the staff member shall recuse themselves from any involvement in the related process, including request for information (RFI), request for proposal (RFP), evaluation, bidding, selection, negotiation, or contract management.

Specific expectations include:

- No use of one's official position to influence procurement outcomes;



- No participation in decisions where personal or family interests are involved;
- Full adherence to BAI's procurement policies, financial controls, and conflict of interest guidelines.

Breaches of procurement and contracting protocols may result in disciplinary or administrative measures, consistent with BAI's internal governance framework.

## **6. Dressing Requirements**

All staff members of Bridge Africa Institute (BAI) are expected to maintain a professional and appropriate appearance at all times, in alignment with the values, standards, and identity of the Institute. Dress and personal presentation should reflect respect for the workplace, colleagues, and external partners, and reinforce the credibility and professionalism of BAI.

Staff shall adhere to attire that is generally accepted within the business and professional community in the locations where BAI operates. This expectation applies both during routine office work and, in particular, when representing the Institute in an official capacity, including:

- Hosting or receiving official visitors;
- Participating in meetings, conferences, or official functions;
- Travelling on BAI missions or attending public events on behalf of the Institute.

Staff should use discretion and cultural awareness in dressing appropriately for specific settings, ensuring that their presentation does not detract from the dignity or image of the Institute. Repeated failure to comply with dress requirements may be addressed through appropriate administrative measures.

## **7. Relations with Governments and Other Non-Governmental Organizations**

Bridge Africa Institute (BAI) values constructive engagement with governments and non-profit organizations. Such relationships must reflect the Institute's principles of independence, integrity, equity, respect, collaboration, and commitment to the public interest and policy reform.

### **Integrity in Government Engagement**

Staff members shall act solely in the interest of the Institute and may not seek support from government representatives to influence or obtain personal or professional advancement – whether for themselves or others. Likewise, they may not attempt to reverse or obstruct decisions regarding their status through external lobbying or political influence.

Staff shall maintain professional and respectful relations with government officials, avoiding any conduct that could damage these relationships or compromise the Institute's neutrality. Under no circumstances shall staff interfere in the internal affairs of governments, or publicly criticize or discredit them.

Policy advocacy, when required, must be carried out in a constructive, evidence-based, and respectful manner, and only with the prior guidance and approval of the staff member's supervisor and the Director of Communications and Public Affairs.

Any direct or indirect actions intended to undermine a government or its institutions constitute a serious breach of BAI policy and may lead to disciplinary or administrative action.

## **Role and Representation**

BAI staff serve the Institute in an international, impartial capacity. They are not representatives of their home countries, localities, or communities, and must not act as intermediaries between BAI and any external government or local organization unless expressly authorized by the Chairperson, Executive Committee, or another authorized policy body.

In the rare instances where such a liaison role is assigned, the staff member is expected to carry out their duties with unwavering professionalism, neutrality, and loyalty to the Institute.

Interactions with NGOs or representatives from staff members' home regions should remain limited to appropriate, non-political matters of local concern, and should never compromise the mission or standing of BAI.

If a staff member experiences undue pressure or influence from any government or official body, they are required to report it immediately to their supervisor or the appropriate authority within BAI.

## **8. Relations with the Media**

To ensure consistent, accurate, and professional communication, only authorized personnel are permitted to represent Bridge Africa Institute (BAI) in any interactions with the media. All official communications must reflect the Institute's mission, values, and approved messaging.

Current and former staff members are strictly prohibited from making public statements or speaking to the media on behalf of BAI, unless they have received explicit written authorization from the Chairperson or the Director of Communications and Public Affairs.

In particular:

- Personal views and opinions shall not be presented as the position of the Institute;
- The media must not be used to further personal interests, disclose confidential or unauthorized information, air internal grievances, or attempt to influence institutional decisions;
- All media inquiries or requests for interviews must be immediately referred to the staff member's supervisor, who will escalate the request to the Director of Communications and Public Affairs for appropriate handling.

These obligations apply both during and after employment with BAI. Any breach of this policy may result in disciplinary action or other measures, in accordance with the Institute's internal regulations.

## **9. Instructions from External Sources**

To preserve the independence, neutrality, and institutional integrity of Bridge Africa Institute (BAI), staff members shall not accept or act upon instructions or directives from any external entity – including governments, authorities, or organizations outside the Institute – that may conflict with BAI's policies, strategic priorities, or operational interests.

All personnel are required to maintain full professional independence in the performance of their duties. Accordingly:

- Staff shall neither seek nor accept instructions from any government – African or otherwise – or from any authority or source external to the Institute, unless explicitly provided for in the terms and conditions of their employment;
- Any such instruction may only be acted upon with prior written authorization from the Chairperson or the duly designated authority within BAI.

These provisions apply without exception, including to staff members seconded or on loan from external institutions or partner organizations.

Adherence to this policy ensures the impartiality, credibility, and autonomy of the Institute and its personnel. Any breach may result in administrative or disciplinary action, consistent with BAI's internal regulations.

## **10. Remuneration and Gifts from External Sources**

Staff members of Bridge Africa Institute (BAI) shall not accept any form of compensation, gifts, or favours from external individuals, organizations, or governments in exchange for influence, preferential treatment, or any action related to their official duties.

Except in cases of authorized external assignments, staff shall not receive remuneration from any external entity – public or private – that may compromise or appear to compromise their professional integrity or the impartiality of the Institute. This applies irrespective of the intent of the offering party.

### **Definition of Gifts and External Benefits**

The term “gifts” as outlined in BAI's Gift Reporting SOP (2025) includes, but is not limited to:

- Tangible items (e.g., goods, perishable items, alcoholic beverages);
- Services, discounts, or economic advantages;
- Favours or special treatment;
- Invitations to entertainment events, hospitality, or travel;
- Honours, awards, or decorations.

Gifts or benefits offered by external parties – such as governments, corporations, vendors, or other entities – may not be accepted under any circumstance where they could influence, or appear to influence, the objectivity of the staff member or the credibility of BAI.

### **Permissible Exceptions**

Gifts may be accepted only under the following limited conditions:

- The total annual nominal value of the gift(s) does not exceed 15,000 CFA Francs;
- The item is an amenity of insignificant value clearly associated with official business and does not compromise professional judgment;
- The refusal of an honour or decoration would cause offense; in such cases, the item may be accepted on behalf of the Institute and only with prior written approval from the Chairperson or the duly authorized authority;
- Explicit authorization has been obtained from the Chairperson or a designated official.

## **Disclosure and Compliance**

All gifts or external offers must be formally declared in accordance with BAI's forthcoming policy and procedures on gift reporting. If a staff member wishes to retain a declared gift, a justified written request must be submitted for consideration.

Failure to declare gifts or unauthorized acceptance of external compensation may result in administrative or disciplinary action, in line with BAI's Code of Ethics and Internal Rules and Regulations.

### **11. Information Required of Staff Members**

All personnel – whether permanent, temporary, or contracted – are required to provide accurate, complete, and up-to-date information related to their employment, qualifications, and any matters that may impact their administrative status or duties within Bridge Africa Institute (BAI).

Staff members bear an ongoing responsibility to supply the Institute with any documentation or personal data necessary to:

- Establish or update their administrative status under the Internal Rules and Regulations;
- Monitor and manage potential or actual conflicts of interest;
- Ensure compliance with institutional policies and legal obligations.

### **Mandatory Information**

Upon appointment – and throughout the duration of their service – staff shall submit verifiable documentation, including but not limited to:

- Nationality and identification details;
- Marital status and dependency information (e.g., spouses and dependents);
- Certified academic and professional qualifications (degrees, diplomas, certificates);
- Verified work experience and language proficiency;
- Medical clearance certificates, as applicable;
- Names and roles of any family members employed by BAI;
- Criminal record declarations, where applicable.

### **Ongoing Reporting Obligations**

Staff members must promptly notify the Chairperson or the competent authority of any change that affects their administrative status or could give rise to a conflict of interest. This includes changes to:

- Personal, financial, or family circumstances;
- Employment or professional affiliations;
- Any relationships or situations that may influence the performance of their official duties.

## **Legal Disclosure Requirement**

Any staff member who becomes involved in legal proceedings that may compromise the integrity of the Institute or their official role must report such involvement within fifteen (15) working days. This includes:

- Arrests or criminal charges;
- Summons to appear as a defendant in court;
- Convictions, fines, or imprisonment (excluding minor traffic violations).

Failure to report such matters in a timely and transparent manner may result in administrative or disciplinary action, as deemed appropriate under BAI's internal rules.

## **12. Conflicts of Interest**

Personnel are required to maintain the highest levels of objectivity, integrity, and impartiality in the performance of their duties. Staff must avoid any situation in which personal or private interests conflict – or appear to conflict – with their official responsibilities.

All Board members must publicly declare any actual or potential conflicts of interest during General Assembly sessions. Such declarations shall be formally recorded in meeting minutes, as prescribed in Articles 5.2, 7.5, and 9.1 of the Articles of Association.

Any actual, potential, or perceived conflict of interest must be promptly disclosed to management or the Ethics and Compliance Office for appropriate guidance and action.

A conflict of interest arises when a staff member's private interests – whether financial, familial, or otherwise – may improperly influence, or appear to influence, the impartial execution of their official functions. Such private interests include:

- Personal gain or advantage, whether direct or indirect;
- Undue benefit to a third party due to a staff member's affiliation with the Institute;
- The use of BAI's name, emblem, assets, information, or services for personal benefit or endorsement.

Specific prohibited actions include, but are not limited to:

- Accepting or soliciting anything of more than nominal value that could be seen to influence professional judgment;
- Divulging or misusing confidential information;
- Entering into financial, legal, or contractual agreements on behalf of BAI without prior written approval from the Chairperson or the competent authority;
- Engaging in activities or affiliations inconsistent with BAI's mission, values, or philosophy.

Staff must also refrain from providing assistance – directly or indirectly – to any person, business, or organization in dealings with BAI where preferential treatment could be inferred. This is especially relevant in contexts such as procurement processes, contractual negotiations, and future employment discussions.

Additionally, all personnel are required to disclose the following:

- Any personal business interests, board memberships, or external affiliations;
- Any financial or non-financial interests in organizations doing business with BAI;
- Any such interests held by immediate family members that could be perceived to influence staff conduct or reflect negatively on the Institute.

These obligations remain in force after separation from the Institute. Failure to comply with conflict of interest policies may result in disciplinary or administrative measures, in line with BAI's internal procedures.

### **13. Corruption as a Source of Conflict**

Bridge Africa Institute (BAI) upholds the principle that corruption in any form erodes trust, weakens governance systems, and undermines sustainable peace and development. Accordingly, the Institute enforces a strict zero-tolerance policy toward all forms of corruption, including but not limited to bribery, embezzlement, nepotism, favoritism, and misuse of entrusted authority.

All staff members are expected to demonstrate the highest standards of integrity in the execution of their duties and are strictly prohibited from engaging in any form of workplace fraud, corruption, or theft.

To preserve impartiality and transparency in all transactions and professional interactions:

- Staff shall not solicit, offer, give, or accept any form of payment, gift, service, hospitality, or favour intended to influence – or that may appear to influence – a decision, action, or outcome in relation to their official responsibilities;
- These provisions apply across both the public and private sectors, and in all operational contexts involving BAI.

Violations of this policy will result in disciplinary or legal consequences, as per BAI's internal rules and applicable law.

### **14. Annual Staff Member Declaration**

As part of Bridge Africa Institute's commitment to integrity and accountability, all staff members are required to submit a formal declaration upon appointment and on an annual basis thereafter. This declaration reaffirms each staff member's understanding of, and commitment to, the Institute's Code of Ethics and Conduct.

Each declaration must confirm the following:

- That the staff member has read, understood, and agrees to comply with the provisions of the Code of Ethics and Conduct Policy;
- That they have fully disclosed any actual, potential, or perceived conflicts of interest;
- That they have declared all sources of income, goods, services, or assets not derived from BAI, including those held by spouses and dependent children, as applicable.

Completed declarations must be submitted to the Ethics and Compliance Office within the timelines established each calendar year.

Failure to submit the required declaration or to provide accurate and complete information may result in administrative or disciplinary action, in line with BAI's internal policies and procedures.

## **15. Engagement in External Activities**

Staff members of Bridge Africa Institute (BAI) are expected to maintain a professional focus on their responsibilities within the Institute. Participation in external activities must not interfere with official duties, compromise institutional integrity, or pose reputational risks to BAI.

The primary obligation of all personnel is to serve the interests and mandate of the Institute. Accordingly, staff shall not engage in any continuous or recurring professional, occupational, or other activities – whether remunerated or voluntary – that conflict with BAI's Internal Rules and Regulations or the proper execution of their official responsibilities.

While certain external engagements may be permitted in exceptional circumstances, they must:

- Be clearly compatible with the aims, values, and objectives of BAI;
- Not compromise the neutrality, performance, or integrity of the staff member's role;
- Be formally authorized in advance by the Chairperson or a duly designated authority.

Permissible activities, where approved, may include:

- Occasional professional or academic engagements aligned with the staff member's area of expertise;
- Participation in non-political, national functions aligned with BAI's mission;
- Part-time lecturing or tutoring at a recognized academic or training institution.

With the exception of part-time academic teaching, a maximum of 20 days per calendar year or in extreme cases duly authorized, may be allocated to authorized external engagements.

All such activities must be carried out outside BAI premises and official working hours, and/or while the staff member is on approved leave. The use of BAI facilities, equipment, services, or non-public information for such activities is strictly prohibited.

Staff shall not accept compensation, honoraria, or reimbursements related to activities undertaken in an official capacity unless expressly authorized. Staff on leave remain subject to all institutional policies and codes of ethics and conduct.

### **Civic and Political Engagement**

BAI recognizes that staff members may maintain a legitimate interest in civic affairs in their country of citizenship. Staff retain the right to vote, but their political engagement must remain limited, impartial, and in line with their status as BAI employee.

Staff are prohibited from:

- Soliciting or accepting political contributions;
- Publishing political content or delivering speeches on behalf of political entities;
- Participating in political campaigns or activities that compromise BAI's neutrality.

Any decision to become a candidate for, or to accept appointment to a public office, shall be considered incompatible with continued service at BAI and will result in automatic resignation without notice.

Participation in local civic or community initiatives is allowed, provided such involvement respects the staff oath of service, the Code of Ethics and Conduct, and the broader mission of the Institute.

## **16. Personal Financial Obligations**

All BAI personnel are expected to manage their personal financial affairs with integrity and responsibility, in a manner that upholds the reputation of the Institute and reflects personal accountability.

Staff members must comply fully with all personal financial obligations, including the timely repayment of debts, in accordance with applicable laws and contractual agreements. This includes financial commitments made to members of the public and other entities.

Non-compliance with personal financial obligations may be subject to disciplinary measures if a formal written complaint is submitted by the creditor(s) and following a thorough investigation by the appropriate institutional authority.

While the Institute does not intervene in private financial matters, staff are reminded that unresolved financial disputes that damage the image or credibility of BAI may result in administrative consequences in line with internal policies.

## **17. Information, Information Systems, Assets, and Confidentiality**

All property and resources of Bridge Africa Institute (BAI) – including physical assets, information systems, and materials – shall be used exclusively for authorized institutional purposes. Staff members are required to safeguard the integrity, confidentiality, and security of all institutional assets under their care.

Disclosure of confidential information may compromise the efficiency, credibility, and reputation of the Institute. Staff are therefore expected to exercise the highest standards of discretion and integrity in handling official information. Confidential documents, facts, or information obtained in the course of duty shall not be disclosed to any individual or entity without the explicit authorization of the Chairperson, the competent authority of another organ, or their duly designated representative. Additionally, staff must not use such information for personal gain or permit its misuse by others.

These confidentiality obligations remain in effect beyond the conclusion of employment with BAI.

All intellectual property generated in the course of official duties – including but not limited to titles, copyrights, trademarks, patents, and other proprietary materials – shall be the property of Bridge Africa Institute, unless otherwise relinquished in writing by the Chairperson or a duly authorized representative.

BAI's information systems and financial or operational assets must be used in full compliance with established institutional procedures, policies, and financial controls. Staff are required to ensure that all records and representations of data are accurate, complete, and truthful. Unauthorized use, destruction, reproduction, or removal of institutional documents or communication materials is strictly prohibited and may result in disciplinary measures.



Institute assets such as facilities, equipment, software, hardware, mobile devices, supplies, and financial resources must be treated with care, and used responsibly to avoid waste, misuse, or loss. Staff shall be held accountable for any negligent damage or destruction of these assets. All asset usage must be directly related to the work of the Institute or duly approved purposes.

Staff must also ensure that the use of BAI's digital infrastructure – including computers, mobile devices, and internet services – is lawful, professional, and ethical. While limited personal use is permitted, it must not interfere with work responsibilities, support unlawful or inappropriate activities, or bring disrepute to the Institute's image or interests.

When using social media or other online platforms, staff must remain mindful that the internet is a public domain. The confidentiality, assets, and reputation of BAI must be respected and protected. The creation, download, viewing, storage, transmission, or distribution of content that is sexually explicit, discriminatory (racial, ethnic, religious, etc.), or otherwise inappropriate is strictly prohibited.

## **18. Post-Service Employment Restrictions**

Former staff must refrain from using privileged information obtained during their tenure at BAI for personal gain or in ways that could harm the Institute's interests.

Staff members who held responsibilities involving procurement oversight or operational control shall be eligible for employment with BAI service providers or strategic partners – where they previously held direct coordination responsibilities – only after a minimum period of 180 days following the conclusion of their service with BAI.

This restriction is intended to safeguard institutional integrity and avoid conflicts of interest. Exceptions to the 180-day requirement may be made only where local laws stipulate otherwise or where specific provisions under applicable national legislation provide for a longer or shorter restriction period.

All post-service employment engagements must adhere to prevailing legal requirements and BAI's ethical standards.

## **19. Transparency**

Bridge Africa Institute (BAI) is committed to upholding the principles of transparency, accountability, and public trust. The Institute will:

- Communicate its activities, operations, and governance processes openly and accurately to stakeholders and the public.
- Publish an Annual Report covering key institutional areas, including:
  1. Board members and senior leadership;
  2. Organizational mission, goals, and values;
  3. Governance structures and accountability mechanisms;
  4. Programmatic activities and outcomes;
  5. Audited financial statements;
  6. Major donors and recipients (noting anonymity where requested);

7. Fundraising activities, including overhead costs and grant allocations.

- Respond to public inquiries and provide meaningful opportunities for engagement.
- Make its Annual Report and relevant legal filings available for public review in accordance with applicable regulations.

## ETHICS AND COMPLIANCE OVERSIGHT

To ensure the consistent implementation of the Code of Ethics and Conduct Policy, BAI has established the Ethics and Compliance Office, overseen by the Ethics and Integrity Committee, which reports directly to the Board.

### **Ethics and Compliance Office Responsibilities:**

- Serve as a confidential resource for staff, partners, and other stakeholders on ethical issues.
- Receive, investigate, and report on ethical violations.
- Support the enforcement and interpretation of the Code of Ethics and Conduct.
- Develop and deliver ethics training across the organization.
- Manage the annual ethics declaration and certification process.
- Issue an annual public report on ethics activities and institutional integrity.

### **Ethics and Integrity Committee Responsibilities:**

- Report annually to the Board on ethical matters and trends.
- Oversee the Ethics Office's work and recommend candidates for the Ethics Officer role as needed.
- Review and recommend updates to the Code of Ethics and Conduct at least every two years.
- Serve as an appeals body for ethical grievances, especially in cases involving potential conflicts of interest with management.

## TRAINING AND DISCLOSURE PROGRAMME

Bridge Africa Institute (BAI) shall implement a structured, institution-wide Ethics and Compliance Training Programme and a Financial Disclosure Programme, delivered on an annual basis and required of all relevant stakeholders.

As part of BAI's onboarding process, all newly engaged personnel will undergo mandatory ethics and compliance training and will formally acknowledge the Code of Ethics. This induction will also include participation in the Financial Disclosure Programme. To reinforce ongoing ethical practice, all staff members shall annually complete:

- A conflict of interest declaration;
- A financial disclosure statement;
- A refresher training on ethics and compliance.

The training curriculum will address key ethical responsibilities, rights, and obligations, covering – among other topics – everyday ethical decision-making, awareness of personal and institutional integrity, and prevention of misconduct including harassment and abuse. Staff shall be encouraged to report ethical concerns or potential risks promptly using established institutional reporting mechanisms.

The Financial Disclosure Programme is designed to proactively identify and mitigate risks associated with real or perceived conflicts of interest. Given that staff members' personal financial interests may intersect with institutional responsibilities, this programme ensures transparency and accountability. We will abide by the operative rule of thumb: "when in doubt – disclose."

Staff falling under pre-designated categories shall be required to confidentially disclose all financial interests, including:

- Their own assets, income, and business interests;
- Non-BAI sources of income, goods, or services received by their spouses and dependent children.

Disclosures will be made using a secure and confidential Financial Disclosure Statement. Non-compliance with this policy may result in administrative or disciplinary actions, in accordance with BAI's internal procedures.

## IMPLEMENTATION MODALITIES

The Ethics and Compliance Office, situated within the BAI Secretariat and operating under the oversight of the Board of Directors, shall function with full independence and autonomy. It shall be responsible for coordinating the implementation, monitoring, and enforcement of this Code and reporting directly to the Chairperson of the Board.

This Office, headed by a Governance and Compliance Director, is mandated to uphold the highest standards of integrity across the Institute by ensuring that all BAI personnel perform their duties in alignment with the values of ethics, transparency, and accountability. Its core functions include:

- Providing confidential advice and guidance on ethical concerns, including conflicts of interest;
- Administering the financial disclosure programme;
- Implementing responsibilities in line with BAI's whistle-blower protection policy for those reporting misconduct or cooperating with authorized audits or investigations;
- Leading mandatory ethics training initiatives;
- Participating in investigations involving unethical behaviour, when appropriate.

To support these responsibilities, clear mechanisms will be institutionalized and made accessible to all for reporting violations, investigating ethical complaints, ensuring whistle-blower protection, and resolving breaches of the Code.

The Ethics and Compliance Office will collaborate with various internal structures – including the BAI Executive Committee, Advisory Committee, Administration and Human Resources Department, Resource Mobilization and Partnerships Department, Finance Department, Legal Unit, among others – while complementing, not replacing, any existing systems for grievance resolution or misconduct reporting.

Following the formal adoption of this Code, a set of supporting directives, policies, and standard operating procedures (SOPs) will be issued to guide its effective implementation. These shall include, but are not limited to:

- Terms of reference for the establishment and operation of the Ethics and Compliance Office;
- Guidelines for personnel engagement with the Office;
- Mandatory ethics training framework;
- Whistle-blower protection policy;
- Policies and SOPs covering gifts and hospitality, conflicts of interest, post-employment restrictions, and professional dress standards;
- Procedures governing the financial disclosure programme;
- Protocols for classification and handling of confidential information.

## DEFINITIONS

In this Code:

**Association or Institute or Organization** – means Bridge Africa Institute.

**Chairperson** – means the Chairperson of the Board of Directors.

**Code or Code of Conduct or Code of Ethics** – where used in this document refers to this present Code of Ethics and Conduct Policy.

**Staff or Employee or Personnel** – refers to any individual employed or contracted by BAI either on a permanent or temporary basis.

**Stakeholder** – includes staff, employee, personnel, volunteers, members, affiliates, and partners.

**Misconduct** – refers to any act or omission that contravenes the provisions of this Code, Internal Rules and Regulation and any other rules and regulations, the contract of employment and any other duties of employment, and SOPs; including but not limited to corruption, abuse, fraud, discrimination, harassment of any form, and breach of duty.

**Conflict of Interest** – means a situation in which an individual's personal and private interests may compromise or may be perceived to compromise with their performance of their duties of the Institute or communities we serve or partners or stakeholders. Conflicts of interest undermine staff commitment to the Code of Ethics and Conduct Policy.

**Corruption** – any act whereby an employee or contractor of the Association acts against the interests of the Association by misusing their position of trust to obtain personal gain or advantage, whether for themselves, another individual, or an external entity.

**Family member** – for the purposes of the "Conflicts of Interest" section of this Code, a family member is means any individual related to a staff by blood, adoption, or marriage up to the fourth degree of kinship. This includes, but is not limited to, parents, siblings, children, cousins, nieces and nephews, in-laws, grandchildren, uncles, aunts, and spouses.

**Fraud** – refers to any dishonest act that results in or has the potential to result in financial loss to the Institute, its members, or external partners. This includes, but is not limited to, the theft or misappropriation of funds or property by staff or external parties, whether or not deception is involved at the time of the act, preceding it, or following it.

**Professional standards** – personal, organizational, and corporate/professional standards of behavior refer to the ethical and conduct expectations that guide all staff, volunteers, and affiliates in their duties. These standards are set forth in the Institute's Code of Conduct and Code of Ethics, ensuring that all representatives act with integrity, accountability, and respect in alignment with the mission and values of the organization.

**Operational Control** – refers to the day-to-day authority and oversight exercised over the implementation of activities, delivery of outputs, and execution of processes. It involves the responsible management and allocation of resources in alignment with approved work plans and strategic objectives to ensure the effective functioning of the Institute’s programs and operations.

**Retaliation** – any adverse or unjustified action, whether direct or indirect, taken, threatened, or suggested against an individual as a consequence of their good-faith cooperation or reporting in matters related to misconduct, unethical behaviour, or violations of the Institute’s policies.

**Whistle-blower** – any employee, partner, or external stakeholder who, acting in good faith, discloses information or raises concerns regarding suspected fraud, corruption, misconduct, or other violations of the Institute’s policies, values, or ethical standards.

## ENTRY INTO FORCE

This Code of Ethics and Conduct Policy shall come into effect on the date of its adoption by the Board of Directors and ratification by the General Assembly. It supersedes all previous ethical guidelines and shall remain in force until formally amended or replaced.

Signed this Day of :

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**Benjamin Tanyi Oben**  
Chairperson, Board of Directors

## ANNEX

### 1. Compliance Matrix:

Code Section	Related Policy or Structure
Integrity	Articles of Association, Article 3
Equity & Respect	Programmatic Outlook, Section 9
Legal Compliance	Contingency & Risk Plan, Article 3
Conflict of Interest	Membership Policy and Conditions, Articles I–IV
Ethics Implementation	Articles of Association (Articles 5–9), Risk Plan