

ETHICS POLICY

1. POLICY STATEMENT

ACUMEN4D is committed to upholding high ethical standards in its day-to-day operations. We recognize that creating an ethical culture creates long-term value for our organization. The ethical standards set out in this Policy help us attract and retain the best talent and maintain committed relationships with our partners – all of which contribute to achieving our mission that Africa can feed itself and the world.

This Policy provides a detailed explanation of standards of operation and behavior to enable our staff make the right decisions in challenging and uncertain circumstances. The Policy also sets out the expectations of our partners and stakeholders.

All staff are required to demonstrate their commitment to this Policy by regularly endorsing it. ACUMEN4D managers are expected to affirm compliance within their areas of responsibility annually. Our partners are required to comply with the standards of this Policy as part of our mutual engagement. We are committed to the standards outlined under this Policy and routinely monitor compliance and take necessary action where our ethics standards are not met. We continuously review these standards to ensure that they reflect our organization's values and live up to global best practices.

We believe that ethical standards go beyond compliance. To succeed, we foster ethical leadership that involves our leadership modeling the desired behaviors, acting with integrity, leading by example, addressing problems, making ethical decisions, communicating organization values and creating a culture of compliance.

In addition, we build relationships and create trust amongst our staff and partners, we encourage openness and dialogue at all levels and are committed to continuous learning and development of habits that reflect the standards of behavior we aspire to attain and maintain. ACUMEN4D is committed to providing training to its staff and partners to help embed this Ethics Policy. This Policy also provides an avenue for our staff, partners and stakeholders to report any serious issues they may be concerned about or instances of breach of this Policy.

2. POLICY FRAMEWORK

Our ethical standards are captured across various institutional policies and procedures. This Policy serves as the foundation and host for such policies including the following:

- Antifraud Policy
- Anti-money Laundering Policy
- Environmental and Social Management Policy
- Partner Code of Conduct
- Safeguarding Policy
- Sexual Harassment Policy
- Staff Code of Conduct
- Whistleblower Policy

We interpret our policies in the spirit of this Ethics Policy and apply the ethical standards in making any decisions required under each of these policies.

3. ETHICAL STANDARDS

ACUMEN4D is committed to high ethical standards in its day-to-day operations and business dealings.

3.1. RESPONSIBLE CONDUCT

ACUMEN4D staff are expected to conduct themselves responsibly with utmost integrity and in accordance with applicable laws.

Similarly, we set high standards for our partners (meaning all our grantees, consultants, suppliers, any parties we have a contractual relationship with and their respective subcontractors) in the context of our own Ethics Policy. All partners are required to comply with the standards outlined in **ACUMEN4D's Partner Code of Conduct** and ensure that there are clear timelines for full implementation with their own organization and associated third parties. We encourage openness and honesty with our partners which means that we will raise concerns with them if we become aware of any business practices or processes in their organization that we believe are contrary to their own ethical standards or mean we will compromise our own values through our relationship.

In addition, we guard against abuse and operate in a manner that is safe for our staff, partners and vulnerable persons through mechanisms found within our **Safeguarding Policy**.

We are committed to respecting human rights in accordance with the International Bill of Human Rights, the International Labor Organization Declaration of Fundamental Principles and the UN Guiding Principles on Business and Human Rights. We believe that human rights, including the right to freedom from slavery and human trafficking, are an absolute and universal requirement. We expect our partners to adhere to human rights in accordance with the standards set out in this Policy, local regulations and international laws.

ACUMEN4D is committed to being environmentally and socially responsible and avoiding or mitigating any adverse environmental and social impacts through its full range of activities. Through our **Environmental and Social Management Policy** we endeavor to; reduce impact and improve environmental and social benefits of our initiatives; support the preservation and protection of biodiversity and sustainably manage natural resources; and protect the health and safety of our staff and ensure that our partners and third parties we engage with apply the same standards to their staff. We strongly condemn forced labor and child labor, prohibit discrimination, prohibit and combat harassment and support the freedom of association and the right to collective bargaining of workers and comply with all environmental and social laws applicable to our organization.

3.2. DIVERSITY & INCLUSION

ACUMEN4D is committed to fostering diversity and inclusion at work. We believe that we best serve our beneficiaries and enrich our own culture through our diverse experiences, skills and backgrounds. We do not tolerate any discrimination based on gender, marital status, sex, sexual orientation, medical condition, disability, age, nationality, and race and promote equality in the workplace.

We treat each other and all our partners with respect and courtesy and promote trust through openness and honesty. We do not tolerate bullying or harassment of any kind under any circumstances and encourage our staff to speak up about harassment they have experienced or observed.

3.3. BRIBERY AND CORRUPTION

ACUMEN4D is resolutely opposed to any forms of bribery and corruption.

3.3.1. Bribery and corruption

Bribery means offering, promising or giving either directly or through a third party, an improper benefit with the intention of inducing or influencing someone's behavior or performance of their duty to obtain an unfair advantage. Bribery can take the form of offering money or items of value, gifts and entertainment.

Any incidences of bribery or corruption will be investigated by ACUMEN4D and may result in necessary action against the party concerned including disciplinary action against staff involved or termination of any engagements with concerned third parties.

3.3.2 Giving and Receiving Gifts

ACUMEN4D recognizes gift giving as a valued and widely practiced tradition in both local culture and globally. We also recognize that giving and receiving gifts in an organizational setting carries certain ethical implications. No gifts should be given or received with the intent or expectation of influencing the other party to gain or retain an advantage or in exchange of favors or benefits of any kind.

ACUMEN4D permits giving to our organization's partners and stakeholders items of nominal value that promote our organization's mission such as publications, calendars, notebooks or pens imprinted with ACUMEN4D's logo.

Staff should not accept gifts or entertainment from third parties where these might reasonably be considered to influence performance of their duties. Receiving an occasional gift of nominal value and when it is customary is an acceptable business practice for ACUMEN4D as long as certain conditions apply. The gift must be:

- a) Unsolicited;
- b) Modest in value being Ksh.5000 or less and not exceeding a total of Ksh.20000 in any year from any one source. *While it may be difficult to judge the value of gifts offered, it's important to consider the appearance of impropriety;*
- c) Provided openly;
- d) Legal in the local setting in which it is given;
- e) Not cash or a cash equivalent (such as a loan, stock, or gift certificate);
- f) Something that would be considered appropriate by an independent observer.

All gifts must be declared to ACUMEN4D's Administration Unit and recorded. ACUMEN4D may use the gifts as part of its staff rewards system or donated to a charitable cause.

Gifts offered by third parties when a procurement, grants making or HR decision is pending are strictly prohibited and must be reported to ACUMEN4D's Director, Human Resources. ACUMEN4D shall take disciplinary action against any inappropriate behavior in this respect.

Where there is any doubt about a gift or hospitality offered, further guidance should be sought from any of the members of the Ethics Committee or the Human Resources Unit.

3.3.3 Dealings with Governments

ACUMEN4D values its relationships with governments as one of its primary partners and encourages staff to build relationships that foster ACUMEN4D's programmatic objectives.

ACUMEN4D and its staff are strictly prohibited from providing any government officials (local or foreign) with anything of value to obtain or maintain any engagements.

Similarly, payments, gifts or offers made through third parties are illegal if designed to influence a foreign official to misuse official powers. This includes payments to independent agents who help facilitate business in foreign countries if the payments are used to bribe foreign officials. Any potential violations of this guideline should immediately be reported to ACUMEN4D's Human Resources.

3.4. CONFLICT OF INTEREST

All staff are expected to avoid personal, financial interests and outside interests, which could conflict with their responsibilities to ACUMEN4D. Staff must not seek gain for themselves or others through misuse of their positions.

This Policy provides guidance on how to identify potential and actual conflicts of interest.

Conflict of interest may occur when an individual has an interest that is personal, financial, political or outside that is substantial enough to affect a person's judgment to exercise objectivity or impair the individual's ability to perform his or her responsibilities in the best interest of ACUMEN4D.

An individual is considered to have a potential conflict of interest in cases where:

- He/she or any family member receives a financial or other significant benefit as a result of the individual's position or influence at ACUMEN4D. A family member means spouse, parents, siblings, relatives or any other familial relationship;
- The individual has an existing or potential or other significant interest which impairs or could impair their judgment in carrying out their responsibilities;
- The individual has the opportunity to influence ACUMEN4D's grant making, procurement or any other significant decisions in a way that leads to personal gain or benefit family members.

Situations that may create conflict of interest:

Various situations, relationships and affiliations may raise potential conflicts of interest as follows:

- Any financial relationships between an employee and a grantee, contractor, vendor, supplier or partner outside of ACUMEN4D could create the appearance of conflict or interfere with an employee's ability to act in the best interest of ACUMEN4D. Such relationship can be as a substantial investor, director, trustee, advisor, consultant or any other influential position. Such relationships should be disclosed by the employee in the Conflict of Interest Declaration.
- An employee's former employment with a prospective grantee, contractor, vendor, supplier or partner could appear as a potential or actual conflict of interest. Within a period of 12 months, staff are required to declare the relationship and recuse themselves from the decision-making process where ACUMEN4D is considering such third party as a partner. This does not however preclude the staff from managing their former employer once they are in a contractual relationship with ACUMEN4D. Staff should also exercise caution and declare their recent relationship with a former employer, where a period of 12 months have lapsed to avoid the appearance of conflict.

- Any activity that results in conflict or competition directly or indirectly with ACUMEN4D such as outside compensated work or any engagement that may interfere with an employee's ability to deliver on his or her responsibilities to ACUMEN4D.

These situations are not exhaustive and staff are advised to exercise good judgment in determining whether there may be a potential conflict of interest they face in the course of their duties.

Declaration and management of conflict of interest

Staff are obligated to declare any potential or actual interest, obligation, relationship or other potential conflicts of interests through the Conflict of Interest Declaration.

ACUMEN4D requires staff to declare any interests even if the individual is certain that his or her judgement will not be affected in anyway by an interest, if others might reasonably think the interest is substantial.

Upon commencement of employment, all staff must complete the Conflict of Interest Declaration. Staff are required to update their declarations should there be any change of circumstances that may create a situation of conflict of interest. Staff are also required to declare all their affiliations even, if there is no conflict of interest.

Staff are required to recuse themselves from decision making, activities or transactions in which they may have an actual or potential interest or where there may be an appearance of either.

ACUMEN4D takes all reasonable steps to identify conflicts that arise or may arise in the course of business. When mitigation can be used to manage conflict, ACUMEN4D does so with transparency and documentation and with regular independent review. If mitigation is inadequate, ACUMEN4D may choose to avoid or terminate the conflict.

Since conflicts of interests are not always easy to define or clear cut to determine, the Ethics Committee is responsible for identifying any potential conflicts and reporting any findings to ACUMEN4D's Executive Committee and the ACUMEN4D Board through the oversight of the Audit & Risk Committee.

3.5. POLITICAL ACTIVITY AND CONTRIBUTIONS

ACUMEN4D does not make monetary contributions to political organizations, parties or candidates. ACUMEN4D staff are entitled to participate in political voting processes. The choice to participate in voting processes can only be done in an individual capacity and not as an ACUMEN4D employee or representative and in a manner that does not touch on ACUMEN4D's name or imply or create a conflict of interest at work.

Any staff who chooses to run for an elective political office will be required to resign from their ACUMEN4D position prior to seeking such elective post. Staff are prohibited from working on a political fundraiser or other campaign activity or openly support any political party while at ACUMEN4D or use ACUMEN4D's name, property and resources for these activities.

3.6. FINANCIAL STEWARDSHIP

3.6.1 Transparency and Accountability

ACUMEN4D strives for maximum transparency in carrying out its operations and delivering its mandate. To ensure transparency and accountability, we conduct institutional external audits, Human Resources

and third-party audits and reviews. ACUMEN4D upholds its fiduciary responsibilities through its policies governing investment, financial management, procurement and travel.

In addition, we abide by our development partners' rules and regulations and strive for the best stewardship of all funds we receive.

3.6.2 Fraud

ACUMEN4D has a duty to its stakeholders to take all responsible steps to prevent the occurrence of fraud whether perpetrated by staff, partners or vendors. We recognize that beyond financial loss, fraud may also reflect adversely on our image and reputation and has in place a robust framework for detection and prevention on fraud under our **Antifraud Policy**.

All staff have a responsibility to protect ACUMEN4D's assets and reputation and are expected to be alert to the potential for fraud. ACUMEN4D will take strict action against any staff that is involved in fraud including termination of employment and prosecution.

3.6.3 Anti-money Laundering & Counter Terrorist Financing

ACUMEN4D takes all necessary steps to ensure compliance with anti-money laundering laws and regulations, to assist law enforcement in combating money laundering and to minimize the risk of any resources of ACUMEN4D being used for improper purposes. Through our **Anti-money Laundering Policy**, we prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities.

4. OUR APPROACH TO CORPORATE GOVERNANCE

ACUMEN4D is committed to protecting the interests of its beneficiaries and our organization through compliance with laws and regulations that apply to our organization and obligations placed on us by our development partners as well as careful management of organizational risks.

4.1 COMPLIANCE

ACUMEN4D complies with all relevant national and international laws applicable its operations. It is the responsibility of all ACUMEN4D staff to ensure, by taking legal advice, that they are aware of all laws and regulations which may affect the area of work in which they are engaged.

Likewise, ACUMEN4D complies with obligations placed on us by our development partners. It is the responsibility of all ACUMEN4D staff to ensure that they understand and comply with requirements of our partners. We aim to continually keep our development partners informed, whatever the size of their donation to ACUMEN4D. For any doubt about compliance requirements related to laws and regulations or obligations from partners, further guidance should be sought from ACUMEN4D's Human Resources.

4.2 RISK MANAGEMENT

ACUMEN4D manages its risks in a proactive and systematic way using our Enterprise Risk Management Framework. Risk management processes are embedded in our organizational systems and processes to ensure that our responses to risk remain current and dynamic. In the spirit of this Ethics Policy, all ACUMEN4D staff are required to commit to "doing the right thing" over "doing whatever it takes" in pursuit of our strategic objectives.

4.3 PRIVACY & DATA PROTECTION

ACUMEN4D is committed to respecting privacy and to complying with applicable data protection and privacy laws. Our **Privacy Policy** outlines how we use information that we collect and how we treat personal information. All our staff are expected to be personally responsible for respecting and protecting the privacy and confidentiality of the people that they engage with.

5. REPORTING

ACUMEN4D encourages all staff, partners and vendors to report any suspected or observed wrongdoing. Such concerns include fraud, financial impropriety, misrepresentation, theft, harassment and discrimination, violation of laws, regulations, partner obligations, policies and procedures.

All concerns about potential unethical behavior and serious wrongdoing by staff, associates, partners or vendors through any of the following channels:

- If through the mechanism set out under **ACUMEN4D's Whistleblower Policy** using info@Acumen4D.org
- If by mail through
Managing Director, Acumen4D, P. O. Box 30709-00100, Nairobi Kenya
- Through your ACUMEN4D contact and for staff through your manager, any other manager, any member of the Ethics Committee or HR Unit.

We understand that it takes courage to speak up and for this reason, we have zero tolerance for retaliation. Any person who reports wrongdoing or refuses to do something in violation of this Policy will not suffer adverse consequences. Incidences of retaliation will be treated with seriously and will be subject to disciplinary action.

6. ACUMEN4D's ETHICAL COMMITMENT

We commit to taking responsibility for setting a culture of trust and integrity. In this respect, we

- frequently discuss ethics and integrity and are constantly clear that all decisions must be ethical
- lead by example by modeling ethical decision-making;
- ensure that all staff know that for results to matter, they must be achieved in the right way;
- encourage staff to speaking up against any unethical behavior;
- take steps to protect a person's confidentiality when a report is made to them;
- escalate integrity concerns or breach of this Ethics Policy to HR, the Human Resources Unit, Human Resources Unit, the Ethics Committee or any of its members;
- ensure our individual and collective behavior is consistent with this Policy;
- Ask questions and get support from the Ethics Committee to help us make the right decisions.

7. IMPLEMENTATION OF THIS POLICY

ACUMEN4D's Ethics Committee have the responsibility of overseeing compliance of the standards outlined in this Policy and act as an advisory body to ACUMEN4D's leadership on ethical matters. The Ethics Committee shall be made up of the following;

- (i) Managing Director; (ii) Chief Operating Officer; and (iv) Director, HR and (or) Administration

ACUMEN4D's Management provides assurance that the standards in this Policy are adequately met.

HOW TO USE THIS POLICY TO MAKE GOOD DECISIONS

RESPONSIBLE CONDUCT

Q: My supervisor has asked me to do something that I feel may have ethical implications. What should I do?

A: This Policy outlines our commitment to the highest standards of integrity. You should speak up against any concerns you may have. We promote a culture of openness and support anyone who raises an ethical concern.

Q: I am a Partner of ACUMEN4D working to deliver on a project. I notice that one of my co-partners workers' do not wear any protective gear in the factory. Should I just ignore it?

A: No. Our Partner Code of Conduct and Environmental and Social Policy which form part of this Policy, requires all our Partners to comply with high ethical and compliance standards. Please share your concern with your ACUMEN4D contact.

HARASSMENT

Q: A friend told me that her supervisor promised her a promotion if she would provide sexual favors. My friend knew this was wrong and threatened to report her supervisor. But now he's threatening to get her fired if she speaks up. Does she have to quit to get out of this situation?

A: No. She should not quit. Your friend should report the behavior to her HR. This Policy and the law, requires that all such reports be taken seriously and investigated thoroughly, without threat of retaliation.

Q: Help: I love to tell jokes. But someone was offended by my racial humor and now I've been reported for harassment. What will happen now?

A: Sometimes the pain caused by well-meaning "jokes" is too difficult or embarrassing to voice.

You should have taken more responsibility for understanding how your words affects others. The report of harassment will be taken seriously and investigated. Any disciplinary action taken is likely to depend on the severity of the damage and your sincere understanding of how your actions have affected others.

Q: I overheard a co-worker yelling and intimidating another employee. The other employee was upset after the threatening person left but did not want to report the incident. Should I tell someone?

A: Yes, tell HR about the incident immediately. ACUMEN4D investigates all forms of harassment including bullying.

BRIBERY & CORRUPTION

Q: A consultant I am working with to support my government engagement work has informed me that he will need a budget to entertain government officials. Is this acceptable?

A: No. It is illegal to make payments (including gifts and entertainment) that will go directly or indirectly to government officials. You should speak to your manager or ACUMEN4D's Human Resources Department.

Q: A vendor bidding for an RFP has informed me that if awarded the contract, he promises to give our department a "token of appreciation." His price and service capabilities are competitive. I feel compelled to award him the contract.

A: You should never accept a gift during a bidding process that could be perceived as trying to influence fair judgment. In addition, the vendor's actions can be construed as a bribe and contrary to this Policy and law.

CONFLICT OF INTEREST

Q: ACUMEN4D recently hired my brother-in-law. No one knows we are related and I had nothing

to do with the hiring. It turns out we will be working together on a new project but we'll be focused on different areas. Do I need to disclose our relationship?

A: Yes. To avoid the appearance of conflict or nepotism due to a personal relationship, it's always best to disclose such relationships. That way potential ill-feelings or complaints can be avoided.

Q: I have a friend whom I know is well qualified for a consultancy position currently open at ACUMEN4D. May I recommend her for the contract?

A: Yes, as long as you disclose relationship and then remove yourself from the decision making process. This will allow ACUMEN4D to make an objective decision.

POLITICAL ACTIVITY

Q: As an ACUMEN4D employee, can I stand for political office?

A: No. You will be required to first resign your position at ACUMEN4D prior to pursuing any political ambitions.

Q: A colleague talks to co-workers during lunch about a political candidate she supports. Is this acceptable?

A: Yes. This activity is fine, as long as she does this during non-work time, does not solicit donations and maintains a respectful tone.

TRANSPARENCY & ACCOUNTABILITY

Q: There is a conflict between what I should record as ACUMEN4D's expenditure and what would be beneficial for ACUMEN4D's performance outlook. What should I record?

A: Your unequivocal responsibility is to record the expenditure accurately.

FRAUD

Q: My supervisor asked me to pay a vendor's invoice for work that I know hasn't been completed. She said she wanted to help him out with cash flow this one time. Is this acceptable?

A: No. All financial transactions must be accurate. Explain to your supervisor you cannot do what she asks. If she insists, report your concern to any member of the Ethics Committee.

Q: I believe that a colleague may be colluding with a supplier to defraud ACUMEN4D. What should I do?

A: Immediately report your concern to your manager or any member of the Ethics Committee. Alternatively, you can make an anonymous report through info@Acumen4D.org and the matter will be investigated.

MONEY LAUNDERING

Q: When conducting a due diligence exercise, I noticed that one of our grantees had opened a number of bank accounts. He makes frequent deposits just under Ksh.1, 000,000/-. I have no solid reason for thinking there's anything wrong about all the accounts. Should I just ignore it?

A: No. Opening multiple accounts could be a "red flag" especially if the deposits are consistently below Ksh.1, 000,000/-. Bring your questions to the Human Resources Unit or any member of the Ethics Committee for guidance.

COMPLIANCE

Q: How do I know which laws apply to the activities that I am implementing?

A: If you are in any doubt or need interpretation on laws applicable to your project, you should contact ACUMEN4D's Human Resources Unit for advice.

Q: I am implementing a project funded by a development partner that needs to approve all sub-contracts, however I am concerned that seeking approval will delay me. Should I ignore the approval request?

A: No. You are required to comply with all development partner requirements. Should you have any doubts on the requirements, you should contact ACUMEN4D's Human Resources Unit.

RISK MANAGEMENT

Q: My manager has advised me to proceed with a project with significant risks to ACUMEN4D, without any mitigation plans in place. Should I proceed with the project?

A: No. Explain to your manager that ACUMEN4D has a defined risk tolerance and all projects must be implemented within our Risk Management Framework. If he/she insists, please report to any member of the Ethics Committee.

PRIVACY & DATA PROTECTION

Q: I recently filled out an anonymous survey. The instructions assured me that my answers would remain confidential. However, I learnt that all my answers were leaked to some of my colleagues. What should I do?

A: You should speak to your manager or any member of the Ethics Committee to report the breach of confidentiality.

Q: A friend has recently started his own business and has asked me for names and home address of all ACUMEN4D staff so that he can send them his company profile. Should I share this information with him?

A: No. Sending this information would be breaching this Policy and may break various laws leading to legal action against you and/or ACUMEN4D.

REPORTING

Q: I would like to report a violation of ACUMEN4D's Ethics Policy. Which reporting channels should I use?

A: You may use any of the reporting avenues available which include:

- Through info@Acumen4D.org
- By mail through
Director, Human Resources, Acumen4D, P. O. Box 30709-00100, Nairobi, Kenya
- Through your ACUMEN4D contact
- Through any ACUMEN4D manager
- Through any member of Ethics Committee
- Through ACUMEN4D's HR Unit