



**Code of Professional Conduct**  
**for**  
**Members of the International Woman's Forum South Africa (IWFSa)**

**June 2020**  
**Final Version – 21 August 2020**

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## 2. INTRODUCTION AND DEFINITION OF ETHICAL LEADERSHIP

The IWFSAs Code provides a proactive approach to promoting sound governance and responsible conduct by Members of the IWFSAs who, through their membership of the IWFSAs, undertake, as members of the IWFSAs to perform their various roles and execute their responsibilities in an ethical and professional manner, as provided for in this Code.

Membership of the IWFSAs is based on the member meeting key qualities and attributes. These can be summarised as follows (ALRCDQ):

- **Achievement** – she must be a pre-eminent woman in her field and must hold a position of significant professional accomplishment;
- **Leadership** – she must hold or have held a position of significant leadership in her organisation, and/or field and/or industry;
- **Recognition** – she must be recognised both internally and externally as pre-eminent in her field;
- **Commitment to Community and Advancing Other Women** – she must have a track record of taking action to promote and advance other women;
- **Diversity** – she must have a track record of promoting and valuing diversity, across the many areas of diversity, i.e. race, gender, age, professional, cultural;
- **Qualities** – she must be known as a leader that promotes ethical leadership and business within the context of good corporate governance.

Therefore, the IWFSAs sets the standard for membership of the IWFSAs to be one of **Ethical Leadership**.

### **DEFINITION: Ethical Leadership**

**Ethics** refers to values, principles, norms and standards that the IWFSAs promotes for guiding and conducting its activities, internal relations and interactions with external persons.

Ethics is reflected in a motivation deriving logically from ethical or moral principles which govern a person's thoughts and actions.

It is a **policy requirement** that IWFSAs Members conduct themselves with the highest degree of integrity and honesty in all of their dealings.

This is a responsibility that is shared equally by all members of the IWFSAs community.

**Ethical Leadership** is leadership that is directed by respect for ethical principles and values and for the dignity and rights of others. It thus embodies such traits as trust, honesty, consideration and fairness. Therefore, it is the demonstrable behaviours of:

- **Leading by example;**

Practicing and demonstrating ethical, honest and trustworthy behaviour towards others, incl. employees;

- Championing the Importance of Ethics and Ethical Behaviour;
- Communication and development of professional and private relationships built on trust, fairness, integrity, openness, compassion and respect.

### 3. SCOPE AND APPLICATION

This Code applies to Members of the IWFSA, as defined, by virtue of their membership to the IWFSA, and breaches of the Code will be managed in accordance with the IWFSA's Disciplinary Regulations as determined by the IWFSA Board, from time to time.

This Code therefore sets out to:

- define acceptable/unacceptable conduct by members,
- promote high standards of ethics in all IWFSA endeavours, and
- establish a framework for professional behaviour and responsibilities,

all within the scope of the core responsibility each member has to be an ethical leader.

This Code is a dynamic document, and it is anticipated that as the IWFSA advances as an organisation that this Code will also be revised and updated in response to such developments.

The Code specifies that a member of the IWFSA has to show ethical leadership in both their **private and public lives**.

The content of the Code avoids strict specificity so as to prevent inadvertent limitation of the application of the ethical and conduct principles contained therein. In interpreting the Code, both the ethical and conduct principles must be applied to advance and promote the spirit and letter of the Code.

### 4. THE CODE – FIVE PRICIPLES:

The Five Principles of the Code, that Members are held to, are:

- Integrity;
- Competence;
- Responsibility and Accountability;
- Fairness;

And,

- Transparency.

These are described in detail, below:

#### 4.1 Integrity

- A Member shall perform their role and execute their day to day responsibilities in an open and honest manner and will avoid conflicts of interest, and where conflict cannot be avoided, declare and manage it in a candid manner.
- A Member shall not engage in any unlawful or unethical activity or be a party to any transaction or relationship which bring themselves, their organisation(s), the Profession or the IWFSA and/or its members into disrepute.
- A Member shall use their best endeavours to ensure that the legitimate interests of the Organisation's stakeholders receive due and proper consideration in the **decision-making, strategy and actions** of the Organisation(s);
- A Member shall use their best endeavours to ensure that they, and their Organisation(s) abide by, and comply with, both the spirit and the **letter of laws, regulations and codes** of best

practice relevant to their office and their Organisation(s) and that they and their Organisation(s) act ethically beyond mere legal compliance;

- A Member shall promote and advance an **ethical organisational culture** within, and responsible corporate citizenship approach for and on behalf of, their Organisation(s);

#### 4.2 Competence

- A Member shall attain and maintain an appropriate level of **knowledge and skill** to enable themselves to effectively execute their role and responsibilities.
- A Member shall **continually improve** upon their proficiency and effectiveness so as to benefit their Organisation(s), its stakeholders and its profession/role as a whole.
- A Member shall devote **sufficient time and consideration to their duties** and ensure that they contribute effectively to their Organisation(s) by not accepting more appointments than they can reasonably manage effectively.

#### 4.3 Responsibility and Accountability

- A Member shall act with due care, skill and diligence in the performance of their role and the execution of their responsibilities and will be accountable for their actions and decisions.
- A Member shall be diligent in the performance of their role and the execution of their responsibilities, devote sufficient time and consideration to their duties, and contribute effectively to their Organisation(s).
- A Member shall remain accountable at all times for their role and the execution of their responsibilities, even when these were delegated.
- A Member shall exercise prudent, fair and reasonable **judgement in the evaluation of risk and opportunity** pertaining to their Organisation(s), and ensure that they make informed decisions based on sound reasoning;
- A Member shall use their best endeavours to ensure that their Organisation's **reporting and communication** with its stakeholders is timely, accurate and complete;

#### 4.4 Fairness

- A Member shall act with independence of mind, based on fair, rational and objective criteria, in the execution of their role and responsibilities and shall equitably consider the legitimate and best interest of their Organisation(s) in decision-making and strategy.

#### 4.5 Transparency

- A Member shall commit to being appropriately transparent in the manner in which they exercise their governance roles and responsibilities.
- A Member shall be **honest and transparent** in all decisions and communications and adopt a stakeholder-inclusive approach to organisational decision-making;
- A Member shall, while balancing the need for transparency with considerations of confidentiality, ensure that they at all times only **use confidential information for a legitimate purpose**, during and after their engagement with the Organisation(s).

### 5. CONDUCT AND OBLIGATIONS TOWARDS THE IWFSA

In meeting their responsibilities and obligations towards the IWFSA, a Member shall:

- (a) **abide by**, and comply with, all IWFSA Rules and Regulations, as determined from time to time;
- (b) when they are also members, affiliates or associates of another organisation, institute, regulatory or controlling body, or association, **ensure adherence to such entities' rules, regulations and codes**, and inform the IWFSA, at the earliest possible time, of any administrative, punitive or disciplinary action taken against them by such an entity;

- (c) **comply with** the IWFSAs requirements for using the IWFSAs intellectual property;
- (d) **not engage, or incite or encourage** others to engage, in conduct that adversely reflects on the reputation of the IWFSAs or which brings the IWFSAs and/or its members into disrepute;
- (e) not directly or indirectly **disrupt or discredit**, or incite or encourage others to disrupt or discredit, the IWFSAs in its activities and initiatives to promote and advance the Profession and/or good corporate governance in South Africa; and
- (f) **not misstate any authority to represent the IWFSAs or conduct themselves in a manner so as to lead others to believe that they are representing the IWFSAs** in an official capacity or as an agent, unless they have been duly authorised to do so by an authorised representative of the IWFSAs.

## 6. NOT ABIDING BY THE CODE OF CONDUCT

### 6.1 A BREACH OR TRANSGRESSION

It is the **ACT** of an **INFRACTION** or **VIOLATION** of this Code of Conduct, in a Member's personal and/or public life.

And/or, it is the **FAILURE TO ACT**, in a way that is commensurate with the elements of this Code of Conduct.

### 6.2 DECISION BY THE BOARD of IWFSAs

Where the Board of the IWFSAs, by a two thirds majority vote, determines that a member does not meet the requirements of this code of conduct, the Board of the IWFSAs may, either:

- Suspend the member, temporarily, allowing the member to get the matter in hand;
- or,
- Suspend and then exit the member from the IWFSAs.

### 6.3 PROCESS OF SUSPENSION AND/OR EXIT FROM THE IWFSAs

The Board of the IWFSAs will act to suspend and/or exit a member after they have considered the case for suspension. The process to be followed is covered more fully in the IWFSAs Disciplinary Procedures. Please refer to that document for a full description of the process envisaged.

Here below are some of the key elements of this procedure.

Once the Board of the IWFSAs is aware of a potential breach of the Code of Conduct by a Member, the Board shall appoint an IWFSAs Disciplinary Panel – which should comprise:

- Members of the current IWFSAs Board;
- members of IWFSAs in good standing, as appropriate;
- Lifetime Members of the IWFSAs;

and

- at least 2 external, independent persons to sit on the Disciplinary Panel.

The Disciplinary Panel shall comprise of a minimum of 5 members; and up to a maximum of 7 persons, plus a secretariat, for the recordal of all discussions.

This needs to be by a formally constituted Disciplinary meeting; and the evidence and consequences of the members actions need to be considered. (See Disciplinary Procedures Document)

Reputational considerations for both the IWFSA and the member in question need to be considered and the Panel needs to show that the principles of sound judgement and fairness have been applied

The Disciplinary Panel needs to put the charges before the member, and give them appropriate time to prepare their defence, before appearing before the Disciplinary Panel. This is to allow the member in question to add evidence and lodge an appeal based on their own facts.

The Disciplinary Panel shall meet with the member, and formally state the charges and listen to the Member's evidence in remittance. The Panel shall review and consider the charges and the evidence placed before it.

The Panel shall form a recommendation and shall inform the IWFSA Board of its recommendations.

The Board, in its own discretion will consider all facts before it and make its decision.

After taking such a decision, the Board needs to first advise the member concerned of its decision and of the Disciplinary Meeting.

#### **6.4 APPEAL**

Once notified by the Board of the decision of the Board, based on the findings of the Disciplinary Panel, the member shall have 14 working days to lodge an appeal. The appeal may only be lodged on the grounds that new evidence, which was previously not available, has come to light. The appeal needs to be lodged with both the President and the Secretariat of the IWFSA.

Upon an appeal being lodged, the steps described above, for a Disciplinary hearing will be re-acted, as described above.

The Disciplinary Appeal Panel will consider the evidence placed before it; and will advise the IWFSA Board of its decision. The IWFSA will consider all matters in this regard, make its decision, and advise the Member in question, of its decision; which is a decision that is full and final.

The Board is obliged to notify all members of its decision, timeously, but at least within 30 working days. It is not obliged to convey the details surrounding its decision.

### **7. SIGNATURES**

I hereby confirm that I have read and understood the IWFSA Code of Conduct and I agree to abide by the provisions herein.

Member: \_\_\_\_\_  
Name Date

Signature: \_\_\_\_\_

**Acceptance on Behalf of the IWFSA:**

Board Secretariat: \_\_\_\_\_  
Name Date

Signature: \_\_\_\_\_

## 8. DISTRIBUTION AND CHANGE CONTROL

This Policy and Code of Conduct is to be reviewed and formally approved by the Board of the International Women's Forum of South Africa (IWFSa) at least annually. Once so approved, it will be distributed to all members of the IWFSa, to be signed and returned, annually. All membership of the IWFSa is subject to adherence of the Policy and Code of Conduct. If there is no signed Policy on record for an individual, such individual is automatically regarded as in breach of the Policy.

Distribution Date: June 2020			
Author	Date	Version No.	Change Reference
IWFSa MEMBER	16 June 2020	02	Draft Reviewed and Updated – for Discussion with the Board of the IWFSa
IWFSa MEMBERSHIP COMMITTEE	22 June 2020	03	Updated Version after Management Meeting Discussion
IWFSa MEMBERSHIP COMMITTEE	July 2020	04	Updated Version Distributed to Board Members for their Comments and Review
IWFSa BOARD	August 2020	05	Final Version: approved by Board
IWFSa MEMBERS	September 2020	06	Presented to members at AGM Accepted by members and signed

## 9. ACKNOWLEDGEMENTS:

Reference Material has been obtained from, inter alia,

1. The IWFSa Nomination Criteria and Process Document.
2. The Ethics Institute of South Africa (EloSA) and the Codes of Ethics Handbooks 2020.
3. The Institute of Directors of South Africa (IoDSA) Code of Conduct and other documents.
4. CIPC – The Memorandum of Incorporation (MOI).
5. SA JOURNAL for LABOUR.