



# **CODE OF ETHICAL CONDUCT FOR UNITAID BOARD CONSTITUENCIES AND GOVERNANCE OFFICIALS**

**18 June 2020**

# 1. Purpose and scope

This Code is intended to support high standards of governance, through the promotion of constructive and responsible engagement by all those involved, underpinned by culture of trust, together with a shared commitment to equity, integrity and respect for others.

The Code of Conduct provides operational guidance, together with the standards of conduct and integrity with which Unitaid's Board Constituencies and individual Governance Officials are expected to perform their duties. The Code focuses on interactions within Unitaid's governance bodies as well as interactions between Governance Officials and the Secretariat. It is expected that all such interactions (whether within the Board, in relations between Board and Secretariat, and between Secretariat and Board) will be respectful and characterized by a willingness, on the part of all those involved, to identify solutions and common ground, in the interests of attaining the best outcomes for global health.

Unitaid Secretariat staff, as WHO staff members, are subject to WHO staff rules and regulations<sup>1</sup> as well as to the WHO Code of Ethics and Professional Conduct<sup>2</sup>. Unitaid staff also benefit from WHO's institutional safeguarding framework.

**This Code applies to both Unitaid Board Constituencies and Governance Officials.**

**Board Constituencies** are the countries and other constituencies listed in Article 4.2.1.2 of Unitaid's Constitution as the holders of the Board seats.

**Governance Officials** includes the Board Chair and Vice-Chair, Board Members and Alternates, together with all Committee and Working Group Members, Board Constituency Focal Points and members of Constituency Delegations.

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<sup>1</sup> [https://www.who.int/employment/staff\\_regulations\\_rules/EN\\_staff\\_regulations\\_and\\_staff\\_rules.pdf](https://www.who.int/employment/staff_regulations_rules/EN_staff_regulations_and_staff_rules.pdf)

<sup>2</sup> [https://www.who.int/about/ethics/code\\_of\\_ethics\\_full\\_version.pdf?ua=1](https://www.who.int/about/ethics/code_of_ethics_full_version.pdf?ua=1)

## 2. Standards of conduct

In accordance with the Board Operating Procedures, Board Members and Alternates serve Unitaid as the representatives of the Board Constituencies, rather than in an individual and personal capacity<sup>3</sup>. All Board Constituencies and Governance Officials are nevertheless expected to consider the best interests of Unitaid and in accordance with Article 2.5 of the Board Operating Procedures, Governance Officials are expected to perform their responsibilities in a way that is aligned with Unitaid's mission, objectives and priorities. This implies a personal commitment by Governance Officials, involving responsibilities for setting an example and embodying Unitaid's standards of conduct, as further explained below.

Board Constituencies are expected to take account of the requirements set out in this Code of Conduct when selecting their representatives and ensure that Unitaid's standards of conduct are understood and respected by the Governance Officials who represent them.

Governance Officials in Board or Committee leadership positions are responsible for ensuring standards of conduct and integrity within the governance bodies they lead and are therefore required to be particularly attentive to these standards.

### Complying with Unitaid's standards of conduct involves:

- ✓ **A duty of care**
- ✓ **Acting accountably**
- ✓ **Acting with integrity**
- ✓ **Ensuring mutual respect**
- ✓ **Speaking out**

## 3. Multi-Stakeholder Board Constituencies

All Board Constituencies comprising a group of countries, organizations or stakeholders<sup>4</sup> are expected to develop and agree on internal processes. These should be documented and sufficiently comprehensive to ensure that the Constituency and its representatives are able to operate and represent the interests of their group effectively. In accordance with the Board Operating Procedures, the internal processes should set out the agreed basis on which the Constituency selects its Board Member and Alternate, as well as any other members of its Delegation<sup>5</sup>. They should also include modalities to ensure management of conflicts of interest and adherence with this Code of Conduct.

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<sup>3</sup> Article 2.4 Board Operating Procedures

<sup>4</sup> As envisaged in Article 2.9 of the Board Operating Procedures

<sup>5</sup> Article 2.9.1 Board Operating Procedures

These internal processes must be shared with the Board Chair on request and may be communicated to the Board through the Board Chair.

## 4. Responsibilities and duties

### a. The duty of care

The duty of care reflects the need for Board Constituencies and Governance Officials to fully consider and take into account the best interests of Unitaid. In line with this, Unitaid's Board Operating Procedures require Governance Officials to perform their responsibilities in a way that is aligned with and serves Unitaid's mission, objectives and priorities<sup>6</sup>. It is nevertheless recognized that the foremost responsibility of Governance Officials is to the Constituencies they represent. Governance Officials may represent diverging perspectives on matters under consideration but should at all times demonstrate their commitment to Unitaid by seeking common ground and constructive positions that work in Unitaid's best interests.

The duty of care is also essential for the effectiveness of external representation by Governance Officials of Unitaid's institutional views and positioning. If in internal deliberations it appears that the Board is not entirely in agreement on a given matter, Board Constituencies and Governance Officials are expected to discuss and endeavour to resolve the matter internally.

The Board Chair is expected to represent Unitaid through his/her appointment by the Executive Board. All other Governance Officials are expected to take care to avoid any public attribution to Unitaid, including the Unitaid Board, of their own personal views, or those of their Constituency. This could otherwise be misleading and potentially damaging to Unitaid.

#### **The duty of care therefore requires Governance Officials to:**

- ✓ Fully consider and act in line with Unitaid's best interests when participating in internal decision-making;
- ✓ Never abuse their personal position as a Unitaid Governance Official to advance their personal interests in any way (financial or otherwise) and promptly disclose any relevant interests, to avoid any risks in this respect;
- ✓ Ensure that any official or formal representation of Unitaid's position (whether in public fora or in writing) is notified to the Board Chair in advance and promptly disclosed thereafter for information to all other Governance Officials;
- ✓ Act with discretion, and to the extent feasible and appropriate, take account of Unitaid's best interests if participating in any formal or informal meetings with Unitaid stakeholders involving discussion of Unitaid matters;

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<sup>6</sup> Article 2.5 Board Operating Procedures

- ✓ Act with respect, refrain from intimidation and avoid exerting undue pressure on fellow Governance Officials, Proposal Review Committee (PRC) members, Unitaid staff or Unitaid grantees, to influence either financial, operational or administrative decisions, or Unitaid’s strategic positioning; and
- ✓ Interactions between Board Constituencies and the Secretariat are welcome. They are facilitated through agreed Secretariat contact points in the Secretariat board relations team. While Governance officials should avoid direct solicitation of Secretariat staff, which might be perceived as inducing pressure, they may and should remain receptive if they are approached by Secretariat staff.

## **b. Acting Accountably**

All Governance Officials are accountable to both Unitaid Executive Board and the Constituencies they represent for delivery against Unitaid’s mandate and the proper use of Unitaid’s resources. This involves taking responsibility for their own conduct and decisions, as well as collective accountability to all Unitaid stakeholders for ensuring requisite controls and oversight of Unitaid’s operations and investments.

**Governance Officials are required to demonstrate their accountability, including by:**

### **i. Transparency**

- ✓ Taking proactive steps to ensure an appropriate level of consultation with relevant stakeholders within their Constituency, before voting or presenting any significant positions or decisions on behalf of their Constituency, with a view to representing the Constituency in a meaningful way, in accordance with Unitaid’s Board Operating Procedures<sup>7</sup>. This involves sharing information within their Constituency and Delegation early enough and with enough detail to promote constructive inputs, in order to achieve better-informed decision-making, unless limitations on the circulation of information are required, due to its confidential or sensitive nature;
- ✓ Informing the Board Chair if there is any formal ongoing investigation against the organization to which they are personally-affiliated; and
- ✓ Informing the Board Chair if there is any formal ongoing investigation against them personally.

### **ii. Responsible Information Management**

Governance Officials are expected to balance the interests of transparency with the need for confidentiality. Subject to any overriding governmental or organizational prerogative. They can do this by:

- ✓ Not sharing information that the Board or Committee leadership, or the Secretariat determines and formally designates in writing to be confidential; and
- ✓ Complying with any restrictions regarding sensitive documents and discussions.

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<sup>7</sup> Article 2.9.4 Board Operating Procedures

### iii. Preparation and Active Participation

- ✓ Preparing for meetings by reading background materials in advance.

## c. Acting with integrity

High standards of integrity are of fundamental importance in all Unitaid decision-making processes and engagements. Board Constituencies and the Governance Officials who represent them are expected to show a strong commitment to integrity. This involves demonstrating transparency, impartiality, fairness and accuracy.

High standards of integrity are particularly important when the decisions to be taken by Board Constituencies and their Governance Officials will lead to awards of funding or other resources to third parties. Failures in this respect may lead to decisions taken for the wrong reasons and expose Unitaid to the risk of sub-optimal use of resources. Any concerns regarding the integrity of Unitaid's decision-making processes may also undermine trust and confidence in Unitaid – both internally and externally – and result in reputational damage. This is a risk to Unitaid even if the concerns are unfounded.

When taking decisions, Governance Officials should place Unitaid's interests before any personal interest. It is equally important that decisions are taken in a way that limits any perception of a lack of integrity. **Board Constituencies and Governance Officials are therefore required to demonstrate their integrity through the declaration of their interests.**

The responsibility to maintain high standards of integrity therefore involves a commitment by both Constituencies and Governance Officials to full transparency regarding interests that could give rise to actual, perceived or potential conflicts of interest. In addition, Governance Officials may be offered or wish to offer gifts, honours, travel costs or hospitality related to their position with Unitaid, which risks creating the impression of inappropriate use of Unitaid resources, or even influence over the Governance Official. In accordance with the Board Operating Procedures, both Board Constituencies and Governance Officials are therefore required to adhere to the Board's Conflict of Interest Policy, as adopted by the Board<sup>8</sup>.

**All Governance Officials<sup>9</sup> are expected to ensure that they:**

- ✓ Declare to their Board Constituency any interests arising that could create an actual, perceived or potential conflict of interest and revise this Declaration without delay if relevant new interests arise during the year; and

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<sup>8</sup> Article 2.6 Board Operating Procedures

<sup>9</sup> Excepting the Board Chair, who is not affiliated to a Board Constituency. More information about the specific arrangements with respect to the Board Chair can be found in the Board's Conflict of Interest Policy.

- ✓ Promptly inform their Board Constituency if Unitaid governance deliberations or decision-making could directly affect their own personal or financial interests (or those of their immediate family members).

All Governance Officials are expected to ensure that they actively discourage giving or receiving gifts, honours, travel costs or hospitality related to their position with Unitaid, except those of only nominal value. If such situations cannot be avoided, the giving of any gifts, honours, travel costs or hospitality, funded through Unitaid Board-allocated budgets, must be reported in the annual report of the Governance Official concerned to the Finance and Accountability Committee (FAC). Any unavoidable receipt of such benefits should be managed in accordance with the requirements set out in the Board's Conflict of Interest Policy.

More information about the management of declarations and any conflict of interest can also be found in the Board's Conflict of Interest Policy.

#### **d. Ensuring dignity and respect**

Governance Officials are expected to promote, uphold and demonstrate dignity and respect through the Unitaid interventions they support, in their own interactions and by assuring proper oversight of the Unitaid Secretariat. **This requires Governance Officials to:**

- ✓ Seek to ensure that Unitaid funding does not contribute to discriminatory treatment or violations of human rights and that interventions financed by Unitaid are designed to promote a safeguarding environment, together with dignity and respect for beneficiaries affected by the diseases being addressed;
- ✓ Promote and act on the basis of equity and non-discrimination when engaging in Unitaid contexts with external individuals or other organizations;
- ✓ Promote an enabling environment guided by mutual respect when interacting with fellow Governance Officials or Unitaid staff;
- ✓ Promote and practice respectful deliberations and decision-making, ensuring that discussions reserve sufficient time for all Governance Officials to speak and that decisions are made after thorough consideration of all views expressed;
- ✓ Treat fellow Governance Officials and Unitaid staff with courtesy and respect;
- ✓ Practice, promote and ensure high safeguarding standards across Unitaid's governance bodies and Secretariat, by ensuring there is no tolerance within Unitaid's operations for any forms of physical or verbal abuse, bullying or harassment, including sexual harassment or abuse;
- ✓ Promote appropriate management of safeguarding risks within the interventions financed by Unitaid;
- ✓ Respect the independence of Unitaid's Proposal Review Committee (PRC) by (i) avoiding any undue pressure or influence on its reviews and deliberations; and (ii) ensuring that no requests for information or clarification are addressed to the members of PRC, unless formally raised with the PRC Chair during meetings of the Executive Board; and

- ✓ Protect Unitaid’s reputation and integrity, including by discouraging the dissemination of any inaccurate information, false or unsubstantiated claims and rumours regarding Unitaid, its investments, its PRC, fellow Governance Officials or Unitaid staff.

### e. Speaking out

Governance Officials are encouraged to support one another and hold one another accountable by proactively discussing whether their decision-making and behaviour are consistent with this Code. Pointing out behaviour that is inconsistent with this Code may positively influence the behaviour of colleagues and Governance Officials may therefore choose to raise concerns informally with their counterparts.

Any knowledge or reasonable suspicion of serious wrongdoing within any part of Unitaid’s operations must nevertheless be reported. It should be brought to the attention of the Board Chair or Vice Chair, together with the Chair of the Finance and Accountability Committee and/or the Executive Director, unless reported to WHO’s Ethics or Internal Oversight Services.

Confidential and/or anonymous reporting services are available to all Unitaid stakeholders, including Governance Officials and staff, through WHO’s Whistleblowing Hotline, which is managed by WHO’s Ethics team – see: <https://unitaid.org/report-fraud-abuse/#en>

Unitaid will not tolerate retaliation against anyone who in good faith raises concerns or reports misconduct. However, knowingly reporting false information is contrary to this Code and individuals who do so may be sanctioned accordingly.

If a Board Constituency or Governance Official takes any action that is not in accordance with the standards set out in this Code, the Board Chair, in consultation with the Vice-Chair and Chair of the FAC, shall consult together and propose remedial action that the Board may take. They may seek guidance from the Unitaid Ethics Officer and/or WHO’s Senior Legal Officer before doing so, but they shall be responsible for the decision to take any action. They shall do so on a case-by-case basis, but action may include:

- ✓ Reporting of the incident to the full Executive Board; and/or
- ✓ A formal letter regarding the matter addressed by the Board Chair to the individual and/or Constituency concerned, on behalf of the Board; and/or
- ✓ Requesting the Constituency concerned to select a new Governance Official as its representative.

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1	Unitaid Executive Board Resolution UNITAID/EB35/2020/R5	
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