

**THE GBVF RESPONSE FUND1**  
**NPC Reg. No. 2021/359277/08**  
**Contact Details: info@gbvfresponsefund1.org**

**Governance Framework**

**SIGN OFF AND REVIEW**

	<b>Position or Committee</b>	<b>Date</b>
Reviewed by	Audit and Risk Committee	11 May 2021
Approved by	Board of Directors	14 May 2021

# Gender-Based Violence and Femicide (GBVF) Response Fund 1

## Governance Framework

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### 1. Introduction

- 1.1. The GBVF Response Fund1 ("Fund") was established to support any measures that seek to eradicate GBVF as articulated in the South African National Government National Strategic Plan (NSP). Sound corporate governance forms the foundation of stakeholders and donors' trust. The Fund is a Non-Profit Company, incorporated for a public benefit or other object as required by Item 1(1) of Schedule 1 of the Companies Act. Corporate governance facilitates fairness, accountability, responsibility and transparency across organisations. Sound corporate governance processes protect the Board, Executives and staff against preventable harm while fulfilling their duties.
- 1.2. The Fund's Corporate Governance Framework ("the Framework") provides a governance process that enables the Fund to execute on its strategy while simultaneously meeting its governance and legislative obligations. This Framework is informed by, the Companies Act, and other leading practice (e.g. King IV™ Report on Corporate Governance 2016).

### 2. Purpose and Scope

- 2.1. The purpose of the Framework is to provide for the prudent management and oversight of the business of the Fund and to adequately protect the interests of all donors and stakeholders. The Framework describes the governance structure and decision-making processes applicable to the Fund.
- 2.2. This Framework only addresses the Fund's overarching governance structure and decision-making principles. This Framework should be read in conjunction with the Fund's Strategy, other policies, processes and procedure and charters such as the Memorandum of Incorporation (Mol), Board and Board Committee Charters and code of conduct etc.

### 3. GBVF's Governance Statement

- 3.1. The Fund is committed to implementing and maintaining sound corporate governance practices, as set out in the Companies Act and King IV Code. The Fund's Board recognises that corporate governance practices must be appropriate and relevant to the size, nature and complexity of its operations, while promoting robust practices within the context of the Fund achieving its objectives and mandate.

### 4. Mission, Vision and Values

- 4.1. The Fund's strategy is supported by high standards of corporate governance, which we review to ensure robust reporting, the forging of strong relationships with our stakeholders and communities and the alignment of our businesses with good practice.
- 4.2. The Fund aims to make a significant impact against the scourge of GBVF by:
  - 4.2.1. Operating with transparency, integrity and accessibility.
  - 4.2.2. Supporting organisations and institutions that address the range of intersecting challenges that women face, making them vulnerable to GBVF.
  - 4.2.3. Allocating resources based on the principles of women empowerment and social consciousness.
  - 4.2.4. Facilitating accessibility of funding to women's organisations in marginalised communities (considerations around language, internet access, literacy, etc). Proposals should be submitted in all official languages as language should not exclude women who cannot communicate in English.
  - 4.2.5. Adopting a proactive funding approach.
  - 4.2.6. Focusing on matters relating to GBVF with unique, strategic insight.
  - 4.2.7. Interacting with like-minded GBVF activists on the ground through a network of social facilitators.

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## 5. Corporate Governance Framework

### 5.1 The Board

5.1.1. The Fund’s Board shall act all times in the best interest of the Fund and take ultimate responsibility for the Fund. The Fund’s Board has an approved Charter which provides guidelines to Directors in respect of, among others, the Board’s responsibilities, authority, composition, meetings and the need for performance evaluations and as set out in the Fund’s Memorandum of Incorporation.

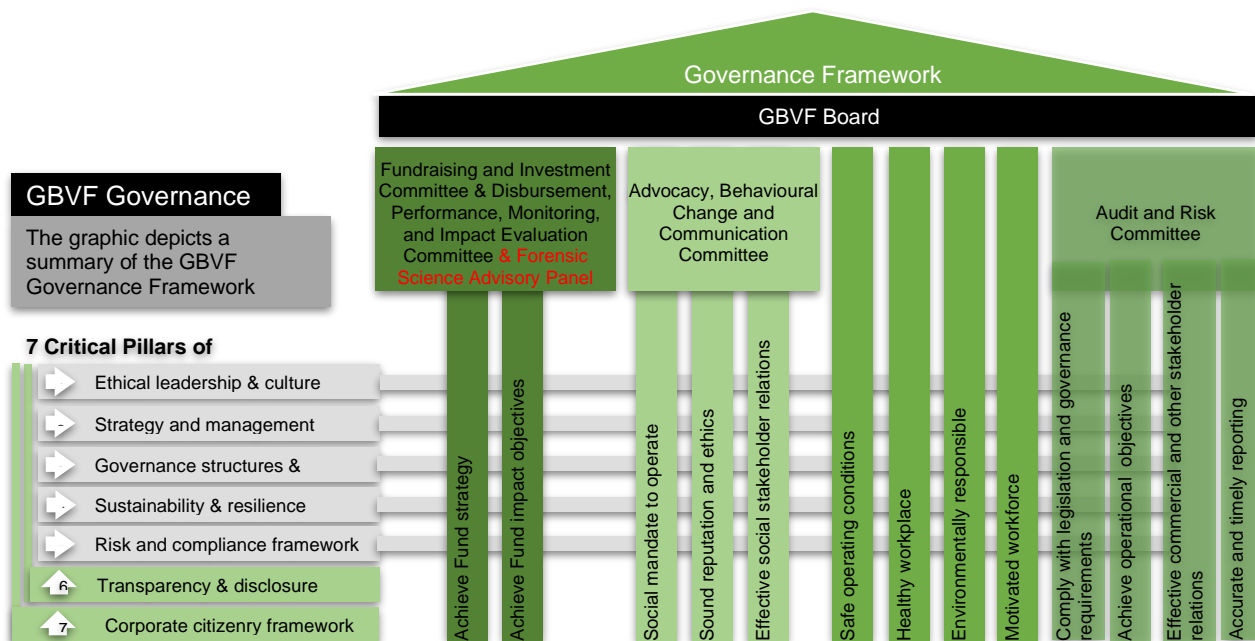
### 5.2 Board Composition

5.2.1 The Board shall decide on any appointment to the Board, subject to a formal and transparent process, and in line with the Memorandum of Incorporation of the Fund. Until otherwise agreed, the Fund’s Board consists of three directors, provided that:

- The Board shall comprise of not less than three (3) Directors (excluding the CEO) who are not connected persons in relation to each other of which the majority being Independent Non-Executive Directors (INED);
- Directors will be nominated for election by the existing Directors of the Fund; and
- The Board shall comprise a balance of expertise, skills and knowledge relevant to the Fund requirements and shall reflect the race, gender and geographical demographics of the Republic of South Africa.

### 5.3 Governance Structure / Organisational Leadership

5.3.1 The Fund has established a Board with appropriate Board Committees. Therefore, in support of a transparent organisational structure and these lines of responsibility, the Fund has established the governance structure as depicted below.



5.3.2 The Fund’s Board retains the accountability and responsibility of the performance and affairs of the Fund and shall in so doing effectively represent and promote the legitimate interests of the Fund. The Board, at all times, shall retain full and effective control over the Fund and shall direct and supervise the business and affairs of the Fund. This includes responsibility for reviewing and guiding Fund’s strategy, through the establishment of key policies and objectives, understanding the key risks faced by the Fund, determining the risk appetite, tolerance and preferences of the Fund and the processes in operation to mitigate these.

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- 5.3.3 The Board's primary responsibilities include the appointment of the CEO, determining the Company's purpose and values and giving strategic direction to the Company, identifying key risk areas and key performance indicators of the Fund's business, monitoring the performance of the Fund against agreed objectives, overseeing the Fund's values and ethics, ensuring that succession plans are in place, advising on significant financial matters and monitoring social responsibilities of the Fund.
- 5.3.4 The Board has overall responsibility for the management of the Fund and for achieving its objectives. In discharging its responsibilities, the Fund's Board will be supported by executive and senior management, together with the various board committees. These committees have specific charters or terms of reference, appropriately skilled members, senior management participation and access to specialist advice when considered necessary. Various informal forums may be established for the gathering of information, agreeing and tracking actions, and where necessary, escalating findings or recommendations to decisions-making forums. Various mechanisms such as strategies, policies, processes and documents have been implemented and are used to drive and support good governance in practice.
- 5.3.5 The Fund's Board is supported by Board committees depicted in the diagram above. These Committees have delegated responsibility to assist in specific matters. These Committees report to the Fund's Board on a quarterly basis. The delegated responsibilities and powers, limits and authorities attached to the Board Committees are approved by the Fund's Board, and such powers, limits and authorities are limited as determined by the Fund's Board from time to time. Each Committee has its own Charter or terms of reference which sets forth its purpose, composition and duties.
- 5.3.6 Board members are legally obliged to act in the best interest of the Fund, to act with due care in discharging their duties as Board members, to declare and avoid conflicts of interest and to account for any advantages gained in discharging their duties on behalf of the Fund. Director shall be at liberty to accept appointments to other boards, provided that such appointments do not result in any conflicts of interest with the Fund. The Board and its Committees shall manage potential conflicts of interest of Board members in terms of section 75 of the Companies Act. At the start of each Board meeting, conflict of interests must be disclosed. Where Board members are conflicted, they should recuse themselves from discussion or decisions on matters of potential conflict, unless resolved otherwise by the Chairperson or by the remaining members of the Board.
- 5.3.7 Unless otherwise provided by the Company's Act or decision of the Board, the Board Committees are advisory only.

### **6. Audit and Risk Committee (ARC)**

- 6.1. The Fund has elected to appoint a statutory audit committee as contemplated in section 94 of the Companies Act 71 of 2008 ("Companies Act") as set out in the MoI, and an auditor in terms of Section 90 of the Companies Act to ensure the highest level of governance and accountability.
- 6.2. The ARC is constituted as a Board Committee with responsibilities as delegated by the Board in terms of the Companies Act and Principle 8 of the Report on Corporate Governance for South Africa, 2016 ("King IV") and in respect of all duties the Board has assigned to it, described in detail below.
- 6.3. The Committee shall comprise at least three members, all of whom should be independent.
- 6.4. The role of the ARC is to provide independent assurance and assistance to the Board on control, governance and risk management as set out in its terms of reference . The ARC shall:
- 6.4.1. Nominate for appointment by the Board an independent registered auditor;
  - 6.4.2. Determine the fees to be paid to the auditor, if any, and the auditor's terms of engagement;
  - 6.4.3. Determine the nature and extent of any non-audit services which the auditor may provide

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to the Fund, or that the auditor may not provide to the Fund;

- 6.4.4. Pre-approve any proposed contract with the auditor for the provision of non-audit services to the Fund;
- 6.4.5. Prepare a report, to be included in the annual financial statements;
- 6.4.6. Ensure that risk frameworks, methodologies and risk processes are implemented to mitigate risks and increase the possibility of anticipating unpredictable risks. This includes monitoring levels of tolerance and appetite and that risks are managed within the levels of tolerance and appetite as approved by the Board;
- 6.4.7. Receive and deal appropriately with any concerns or complaints, whether from within or outside the Company, or on its own initiative, relating to:
  - 6.4.7.1. Make submissions to the Board on any matter concerning the Fund's accounting policies, risk management processes, financial controls, records and reporting;
  - 6.4.7.2. Perform such other oversight functions as may be determined by the Board;
  - 6.4.7.3. Ensure that there is a process for the Committee to be informed of any Reportable Irregularities (as identified in the Auditing Profession Act, 2005) identified and reported by the external auditor; and
  - 6.4.7.4. Review the quality and effectiveness of the external audit process.
- 6.4.8. Report the proceedings of the Committee to the next following meeting of the Board; and
- 6.4.9. Disclose in the annual report of the Fund the duties and activities undertaken during the year.

### **7. Disbursement, Performance, Monitoring and Impact Evaluation Committee**

- 7.1. The Disbursement, Performance, Monitoring and Impact Evaluation Committee is constituted as a committee of the Fund's Board.
- 7.2. The Committee shall comprise at least three members, all of whom should be independent.
- 7.3. The primary objective of the Committee is to assist the Board in discharging its responsibilities relating to the management and disbursement of funds in the pursuit of the mandate of the Fund. The Committee does not assume the functions of Management of the Fund.
- 7.4. The role of the Committee is to provide independent assurance and assistance to the Board on how funds are disbursed in achieving the Fund's mandate and goals as set out in its terms of reference . The Committee shall:
  - 7.4.1. Recommend to the Board for approval, the Disbursements Strategy of the Fund and ensure alignment thereof with the overall mandate and purpose of the Fund.
  - 7.4.2. Oversee the implementation of the Fund's Disbursement (Grant) Strategy.
  - 7.4.3. Oversee the Fund's disbursement governance processes to ensure decisions are made effectively, ethically and within the Fund's mandate.
  - 7.4.4. Review and oversee the disbursement process in terms of the grant guidelines and requirements for application for funding.
  - 7.4.5. Oversee the grant budget and disbursement of grant funds.
  - 7.4.6. Ensure the tracking of disbursed funds and evaluate and measurement of the impact thereof

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in line with the Fund's mandate.

- 7.4.7. Assess the performance of the Fund to determine whether it is achieving its objectives and outcomes, and to inform how best it can be strengthened.

### **8. Fundraising and Investment Committee**

- 8.1. The Fundraising and Investment Committee is constituted as a committee of the Fund's Board.
- 8.2. The Committee shall comprise at least three members, all of whom should be independent.
- 8.3. The primary objective of the Committee is to assist the Board in discharging its responsibilities relating to the oversight and assurance in respect of the fundraising and investment activities of the Fund with accountability to the Board. The Committee does not assume the functions of Management of the Fund.
- 8.4. The role of the Committee is to assist the Board in discharging its responsibilities relating to the oversight and assurance in respect of the fundraising and investment activities of the Fund with accountability to the Board. The Committee shall:
  - 8.4.1. Oversee the Fundraising Function within the Fund.
  - 8.4.2. Consider and recommend to the Board for approval, the Fund's Fundraising and Investment Policies.
  - 8.4.3. Consider and recommend a Donations Policy to be approved by the Board.
  - 8.4.4. Oversee the process of reconciliation of funds committed and how these are reflected in the Fund's financial system and reports.
  - 8.4.5. Ensure the Fundraising is done in a professional and ethical manner as they engage donors.
  - 8.4.6. Ensure transparency in the raising of funds for the Fund, and in working with the Audit and Risk Committee, ensure appropriate risk management in respect of the source of the funds donated.
  - 8.4.7. Review the policies, plans and business procedures of the Fund in the management and mitigation of material risk arising from its fundraising and investment strategies, and where necessary or appropriate to make recommendations to the Board.
  - 8.4.8. Review in detail the performance, risk profile and management of the investment portfolio.
  - 8.4.9. Monitor and evaluate investment performance, service and cost and regularly report performance to the Board.

### **9. Advocacy, Behavioural Change and Communication (ABC) Committee**

- 9.1. The Advocacy, Behavioural Change and Communication Committee is constituted as a committee of the Fund's Board.
- 9.2. The Committee shall comprise at least three members, who are experts in the respective fields. The Chairman shall be a Board member.
- 9.3. The primary objective of the Committee is to assist with communication strategy that links to the Fund's strategy and the NSP pillars. The Committee does not assume the functions of Management of the Fund.
- 9.4. The role of the Committee is to assist the Board in discharging its responsibilities and shall:
  - 9.4.1. Provide an advisory role to the CEO & the Board.

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- 9.4.2. Assist with communication strategy that links to the Fund's strategy and the NSP pillars.
- 9.4.3. Lead the engagement with service providers for marketing, communication and advocacy work.
- 9.4.4. Co-ordinate advocacy campaigns.
- 9.4.5. Support the CEO and the board to Co-ordinate and lead behavioural change campaigns.

### **10. Forensic Science Advisory Panel**

- 10.1. The Forensic Science Advisory Panel is constituted as a committee of the Fund's Board.
- 10.2. The Panel shall comprise at least three members, who are experts in the field. The Chairman shall be a Board member.
- 10.3. The primary objective of the Panel is provide the Board with advice around the best short and long-terms solutions to the DNA backlog, as well as how it can assist to rebuild the forensic capability of SAPS to its erstwhile world class standards. The Committee does not assume the functions of Management of the Fund.
- 10.4. The Committee has the following advisory duties and responsibilities:
  - 10.4.1. Maintain a close advisory partnership with the SAPS.
  - 10.4.2. Engage with SAPS with a view to increasing collaboration between the entities.
  - 10.4.3. Devise a robust forensic science strategy that is key to a long-term solution for GBVF.
  - 10.4.4. Provide expert insight and specific knowledge in the forensic science field.
  - 10.4.5. Engage with relevant stakeholders to achieve the objectives of the Fund.
  - 10.4.6. Provide oversight over the joint SAPS-GBVF Steering Committee and the SAPS-GBVF Technical Working Committee.

### **11. The Executive team**

#### *11.1. Chief Executive Officer*

- 11.1.1. The Fund may from time to time appoint one of the directors to be Chief Executive Officer for the Company, for a period not exceeding five years and from time to time remove or dismiss him/her or them from office and appoint another or others in his/her or their place or places.
- 11.1.2. The director shall not while he continues to hold that position or office under contract be subject to retirement by rotation during the currency of his contract. He / she shall not in such case, be taken into account in determining the rotation by retirement of directors, but, subject to the terms of any such contract aforesaid, he shall be subject to the same provisions as to removal as other directors of the Fund, and, if he ceases to hold office of director, his appointment to such position will ipso facto and immediately be terminated but without prejudice to any claims and damages which may accrue under such contract in respect of such termination. Provided that the directors shall not appoint any director to any executive office as aforesaid upon terms that exempt him from retirement by rotation, if at the time of such appointment the effect of such exemption would be to cause one half or more of directors to be exempt from retirement by rotation.

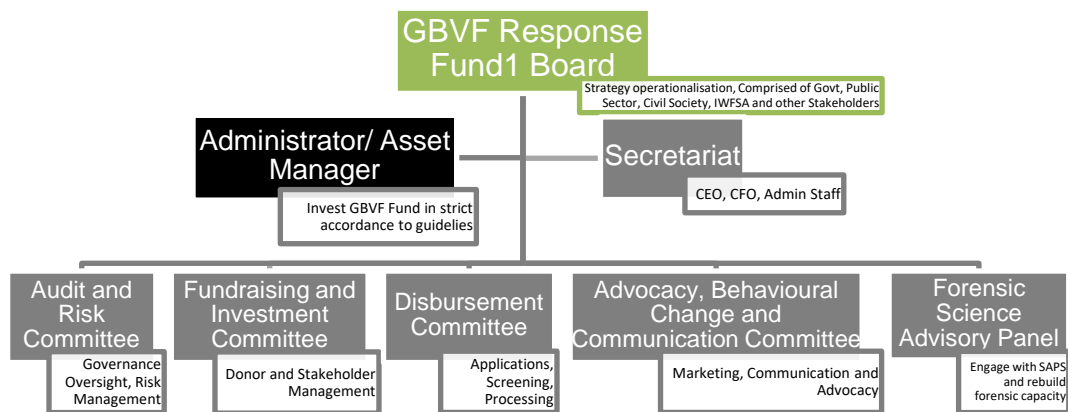
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### 11.2. Senior Management

11.2.1. Executive and senior management (the Fund's Executive Committee (EXCO)) have the responsibility for the day-to-day management of the Fund. The EXCO serves an executive function and is the custodian of the Fund's strategy as approved by the Fund's Board and responsible for its execution. The EXCO provides the Fund's Board with sound information, advice and recommendations on the organisational structure, objectives, plans and policies of the Fund to enable the Fund's Board to make informed decisions.

## 12. Organisational Structure

12.1. The organisational chart below outlines the organisational structure of the Fund.



## 13. Succession Planning

13.1. The Board shall ensure compliance with Fund's policy and legislation in the following areas: employment equity, career and succession planning, human resources planning, organisation development, training and development, labour and employee relations, employee participation, to ensure fairness and equity to all personnel.

13.2. The Board commits itself to succession planning. Succession planning exists for all key/critical positions.

## 14. Independent Assurance

### 14.1. External Audit

14.1.1. Auditors are appointed, and their duties regulated in accordance with the provisions of applicable Statutes and the Act. Subject to the provisions of applicable Statutes, all acts done by any person acting as auditor, shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment. All annual financial statements when audited and laid before an Annual General Meeting are deemed conclusively correct and will not be re- opened.

14.1.2. The ARC shall:

- Review the External Auditor's proposed audit scope, approach and audit fees for the year;
- Review the findings and recommendations by External Auditor and management responses thereof;
- Review implementation of External Auditor's recommendations by management;
- Review the performance of External Auditor;
- Ensure that there is proper coordination of audit efforts;
- Meet separately with the External Auditor to discuss any matters that the committee or the



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- External Auditor believe should be discussed privately;
- Set policy for use of external auditors for non-audit services in line with applicable legislation;
- Consider whether the auditor's independence may have been prejudiced as a result of any other non-audit services; and
- Obtain annually from the external auditors a written statement that their independence has not been impaired.

### 14.2. *Internal auditors*

14.2.1. The Fund shall appoint internal auditors (if deemed required) to provide assurance over the internal controls, governance and risk management processes of the Fund.

## 15. **Legislative Context**

### 15.1. Companies Act

15.1.1. In terms of the Companies Acts, the following sections have been noted for the governance of the Fund. The Companies Act should be read with the Fund's Memorandum of Incorporation .

#### 15.1.2. Section 66 – (1)(2)(7)

(1) The business and affairs of a company must be managed by or under the direction of its board, which has the authority to exercise all the powers and perform any of the functions of the company, except to the extent that this Act or the company's Memorandum of Incorporation provides otherwise.

(2) The board of a company must comprise—

(b) in the case of a public company, or a non-profit company, at least three directors.

(7) A person becomes a director of a company when that person—

(a) has been appointed or elected in accordance with this Part, or holds an office, title, designation or similar status entitling that person to be an ex officio director of the company,

(b) has delivered to the company a written consent to serve as its director.

#### 15.1.3. Section 72 – (1)(4)

(1) Except to the extent that the Memorandum of Incorporation of a company provides otherwise, the board of a company may—

(a) appoint any number of committees of directors; and

(b) delegate to any committee any of the authority of the board.

(4) The Minister may by regulation prescribe that a company or a category of companies must have a social and ethics committee, if it is desirable in the public interest, having regard to—

(a) its annual turnover;

(b) the size of its workforce; or

(c) the nature and extent of its activities.

### 15.2. Income Tax Act

15.2.1. The Company shall not issue any receipts to donors for a deduction in respect of any donation made to the Company, unless the Company has :-

15.2.2. utilised the donations for which a receipt is granted by the Company and all income derived from such donation, within the Republic, in carrying on its activities which constitute activities contemplated in Part II on the Ninth Schedule of the Income Tax Act, or

15.2.3. distributed such funds to other organisations or statutory bodies contemplated under section 10(1)(cA)(i) of the Income Tax Act, which are approved under section 18A(1)(a) of the Income Tax Act, and it distributes 50% (fifty percent) of all donations for which it issued receipts to donors within 12 (twelve) months after the year of assessment during which it issued the receipt,

15.2.4. subject to any other requirements of section 18A of the Income Tax Act.

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### 15.3. King IV Report on corporate Governance

15.3.1. The King IV report on Corporate Governance sets out the philosophy, principle, practices and outcomes which serve as the benchmark for corporate governance.

15.3.2. The Fund's Governance Framework, aligned to King IV™ principles of governance and requirements of the Companies Act, drives the implementation of governance throughout the Fund.

LEADERSHIP, ETHICS AND CORPORATE CITIZENSHIP	Principle 1: The Board should lead ethically and effectively.
	Principle 2: The Board should govern the ethics of the Fund in a way that supports the establishment of an ethical culture.
	Principle 3: The Board should ensure that the Fund is and is seen to be a responsible corporate citizen.
STRATEGY, PERFORMANCE AND REPORTING	Principle 4: The Board should appreciate that the Fund's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.
	Principle 5: The Board should ensure that reports issued by the Fund enable stakeholders to make informed assessments of the Fund's performance and its short, medium and long-term prospects.
GOVERNING STRUCTURES AND DELEGATION	Principle 6: The Board should serve as the focal point and custodian of corporate governance in the Fund.
	Principle 7: The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.
	Principle 8: The Board should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.
	Principle 9: The Board should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.
GOVERNANCE FUNCTIONAL AREAS	Principle 10: The Board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.
	Principle 11: The Board should govern risk in a way that supports the Fund in setting and achieving its strategic objectives.
	Principle 12: The Board should govern technology and information in a way that supports the Fund setting and achieving its strategic objectives.
	Principle 13: The Board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the Fund being ethical and a good corporate citizen.

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	Principle 14: The Board should ensure that the Board remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.
	Principle 15: The Board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the Fund's external reports.
STAKEHOLDER RELATIONSHIPS	Principle 16: In the execution of its governance role and responsibilities, the accounting authority should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the Fund over time.

**16. Authority and Accountability**

- 16.1. The relationship between the Fund and its Directors is guided by the MOI and applicable legislation.
- 16.2. To various stakeholder and community groupings
  - 16.2.1. The Fund's Board shall be accountable to all its stakeholders and provide information in the interest of the stakeholders and community in the annual integrated report.

**17. Delegation of Authority (DoA)**

- 17.1. The Fund has an approved delegation of Authority (DoA) to facilitate timely, effective and quality business decision-making in the Fund and in line with the Governance Framework.
- 17.2. The delegation of authority is based on the following principles:
  - 17.2.1. The Board retains the responsibility concerning the exercise of delegated authority. In terms of the Companies Act, the Board may confirm, vary or revoke any decision taken by a delegated individual as a result of a delegation by the Board.
  - 17.2.2. Signing and approval authorities are only vested in employees as per the approved Fund structure.
  - 17.2.3. Authorities specified in this Delegation Matrix shall, unless the contrary is specifically provided for, not be further delegated either in whole or in part.
  - 17.2.4. Unless specifically otherwise provided for, the power to approve also includes the power to sign documents on behalf of the Fund directly related to the power to approve and to delegate the power to sign such document.
  - 17.2.5. All executed instruments of delegation of signing authority must be lodged with the Company Secretary, having responsibility for the legal affairs of the Fund, and who must ensure that these instruments are formally lodged.
  - 17.2.6. Where authority is delegated, such delegated authority carries with it the obligation to act ethically and in the best interest of the Fund, to exercise sound discretion, good business judgement, and accountability.
- 17.3. The DoA is reviewed on an annual basis or as and when necessary by the Fund's management and the Fund's Board. The Fund's Board approves any changes to the DoA in line with the delegations as described in the DoA Matrix.
- 17.4. Management is responsible to ensure that delegations are appropriately communicated within the Fund, and that delegated officials acknowledge their authority and responsibility in terms of delegated authority.

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### **18. Code of Conduct**

#### 18.1. Whistle blowing and ethics

18.1.1. An overarching formal Code of Ethics will be adopted by the Fund. The Code of Ethics will be founded on the following six pillars:

- Accountability, Coordination, Leadership
- Prevention and Rebuilding Social Cohesion
- Justice, Safety and Protection
- Response, Care, Support and Healing
- Economic Power
- Research and Information Management

18.2. In furtherance of the Fund's commitment to the highest standards of business ethics and integrity, Directors, employees, contractors, consultants and others acting for Fund will accurately and honestly represent the Fund and will not engage in any activity or scheme intended to defraud anyone of money, property, or services. Reputation and Integrity is central to the Fund's ability to operate as an effective non-profit organisation.

18.3. Any unethical or undesirable behaviour, questionable accounting or auditing practices or violations of the Fund's values can be reported to the following toll-free number 0800 203 598. All calls to this number are to Whistleblowers an independent service provider and all information will be treated as strictly confidential. The anonymity of all callers is guaranteed. By the same token, making untrue reports with the intention of harming another person shall be regarded as a serious and potentially dismissible offence.

### **19. Ethics Management Programme**

19.1. An Ethics Programme provides education and training on ethical recruitment, employment and performance management practices; inculcating ethical practices and behaviour throughout the Fund and within all of its activities.

19.2. The Fund is committed to be an ethical and relevant force for good and to play a positive role in society, beyond normal business practice.

### **20. Framework Governance**

#### 20.1. Ownership of Framework

20.1.1. The Fund's Board is ultimately accountable for the Fund's governance processes and is the custodian of this Framework.

#### 20.2. Responsibility for Framework implementation / execution

20.2.1. The Fund's Management is responsible to the Board to implement this framework in the day to day operations of the Fund.

#### 20.3. Drafting review and amendments

20.3.1. The Fund is responsible for the coordination, the drafting of the amendments to the framework. Any proposed changes to the Framework will be submitted to the relevant Board Committee for approval and the Fund's Board as and when necessary.

#### 20.4. Approval

20.4.1. The Framework must be approved by the Board.

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### 20.5. Non – Compliance

20.5.1. Non-compliance with any of the Fund’s policies, standards, procedures, or the like, could result in disciplinary action and possible dismissal.

### 20.6. Governance Reporting

20.6.1. A statement on Corporate Governance is included in the Annual report. The Statement reports on the Fund’s approach to Corporate Governance; the Board of Directors and the Committees of the Board.

## **21. Review of the Governance Framework**

21.1. The Governance Framework will be fully reviewed every two years or more frequently should legislative requirements change.