

## KASAGANA -KA MUTUAL BENEFIT ASSOCIATION

### ETHICS COMMITTEE CHARTER

#### I. **Mission**

To ensure that all of KMBA activities and engagements with client beneficiaries, partners and stakeholders are compliant to the core values and principles that the association has set forth. The KMBA Board of Trustees shall establish an Ethics Committee whose key functions shall include communicating this Code of Ethics to all stakeholders, monitoring compliance to it, investigating reported violations, and recommending actions to the Board. The Board shall ensure that the committee is composed of people with proven integrity and experience in handling complaints and disputes, and who are respected by KMBA members. Committee members shall regularly convene and meet to discharge its functions, duties and responsibilities.

#### II. The committee's tasks shall include, but shall not be limited to, the following:

- a. Develop a Code of Ethics and Conduct to be observed by the members, officers, and employees of KMBA, subject to the approval of the Board of Trustees and the ratification of the General Assembly;
- b. Actively disseminate, promote, and implement the approved Code of Ethics and conduct;
- c. Monitor the compliance of key stakeholders with the approved Code of Ethics and Conduct, and recommend to the Board measures to address gaps, including additional ethical rules and policies;
- d. Conduct initial investigations and/or inquiry upon receipt of complaints, either from the General Manager of KMBA or from the President of the Board involving non-compliance or violation to the Code of Ethics and Conduct and other illegal or corrupt practices, and submit a report to the Board together with recommended sanctions;
- e. Conducts annual assessment of the performance of the committee members;
- f. Monitors the compliance and regularly update the Code of Ethics and Conduct of the associations, make necessary amendments subject for board approval;
- g. Perform such other functions as may be prescribed in the associations by laws or as authorized by the General Assembly.

### **III. Authorities**

As a Board-level Committee, Ethics Committee is authorized to fulfill the duties and responsibilities of the Board of Trustees, vested by the organization's By-laws, internal policies, and those which are specially delegated by the Board of Trustees.

### **IV. Membership**

- a. Delegation - The members of the Committee shall be elected by the General Assembly during the organization's Annual General Meeting.
- b. The Ethics committee shall be composed five (5) members: two (2) board members and three (3) board advisers.

### **V. Meeting**

- a. Meeting Frequency – The Committee shall convene regularly once every quarter period. A special meeting may be called for matters which requires urgent attention.
- b. Quorum – The Committee meeting quorum shall represent at least three (3) of the members of the Committee.
- c. Agenda – The Agenda of the meeting shall be prepared by the Senior Management who will be in-charge to present reports subject to the review and assessment of the Committee.
- d. Minutes of the Meeting – The minutes of the meeting shall be prepared by the Corporate Secretary of the Board of Trustees.

### **VI. Support**

In all cases involving members and officers (trustees or managers) of the association as party/ies to reported/suspected violations, the Ethics Committee shall properly inform and coordinate with the appropriate body and/or head officers (e.g., Field Offices and their Area Coordinators in the case of members, Management Committee and General Manager in the case of employees, the Board and President for trustees) which have immediate relations and supervision with the concerned party/ies, in conducting any form of investigation and recommending actions to address the complaint

### **VII. Charter Changes**

This charter may be changed upon proposal of the any members of the Ethics Committee, subject to the endorsement of Committee Chairman and approval of the Board of Trustees.