



Compliance Management Framework

APPROVED

Version 5.2

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APPROVED

1. Effective Date and Definitions

This Compliance Management Framework (the “Framework”) and the Compliance Management Manual take effect from the date of approval by the International Board, which was 27 November 2018.

Defined terms used in this Compliance Management Framework are the same as detailed in the associated Compliance Management Manual approved by the International Board on the same date. “Compliance” is defined as “adhering to the requirements of laws, industry and organisational standards, codes and policies, principles of good governance and accepted community and ethical standards”.

2. Objectives

This Framework applies to all Entities within the Amref Health Africa Group which is made up of Amref Health Africa, its subsidiaries in South Africa and Malawi, together with the country and field offices, the European and North American Offices, and the social enterprise activities - Amref International University, AMREF Flying Doctors and Amref Enterprises.

The purpose of this document is to set out the Compliance Management Framework for the Amref Health Africa Group which is required to develop and maintain an appropriate Compliance Programme pursuant to applicable laws and regulations whether originating from internal governance requirements, donors, or from internal policies and procedures or any other relevant source.

This Framework sets out general principles relating to:

1. The establishment of a Compliance Programme and a Compliance Management Manual, which is consistent with this Framework, and general compliance matters which apply across the whole organisation. It includes procedures, structures and tools that are aimed at identifying and managing the Amref Health Africa Group’s Compliance Obligations;
2. The general role of senior Amref Health Africa Group executives in relation to compliance matters;
3. Mandatory compliance policies which the organisation must have in place at all times; and
4. Reporting obligations from all AHA Entities to the International Board including compliance with governance policy and requirements.

3. Compliance Programme

The Amref Health Africa Group shall implement, periodically review and enforce a Compliance Programme, in accordance with the laws and regulations applicable to each AHA Entity, including but not limited to issues such as anti-bribery, anti-money-laundering, anti-terrorism, sanctions, sensitive countries, data protection and privacy. The programme will include all Mandatory Compliance Policies.

4. Compliance Management Manual

The organisation has prepared and will disseminate the Compliance Management Manual to all AHA Entities. The Compliance Management Manual is consistent with this Compliance Management Framework and should be read together with this Framework. The International Board may from time to time require additional provisions to be added to the Compliance Management Manual and the Compliance Function shall ensure that such additional provisions shall be added to the Compliance Management Manual. The Compliance Management Manual outlines the standards, policies and procedures adopted by the Amref Health Africa Group to prevent and detect:

- potential criminal conduct;
- Non-Compliance;
- conduct potentially giving rise to civil or administrative liability;
- conflicts of interest; and
- reputational risk to any AHA Entity.

5. Responsibilities of those working for the Amref Health Africa Group

The responsibilities and obligations of those working for the Amref Health Africa Group, including staff, interns, volunteers, suppliers and contractors, include complying with all of the Mandatory Compliance Policies. The senior leadership of the Amref Health Africa Group shall ensure that each person working for an AHA Entity from time to time certifies that he, she or it:

- has received, read and understood the terms of the Compliance Management Manual:

- recognises the responsibilities incurred by their role in the organisation;
- acknowledges that they are subject to the policies and practices set out in the Compliance Management Manual; and
- agrees to comply with them.

6. Effectiveness and evaluation

The senior leadership of the Amref Health Africa Group shall ensure that the Compliance Programme is followed, including, but not limited to, appropriate monitoring and auditing to discover unlawful or otherwise improper behaviour, evaluating the Compliance Programme's effectiveness at least annually, and publicising methods of communication to provide for anonymity or confidentiality to enable employees and third parties to report or seek guidance regarding potential or actual criminal conduct without fear of intimidation or retaliation.

7. Training

The senior leadership of the Amref Health Africa Group shall ensure that each individual subject to this Compliance Management Framework and the associated Compliance Management Manual shall receive as part of his, her or its orientation training in relevant compliance topics as well as any other laws as may be applicable.

8. General roles and responsibilities of senior AHA leadership

The senior leadership of the Amref Health Africa Group, which in this context is taken to include the Group Chief Executive Officer and the Group Chief Finance Officer, is responsible for the following key actions in relation to Compliance Management and meeting the following obligations as well as those set out in the Compliance Management Manual:

- Reporting to the International Board;
- Ensuring a culture of compliance with the Mandatory Compliance Policies across all AHA Entities;
- Regularly review the Compliance Management Manual and other policies and procedures to ensure they are all up to date and compliant with applicable laws and regulations;

- Provide an annual compliance report to the International Board;
- Ensure that all required regulatory reports are submitted in a timely manner;
- Review activities outsourced to third parties; and
- Establish and maintain a database of errors and breaches of the compliance management process.

9. Mandatory Compliance policies

The policies of the Amref Health Africa Group that are the subject of the Compliance Management process are:

- 1) Global code of conduct policy
- 2) Identification and management of conflicts of interest policy
- 3) Reporting on unethical behaviour policy
- 4) Risk management policy
- 5) Safeguarding policy
- 6) Statement of business ethics
- 7) Record retention policy
- 8) Client identification and global anti-money laundering
- 9) Whistle blowing and fraud prevention policy
- 10) Data protection and privacy policy
- 11) Procurement policy
- 12) Grants management policy
- 13) Finance policy manual
- 14) HR policy manual
- 15) Complaint handling policy
- 16) Sanctions policy *(to be drafted)*
- 17) Disaster recovery plan
- 18) Outsourcing policy
- 19) Anti-trafficking/modern slavery policy