

WEST AFRICAN DEVELOPMENT

BANK (BOAD)

**CHARTER FOR DIRECTORS OF THE WEST AFRICAN
DEVELOPMENT BANK (BOAD) AND AFFILIATED ENTITIES**

MARCH 2014

PREAMBLE

The West African Development Bank (BOAD) is the joint Institution of the West African Monetary Union (WAMU) whose mission is to promote the balanced development of its Member States and to contribute to the realization of the economic integration of West Africa.

According to Article 6 of its Constitution, the capital of the BOAD is shared between type A shareholders and type B members. These shareholders are represented by administrators in the Board of Directors of the BOAD.

Moreover, the BOAD is entitled to create companies or other entities, with or without corporate status, in which it holds directly or indirectly the majority of the capital, or on which it has control (hereafter ‘Affiliated Entities’), and to which specific missions are assigned. The expression ‘control’ means the power to manage the affiliated entity and to guide its policy, either through voting rights in its capital, by contract, or any other means.

By reference to the fundamental texts, policy papers of the BOAD, and to international standards on ethics, this Charter defines for the members of the Board members of the BOAD, as well as the members of various Boards, executive boards, or other management boards of affiliated entities, the guidelines, standards and conventions regarding professional ethics and deontology.

Article 1: Scope

This Charter (hereinafter ‘the Charter’) applies to the Administrators in the Board of Directors of the BOAD, as well as to the members of the Boards, Executive boards or other administrative authorities of affiliated entities.

Also, any reference to ‘administrator’ in the Charter is referred to the members mentioned in the above paragraph. Furthermore any reference to the Board of Directors refers also to the members of executive boards or authorities of Affiliated Entities.

Article 2: Fulfillment of the BOAD missions, or those of the Affiliated Entity.

The Administrator shall work towards the fulfillment of the missions vested in the BOAD or the affiliated entity. For that purpose he must fully invest himself in the realization of these missions, by devoting his knowledge, his skills and experiences, having in mind the interests of the WAMU member states.

Article 3: Right and duty of communication and information

The Administrator has the duty to ask the empowered Authority of the BOAD, through the Chairman of the Board, or the empowered Authority of the affiliated entity, the useful information he deemed necessary to fulfill his mission.

He must inquire about the duties and the specificities of the BOAD or the affiliated entity, their values, including by interrogating their top managers. The BOAD or the affiliated entity has the obligation to make available to him such documents.

Article 4: Duty of care and interests of the BOAD or the affiliated entity

The Administrator shall inform the Board of Directors of anything to his knowledge likely to affect the interests of the BOAD or those of the affiliated entity.

He has the duty to state clearly his opinions. He shall endeavor to convince the Board of Directors of the relevance of his positions. In case of disagreement, he shall ensure these are explicitly recorded in the minutes of the proceedings.

Section 5: Responsibility

The Administrator shall ensure his behavior contributes to strengthen the confidence of third parties in the BOAD or the affiliated entity. He shall undertake to protect the image and reputation of the BOAD or the affiliated entity, and to adopt in all circumstances an attitude of respect towards the values stated in This Charter.

Section 6: Respect of the Legality

The Administrator must, on his resumption of duties, shall appraise the full potential of the general and particular obligations of his duties. On his resumption of duties, he must claim before the empowered authority of the BOAD or the empowered authority of the of the affiliated entity, a file comprised of the Constitution of the BOAD or the affiliated entity, the internal rules applicable to Administrators as well as the main legal and regulatory texts relating to the responsibility of Administrators and the codes and good practice of governance, applicable.

The administrator can, at any time, consult the empowered authorities of the BOAD or the affiliated entity about the extent of the applicable texts and about the rights and duties of his office.

Section 7: Collegiality and Cooperation

The Administrators shall ensure to create and maintain in their relationship, a spirit of mutual confidence, collegiality structure and cooperation.

They admit that the Board is a collegial body and shall not defend publicly views that are not in agreement with the options and decisions of the Board.

Section 8: Donations and Gift

The Administrator shall not accept from a source other than the BOAD or the affiliated entity, any advantage, reward, remuneration or gift that is related in whatsoever to his function.

However, gifts received by Administrators in the performance of their duties in accordance with the practices in professional relations, are subject to the rules established by the Institution from which the Administrator holds his mandate. In case the represented institution doesn't provide rules relating to the limitation of the value and the handling of donations and gifts received by

the Administrator in the performance of his duties, the Administrator should make a statement to the Chairman of the Board of the BOAD, or to the Chairman of the Board, the executive or the administration body of the affiliated entity (see the statement form in the annex), for any donation or gift, in the event the Administrator does not refuse, for reason of decency, this gift or donation.

The Chairman of the Board of the BOAD, or the Chairman of the Board, the executive or the management body of the affiliated entity maintains a register for statements.

Section 9: Neutrality of opinion

In the performance of their duties, Administrators make their decisions in the highest interest of the BOAD or the affiliated entity.

Section 10: professional Secrecy

The Administrators are bound by the obligation of professional secrecy. They should absolutely hold in secret the proceedings of the Board.

They should demonstrate reserve and great discretion on all matters in relation with the BOAD activities or those of the affiliated entity. They cannot disclose, especially during speeches and in their relations with the media, or use in their personal interest, directly or indirectly, confidential or sensitive information, written or verbal, they have knowledge of because of their participation in the Board of the BOAD or that of the affiliated entity.

They should take all necessary measures to make sure those people having access to the information they possess abide also by the rule of professional secrecy, to which they are compelled themselves.

The Administrators are constrained by the obligations listed in this article, even after termination of employment. This duty of confidentiality does not apply to matters that were made public before their disclosure or received from a third party in a legal way, without restriction or violation of an obligation of secrecy or confidentiality.

Section 11: Independence and conflict of interests

With regard to the BOAD or the affiliated entity, the Administrator performs his duties with independence, integrity and professionalism. Particularly, he ensure to maintain in all circumstances his independence of analysis, judgment, decision and action. He should undertake not to look for or accept any advantages likely to compromise his independence.

Conflict of interests arises from situations where the Administrator's private or personal interests can influence his impartiality and objectivity.

We understand by private or personal interest a real or potential advantage for the concerned Administrator, his family, his parents up to the 4th degree or the circle of his friends and acquaintances.

He must take all the necessary measures to avoid any situation of conflict of interest, either real or potential.

Moreover, he is bound to solve, in the interest of the BOAD or the affiliated entity, all situations of conflict of interests, real or potential, in which he could find himself.

If the Administrator has directly or indirectly a conflicting interest of a patrimonial nature to a decision or operation relating to the Board, he must inform the other Administrators before the consideration by the Board. His statement and the reasons justifying the conflicting interest must be recorded in the minutes of the Board which shall take the decision.

Section 12: Self-dealing abuse

The self-dealing abuse consists in the use of a confidential or privileged information that the Administrators have access to within the framework of their duties, so that to make any benefit, directly or through a third party, before that information is made public.

The administrators shall not, in any circumstances use confidential or privileged information they have access to, for private financial transactions, either directly or indirectly, by the third party intermediary, and if they are performed at their own risk and for their own account or at risks and on the account of a third party.

Section 13: Communication on the interests, functions and mandates

The Administrator shall communicate on his resumption of duties, a list of interests, duties and external mandates, public or private that he holds during his tenure. This list must be updated, in case of need, by the person concerned.

The list are handed over to the chairman of the Board of the BOAD, or the Chairman of the Board, the management or the managing body of the affiliated entity. They are returned to the Administrator concerned at the end of his tenure.

Section 14: Implementation of the charter

The appointment of a person as Administrator sitting in the Board of the BOAD, or the board, the executive or the management body of the affiliated entity implies his adherence, without any restrictions, to the provisions of this charter. Consequently, the Administrator undertakes to respect these provisions.

In case of doubt, difficulty or question about the application or interpretation of the provisions of This Charter, he should refer to the Chairman of the Board of the BOAD.

In case an Administrator is no more in the position to exercise his function in accordance with This Charter, either on his own, or for any other reason including in regards to the rules of the Authority which appointed him, he must inform the latter or the Chairman of the Board of the BOAD, or the Chairman of the Board, the executive or the management body of the affiliated entity.

Article 15: Breaches to the provisions of the Charter.

Any breach to the provisions of This Charter is considered as a serious offence, subject to sanctions.

The observation of the breaches is the powers of the Board of the BOAD, or the Board, the executive or management body of the affiliated entity, for it to take the appropriate action.

In case of breach to the provisions of this Charter, the referral to the Board may be done through the Chairman of the Board of the BOAD, or any other Administrator of the BOAD. Besides, the Board can refer to matter to itself. In case of an affiliated entity, the referral to the organ concerned may be made by the Chairman of the Board, or of the executive, or the management body or any other Administrator of the affiliated entity, bearing in mind that the concerned body can also make a referral to itself.

The Board of the BOAD, or the empowered body of the affiliated entity, validly refers, decides on the observed breach and take a decision after consideration.

Article 16: Final provisions

This Charter was set up and approved by the Board of directors. On regular time intervals, the Board of directors shall assess and appreciate the efficiency and the adequacy of this Charter and effects the amendments required.

This Charter is notified to every Administrator by the Chairman of the Board.
Approved by the Board of Directors
Lome, March 26th, 2014