

Version with visible amendments

Code of Ethical Conduct for Unitaid Board Constituencies and Governance Officials

1. Purpose and scope

Unitaid's mission is to accelerate the introduction and adoption of key health products, create systemic conditions for sustainable equitable access to essential health products in low- and middle-income countries, enhancing access to healthcare and fostering innovation of safe, effective, and quality-assured products that are affordable and well-adapted for use in resource-poor settings and that address unmet needs.

This Code is intended to support high standards of governance, appreciating that all Unitaid's operations encompass systems, processes, and policies that are directed towards the enhancement of its prosperity and longevity.

Through accountability and transparency, this Code of Conduct aims to promote constructive, effective and responsible engagement with and by all those involved, underpinned by a culture of trust and a shared commitment to equity, equality, and integrity as well as respect for others.

This Code of Conduct provides operational guidance and standards of conduct with which Unitaid's Board Constituencies and individual Governance Officials are expected to perform their responsibilities and duties.

The Code provides guidance in terms of interactions within Unitaid's governance bodies and between Governance Officials and the Secretariat, and with stakeholders external to Unitaid with which there are communications and relationships. It is expected that all such interactions (whether within the Board, in relations between Board and Secretariat, between Secretariat and Board and with stakeholders) will be respectful, thoughtful and characterized by a willingness, on the part of all those involved, to identify solutions and reach common ground in the interests of attaining the best outcomes for Unitaid's purpose and mission within global health.

Unitaid Secretariat staff, as WHO staff members, are subject to WHO staff rules and regulations¹ as well as to the WHO Code of Ethics and Professional Conduct². Unitaid staff also benefit from the

¹ https://www.who.int/employment/staff_regulations_rules/EN_staff_regulations_and_staff_rules.pdf

² https://www.who.int/about/ethics/code_of_ethics_full_version.pdf?ua=1

WHO's institutional safeguarding framework, including those concerning employee health, and well-being in the workplace.

The Unitaid Governance structures are in place to provide oversight and guidance, not to engage in Unitaid's day-to-day operations. The Secretariat, rather than the Board, is responsible for the operationalization of Unitaid's objectives, strategy scope and work plan. It is important to respect those two different responsibilities and make sure that governance structures do not interfere with operational matters, unless agreed by the Unitaid's Executive Board.

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.

2. Standards of conduct

This Code of Conduct operates 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 capacity³. All Board Constituencies and Governance Officials are expected to prioritize and act in the best interests of Unitaid 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, to expand the reach of the best health products for those who need them most. This implies a similar duty and 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 into account 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.

³ Article 2.4 Board Operating Procedures

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 stakeholders⁴ are expected to develop and agree on internal processes consistent with this Code. These should be documented and sufficiently comprehensive to ensure that the Constituency and its representatives can 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 Delegation⁵. They should also include modalities to ensure management of conflicts of interest and adherence with this Code of Conduct. 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 priorities⁶.

It is nevertheless recognized that the foremost responsibility of Governance Officials is their duty of care to the Constituencies they represent in the context of the work and operations

⁴ As envisaged in Article 2.9 of the Board Operating Procedures

⁵ Article 2.9.1 Board Operating Procedures

⁶ Article 2.5 Board Operating Procedures

of Unitaid. 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.

Board Constituencies are responsible for consulting within their Constituency to bring its perspectives to bear.⁷ This is crucial for Governance Officials to be well informed and effective representatives on the Board. However, in their paramount duty to a Constituency this may sometimes entail disagreement with majority opinions. Such disagreements should be resolved in accordance with this Code, whilst recognizing the unique roles of different Board Constituencies and their duty to their Delegations.

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 endeavor to resolve the matter internally.

However, noting that Unitaid's mission is to expand the reach of the best health products for those who need them most, it is crucial to recognize the duty of care to the interest of people at-risk-of or living-with priority diseases and their health needs, Governance Officials' duty of care therefore also includes the duty to ensure that Unitaid's work ensures equitable and affordable access to life-saving medical products.

Given this duty of care, it is also recognized that Constituencies have a duty to the stakeholders they represent. As a result, they may exceptionally consider that they need to publicly express their disagreement with Board's decisions or/and, other Constituencies' positions. It is nevertheless expected that any such disagreement will normally be communicated and addressed as an internal matter, within Unitaid. Constituencies are expected to clarify their position to the Board and notify their intention to communicate their disagreement publicly, before doing so. If a disagreement concerns an ongoing process or deliberations that will lead to a Board decision, the Constituency is expected to allow the Board to finalize the process or take its decision before the Constituency expresses any position externally.

Constituencies should also ensure that any negative public comments and advocacy campaigns with respect to Unitaid by delegation members and other stakeholders, are based on publicly available information, rather than information received by the Constituency in its governance capacity.

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

⁷ As envisaged in Article 2.9.4 of the Board Operating Procedures

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;
- ✓ 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 predominantly through agreed Secretariat contact points in the Secretariat board relations team, where possible. 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. Where necessary and appropriate to do so, Board members, with discretion, can communicate directly with members of the SMT whilst keeping the Board relations team in copy, to the extent possible.

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

Procedures⁸. 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;
- ✓ Complying with any restrictions regarding sensitive documents and discussions; and
- ✓ Ensuring that any negative public comments and advocacy campaigns with respect to Unitaid, by its delegation members and other stakeholders, are based on publicly available information, rather than information received by the Constituency in its governance capacity.

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

⁸ Article 2.9.4 Board Operating Procedures

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 Board⁹.

All Governance Officials¹⁰ 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
- ✓ 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, including 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:**

⁹ Article 2.6 Board Operating Procedures

¹⁰ 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.

- ✓ 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 exploitation, 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 Internal Oversight Services team and available through the following link [WHO Integrity hotline](#)

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.

The primary responsibility for complying with this Code lies within each Governance Official and Board Constituency. 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 and/or the Vice-Chair shall consult with that Board Constituency or Governance Official in order to agree on any remedial action. They may seek guidance from the Unitaid Ethics Officer and/or WHO’s Senior Legal Officer.

If no remedial action can be agreed through consultations within a reasonable period of time, the Board Chair and/or the Vice-Chair shall refer the matter to the Board who shall discuss the matter in a closed session.

Document version number	Level of approval	
1	Unitaid Executive Board Resolution UNITAID/EB35/2020/R5	
2	Unitaid Executive Board Resolution UNITAID/EBXX/2024/RX	
Next review		XXX 202X