



CODE OF CONDUCT FOR BOARD MEMBERS

6 May 2013

CODE OF CONDUCT FOR WIETA BOARD MEMBERS

Preamble

In principal, WIETA members as a multistakeholder association agree to pursue the WIETA objectives of promoting best practice ethical trade principles in the pursuit of co-operation, collaboration, mutual trust and consensus seeking to achieve labour justice for farm workers and occupiers.

Where disagreements on issues of ethical principles do arise, the Board members will seek to promote open communication and trust amongst Board members, in the spirit of working together to resolve disputes around the WIETA code, and strategic issues impacting the achievement of fair labour standards for farm workers and just treatment of occupiers.

WIETA Board members and their member organisations should proactively advance the objectives of WIETA and promote the values and rights embodied in the SA Constitution, the ongoing ethical conduct of its accredited member sites and certified wines through positive endorsement within the wine industry, the agricultural sector, South Africa and internationally.

Media exposure of WIETA as an association, its accredited member sites and its certified wines by Board members and/or their member organisations should endeavour to always promote and demonstrate the desire for pursuing of a co-operative and developmental approach to resolving disputes and conflicts. Any deviance to such will not be condoned by the Association.

1 Duties of the WIETA Board

- 1.1 In exercising their responsibilities as Board members, there are certain general duties and responsibilities that all Board members should adhere to. These include the following:
 - 1.1.1 To understand and demonstrate commitment to the Association's mission and programs;
 - 1.1.2 To keep up to date with issues and trends that affect the Association;
 - 1.1.3 To prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them;
 - 1.1.4 To attend meetings regularly;

- 1.1.5 To contribute skills and knowledge by participating actively in meetings and task team work;
 - 1.1.6 To make enquiries when clarification or more information is needed;
 - 1.1.7 To understand and monitor the organisations financial affairs;
 - 1.1.8 To accept the outcome of any voting process in accordance with the constitution, and to abide by the resulting decision;
 - 1.1.9 To avoid any potential conflicts of interest;
 - 1.1.10 To understand and maintain confidentiality; and
 - 1.1.11 To ensure that the organisation is complying with all legal and regulatory requirements.
- 1.2 The CEO shall ensure that board members are provided with all the information that they require in order to perform their duties effectively.

2 Attendance at board meetings

- 2.1 Board members have been selected by their respective constituency to represent their interests in the management of this structure, and their input into debates and discussions on important issues affecting the association are deeply valued.

Whilst we understand that board members have other responsibilities that may preclude them from attending all of the meetings, we request that board members endeavour to attend at least two thirds of the board meetings held per annum.

- 2.2 If for any reason the member is unable to attend the meeting, s/he should inform the CEO or the Chair of this in writing prior to the meeting.
- 2.3 Should a Board member decide to send an alternate to their usual representative on the board, the Board member shall ensure that the alternate is properly briefed on the issues forming part of the agenda.
- 2.4 Should an alternate not be available, the Board member can give their proxy to another member. This proxy shall be given in writing and the CEO and/or Chair informed thereof prior to the meeting.
- 2.5 Should the Board member miss two or more meetings without tendering their apologies, seconding an alternate or giving their written proxy, the Board can at the Board's discretion decide to suspend or terminate the member's appointment to the Board and inform the member in writing of such a decision.

- 2.6 Where a Board member does not have the means to cover the travel expenses of its representative in attending a Board meeting, the Board member may request the Committee to approve that WIETA reimburse it in respect of the reasonable travel expenses incurred by its representative in this regard, as per the Board Travel Policy.

3 Duty of loyalty towards WIETA

- 3.1 Board members and their member organisations are required to further the objectives of the organisation by acting fairly, co-operatively and in the best interests of the association.
- 3.2 Board members and their member organisations should not:
- 3.2.1 engage in any action that is adverse to WIETA's reputation, interests, policies, guidelines, or certification processes;
 - 3.2.2 engage in any action that is adverse to farmworkers and occupiers and their families that contravenes national legislation or the WIETA Code.
 - 3.2.3 engage with the media around WIETA, its operations, its accredited member sites and/or its certified wine status without prior verification of the information to be published and referral to WIETA of the information to be published.
 - 3.2.4 engage in any competing enterprise to the detriment of WIETA,
 - 3.2.5 divert an organisational opportunity for personal gain, or
 - 3.2.6 derive any kind of secret profit or other material advantage in dealing with or on behalf of the association.
- 3.3 Board members and their member organisations who are found to be violating any of the clauses under point 3 will be held accountable for their actions by the WIETA Board as governed by the WIETA constitution.

4 Duty to disclose any actual or potential conflict of interest

- 4.2 A Board member shall disclose any actual or potential conflict of interest that may arise as a result of any contract, transaction or arrangement of WIETA, prior to the consideration of the proposed transaction.

- 4.3 A Board member shall disclose any direct or indirect financial interest that may arise as a result of any contract, transaction or arrangement of WIETA, prior to the consideration of the proposed transaction.
- 4.4 The above provisions shall also apply where a family member of a Board member stands to gain from any transaction entered into by WIETA.

5 Transactions between WIETA and Board members

- 5.2 Board members may tender to do work for and enter into a financial transaction with WIETA to deliver services that go beyond their duties as Board members.
- 5.3 All such transactions or tenders will be dealt with in an open and transparent fashion, and the member concerned will be required to comply with the same requirements, duties and obligations as any other organisation providing services to or transacting with WIETA.
- 5.4 The Board member concerned may not vote on the tender or any other transaction in which it may have a financial interest, or participate in any debate on the merits of the tender or transaction.
- 5.5 WIETA shall only contract with Board members if the Board determines that the transaction is in WIETA's best interests. Factors that the Board should take into account in making this decision include (but are not limited to)
 - 5.5.1 whether or not the member concerned is best placed to render the services required,
 - 5.5.2 the cost of those services,
 - 5.5.3 any conflict of interests that may arise, and
 - 5.5.4 the impact (if any) that this is likely to have on the member's ability to fulfil his/her duties on the Board.

6 Confidentiality

Whilst WIETA supports the provision of general information relating to the association's activities in a way that enhances its accountability to its members, every Board member owes a duty of confidentiality in respect of private information (which is expressed to be confidential in terms of the association's own policies or decisions taken by the Board in this regard) obtained by reason of his / her Board membership. Examples of confidential information include the content of reports of monitoring activities done at members' workplaces and personal information relating to staff members of WIETA.

The WIETA Code of Conduct for Board Members and their Member

Organisations signed at Stellenbosch on this date ^{25th}..... of

.....^{June}..... 2013.

NAME	ORGANISATION	SIGNATURE
MUNKISI MOOI	Centre for Rural Legal Studies	
KURT MOORE	SALBA	
Arend van Wie High	FAWU	
Carmen Louw	WFP	
Su Birch	WOSA Producers	
Donald Mouton	Producers	
Henk BRUWER	Producers ^{Vinipro}	
Rico BASSON	VINPRO	
Rosy Pieterse	BAWUSA	