



**THE KENYA OBSTETRICAL AND
GYNAECOLOGICAL SOCIETY**

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1.0 Introduction

The Kenya Obstetrical and Gynecological Society (KOGS), and in line with the Society Constitution, accept and actively solicit for material, sponsorships, and financial gifts. However, there are times when the perception of such gifts might compromise the mission of the society, or the gift might have strings attached by the donors and contributors.

2.0 Purpose

Gifts and hospitality are a potential source of conflict of interest, bribery, and corruption therefore this Gift Acceptance and Hospitality Policy provides the Society Council the guidelines on making decisions to accept or decline gift, donation and hospitality offers.

3.0 Scope

This code applies to all individuals working at all levels, including senior managers, officers, employees (whether permanent or temporary), consultants, contractors, trainees, interns, or any other third-party persons associated with us, or their employees, wherever located (collectively referred to as employees in this policy). Third party means any individual or organization we come into contact with during the course of their work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

4.0 Responsibility

Council members and Employees are responsible for ensuring that their own conduct meets the required standards of integrity. They place the society and public interest above their own interests when carrying out their official duties. This includes declaring all gift offers in accordance with this policy and refusing prohibited gifts



and offers.

The Council President, the Chief Executive Officer (CEO), and Employees with direct reports are responsible for being aware of, and monitoring, the risks inherent in their team's work and functions. They model good practice and promote awareness of this policy and related processes.

4.1 Responsible Person

All declarations and reports on breach of this policy should be made to the CEO through delegated authority from the Council President. Reports may be made directly to the Council President where the CEO may be suspected to be in breach of this policy.

5.0 Definitions

5.1 Gift offer

A gift offer is anything of monetary or other value that is offered by an external source (organization or individual) to a Council member or Employee as a result of their role with KOGS. It includes free/discounted:

- Items or service, for example, items such as a Christmas hamper, desk calendar, box of chocolates, bottle of wine, commemorative object, or 'door prize' at a function; services such as tree-logging or house painting.
- Benefits such as preferential treatment, privileged access, favors or other advantages or intangible benefits, for example, access to a discount or loyalty program, or the promise of a new job.
- Hospitality that exceeds common courtesy. 'Hospitality' is the friendly reception and treatment of guests. It includes offers of food, drink, travel, accommodation, events, or activities (e.g., sporting, social, industry, arts, entertainment, or other events/activities). 'Common courtesy' is polite, basic, and modest. It does not raise a conflict of interest. Whether an offer exceeds common courtesy depends on the circumstances (i.e., what is offered, by whom, to whom, when and why).



5.1.1 Does not exceed common courtesy

The following examples do not exceed common courtesy. They are **not a gift offer** and do not need to be disclosed under this policy:

- A cup of coffee at another organization's premises.
- Modest working lunch, such as sandwiches and pastries, at other organizations' premises.
- A cup of coffee at a café (unless there is a conflict of interest).

5.1.2 Exceed common courtesy.

The following examples are a gift offer and must be disclosed under this policy:

- A 'fine dining beer, wines and spirits' working lunch at another organization's premises.
- An offer to pay for a working lunch at a café
- An offer of a free spot at an industry golf day.

5.2 Direct or Indirect

A gift offer may be direct or indirect. It may be offered directly to a Council member or Employee or indirectly via an offer to their relative or close associate, including:

- A member of their immediate family (e.g., spouse, partner, child, grandchild, parent, sibling);
- A regular member of their household (whether or not they are related); or
- Another close associate (e.g., friend, business associate, other relative).

5.3 Token

A gift offer is considered trivial and inconsequential when the combined total of offers to the Council member or Employee from that source in the last 12 months does not exceed \$50.

The gift offer is considered reportable when the gift offer exceeds the token value OR is of cultural, historic, or other significance.



A gift offered by a visiting delegation, such as a delegation from another country, is reportable, regardless of its monetary value. Even if it is not of cultural or historic significance, it is of 'other' significance.

5.4 Conflict of interest

A 'conflict of interest' is a conflict between a Council member's or Employee's society duty to act in the best interests of the society and their private interests (financial or non-financial). A conflict exists whether it is:

- **Real** – it currently exists;
- **Potential** – it may arise, given the circumstances; or
- **Perceived** – members of the public could reasonably form the view that a conflict exists, or could arise, that may improperly influence the person's performance of their duty to the agency, now or in the future.

Conflict of interest is broadly covered under a separate policy.

5.5 Bribe

A 'bribe' is an offer of money or other inducement made with the intention to corruptly influence a Council member or Employee in the performance of their duties. Bribery or attempted bribery of a public official is a criminal offence.

5.6 Legitimate business reason (benefit)

A 'legitimate business reason' is a business purpose that furthers the official business or other legitimate goals of sustainability, the public sector, or state.

5.7 Responsible person

The 'responsible person' is the person who the Council member or Employee notifies of gift offers they receive, notifies of any suspected bribery attempts; and seeks advice from about this policy and how to comply.



6.0 Policy

KOGS solicits and accepts gifts for purposes that will help the society further and fulfill its mission. KOGS urges all prospective donors and contributors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. The following policies and guidelines govern acceptance of gifts made to KOGS for the benefit of any of its operations, programs, or services.

Acceptance of any contribution, sponsorship, gift, or grant is at the discretion of KOGS Council. KOGS will not accept any gift unless it can be used or expended consistently with the purpose and mission of KOGS.

Council members and members of staff must not solicit gifts for themselves or anyone else, in any form. To do so may constitute misuse of their position, a breach of this policy and/or a breach of the relevant code of conduct and may result in disciplinary action. It may also constitute bribery and corruption and lead to criminal prosecution.

Individual or personalized gift offers must be declared, vetted and accepted or declined with the exception of **token offers** that do not exceed ‘**common courtesy**’ offers. The accepted offer will be received in the name of the society. In cases where the offer may already have been received or delivered, the offer will be surrendered/forfeited to the society or returned to the donor/contributor as decided by the Council Executive Committee. Society members are not allowed to receive any direct gift offers, donations and should direct any offer/donation to the Society Secretariat.

6.1 Use of Legal Counsel

KOGS will seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by counsel is recommended for:

- Gifts of securities that are subject to restrictions or buy-sell agreements.
- Documents naming KOGS as trustee or requiring KOGS to act in any fiduciary



capacity.

- Gifts requiring KOGS to assume financial or other obligations.
- Transactions with potential conflicts of interest.
- Gifts of property which may be subject to environmental or other regulatory restrictions.

6.2 Restrictions on Gifts

KOGS will not accept gifts that:

- Would result in KOGS violating its Constitution
- Would result in KOGS losing its status as a not-for-profit society under the Societies Act (cap 108),
- Are too difficult or too expensive to administer in relation to their value.
- Would result in any unacceptable consequences for KOGS, or
- Are for purposes outside KOGS' mission.

Certain gifts, real property, personal property, in-kind gifts, non-liquid securities, and contributions whose sources are not transparent or whose use is restricted in some manner, must be reviewed by the Council prior to acceptance due to the special obligations raised or liabilities they may pose for KOGS.

Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Executive Committee of the Council, in consultation with the Chief Executive officer.

6.3 Gifts Generally Accepted Without Review

- Cash- Cash gifts to the Society are acceptable in any legal form, including by cheque, credit card or on-line.
- Marketable Securities-May be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature



guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by KOGS's Finance and Audit Committee. In some cases, marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances the decision whether to accept the restricted securities shall be made by the Council Executive Committee.

- Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities and Retirement Plans. Donors are encouraged to make bequests to KOGS under their wills, and to name KOGS as the beneficiary under trusts, life insurance policies, commercial annuities, and retirement plans.
- Charitable Remainder Trusts- KOGS will accept designation as a remainder beneficiary of charitable remainder trusts.
- Charitable Lead Trusts- KOGS will accept designation as an income beneficiary of charitable lead trusts.

6.4 Gifts Accepted Subject to Prior Review

Certain forms of gifts or donated properties may be subject to review prior to acceptance. Examples of gifts subject to prior review include, but are not limited to:

- **Tangible Personal Property.** The Executive Committee shall review and determine whether to accept any gifts of tangible personal property in light of the following considerations:
 - ✓ Does the property further the society's mission?
 - ✓ Is the property marketable?
 - ✓ Are there any unacceptable restrictions imposed on the property?
 - ✓ Are there any carrying costs for the property for which the society may be responsible?
 - ✓ Is the title/provenance of the property clear?
- **Life Insurance.** KOGS will accept gifts of life insurance where KOGS is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.



- **Real Estate.** All gifts of real estate are subject to review by the Council Executive Committee. Prior to acceptance of any gift of real estate other than a personal residence, KOGS shall require an initial environmental review by a qualified environmental firm. In the event that the initial review reveals a potential problem, the society may retain a qualified environmental firm to conduct an environmental audit. Criteria for acceptance of gifts of real estate include:
 - ✓ Is the property useful for the society's purposes?
 - ✓ Is the property readily marketable?
 - ✓ Are there covenants, conditions, restrictions, reservations, easements, encumbrances, or other limitations associated with the property?
 - ✓ Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property?
 - ✓ Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

6.5 Hospitality

Gifts, benefits, and hospitality may be provided to welcome guests, facilitate the development of operational and business relationships, further mission outcomes and to celebrate achievements.

When deciding whether to provide gifts, benefits or hospitality or the type of gift, benefit, or hospitality to provide, ensure that:

- Any gift, benefit or hospitality is provided for a business reason in that it furthers the conduct of official business or other legitimate organizational goals, or promotes and supports KOGS's objectives and priorities;
- That any costs are proportionate to the benefits obtained for KOGS and would be considered reasonable in terms of society expectations; and
- It does not raise an actual, potential or perceived conflict of interest.

6.6 Containing costs

Costs involved in the provision of gifts, benefits and hospitality should be contained



wherever possible. The following questions may be useful to assist in deciding the type of gift, benefit, or hospitality to provide:

- Will the cost of providing the gift, benefit or hospitality be proportionate to the potential benefits?
- Is an external venue necessary or does KOGS have facilities to host the event?
- Is the proposed catering or hospitality proportionate to the number of attendees?
- Does the size of the event and number of attendees align with intended outcomes?
- Will providing the gift, benefit or hospitality be viewed by the society as excessive?

6.7 Providing gifts

- Gifts to external individuals or organizations will normally be symbolic, rather than financial, in value.
- Gifts to Council members or staff (e.g., to recognize significant work achievements or service milestones) will be token. Personal celebrations (e.g., birthdays, marriages, birth of a child) will not be funded using society monies.

6.8 Providing hospitality (hosting)

- It will not usually be in the society's interest for alcohol to be consumed at Council meetings or at meetings between and/or Council members.
- A Council member or Employee who extends or receives hospitality will demonstrate professional conduct at all times and will uphold his/her obligation to extend a duty of care to other participants.
- The requirements apply to both:

6.8.1 Official hospitality

Hosting official guests (e.g., society partners, organizations that KOGS work with, government officials, conferences, workshops)



6.8.2 Internal (general) hospitality

Hosting functions, often in the workplace, for members of the society (e.g. Council meetings, staff meetings, lunch at a workshop, a retirement function for a long standing staff member, a celebration to mark a major work milestone).

6.9 Gifts and hospitality provided to external guests

- Catering for stakeholder functions will be kept to appropriate levels and proportionate to the significance of the event while minimizing food waste.
- Catering for stakeholder functions will be restricted to events over three hours or events where a meal is the focus of the event e.g., breakfast, lunch, or dinner.
- Entertainment and catering are charged to the relevant project code and approved by the relevant financial delegate.

6.10 Catered functions for staff

- Catering for staff functions will be kept to appropriate levels and proportionate to the significance of the event while minimizing food waste.
- Other than in exceptional circumstances, reimbursement will not be paid for alcoholic beverages at staff-only functions. The Executive Committee will approve such reimbursement.
- Except in exceptional circumstances or for workshops that exceed four hours, there will be no internal catering for staff only meetings, workshops, or other events.
- Entertainment and catering are charged to the relevant project code and approved by the relevant financial delegate.

6.11 Providing meals to individual staff

- Reasonable meals and other incidental expenses associated with an overnight absence from home or significant day duties away from the normal work location will be reimbursed.
- These will be charged to the relevant project code and approved in accordance with the Travel Policy.



6.12 Incurring travel and out-of-pocket expenses

A Council member or Employee will only incur travel or out-of-pocket expenses if it is clearly in the Society's interest to do so, that is, if there is a legitimate business/work reason that is consistent with:

- For Council members, the Remuneration Guidelines for KOGS Council and related obligations; and
- For Employees, their contract of employment and related obligations and the Travel Policy.

6.13 Contracts for contractors and consultants

All contracts for 'in house' contractors and consultants (including those engaged through an employment agency) must explicitly state that the contractor or consultant is bound by this policy,

6.14 External stakeholders (tenderers, suppliers, external contractors, etc.)

All contracts for suppliers and external contractors (external stakeholders) must ensure that the contract can be revoked (or renegotiated) by KOGS if the external stakeholder offers a prohibited gift to a Council member or Employee.

6.15 Possible breach of this policy

A Council member or Employee who may have breached this policy must immediately notify the responsible person and remedy any breach.

6.16 Regular review of this policy

The Council will review this policy on an annual basis or more frequently, if required, to keep up to date with changes to laws, government policy, etc.