

**NAMIBIA EVENTS SERVICES PROVIDERS ASSOCIATION
(NESPA)**

Board Members Code of Conduct
(Annexure A to the Board Charter)

*Non-Profit Association Incorporated under Section 21
of the Companies Act, 2004 (Act No. 28 of 2004)*

NESPA | Approved by the Board of Directors | on 09 September 2026

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1. Purpose

This Board Members Code of Conduct (hereinafter 'the Code') establishes the ethical and professional standards expected of all Board Members of the Namibia Events Services Providers Association (NESPA). The Code is designed to encourage ethical and appropriate behaviour of Board Members in all NESPA's activities and dealings with Members, stakeholders, and the broader public.

This Code applies to all Board Members, including the Executive Chairperson, Executive Vice-Chairperson, and any co-opted advisors or non-voting members.

This Code shall be read in conjunction with the NESPA Articles of Association, the Board Charter, the Member Code of Conduct, and any other governance policies adopted by the Board.

2. Core Values

Board Members shall uphold and embody the following core values in their conduct:

- 2.1 Integrity: Conduct all NESPA business honestly, transparently, and fairly.
- 2.2 Professionalism: Maintain high standards of competence, diligence, and courtesy in all dealings.
- 2.3 Accountability: Take responsibility for decisions, actions, and outcomes.
- 2.4 Respect: Treat fellow Board Members, Members, staff, suppliers, and the public with dignity and fairness.
- 2.5 Independence: Exercise independent judgement in the best interests of NESPA, free from undue influence.
- 2.6 Excellence: Strive for continuous improvement in governance and service delivery.
- 2.7 Inclusivity: Foster a Board culture that values diverse perspectives and equal opportunity.

3. Code of Conduct Provisions

NESPA Board Members shall:

- 3.1 Use all reasonable endeavours to attend every Board meeting either in person or by digital meeting tools such as Microsoft Teams or Zoom.
- 3.2 Act in good faith, in the best interest of NESPA, and to further its purpose and objectives.
- 3.3 Exercise their powers and discharge their duties with the degree of reasonable care, skill, and diligence as expected from a Board Member, in compliance with the fiduciary duties imposed by the Companies Act, 2004 and the common law.
- 3.4 Participate in any induction, training, and other Board programmes as may be arranged from time to time and undertake ongoing governance development.
- 3.5 Be well informed on the activities of NESPA and the issues affecting the activities of NESPA, including industry developments, regulatory changes, and stakeholder concerns.
- 3.6 Be well informed on all matters to be discussed by the Board, prepare thoroughly for meetings, and participate constructively in discussions, expressing their views openly at Board meetings.
- 3.7 Be well informed on the finances and the financial management of NESPA to ensure the Board is responsible and there are adequate resources for the operations.
- 3.8 Comply with the law, the Articles of Association, the Board Charter, this Code, and all policies of NESPA.
- 3.9 Treat all Board meetings and Board discussions as confidential and not share Board papers, documents, or Board discussions outside of the Board, without the Board's express permission. This obligation of confidentiality survives the termination of Board membership.
- 3.10 Not misuse their position or information gained as Board Members. Specifically, Board Members shall not use their position or information obtained to gain an advantage for themselves, a Member, or someone else, or to the detriment of NESPA.
- 3.11 Take an active part in fundraising (where applicable), promoting and raising awareness of NESPA, including attendance where possible at events and functions of the Association.
- 3.12 Support the spirit of Board decisions and, regardless of their individual viewpoint expressed during deliberations, promote and not undermine the solidarity of the Board once a decision

has been made. Board Members shall avoid public statements that contradict Board decisions or compromise NESPA's positions.

- 3.13 Immediately declare a possible, perceived, or actual conflict of interest and follow the Conflict-of-Interest procedure and policy. Such declarations shall be recorded in the Conflict-of-Interest Register maintained by the Secretary.
- 3.14 Immediately notify the Executive Chairperson and resign as and when requested by the Board if they are likely to be or are disqualified from being a Board Member as per NESPA's Articles of Association or the Companies Act, 2004.
- 3.15 Immediately raise any concerns with the Executive Chairperson or the Board on any matter, including any behaviour that may be inconsistent with the purpose and objectives of NESPA, any duties of Board Members, or any policy.
- 3.16 Conduct themselves in a courteous manner at meetings and be respectful of others attending without any animosity, and refrain from engaging in any conduct that brings discredit upon NESPA.
- 3.17 Always promote, support, and exercise principles of leadership and shall act in a way that secures or preserves stakeholder confidence in NESPA.
- 3.18 Actively participate in Board evaluations and endeavour to improve the effectiveness of the Board.
- 3.19 Avoid public statements about NESPA that have not been authorised by the Board or the Executive Chairperson, particularly statements to media, regulators, or competing industry bodies.
- 3.20 Declare and surrender to NESPA any gifts, hospitality, or benefits received in connection with their Board service valued above the threshold set in the Gifts and Hospitality Policy.
- 3.21 Use NESPA resources, including funds, equipment, and information, solely for NESPA's legitimate purposes.
- 3.22 Observe post-tenure obligations, including ongoing confidentiality and refraining from using NESPA information for personal gain for a reasonable period after ceasing to be a Board Member.

4. Conflicts of Interest

- 4.1 Each Board Member shall complete a Declaration of Interest upon appointment, within fourteen (14) days of taking office, and shall update such Declaration whenever a new interest arises.
- 4.2 The Conflict-of-Interest Register shall be maintained by the Secretary and shall be reviewed annually by the Governance and Ethics Committee.
- 4.3 Where a Board Member has a direct or indirect interest in any matter to be considered by the Board, the Board Member shall declare such interest at the earliest opportunity and shall recuse themselves from the discussion and decision relating to that matter.
- 4.4 The Board Member's recusal and the matter on which the recusal applied shall be recorded in the minutes of the meeting.
- 4.5 Failure to declare a known or reasonably knowable conflict of interest shall constitute a material breach of this Code and may result in disciplinary action up to and including removal from the Board.

5. Confidentiality

- 5.1 Board Members shall maintain strict confidentiality of all Board discussions, decisions, papers, and documents, save where disclosure is expressly authorised by the Board or required by law.
- 5.2 Board Members shall not use confidential information acquired in their capacity as Board Members for personal benefit, the benefit of a Member, or the benefit of any third party.
- 5.3 The obligation of confidentiality survives the termination of Board membership for a period of five (5) years, save where the information has otherwise lawfully entered the public domain.
- 5.4 Board Members shall return all confidential documents, files, and equipment belonging to NESPA upon ceasing to be a Board Member.

6. Gifts, Hospitality, and Benefits

- 6.1 Board Members shall not accept gifts, hospitality, or benefits from any party doing business or seeking to do business with NESPA, that may compromise or appear to compromise their independence or judgement.
- 6.2 Acceptance of any gift, hospitality, or benefit valued above the threshold set in the Gifts and Hospitality Policy shall be declared in the Gifts and Hospitality Register maintained by the Secretary.
- 6.3 Board Members shall not solicit any gift, hospitality, or benefit in connection with their Board service.

7. Use of NESPA Resources

- 7.1 Board Members shall use NESPA resources, including funds, intellectual property, data, equipment, and information, solely for NESPA's legitimate purposes.
- 7.2 Board Members shall not use the NESPA name, logo, or brand for personal or commercial gain without the express written authorisation of the Board.
- 7.3 Board Members shall comply with all financial policies and procedures, including expense reimbursement, procurement, and signing powers.

8. External Communications

- 8.1 Only the Executive Chairperson, or such other person as may be expressly authorised by the Board, may speak publicly on behalf of NESPA.
- 8.2 Board Members shall not make public statements about NESPA, including on social media, that have not been authorised, particularly statements to media, regulators, government, or competing industry bodies.
- 8.3 In the event of a crisis or incident involving NESPA or its Members, Board Members shall refer all media or stakeholder enquiries to the Executive Chairperson or designated spokesperson, in line with the Crisis Communication Protocol.
- 8.4 Board Members may, in their personal capacities and identified clearly as such, express views on industry matters, provided that such views are not represented as the views of NESPA and do not compromise NESPA's positions.

9. Breach of the Code

- 9.1 Any breach of this Code by a Board Member shall be investigated by the Governance and Ethics Committee in accordance with the Disciplinary and Grievance Procedure.
- 9.2 The Board Member concerned shall be given written notice of the alleged breach and a reasonable opportunity to respond before any sanction is imposed.
- 9.3 Sanctions for breach may include, depending on the severity of the breach:
 - (a) a private written warning;
 - (b) a public censure recorded in the minutes;
 - (c) a requirement to undertake additional training or remediation;
 - (d) suspension from the Board for a defined period; or
 - (e) removal from the Board by Ordinary Resolution of Members in line with the Articles of Association.
- 9.4 The Board Member concerned shall have a right to appeal the decision to the General Assembly, whose decision shall be final.

10. Whistleblower Protection

- 10.1 Board Members who, in good faith raise concerns about breaches of this Code or other governance matters shall be protected against retaliation, victimisation, or detrimental treatment.
- 10.2 Concerns may be raised directly with the Executive Chairperson, the Chair of the Governance and Ethics Committee, or anonymously through such channels as the Board may establish.
- 10.3 All concerns raised shall be investigated promptly, fairly, and confidentially in accordance with the Whistleblower Policy.

11. Acknowledgement and Acceptance

Each Board Member shall, upon appointment and annually thereafter, sign an acknowledgement that they have read, understood, and undertake to comply with this Code. The signed acknowledgement shall be retained by the Secretary.

ACKNOWLEDGEMENT BY BOARD MEMBER

I, the undersigned, confirm that I have read, understood, and accept the Board Members Code of Conduct of the Namibia Events Services Providers Association (NESPA), and undertake to comply with its provisions in the discharge of my duties as a Board Member.

Full Name: _____

Designation: _____

Signature: _____

Date: _____

Witnessed by: _____

12. Review and Amendment

This Code shall be reviewed annually by the Governance and Ethics Committee to ensure continued relevance and alignment with evolving governance best practice. Amendments shall be approved by the Board by a seventy-five percent (75%) majority.

End of Board Members Code of Conduct

Approved by: NESPA Board of Directors

Date of Approval: _____

Effective Date: _____