

**Board Ethics Committee – Terms of Reference
(Berlin, September 2019)**

1. To advise the Board and TI Movement (including National Chapters, Individual Members and TI-Secretariat) on **principles, structures and processes** for the highest standard of ethical conduct in the activities of Transparency International (TI) including by:
 - Monitoring and evaluating the performance of TI's integrity systems, including any developments impacting on ethical standards, culture, reputation and processes of the Movement;
 - Ensuring periodic review of integrity systems, structures and processes in TI, to ensure their effectiveness;
 - Receiving, monitoring and advising on the annual plan and periodic reports of the TI-S Integrity Officer, supporting their independent role, receiving their advice and recommendations as needed, and advising the Board on any questions escalated to it by the Integrity Officer for the resolution of ethics and integrity matters;
 - Ensuring the maintenance and appropriate transparency of declarations of interests (financial and non-financial) by Members of the Board, Individual Members, and members of the boards of directors or equivalent governance bodies of National Chapters, as required by TI policies.
2. With respect to the **TI Secretariat** (including the Managing Director, TI-S staff, interns, volunteers or consultants):
 - To monitor, and report regularly to the Board and AMM on, the effectiveness of processes for dealing with ethics and integrity issues raised within or about TI-S;
 - In relation to specific integrity issues or complaints dealt with by the Integrity Officer, Managing Director or other first-instance mechanisms in the TI-S integrity system – on the request of any party, and where suitable grounds exist, to review the fairness and quality of the process and make recommendations on any remedial action needed, including re-investigation or re-consideration;
 - In relation to specific integrity issues or complaints which involve the Integrity Officer, Managing Director or senior management – to receive, assess and advise the Board on actions to resolve the issue, including by oversighting such internal or independent investigations as are necessary to ensure objectivity, impartiality and public confidence in its resolution, and including, where appropriate, recommendations to the Board, or through the Board to the Managing Director, with respect to disciplinary action;
 - To advise the Managing Director, through the Board, on actions to address any conduct or processes which undermine the proper functioning or reputation of the TI-S integrity system.
3. With respect to ethics or integrity issues or complaints by any person involving the **TI Board of Directors** or its members, including the Chair and Vice Chair – to receive, act upon and advise the Board and/or, where appropriate, the Membership on actions to resolve the

issue, including by overseeing such internal or independent investigations as are necessary to ensure objectivity, impartiality and public confidence in its resolution.

4. With respect to ethics or integrity issues or complaints by any person involving **TI's National Chapters, Individual Members** and any other officeholder (apart from any of the above) under the Charter:
 - To advise the Board on approaches to be taken to the resolution of such issues as may be raised with or referred to the Committee from time to time, including by referring them to, or enlisting the support of, the TI-S Integrity Officer or (through the Integrity Officer) the relevant National Chapter;
 - Where any issue involving National Chapter officeholders cannot be adequately resolved at the Chapter level – to receive, assess, and advise the Board and Chapter on actions needed for effective and timely resolution of the issue.
 5. To develop or adopt, in consultation with the Integrity Officer, **procedures approved by the Board** for the referral, review, receipt, assessment or oversight of integrity investigations under these terms of reference, as part of one integrated TI integrity system.
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