

INTEGRITY SYSTEM

Strategic Framework

INTEGRITY SYSTEM: STRATEGIC FRAMEWORK

1. INTRODUCTION

Following its establishment in 1993, Transparency International (TI) has been at the forefront of the fight against global corruption, bringing people together to create change. The Vision of TI is a world in which government, politics, business, civil society, and the daily lives of people are free of corruption. To be successful and credible in this mission, the entities that comprise the TI Movement are committed to upholding TI's core values and acting in accordance with TI's guiding principles throughout our administration, structures, and operations.

The TI Secretariat (TI-S) plays a key role in demonstrating and championing [TI's values and guiding principles](#) at both an institutional level, and in the day to day conduct of those that represent it. Moreover, TI-S is committed to safeguarding an ethical, safe, respectful, and inclusive working environment for everyone that works with us.

At an institutional level, TI-S seeks to follow the highest standards of integrity, based on its values, Code of Conduct, the related TI policies and procedures of its Integrity System, the [INGO Accountability Charter](#) and legal requirements.

In 2018, a comprehensive independent review of the TI-S ethics and integrity framework was conducted. Based on the recommendations of the review a new Integrity System has been developed and established.

This document lays out the foundations of that new TI-S Integrity System. It describes the purpose of the Integrity System and the principles that will guide its implementation. It describes the two strategic pillars of the Integrity System, and the sub-components of them. It defines the scope and parameters of the responsibilities, mandates, and powers of those who work within the system.

2. GOALS OF THE INTEGRITY SYSTEM

To 'act with integrity', an organisation must ensure that its behaviours, decisions, and actions are consistent with core ethical values and norms; and that these are embraced at both an institutional level and in the individual conduct of those that represent it. TI-S is committed to ensuring its values of transparency, accountability, integrity, solidarity, courage, justice, and democracy are embraced by its staff and embedded within its working culture.

In addition to its institutional values, TI-S must enable a working environment that is ethical, safe, respectful, inclusive, and is clear in its expectations of standards of conduct at all levels.

The TI-S Integrity System establishes the expected behaviours, and expresses the values, policies, procedures, practices, and structures through which integrity is embedded in the organisation. In doing so, TI-S aims to foster a culture in which the organisation and those that represent it act with integrity.

Specific goals of the Integrity System

- + to develop and maintain a culture of consistent leadership and working practices across all levels of the organisation
- + to enable an ethical, safe, respectful, and inclusive working environment for all.
- + to foster an understanding of, and adherence to, TI-S's values and expected behaviours among staff at all levels
- + to develop and maintain organisational resilience against actions, decisions and behaviours that compromise the integrity of the organisation, or those that represent it
- + to reduce the likelihood and impact of integrity violations as much as possible
- + to build awareness and confidence in the integrity reporting channels so that – where they cannot be prevented – a greater proportion of violations are reported
- + to ensure that actual and suspected breaches of TI's values and behavioural standards are effectively and robustly managed

3. SCOPE

The Integrity System applies to all individuals working for and under any form of contract or agreement with TI-S, including executive staff, and prospective, current, and former employees, interns, contractors, volunteers, and consultants. Additionally, some aspects of the system (namely those relating to the reporting of integrity violations) shall be open to the wider TI Movement, external stakeholders, and the public. Moreover, the TI Board of Directors maintains an oversight role over the functioning of the system, and in some circumstances may fulfil specific tasks and responsibilities within it.

4. CORE DOCUMENTS AND GUIDING PRINCIPLES

The Integrity System has been designed in accordance with 9 guiding principles that determine its structure and functioning. All those mandated or assigned with roles, responsibilities, tasks, or powers within the system must diligently apply these principles in the execution of their work: Accessibility; Confidentiality; Data Protection; Fairness and Due Process; Safety and Security; Independence; Mutual Responsibility; Clarity, and Proportionality. Further guidance is detailed at Annex 1.

The functioning of the Integrity System is established through four key documents – comprising this **Strategic Framework**, the **Code of Conduct**, the **Integrity Violations Reporting Policy**, and the **Investigations Protocol** (*pending*). These documents have been developed to work in conjunction with TI-S's broad policy and procedural framework to achieve the Integrity System goals. The purpose of each document is explained in further detail at [Annex 2](#).

5. STRATEGIC COMPONENTS OF THE INTEGRITY SYSTEM

The Integrity System comprises two areas of strategic focus: **ethical culture** and **compliance practice**. These are both formed of two subcomponents, as below.

Sub-component	Ethical Culture	Compliance Practice
1	Ethical Values and Behaviours	Detection
2	Ethical Structures, Systems and Processes	Response

I. ETHICAL CULTURE

The *Ethical Culture* component relates to the mainstreaming of ethics and integrity throughout the working culture of the organisation. It recognises that TI-S's working culture is shaped by a combination of factors, including the individual conduct of its employees and executive staff (**ethical values and behaviours**), its structure, policy framework, administration, and working practices (**ethical structures, systems, and processes**). *Ethical culture* aims to take a proactive and positive approach to developing and maintaining a working culture that is consistent with TI values and enables an ethical, safe, respectful, and inclusive working environment for its staff at all levels.

Ethical culture is not a static concept. TI-S operates in a global context that is constantly changing as societal, legal, and cultural landscapes evolve over time. To be effective, the integrity system must enable a working culture in which progressive thinking, critical self-reflection, learning and proactive corrective action are embraced as fundamental to TI-S's operations.

Ethical Values and Behaviours

TI-S will clearly define and regularly communicate its values and expected behaviours – as well as developing and regularly communicating about its systems for promoting adherence to those values and expected behaviours – to staff at all levels. Through its *Code of Conduct*, TI-S explicitly defines standards of behaviour and actions it expects its staff to exhibit, as well as those that are inconsistent with these standards (and therefore constitute an *integrity violation*). This process forms the subcomponent ethical values and behaviours.

Communication and training initiatives about values, expected behaviours and systems will be developed and regularly conducted by the Integrity Manager (IM). Such activities aim to foster an environment in which staff are empowered through knowledge, understanding and organisational structure to represent TI's values in their day-to-day conduct, and apply them in their roles. Conversely, championing ethical values and behaviours aims to deter and prevent unethical conduct that might undermine the integrity of the organisation, or the safety, professionalism, and inclusiveness of the working environment.

Ethical Structure, Systems and Processes

TI-S will critically examine the ethical bearing of its structure, values, and systems on an ongoing basis to ensure they appropriately reflect developments in the societal, cultural, and legal context(s) in which it operates. When identified, TI-S will be open in its consideration of challenges to the suitability of established structure, systems, and processes; considering the ways in which they are experienced by staff and other stakeholders. This process forms the second subcomponent of the 'ethical culture' strategic focus: ethical structure, systems & processes.

The process shall be led on an annual rolling basis by the by the Integrity Manager, who shall be responsible for conducting *critical reflection initiatives*, and then designing and overseeing the implementation of *corrective actions*. The IM's specific tasks in this subcomponent are further detailed below.

II. COMPLIANCE PRACTICE

Whilst – through its *ethical culture* – TI-S aims to reduce the likelihood and impact of integrity violations, the *Compliance Practice* component of the Integrity System is concerned with situations in which misconduct cannot be deterred or prevented. Whilst there is some crossover with *ethical culture*, the components of *compliance practice* are designed to identify and effectively respond to violations of the organisation's values and behavioural standards, as defined by the *Code of Conduct*. *Compliance practice* comprises two subcomponents: **detection**, and **response**.

Detection

The goal of detection is to identify potential integrity violations or ethical concerns at the earliest opportunity. It is only through the identification of concerns/violations that action can be taken to respond, manage risk, support affected persons, and learn from the incident(s) to reduce the risk of recurrence.

The primary way in which potential integrity violations or ethical concerns can be detected is

through the provision and use of an effective and trusted reporting mechanism. To this end, the *TI-S Integrity Violation Reporting Policy* forms a key part of the Integrity System. The Integrity Manager is responsible for ensuring that this policy is effectively communicated, and that necessary training is provided to those with specific responsibilities in the reporting and response process.

Additionally, the Integrity Manager will support teams and functions within TI-S to ensure the ongoing development of robust policy and procedural controls to promptly identify suspicious activity or exploitable control lapses.

Response

Where a suspected integrity violation or risk is identified, the response component of the Integrity System is designed to:

- + support those who raise integrity concerns
- + manage any risks associated with (suspected) violations
- + establish (thorough assessment and investigation) whether a violation has occurred
- + enforce fair and and proportionate disciplinary action when necessary, and
- + take action to address oversight lapses or integrity vulnerabilities identified throughout the process.

TI-S's response to suspected integrity violations shall follow due process, the guiding principles of the Integrity System (see 4, above), legal codes, and (where appropriate) victim/survivor centred principles.¹

6. MANDATE, POWERS AND ACCOUNTABILITY²

Chief Executive Officer

The responsibility for integrity within an organisation lies with its highest management. The Chief Executive Officer (CEO) holds ultimate responsibility for the TI-S Integrity System by virtue of the employer-employee relationship. The CEO may delegate specific operational tasks to officers and bodies within the organisation to ensure that these are carried out in a way that ensures the proper functioning of the system.

The CEO gives final approval of the Code of Conduct, the related policies, and the procedures for handling suspected integrity violations. The CEO has decision-making authority over whether an investigation is to be conducted (based on the recommendation of the Integrity Manager), and over any eventual disciplinary actions (based on legal advice), except in specific circumstances in which the CEO is themselves implicated or has a conflict of interest that cannot be mitigated.

Integrity Manager

The Integrity Manager (IM) is mandated by the CEO to install the Integrity System and manage its day-to-day activities. The IM's tasks are described below.

The IM is appointed by³ and accountable to the CEO, to whom they report. The IM submits quarterly reports to the CEO and to the Board of Directors (via the BEC) outlining the activities undertaken during the reporting period and providing updates on the implementation and review of the Integrity System (subject to appropriate considerations of confidentiality). As a minimum, the IM should also communicate their activities to TI-S staff on an annual basis.

The independence of the IM is paramount, and they are therefore afforded certain protections. The IM reports to the CEO but has direct access to the Board and the BEC. The IM cannot be dismissed (by the CEO) without approval of the Board. In the event

¹ See the Integrity Violations Reporting Policy for further explanation of circumstances in which victim/survivor focused principles shall applied.

² The roles and responsibilities described in this section can differ in cases where special procedures apply (see TI-S Integrity Violation Reporting policy)

³ Recruitment of the Integrity Manager shall follow TI-S standard recruitment and selection processes, however final selection must be co-approved by the Chair of the Board Ethics Committee. If the TI-S CEO and BEC Chair disagree on the selection of a candidate, the Board shall be the arbiter.

of a disagreement between the IM and the CEO, the Board shall arbitrate.

It is the CEO's responsibility to afford the IM with the necessary resources (financial and otherwise) with which to successfully fulfil the role. Where the IM believes that necessary resources have been unreasonably withheld to the extent that they are unable to effectively fulfil their role requirements, they may escalate this concern to the Board.

Board of Directors

The Board of Directors (the Board) has an oversight function in relation to the Integrity System. The Board has mandated this responsibility to the Board Ethics Committee (BEC). The mandate of the BEC is described in the [BEC TOR](#).

The Board of Directors and the BEC do not engage in direct management of the Integrity System. In exceptional circumstances in which the CEO is not able to fulfil their function (e.g., because they are implicated in a suspected integrity violation), the Board may take the role that would normally be fulfilled by the CEO in relation to the case. In all other instances the Board and the BEC will have only supervisory tasks and will be informed via the quarterly reports sent by the Integrity Manager.

Additionally, the Chair/Vice Chair⁴ may act as appellate in cases of formal appeal against a disciplinary or other response outcome or decision. In those cases, the task of the Chair/Vice Chair is to assess whether due process has been followed and the outcome is appropriate and proportionate, and therefore whether the decision of the CEO is to be upheld.

7. ROLE AND RESPONSIBILITY OF PERSONS WITHIN THE SYSTEM⁵

Integrity Manager

In the context of the **Ethical Culture** strategic focus, the Integrity Manager is responsible for the development and communication of expected behavioural standards to all staff. This includes:

- Ensuring the delivery of regular training, information, and guidance with regards to the Integrity System (and its associated policies) to all staff, as well as induction packages for new starters.
- Acting as a point of contact for staff requiring ad-hoc/informal advice on the system.

The IM also leads the regular review of the *Code of Conduct* and related preventive policies.

Additionally, the IM shall work collaboratively with others in the organisation to critically review structures, systems, and processes from an ethics and integrity perspective. Proactive *critical reflection initiatives* will be developed and conducted on a rolling annual basis by the IM, with findings then shared with the CEO and Board Ethics Committee as part of the Integrity Manager's periodic reporting obligations, as well as with the Works Council annually.

The Integrity Manager is responsible for the drafting of an annual integrity strategy, in which they shall propose apposite corrective action measures (designed in response to critical reflection initiatives) to proactively address weaknesses, vulnerabilities or other ethics/integrity issues affecting TI-S's organisational culture (particularly those that are caused or enabled by its operational framework). These might include, for example, the development and/or implementation of staff training activities, policy and process reviews, internal communication campaigns, etc.

Once approved by the CEO (with input and approvals as necessary from relevant stakeholders), the IM is responsible for overseeing the implementation of corrective action measures and reporting progress/outcomes annually to all staff and the Board Ethics Committee.

In the context of the **Compliance Practice**, the IM is one of the formal reporting channels and the repository of all notifications and reports of alleged violations received through the Integrity System, including subsequent investigations and outcomes. The IM conducts or supervises fact-finding and/or investigations and provides advice on any necessary response measures within a team or department following an investigation.

⁴ The role of the Chair and Vice Chair is established in the [Transparency International Charter](#).

⁵ The roles and responsibilities described in this section can differ in circumstances where special procedures apply (see *TI-S Integrity Violation Reporting Policy*)

The IM is responsible for ensuring that staff who report integrity violations are appropriately supported and protected, in partnership with other sections of the Secretariat and external resources available to staff. This includes ensuring that any risks of detrimental or unfair treatment or retaliation are identified, assessed, and managed from the point that the integrity violation is raised.

The IM is also responsible for the regular update of the TI-S Gift Registry and consults/advises managers on mitigation measures following conflict of interest declarations. They also control the central TI-S ethics email address ethics@transparency.org.

External Whistleblowing Reporting Point

The External Whistleblowing Reporting Point (EWRP) is a reporting channel located outside of the organisation. The EWRP can receive reports by individuals who do not wish to report a (suspected) violation through the management line or the Integrity Manager. If the person making the report wishes, the EWRP can remove information from the report that might identify its source before passing it to the IM. In case an investigation is initiated, the Reporting Point can act as an intermediary for the person that reported the issue (for example with the IM) in order to ensure that their identity is protected through the process.

The EWRP cannot act as a legal representative of any TI-S associate. The role and responsibilities of the EWRP are stated in [Annex 3](#), as well as the *TI-S Integrity Violation Reporting Policy*. The terms of reference⁶ under which the EWRP operates shall be made publicly available.

TI-S Legal Team

The TI-S Legal Team consists of TI-S staff and is responsible for providing legal advice to the CEO, the IM, and the Board, ensuring due process and guidance on proportional disciplinary responses in cases where an investigation is carried out. The Legal Team may also be called upon to provide advice in the development and implementation of policies, in consideration of the requirements of the German legal system.

In the event of an appeal to the Board against a decision or action taken by the CEO or IM requiring legal guidance, the TI-S Legal Team may not provide legal guidance to the Board.

The Legal Team must not provide guidance in relation to integrity issues in which either individual members, or the Legal Team as a whole, are explicitly or implicitly implicated. Members of the Legal Team must uphold the principle of independence in their work, meaning they must not act, advise, or be involved in issues in which they have a conflict of interest, or are otherwise unable to act impartially.

External Investigators

Under the supervision of the Integrity Manager, an External Investigator may be requested to carry out particularly complex or otherwise problematic disciplinary investigations. The external investigator(s) must abide by the *TI-S Investigation Protocol* (pending) and relevant legal codes. Those who are implicated in the actions/conduct subject to investigation should not be involved in the External Investigator selection or contracting process. The role and responsibilities of External Investigators are stated in Annex 4.

Line Managers

Line managers are responsible for ensuring that all members of their team are aware of the TI-S Code of Conduct and the preventative policies relevant to their role. As one of the reporting channels of the TI-S Integrity System, they may receive information on (suspected) violations of the *TI-S Code of Conduct*, or other TI-S policies. Line managers have a responsibility to handle such reports with confidentiality and to refer all reports of suspected integrity violations to the Integrity Manager, in accordance with the Integrity Violation Reporting Policy.

Line Managers shall receive relevant training via the Integrity Manager to enable the effective undertaking of their responsibilities within the Integrity System.

⁶ A signed copy of this Terms of Reference shall be made publicly available on the Transparency International website.

All Staff

Finally, the responsibility for the functioning of the TI-S Integrity System also rests with all those work for TI-S, who must work conscientiously to prevent, challenge, or act against unethical conduct, and – where necessary⁷ – to ensure that violations are reported appropriately through the channels detailed in the TI-S Integrity Violation Reporting Policy.

8. REVIEW

This document and the functioning of the TI-S Integrity System shall be reviewed at least every two years by the Integrity Manager. The results of the review shall be shared with the CEO and the Board of Directors. Any changes to the existing Integrity System that result from this review process will be communicated to all TI-S staff. The annexes to this document constitute an integral part of this document. The annexes can be amended through the same procedure as the main text of the document.

⁷ See the *Integrity Violation Reporting Policy* for details of circumstances in which the reporting of an integrity violation shall be a requirement.

ANNEX 1. GUIDING PRINCIPLES OF THE INTEGRITY SYSTEM

Accessibility

All those to whom the Integrity System applies must have access to it and be provided with the means to understand its requirements and expectations of them, as well as TI-S's obligations to them, and available support. TI-S must make all reasonable efforts to remove actual and perceived barriers to the use of the Integrity System. Safe and confidential mechanisms for the reporting of integrity violations must be made available to all and should enable understanding of the procedures that will be followed in the event of an actual or suspected violation, and where to seek support and advice when needed.

Confidentiality

All those mandated with responsibilities within the Integrity System shall undertake them in a way that, wherever necessary, respects the need for confidentiality. Every reasonable precaution is adopted to ensure that reports of suspected integrity violations are treated with confidentiality. This confidentiality is extended to those who do not submit a formal report but seek advice and support from those within the Integrity System. Mishandling confidential information can have a serious impact on the trust in and integrity of the system, the outcome of any investigation, and the safety and well-being of affected individuals. However, confidentiality must not be confused with secrecy. Information on specific integrity matters shall only be shared on a strictly 'need-to-know' basis and when legally required.

Data Protection

Data protection regulations (in the case of TI-S, German/European regulations) are respected and the balance of interests is always taken into account in the management and implementation of the Integrity System.

Fairness and due process

Each report of a suspected violation will be managed and examined impartially, based on its own objective merits and without prejudice. Due process is ensured through adherence to the relevant protocols, procedures, and legal codes by

all parties. Actions and decisions relating to the management of reported integrity violations (including subsequent outcomes) must be documented in an appropriately secure format.

Safety and security

The safety and security of all parties affected by reported integrity violations, and those involved in the response, is paramount. All actions and decisions must be in consideration of actual or potential risk of physical, psychological, and professional harm, and appropriate measures must be taken to safeguard all parties appropriately. Information relating to the issue or any associated individual or entity must be kept securely and only shared with those who need to know, subject to appropriate authorisation and legal or regulatory considerations.

Independence

The individuals in the TI-S Integrity System must perform their functions independently, free from undue influence and pressure and conflicts of interest. Where this cannot be guaranteed, it must be declared, and appropriate mitigating measures or alternatives must be sought. Any party that is potentially implicated or otherwise involved in an integrity-related concern – or who might have a conflict of interest in the outcome – should not be involved in its oversight or investigation process. The individuals in the system also undertake to prevent the perception of partiality in their actions as far as possible.

Mutual responsibility

The CEO holds ultimate responsibility for this Integrity System and its functioning. All employees have a responsibility to follow the Code of Conduct and the related policies and procedures, challenge unethical behaviours and practices, and to raise concerns about risks or potential violations through the appropriate channels when necessary and appropriate. Additional policies and contractual agreements may extend the rights and responsibilities of those covered by this Integrity System (or similar/comparable standards) to other parties and entities.

Clarity

TI-S must ensure that its Integrity System and standards are sufficiently clear. Staff must be aware of the standards of conduct that they should expect, and that are expected of them. Related processes (for example, the commencement and application of disciplinary action) must be clearly defined and communicated.

Proportionality

The Integrity System is designed to operate in proportion to TI-S's organisational requirements, meaning that it is appropriately scaled and resourced to meet the needs of both the organisation and those that seek support within it. TI-S's response to reported integrity violations

(including, where required, disciplinary action) should be in proportion to the scale of the issue of concern and/or a reasonable assessment of any associated risks. Where required, investigations should ensure a minimum level of intrusion/disruption to achieve objectives and manage risks; with actions and methodology limited to those relevant to the issue(s) of concern. Disproportionate responses to potential integrity violations can expose the individuals involved to risk and erode trust in the system. Key decision-makers must consider the seriousness of the violation, the culpability of the accused person as well as any relevant mitigating information when determining disciplinary measures so that, where required, disciplinary sanctions are proportionate.

ANNEX 2. TI-S INTEGRITY SYSTEM: KEY DOCUMENTS

Integrity System: Strategic Framework

- + sets the overarching purpose of the Integrity System and the principles that will guide its implementation
- + establishes the strategic functioning of the Integrity System
- + defines the scope and parameters of the responsibilities, mandates, and powers of those who work within the system

TI-S Code of Conduct

- + establishes the principles, values, and behavioural expectations that those working for TI-S must demonstrate in order to uphold the necessary standards of conduct within, and on behalf of, the organisation

Integrity Violations Reporting Policy

- + establishes the channels available for TI-S staff, external stakeholders and the wider public for the reporting of suspected violations of TI-S's Code of Conduct, or other ethical concerns relating to the conduct or functioning of the organisation or associated entities
- + establishes the circumstances in which such reporting shall be considered a requirement of TI-S staff
- + provides guidance on how a report shall be managed by TI-S
- + establishes the measures TI-S will take to protect the identity of those that report integrity violations/concerns
- + establishes the protections available for those that raise reports from potential unfair treatment and retaliation

Investigations Protocol

- + establishes the process and role responsibilities for TI-S managed investigations into suspected integrity violations
- + details the rights and entitlements of those suspected of committing integrity violations (or associated misconduct) during an investigation process
- + sets the organisational expectations of, and responsibilities to, those otherwise involved in an investigation process (e.g., affected persons, witnesses)

Preventative Policies

The broad policy and procedural framework that work collectively to reduce the risk and impact of integrity violations. Including, but not limited to:

- + Conflict of Interest Policy
- + Code of Ethical Advocacy
- + Data Protection Statement
- + Public Information Disclosure Policy
- + Sustainable Travel Policy
- + Sustainable Travel Manual
- + Prevention of Sexual Exploitation, Abuse and Harassment (PSEAH) Policy
- + Child Protection Policy
- + Grievance Policy
- + Gender and Diversity Policy
- + Anti-Harassment Policy for TI-S organized events
- + Environmental Policy Statement
- + Drug Free Workplace Policy
- + Petty Cash Financial Guidelines
- + Purchase and Procurement Policy
- + Anti-Fraud Policy

ANNEX 3. EXTERNAL WHISTLEBLOWING REPORTING POINT: TERMS OF REFERENCE

1. Title

External Whistleblowing Reporting Point

2. Background information

Transparency International (TI) is the global civil society organisation leading the fight against corruption. Through more than 100 chapters worldwide and an international secretariat in Berlin, Germany, TI raises awareness of the damaging effects of corruption and works with partners in government, business, and civil society to develop and implement effective measures to tackle it.

In fulfilment of the recommendations of an external independent review of the ethics and integrity framework of the Transparency International Secretariat (TI-S) conducted in 2018, a new Integrity System was established. The Integrity System encompasses two components: *Ethical Culture* (comprising the subcomponents *ethical values and behaviours* and *ethical structures, systems, and processes*) and *Compliance Practice* (comprising the subcomponents *detection and response*).

The External Whistleblowing Reporting Point function pertains to the detection apparatus and offers to current, former and potential TI-S associates⁸ a venue, external to the organisation, for reporting cases of (suspected) integrity violations, with further insurance regarding confidentiality and independence.

The function is held by a specialised lawyer with extensive experience in the field of whistleblowing.

3. Scope

The main function of the External Whistleblowing Reporting Point is to receive and file disclosures on alleged, suspected, or actual violations of integrity, including violations of the *Code of Conduct* and related policies.

The External Whistleblowing Reporting Point does not conduct investigations. When receiving a disclosure, they remove information that might identify its source (if requested/required) and relay the relevant information to the Integrity Manager. The latter, based on the content of the complaint, may conduct the investigation, or mandate it to specialised external investigation services. In circumstances in which the Integrity Manager is themselves implicated in the integrity violation, the report shall instead be referred to other delegated reporting points (either the CEO or the TI Board of Directors).

The External Whistleblowing Reporting Point shall not act upon workplace grievances. When presented with such type of concerns, they should advise the sender to handle it in accordance with the *Grievance Policy* or refer the matter to the Head of TI-S Human Resources – unless these are deemed by the External Whistleblowing Reporting Point to be so endemic and destructive that they could reasonably amount to integrity violations and must be handled as such.

TI-S and the External Whistleblowing Reporting Point acknowledge that the whistleblowers' identity shall be protected and that they must be able to rely on secrecy and legal privilege to refuse to give evidence in the event of legal action (Zeugnisverweigerungsrecht). This implies that TI-S waives any right to information towards the External Whistleblowing Reporting Point in their attorney-client relationship which would allow the access to documents or any other information the whistleblower has provided to the External Whistleblowing Reporting Point, unless the whistleblower has expressed its wish that those documents shall be made accessible for TI-S.

Additionally, the External Whistleblowing Reporting Point shall consult with the Integrity Manager to ensure that the conditions of their service, and TI-S's integrity violation reporting mechanisms, are effectively communicated

⁸ TI-S associates are all individuals working under any form of contract or agreement with the TI Secretariat, such as full- and part-time employees, interns, contractors, volunteers, consultants.

to all staff. This may include, for example, the routine provision of training, communication, or other awareness raising activities.

As a minimum, adherence to this Terms of Reference shall be a contractual requirement of the EWRP. A signed copy of this Terms of Reference shall be made publicly available on the Transparency International website.

4. Tasks

The External Whistleblowing Reporting Point performs the following tasks⁹:

- Receives, manages and refers reports of 'integrity violations' or related concerns in accordance with TI-S's policy framework (specifically the Code of Conduct and Integrity Violation Reporting Policy).
- Discusses the specific details of concerns with whistleblowers, providing guidance for options available for resolution.
- Should the whistleblower want to proceed and formally make a disclosure, they may (if necessary or requested) remove information that might identify the source of the report and relay the relevant information to the Integrity Manager (or delegated alternative), including their own observations about the case.¹⁰
- In case an investigation is initiated by the Integrity Manager, the External Whistleblowing Reporting Point may act as an intermediary for necessary communication with the whistleblower, in order to ensure that their identity is protected throughout the process.
- Holds annual information sessions for all TI-S staff.

5. Accountability

The function is part of the Integrity System of the Transparency International Secretariat. The External Whistleblowing Reporting Point is appointed by the CEO but retains a high degree of independence in the exercise of the function.

In the event that an appointed External Whistleblowing Reporting Point fails to satisfactorily fulfil the requirements of their role, the CEO may opt to remove them from the role in accordance with their contractual provisions. The Integrity Manager is responsible for monitoring the performance of the EWRP against their contractual commitments and, in the event of non-performance, may recommend termination of their contract to the CEO, subject to relevant contract provisions.

Concerns as to the performance and/or conduct of the External Whistleblowing Reporting Point can be raised directly to the CEO, or via the Integrity Manager.

6. Monitoring and Reporting

The External Whistleblowing Reporting Point shall submit an annual report on their activities to the CEO of TI-S and the Integrity Manager. Such reports shall not include information that might reveal the identity of those that have utilised the services of the External Whistleblowing Reporting Point, but should provide details of (not an exhaustive list):

- The number of reports received.
- Hours worked (per report)
- # referrals to the IO

⁹ The EWRP shall endeavour to operate in accordance with the time frames detailed in the Integrity Violation Reporting Policy

¹⁰ If the alleged violation is committed by a staff member of TI-S, it will be handled under the authority of the CEO. If the alleged violation is committed by the CEO, a member of the Senior Management Team, or the Integrity Manager, it will be handled under the authority of the Board of Directors.

- # referrals to other functions within TI-S/TI
- Summary of report types (i.e., broad category of concern raised/ support requested)
- Other work undertaken

ANNEX 4. EXTERNAL INVESTIGATOR – TERMS OF REFERENCE¹¹

1. Title

External investigator

2. Background information

Transparency International (TI) is the global civil society organisation leading the fight against corruption. Through more than 100 chapters worldwide and an international secretariat in Berlin, Germany, TI raises awareness of the damaging effects of corruption and works with partners in government, business, and civil society to develop and implement effective measures to tackle it.

In fulfilment of the recommendations of an external independent review of the ethics and integrity framework of the Transparency International Secretariat (TI-S) conducted in 2018, a new Integrity System was established. The Integrity System encompasses two components: *Ethical Culture* (comprising the subcomponents *ethical values and behaviours* and *ethical structures, systems, and processes*) and a *Compliance Practice* (comprising the subcomponents *detection and response*). The External Investigator is a resource of the response apparatus of the Integrity System.

Disciplinary investigations conducted within the remit of the Integrity System are administrative processes of TI-S aimed at establishing the facts which are relevant to the identified allegation or concern, in order to enable the decision-making authority to make an informed decision on any necessary follow-up actions, including disciplinary actions. Investigations are normally conducted by the Integrity Manager, however, in some circumstances, the Integrity Manager can mandate the task to an External Investigator.

The External Investigator is a technical expert who is outsourced when an allegation or concern might be unsuitable for internal investigation, such as particularly large, complex, or sensitive investigations (for example, allegations implicating senior staff, or with serious reputational or financial risks), investigations requiring specialist technical skills or resources, or when the Integrity Manager may reasonably be, or be seen to be, in a situation of potential conflict of interest.

3. Functions of the external investigator

The External Investigator conducts the investigation according to an *Investigation Terms of Reference* included in an *Investigation Plan* prepared and shared by the Integrity Manager (or alternative case manager) regarding the specific case.

The *Investigation Terms of Reference* outline the role and responsibilities of the External Investigator in the specific case, clarify the question(s) that must be answered/investigation objectives, and the suggested timeline for the investigation and for the submission of progress reports to the Integrity Manager.

The *Investigation Plan* and the *Investigation Terms or Reference* may need to be reviewed and updated by the Integrity Manager (or other case manager, as necessary) in case new matters arise during the investigation process that shall be incorporated in the plan and duly investigated.

Once sufficient evidence is gathered, the External Investigator evaluates the facts and draws their conclusions as to whether the allegation is validated. The conclusions are shared with the Integrity Manager, who verifies whether the investigation was conducted in accordance with relevant legal codes, due process, and the

¹¹ In addition to this ToR (which broadly defines the role of the External Investigator), External Investigators shall be required to conduct their work in accordance with an Investigation Terms of Reference. Investigation ToRs shall be prepared by the relevant TI-S case manager (ordinarily the Integrity Manager) in advance of every investigation and shall detail the specific requirements of the investigator with regard to the matters subject to investigation.

Investigation Protocol, and if the information presented is evidentially supported, with advice from the TI Legal Advisors, as necessary.

4. Accountability

The Integrity Manager supervises the investigation process without any direct engagement, but by monitoring its progress and the budget, assessing the quality of the work and the outcomes, and requiring the Investigator to account for their methodology and conclusions.

