

## Board Ethics Committee – Terms of Reference

*Approved by the Board of Directors, Copenhagen, 19 October 2018*

1. To advise the TI Movement (the Board, the Executive, National Chapters, Individual Members and TI-Secretariat) on **principles, structures and processes** for ensuring the highest standard of ethical conduct and professionalism in all aspects of the work of the Transparency International (TI) Movement including:
  - Monitoring and evaluating developments which may impact on the ethical standards, structure and processes of the Movement;
  - Ensuring periodic review of the structures and processes of the TI Movement for dealing with ethical issues, to ensure their effectiveness.
2. With respect to specific ethical issues, complaints or questions involving the work of 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 the TI-S Ethics Infrastructure for dealing with issues raised by, or involving, TI-S staff, interns, volunteers or consultants;
  - to serve as an instance of appeal for complaints that cannot be resolved within the TI-S Ethics infrastructure;
  - in relation to specific ethical issues, complaints or questions involving the work of the Managing Director and senior management, to receive, act upon and advise the Board on actions to resolve the issue, including the use of such processes (standing or ad hoc) as necessary to ensure independence, objectivity, impartiality and public confidence in their resolution; and
  - to advise the Managing Director, through the Board, on actions to resolve any issues involving conduct or processes which undermine the effective and efficient functioning of the TI-S Ethics Infrastructure or its credibility.
3. With respect to specific ethical issues, complaints or questions involving the work of the **TI Board of Directors** or its members, including the Chair and Vice Chair – to receive, act upon and advise the Board on actions to resolve the issue, including the use of such processes (standing or ad hoc) as necessary to ensure independence, objectivity, impartiality and public confidence in their resolution.
4. With respect to specific ethical issues, complaints or questions involving the work of **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;
  - where circumstances are such that an issue involving National Chapter officeholders cannot be adequately resolved at the Chapter level; to receive the issue, develop a response, and recommend actions by the Board, as needed for effective and timely resolution of the issue.