

BOARD OF DIRECTORS CODE OF CONDUCT

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 ethical standards by championing and demonstrating TI's values and guiding principles at the institutional level and in their daily conduct.

Moreover, the TI Board of Directors is committed to safeguarding an ethical, safe, respectful and inclusive working environment for all members of the Board.

This Code of Conduct expresses the values and guiding principles of Transparency International and establishes the necessary standards of conduct that are expected to be upheld. This Code provides guidance for adherence to these standards.

Further guidance on the appropriate interpretation and application of this Code can be obtained from the Board Ethics Committee (BEC), ethics@transparency.org.

OUR VALUES

Transparency, accountability, integrity, solidarity, courage, justice and democracy

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OUR GUIDING PRINCIPLES

1. As coalition builders, we will work cooperatively with all individuals and groups, with for profit and not for profit corporations and organisations, and with governments and international bodies committed to the fight against corruption, subject only to the policies and priorities set by our governing bodies.
2. We undertake to be open, honest, and accountable in our relationships with everyone we work with and with each other.
3. We will be democratic, politically non-partisan and non-sectarian in our work.

4. We will condemn bribery and corruption vigorously and courageously wherever it has been reliably identified.
5. The positions we take will be based on sound, objective and professional analysis, and high standards of research.
6. We will only accept funding that does not compromise our ability to address issues freely, thoroughly, and objectively.
7. We will provide accurate and timely reports of our activities to our stakeholders.
8. We will respect and encourage respect for fundamental human rights and freedoms.
9. We are committed to building, working with, and working through national chapters worldwide.
10. We will strive for balanced and diverse representation on our governing bodies.
11. As one global movement, we stand in solidarity with each other, and we will not act in ways that may adversely affect other Chapters or the TI movement.

SCOPE OF APPLICATION

This Code applies to the members of the International Board of Directors.

FUNDAMENTAL BEHAVIOURAL STANDARDS

Each of us at TI is responsible for maintaining an ethical, safe, respectful, and inclusive workplace environment in the way we conduct ourselves. Fundamental to this responsibility is the requirement for all Board members to:

1. Uphold the integrity and reputation of Transparency International by ensuring that our professional and personal conduct is demonstrably consistent with TI's mission, vision and values.
2. Treat all people with respect and fairness, remaining mindful of diversity, and promoting inclusion in our day-to-day conduct.
3. Act positively to prevent or challenge any form of bullying, harassment, discrimination, exploitation, or abuse.
4. Perform our role responsibilities and conduct our private lives in a manner that avoids possible conflicts of interest with the work of Transparency International.
5. Perform our roles diligently and responsibly, and be honest, conscientious, appropriately transparent, and accountable in our use of information, equipment, funds and resources to which we have access.
6. Act positively to protect the health, safety, security, and welfare of others, and to minimise the environmental impact of our activities.
7. Adhere to relevant legal codes in our professional and personal conduct.
8. When necessary, actively support and protect those who experience and/or report breaches of these standards.
9. As Directors, we lead by example, by proactively fostering and upholding a culture of compliance to ethics and integrity.

MISUSE OF POWER AND CORRUPTION

Corruption is the abuse of entrusted power for private gain and can take many forms. For the purposes of this Code, it is recognised that, through their positions, TI Board Members are entrusted by the Movement to fulfil the requirements of their roles in accordance with TI's vision, core values, guiding principles and policy/procedural framework. TI Board Members are entrusted to use the additional authority associated with their position responsibly, and in the best interests of the organisation and TI's mission. TI does not tolerate corruption and prohibits bribery in any form, whether direct or indirect. This includes facilitation payments, which are bribes and must not be made. TI and its Board of Directors are committed to preventing misuse of power and corruption in the organisation and to that end make the commitments indicated below.

- Not to abuse any real or perceived power that accrues from my position in TI.
- Not to support or take part in any form of corruption.
- Not to pay, solicit, offer, or accept any form of bribe (monetary or non-monetary), whether directly or indirectly.

TI CONFLICT OF INTEREST POLICY

The Members of the TI Board agree to comply fully with the TI Conflict of Interest Policy, which is attached in Annex 1, and to complete the Register of Interests which is attached in Annex 2.

The Members of the TI Board will refrain from deliberating and voting on matters on which they may have a potential conflict of interests (see Annex 1).

GIFTS AND ENTERTAINMENT

TI International Board members should not accept personal gifts from or offer personal gifts to organizations or individuals with whom they have, or might have, dealings on behalf of TI. This can include entertainment outside the scope of normal business, hospitality or goods and services at preferential rates.

It is however recognized that, in some contexts, it might be culturally insensitive or offensive to decline or refuse to accept a gift that is offered. In these circumstances Board members may opt to accept a small gift or a token value that is offered to them.

EXTERNAL ACTIVITIES

TI Board members are usually involved in many activities related to their work. TI recognises that work and professional activities of the members of the TI Board. However, some external activities may give

rise to a conflict of interest particularly those which are incompatible with TI'S mission, values and principles and in case that a private interest might compromise the integrity of their position, or ability to act impartially. Members of the Board will update their Col declaration and communicate to the Board any new professional activity not yet declared.

USE AND PROTECTION OF ASSETS AND INTELLECTUAL PROPERTY

Property, equipment, services and resources belonging to or commissioned by Transparency International, must not be used for purposes other than the advancement of TI's objectives. They must be used responsibly.

The Members of the TI Board will handle private or confidential data and information obtained for the purposes of fulfilling board obligations carefully and in line with the organisation's privacy, data handling and data storage protocols .

FINANCIAL INTEGRITY

In accordance with the Charter (paragraph 13 and 14) ,we are accountable to our donors, partners, and the beneficiaries of our work for the management of our financial resources. Financial integrity violations can have a significant impact in the work and reputation of the Movement. Financial integrity violations that are prohibited under the Code include deliberate dishonest acts, such as fraud and theft, as well as negligent or reckless waste, or gross mismanagement.

Due diligence and accurate transaction processing and reporting is fundamental to financial integrity. It reflects on the reputation and credibility of the Movement and is fundamental to TI fulfilling its mission and obligations.

HEALTH AND SAFETY

All Board Members must behave responsibly and with due regard to the security, health and safety of themselves and others in the workplace and when engaged in work-related activities and travel.

Board members are expected to behave in such a manner to avoid any unnecessary personal risks that may impact on the security, health, safety and welfare of themselves and others. When travelling Board Members are expected to act responsibly, complying with the relevant safety and security guidelines and requirements.

ENVIRONMENTAL RESPONSIBILITY

TI recognises that environmental responsibility is associated to the fight against corruption and the protection of environment defenders and whistleblowers

The TI Board of Directors commits to act in an environmentally responsible manner, taking into due account the environmental impact and sustainability of actions and activities.

DISCRIMINATION

The Members of the TI Board will treat others with respect and consideration and will be sensitive to the fact that some statements may be heard or understood in very different manners by the audience, and as offending, discriminatory, even as sexist or racist, from a gender or a cultural perspective.

BULLYING AND HARASSMENT

The Members of the TI Board will communicate, work and consult with the other Members of the TI Board openly and collegially and in a manner that assists each of us to fulfil our duties and responsibilities faithfully and efficiently.

SEXUAL HARASSMENT

Members of the TI Board of Directors will not engage in sexual harassment.

Sexual harassment is any unwelcome sexual advance, request for sexual favour, verbal or physical conduct or gesture of a sexual nature, or any other behaviour of a sexual nature that might reasonably be expected or be perceived to cause offence or humiliation to another, or when such conduct interferes with work, or creates an intimidating, hostile or offensive work environment. Sexual harassment may occur in the workplace or in connection with work. Sexual harassment usually involves a pattern of behaviour, although it can also refer to one incident. It includes a range of physical, verbal, and non-verbal conduct of a sexual nature such as sexual jokes, sexual comments, displaying sexual pictures and images and gestures in the workplace or in connection with work.

SEXUAL EXPLOITATION AND ABUSE

Members of the TI Board of Directors will not engage in sexual exploitation and sexual abuse.

Sexual exploitation is any actual or attempted abuse of a position of vulnerability, differential power, or trust, for sexual purposes, including, but not limited to, pursuit of personal sexual gratification and profiting monetarily, socially, or politically from the sexual exploitation of another.

Sexual abuse is the actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions. Sexual abuse includes sexual assault, sexual violence and all sexual activities with children under 18 years old. It does not include sexual relations between adults (over 18 years old) that are freely consented to.

CHILD ABUSE

TI expects all its Board members to comply with all relevant legislation, including labour laws in relation to child labour and to immediately report concerns or allegations of child abuse to the Board Ethics Committee and national authorities.

COMPLIANCE

All members of the TI Board are required to read, sign and adhere to the Code of Conduct once a year.

In accordance with the Terms of Reference of the Board Ethics Committee, questions or concerns regarding this Code of Conduct, its practical application and compliance, can be raised directly with the BEC as soon as they occur to allow early resolution of any possible conflict.

Related policies

[list needs to be added by the Governance Committee once the list is defined].

REVIEWS

This Code shall be reviewed every two years.

The review process will be led by the Board Ethics Committee (BEC) in consultation with the Integrity Manager (IM) and the Governance Committee (GOC-C). The Code can, however, be further modified when legal changes or major gaps render this necessary.

DECLARATION

Hereby, I commit and adhere to the principles and terms of the Code of Conduct and will undertake my duties in a manner that is consistent with the Code of Conduct including the two Annexes mentioned.

Name

Signature

Date