

Board Ethics Committee | Terms of Reference

1. Purpose

The Board Ethics Committee (BEC) is mandated by the Board to advise the Board, its Committees, and the TI Movement - including National Chapters, Individual Members, Executive, CEO, International Council - on principles, structures, and processes to foster the highest standard of ethical conduct in the activities of Transparency International (TI).

To fulfil this mandate the Board Ethics Committee will regularly report its activities and outputs to Board meetings and will provide an Annual Report to the Board of Directors and the Annual Membership Meeting.

2. Composition

The BEC consists of at least three and at maximum five non-executive members, of which one or two shall be independent Board members. The majority of the committee must be made up of elected board members.

All BEC members and the BEC Chair are appointed and withdrawn by the Board of Directors upon recommendation by the Chair of the Board.

The BEC may, if needed, seek the participation of external experts for advice or investigations.

3. Scope of work

- a) Working independently, the BEC advises the Board and its Committees on all matters related to ethics and integrity and associated risks.
- b) The BEC advises the Board on resolving issues which have been brought to the attention of the BEC by entities or individuals within or working with the TI Movement and any issues escalated to the BEC by the Integrity Manager, the Executive, Board members, or CEO.
- c) The BEC advises the CEO, through the Board, on actions necessary to improve or to address any conduct or processes which undermine the proper functioning or ethical reputation of the TI-S integrity system or complaints related to the effectiveness of the Secretariat's Integrity System.

- d) The BEC also advises the Integrity Manager of the Secretariat on the Integrity Annual Plan and periodic reports. The BEC supports the Integrity Manager in their independent role, and receive their advice and recommendations as needed.
- e) The BEC monitors the overall integrity standards of the Movement and the performance of the TI-S Integrity System. This includes reviewing any developments of ethical standards, culture and reputation of the Movement and liaising with the Membership Accreditation Committee (MAC) where appropriate.
- f) The BEC provides independent assessments, opinions and recommendations in relation to allegations of non-compliance with the respective Codes of Conduct and Policies applying to TI's Board of Directors or its members, including the Chair and Vice-Chair, members of Board Committees as well as the CEO, CAO, Integrity Manager, and members of the International Council.
- g) The BEC does not have investigative power and cannot intervene directly in individual ethical cases concerning a National Chapter.
- h) The BEC is supported in its work by the Integrity Manager.

4. Meetings

The BEC meets quarterly at a minimum. Meetings shall be minuted and the minutes confirmed by the BEC at its following meeting. Action points and decisions shall be recorded in the minutes. The BEC has a quorum if the majority of its members are present at the meeting.

5. Decision-making

The BEC aspires to make consensus decisions. In cases where it cannot reach consensus, a majority decision takes place. Members holding a minority view may attach a dissenting opinion to the BEC decision.

All BEC members are bound by confidentiality. All BEC deliberations are confidential unless required to be disclosed by law. Outcomes of deliberations may be shared with the Board if adequate and needed to support Board decisions.

BEC members becoming aware of a perceived, potential or actual conflict of interest in any subject under the scope of these ToRs, are obligated to declare it as soon as possible and refrain from participating to deliberations and decisions.

The BEC is responsible for determining the meaning and application of its Terms of Reference. The BEC will set its own policy and procedures.

6. Role of the Chair

The BEC Chair is responsible for:

- a) Liaising with the Chair of the Board and the TI-S Integrity Manager;
- b) Developing an annual workplan and facilitating its execution.
- c) Chairing meetings of the BEC.
- d) Distributing work among the BEC members and the Secretary.
- e) Reporting the activities and outputs of the committee in Board meetings, the Annual Report of the Board of Directors, the Board townhall and communications and at the Annual Membership Meeting.