

	<p style="text-align: center;">Transparency International Board Ethics Committee – Terms of reference – Last updated June 2022</p>
0	Position and duties within TI's overall governance structure
	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).
1	Advisory role
1.1	<p>The BEC advises the Board on:</p> <ul style="list-style-type: none"> a. resolving issues which have been brought to the attention of the Board Ethics Committee by entities or individuals of the TI Movement. The Board Ethics Committee may ask the Integrity Manager for support b. any issues escalated to the Board by the Integrity Manager or the CEO.
1.2	<p>The BEC advises the Secretariat on:</p> <ul style="list-style-type: none"> a. the annual plan and periodic reports submitted by the TIS Integrity Manager, supporting his/her independent role, and receiving his or her advice and recommendations as needed. b. advises the CEO, through the Board, on actions necessary to improve or to address any conduct or processes which undermine the proper functioning or reputation of the TI-S integrity system
2	Monitoring and reporting duties
2.1	The BEC monitors the overall Movement Integrity System: the BEC monitors and evaluates the performance of TI's integrity system, including any developments impacting on ethical standards, culture, reputation, and processes of the Movement.
2.2	The BEC tracks and monitors the progress of cases it has overseen: the BEC tracks the status of such cases and through its oversight ensures that prompt and satisfactory follow-up is undertaken for the resolution of issues brought to the Committee. In this area the BEC is supported and informed by other Committees such as the MAC and the Secretariat's Integrity Officer as required.
2.3	The BEC monitors the Secretariat's Integrity System: the BEC monitors, and reports regularly to the Board and AMM on, the effectiveness of processes for dealing with ethics and integrity issues raised within or about TI-S.
2.4	The BEC provides an annual report to the Board. The BEC, supported by the Secretariat's Integrity Manager and relevant parties, submits an annual report to the Board covering its own activities as well as the overall Integrity System design and effectiveness.
3	Provides independent assessments, opinions, and recommendations in relation to:
3.1	Complaints related to the effectiveness of the Secretariat's Integrity System: the BEC acts upon 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.
3.2	Allegations or issues involving the CEO, CAO, or the Integrity Manager: the BEC receives, assesses, and advises the Board on actions to resolve the issue, and oversees internal or independent investigations as necessary to ensure objectivity, impartiality and public confidence in its resolution, including, where appropriate, recommendations to the Board, or through the Board to the CEO, with respect to any action, disciplinary or otherwise.
3.3	Allegations or issues involving the TI Board of Directors or its members, including the Chair and Vice-Chair: the BEC receives, acts upon, and advises the Board and/or, where appropriate, the TI Members on actions to resolve the issue, and oversees internal or independent investigations as necessary to ensure objectivity, impartiality, and public confidence in its resolution. The BEC's decision on cases involving other Board members cannot be influenced by and is not subject to any Board decision.
3.4	Allegations or issues involving other Board Committees and the International Council.
3.5	The BEC does not have investigative power and cannot intervene directly in individual ethical cases concerning a National Chapter. However, if deficiencies in the Chapter's integrity system are brought to the BEC's knowledge in relationship to individual cases, the BEC advises the Board and the Chapter on actions needed for effective and timely improvement of the integrity system.
4	The BEC supports the Integrity System developments
4.1	The BEC develops or adopts, in consultation with the Integrity Manager, procedures for the referral, review, receipt, assessment, or oversight of integrity investigations under these terms of reference, as part of one integrated TI integrity system.
4.2	Such procedures are submitted for approval to the Board which may then recommend or mandate their implementation.