

Code of Conduct of the Board (April 2014 version)

1. Introduction

- a. This Code of Conduct is based on the Umbrella Statement of Transparency International (TI) entitled “Vision, Values and Guiding Principles” that was agreed by the TI Annual Membership Meeting in Prague in 2001.
- b. While the Umbrella Statement provides a broad ethical framework, this Code of Conduct reflects the particular needs of TI-DK’s Board.
- c. The Members of TI-DK’s Board are committed to uphold the highest standards of integrity and accountability, to act according to the core values and guiding principles of TI and to promote these standards and principles.
- d. The Members of TI-DK’s Board are also aware that they have an important role to play in promoting the TI movement and its ideals to other stakeholders and to the wider public.
- e. This Code of Conduct is a living document. Its value to TI-DK lies in its ability to create an enhancing environment for a culture of integrity.

2. TI Umbrella Statement

The Members of TI-DK’s Board agree to adhere to the TI Umbrella Statement, which is at Annex 1.

3. TI Conflict of Interest Policy

The Members of TI-DK’s Board agree to comply fully with the Conflict of Interest Policy, which is at Annex 2, and to complete the Register of Interests which is at Annex 3.

4. Practical Guidelines

- a. The Members of TI-DK’s Board will treat each other with respect and consideration.
- b. The Members of TI-DK’s Board will communicate and consult with each other openly and in a collegiate manner that assists each of them to fulfil their duties and responsibilities faithfully and efficiently.
- c. The Members of TI-DK’s Board will respect the privacy and private lives of their colleagues when dealing with personal information.

Annexes:

1. Statement of Vision, Values and Guiding Principles, October 2001
2. TI-DK Conflict of Interest Policy
3. Register of Interests of TI-DK Board members (and employees)

ANNEX 1

TI Statement of Vision, Values and Guiding Principles

Adopted by the Annual General Membership Meeting in Prague, 06 October 2001.

Our Vision

A world in which government, politics, business, civil society and the daily lives of people are free of corruption.

Our Values

Transparency, Accountability, Integrity, Solidarity, Courage, Justice and Democracy

Our Guiding Principles

We are a civil society organization committed to respecting the following principles:

- As coalition builders, we will work cooperatively with all individuals and groups, with for profit and not for profit corporations and organizations, and with governments and international bodies committed to the fight against corruption, subject only to the policies and priorities set by our governing bodies.
- We undertake to be open, honest and accountable in our relationships with everyone we work with and with each other.
- We will be democratic, politically non partisan and non sectarian in our work.
- We will condemn bribery and corruption vigorously and courageously wherever it has been reliably identified, although we ourselves do not seek to expose individual cases of corruption.
- The positions we take will be based on sound, objective and professional analysis and high standards of research.
- We will only accept funding that does not compromise our ability to address issues freely, thoroughly and objectively.
- We will provide accurate and timely reports of our activities to our stakeholders.
- We will respect and encourage respect for fundamental rights and freedoms.
- We are committed to building, working with and working through national chapters world wide.
- We will strive for balanced and diverse representation on our governing bodies.

ANNEX 2

TI-DK Conflict of Interest Policy

Background

Conflicts of interest may arise from time to time in the course of the activities and decisions of persons associated with Transparency International - Denmark Chapter (TI-DK) as a Board member or staff member. These conflicts of interest may arise in their work for the TI movement with regard to pecuniary or financial interests, or interests that impede them in their duty to act in the best interests of TI-DK and the wider TI movement.

1. Applicability

This policy applies, except as otherwise stated, to every person associated with TI(DK) as a Board member or staff member. The “interests of any person associated with TI-DK” include the interests of that person’s spouse or partner.

2. General Policy

- a. Every person associated with TI-DK (as defined in paragraph 1) must avoid or manage any potential, real or perceived conflict of interest (*inter alia* by refraining from any decision making or voting on matters subject to a potential conflict of interest), and openly acknowledge any potential or actual conflict of interest which arises through his/her association with TI-DK.
- b. Members of the Board of TI-DK and staff shall declare their financial and non-financial interests which could potentially lead to or could be perceived as a conflict of interest. Such declaration shall be made by way of a register, which shall be open to the public. Where there are personal safety or similar serious concerns about full publicity, parts or even the whole of the declaration should be submitted to the Chair of TI-DK’s Ethics Committee (see para.7), who shall hold it, and act upon it as appropriate, in confidence.
- c. TI-DK's efforts to raise the ethical standards of government officials, business people and other individuals could be compromised by any ethical lapses on the part of its Board members and staff members. It is essential that everyone associated with TI-DK (as defined in para.1) be highly sensitive to potential conflicts of interest.

3. Remunerated Work Contracts and Consultancies

- a. Members of TI-DK's Board or companies or other organisations with which such Members are currently affiliated, may not perform remunerated work for TI-DK. However, in exceptional circumstances, when agreed by the Board a member may be remunerated for work relating to an approved TI-DK project which is clearly distinct from his/her role as a Board member.
- b. Members of TI-DK’s Board, or companies or other organisations with which such members are currently affiliated, may apply and compete for remunerated work contracts with any National Chapter or with the TI Secretariat, provided they are not offered any advantages over any competitors with respect to being awarded or carrying out such work. They must not utilize privileged information for personal benefit and do everything reasonable to contradict the perception of having utilized privileged information; in addition, they will not exercise their Board function to the extent it relates to the conditions of the contract or the selection or supervision of

such contract. In other words, they do not need to be disqualified in such cases because of their affiliation with TI-DK, but neither may they be given the “inside track”.

c. When doing non-TI related work, TI-DK Board members or their companies shall not utilise privileged TI-DK information for personal benefit.

d. TI-DK will be transparent in its decision-making processes when commissioning paid work.

4. Gifts and Entertainment

No person associated with TI-DK shall accept any gift, entertainment, loan or anything else of value from any organisation or individual if it could be reasonably construed or perceived that the gift is motivated by a wish to influence TI-DK and/or the TI movement.

5. How to Deal with a Possible Conflict of Interest

a. Potential conflicts of interest should be identified and declared by the person in potential conflict, or reported by others as soon as they become aware of such potential conflict of interest. If problems are identified before commitments are made or questionable actions have occurred, embarrassment can be avoided and alternatives can be explored.

b. Such disclosure or report should be made to the Chair of TI-DK's Ethics Committee.

c. The evaluation of a potential conflict of interest must be made by the Ethics Committee of TI-DK's Board (see para. 7) or by un-involved individuals such as members of the board. The evaluation may determine the absence of a conflict of interest, or it may lead to the conclusion that (i) the person facing a potential conflict of interest should not go ahead with the evaluated activity or that (ii) he/she should recuse him/herself from participating in decision making by TI-DK with reference to the matter in conflict.

d. The Chairperson of TI-DK's Board is responsible for ensuring that all persons associated with TI-DK (as defined in para. 1) are made aware of the policy and procedures regarding potential conflicts of interest. This Code of Conduct/Conflict of Interest Policy should be brought to the attention of TI-DK's members through electronic or other means.

6. Disclosure of Payments

When a TI National Chapter or the TI Secretariat makes payments – excluding approved expenses and per diems for Board or project-related business – to a member of TI-DK's Board, this should be declared in full in the annual accounts and annual report of TI-DK.

7. TI-DK Board's Ethics Committee

TI-DK's Board shall establish an Ethics Committee for the purpose of providing advice on ethical questions to anybody associated with TI-DK.

ANNEX 3

Register of Interests of TI-DK board members

1. Each Member of TI-DK's Board and staff shall declare in this Register any and all interests that could potentially lead to, or could be perceived as, a conflict of interest. Such interests shall include, but not be limited to:
 - a. any material affiliation (employment or directorship) with a public or private company or other organization, including longer-term or frequent relationships but excluding one-off short-term consultancies;
 - b. any non-remunerated affiliation with any public or private company or other organization that is relevant to TI-DK's work;
 - c. significant (>5%) ownership or controlling position in any company or other organization;
 - d. a list of any companies, organisations or government financial instruments in which a member has more than 5% of his/her total assets; and
 - e. any public office.

2. As defined in para 1 of the Conflict of Interest Policy, the interests of Board Members, and staff shall include the interests of their spouses or partners.

3. As set forth in para. 2(b) of the Conflict of Interest Policy, this Register is open to the public.

4. The filing in this Register shall be made within six weeks of taking up the position of a Member of the Board or employed Director or Company Secretary and shall be updated in a timely fashion as changes occur.

5. In case of doubt, all those required to register their interests may request advice from the Board Ethics Committee as to whether an "interest" that is subject to registration exists.