

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS OF TRANSPARENCY INTERNATIONAL SUOMI RY

Adopted by the Board of Transparency International Suomi ry (TI Finland) on March 18, 2015

1. INTRODUCTION

- a. This Code of Conduct for the Members of the Board of Directors of TI Finland is based on the Umbrella Statement of TI entitled "Vision, Values and Guiding Principles" that was agreed upon by the TI Annual Membership Meeting in Prague in 2001.
- b. While the Umbrella Statement provides a firm ethical framework for our global movement, this Code of Conduct reflects the particular needs of the Members of the Board of Directors of TI Finland.
- c. The Members of the Board of Directors of TI Finland 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 the Board of Directors of TI Finland are also aware that they have a special role to play in promoting the movement and its ideals to other stakeholders.
- e. This Code of Conduct is a living document. Its value to the TI movement lies in its ability to create an enhancing environment for a culture of integrity.

2. TI UMBRELLA STATEMENT

The Members of the Board of Directors of TI Finland agree to and adhere to the TI Umbrella Statement, which is attached in Annex 1.

3. TI CONFLICT OF INTEREST POLICY

The Members of the Board of Directors of TI Finland agree to comply fully with the TI Conflict of Interest Policy, which is attached in Annex 2, and to complete the Register of Interests which is attached in Annex 3.

4. PRACTICAL GUIDELINES

- a. The Members of the Board of Directors of TI Finland will consult Individual Members of TI Finland in the development and implementation of all policies and activities that could have an impact on them.
- b. The Members of the Board of Directors of TI Finland will refrain from deliberating and voting on matters on which they may have a potential conflict of interests.
- c. The Members of the Board of Directors of TI Finland will treat others with respect and consideration and will be sensitive to the fact that some statements, even some jokes may be perceived, 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.

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

e. The Members of the Board of Directors of TI Finland will respect the privacy and private lives of our colleagues when dealing with personal information.

f. We accept and adhere to the principles and terms of the Code of Conduct, including the three Annexes.

Date 18 March 2015

Signature



Name Outi Nieminen
Vice-Chair and acting Chair

A STATEMENT OF VISION, VALUES AND GUIDING PRINCIPLES FOR TRANSPARENCY INTERNATIONAL

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
- Democracy

OUR GUIDING PRINCIPLES

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

1. 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.
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 world wide.
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 as a whole.

CONFLICT OF INTEREST POLICY

1. APPLICABILITY

This policy applies, except as otherwise stated, to every person associated with Transparency International (TI), its Secretariat or any of its National Chapters as a board member, officer, resource person or staff member. The “interests of any person associated with TI” include the interests of any person with whom they have a close personal relationship, including their spouse, life partner, children, parents, siblings or other close family members.

2. GENERAL POLICY

a. Every person associated with TI (according to 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.

b. Conflicts of interest may arise from time to time in the course of such persons’ activities and decisions. They 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 the TI movement.

c. Members of the International Board of Directors, and members of the board of directors or any similar governance body of any National Chapter, shall declare their financial and non-financial interests which could potentially lead to or could conceivably 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 Chairperson of the TI-Board Ethics Committee who shall hold it, and act upon it as appropriate, in confidence.

d. TI's global 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 individuals representing TI or any of its National Chapters. It is essential that everyone associated with TI or any of its National Chapters be highly sensitive to potential conflicts of interest.

3. REMUNERATED WORK CONTRACTS AND CONSULTANCIES

a. Staff members (including management) of TI and its National Chapters sometimes are employed by, or undertake paid work for, other organisations. Such work may be undertaken:

- (i) where the work is related to corruption, only with the express permission of their superior;
- (ii) in all other cases, only if the work is declared as early as practicable.

b. Much of TI's work is done by individuals who are not employees of TI or any of its National Chapters but who act for or on behalf of TI on a voluntary basis. This includes, among others, the members of the International Board of Directors and the International Advisory Council of TI, most of the members of the boards of directors or other governance bodies of any of the National Chapters, and the resource persons active throughout the TI movement. Many of such individuals will have business, professional and other affiliations.

c. Members of the International Board of Directors, or companies or other organisations with which such Members are currently affiliated, may not perform remunerated work for the TI Secretariat. Similarly, members of the board

of directors or any similar governance body of any National Chapter, or companies or other organizations with which such individuals are currently affiliated, may not perform remunerated work for their own National Chapter, except that members of the board of directors or any similar governance body of any National Chapter may serve concurrently as a paid officer or staff member of the National Chapter under a contract approved by such board of directors or other governance body, as the case may be.

d. (i) Members of the International Board of Directors, or companies or other organizations with which such members are currently affiliated, may apply and compete for remunerated work contracts with any of the National Chapters, and (ii) members of the board of directors or any similar governance body of any National Chapter, or companies or other organizations with which such individuals are currently affiliated, may apply and compete for remunerated work contracts with any of the other National Chapters or with the TI Secretariat; provided however that 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 and do everything 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, but neither may they be given the “inside track”. When doing non-TI related work, board members or their companies shall not utilize privileged TI information, and shall also be sensitive to the perception that they might be utilizing such information.

e. Resource persons active anywhere in the TI movement, or companies or other organizations with which such individuals are affiliated, may apply and compete for remunerated work contracts with TI, or any of its National Chapters, 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 and do everything to contradict the perception of having utilized privileged information. In other words, they do not need to be disqualified because of their affiliation with TI, but neither may they be given the “inside track”. When doing non-TI related work, resource persons shall not utilize privileged TI information, and shall also be sensitive to the perception that they might be utilizing such information.

f. TI and the National Chapters will be transparent in their decision-making processes when commissioning paid work, and will follow transparent tender procedures.

4. GIFTS AND ENTERTAINMENT

No person associated with TI or any of its National Chapters 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.

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 other members of the movement, 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 Chairman of TI or of the respective National Chapter or to another suitable senior officer or director.

c. The evaluation of a potential conflict of interest must be made by the TI International Board of Directors or the National Chapter board or by un-involved individuals, such as the TI Board’s Ethics Committee or any ethics body of any of the National Chapters. The evaluation may determine the absence of a conflict of interest, or it may lead to the conclusion that (i) the respective person should not go ahead with the evaluated activity or that (ii) he/she should

recuse him/herself from participating in decision making by TI or any of its National Chapters with reference to the matter in conflict.

d. The chairpersons of TI and its National Chapters respectively are responsible for ensuring that all persons associated with the activities of TI or any of its National Chapters are made aware of the policy and procedures regarding conflict of interest. In addition, these policy and procedures should be made available to the general membership through publication, for example, on the website or in a newsletter.

6. DISCLOSURE OF PAYMENTS TO NATIONAL CHAPTER OR TI INTERNATIONAL BOARD MEMBERS

When a TI National Chapter or the TI Secretariat makes payments – excluding approved expenses and per diems – to a member of the International Board of TI, to a member of the board of the National Chapter in question, or a member of the board or a staff member of any other National Chapter – this should be declared in full in the annual Financial Statement and Annual Report of the chapter in question or of the TI-Secretariat. Such reporting should also outline the procurement/tender procedures conducted that led to such payment.

7. TI BOARD'S ETHICS COMMITTEE

TI's International Board of Directors has established an Ethics Committee for the purpose of providing advice on ethical questions to anybody associated with the movement. The Terms of Reference and contact details of the Board Ethics Committee can be obtained through the TI-Secretariat or the Internet.

8. SCOPE OF THIS POLICY

This policy sets minimum standards. Individual Codes of Conduct and conflict of interest policies developed by National Chapters or the TI-Secretariat should be in line with this policy.

Register of Interests for the International Board of Directors of Transparency International
Template Approved by the Board 8 July 2012

**Register of Interests of Members of the International Board of Directors:
Guidelines**

TI cannot expect of others higher standards of integrity than it applies to itself and to all individuals whose contribution to TI is important. We understand that the full completion of a Register of Interests is a fundamental aspect of integrity. Moreover, the Register is a 'living' document, in that circumstances change, and a situation, which previously raised no issue of potential conflict can suddenly be transformed into an issue where disclosure is imperative.

Completion of the Register of Interests is not a 'box-ticking' exercise. Those completing the Register are expected to think about the appearance of a conflict of interest and to disclose it, even when they are satisfied that no actual conflict exists. On the other hand, there is no point in filling the Register with entries where the risk of conflict is non-existent or never likely to arise.

Those completing the Register are also reminded that TI's Policy extends beyond the individual to include the interests of persons "with whom they have a close personal relationship". This means that if such a person could be seen in any capacity as having an interest, which could conflict with an interest of TI, disclosure should be made.

A potential conflict of interest does not cease at the moment when an individual leaves an organisation. TI has always recognised the dangers of the "revolving door". Thus the Register should include details of those past associations where current circumstances have placed that past association into a potentially conflicting light.

1. Each Member of the International Board of Directors shall declare in this Register any and all interests that could potentially lead to, or could conceivably be perceived as, a conflict of interest. Such interests shall include, but not be limited to,
 - a. Any current or past remunerated 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 current or past non-remunerated affiliation with any public or private company or other organization,
 - c. Significant (>10%) ownership or controlling position in any company or other organization,
 - d. Any entity in which the member have more than 5% of their total assets (company shares, public/private bonds or other kind of debts, investment funds, shares, etc),
 - e. Any pension,
 - f. Any current or past public office or public employment,
 - g. Interests of persons with whom the Member has a close personal relationship, according to Section 1 or TI Conflict of Interests Policy.
2. As set forth in Section 2(c) of the Conflict of Interest Policy, this Register is open to the public.
3. The filing in this Register shall be made within three weeks of taking up the position of a Member of the Board of Directors and shall be updated in a timely fashion as changes occur and at least once a year.
4. In case of doubt, a Member may request advice from the Board Ethics Committee as to whether an interest that is subject to registration exists.