

Ethics Committee

Background and Purpose

The Ethics Committee of Transparency International NZ (TINZ) has been formed in order to provide advice to the TINZ Board on any ethical issue related to the content or interpretation of:

- The Code of Ethics or Conduct adopted by the Board of Directors
- The Conflict of Interest Policies adopted by the Board of Directors
- Breaches of Membership Rules as per Section 4 of Membership Rules

The Ethics Committee is a committee of the Board of TINZ.

Status of the Committee and these Terms of Reference

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Duties

The Committee:

- Provides advice on ethical questions to anybody associated with TINZ;
- Evaluates potential conflicts of interest where it is requested to do so;
- Provides advice on whether an interest required registration when requested to do so by those required to register their interest in the Register of Interest of TINZ.

They will also be responsible for:

- Developing and updating Policies and guidelines to ensure that TINZ sets very good practice of ethical standards and behaviour
- Encouraging TINZ Board members to keep their Register of Interests complete and up-to-date for each meeting
- Providing annually a report to the Board of TINZ about the Committees' activities and an assessment about the quality of TINZ's ethical infrastructure (ie does TINZ have all relevant and suitable policies and processes to ensure ethical conduct of business and quality of compliance levels in the Chapter.

Composition

The composition of the Committee will be a minimum of three members.

The members of the Committee will be members of the Transparency International New Zealand Board, unless there are particular reasons for appointing someone who is not a member of the Board. In this case an independent person may be appointed with the agreement of the Board.

Appointment of Members and Chair

Members of the committee are appointed to the Committee by the Board for a term of two years, noting that nobody may serve more than three terms on the Committee.

The members and Chair of the Committee may be removed at any time by a majority vote by the Board. The Chair of the Committee may arrange for another member of the Committee to chair a meeting of the Committee which s/he is unable to attend. Members may not appoint an alternate.

Quorum

A quorum for the Committee requires two members to participate in the meeting.

Complaints Process

All complaints must be made in writing and addressed in the first instance to the Chair of the Transparency International New Zealand Board or another TINZ Board member. The complainant must set out clearly what their complaint is, provide any supporting evidence and explain why they believe there is an issue to be investigated.

A complaint will follow a process as outlined below:

- The complaint and all details will be immediately handed to the TINZ board member responsible for Ethics (or to the Independent Chair)
- Complaints will be acknowledged to the complainant within a month of receipt by TINZ
- Committee reviews the information, is able to ask for further information as it chooses and then decides on the basis of the nature of the complaint whether to progress the complaint or not and advises the Board of decision
- Board considers this, provides advice to Ethics committee and endorses or overrules their decision
- Committee meets to decide on next steps; including further process as warranted
- Committee then writes to complainant on the current position, any decisions and the planned process
- The committee may choose, at its discretion, to publish a summary of the matter in the public arena, as it chooses.

Vexatious Complaints

The Ethics Committee may reject a complaint at any time if, in its opinion the complaint is “frivolous or vexatious”.

A frivolous or vexatious complaint can be characterized in a number of ways:

- Complaints which are obsessive, persistent, harassing, prolific, repetitious, abusive;
- Insistence upon pursuing unmeritorious complaints and/or unrealistic outcomes beyond all reason;
- Insistence upon pursuing complaints in an unreasonable manner;
- Complaints which are designed to cause disruption or annoyance;
- Demands for redress which lack any serious purpose or value.

If the committee decides that a complaint is frivolous or vexatious, the committee will write to the complainant explaining that it is terminating the complaint under section 6.1. They will give reasons for their decision.

The committee may choose, at its discretion, to publish a summary of the matter to dispel misinformation in the public arena.

Notice of Meetings

Meetings of the Committee are arranged by the Chair. Unless otherwise agreed by the Committee, notice of each meeting confirming:

- the time and date;
- the venue or electronic access arrangements;
- the agenda of the main items to be discussed

These are forwarded to each member of the Committee, and to any other person attending, at least five working days before the date of the meeting. This deadline may be lifted on a case by case basis through unanimous vote of the Committee. Supporting papers are sent to Committee members and to other attendees as appropriate, at the same time or as soon as practicable.

Frequency and Manner of Meetings, Decisions and Operational Arrangements

The Committee meets as and when necessary to fulfil its duties, when ethical issues are raised on which its advice or clarification is sought.

Meetings may be conducted in person, or by using electronic means (such as teleconferencing or video conferencing) in which each member participating in the meeting can communicate with all the other participants.

The Committee may also where necessary deal with its business by email or other means of written electronic communication.

Decisions are normally reached on the basis of a consensus among committee members. In the event of disagreement, decisions are made by the majority. The Chair of the Committee holds a second or casting vote in the event of a tie. A Committee member who Remains opposed to a proposal after a vote in its favour can ask for his/her disagreement to be noted in the record of the meeting, but must abide by the majority decision taken.

The Committee agrees other aspects of how it will function in order to fulfil its mandate in line with these Terms of Reference.

Records of Meetings

The Chair of the Committee is responsible for ensuring that brief notes are made of:

- The attendees ;
- The decisions made by; and
- The significant conclusions and recommendations and action points arising from the meetings and activities of the Committee.

These are circulated to the other members of the Committee as soon as practicable, and subsequently to the Board as a paper primarily for information.

The papers relating to any inquiry will be held by the Secretary of the Board in confidence. If appropriate the Transparency International Secretariat will be informed of any relevant recommendations.

Attendance at Meetings

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other members of the Board, the Executive Director, other members of staff and external parties may be invited to attend all or part of any meeting as and when appropriate.

Authority of the Committee

The Chair of the Committee:

- Receives and holds in confidence parts or the whole of declarations of interest made by members of the Board of TINZ where there are personal safety or similar serious concerns should the information be made public
- Receives disclosures or reports of potential conflicts of interest, and ensures due and timely consideration by the Committee.

The Committee is authorized by the Board to obtain, at TINZ expense, external legal or other independent professional advice on any matter within its terms of reference if it considers this necessary. Where the Committee proposes to do this, the Chair of the Committee must inform and seek the advice of two out of the following four roles: the Chair of the Board, the CEO, Board Member responsible for finances or one other Executive Director before doing so.

The Committee is also authorized to seek any information it requires from any Director, employee or consultant of TINZ in order to perform its duties.

Performance Review

The Chair of the Committee leads a review (at least once every two years) on:

- Whether any matters have arisen during the year which required the Committee's attention;
- The performance of the Committee;
- The participation by members in its meetings and work; and
These Terms of Reference;
- Provides a report at the Annual General Meeting of the Ethics of the Transparency International Board and reports the conclusions of this review in a brief note to the Board.

This policy is subject to and is to be read consistently with the Rules of Transparency International New Zealand Inc.