

GOVERNANCE GUIDELINES FOR TRANSPARENCY INTERNATIONAL **(Papua New Guinea)**

Definition of Governance:

Transparent and accountable stewardship of all resources of an organization for its development

Elements of Governance for Transparency International (PNG) [TI (PNG)]:

1. Code Of Ethics:

Code of Ethics

TI (PNG), and its Officers and board of directors, will conduct its affairs in accordance with the following vision, values and guiding principles:

Vision

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

Values

Transparency

Accountability
Solidarity
Courage
Justice
Democracy
Integrity

Guiding Principles

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

1. As coalition builders, we will work co-operatively 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, although we ourselves do not seek to expose individual cases of corruption.

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 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.

Conflict of interest policy for members of the board and the executive of ti (png)

This policy applies, except as otherwise stated, to every person associated with Transparency International (PNG) (TIPNG), its Secretariat, officer, resource person or staff member. The “interests of any person associated with TIPNG” 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 TIPNG (according to paragraph A) 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 Board of Directors, and staff of TIPNG shall declare their financial and non-financial interests in Registers (a Register of interest is attached in Annex 3) which shall be open to the public.

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. Officers and staff members of TIPNG may perform any work paid for by third parties only (i) with the express permission of their superior, if the work is related to corruption, and (ii) in all other cases, if they declare such other work before starting it.

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 Board of Directors and selected sub-committees of TIPNG, and resource persons active in TIPNG. Many of such individuals will have business, professional and other affiliations.

c. Members of the Board of Directors, or companies or other organisations with which such Members are currently affiliated, may perform remunerated work for the TIPNG 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 TIPNG or the TI Secretariat makes payments – excluding approved expenses and per diems for Board business – 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; they may set higher, but not lower standards.

Board Member's Duty to TI (PNG)

The TI (PNG) board is deliberately comprised of people with a variety of academic, business, professional, governmental and other experience and perspectives. The intent in this design is to gain from a broad base of experience in making decisions on behalf of TI (PNG). TI (PNG) board members will be chosen by the board on the basis of their potential contribution to the work of the chapter and their standing in the community.

Participation or influence in board or management decisions that selectively and disproportionately benefit particular organizations, companies or professional or academic groups is a violation of a board member's entrusted responsibility to act in a fair and objective manner in the best interests of TI (PNG).

Principle

Members of the board and executives of TI (PNG) are expected to act, and be perceived to act with integrity in all matters relating to TI (PNG). Members of the board and the executive are expected to use their skills and experience to represent the goals and objectives of TI and TI (PNG).

Chair's Responsibilities

The chair of the TI (PNG) board is responsible for ensuring that all persons nominated and/or elected to the board or the executive are made aware of the policies and procedures regarding conflict of interest. In addition these policies and procedures should be made available to the general membership of TI (PNG) through publication, for example, in a newsletter.

Board and Executive Member Responsibilities

Members of the board and the executive are required to recognize that the possibility of conflict of interest exists and are expected to declare conflicts of interest in accordance with the following policy.

- 1) For the purposes of this policy, “associates” include the parents, siblings, spouse or common-law partner of the board or executive member as well as any organization, agency, company, professional or academic group or individual (such as a business partner or fellow employee) with a formal relationship to the board member.
- 2) Every board or executive member who, either directly or through one of his or her associates has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, transaction, or decision of TI (PNG) should promptly, and prior to proceeding with any such contract, transaction or decision, disclose the nature and extent of the interest at a meeting of the board.
- 3) If the board or executive member (or his or her associates) becomes interested in a contract, transaction or decision after the board meeting at which it is first raised, the board member should make a declaration at the next board meeting following the board member’s perception or apprehension of a conflict.
- 4) In the case of an existing contract, transaction or decision, the declaration should be made at the first meeting of the board after the member becomes a director or a member of the executive or the interest comes into being.
- 5) After making such a declaration, no interested board member should vote or be present at the vote, or otherwise attempt to influence the voting on such contract, transaction or decision, nor should the member be counted in any required quorum with respect to the vote.
- 6) If a board or executive member has made a declaration of interest in compliance with this policy, the board member is not accountable to TI (PNG) for any profit he or she or his or her associates may realize from the contract, transaction or decision.

- 7) If the board or executive member fails to make a declaration of his or her interest in a contract, transaction or decision as required by this policy this may be considered grounds for forfeiture of board or executive membership.
- 8) If a board or executive member believes that any other board or executive member is in a conflict of interest position with respect to any contract, transaction or decision, the board or executive member should raise the matter and have the concern recorded in the minutes. Thereafter at the request of the board member who recorded the concern, the board should vote on whether the board member alleged to have an interest is or was in conflict. The question of whether or not a board or executive member has a conflict of interest shall be determined by a simple majority of the board.
- 9) Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the board.

Duty to Inform:

Transparency in communication among Board Members is important. In particular, it is important for Board Members to inform the Chair, directly, or through the Executive Officer, as soon as practicable, concerning their activities that relate significantly to TI (PNG)'s mandate.

Voting:

Each director is authorized to exercise one vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

Relationship to Transparency International Secretariat

One Director shall be nominated by the Board, on a yearly basis, to be TI PNG's representative at the Annual Members Meeting of Transparency International

Committee Structure:

The board of directors may appoint committees or sub-committees as the board shall see fit and may by resolution appoint and remove the members of such committees.

Further, committee meetings will be announced to the Board in advance so that any

Board member can attend, if interested. Reports on committee meetings will be given to the full Board at the subsequent meeting of the Board.

Circulation of Minutes:

Every effort will be taken to distribute the minutes to the full Board four weeks following a Board meeting.

Financial Practices:

Expenditures and Salaries:

The directors shall have power to authorize expenditures on behalf of TI PNG) from time to time and may delegate by resolution to an officer or officers of TI (PNG) the right to employ and pay salaries to employees.

Fund Raising:

The board of directors shall take such steps as they may deem requisite to enable TI (PNG) to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of TI (PNG).

Solvency:

The Treasurer shall ensure that TI (PNG) is solvent at all times.
