

BOARD RESOLUTION ON INDEPENDENT INVESTIGATION

Adopted 22-08-2019

1. The Transparency International Board of Directors is committed to reviewing any allegations related to bullying in the workplace or any other behavior which potentially violates TI ethical rules, principles and standards or constitutes a breach of the organisation's integrity system.
2. The Board reaffirms that misconduct at any level of the organisation cannot, and will not be tolerated.
3. The Board recognises and regrets that it has been unable to act as quickly as desired to ensure a full and proper response to those staff complaints of unethical practice of which it has been made aware; and promises a full account to stakeholders, subject to due process, regarding the handling of these matters.
4. The Board Ethics Committee is in charge of assessing complaints of ethical nature related to the Managing Director and/or a member of the Senior Management Team.
5. As part of its work the Board Ethics Committee has assessed two cases identified as Case #2 and Case #3 and has recommended the Board to conduct an independent, external investigation to clarify the facts and persons involved and to determine whether there has been ethical misconduct as alleged by the complainants.
6. Having received and discussed the Board Ethics Committee's recommendation,

THE INTERNATIONAL BOARD RESOLVES

1. To conduct an independent external investigation on alleged misbehavior at TI-S which might constitute a breach of rules, principles, and standards of ethical nature.
2. The Board Ethics Committee shall prepare the ToRs for the investigation, which shall be approved by the Board.
3. The Secretariat shall make available the resources to conduct such an investigation.
4. The investigation shall be concluded not later than the first week of October 2019 or as soon as reasonable thereafter.
5. The selection of investigator shall be made by the Board on the recommendation of the Board Ethics Committee after receiving advice from the Integrity Officer (including in respect of any suitably qualified candidates nominated by the BEC or other Board members)
6. The Board Ethics Committee is in charge of the oversight of the investigation.
7. The Integrity Officer shall collaborate with the Board Ethics Committee and the external investigator and will report exclusively to the Board Ethics Committee.
8. The Chair will inform the Managing Director and relevant members of the Senior Management Team that they are the subject of an investigation and require their full cooperation with the investigation, including, to ensure trust in the

investigation, ceasing involvement in all matters relating to the investigation and TI-S' integrity infrastructure.

9. The investigator shall present a final detailed report to the BEC on the result of the investigation, including a complete description of the procedure, evidence, interviews, and findings.
10. After receiving the report, the BEC shall recommend to the Board the measures to adopt, including a form of the report appropriate for full and transparent accounting to the Members of the Movement and relevant stakeholders.
11. The Board Safeguarding and Wellbeing Support Group will continue to address all relevant issues regarding TI-S management structures, processes and policies relating to staff wellbeing and the broader working environment at TI-S, including:
 - the planned wellbeing assessment (including independently conducted surveys of current and former staff);
 - continued support to the Board, BEC and Integrity Officer in implementation of best-practice integrity infrastructure, including to ensure the independence of the Integrity Officer;
 - finalization and implementation of replacement selection and appointment procedures for all staff including management positions/roles;
 - direct consultation with all relevant stakeholders as the Support Group deems necessary;
 - full progress reports to the Board and the Annual Membership Meeting.

Ends