Decision-Making Policy
Who is responsible for making decisions at TI Ireland?

This document clarifies the respective roles, responsibilities and relationships between the Board, the Executive and other stakeholders within the organisation.

Contents

General Points

The Board is composed of a diverse and suitably skilled group of individuals, independent of the Executive. The Board and the Executive of TI Ireland work together to fulfil the mission of the organisation. They work together in an agreed culture that fosters active listening, mutual respect, mutual support and clear information sharing.

The Board is responsible for the governance of the organisation, strategy setting and evaluation of the work of the organisation.

The Executive, through the Chief Executive, is accountable to the Board and reports to it regularly on progress against agreed targets. The Executive is responsible for implementation of the strategy and the operational decision-making for the organisation. The Executive includes the Chief Executive and paid staff.

The Chief Executive attends each Board meeting but is not a member of the Board. Consensus will be sought among Board members and the Executive where possible.

The TI Movement (National Chapters, International Secretariat and TI Members) expects its accreditation agreements to be honoured by TI Ireland as a National Chapter. Within that, the Movement gives the organisation the scope to set its own country-specific mission:

The Board and Executive's responsibilities and duties can be divided into those where either or both has overall responsibility (OR) and immediate responsibility (IR) for ensuring compliance or implementation.

Where the Board has overall responsibility, tasks are usually delegated to the Executive; where it has immediate responsibility, it will implement decisions and tasks itself.

TI Ireland Codes and Policies will be drafted and implemented consistently with Irish law and international legal conventions to which Ireland is a party.

The Scope of Board Responsibilities and Duties

The Board's responsibilities and duties include:

1. **Duties related to the Status of the Company**

    a. Company Registration (Articles and Memorandum of Association, Company Registration Office submissions, Annual Return, Company Secretary appointment, etc.) (OR)
    b. TI Accreditation report (once every three years) (OR)
    c. Compliance with relevant legislation (including Company Acts, Tax law, employment/equality legislation, and Data Protection) (OR)
    d. Align and benchmark ourselves with best practice e.g. the Charities Governance Code (OR)

2. **Duties relating to the functioning of the Board**

    a. Record of Board Meetings (OR)
    b. Maintain Board structure and procedures (including performance and evaluation) (OR/IR)
    c. Board development and orientation (OR/IR)
    d. Management of Board committees (OR)
    e. Understand the relationship between the Board and the Executive (OR/IR)
    f. Approval of Official Chapter Representative to TI Annual Meetings (IR)
    g. Compliance with the Code of Conduct (OR/IR)
    h. Ensuring that Board members have or receive appropriate training (OR)
    i. Appointment of a competent Company Secretary (OR)

3. **Duties relating to the proper functioning of the Entity**

    a. Recruitment, appointment and supervision of the Chief Executive (IR)
    b. Strategy setting (typically once every five years) (OR)
    c. Compliance with strategy (review and approval of external policies, and review of Executive work towards agreed targets) (IR)
    d. Financial solvency and proper books of account (annual budget review) (OR/IR)
    e. Internal policy (review and evaluation of Donations, Conflict of Interest, Membership Policies, etc.) (OR/IR)
    f. Risk management (OR/IR)
    g. Membership Decisions at AGM arising from Members motions (OR/IR)

TII Board agreed goals and outputs

The following are the agreed goals and outputs for the Board

    a. Supporting a healthy and constructive organisational culture
    b. Clear and agreed relationship between the Board and the Chief Executive (division of responsibilities)
    c. Active, engaged, committed and available chair and Board members

The Scope of Executive Responsibilities and Duties

The Executive's responsibilities and duties include:

1. **Duties related to the proper functioning of the organisation**

    a. Strategic Design and Development (IR)
    b. Stakeholder communications (OR/IR)
    c. Compliance and Company Filing/Reporting (IR)
    d. Board Communications/Reporting/Administration (OR/IR)
    e. Ensuring that the organisation has sufficient funds with which to deliver its mission (OR/IR)
    f. Administration (OR/IR)
    g. Personnel Management and Support (OR/IR)
    h. Organisational Development (including: Strategic Planning, Administrative System Design, Internal Policy Development) (OR/IR)
    i. Organisational Marketing and PR (OR/IR)

2. Duties related to Programme and Projects management

    a. Advocacy planning and delivery (OR/IR)
    b. Funding and Project/Programme Proposal writing and planning (OR/IR)
    c. Research and external policy drafting, design and management (OR/IR)
    d. Delivery of training, public and academic lectures (OR/IR)
    e. Oversight and development of the Speak Up Helpline (OR/IR)
    f. Project management, accounting and reporting (OR/IR)

3.Duties related to the accreditation status as a TI National Chapter

    a. Reporting to TI Membership Accreditation Committee and Regional Advisor (IR)
    b. Liaison, support and cooperation with TI Chapters and International Secretariat (IR)
    c. Attendance and representation at TI Regional and International Meetings (IR)

Strategy Design

The organisation's strategy is aimed at setting a clear direction for the organisation for a given period. It does this by setting priorities and identifying those issues that will remain the focus of the organisation during this time.

The Members delegate to the Board the responsibility for strategic decision-making. The Members are offered the opportunity to comment and give feedback on the delivery of the organisation's strategy at each AGM.

The Board has ultimate responsibility for ensuring that there is a strategy in place and that there is a strategic planning process aligned with the Transparency International Ireland Mission Statement. The Board decides on the strategy for the organisation. The Board recognises that its strategic decision-making needs to be informed by the Executive's knowledge and day-to-day experience of running the organisation. It is also committed to making sure that strategic choices are evidence-based but flexible enough to respond to changing circumstances.

The Executive drafts the strategy in consultation with the Board and others. The Executive presents this draft for the Board's consideration, amendment and approval. The Executive has a responsibility to reliably inform the Board's strategic decision making. In drafting the strategy, the Executive consults it key stakeholders including the Board, Volunteers, Members, and the TI Movement.

The Executive is strongly guided by the Strategic Framework. The Executive implements the strategy, where it has sufficient resources and where it is still appropriate, with the support of the Board, volunteers and TI Movement.

The Board oversees the implementation of the strategy by the Executive. The Board provides an annual opportunity to review its strategic guidance to the organisation, seeking to find ways to improve the effectiveness of the strategy. The Board reports back to the Membership annually at the AGM on the implementation of the strategy.

The TI Movement can expect that the organisation's strategy is consistent with the Movement's Umbrella Statement (Vision, Mission and Guiding Principles) and global strategies.

Donors can expect that the organisation's strategy will be consistent with the fulfilment of the relevant contractual commitments and such commitment will not be in contradiction of the existing policies and values of the organisation.

Note: See appendix for TI Umbrella Statement (Vision, Mission and Guiding Principles).

Priority Issues

TI Ireland will focus its resources on a number of key issues that are informed by the organisation's strategy.

The Members delegate this responsibility to the Board and the Executive.

The Board and the Executive choose the particular priority issues by consensus where possible.

These choices are:

a. Made with consideration of the organisation's strategy
b. Informed by evidence/sound risk analysis
c. Guided by the resource capacities of the organisation
d. With reference to the needs of the public interest (i.e. the external environment)
e. Reflective of the wishes of the organisation's key stakeholders

The Executive implements these decisions, where funding is available and secured, through programme and project design and delivery.

The Board regularly monitors the performance of the Executive in delivering on its programmes and projects.

The TI Movement can expect:

- alignment with its Umbrella Statement (Vision, Mission and Guiding Principles)
- that the organisation is relevant in addressing key corruption related issues,
- that the organisation uses an understanding of corruption as defined by the Movement.

External Policy and Positions

The policies and positions TI Ireland hold on a range of corruption-related issues are the result of evidence-based research and careful deliberation.

The Board delegates responsibility for day-to-day external policy and position development to the Executive. The Board may review and decide upon the such policies and positions on the request of the Executive or where questions arise about the consistency of the position with TI Ireland's values and strategy or with available evidence.

The Executive is often asked to communicate on relevant current or emerging events by the media and other stakeholders. Any communication will normally be approved by the Chief Executive, other than where the staff member has been delegated responsibility for day-to-day communication with relevant stakeholders.

Positions will always be based on available evidence, be respectful of the rights of stakeholders to a good name and the presumption of innocence and be consistent with TI Ireland's values and strategy. Where there is any doubt about the consistency of a proposed position with TI Ireland's strategy and values, the Chief Executive will consult directly with the Chairperson and/or Board of Directors.

Board members will refrain from communicating on behalf of, or suggesting endorsement of any position, statement or service by TI Ireland without the formal approval of the Executive or the Board.

The Members are not responsible for policy recommendation development but are encouraged to stay informed or get involved in our work where appropriate and possible.

The content and scope of TI Ireland's positions will not be compromised by donors' interests or pressure brought to bear by external stakeholders.

The TI Movement can expect that the chapter will be cognisant of TI's global strategies and values.

Internal Policies

Internal Policies are drafted and adopted to ensure the smooth functioning of the organisation and its compliance with the law and the organisations values. These policies include (but are not limited to) this Decision-Making Policy, its Donations Policy, Conflicts of Interest Policy, Protected Disclosures Policy, Membership Policy, Health & Safety Policy, and Volunteer Policy.

The Members delegate responsibility for internal policy to the Board.

The Board decides upon internal policy and ensures that all policies are in place and up-to-date. The Board ensures that the organisation's internal policies meet statutory / legislative requirements and TI accreditation obligations for National Chapters.

All internal policies will be formally approved by the Board. The Board may set aside time to discuss and formally adopt an internal policy during an ordinary Board meeting or a meeting dedicated to discussing and formally adopting a policy.

The Board may also decide to approve a policy on a non-objection basis to allow for additional time for deliberation on a draft policy. Where a policy is to be approved on a non-objection basis, this will be agreed in writing or a minute will be taken at the previous Board meeting of the decision to do so along with the deadline for comments and objections. If no objection is received by the deadline, the policy will be deemed to be approved by the Board. Further amendments can be made at the subsequent Board meeting and formally approved by the Board.

Where the Board is unable to formally approve a draft policy, it may decide to allow for the policy to serve as guidance for Board and staff pending formal approval by the Board. Where this is the case, it will be made clear to relevant stakeholders that the policy is to be used for guidance and is pending formal Board approval.

The Executive drafts internal policies, which are then passed for amendment and approval by the Board. **The Chief Executive** has overall responsibility for the implementation of these policies and answerable to the Board in respect of their implementation. The staff are answerable to the Chief Executive in respect of these internal policies.

The Board may request that the Executive reports on the implementation of such policies at any time.

The TI Movement can expect that TI Ireland acts in accordance with relevant codes and principles including the TI Code of Ethics, Conflicts of Interest Policy, and adoption of the TI Umbrella Statement (Vision, Values and Guiding Principles) and that Board members have completed a Register of Interests.

TI Ireland Codes and Policies will be drafted and implemented consistently with Irish law and international legal conventions to which Ireland is a party. They will be reviewed periodically to ensure consistency with legal developments or emerging risks. Any legally anomalous policy or a provision thereof may be amended at any time by the Board.

TI Umbrella Statement

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.

Adopted by the TI AMM in Prague, 06 October 2001 and updated by the TI AMM in Bali, 28 October 2007 and the Transparency International Annual Membership Meeting in Berlin, 16 October 2011.