Governance Framework

Board Approved 14 September 2023 (updated September 2024)

Purpose of the Document

This document outlines the governance arrangements of the Organisation (TI-UK). It provides details of the Board including roles and responsibilities, functions, the committee structure and other advisory mechanisms. The Executive Summary provides an overview to the support the detail within the document.

Maintenance of the Document

The Secretary to the Board maintains the document, ensuring that changes to individual terms of reference approved by the Board are updated.

The Nominations & Governance Committee review the document annually. Next review date May 2025.

Contents

Executive Summary

Transparency International – UK (TI-UK) is a UK registered **private limited company** and a **charity.** TI-UK is an **accredited member of the Transparency International movement** and the National Chapter for the United Kingdom.

The **Governance Framework** sets out how the organisation is governed with details of the Board of up to **12 members** independent of the day to day Executive Management (Chief Executive and Senior Leadership Team). The Board also act as **charitable Trustees** and as such they provide their services on a voluntary basis and are unpaid. The standard term of appointment as a member of the Board is three years, and no Board member may serve on the Board for more than nine years. Members stand for appointment and re-election on rotation at the Annual General Meeting of the members of TI-UK.

The Board are principally **accountable** to members of TI-UK, the Charity Commission and the TI Movement and they also ensure that the activities of the charitable company meet public benefit expectations. The employees are a key stakeholder group and the Board actively engages with them on governance matters and in sharing decisions taken.

The Board are aware of the importance of **equality, diversity and inclusion** within the work of the TI-UK and the delivery of its charitable aims and seek to ensure that this is well represented in the range of skills, experience, perspectives and characteristics of individual Board members.

The Framework sets out details of how the Board is organised and functions. **Meetings** are held **at least four times a year** and are aligned to the business cycle of TI-UK. A forward plan of meetings is maintained to ensure that the range of responsibilities between strategy, performance (including programme delivery) and assurance (*financial, risk, reputation etc.)* are balanced.

The Board acts collectively in decision making and seeks to ensure that: a diversity of perspectives exist; a healthy spirit of challenge is encouraged; that high quality papers with adequate information and analysis are presented and; and that time for debate with sufficient notice occurs.

The Board has an agreed **delegation of authority** in place that sets out decisions that are taken by the Board, those reserved to committees and those delegated to the Chief Executive.

The Board elects a **Chair** (for a maximum aggregate period of six years) who acts according to an agreed terms of reference, which outline their role in terms of the Board (leadership, chairing, effective decision making etc.) together with wider organisational responsibilities.

Duties undertaken by the Board are supplemented through the work of **Committees, which** report their recommendations to the Board**. Their responsibilities** are principally for assurance but they may also review strategy and performance and allow for additional scrutiny and expertise to be sought. These are the **Nominations and Governance**, the **Finance Risk and Audit**, the **Research**, the **Private Sector Engagement** and **the Global Thematic Networks (GTN)** Committees**.** TI-UK is accredited to operate two GTNs on behalf of the TI movement in Defence & Security and Global Health.

The Board, its committees, the Chair and individual Trustees arrange for their performance to be assessed annually and the terms of reference are reviewed to ensure they remain fit for purpose.

The Board also have access to an independent **Ethics Advisory Panel** that provides guidance on any ethical issue including conflicts of interest. In addition the independent **Advisory Council** made up of members with experience and expertise across relevant sectors of business, public service, unions, the voluntary sector, academia and the community are in place to provide guidance as required.

What is TI-UK?

Transparency International – UK (TI-UK) is a UK registered private limited company not guaranteed by share capital established on 5 April 1995. It is also a charity registered in England & Wales from 27 January 2006, with the key activities being:

"The relief of poverty, suffering and distress in any part of the world caused directly or indirectly by corruption. The promotion for the public benefit of ethical standards of conduct and compliance with the law by governmental, industrial, commercial, voluntary sector and professional organisations in international and domestic business transactions and overseas development initiatives."

How is the Company Governed?

The Articles of Association (*last amended 8 December 2016*) set out that:

- The Company shall in each year hold a General Meeting as its **Annual General Meeting** (*para. 8*)
- The **business of the Company shall be managed by the Board**, who may exercise all such powers of the Company (*para. 32*)
- The **number of the members of the Board** shall be **not less than six and not more than twelve** (*para.35*)
- **The Board shall have power at any time**, and from time to time, **to appoint any person to be a Trustee**, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for election (*para. 38*)
- **The Board shall meet for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit**. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Trustee may, and the secretary on the requisition of a Trustee shall, at any time summon a meeting of the Board (*para. 39*)
- The **quorum** necessary for the transaction of the business of the Board shall be **three or one-third** of the number of Trustees for the time being whichever shall be the greater number (*para. 50*).
- The Board shall **elect a Chair** from amongst their number to serve for a term of three years renewable for a further term of three years with the consent of the Board (*para.52*)
- The Board may delegate any of their **powers to committees** consisting of such number of the Trustees as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board, shall otherwise be governed by the provisions of the Articles regulating the meetings and proceedings of the Board so far as the same are applicable and not inconsistent with any regulations made by the Board and shall report all its decisions and acts to the Board as soon as is reasonably practicable (*para. 54*)

What is Transparency International?

TI-UK is an accredited member of the Transparency International movement and the National Chapter for the United Kingdom. Re-accreditation takes place every three years, the latest being in 2021.

Transparency International is a movement comprised of several elements: a global network of chapters, an international secretariat, a Board of Directors, Individual (Founder) Members, and other volunteers, including an International Council. The movement is governed by the Transparency International Charter.

The ultimate decision-making body for TI is the Annual Membership Meeting, where accredited chapters and individual members join together to discuss critical issues, pass resolutions and elect the Board of Directors, the central governing body.

Whilst operating as integral parts of the structure of the host chapter, Global Thematic Network Initiatives (GTNs) are globally focused programmes shaped by their innovative approaches and ambition to deliver global impact in their defined thematic areas. TI-UK are accredited to operate two GTNs on behalf of the movement in Defence & Security and Global Health.

The Board

The Board of the Company also act as charitable Trustees of TI-UK. They provide their services on a voluntary basis and are unpaid.

Public Benefit

The Board monitor the activities of TI-UK to ensure they continue to meet the public benefit (as defined by the Charity Commission).

The Trustees consider that those who benefit from the activities of TI-UK include:
- those at risk or harm caused directly or indirectly by corruption in the UK and overseas
- all those in societies who benefit from strong and transparent institutional structures that help deter and defend against corruption; and
- those in economies whose development is enhanced through reducing corruption.

TI-UK considers that there are clear public benefits arising from

- promoting the enforcement of the UK Bribery Act
- highlighting the threat of corruption in specific sectors of the UK
- building integrity and preventing corruption in the defence and health sectors
- ensuring the UK effectively enforces international anti-corruption conventions
- helping companies and NGOs to raise their anti-corruption standards; and
- Increasing public awareness of corruption issues.

Accountability

The Board demonstrates accountability to:

Members:

- Holding an annual general meeting where the Annual Impact Report and Accounts are presented

- Submitting members to be elected/ re-elected as Board members

- Recommending auditors for appointment.

The Charity Commission:

- Annual auditing of the Financial Statements/ Accounts in line with recommended reporting for Charities and submission of the Annual Return

- Reporting Serious Incidents including fraud and safeguarding

- Periodically reviewing governance arrangements to ensure they reflect the Charity Governance Code.

The TI Movement:

- Alignment of the TI-UK strategy to the TI movement strategy

- Engagement with the National Chapter Accreditation process

- Engagement with the GTN Accreditation process

- Submission of GTN annual reports to the TI International Board/ Governance committee

- Participation in the election processes for candidates to the TI International Board & governance bodies

- Participation in setting of movement strategy, policies and priorities.

In general through:

- Assessing and recording conflicts of interest at each Board & Committee meeting

- Reviewing Board effectiveness annually with Chair's performance assessed by the Board and with the participation of the Senior Leadership Team (SLT)

- Publishing annually the register of interests

- Having an accessible complaints process

- Having a Board member (usually the Chair) who acts as a whistleblowing champion

- Having an Ethics & Advisory Panel to provide independent guidance and to independently receive safeguarding & whistleblowing complaints.

In exercising accountability and transparency to the workforce, the Board maintains a distinction between undertaking delegated functions, and the oversight, scrutiny and assurance of the way delegated functions are being carried out. At times the Board will be exercising a function itself and at other times it will be overseeing the conduct of a function delegated to the Chief Executive and employees.

Chair of the Board

The Board elect a Chair from amongst the Trustees. They serve for a term of three years renewable for a further term of three years.

The key attributes of the Chair are to:

- Enable and facilitate open and inclusive discussion, ensuring everyone in Board Meetings is heard and without imposing opinions or directions from the Chair
- Lead the Board to consensus and closure on decisions after all voices have been heard
- Effectively manage and use Board and Executive time, including during Board Meetings
- Support and amplify the leadership of the Chief Executive
- Maintain and develop constructive relationships with key stakeholders, including fellow TI-UK trustees, the Chief Executive, TI-Secretariat and others across the global TI movement
- Where possible, amplify TI-UK's impact through high-level profile and networking consistent with TI-UK's strategy.

The terms of reference for the chair set out in further detail the functions.

The Chair agrees an annual plan of objectives and reports to the Board against these. The Board and the SLT provide feedback on the performance of the Chair annually.

Other Board roles

The Chair of the Finance, Risk & Audit Committee acts as the Treasurer and is appointed by the Board on a recommendation of the Nominations & Governance Committee.

The option to have a Deputy/Vice Chair and Independent Member is set out in the Articles of Association.

The Articles of Association set out the role of the Secretary to the Board. This is undertaken by a non-Board member and their appointment and dismissal is outlined in the Delegation of Authority.

Other roles – Independent Member

The Committee Terms of Reference allow for Independent Members to be appointed. Independent Members of Committees undertake a distinct role that is separate from board governance / trustees and management, often bringing specialist skills and expertise relevant to a particular committee/ programme. They are in place to provide independent oversight and constructive challenge to the Board and / or Executive.

Independent Members do not have company director or charity trustee obligations towards TI-UK and as such can have different levels of information sharing and assurance provided to them. They are ordinarily appointed for an initial period of three years, with formal annual review thereafter. The special remit of Independent Members is to ensure that they will not inadvertently be at risk of becoming a shadow board member. Being an Independent Member does not preclude the individual applying for board member vacancies as they arise.

The Chair of the relevant Committee is responsible for ensuring Independent Members are appraised of key developments during or if necessary between meetings. On appointment an induction session with relevant TI-UK management will be arranged and should reflect key risks, programme details, policies etc related to the work of that Committee. Independent members should sign the Code of Conduct and are to be provided with details of TI-UK's Safeguarding and Whistleblowing policy and procedures and the role of the Ethics Advisory Panel including key contact details for referring/ escalating matters.

Independent Members of Committees will be provided with access to periodic newsletters issued to members and be invited to TI-UK general events. They will receive the Annual Plan and Budget (internal document) and periodic updates to the board.

The Chair of a Committee will discuss the contribution of the Independent Member on an annual basis to ensure they remain engaged and contributing to the work of the committee and that they have the opportunity to raise any issues. A decision to end the term of a current Independent member may also occur where new skills / experience are identified as being a priority to the Committee and / or a new Board member or Independent Member is appointed.

Board Meetings

Board meetings are held at least four times a year and are aligned to the business cycle of TI-UK. A forward plan of meetings is maintained. The Chair working with the Secretary to the Board will set the timing of Board meetings as far as possible in advance and at least 12 months ahead.

Board agendas will ensure that that the range of responsibilities between strategy, performance (including programme delivery) and assurance (*financial, risk, reputation etc)* are balanced. Duplication between Committee topics and Board topics will be avoided.

Board papers will be produced in a consistent format and appropriate length that allows for effective preparation and overview of the key issues. Papers should be circulated electronically at least seven days in advance of the Board meeting unless there are exceptional circumstances. The Board reserves the right to delay reviewing items that are submitted late.

The Chief Executive and / or external parties may be invited to attend all or part of any meeting as and when appropriate. Other members of the Senior Leadership Team (or their delegated representative) may also be invited to attend for all or part of any meeting subject to the agreement in advance by the Chair.

Collective Accountability

The Board acts collectively in decision making. The Board expects the SLT to enable it to discuss issues based on appropriate, accurate and timely information and advice. The Board will seek to achieve consensus on major decisions. However, where this is not possible, collective decisions will be based on a majority vote with the Chair holding a casting vote.

Delegated Authority

The Board has established clear levels of delegated authority within which:

- Some decisions are reserved to the Board
- Some decisions are reserved to Committees
- The Chief Executive is empowered to make decisions and delegate authority to the SLT for the day-to-day management and operation of the organisation.
- The Chief Executive is required to escalate high risk and or high impact issues for the timely attention and consideration of the Board.

The committee structure outlined within the document is primarily an assurance function of the Board but maintains oversight and can be requested to review performance and strategic alignment. Whilst those Committees also have opportunity to utilise reference groups of experts and advisors, the recommendations made are to the Board as a whole who will act on that advice accordingly. The Board retain their right to reject the advice and recommendations of a Committee but in doing so will seek to ensure collective accountability is retained and outline the judgement they have taken.

The following principles apply to committees:

1. Where specific functions of the Board's role are delegated to committees, the Board retains overall responsibility for and oversight of those functions.
2. The Board ensures that its committees have suitable terms of reference and membership. The terms of reference are reviewed regularly and the committee membership is refreshed regularly and is not over-reliant on particular individuals
3. Board committees may be formed to undertake delegated functions relating to the Board's strategy, performance and assurance requirements.
4. A committee should only be formed when there is a clear need for the Board to delegate certain functions. Ordinarily these will relate to the level of scrutiny required, where the amount of detail means that the main Board would have insufficient time for such scrutiny, or where specific expertise or competency is needed which is not conveniently available to the main Board.

5. The committee structure and ways of operating should be designed in a way that is consistent with and supportive of TI-UK's overarching purpose.

Decision Making

Well-informed and high quality decision making is encouraged through:

- A diversity of perspectives on the Board
- Encouraging a healthy spirit of challenge
- The use of committees to scrutinise proposals/ activities and allow for expertise to be sought
- High quality papers with adequate information and analysis
- Time for debate, sufficient notice.

For significant proposals from the Executive, the Board may request details of the underlying management process undertaken in order to provide opportunity for challenge. Where appropriate the risk of a distorted judgement can be mitigated by commissioning an independent report, requesting expert advice or establishing a specific group within the Board to convene additional meetings.

Specialist Advice

The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the organisation's expense if needed for the board to discharge its duties.

Board Reporting

The Board maintain minutes to record and support their decision-making. The primary audience of the minutes is the Board members. An action list of Board decisions is maintained to ensure timely follow-up and conclusion. Board minutes, together with the action list will be reviewed by the Chair within 10 working days and circulated to Board members for final editing. The Board will maintain where appropriate separate confidential minutes.

Access to Board minutes will be automatically provided to External Auditors and the Charity Commission on request. Other requests will be submitted to the Chair for consideration.

The Chief Executive will provide verbal updates on the board meeting outcomes to the SLT and ensure information cascades to all colleagues as appropriate.

The action list (excluding confidential items) will be shared with the SLT within 10 working days of the Board meeting.

The Chair will meet with the SLT at least once per annum to review the effectiveness of Board reporting and associated arrangements.

Integrity

Integrity is reflected in everything that TI-UK does (*see values section below*). The Board acts with integrity at all times and demonstrates this through:

- Personal commitment to follow the principles of the TI-UK Code of Conduct applicable to Board members. This outlines Transparency International's principles as well as standards of professional and personal behaviour and conduct including: abuse of power; safeguarding; bullying & harassment; exploitation; conflicts of interests; and gifts, remuneration, hospitality or bribes.

- Publishing annually the Trustees' Declaration of Interests and ensuring that at all Board & Committee meetings potential conflicts of interest are recorded.
- Reviewing regularly the safeguarding risks, policies and procedures and any serious incidents in order that the Board are familiar with, can speak up and are comfortable with responding to any complaints.

Equality, Diversity & Inclusion

Equality refers to making sure that everyone has access to the same opportunities despite any barriers or advantages. Diversity speaks to race, gender, age, ethnicity, culture, etc. It refers to the issues that make people different from one another. It reflects the principle that it is not who people are—it is the perspectives they bring. Inclusion relates to whether people feel valued and that their views are heard.

The Board recognise that a broad range of perspectives, insights and challenge support effective leadership and good decision-making. Such diversity encompasses skills, experience, perspectives and characteristics. The Board seek to demonstrate, support and encourage an equal and inclusive leadership culture to TI-UK through combining the visible signs of diversity with those of thought and lived experience.

This is implemented through:

- Regular review of the composition of the Board to consider: the balance of skills and competencies are aligned to the mission and strategic priorities of TI-UK; the diversity of Board members and ensuring there is a relevant blend of skills, experience, perspectives and characteristics; Board behaviour and culture positively support equality, diversity and inclusion. Setting and working towards targets as agreed.
- Recruiting Trustees through an open and transparent process, proactively promoting opportunities through diverse networks and inclusive recruitment processes that provide opportunities for diverse candidates to be considered for appointment.
- Making all appointments (supported by the Nominations & Governance Committee) on merit, taking equally into account skills, lived experience, independence and knowledge that each candidate can bring in conjunction with those of existing Board members.
- Providing learning, training and development (as resources allow) to individual Board members and the Board as a whole that support a culture of respect, openness and constructive challenge.
- Supporting pathways for colleagues across TI-UK to develop the skills and experience they need to take on leadership and governance roles.

The Board are also aware of the importance of equality, diversity and inclusion within the work of the charity and the delivery of its aims. Since 1995, TI-UK has played a leading role in tackling corruption in the UK, Britain's role in corruption overseas, and corruption in global sectors critical to international security and development. This is achieved through impartial, evidence-based research, the design of new standards and solutions and the education of decision-makers. TI-UK drives change through constructive advocacy and by providing support and expertise to others aligned to its cause.

The Strategic Plan for TI-UK (2021-2030) highlights that the purpose of its mission is to stop corruption, promote integrity and to that end hold power to account for the common good. This mission shared across the diverse TI Movement recognises that such power is entrusted by the community and stakeholders. Common good is defined within the global Sustainable Development Goals and includes peace, justice and strong institutions - vital ends in themselves, but also because they underpin the

eradication of poverty and hunger, reduce inequalities, protect the environment and allow access to basic services such as healthcare, education and infrastructure.

The TI-UK guiding principles that inform the character of the organisation recognise anti-corruption measures should be tailored to deliver equitable outcomes. All programmes are designed to reduce their environmental impact and respond to the overarching trends created by climate change, such as instability in countries of operation that might increase corruption risk.

TI-UK Values

In line with the Strategic Plan the Board will foster and model the positive behaviour that TI-UK's values demand:

- We will act with integrity.
- We will value and respect differences.
- We will work collaboratively across Transparency International, our global Movement and with partners.
- We will have the courage to demand better of ourselves and others.
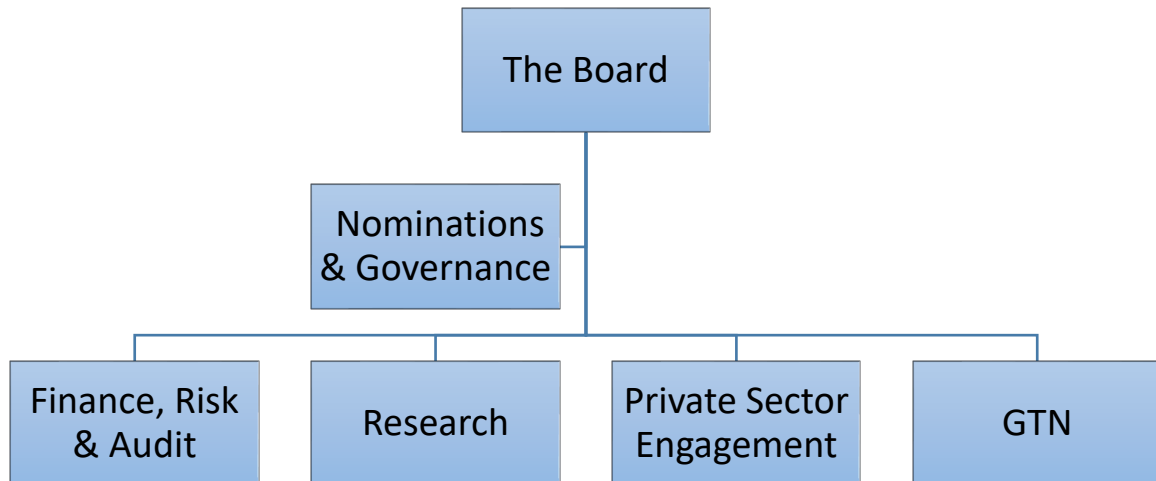
Board Skills / Recruitment

As a UK organisation but also operating internationally the Board members who stand for election demonstrate a range of skills and lived experience. A skills matrix is maintained and is used to identify gaps to allow for targeted recruitment.

The skills matrix is aligned to the Strategy and includes: bribery & corruption knowledge and expertise, board level expertise (including charity governance), academic research, policy setting, private sector/ business, legal, advocacy, international development, not for profit programming (*including programme design, development, contracting and impact measurement*), financial, fundraising, communications and equality, diversity & inclusion.

As required the Board may supplement skills gaps through the use of expert advisors either individually or through reference groups. Reference group members will not have any formal governance role and would only attend Board or Committee meetings by specific invitation. The advice of a reference group is not binding on the Board or executive. Such groups provide advice and input either to the Board and/ or Committees and might include for example international experience in Defence & Security and Global Health, or Technology Innovation and other project incubation initiatives. Expertise of devolved government within the UK/ regions allows positive impact at the heart of national government. Knowledge of Overseas Territories, Crown Dependencies and other territories where Britain has influence allows work with others committed to reduce bribery and corruption opportunities and increase enforcement. As equal partners in the TI Movement the insights and expertise of chapters in other countries together with the TI Secretariat will be sought.

Committee Structure

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│ Risk     │ │          │ │ Engagement    │ │          │
│ & Audit  │ │          │ │               │ │          │
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Advisory Structure

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│ General Meeting    │
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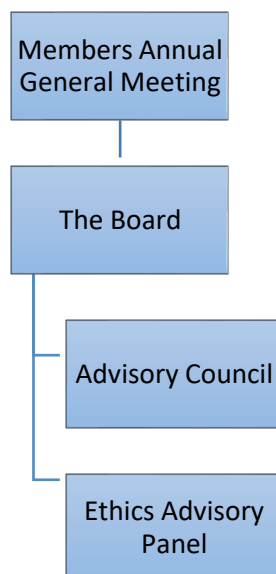
Terms of Reference for the Chair of the Board

The Articles of Association of TI-UK, in relation to the Chair, include the following provisions:

"The Board shall elect a Chair from amongst their number to serve for a term of three years renewable for a further term of three years with the consent of the Board, provided that any Trustee who is so elected shall be eligible to serve as Chair for an aggregate period not exceeding six years. The Board may at any time remove a Trustee from the office of Chair."

These Terms of Reference set out more about the role of the Chair of the Board of TI-UK. They have been approved by the Board, and may be amended by the Board at any time. They take account of the Charity Commission's publication, "*The Essential Trustee*", and the Association of Chairs' publication, "*The Chair's Compass*".

The role of the Chair of TI-UK encompasses:

Leadership
- Leads the Trustee Board
- Ensures induction and performance reviews of individual board members and that all trustees are welcomed, valued and able to contribute as part of an inclusive board
- Leads on the recruitment of the Chief Executive
- Line manages the Chief Executive on behalf of the trustees including undertaking periodic performance reviews
- Oversees the leadership of the organisation by the Chief Executive

Chairing
- Plans and runs Trustee Board meetings
- Plans and runs the annual general meeting and any other members' meetings
- Chairs the Nominations & Governance Committee
- Takes the lead on ensuring that meetings are properly run and recorded
- Has a second or casting vote if a vote on a trustees' decision is tied
- Makes recommendations to the Nominations and Governance Committee Board on appointments/removals to Board Committees and to the Advisory Council (including the appointment of its Chair) whilst retaining discretion to make such recommendations directly to the Board

Clarity of purpose
- Ensures the Board discusses and agrees the purpose and strategy of the organisation
- Ensures that Board decisions made advance the purpose and strategy of the organisation
- Ensures that the Board reviews risks to the organisation fulfilling its mission and safeguarding its assets, and agrees mitigating actions

Cohesive & Inclusive Board
- Creates productive relationships with and among individual Board members
- Creates the environment for a high performing Board team
- Fosters respectful and constructive debate that is open to diverse and challenging views
- Ensures regular assessment of the Board's performance as a whole

Constructive relationships

- Develops and maintains a productive working relationship with the Chief Executive
- Acts as a link between trustees and employees
- Acts as a link between TI-UK and the international TI movement (which may include, together with the Chief Executive, representing TI-UK at the AMM)
- Acts as a link between the Board and the Advisory Council
- Provides external representation and advocacy for TI-UK in appropriate forums

Considered decision-making

- Steers the Board in key governance decisions
- Ensures well founded decision-making
- Leads on ensuring that trustees comply with their duties and that TI-UK is well governed
- Ensures the Board take into account future plans for the operating model of TI-UK
- Assesses whether new ideas and / or appropriate challenge is present
- Manages potential conflicts of interest to ensure probity is maintained and there is appropriate transparency, including discharging the various responsibilities of the Chair set out in TI-UK's Code of Conduct.

Where appointed the Chair will liaise with and facilitate the role of the Deputy/ Vice Chair, which may include aspects of the following:

- to shadow the Chair if appropriate, in preparation for leading the TI-UK Board
- to act as a liaison between the Board and the Chair and lead the review of the Chair's performance
- chair Board and / or Nominations and Governance Committee meetings if required
- attend external meetings and supporting the Chief Executive if the Chair is unavailable
- to support the Chair as required
- to engage with external stakeholders as required and to support the Chief Executive, in the Chair's absence, with any issues which may arise.

Approved by the Board 15 September 2022

General Guidelines applicable to Committees

Committee Membership, Size & Composition

The members and Chair of each Committee are appointed and may be removed at any time by the Board, on the recommendation of the Nominations & Governance Committee. They are generally appointed to the Committee for a three year period.

In line with term limits applied to board roles, the Chair of the FRAC will not serve for longer than six years in that role, and where an exception is made the appointment will be reviewed by the Board annually thereafter having canvased the views of the independent members of the FRAC.

Committees must be chaired by a Board member. Where the Chair is unable to attend a meeting, they will select another member of the Committee who is also a Board member to chair.

In addition to Board members, the Chief Executive or their nominee, membership may include others who possess the skills, knowledge and expertise to contribute to the work of the Committee. Other non-Board members may be invited to Committee meetings as official observers.

Committee Chair

The Chair will ensure that:

- Key issues are brought to the attention of the Board so that all Trustees are aware of and engaged in these matters. The form of this report should be appropriate and proportionate to the issues identified but would usually be a 'short form' bullet point report (one page only), supplemented by a brief oral report at the Board meeting. In the case of the FRAC, the short form report will provide sufficient details to allow Trustees to be aware of the financial health of the organisation
- Declarations of interest and any conflicts are noted in relation to matters covered by the Committee
- The responsibilities of the Committee are outlined in a rolling work plan (ideally 12 months ahead) and addressed in a timely manner. The timing of the work plan should be aligned to the business cycle of TI-UK and the Board meeting cycle
- Agendas (proposed by the Secretary to the relevant Committee) are generally set and agreed at least three weeks before meetings to allow for adequate preparation of materials
- An annual review of the performance of the Committee is undertaken and reported to the Board
- Committee documents are recorded in a consistent format in order to promote transparency and accountability (agenda, matters arising, minutes and monitoring, etc)
- "Cross-committee" issues are highlighted and liaison with other Committee Chairs and the Board, as appropriate
- New members of the Committee have been appropriately inducted recognising that Independent Members will require tailored inductions.
- Meetings are set as far as possible (ideally 12 months ahead to be consistent with Board meetings notice) and three weeks before a Board meeting to allow for timely feedback to the Board and inclusion of minutes within the Board pack.

The Chair may choose to meet with the Chief Executive where operational performance or assurance concerns / issues emerge from the work of the Committee to ensure timely follow-up and avoid Board meeting discussions.

Committee Meetings

Committees will meet as frequently as the Board or their Chair considers necessary to effectively discharge their role. Each Committee will have a minimum number of times a year that they shall meet and this is aligned to their responsibilities.

Members who are unable to attend a meeting may not appoint an alternate.

Any Board member who is not a member of a Committee can attend as an observer.

Committee papers will be produced in a consistent format and appropriate length that allows for effective preparation and overview of the key issues. Papers should be circulated electronically at least seven days in advance of the meeting unless there are exceptional circumstances. The Committee reserves the right to delay reviewing items that are submitted late.

Quorum

A quorum for a Committee is two Board members participating in the meeting, unless four or more committee members are participating in the meeting, in which case the quorum requirements will be satisfied provided that the majority of committee members participating in the meeting are Board members.

Delegation of Authority

Each Committee Terms of Reference outline the relevant matters specified in the Scheme of Delegation and how these are to be reported to the Board, either as a recommendation for approval or contained within reports to the Board where delegated authority has been exercised by the Committee.

Manner of Meetings, Decisions and Operational Arrangements

Committee meetings may be held in person, or through electronic means (such as teleconferencing or videoconferencing) 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 reached on the basis of a consensus during the meeting. 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 their disagreement to be noted in the record of the meeting, but must abide by the majority decision taken.

Records of Meetings

The primary audience of the records of meetings are the Committee and Board members and they are written confidentially to that group of individuals.

Meeting notes (minutes) are made to record: attendance; decisions made; and significant conclusions and action points arising from the meetings and activities of the Committee.

They should be reviewed by the Chair within seven days of a meeting and then shared with all Committee members as soon as possible. Where a Committee member has a conflict of interest and / or has recused themselves from a section of the meeting care will be taken to ensure that only relevant items are shared with them including within the Board meeting pack that contains minutes. The Chair may use a confidential addendum to the minutes to record such items and allow reporting to non-recused Board members.

The Chief Executive has discretion to share the contents of those meetings to allow follow up from actions where these require input from the Executive. Confidential / sensitive items that are primarily for the record of the Committee will not be shared.

Remuneration

No member of the Committee will be paid for participating in meetings. Reasonable expenses will be reimbursed and be approved by the Treasurer.

Attendance at Meetings

Only members of the Committee have the right to attend and participate in Committee meetings. Board members who are not members of the Committee are welcome to attend as observers. The Chief Executive and / or external parties may be invited to attend all or part of any meeting as and when appropriate. Other members of the Senior Leadership Team (or their delegated representative) may also be invited to attend for all or part of any meeting subject to the agreement in advance by the Chair of the Committee.

Authority of the Committee

Each Committee is authorised by the Board to seek, at TI-UK's 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 should inform and obtain the approval of the Chair of the Board, the Company Secretary and/or the Chief Executive before doing so.

The Committee is also authorised to seek any information it requires from any Director, employee or consultant of TI-UK in order to perform its duties making such requests in the first instance through the Chief Executive or relevant Committee Secretary.

Publication

Committee Terms of Reference and membership will be available to all Board members and employees of TI-UK. A summary is uploaded to the TI-UK web-site in the governance section.

Review

Each Committee will review annually its performance and report conclusions and recommendations to the Board. The Chair will review the participation by members in its meetings. They will ensure the Terms of Reference remain up-to-date.

A report to the Board on review conclusions will be presented annually.

Reference Groups

Reference groups of experts can be appointed to provide sectoral, programmatic or other technical expertise that is not ordinarily available to TI-UK programmes. These can be commissioned directly by the Chief Executive and/or where the group is required to directly advise the Board by the Chair.

Where a reference group of experts exists, the Board or executive may delegate specific tasks that would benefit from their expertise. The advice of the reference group will be reported to the Board and/or executive in a timely and appropriate manner. Where divergent views exist, these should be expressed. Reference group members will not have any formal governance role and would only attend Board or Committee meetings by specific invitation. The advice on a reference group is not binding on the Board or executive.

Reference groups may have both a time-bound purpose, or exist to provide a general pool of expertise to specific programmes or projects on a rolling basis. Expert group members will be volunteers, but would be reimbursed for all reasonable expenses.

Nominations & Governance Committee

Purpose

To provide assurance that TI-UK undertakes governance decisions in line with the governing documents. To oversee the appointment process for Board members, the Chair, Treasurer and the Chief Executive. The Committee determines the terms and conditions of the Chief Executive.

Authority

The Committee has delegated authority to recommend to the Board:

    i.   A trustee to serve in the positions of Chair and Treasurer

    ii.   The appointment and dismissal of members of committees

    iii.   The appointment and dismissal of the Chief Executive.

The Committee has delegated authority to:

    iv.   Oversee arrangements to ensure Board members are re-appointed in line with the governing documents and subject to the approval of members at the AGM

    v.   Agree the remuneration and terms and conditions of the Chief Executive in line with policy.

Responsibilities

The responsibilities of the Committee shall be to:

- Oversee governance arrangements for TI-UK and ensure they meet statutory requirements as well as being consistent with good charity governance standards

- Maintain a record of the experience, skills and qualifications of members of the Board

- Ensure processes are in place for reviewing the capability of the Board, Board committees, and of individual Board members (including Independent Committee Members)

- Review Board succession and the composition of the Board and committees and make recommendations to the Board of changes to membership for their approval

- Implement the TI-UK Trustee recruitment policy or Nominations Procedure set out in the Appendix

- Oversee the induction process for new Board members and Independent Committee Members

- Support the Chair of the Board and Company Secretary in overseeing the co-ordination of AGMs including the arrangements by which one third of eligible [1]Board members retire and stand for re-election in rotation each year

- Lead the process for recruitment of the Chief Executive of TI-UK

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[1] Board appointed Trustees who hold office until the time of their first Annual General meeting are not included in calculating the number of eligible board members.

- Determine the remuneration, benefits and contract terms for the Chief Executive, reporting to the Board where this is not in line with policy

- Ensure the Chief Executive has succession plans as appropriate in place for the Senior Leadership Team

- Oversee the process for National Chapter re-accreditation by TI-S

- Highlight financial, reputational or operational risks identified by the Committee

- Consider any other appropriate matters referred to it by the Board.

Composition

The composition of the Committee is between 3 and 5 members. The members of the Committee shall comprise a minimum of three Board members, and a majority of the members of the Committee must be members of the Board.

The Chair of the Committee will normally be the Chair of the Board.

The members of the Committee will be members of the Board, unless there are particular reasons for appointing someone who is not a member of the Board.

Where a new Chair of the Board is to be appointed, the current Chair of the Board will not participate in the Sub-Committee in connection with that appointment. The Board will appoint another member of the Committee to be its Chair, and may appoint one or more additional members of the Committee, in connection with that appointment.

Meetings

The Committee would normally meet at least three times per year. Given the nature of the work of the Committee decisions between meetings, at the guidance of the Chair, may be taken via email and / or by requesting a virtual meeting.

Secretary

The Company Secretary (usually the Chief Operating Officer) will serve as the ex-officio Secretary to the Committee. Given the nature of the work of the Committee the Chair may request some meetings or items to be restricted to Board members only and will ensure reporting of decisions to the Board.

Appendix: TI-UK Nominations Procedure

Current Members of the Board of TI-UK

The standard term of appointment as a member of the Board is three years, and no Board member may serve on the Board for more than nine years (as provided in TI-UK's Articles).

The maximum number of trustees, as provided in TI-UK's Articles is twelve.

Any member of the Board whose term is nearing its end, or who is reviewing their continued membership of the Board, should discuss their retirement or repeat candidature with the Chair or another member of the Nominations & Governance Committee.

Recruitment Process for New Board Members

From time to time, the Nominations & Governance Committee will decide that one or more new members of the Board should be appointed. The Committee will undertake this in line with the **Trustee Recruitment Policy**.

Following interviews, the Nominations & Governance Committee will propose to the Board candidates either to be co-opted to the Board (and subsequently recommended for election at the next AGM), or to be recommended for election at the next AGM. The proposals of the Nominations & Governance Committee will be accompanied by the CVs of the proposed candidates, and any additional notes which the Committee deems appropriate. The Board will then decide in each case whether to approve the proposal to co-opt or recommend election.

Non-Board Member Candidates

Members of TI-UK who wish to nominate themselves or others as potential new Board members are encouraged to take part in Trustee Recruitment and the recruitment process applied to each vacancy round. However, where a member of TI-UK does not wish to follow the recruitment process above, they may follow the procedure set out in the Articles to propose a person who has not been recommended by the Board.

According to the Articles of TI-UK:

"No person other than a Trustee retiring at the meeting shall unless recommended by the Board be eligible for election to the office of Trustee at any General Meeting unless, not less than seven nor more than thirty-five clear days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice has been given, of their intention to propose such person for election, and also notice in writing signed by that person of their willingness to be elected."

Where such a notice is submitted, the Nominations and Governance Committee will be informed and where possible will make contact with the candidate before the AGM or other General Meeting to discuss their interest in becoming a member of the Board. Provided the person is eligible, they may stand for election at the Meeting, without the recommendation of the Board, together with those existing members of the Board who retire in rotation and are eligible for re-election, and any candidates for election who are recommended by the Board.

Approved by the Board 12 September 2024

Finance, Risk & Audit Committee

Purpose

To undertake monitoring, detailed scrutiny and gain assurance of the effectiveness of: the current and future financial situation and associated risks to the organisation (TI-UK); the external audit arrangements including resourcing; internal controls; and to report on such to the Board of Trustees.

Authority

The Committee has delegated authority to recommend to the Board:

i.   The annual operating plan and budget
ii.   The reserves policy
iii. The risk strategy including risk appetite & internal systems to monitor risk
iv.   the fundraising/ income generation strategy (including targets for cost recovery for institutional / corporate funding bids)
v.   The annual accounts and statutory reporting of the annual review
vi.   The appointment and review of external auditors and subject to the approval of members at the AGM
vii. The annual management letter from the external auditor and agree the proposed course of action

The Committee has delegated authority to:

viii. Approve the Investment strategy (*where applicable)*
ix.   Approve: (i) non-contractual liabilities exceeding £10k, including ex gratia payments; (ii) disposal of assets exceeding £50k; (iii) indemnities other than in the normal course of business exceeding £10k (includes indemnities to executors of estates benefiting TI-UK); (iv) loans by TI-UK greater than £10k; (v) unsecured borrowing over £10k; and (vi) secured borrowing
x.   Approve funding bids to trusts and foundations, individual or institutional donors for funds greater than £500,000 that do not meet minimum funding threshold targets[2]
xi.   Oversee arrangements in relation to acceptance of anonymous donations above £1,000
xii. Approve the remuneration of the external auditors
xiii. Oversee arrangements with regards to establishing, maintaining and retaining appropriate financial reporting and recording and approving and significant changes in accounting policies or practices
xiv. Receive and review reports from the finance function on the financial performance against agreed budgets and strategy
xv.   Approve new organisational (*as specified in the delegation and not related to anti-bribery and corruption programmes)* policies and significant / material amendments to existing policies.

Responsibilities

The responsibilities of the Committee shall be to:

Financial Planning & Performance

- Review the financial model that underpins the strategy for the organisation

- Recommend the annual plan and budget in respect (and in advance) of each financial year, for the approval of the Board. The annual budget shall cover all the planned activities of the

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[2] Contribution to overheads and inclusion of Shared Service functions that support the bid delivery.

organisation, together with implications for the organisation (i.e. income and expenditure, cash and reserves)

- Scrutinise the most recent quarterly management accounts against budget, including updated forecasts, and report on such to the Board

- Advise the Board on the optimum level of reserves

- Regularly consider the going concern position of the organisation and report on such to the Board

- Undertake any other tasks specifically delegated to it by the Board and in line with authorities including disposals of assets, (un)secured borrowing, loans and indemnities. Review business cases in relation to property decisions, investment in new IT/digital systems, other significant capital expenditure etc

Fundraising/Income generation

- Review development and implementation of the organisation's fundraising/ income generation strategy, ensuring that targets are agreed when the budget is set

- Receive and scrutinise regular reports on progress towards the three year income targets at organisation and programme levels

- Receive and approve all new donor funding submissions exceeding the delegated powers of the Executive

- Ensure that all anonymous donations are being received and recorded in line with policy

Remuneration

- Develop and review the remuneration strategy of TI-UK to ensure that it is effective to attract and retain talent and in line with the not-for-profit sector. Gain assurance that the Executive discharge their remuneration responsibilities in line with policy, the circumstances of the organisation, relevant market information and the need for fair and equal treatment

- Oversee the arrangements for the remuneration, benefits and contract terms for members of the Senior Leadership Team and other high earning employees on a salary of £75,000 a year or more

- Approve severance terms (exit packages) for any employee where there are significant strategic legal or reputational implications, ensuring they are in accordance with legal advice, in line with policy, practical and justifiable

- Oversee arrangements related to union recognition (where applicable)

Risk Management & Assurance

- Review the effectiveness of the risk management framework ensuring that it is aligned to the strategy of the organisation and consider the risk appetite and culture

- Consider emerging operational and financial risks and report to the Board as appropriate

- Oversee anti-fraud arrangements and consider whether adequate means to prevent, detect and respond to fraud risks are in place and operating effectively

- Oversee reports on fraud investigations/ whistleblowing including serious incidents reportable to the Charity Commission and / or donors

Internal Control & Evaluation

- Review the effectiveness of internal controls (systems established to identify, assess, manage and monitor financial risks) by gaining assurance from management, external and internal audit (if applicable) reporting.

- Commission and scrutinise deep dive reports (either internal or external) into specific areas of risk as deemed necessary and report on these to the Board as required. Such deep dives should be commissioned to gain an understanding of key systems, risks and controls and where significant failings or weakness occur to ensure that root cause analysis is undertaken. These reviews should include but not be limited to People & Security (including whistleblowing, safeguarding, bullying and harassment, code of conduct, travel to high risk countries, office space etc.), Grant Management (including donor compliance) and Legal & Commercial

- Gain an understanding of IT/digital strategy and risks and controls on cyber security and data management and assurance that relevant legislation is complied with including UK GDPR

Financial Statements

- Review, and challenge where necessary, the actions and judgements of management in relation to the annual financial statements. This includes: critical accounting policies and practices; decisions requiring a major element of judgement; the extent to which the financial statements are affected by any unusual transactions in the year; the clarity of disclosures; significant adjustments resulting from the audit; the going concern assumption; compliance with accounting standards and related guidance and; compliance with other legal requirements

- Ensure that the Board receives annually a timely Trustee Report and Accounts in respect of each financial year, and a balance sheet showing assets and liabilities at the end of that year; and to recommend for the approval of the Board audited accounts and the Letter of Representation to the Auditors for the organisation each year, in accordance with the requirements of charity law (including the provisions of the Charity Commission's Statement of Recommended Practice)

External Audit

- Consider the appointment, dismissal or resignation of the Auditor and to oversee the process for their selection and to make appropriate recommendations to the Board concerning reappointment or rotation

- Assess the independence and objectivity of the Auditor, and to ensure that the nature and amount of non-audit work does not impair their independence and objectivity

- Discuss with the Auditor the nature, scope, plan and effectiveness of the annual audit process taking into account relevant UK professional and regulatory requirements and to review the Auditor's quality control procedures and the steps taken to respond to changes in regulatory and other requirements. With management agree the audit fee

- Recommend the approval of the Auditor's engagement letter and any amendments

- Review the Auditor's management letter and management's response

- Review the Auditor's Letter of Representation and management's assurances prior to Board sign-off

Internal Audit

- Monitor, review and advise the Board on the appropriate approach to internal audit arrangements (if applicable)

Other

- Consider any other appropriate matters referred to it by the Board.

Composition

The composition of the Committee is between 3 and 5 members, of which a minimum of three shall be Board members and a majority of the members of the Committee must be members of the Board.

The Committee will be chaired by the Treasurer of the Board of Trustees. The Chair will have recent and relevant financial expertise. As the Audit Committee of TI-UK, in line with good governance guidelines, the Chair of the Board of Trustees will not, unless specifically decided by the Board, be a member of the Committee, but may attend.

The members of the Committee will be members of the Board, unless there are particular reasons for appointing someone who is not a member of the Board. Up to two external members with recent and relevant finance and/or audit experience can be appointed as Independent Members.

Standing attendees shall be the Chief Executive, Chief Operating Officer and Financial Controller . External Audit representatives are invited to attend relevant audit and risk aspects of meetings and may attend any other meetings they feel necessary.

In relation to remuneration matters paid employees will be absented when decisions are being taken specifically in relation to their own positions.

Meetings

The Committee would normally meet at least four times per year. A separate meeting to consider the financial statements and external audit may be scheduled to facilitate the timing of the approval. The Chair of the Committee determines a rolling programme of meetings to coincide with the financial reporting cycle. Additional meetings can be called at the request of the Chair of the Committee and/ or External Auditor.

The Committee shall meet with the external auditor without paid employees present at least once a year.

Given the nature of the work of the Committee decisions, particularly in relation to remuneration and donor bids, may need to be taken between meetings. At the guidance of the Chair such decisions may be taken via email and / or by requesting a virtual meeting.

Secretary

The Chief Operating Officer will serve as the ex-officio Secretary to the Committee.

Approved by the Board 26 May 2022

Research Committee

Purpose

Oversees TI-UK's (including GTNs') research risks to provide assurance that rigour, independence and objectivity are demonstrated across programmes. Reviews the impact of that research in relation to the strategic goals (advancing policy, improving practice and promoting change). Oversees reputational risk arising from advocacy and engagement plans linked to research outputs. Oversight covers key research publications / finding and indices.

Responsibilities

The responsibilities of the Committee shall be to:

- Ensure that adequate publication risk mitigations are in place for research output

- Ensure that effective policies/ procedures are in place to address operational and reputational research risks including: research methodologies, safety & security of investigations, data sources and completeness, use of third party/ external researchers and libel reviews

- Review progress in relation to influential advocacy, engagement and leadership plans, ensuring that policy publications have demonstrated influence, improve practice and promote change

- Provide strategic input to allow incubation ideas/ insights to be developed from formative research into funded projects

- Highlight financial, reputational or operational risks identified by the Committee

- Consider any other matters referred to it by the Board.

Assurance tools

Research areas focus on: stopping the flow of dirty money; protecting the public's resources; securing integrity in politics; driving integrity in business; and incubating new projects and partnerships to tackle corruption. Research areas specific to the GTN's and global standards are also included. These are reflected in:

Presentation of Rolling Research Work plan across different programmes:

- UK (once per year, for information with key updates as part of meeting pack)
- International (once per year, for information with key updates as part of meeting pack)

Presentation of Publications Risk Plan: for all research outputs the review process in place (sliding scale from project advisory committees/ panels, external peer review, Committee chair) to address reputational risk.

After action reviews of key research outputs: highlighting challenges with the research methodology, external assurance, feedback on how the reporting was received & progress with advocacy initiatives.

Review of research policies and procedures to ensure they address operational and reputational risks (ad-hoc).

Composition

The composition of the Committee is between 3 and 5 members, of which a minimum of three shall be Board members and a majority of the members of the Committee must be members of the Board.

The members of the Committee will be members of the Board, unless there are particular reasons for appointing someone who is not a member of the Board. Up to two external members with recent and relevant research experience can be appointed as Independent Members.

Meetings

The Committee meets at least three times per year.   Given the nature of the work of the Committee decisions between meetings, at the guidance of the Chair may be taken via email and / or by requesting a virtual (tele-conference) meeting.

Secretary

The Director of Policy and Programmes and the Director of International Programmes will both serve as the ex-officio Secretary to the Committee.

Approved by the Board 3 June 2021

Private Sector Engagement Committee

Purpose

Oversees the engagement of TI-UK (including GTNs) with the private sector, ensuring that opportunities to promote business integrity and anti-corruption standards are balanced with protecting the independence of the organisation. Gains assurance that adequate responses (integrity, legitimacy, openness, transparency, consistency) are in place to address the risks with accepting funds from, and material non-financial engagements with, specific private companies.

Authority

The Committee has delegated authority to approve new funding partners where the proposed receipt (/or application) of corporate donations, licence fee/sponsorship payments or grants by private sector organisations (including through their fully funded social investment foundations) are greater than £250,000 or £100,000 if the proposal is not in line with current strategic priorities.

The Committee has delegated authority to fulfil the requirement to obtain guidance from TI-S in relation to accepting new private company funds in excess of 20 percent of the annual budget (approx. £610k) or where there are risks related to the Movement that need to be considered and the funds are equivalent to €100,000 per annum (approx. £85k).

The SLT approve Business Integrity Forum Membership applications considered to be low-risk. The Committee receives quarterly updates on applications that have been approved. High risk applications are considered for approval by the Committee. The Committee oversees allegations of breaches of membership terms. It recommends to the Board suspension or termination of membership.

Responsibilities

The responsibilities of the Committee shall be to:

- Oversee all engagement with and raising funds for all programmes from the private sector in support of TI-UK's strategy (including the GTNs), gaining assurance that reputational risks have been considered and mitigated regardless of funding opportunity, and strategic alignment to the current plan has been demonstrated before commitments are made

- Develop and review policies and procedures in relation to private sector engagement

- Decide, or refer to the Board, any issues relating to whether TI-UK should accept funds from or enter a relationship with any specific company or sector including guidance from TI-S in relation to accepting private company funds in excess of 20 percent of the annual budget (approx. £610k) or where there are risks related to the Movement that need to be considered and the funds are equivalent to €100,000 per annum (approx. £85k).

- Decide, or refer to the Board, any issues relating to whether TI-UK should continue to accept funds from or maintain a relationship with any specific company, for example when a member of the Business Integrity Forum has, or appears to have, breached the Membership Principles

- Monitor and review stakeholder engagement with the private sector ensuring that receipt of donations / funding is not linked to TI-UK endorsement of a company's policies or records in relation to bribery and corruption

- Gain assurance that contingency plans and responses to issues / concerns that have a reputational risk to TI-UK are in place/ operating effectively

- Engage with the Chief Executive, Director of Strategic Partnership and other Directors in relation to revenue generating opportunities from the private sector

- Highlight financial, reputational or operational risks identified by the Committee

- Consider any other appropriate matters referred to it by the Board.

Composition

The composition of the Committee is between 3 and 5 members, of which a minimum of three shall be Board members and a majority of the members of the Committee must be members of the Board.

The members of the Committee will be members of the Board, unless there are particular reasons for appointing someone who is not a member of the Board. Up to two external members with recent and relevant private sector experience can be appointed as Independent Members.

Meetings

The Committee would normally meet at least three times per year.   Given the nature of the work of the Committee decisions between meetings, at the guidance of the Chair may be taken via email and / or by requesting a virtual (tele-conference) meeting.

Secretary

The Director of Strategic Partnerships will serve as the ex-officio Secretary to the Committee.

Approved by the Board 12 September 2023

GTN Committee

Purpose

To provide assurance that the TI Global Thematic Network Initiatives (GTNs) hosted by TI-UK operate effectively and in line with TI guidelines. Given the operational structure of a GTN there can be financial, brand and reputational risks for both the host chapter and the wider TI movement.

Authority

The GTNs operate as part of the legal structure of TI-UK but are separately re-accredited by TI (as is TI-UK as a whole) every three years. Governance & Operational Guidelines agreed between TI-S and TI-UK provide a framework to ensure a smooth and effective running of the GTN, and to shape a spirit of mutual support, shared knowledge, and shared responsibility.

Responsibilities

The responsibilities of the Committee shall be to:

- Review the Annual Reports (past activities & future plans) to be submitted to the TI Board Governance Committee for each GTN

- Ensure that GTNs have in place strategic plans that are aligned to the TI-UK and Movement strategy and make recommendations to the Board for approval

- Provide input on any proposed changes to the way in which GTNs are governed and or operate within TI

- Review proposals for TI-UK to host a GTN and review the preliminary concept note and make recommendation to the Board taking into account any strategic, financial & operational risks identified

- Monitor and review any Licence Agreements between TI-UK and TI-S

- Engage with the Chief Executive and Director of International Programmes and other Directors in relation to revenue generating opportunities for the GTNs

- Highlight financial, reputational or operational risks identified by the Committee

- Consider any other appropriate matters referred to it by the Board.

Composition

The composition of the Committee is between 3 and 5 members, of which a minimum of three shall be Board members and a majority of the members of the Committee must be members of the Board.

The members of the Committee will be members of the Board, unless there are particular reasons for appointing someone who is not a member of the Board. Up to two external members with relevant expertise can be appointed as Independent Members. Given the remit of the GTNs that expertise can relate to other GTNs in the movement and / or the TI-Secretariat.

Reference Groups

The Committee may utilise the input of experts for each GTN within the framework of a reference group. *See general guidelines applicable to Committees for details.*

Meetings

The Committee would normally meet at least three times per year. Given the nature of the work of the Committee decisions between meetings, at the guidance of the Chair may be taken via email and / or by requesting a virtual meeting.

Secretary

The Director of International Programmes serves as the ex-officio Secretary to the Committee.

Appendix: Extract from TI-S GTNI Governance & Operational Guidelines: General Principles

GTNI Host Chapter

Legal responsibility: The Board of Directors of the host Chapter shall have the legal responsibility for the initiative, exercising oversight according to TI's overall governance principles, ensuring that the GTNI is operationally sound and that it is meeting the objectives as set out in its strategy, and monitoring compliance with these GTNI guidelines and other relevant agreements with the rest of the TI movement, including TI-S.

International policy and editorial content. Responsibility for approval of policy and editorial content produced by a GTNI may be delegated by TI-S to the host chapter where the host chapter can demonstrate sufficiently robust procedures that meet the same standards as agreed TI global processes.

Global brand use: GTNI shall use the global TI brand.

TI Board Governance Committee

Periodic review of GTNI host chapters: The International Board Governance Committee shall review the capacity of a host chapter to host a GTNI; confirm that the hosting of the GTNI is aligned to the chapter's operational and strategic plans; and make a recommendation on potential renewal of the host chapter's Licence Agreement to the TI Board of Directors at least once every three years.

Periodic review of GTNI activities: The International Board Governance Committee shall be responsible for periodically (normally once a year) reviewing past activities and future plans of the GTNI. This is to ensure that these are aligned with TI's mission, promote TI's work, uphold TI's reputation, and follow established standards for TI's international work.

Recommendations: The International Board Governance Committee shall share its observations and recommendations as relevant with the GTNI, the International Board and TI-S.

TI Secretariat

Governance: TI-S will provide support to the GTNI and to the International Board Governance Committee in ensuring that the above general principles are operationalised.

Consultation: TI-S will recognise each GTNI as the movement's centre of expertise on its respective thematic area and will consult the relevant GTNI host chapter when exploring, planning or implementing activities that relate to any GTNI thematic area.

Implementation Support: TI-S will support the success of the GTNI by providing advice e.g. on fundraising, communications, IT, global advocacy and/ or in other areas as agreed between TI-S and host chapters.

Service Level Agreements: TI-S and GTNI host chapters may enter into a Service Level Agreement (SLA) outlining the support that will be provided by TI-S to the GTNI, and reflecting the role of the GTNI as the centre of expertise within the movement on its thematic area. Depending on the type and scale of support requested, any such SLA may include provision for paid services by TI-S as agreed between TI-S and the host chapter.

GTNI Accreditation

Consultation: A Chapter wishing to establish a GTNI will need to secure approval and support from its Board of Directors, and gather input from interested TI chapters and TI-S prior to submitting a standard Programme Document to the International Board Governance Committee.

Approval: Final decisions on approval or rejection of a GTNI proposal will be taken by the TI International Board of Directors upon recommendation from the TI Board Governance Committee. In their recommendations and decision, the Governance Committee and Board of Directors shall consider alignment of the proposed GTNI with TI's global strategy, and capacity of the host chapter to effectively host a TI global initiative.

Licence Agreement: Following approval by the TI International Board of Directors, a renewable GTNI Accreditation Agreement, usually for a term of three years, shall be signed between the host chapter and Transparency International (TI-S). In principle, a GTNI Licence Agreement for a specific thematic area will only be granted to one host chapter at a time.

Periodic Review: Using a standard framework including Key Performance Indicators, the International Board Governance Committee will periodically review GTNI activities as well as host chapter performance and capacity to formulate a recommendation to the TI International Board of Directors as to whether a GTNI Licence Agreement should be renewed, conditionally renewed, or terminated.

Approved by the Board 3 June 2021

Ethics Advisory Panel

Status of the Ethics Advisory Panel

The Ethics Advisory Panel (the "Panel") is not a Committee of the Board of TI-UK.

Purpose

The Ethics Advisory Panel provides advice to the TI-UK Board, TI-UK Chair and to any TI-UK Board Committee on ethical questions including conflicts of interest. The role of the Panel and its Chair is referenced in the TI-UK Code of Conduct, Conflicts of Interest Policy, Safeguarding and Whistleblowing policies.

Authority

The Panel is not a Committee of the Board, has no delegated authority and acts in an advisory capacity. In the interests of TI-UK, it has the responsibility to seek assurances that issues referred to it are dealt with appropriately by the Board and the Chair of the Board.

Responsibilities

The responsibilities of the Panel shall be to:

- Provide advice on ethical questions when consulted on by the TI-UK Board, the TI-UK Chair or by any TI-UK Board Committee

- Provide advice on potential conflicts of interest where it is requested to do so by the TI-UK Board, TI-UK Chair or by any TI-UK Board Committee;

- Provide advice on whether an 'interest' requires registration when requested to do so by the TI-UK Board, TI-UK Chair or by any TI-UK Board Committee, although the evaluation of any potential conflict of interest remains the duty and responsibility of the TI-UK Board

- Review and consider annually the contents of the TI-UK Conflict of Interest Policy and advise the TI-UK Board on any changes or updates that it considers may be necessary.

Composition

The composition of the Panel is a minimum of 2 members and a maximum of 3 members.

The members of the Panel will be members of the Advisory Council, unless there are particular reasons for appointing someone who is not a member of the Advisory Council, and a majority of the members of the Panel must not be members of the Board.

Appointment of Members and Chair

The members and Chair of the Panel are appointed and may be removed at any time by the Board, on the recommendation of the Nominations & Governance Committee or the Chair of the Board, in consultation with the Chair of the Advisory Council. They are generally appointed to the Panel for an anticipated term of 3 years.

The Chair of the Panel may arrange for another member of the Panel to chair a meeting of the Panel which they are unable to attend.

Members who are unable to attend a meeting may not appoint an alternate.

Chair

The Chair will ensure that:

- An annual review of the performance of the Panel is undertaken and reported to the Board
- Panel meeting documents are recorded in a consistent format in order to promote transparency and accountability
- New members of the Panel have been appropriately inducted.

The Chair of the Panel having a role within the Safeguarding and Whistleblowing policies shall ensure they are kept up-to-date with these policies and are accessible to employees.

Quorum

A quorum for the Panel is two members participating in the meeting.

Notice of Meetings

Meetings of the Panel are arranged by the Chair.

Unless otherwise agreed by the Panel, notice of each meeting confirming:

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

are forwarded to each member of the Panel, and to any other person attending, at least five working days before the date of the meeting. Supporting papers are sent to Panel 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 Panel meets as and when necessary to fulfil its duties, when the TI-UK Board or any TI-UK Board Committee may consult the Panel on ethical issues on which its advice is sought.

Its meetings may be held in person, or through electronic means (such as teleconferencing or videoconferencing) in which each member participating in the meeting can communicate with all the other participants. The Panel may also where necessary deal with its business by email or other means of written electronic communication.

Decisions are reached on the basis of a consensus during the meeting. In the event of disagreement, decisions are made by the majority. The Chair of the Panel holds a second or casting vote in the event of a tie. A Panel member who remains opposed to a proposal after a vote in its favour can ask for their disagreement to be noted in the record of the meeting, but must abide by the majority decision taken.

The Panel 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 Panel is responsible for ensuring that brief notes are made of:

- the attendees at
- the decisions made by
- the significant conclusions and action points arising from; the meetings and activities of the Panel.

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

The Chair of the Panel shall confirm annually to the Company Secretary when requested to do so, brief details of any meeting called during the year, and any advice from the Panel to the TI-UK Board regarding the contents of the TI-UK Conflict of Interest Policy and any changes or updates that it considers may be necessary. These details shall be circulated to the Board as a 'B' paper primarily for information.

Attendance at Meetings

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

Authority of the Panel

The Panel is authorised by the Board to seek, at TI-UK's expense, external legal or other independent professional advice on any matter within its terms of reference if it considers this necessary. Where the Panel proposes to do this, the Chair of the Committee should inform and obtain the approval of the Chair of the Board, the Company Secretary and/or the Chief Executive before doing so.

The Panel is also authorised to seek any information it requires from any Director, employee or consultant of TI-UK in order to perform its duties.

Approved by the Board 3 June 2021

Advisory Council

Purpose

The Company shall have an Advisory Council whose function shall be to provide advice to the Board and Chief Executive, in particular but not exclusively when the Board seeks its advice on any matter. Such advice is not binding on the Board.

The Board recognise that a broad range of perspectives, insights and challenge support effective leadership and good decision-making. Such diversity encompasses skills, experience, perspectives and characteristics. ~

The Advisory Council shall seek to assist the Board and the Company by offering advice based on its members' authority, expertise and variety of opinion as derived from experience of, inter alia, relevant sectors of business, public service, unions, the voluntary sector, academia and the community. In particular (but without prejudice to the generality) the Advisory Council may:

- consider and advise the Board on how the Company should handle, process and pursue matters that the Board may from time to time refer to it
- consider and advise the Board in respect of such strategy or such corporate plans as the Board may from time to time refer to it
- consider and advise the Board in respect of such draft publications and papers as the Board may from time to time refer to it
- consider and advise the Board on the recipients of any awards which the Company may organize.
- The Board may act without such advice or consultation; and as an alternative to the Board seeking advice from or consulting with the Advisory Council the chair of the Board for the time being may (where possible) seek the advice of or consult with the chair of the Advisory Council for the time being.

Number of Advisory Council Members

The maximum number of Advisory Council members shall be twelve and the minimum shall be six.

Appointment of Advisory Council Members

The Board, on the recommendation of the chair of the Board having sought the advice of the chair of the Advisory Council, shall by resolution appoint (and may remove) the chair of the Advisory Council and such Advisory Council members on such terms as it shall think fit. Advisory Council members so appointed shall serve for a term of five years, renewable for such further term(s) as the Board may think fit.[3]

Advisory Council Members Expenses

Advisory Council members may be paid reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance (if invited) at meetings of Trustees or committees of Trustees or the Advisory Council or General Meetings or otherwise in connection with the discharge of their duties provided that the Board shall have agreed to pay such expenses prior to their having been incurred.

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[3] N&G Committee August 2024 agreed that the current arrangements as outlined in the Articles would continue but that the expectation is that, for future AC members, a maximum two five-year term limits (ten years in total) would apply unless the Board deemed in exceptional cases that further terms beyond that were appropriate.

Proceedings of the Advisory Council

The Advisory Council may regulate its proceedings as its members shall think fit.

The Board shall elect a chair of the Advisory Council's meetings and determine the period for which they are to hold office, but, if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting.

Extract from TI-UK Articles of Association (sections 56-6) approved by the Board 8 December 2016, paragraph marked ~ approved by the Board 3 June 2021

Trustee Recruitment Policy

Introduction

TI-UK is a charitable incorporated company. The Directors of the Company (together, 'the Board') also act as the charitable Trustees. They provide their services on a voluntary basis and are unpaid.

The Charities Act 2011 describes charity trustees as "the persons having the general control and management of the administration of a charity". The Trustees' specific duties are set out in the TI-UK governing documents (*Memorandum of Association, 12 January 2006 and Articles of Association, 8 December 2016*).

The Charity Governance Code outlines that all trustees:
- are committed to their charity's cause and have joined its board because they want to help the charity deliver its purposes most effectively for public benefit
- recognise that meeting their charity's stated public benefit is an ongoing requirement
- understand their roles and legal responsibilities, and, in particular, have read and understand: the Charity Commission's guidance *The Essential Trustee* (CC3) and their charity's governing document
- are committed to good governance and want to contribute to their charity's continued improvement.

The governance arrangements applicable to TI-UK are fully outlined in "*Governance Framework, 3 June 2021*" with this policy highlighting how the appointment of new Trustees is undertaken.

Role of the Board of Trustees

The Board are principally accountable to members of TI-UK, the Charity Commission and the TI movement and they also ensure that the activities of the charitable company meet public benefit requirements. The employees are a key stakeholder group and the Board actively engages with them on governance matters and in sharing decisions taken.

The broad areas of the work of the Board include:
- Strategic direction: ensuring that the charity is responding to the changing external environment across programme areas
- Performance: monitoring the performance of the executive against strategic and operational plans, including programme delivery
- Assurance: contributing to the identification and monitoring of risk; ensuring there are adequate short and longer term financial plans in place to deliver the strategy; adhering to the highest standards of charity governance.

The Board acts collectively in decision making. They will seek to achieve consensus on major decisions. Where this is not possible, collective decisions will be based on a majority vote with the Chair holding a casting vote.

Skills and Experience of Trustees

The skills and experience that the Board draw upon include:
- Anti-corruption expertise
- Research and policy setting

- Government and business policy setting
- Legal / regulatory / financial / audit / risk
- Strategic international programming/ advocacy experience
- Fundraising / partnerships
- Marketing / public relations
- Technology, use of big data and artificial intelligence
- People, including diversity and equality
- UK and international charity experience

A Board skills mix matrix is maintained to inform current and future recruitment needs.

In appointing to vacancies the Board will consider the range and depth of skills and experience of existing members together with the strategic and operational issues faced.

Trustee Qualities

The qualities that Trustees demonstrate include:
- Ensuring that delivery of the mission of the organisation is at the centre of all that is done
- Intelligent analysis, constructive questioning and challenge
- Collaborative teamwork
- Understanding and respect for the role of a non-executive
- Integrity and sound independent judgement
- Commitment to evidence-based decision-making, which requires reading papers, gathering knowledge of TI-UK and the wider movement and willingness to speak one's mind and listen to the views of others
- Acting as an advocate externally including fundraising and income generation opportunities that arise
- Ability to build constructive relationships and engage at all levels, with other Trustees, the Senior Leadership Team and employees as opportunities arise
- Willingness to act in the best interests of the charity.

The Appointment of Trustees

The governing documents specify that there are a maximum of 12 Trustees at any one time, and never less than six.

Trustees are in general appointed for an initial three year term. There is a maximum nine year (cumulative) term limit. Trustees are normally expected to complete six years of service, recognising that some will wish to serve for the full term of nine years, whilst circumstances may prevent others reaching six years.

Trustees are elected at Annual General Meetings, and a minimum of one third must seek re-election each year based on the length of the period from their last re-election.

The Board has the power at any time to appoint a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees. Any Trustee so appointed shall hold office only until the next Annual General Meeting where they will be eligible for election.

Eligibility to become a Trustee

Trustees of a charity that is a company must be at least 16 years old. It is a criminal offence for anyone

to act as a trustee if they are disqualified (or have previously been disqualified) as a trustee or company director. Key reasons for disqualification include: being an undischarged bankrupt or having an individual voluntary arrangement; having an unspent conviction for certain offences (including any that involve dishonesty or deception, or being on the sex offenders register). All Trustees must complete a declaration to confirm this on appointment with an annual update thereafter. Checks will be carried out to ensure that all persons applying to become a trustee are eligible including two professional/ independent references (normally by telephone) through the Chair.

No Disclosure and Barring Service screening is required as the role has been assessed as not working with children or adults at risk.

As a global movement, with over a hundred national Chapters each with their own need to attract effective governing boards, we are only able to appoint individuals who are permanently resident in the UK.

Equality, Diversity and Inclusion

In line with the Charity Governance Code, the Board:
- assess how the diversity of trustees' backgrounds and perspectives in its board skills mix identify imbalances and gaps
- seek to address bias in trustee recruitment and selection
- consider how board meetings and information can be more accessible
- create meeting environments in which behaving inclusively is the norm, where all voices are equal and all trustees feel confident in constructively challenging each other
- demonstrate inclusive behaviours in decision making and engagement with employees, partners and donors; and
- consider the impact on those negatively impacted by corruption.

The Board recognise that such diversity encompasses skills, experience, perspectives and personal characteristics and they seek to demonstrate, support and encourage an equal and inclusive leadership culture at TI-UK through combining the visible signs of diversity with those of thought and lived experience.

In prioritising diversity at all levels of the organization, applications from under-represented backgrounds and in particular persons of colour and/ or women candidates are especially welcome. Diversity monitoring will be undertaken for all candidates.

Process for Appointment of Trustees

Trustees will be recruited through open recruitment unless the Board are in agreement that this is not necessary. Open recruitment may be undertaken by TI-UK directly or via professional charity board recruiters.

All candidates, regardless of the means of advertising vacancies, must undertake a formal interview process.

Candidates will be asked to submit an up to date CV together with a supporting statement (*maximum two pages*) that outlines their interest in TI-UK and the trustee role, and their fit against any specific skills or expertise that have been outlined in the recruitment drive.

The Nominations and Governance Committee (or their appointed individuals) will draw up a shortlist

of candidates based on skills and experience in order to arrive at a diverse range of candidates for interview. Where the shortlist is felt to contain an insufficient number of candidates from under-represented backgrounds and in particular persons of colour and/ or women candidates, the most experienced or able candidates from that pool will be selected to be added to the shortlist and/or the application and search process will be expanded.

Interviews will be undertaken of all candidates shortlisted. The interview panel will normally be three/ four Trustees and ideally the same panel, or a majority should undertake all interviews. A consistent question set will be posed to all candidates, and as a trustee role is focused on providing reflection following briefings, the key aspects will be shared in advance to allow for adequate preparation. Time will also be provided to ensure that the interview is a two-way process, and in particular for those who have not been a trustee before, for them to gain the information they need to fully understand the role.

Should candidates withdraw before or during the interview process and this reduces the number of those from under-represented backgrounds and in particular persons of colour and/ or women candidates consideration will be given to reviewing the shortlist and selecting suitable replacement candidates even where this may delay the recruitment timeline.

Depending on the number of interviewees, a second-round of interviews may take place. At this stage at least one member of the original panel will be present with other trustees making up the remainder.

The Chair should meet all candidates, either as part of the first or second round.

Feedback will be given if requested to candidates who undertake an interview.

The Nominations and Governance Committee will then decide on the selected individuals to recommend be appointed to the Board, and outline the grounds for their recommendation, including the steps taken to demonstrate sufficient account of equality, diversity and inclusion at each stage of the process. At this stage those candidates will be informed to ensure that they remain interested in being appointed.

Following formal ratification by the Board, the Company Secretary will confirm appointment and undertake the necessary checks with a view to ensuring that they can attend the next scheduled Board meeting, and be elected at the next AGM.

Expectations of Trustees

Trustees are expected to attend all Board meetings having prepared in advance for these.

Board meetings are held at least four times a year and are aligned to the business cycle of TI-UK. Meetings normally commence at lunchtime and complete by 5:30pm with papers being provided by e-mail at least five working days before the meeting. A short meeting to approve the Annual Report and Accounts also takes place virtually and there is an annual Board / Senior Leadership Team away day.

Trustees are also expected to join two or three of the Board's five sub-committees, either as a member or being asked to Chair. These meet for a minimum of three times a year, normally for two hours during the daytime. Papers are provided by e-mail at least five working days before the meeting. The Board periodically review the membership of committees and this allows for Trustees to move to different areas of oversight or for the time they have available for the individual committee roles to

be taken into account.

Trustees will meet with the Chair annually to discuss their areas of focus, objectives and to review their contribution to the Board and TI-UK more widely. All Trustees are provided with an annual opportunity to provide feedback on the Chair and their annual objectives, as well as the performance of the Board as a whole.

Additional time will be required to be on hand for advice on an ad hoc basis either to the Board or the Senior Leadership Team and to attend occasional events.

Where anyone considering applying to become a trustee feels they may be unable to commit the necessary time due to disability, caring or similar responsibilities, they are encouraged to reach out and discuss this directly.

Values

In line with the Strategic Plan, the Board and individual trustees are expected to foster and model the positive behaviour that TI-UK's values demand:
- We will act with integrity
- We will value and respect differences
- We will work collaboratively across Transparency International, our global Movement and with partners
- We will have the courage to demand better of ourselves and others.

Integrity

Integrity is reflected in everything that TI-UK does and Trustees are expected to demonstrate this through:
- Personal commitment to the principles of the TI-UK Board Member Code of Conduct. This outlines Transparency International's principles as well as standards of professional and personal behaviour and conduct including: abuse of power; safeguarding; bullying & harassment; exploitation; conflicts of interests; and gifts, remuneration, hospitality or bribes.
- Publishing annually the Trustees' Declaration of Interests and ensuring that at all Board and Committee meetings potential conflicts of interest are recorded.
- Reviewing regularly the safeguarding risks, policies and procedures and any serious incidents in order that the Board are familiar with, can speak up and are comfortable with responding to any complaints.

Reimbursement of Expenses

Trustees can claim reasonable out of pocket expenses and these will be approved by the Chair of the Finance, Risk and Audit Committee.

Induction/ Training

All new Trustees will be supplied with an Induction Pack containing essential information about TI-UK. The Chair will meet with them to discuss development needs, membership of Committees etc. The Company Secretary will organize an induction with the Senior Leadership Team and invite an existing Trustee to contribute. Training on the role of being a charity trustee/ emerging sector issues are provided by a number of professional advisors (free) and details can be obtained via the Company

Secretary.

Review of Policy

This policy shall be reviewed after each Trustee appointment cycle. Feedback on this policy may be provided to the Company Secretary at any time.

Approved by the Board 26 May 2022

Guidance

External

Charity Commission	https://register-of-charities.charitycommission.gov.uk/charity-search/-/charity-details/3077512/accounts-and-annual-returns
Companies House	https://find-and-update.company-information.service.gov.uk/company/02903386/filing-history
Code of Good Governance	https://www.charitygovernancecode.org/en/front-page

Internal

Memorandum of Association	Last updated 12 January 2006	Memorandum 12 Jan 06.pdf
Articles of Association	Last updated 8 December 2016	TI-UK Articles of Association Dec2016
Delegation of Authority	Last updated 14 September 2023	