

NATIONAL INTEGRITY ACTION

BOARD OF DIRECTORS' CODE OF CONDUCT

Introduction

NIA Board's Code of Conduct serves as an outline of the standards of acceptable behaviour and ethical decisions which is expected of individuals deciding to serve the organisation in such a capacity. The Code of Conduct also expands to the representations made in the public sphere, whether orally, written or through any other mode of behaviour.

Violations of the Code of Conduct may result in sanctions imposed under the procedures for review of Board members. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

Purpose of Board Member(s)

A member of the Board of Directors is responsible for ensuring that NIA fulfils its mission by planning for the future, monitoring current operations, and evaluating the organization. A board member must fulfil the fiduciary responsibilities of the board of directors, making corporate decisions that protect the public interest.

Our Vision: A Jamaica where government, businesses, civil society and the people manifest integrity in their conduct, are held accountable and apply proper sanctions for corrupt activities.

Our Mission: To combat corruption and build integrity in Jamaica through the persistent promotion of transparency, accountability in the conduct of government, businesses and the wider society.

Our Core Values:

- Transparency
- Accountability
- Integrity
- Impartiality
- Diversity
- Democracy

Our Guiding Principles:

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

1. As coalition builders, we will work cooperatively with all individuals and groups, with for profit and not for profit corporations and organizations, and with governments and international bodies committed to the fight against corruption, subject only to the policies and priorities set by our governing bodies.
2. We undertake to be open, honest and accountable in our relationships with everyone we work with and with each other.
3. We will be democratic, politically nonpartisan and non-sectarian in our work.
4. We will condemn bribery and corruption vigorously and courageously wherever it has been reliably identified.
5. The positions we take will be based on sound, objective and professional analysis and high standards of research.
6. We will only accept funding that does not compromise our ability to address issues freely, thoroughly and objectively.
7. We will provide accurate and timely reports of our activities.
8. We will respect and encourage respect for fundamental human rights and freedoms.
9. We are committed to building and working with other national chapters as well the Transparency International movement.
10. We will strive for balanced and diverse representation on our governing bodies.
11. As one global movement, we stand in solidarity with each other and we will not act in ways that may adversely affect other Chapters or the TI movement as a whole.

CODE OF CONDUCT GUIDELINES

Members of the board (including ex officio members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by *Board of Directors' Code of Conduct* and all other rules and regulations of the organisation (including but not limited to the organisation's articles of incorporation and bylaws) and will ensure that their membership in the organisation remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable laws and regulations and, will provide or cause to provided full cooperation to the organisation when requested to do so by those institutions and/or persons set in authority as are required to uphold the law.
2. Members of the Board of Directors will conduct the business affairs of the organisation in good faith and with honesty, integrity, due diligence, and reasonable competence.

3. Except as the Board of Directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the organisation. That is, each Member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors even after demitting their post.
4. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with the organisation's staff, suppliers, and the general public and will respond to the needs of the organisation's members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors will use any information provided by the organisation or acquired as a consequence of the Board Member's service to the organisation in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse the organisation's property or resources and will at all times keep the organisation's property secure and not allow any person not authorized by the board of directors to have or use such property.
6. Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
7. Upon termination of service, a retiring Board Member will promptly return to the organisation all documents, electronic and hard files, reference materials, and other property entrusted to the Board Member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board Member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
8. The Board of Directors dedicates itself to leading by example in serving the needs of NIA and its members and also in representing the interests and ideals of the organization.
9. No member of the Board of Directors shall persuade or attempt to persuade any employee of NIA to leave the employ of the organization or to become employed by any person or entity other than NIA. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with NIA to terminate, curtail, or not enter into its relationship to or with the organization, or to in any way reduce the monetary or other benefits to the organization of such relationship.

10. The Board of Directors must act at all times in the best interests of NIA and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board Members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board Members shall follow the guidelines as outlined in NIA's Conflict of Interest Policy including:

- 1) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the organisation; while the receipt of incidental personal or third-party benefit may necessarily flow from certain organization activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;
- 2) Do not abuse Board membership by improperly using board membership or the organization's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
- 3) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the organization;
- 4) Do not engage in or facilitate any discriminatory or harassing behaviour directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the organization;
- 5) Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the organization without fully disclosing such items to the board of directors; and
- 6) Provide goods or services to the organization as a paid vendor to the organization only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

Key Responsibilities of Board Members

1. Advance the mission of NIA:
 - a. Actively promote the mission of NIA, contributing ideas and expertise.
 - b. Keep up-to-date on NIA's developments.
 - c. Be informed about the NIA's mission, activities, policies, and programs; inform others about NIA, and work to enhance the NIA's public image.

2. Select the Executive Director through an appropriate process:
 - a. Provide ongoing support and guidance for the management staff.
 - b. Annually review performance.
3. Ensure effective organizational planning:
 - a. Review and provide recommendations for NIA's work plan and activities.
 - b. Evaluate the success of strategic plan in accomplishing the organization's mission and provide recommendation for possible areas of weakness.
4. Actively participate in all board activities:
 - a. Attend Board meetings either in person or by other electronic means such as telephone, Skype etc.
 - b. Review agenda and supporting materials prior to Board meetings.
 - c. Periodically assume special assignments for example to assist NIA in meeting public demand for speaking engagements and other activities, where the Member is able to.
 - d. Suggest nominees to the Board who can make significant contributions to the work of the Board and to the organization.
 - e. Assess the Board's performance.
5. Ensure adequate resources:
 - a. Manage resources effectively.
 - b. Carry out the fiduciary responsibilities of the Board, such as reviewing the organization's annual financial statements, selecting an auditor approving the auditor's report
6. Ensure that NIA's public integrity is maintained:
 - a. NIA recognises that Members of the Board may be public figures in their own right and as such, may be called upon to speak on issues of public interest from time to time in the media, whether by print, radio, television or another format. As such, where the Members opinion may not be that of the organisation, the Member should make every attempt to ensure that this is communicated through that same medium. Additionally, the Member, where this can be done should inform the Executive Director or any member of the management team in advance of such statements, so that they are able to respond effectively to questions from the media and public in relation to the matter.
 - b. In keeping with the core values of the organisation Members of the Board are expected to portray attitudes and behaviours in keeping with these values in their private, professional and public life.
 - c. Members of the Board should familiarise themselves with conflict-of-interest, confidentiality and procedures policies of the organisation to ensure that they are in compliance with them.
 - d. Board Members are expected to complete and submit relevant documentation required by local authorities under the laws which govern the organisation and those required by virtue of the organisation's affiliation with international organisations or membership in international coalitions.

Elected by
Board of Directors

Term Length
Per by-laws

Time commitment

A quarterly meeting of the Board, with flexibility in the event an emergency meeting is called outside of the regular meetings. Time may also be required to assist in meeting the demands of the public by accepting on behalf of NIA invitations to participate in and attend various events.

Board Officers Position Description

Chairman of the Board

Core Function:

Assure that the Board fulfils its responsibilities to NIA.

Responsibilities:

- Chair meetings of the board and executive committee.
- Call special meetings if necessary.
- Serve as ex officio member of all committees.
- Work in partnership with the Executive Director to achieve the mission of the organization and make sure board resolutions are carried out.
- Communicate any concerns management has regard to the role of the Board or individual board members. Communicate to Executive Director the concerns of the Board and other constituencies.
- Appoint all committee chairs and with the Executive Director recommend who will serve on committees.
- Assist the Executive Director in preparing the agenda for board meetings.
- Work with the staff to recruit board members and other needed volunteers.
- Conduct new board member orientations.
- Oversee searches for the Executive Director. Recommend salary for consideration by the appropriate committee.
- Coordinate periodic board assessment with the staff.
- Periodically consult with board members on their roles helping them assess their performance
- Annually focus the Board's attention on assessment of its own structure, role, and relationship to management.

Deputy Chair of the Board

Core Function:

Stand in for the chair if he/she is unavailable.

Responsibilities:

- Attend board meetings.
- Carry out special assignments as requested by the board chair.
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

Secretary of the Board

Core Function:

Maintain all board records and ensure their accuracy and safety. Also, to ensure that the organisation has filed all requisite documents required by statutes governing the organisation with the relevant authorities, and to ensure that these are up-to-date.

Responsibilities:

- Attend board meetings.
- Review board minutes.
- Provide notice of board meetings and committee meetings when such notice is required.

Board Member

Core Function:

Carry out the mandate of the NIA and work closely with the other directors on the Board.

Responsibilities:

- Attend board meetings.
- Performance of special assignments as requested by the Chairman of the Board or NIA's management team.

Breach of the Code of Conduct and Sanctions

Where a member of the Board of Directors is found to have acted (be it orally, in writing or through any other behaviour) in contravention of any of the principles, guidelines or have absconded from any of his/her responsibilities, whether intentionally or unintentionally, this may be construed as a breach of the Code of Conduct.

In the event of a perceived breach, the Board will determine whether the behaviour actually constitutes a breach and if so, would it be characterised as Minor or Major breach by convening a

special meeting of the Board to discuss the matter. The meeting should have in attendance, at the least, the Chairman of the Board, Secretary and the Executive Director. Where the Board deems this act a breach, the Member whose action is under scrutiny will be notified by the Board and, in same communication describe the behaviour and why it is considered to be a breach. The Member will then be given an opportunity to speak with the Board defending his/her actions. At this meeting, at the least, the Chairman of the Board, Secretary, the Executive Director and two other Members should be in attendance. After which, the Members of the Board will deliberate, determine sanctions in accordance with those listed in the Code of Conduct and to what extent they will be applied. The decision of the Board should be communicated to the Member in writing, no later than 5 working days after the meeting where the decision was taken.

Minor Breach and Sanctions

A minor breach is less severe than a major breach and is one in which no irreparable damage has been done, or has not caused the integrity of the organisation to come into disrepute by any of its stakeholders (local or international), partners, members, staff or the public. The following actions could constitute a minor breach, but this list is by no means exhaustive and the Board of Directors has some discretion as to how to categorize a certain action due to the specific circumstances:

- i. Where a Member of the Board divulges information considered to be confidential by the organisation to an individual, entity or the public at large but does not bring the organisation under severe scrutiny;
- ii. Where a Member of the Board is absent from 75% of quarterly meetings convened by the Chairman of the Board over the period of a calendar year;
- iii. Where a Member of the Board uses ill-judgment in the use of his authority in any dealings with the organisation's suppliers, staff or the general public that does not bring the organisation under severe scrutiny;
- iv. Where a Member of the Board interferes in the day-to-day management and administration of the organisation or seeks to use his authority to abuse the resources of the organisation for his/her own personal dealings;
- v. Where a Member of the Board consistently does not make himself/herself available to participate in activities of the organisation when invited to do so;
- vi. Where a Member of the Board makes public utterances (written or oral) that digress from the organisation's stance on an issue of public interest but does not bring the organisation under heavy scrutiny;
- vii. Where a complaint is received by the Board of Directors on the private actions/affairs of the Member that is not in line with the core values of the organisation but does not pose a public threat to the organisation's integrity;

- viii. Where a Member of the Board fails to or tries to conceal any area of potential conflict of interest that becomes known to him/her from the Board of Directors;
- ix. Where the Board of Directors may deem a behaviour of any Member of the Board (be it orally, in writing or through any other behaviour) one that is not in keeping with the standards or values of the organisation.

Sanctions

Once the Board of Directors has arrived at a decision, having been satisfied that the behaviour of a Member constitutes a minor breach, the Board based on the individual facts of each case can choose to impose the following sanctions:

- Issue an oral warning to the Member noting that a citation will be placed on file in the event that the behaviour is repeated;
- Issue a warning letter to the Member, noting that any reoccurrence of such behaviour could result in harsher penalties;
- Place the Member on probation for a period determined by the Board.

Major Breach and Sanctions

A major breach is considered to be one whereby due to the negligence or failing to comply with the principles (whether intentionally or unintentionally), guidelines or responsibilities as outlined in this Code of Conduct results in the organisation's integrity being questioned by stakeholders, partners, members, staff or any other individual or entity that business is done with directly/indirectly. Such an action would require the organisation having to defend its integrity within the public sphere, enter into litigation, cause the organisation to be at risk of losing its donor partners, or frustrates relationship between the organisation and its partners, suppliers, staff member etc. that may jeopardise any work that the organisation is trying to undertake or is currently undertaking. The following actions could constitute a major breach, but this list is by no means exhaustive and the Board of Directors has some discretion as to how to categorize a certain action due to the specific circumstances:

- i. Where a Member has been found to have committed three minor breaches, ultimately constitutes a major breach;
- ii. While representing the organisation, the Member conducts himself in a manner contrary to the mission, vision, core values and guiding principles of the NIA;

- iii. Where a Member of the Board divulges information considered to be confidential by the organisation to an individual, entity or the public at large and brings the organisation into disrepute;
- iv. Where it is found that a Member persuaded or attempted to persuade an employee to leave the employ of NIA;
- v. Where the Member is found to have engaged in outside business, professional or other activity, directly or indirectly, which has an adverse effect on the organisation;
- vi. Where the Member is found to have facilitated discriminatory or harassing behaviours directed towards other directors, staff, members or any other person which comes in contact with or does business with the organisation;
- vii. Where a Member enters in dealings with any individual or entity in the name of the organisation without gaining prior consent from the Board of Directors or notifying the management team of NIA;
- viii. Where a Member is accused of non-compliance with the laws and regulations of the land, and has been formally charged for such a breach in the Court of Law;
- ix. Where a complaint is received by the Board of Directors on the private actions/affairs or such private actions/affairs of the Member become public which are not in line with the core values of the organisation thus posing a considerable threat to the integrity of the organisation;

Sanctions

Once the Board of Directors has arrived at a decision, having been satisfied that the behaviour of a Member constitutes a major breach, the Board based on the individual facts of each case can choose to impose the following sanctions:

- Issue a letter of reprimand with restitution to be made by the Member
- Request that the Member submits his/her resignation from the Board
- Issue a letter for the termination of the services of the Member