



## **ANTI-CORRUPTION POLICY**

**Approved by the Board of Directors on 26 May 2018**

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## 1. POLICY STATEMENT AND COVERAGE

Transparency International Cambodia (TI Cambodia) safeguards the highest accountability standard to its donors and the people whom it serves by adopting necessary policies and regulations that are robust, while ensuring its effective enforcement within the organisation and its partners.

TI Cambodia takes a zero-tolerance policy towards corruption regardless of identity, position or any amount. The concerned person who is found to commit corruption shall be immediately dismissed.

This policy is strictly applied to all individuals working at all levels and grades, including chairperson and members of the Board of Directors, management, staff, interns, volunteers, consultants, contractors, suppliers/service providers, partners and stakeholders who associate with the work of TI Cambodia.

## 2. WHAT IS CORRUPTION?

Corruption is defined as ***the abuse of entrusted power for private gain*** – Transparency International.

## 3. COMMON FORMS OF CORRUPTION

There are many forms of corruption, and the following are the common ones that we face in our daily lives.

All actions described below as forms of corruption shall be avoided.

### 3.1. Bribery

The offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust is considered bribery. Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours).

Either direct or indirect bribery shall be treated as a corrupt practice. In the case if there are doubts, you are encouraged to consult with members of Ethics Committee for advice. Please refer to point 5.4.4 for names of Ethics Committee members.

#### 3.1.1. Facilitation Payments

A small bribe, also called a 'facilitating', 'speed' or 'grease' payment, made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement is considered facilitation payments.

Facilitation payments are prohibited in all circumstances.

### 3.1.2. Gift, Entertainment and Hospitality

#### ➤ Accepting

No person associated with TI Cambodia shall accept any gift, entertainment, hospitality or anything else of value from any organisation/company or individual if it could be reasonably construed or perceived that the gift, entertainment or hospitality is motivated by a wish to influence TI Cambodia. Accepting Cambodian New Year and Christmas gifts and alike should be avoided.

#### Exception

- Organisation/company's moderate marketing materials can be accepted. These include organisation/company's pen, t-shirt, cap, leaflet, or something of no significant value, etc.
- Recognition/thank-you can be accepted if in the form of an appreciation letter, statue, flowers, etc.

#### ➤ Offering

No person associated with TI Cambodia shall offer any gift, entertainment, hospitality or anything else of value to any organisation/company or individual if it could be reasonably construed or perceived that the gift, entertainment or hospitality is given to influence an organisation's or individual's decision or to gain any favour.

#### Exception

- Organisation/company's moderate marketing materials can be offered. Those include organisation/company's pen, t-shirt, cap, leaflet, or something of no significant value, etc.
- Recognition/thank-you can be offered if in the form of an appreciation letter, statue, flowers, etc.

### 3.2. Fraud

Fraud means to simply cheat, as well as any actions taken to intentionally deceive someone in order to gain an unfair or illegal advantage (financial, political or otherwise).

### 3.3. Embezzlement

When a person holding office in an institution, organisation or company dishonestly and illegally appropriates, uses or traffics the funds and goods that they have been entrusted with for personal enrichment or other activities is an embezzlement.

### 3.4. Abuse of Power

Abusing one's power is the act of using your position and title in an abusive way.



### 3.5. Extortion

Act of utilising, either directly or indirectly, one's access to a position of power or knowledge to demand unmerited cooperation or compensation as a result of coercive threats is considered extortion.

### 3.6. Nepotism

Nepotism is the form of favouritism that is based on acquaintances and familial relationships whereby someone in an official position exploits his or her power and authority to provide a job or favour to a family member or friend, even though he or she may not be qualified or deserving.

### 3.7. Conflict of Interest

Situation where an individual or the entity for which they work, whether a government, business, media outlet or civil society organisation, is confronted with choosing between the duties and demands of their position and their own private interests is a matter of conflict of interest.

## 4. HOW CORRUPTION CAN BE PREVENTED/MITIGATED?

### 4.1. Vision, Mission and Value

The organisation shall have a clearly defined vision and mission statement and set of organisational values in which integrity and ethical matters are integrated. The process of development of the statement involves participation from all staff members.

### 4.2. Board and Management's Function

The Board of Directors function independently from the management team. The Board members' roles are mainly to review and approve the development of organisational strategy and internal control developed by management and staff and oversee the implementation of the strategy and control. Management committee operates under the establishment of clear structures, reporting lines, and appropriate authorities and is responsible for the day to day operation in order to achieve the organisational goals.

### 4.3. Staff Recruitment

The recruitment panel shall ensure that the entire process of recruitment is transparent from when the job announcement is made until the final selection of a candidate.

#### 4.3.1. Interviewing and Reference Check

When interviewing new candidates, consider asking the questions below:

- Have you had any experience of corruption so far? Without naming any names, please would you tell us a bit about what happened and how you felt about it?
- What would you do if you discovered someone senior to you in the organisation was committing corruption?
- Have you known anyone who is working at TI Cambodia?

When checking candidate's references, it would be much better to have a verbal conversation when it comes to the question about the candidate's integrity as written references rarely reveal much.

#### **4.4. Integrity Pledge**

The Integrity Pledge, a commitment to ethical business practices and good corporate governance, shall be informed to the potential selected candidate during the reference check.

S/he shall sign the integrity pledge before/at the time of signing the employment contract with TI Cambodia.

By doing so, the employee shall be aware of the level of integrity while working with TI Cambodia.

#### **4.5. Salary Payment Levels**

TI Cambodia is committed to paying decent salary/benefit to its employees.

#### **4.6. Management by Walking About**

Managers should not make assumptions or rely on the written reports/documents. They should also clarify with staff, stakeholders or visit the programme sites (if necessary) in order to ensure that the reports/documents are true and correct.

#### **4.7. Financial Management Training**

Strengthening the capacity of the Board of Directors, managers and staff are needed in order to ensure that they have better knowledge and understanding of financial management. This will, then, enable them to monitor the use of donor's funds for TI Cambodia's programme implementation in a transparent and an accountable manner.

#### **4.8. Development of Corruption Related Risk Register**

The main purpose of risk register is to identify key corruption-related risk areas based on TI Cambodia programmes such as bribery, fraud, embezzlement, conflict of interest, nepotism, abuse of power, etc., and record it in the register. The level of risks shall be maintained by the assigned Ethics Committee and reassessed by the Ethics Committee at the regular Ethics Committee meeting.

#### **4.9. Relevant Policies Contributed to Good Internal Control System**

Internal controls help TI Cambodia handle everyday risks of misappropriation and corruption. They also prevent staff from engaging in any irregularities.

TI Cambodia maintains key policies in place. These policies include Human Resources, Finance, Procurement, Administration, and Information Management and Conflict of Interest Policies. Each of them contains internal controls. The policies shall be oriented to new employees as soon as they start working with TI Cambodia and continued to do so during every 6-month period.



The following describes the full content of the conflict of interest policy.

#### **4.9.1. Conflict of Interest Policy**

It is a tool to ensure that Conflict of Interest, which might be occurred during the implementation of programme, can be prevented and/or mitigated.

##### **4.9.1.1. Applicability**

This policy applies to all staff, intern/volunteer, management, and members of the Board of Directors of TI Cambodia. The “interests of any person associated with TI Cambodia” includes the interests of any person with whom they have a personal relationship, including their spouse, life partner, children, parents, siblings or other close family members.

##### **4.9.1.2. General Policy**

a. Every person associated with TI Cambodia, according to point 4.9.1.1 of conflict of interest policy, must avoid or manage any potential real or perceived conflict of interest (inter alia by refraining from any decision making or voting on matters subject to a potential conflict of interest), and openly acknowledge any potential or actual conflict of interest arising through his/her association with TI Cambodia.

b. Conflict of interests may arise from time to time in the course of the persons’ activity and decisions. They may arise in their work for the TI movement with regard to pecuniary or financial interests, or interests that impede them in their duty to act in the best interests of the TI movement.

c. Members of the Board of Directors, management, staff and intern/volunteer of TI Cambodia shall declare their financial and non-financial interests that could potentially lead to or conceivably be perceived as a conflict of interest. Such declaration shall be made by way of a register, which shall be open to the public for board members. Where there are personal safeties or similar serious concerns about full publicity, parts or even the whole of the declaration should be submitted to the chairperson of the Ethics Committee, who shall hold it, and act upon it as appropriate, in confidence. The management, staff and intern/volunteer of TI Cambodia shall declare their financial and non-financial interests and submit them to the chairperson of the Ethics Committee of TI Cambodia.

d. TI Cambodia's efforts to raise the ethical standards of government officials, business people and other individuals can be compromised by any ethical lapses on the part of individuals representing TI Cambodia. It is essential that everyone associated with TI Cambodia be highly sensitive to potential risks of conflict of interests.

##### **4.9.1.3. Remunerated Work Contracts and Consultancies**

a. Some of TI Cambodia's work are done by individuals who are not employees of TI Cambodia but who act for or on behalf of TI Cambodia on a voluntary basis. These include, among others, the members of the Board of Directors and resource persons active throughout the TI movement. Such individuals will have business, professional and other affiliations.

b. Members of the Board of Directors of TI Cambodia who are currently affiliated, may not perform remunerated work for TI Cambodia, but members of the Board of Directors of TI



Cambodia can serve concurrently as a paid staff of TI Cambodia under a contract approved by the board.

**c.** Members of the Board of Directors of TI Cambodia with which such individuals are currently affiliated, may apply and compete for remunerated work contracts with any of the other National Chapters of TI or with the TI Secretariat provided, however, that they are not offered any advantages over any competitors with respect to being awarded or carrying out such work.

They must not utilise privileged information or do anything to contradict the perception of having utilised privileged information. In addition, they will not exercise their board function to the extent it relates to the conditions of the contract or the selection or supervision of such contract. In other words, they do not need to be disqualified in such cases because of their affiliation with TI, but neither may they be given the “inside track”. When doing non-TI related work, board members or their companies shall not utilise privileged TI information, and shall also be sensitive to the perception that they might be utilising such information.

**d.** Resource persons active anywhere in the TI movement, or companies or other organisations with which such individuals are affiliated, may apply and compete for remunerated work contracts with TI Cambodia, provided they are not offered any advantages over any competitors with respect to being awarded or carrying out such work.

They must not utilise privileged information and do everything to contradict the perception of having utilised privileged information. In other words, they do not need to be disqualified because of their affiliation with TI, but neither may they be given the “inside track”. When doing non-TI Cambodia related work, resource persons shall not utilise privileged TI Cambodia information, and shall also be sensitive to the perception that they might be utilising such information.

**e.** TI Cambodia will be transparent in their decision-making processes when commissioning paid work by persons who act for or on behalf of TI Cambodia and will follow transparent tender procedures.

#### **4.9.1.4. How to Deal With a Possible Conflict of Interest**

**a.** Potential conflicts of interest should be identified and declared by the person in potential conflict (please refer to the Annex 1 guideline for register of interests), as soon as they become aware of such potential conflict of interest. If problems are identified before commitments are made or questionable actions have occurred, embarrassment can be avoided and alternatives can be explored. Please refer to the Annex 1: Guideline for Register of Interests for further detailed information.

**b.** Such disclosure or report should be made to the Ethics Committee members of TI Cambodia.

**c.** The evaluation of a potential conflict of interest must be made by the Ethics Committee of TI Cambodia. The evaluation may determine the absence of a conflict of interest, or it may lead to the conclusion that:

- (i) The respective person should not go ahead with the evaluated activity or that
- (ii) S/he should recuse him/herself from participating in decision making by TI Cambodia with reference to the matter in conflict.

d. The chairperson of TI Cambodia's Ethics Committee is responsible for ensuring that all persons associated with the activities of TI Cambodia are made aware of the policy and procedures regarding conflict of interest. In addition, this policy and procedures should be made available to the general membership through publication, such as on the website.

#### **4.9.1.5. Disclosure of Payments to TI Cambodia, Other National Chapter or TI International Board Members**

When TI Cambodia makes payments, excluding approved expenses and per diems, to a member of the International Board of TI, a member of the board of TI Cambodia, or a member of the board or a staff member of any other National Chapter, it should be declared in full in the annual Financial Statement and Annual Report of TI Cambodia. Such reporting should also outline the procurement/tender procedures conducted that led to such payment.

## **5. HOW CORRUPTION CAN BE DETECTED/SUSPECTED?**

### **5.1. Regular Expenditure Review**

Programme related expenses shall be closely reviewed by each Programme Responsible Persons. Operations related expenses shall be closely reviewed by the Operations Responsible Persons. The review which is on a daily, monthly, quarterly, yearly or surprise basis shall include, but not limited to, the following:

- Review of fixed cost expenses
- Review of advance/advance clearance
- Review the receipt of money
- Review of partner expenses/monitoring
- Review journal adjustment
- Review the monthly account (journal, ledger, income statement, balance sheet...)
- Review donors' financial report (budget vs. actual vs. activity)

#### **Tips for tracing the expense report when clearing the advance**

- The verifier/endorser shall trace the expense report with the attached supporting documents. He/she shall check if whether the invoice/receipt matches the expenses shown in the expense report, and whether those documents are correct by asking the following questions: are all the expenses properly accounted for on the report? Is the arithmetic on the expense report correct? The verifier shall compare the lodging and meal per diem schedule based on the policy, and check the advance monitoring report to determine whether the person who requested the advance has an outstanding one. If all of the receipts and relevant supporting documents are correct and satisfied, the documents can be further processed.

#### **Example of roles and responsibility when reviewing programme related expenses**

- Prepared by anyone in the programmes
- Reviewed by Programme Manager (budget holder)
- Certified by Finance Manager
- Approved by Director of Programmes/Executive Director





**Example of roles and responsibility when reviewing operations related expenses**

- Prepared by any staff in the operations
- Reviewed by HR & Administration Manager (budget holder)
- Certified by Finance Manager
- Approved by Director of Operations/Executive Director

**5.2. Internal Audit**

- Internal auditing is an independent function to examine and evaluate the effectiveness of economy and efficiency of the systems of internal controls established within the organisation
- Internal auditor plays independent role in detecting fraud/error
- Internal audit report needs to be sent to governing board, donor and other stakeholders, when needed
- Internal auditor is subject to be investigated by the Ethics Committee if s/he has any irregularity while fulfilling her/his work.

**5.3. External Audit**

- An external audit is an external independent examination of the financial statements prepared by the organisation
- External auditor plays independent role in detecting fraud/error/corruption
- External audit reports shall be sent to governing board, donor and other stakeholders (when required).

**5.4. Whistleblowing**

Whistleblowing is the disclosure of information about perceived wrongdoings in an organisation.

**5.4.1. Purpose of the Whistleblower Policy**

TI Cambodia, within its mandates, promotes integrity, transparency and fight against corruption. We are dedicated to raising awareness of the damaging consequences of corruption, and to advancing the values of integrity, accountability and transparency. With such a mission, we must be especially vigilant about risks of corruption inside the organisation. The TI Cambodia's Ethics Committee is therefore committed to hearing any concern in which TI Cambodia may have related to a serious risk to our values – in particular transparency and integrity – such as a suspicion of corruption during our programme implementation.

On the basis of this commitment, this policy is set up to outline the procedures for reporting, processing information, and how potentially conflicting rights and duties will be safeguarded.

**5.4.2. Scope of the Whistleblower Policy**

All individuals working under any form of contract or agreement with TI Cambodia, including full-time and part-time employees, interns, volunteers, contractors, advisors, consultants, and



other stakeholders can use this policy to raise concerns about any of the issues related to the above-mentioned forms of corruption.

#### **5.4.3. What and How to Report**

TI Cambodia needs to know about risks related to corruption, which can challenge its vision and values. If you have information on such a risk or believe that the risk may have occurred, has occurred, or could occur, you are encouraged to make a report to the Members of Ethics Committee. The report can be made either in verbal or written forms. The channel of reporting shall be disclosed to all stakeholders.

While it is understood that you may want to seek further information or consult with any colleague before making a report, please avoid unnecessarily sharing the identity of individual affected by your report, undertaking your own investigations, or collecting evidence before making a report.

In case a complaint is filed against any member of Ethics Committee, the person who is the subject of that complaint shall be excluded from the decision making process of the Ethics Committee. However, s/he will be included in the meeting and discussion to have an opportunity to respond to questions or provide clarification to the complaint.

You may also have an option to make a report to the local authority, usually only after available internal reporting channels have failed. Please make sure you have found good counselling before taking such a step.

#### **5.4.4. Ethics Committee**

The Ethics Committee comprises of TI Cambodia's Executive Director (chair), Director of Programmes, Director of Operations, one Board Member (appointed by chairperson of the Board) and one Staff Representative. One of the members shall be appointed to be a Secretary to the committee. The Committee may request any TI Cambodia staff to attend Committee meeting if needed. Please refer to the Annex 2 for the detailed Ethics Committee's Terms of Reference.

#### **5.4.5. Confidentiality, Anonymity**

Your report and the information contained in it, as well as your identity will be treated confidentially. The members of the Ethics Committee have the duty to treat the information sensitive, and protect your identity. Your identity will not be revealed without prior written permission or unless required to do so by law.

You have the possibility to report anonymously, i.e. without disclosing your personal data to anybody. Please be aware that investigations tend to be more difficult in this case because TI Cambodia may need your feedback, clarification or confirmation of the case.

#### **5.4.6. Whistleblower Protection**

When you report corruption case related risks, you are required to prove that your report is true and with adequate evidence. No action will be taken against you if you acted in good faith. If, after making a report, you find additional relevant information, you are also strongly encouraged to report it to TI Cambodia's Ethics Committee, regardless if this information





supports or modifies your original report. TI Cambodia fully protects you from any form of retaliation, disadvantage or discrimination at the workplace linked to or resulting from your report.

Any individual within the organisation who retaliates against someone who has reported a corruption risk under this policy, or who has cooperated in the investigation of a concern, is subject to discipline or termination of employment contract.

## **6. REPORTING TO DONORS**

TI Cambodia will make a report on the corruption case or suspicion to its donors if it is required and mentioned in the agreement. The identity of whistleblower will not be disclosed to donors.

## **7. INVESTIGATION**

Since corruption case investigation can be very sensitive and embarrassing to the concerned person, it is of utmost importance that investigation shall be conducted covertly and confidentially. In addition, the investigation shall be done carefully in an independent manner and free from undue interference. The person(s) who is assigned to investigate the case shall have broader knowledge of and well understanding of the common forms of corruption, and through which the investigator(s) would be able to know where to obtain appropriate evidence to prove the case. The investigator shall be given adequate investigative power.

The investigator shall, during the course of investigation, collect all appropriate evidence and compile written reports once the investigation is ended. The report shall then be submitted to TI Cambodia's Ethics Committee for further processing.

## **8. HOW TO DEAL WITH CORRUPTION CASES**

If the report shows that there is no clear and enough evidence on the case, the Ethics Committee will end the case and take no further action.

If there is clear and enough evidence, the Ethics Committee Members will meet with the concerned person to inform the case to him/her and ask him/her about the charged case. The concerned person can bring staff representative or any staff whom s/he trusts in along with her/him during the meeting with the Ethics Committee Members. During the meeting if it is confirmed that the concerned individual involved in the corruption case, s/he shall be immediately be dismissed by the Ethics Committee. In this case, the final settlement shall be made including final payment and clearance such as returning of organisation's property. If the case was involved with the loss of organisation's money or property, it is the discretion of the Ethics Committee whether to claim the lost amount or property from the concerned person.

If the case concerns a Board member, the Ethics Committee shall refer the case to the Board members along with evidence from the investigation. It is up to the Board members to accept the evidence or do further investigation before making a final decision.

TI Cambodia shall sue the concerned person to the court of Cambodia, if necessary.



## 9. TRAINING AND COMMUNICATION

The orientation/training on how to implement and adhere to this policy shall be done to all existing and staff, interns and volunteers, in order to avoid risks from corruption related activities. For new staffs, interns and volunteers, the orientation/training shall be conducted as soon as possible along with other policies' orientation/training.

TI Cambodia's zero-tolerance approach to corruption must also be communicated to all suppliers, contractors, agents and business and other partners at the outset of our relationship with them and as appropriate thereafter.

## 10. IMPLEMENTATION

As soon as this policy is finalised and approved and thorough orientating/training is made to board members, management, staff, interns and volunteers, they shall prioritise and take day-to-day responsibility for implementing this policy. On top of this, board members and the management of the organisation shall act as a role model of promoting integrity and fighting against corruption, both within the organisation and in the public.

## 11. MONITORING OF IMPLEMENTATION

The Ethics Committee members will monitor the implementation of this policy regularly, regarding its suitability, adequacy and effectiveness. They shall meet at least 2 times per year to measure the implementation progress. Internal control systems and procedures will be subject to regular review to ensure its effectiveness in countering corruption.

All Board members, management, staff, volunteers and interns are collectively and individually responsible for the success of this policy implementation and should ensure they use it to disclose any suspected wrongdoing. They are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Ethics Committee.

*This policy was developed by TI Cambodia's Management Team with proper consultation with its staff and was approved by the Board of Directors on 26 May 2018.*

*On behalf of the Management Team*



**Preap Kol**  
Executive Director

*On behalf of the Board of Directors*



**Rath Sophoan**  
Chairperson of the Board of Directors



**Guideline for Registration of Interests as Member of  
TI Cambodia's Board of Directors, Management, Staff and Intern/Volunteer**

TI Cambodia cannot expect of other higher standards of integrity than it applies to itself and to all individuals whose contribution to TI Cambodia is important. We understand that the full completion of a Register of Interest is a fundamental aspect of integrity. Moreover, the Register is a living document, as circumstances change and new situations rise, adjustments will be made to accommodate the ever-changing environment that we work in.

Completion of the Register of Interest is not a box-ticking exercise. Those completing the Register are expected to think about the factors depicting conflict of interest and to disclose it, even if they are under the impression that no actual conflict exists. On the other hand, there is no point in filling the Register with entries where the risk of conflict is non-existent or never likely to arise.

Those completing the Register are also reminded that TI Cambodia's Policy extends beyond the individual to include the interests of persons "with whom they have a close personal relationship". This means that if such a person could be seen in any capacity as having an interest, that may conflict with an interest of TI Cambodia, disclosure should be made.

A potential conflict of interest does not cease at the moment when an individual leaves an organisation. TI Cambodia has always recognised the dangers of the "revolving door". Thus the Register should include details of past associations where current circumstances have placed that past association into a potentially conflicting light.

1. Each Member of TI Cambodia's Board of Directors, Management, staff and intern/volunteer shall declare in this Register any and all interests that could potentially lead to, or could conceivably be perceived as, a conflict of interest. Such interests shall include, but not be limited to:
  - a. Any current or past remunerated affiliation (employment or directorship) with a public or private company or other organisation, including longer-term or frequent relationships but excluding one-off short-term consultancies,
  - b. Any current or past non-remunerated affiliation with any public or private company or other organisation,
  - c. Significant (>10%) ownership or controlling position in any company or other organisation,
  - d. Any entity in which the member have more than 5% of their total assets (company shares, public/private bonds or other kind of debts, investment-funds shares, etc.),
  - e. Any pension,
  - f. Any current or past public office or public employment,
  - g. Interests of persons with whom the Member has a close personal relationship, according to Section 1 or TI Cambodia's Conflict of Interests Policy.
2. As set forth in Section 4.9.1.2 (c) of the Conflict of Interest Policy, this Register is open to the public for Members of Board of Directors.
3. The filing in this Register shall be made within three weeks of taking up the position of a Member of the Board of Directors, Management of TI Cambodia, and shall be updated in a timely fashion as changes occur and at least once a year.
4. In case of a doubt, a Member may request advice from TI Cambodia's Ethics Committee as to whether an interest that is subject to registration exists.



ANNEX 1 - Guideline for Registration of Interests

Name	
Date on which initial statement lodged	
Remunerated affiliation (Current and, where relevant, past)	
Non-remunerated affiliation (Current and, where relevant, past)	
Significant (>10%) ownership or controlling position in any company	
Any entity in which the person has more than 5% of his/her total assets	
Public Office or public employment (Current and, where relevant, past)	
Interests of close personal relationships (where applicable). See Conflict of Interests Policy, section 5.9.1.1	
Other	

Date: ..... Signature (member) .....





**TI Cambodia's Ethics and Compliance Committee  
Terms of Reference**

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The Ethics Committee is set up in order to create conditions to help employee and other involved stakeholders to embrace the principles of the Code of Conduct and making sure its principles are applied by everyone in their day-to-day work. It is also responsible for examining whether the ethical risk have been effectively identified, assessed, managed and reported, with a view to ensuring that they do not engage in bribery, corruption or unethical behavior.

The Committee shall review and assess the adequacy of these Terms of Reference every two years or more frequently if necessary.

**1. Composition of ethics committee**

Ethics Committee comprises of Chairperson or an appointed member of the Board of Directors (chair), TI Cambodia Executive Director, Senior Management Team and one staff representative. One of the members shall be appointed to be a secretary to the committee. The Committee may request any TI Cambodia staff or any external expert to attend Committee meeting if needed.

**2. Quorum**

The Ethics committee's meeting can be preceded with a minimum quorum of 50% +1. The decision can be made with the voice of at least 50% + 1 from the participating members.

**3. Frequency of meetings**

Meetings will be held normally two times a year unless an emerging issue arrives which require adhoc meetings. All the meetings shall be invited for and chaired by the chairperson of the Board of Directors or her/his appointed. Minutes of the Committee meetings shall be taken and filed after approval by the Committee Members. A copy will be sent to the members of the Committee.

**4. Responsibilities of the committee**

The main roles and responsibilities of the committee members are as follows:

- Advising and assisting in development and implementation of policies and procedures aimed at enhancing integrity and ethical behavior and preventing corruption throughout TI Cambodia's day to day operations and monitoring compliance;

- Providing orientation on those policies and procedures to all staff and involved stake holders;
- Dealing with the ethical issue including disciplinary and/or remedial action.
- Advising and making recommendations concerning the prevention/mitigation of the corruption and ethical risks, and other preventive measures to be taken, where necessary,
- Making the report on ethical risks to the Board of Directors (if any), and to the donors (if required).
- Updating the Board of Directors on the compliance of organisation's policies on a regular basis;
- Appointing a member to be a secretary of the committee.
- Ensuring that organisation's existing policies/procedures shall be reviewed and approved as mentioned in each policies;

## **5. Confidentiality**

All information made available to and used by the Committee Members shall be handled with due regard to its confidential nature and to the need to protect the interests and privacy of the individuals under investigation.