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**GOVERNANCE GUIDELINES FOR TRANSPARENCY INTERNATIONAL
CANADA BOARD OF DIRECTORS**

Definition of Governance:

Transparent and accountable stewardship of all resources of an organization for its development

Elements of Governance for Transparency International Canada (TI-Canada):

1. Code Of Ethics:

Code of Ethics

TI-Canada, and its Officers and board of directors, will conduct its affairs in accordance with the following vision, values and guiding principles:

Vision

A world in which government, politics, business, civil society and the daily lives of people are free from corruption.

Values

- Transparency
- Accountability
- Solidarity
- Courage
- Justice
- Democracy
- Integrity

Guiding Principles

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

1. As coalition builders, we will work co-operatively 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, cooperative and accountable in our relationships with everyone we work with and with each other.
3. We will be democratic, politically non partisan and non sectarian in our work.

4. We will condemn bribery and corruption vigorously and courageously wherever it has been reliably identified although TI-Canada does not seek to expose individual cases of corruption.
5. The positions we take will be based on sound, objective and professional analysis and high standards of research.
6. We will only accept funding that does not compromise our ability to address issues freely, thoroughly and objectively.
7. We will provide accurate and timely reports of our activities to our stakeholders.
8. We will respect and encourage respect for fundamental rights and freedoms.
9. We are committed to building, working with and working through national chapters world wide.
10. We will strive for balanced and diverse representation on our governing bodies.
11. As one global movement, we stand in solidarity with each other and we will not act in ways that may adversely affect other Chapters or the TI Movement as a whole.

2. Conflict of Interest:

Background

Conflicts of interest may arise from time to time in the course of a board or executive member's activities and decisions as a TI-Canada director or member of the executive, namely:

- pecuniary or financial interests;
- interests that impede a board or executive member in his or her duty to act in the best interests of the organization

Pecuniary or Financial Interest

A board or executive member is said to have a pecuniary interest in a decision when the board or executive member (or his or her employers, associates or relatives) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, engagement for the provision of goods or services or other special considerations. In such cases, the declaration of any pecuniary interest held by a board or executive member (or by his or her parents, siblings, spouse and common law partner) is essential.

Board Member's Duty to TI-Canada

The TI-Canada board is deliberately comprised of people with a variety of academic, business, professional, governmental, civil society and other experience and perspectives. The intent in this design is to gain from a broad base of experience in making decisions on behalf of TI-Canada.

The broad-based and diverse selection of board members is not, however, intended to create limited constituencies represented by individual board members. Each board member has the same responsibility to support overall the goals and objectives of TI as a whole and specifically those of TI-Canada as determined by its board.

Participation or influence in board or management decisions that selectively and disproportionately benefit particular organizations, companies or professional or academic groups is a violation of a board member's entrusted responsibility to act in a fair and objective manner in the best interests of TI-Canada.

Principle

Members of the board and executive of TI-Canada are expected to act, and be perceived to act, with integrity in all matters relating to TI-Canada. Members of the board and the executive use their skills and experience to represent the goals and objectives of TI and TI-Canada and to act and make decisions that are in their collective best interest. Members of the board should not act in any way that selectively or disproportionately benefits particular agencies, companies, organizations or professional or academic groups.

Definition

A conflict of interest is a perceived or real impediment to a board or executive member's duty to support the organization's collective goals and objectives, due to the board or executive member's affiliations, obligations, or other formal associations and relationships outside the organization

Chair's Responsibilities

The chair of the TI-Canada board is responsible for ensuring that all persons nominated and/or elected to the board or the executive are made aware of the policies and procedures regarding conflict of interest. In addition these policies and procedures should be made available to the general membership of TI-Canada through publication, for example, in a newsletter.

Board and Executive Member Responsibilities

Members of the board and the executive are required to recognize that the possibility of conflict of interest exists and are expected to declare conflicts of interest in accordance with the following policy.

Conflict of Interest Policy for Members of the TI-Canada Board and Executive

- 1) For the purposes of this policy, “associates” include the parents, siblings, spouse or common-law partner of the board or executive member as well as any organization, agency, company, professional or academic group or individual (such as a business partner or fellow employee) with a formal relationship to the board member.
- 2) Every board or executive member who, either directly or through one of his or her associates, has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, transaction, or decision of TI-Canada should promptly, and prior to proceeding with any such contract, transaction or decision, disclose the nature and extent of the interest at a meeting of the board.
- 3) If the board or executive member (or his or her associates) becomes interested in a contract, transaction or decision after the board meeting at which it is first raised, the board member should make a declaration at the next board meeting following the board member’s perception or apprehension of a conflict.
- 4) In the case of an existing contract, transaction or decision, the declaration should be made at the first meeting of the board after the member becomes a director or a member of the executive or the interest comes into being.
- 5) After making such a declaration, no interested board member should vote or be present at the vote, or otherwise attempt to influence the voting on such contract, transaction or decision, nor should the member be counted in any required quorum with respect to the vote.
- 6) If a board or executive member has made a declaration of interest in compliance with this policy, the board member is not accountable to TI-Canada for any profit he or she or his or her associates may realize from the contract, transaction or decision.
- 7) If the board or executive member fails to make a declaration of his or her interest in a contract, transaction or decision as required by this policy this may be considered grounds for forfeiture of board or executive membership.

- 8) If a board or executive member believes that any other board or executive member is in a conflict of interest position with respect to any contract, transaction or decision, the board or executive member should raise the matter and have the concern recorded in the minutes. Thereafter at the request of the board member who recorded the concern, the board should vote on whether the board member alleged to have an interest is or was in conflict. The question of whether or not a board or executive member has a conflict of interest shall be determined by a simple majority of the board.
- 9) Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the board.

3. Rules of Order:

The rules of order to be used are the Roberts Rules of Order.

4. Role of Board:

The directors of TI-Canada may administer the affairs of TI-Canada in all things and make any kind of contract which TI-Canada may lawfully enter into. It may exercise all such other powers and do all such other acts and things as TI-Canada is by its charter or otherwise authorized to exercise and do.

The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of TI-Canada as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of TI-Canada when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

5. Election/Reelection of Directors

Election of Directors:

The Nominating Committee will:

- a) Determine ideal board composition
 - geography, skills, international experience, contacts, and diversity
 - balance of TI-Canada Board membership among business, professionals, government, academics and NGO's
 - ability to fund raise, or have contacts from which funds can be raised
 - interest in involvement with TI-Canada activities
- b) Set up process for getting recommendations, preferably from entire Board (do this "off line", not at Board meetings).
- c) Establish priorities and availability, and look for names that fit the bill and discuss.
- d) Arrive at list of potential candidates.
- e) Do some biographical research.

- f) Arrive at list of people Committee is prepared to recommend to the Board, pending interviews.
- g) Assemble biographical material and reasons for selection.
- h) Present the Board with names and background, and request authorization to interview the candidates with regard to potential interest in becoming a Director of the Board.
- i) Conduct reference checks if appropriate.
- j) Interview candidates. Interviewers should normally be at least one from the Nominations Committee and another Director. If a candidate is well known to a Director, consider the plusses and minuses of having him or her at the interview. Usually no more than two or at most three TI-Canada interviewers. Good idea to do over lunch. The key thing to avoid is to imply to a candidate that you are offering a directorship and then have the Board say no.
- k) Conduct further reference checks if appropriate.
- l) Report back to Board after interviews and make appropriate recommendations regarding Board appointments. Proceed accordingly.

Reelection of Directors:

The Nominating Committee has the option to recommend to the Board those directors eligible for reelection.

6. Appointment of Officers:

The Nominating Committee shall, on a yearly basis and following the Annual General Meeting, recommend to the Board, for election, the officers of the organization for the following year.

7. Number of Directors:

As per the By-law A, the Board can, between annual meetings, increase the number of Board Members, for a term expiring not later than the close of the next Annual General Meeting.

8. Election and Term:

Directors shall be elected for a maximum term of three (3) years from the date of the meeting at which they are elected until the third annual meeting next following or until their successors are elected or until their earlier resignation or removal, provided that the term of the directors elected at the first annual meeting and at any subsequent annual meeting shall be such combination of one, two and three year terms as determined by the board of directors in advance of such annual meeting. Such determination of terms of office shall take into account the limitation on the number of years that a director may serve on the board and otherwise will provide as closely as possible for the term of one third of the board of directors to expire at the time of each annual meeting. Nominations proposed to be made at any annual meeting of members for the election of directors must be in writing and must be filed with the secretary of the corporation at least four (4) days prior to the scheduled date for such meeting. A director who has served six (6) years on

the board of directors must retire for one year before being eligible for election or appointment as a director for a further term. In no event shall a director serve, or be eligible for election or appointment to serve, as a director on the board for more than nine (9) years in total. In calculating the number of years that a director has served on the board a part year of six (6) months or less in the overall calculation shall not be included and a part year of more than six (6) months in the overall calculation shall be considered to be a full year.

9. Duties and Responsibilities of Directors:

Each Director is responsible for:

- Being a member of TI-Canada, either through individual or corporate affiliation
- Signing off on the conflict of interest statement
- Signing off on the Code of Ethics

The Board is responsible for approving strategy and exercising due diligence.

Applicants for individual and student membership will be asked to commit their support for TI-Canada's vision, mission and goals, when submitting their applications. This will be a one stop shop, on line. Applicants will fill out the form, click a box that says by submitting the application and paying the fee, they commit to TI-Canada's vision, mission and goals. TI-Canada will reserve the right to review applications but will only do so if the Senior Advisor or any Board Member brings a real problem to the attention of the Board.

Board approval is required, before TI-Canada mailing list (not Membership List, which is not given out) is given to other organizations.

Duty to Inform:

Transparency in communication among Board Members is important. In particular, it is important for Board Members to inform the Chair, directly, or through the Senior Advisor, as soon as practicable, concerning their activities that relate significantly to TI-Canada's mandate.

10. Voting:

Each director is authorized to exercise one vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

11. Relationship to Transparency International Secretariat

One Director shall be nominated by the Board, on a yearly basis, to be TI-Canada's Official Chapter Representative at the Annual General Meeting of Transparency International.

12. Committee Structure:

The board of directors may appoint committees (see Appendix 1 for Active Committees) as the board shall see fit and may by resolution appoint and remove the members of such committees.

Further, committee meetings will be announced to the Board in advance so that any Board member can attend, if interested. Reports on committee meetings will be given to the full Board at the subsequent meeting of the Board.

Guidelines for Committee Chairs and Membership:

- Minimum of 4 and maximum of 6 Board Members per committee
- Board Members should serve on a minimum of one committee The TI-Canada Chair and President is an ex-officio member of all committees
- Board Members will, where possible, be chairs of committees; if a non Board Member chairs a committee, that individual will make a report by teleconference, or in written form, at each Board Meeting ; and a Board Member may chair only one committee, at a time
- Non Board Members may be invited to serve on committees, with the exception of the Nominating Committee, which will be made up only of members of the Board
- The Nominating Committee has the authority to make exceptions to these guidelines on a case-by-base basis

13. Circulation of Minutes:

Every effort will be taken to distribute the minutes to the full Board four weeks following a Board meeting.

14. Officers and Their Functions:

Chair of the Board:

The Chair of the board of directors shall preside at all meetings of members and of the board of directors. The Chair shall be the chief executive officer of TI-Canada and shall have the general and active management of the affairs of TI-Canada. The Chair shall see that all orders and resolutions of the board of directors are carried into effect. The Chair provides general direction to the Senior Advisor (see Appendix 2).

Vice Chair:

The Vice Chair of the board of directors shall in the absence or disability of the Chair exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned by the board of directors.

Treasurer:

The Treasurer shall have the custody of the funds and securities of TI-Canada and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of TI-Canada in the books belonging to TI-Canada and shall deposit all monies, securities and other valuable effects in the name and to the credit of TI-Canada. The Treasurer shall disburse the funds of TI-Canada as may be directed by proper authority and shall render to the Chair and directors financial statements as agreed to at each Board meeting and annually in accordance with generally accepted accounting principles.

Secretary:

The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give and cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be assigned by the board of directors or the Chair.

15. Financial Practices:**Expenditures and Salaries:**

The directors shall have power to authorize expenditures on behalf of TI-Canada from time to time and may delegate by resolution to an officer or officers of TI-Canada the right to employ and pay salaries to employees.

Travel Expense Reimbursement Policy:

(See Appendix 2.)

Fund Raising:

The board of directors shall take such steps as they may deem requisite to enable TI-Canada to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of TI-Canada. (See Donations Policy, Appendix 4.)

Auditors:

The members shall, at each annual meeting, appoint an auditor to audit the accounts of TI-Canada for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

Books and Records:

The directors shall see that all necessary books and records of TI-Canada required by the by-laws of TI-Canada or by any applicable statute or law are regularly and properly kept. The Secretary shall keep and maintain a record of the names and addresses of all members of TI-Canada.

Signing Authorities:

All cheques must have two signatures, of the signing authorities. No signing officer may sign a cheque to himself or herself or to an entity in which he or she has a material financial interest.

Investment of Funds:

The Treasurer is authorized to invest surplus funds in GICs or their equivalent.

Solvency:

The Treasurer shall consult with the Chair and Vice-Chair in order to determine appropriate action, including, if necessary, reductions in expenditures that would otherwise have been incurred, when the bank and other liquid funds fall to a critical balance, as defined below. The critical balance is \$10,000, consisting of bank and other liquid funds on hand, plus incoming funds in transit and other absolutely committed funds to be received in the next 30 days, minus committed expenditures that will be incurred in the next 30 days.

16. In camera sessions

If required, to each agenda of the Nominating Committee and the Board should be added the item, "*In camera session.*" If necessary, issues related to any of the Directors or the Senior Advisor can be discussed at this time, and the individual concerned will be asked to leave the room.

APPENDIX 1

ACTIVE COMMITTEES/DISCUSSION GROUPS

N.B. The Chair and President is an ex officio member of all committees.

Education and Research Committee

Extractive Industries Committee

Fundraising Committee

Legal Committee

Nominating Committee:

It is important to keep balance on the Committee amongst business, professional, academic and NGO members. The Committee is to be composed of a limited number of Board Members, plus the TI-Canada Chair.

Strategic Communications and Marketing Committee

TI-Canada Calgary Discussion Group

TI-Canada Montreal Discussion Group

TI-Canada Ottawa Discussion Group

TI-Canada Vancouver Discussion Group

APPENDIX 2

TRAVEL EXPENSE REIMBURSEMENT POLICY

General Policy

1. The purpose of travel is to effectively advance the on-going responsibilities of TI-Canada.
2. Persons travelling to TI events should only claim expenses from TI-Canada when they would otherwise have to pay personally. They should make reasonable efforts to obtain other sources of funding. **The basic principle behind the policy is fairness to the person travelling and complete honesty and fairness by the claimant in terms of amounts claimed.**
3. Travel expenses include registration fees, accommodation and meals, as well as actual travel costs.
4. All reimbursements are subject to funds being available, which shall be determined by the Treasurer and, if necessary, the Board at the time the request is made.
5. Travel will be funded by TI-Canada when that person's attendance is seen to be a net benefit to TI-Canada, which includes attendance by Directors at the annual AGM and or the annual Retreat. While most other travel may be undertaken by the Chair, Vice Chair and Senior Advisor, we may wish to demonstrate a strong TI-Canada commitment to the subject matter of a meeting, in which other Directors may have particular expertise, or a Director may be in a position to network with others, which would be of benefit to TI-Canada, etc. In general, it is beneficial to TI-Canada for its Directors to be in personal contact with TI Secretariat personnel and other TI people around the world.
6. Any of the following guidelines may be waived by the Chair in special and unusual circumstances, in consultation with the Vice Chair and others as deemed appropriate.

Travel Reimbursement Guidelines

1. Requests for reimbursement over \$500 should be made in advance to the Chair (normally through the Senior Advisor), who may consult with the Executive Officers and others as he or she sees fit. In the case of the Chair, the request should be made to the Treasurer. Requests should include the benefits that TI-Canada and the individual will obtain from the travel. Alternatively, the Chair may request the attendance of another Director.
2. The amount reimbursed includes the following:
 - In all cases, only amounts actually paid (or portion thereof when applicable), except for car mileage at Canada Customs and Revenue Agency rate.
 - The cheapest available air (or rail) fare on a reputable airline on an advance purchase basis at the time the decision to reimburse is made. Trip cancellation insurance should be obtained and will be reimbursed. If cancellation is for non-medical reasons, TI-Canada will not reimburse cancellation fees unless there are strong mitigating circumstances. When substantial savings can be obtained on an air fare by staying at the destination for one or two additional nights, such savings should be taken advantage of whenever practicable.

- Ground transportation between home and local airport and at destination. Public transportation should be used whenever significant savings would result, and such transportation is available and convenient. Judgment should be used to determine the most economical and reasonably convenient option (e.g. if two or three are travelling together, taxi may be the cheapest form of transport).
 - Car rental, when necessary, but not including collision damage waiver unless it is mandatory.
 - Accommodation at comfortable and safe hotels within a reasonable distance of the event attended. TI-Canada will not reimburse for luxury hotel accommodation unless it is the only safe accommodation available or when there are compelling reasons to stay at an "official" conference hotel. For guidance only, hotels in large cities should normally be equivalent to Holiday Inns or Quality Inns in Canadian cities, rather than, for example, Four Seasons or Westin.
 - Actual expenditure on meals and other incidentals. Meals should be reasonable in price in quality restaurants based on local conditions and may include a reasonable amount for alcoholic beverages. Appropriate long distance and international telephone calls (including calls from the USA) should be made whenever possible using a credit card and/or Canada Direct to avoid enormous mark-ups that most hotels add on to such calls
 - Actual expenditures of a reasonable amount on entertaining others when such entertainment is judged to be in the best interests of TI-Canada.
 - Detailed expense reports, with supporting receipts for amounts over \$10 should be submitted for all significant expenses claimed.
3. Persons travelling on TI-Canada funded trips are entitled to keep for their own benefit any air or other reward miles earned.
 4. Persons travelling on TI-Canada business (including persons who are not funded by TI-Canada) are responsible for obtaining their own health, lost baggage, accident and life insurance and TI-Canada is not liable for any loss, injury or death that may occur to such persons, or accompanying persons. On request, TI-Canada will consider reimbursing additional insurance premiums payable solely as a result of undertaking the travel concerned.

Amendment to Travel Policy

It was **agreed** that travel for overnight flights of TI-Canada representatives could be upgraded to World Class Traveler, on a case-by-case basis.

APPENDIX 3
BOARD STANDING DECISIONS

INFORMATION TO TI-CANADA MEMBERS PRIOR TO AGM

Good governance requires that the members be given - at least annually - the following:

1. Reports on the organization's business activities,
2. Reports on the organization's financial activities,
3. An invitation to attend and participate at an AGM, and
4. At that AGM, the opportunity:
 - (A) to discuss with / question / challenge the directors on matters arising out of items 1 and 2, and
 - (B) to elect persons to be the directors for the next period.
5. Draft AGM Agenda

The Nominating Committee has agreed that:

- A. As soon as the prior year's accounts have been cleared with the Auditors, the Board will meet to approve those accounts.
- B. At the same meeting as in A, the Chair, Vice Chair (if any) and Senior Advisor will present to the Board their reports, in draft, on the prior year's activities. The Board will provide its comments, if any, on the drafts.
- C. At the same meeting, the Board decides on the nominees it will recommend to the members for election as directors.
- D. The audited/approved accounts, the Chair's, Vice Chair's (if any) and Senior Advisor's reports, Minutes of the prior AGM and the names of nominees are sent to the members, along with a proxy form. (The AGM notice will have been sent earlier.)

APPENDIX 4

DONATIONS POLICY

INTRODUCTION

Donations and other income enable TI-Canada to build awareness and develop resources to assist organizations and individuals to fight corruption. TI-Canada needs to secure the funding necessary to undertake its vital work. Secure and diverse funding enables TI-Canada to maintain its independence, protect its reputation and operate effectively.

BACKGROUND

Historically, TI-Canada has been funded from diverse sources, such as: Foundations, the private sector, individuals, membership fees, events and other activities. Relying on many sources of income helps TI-Canada to maintain its independence. Funding may be unrestricted or tied to specific projects.

TI-Canada must not risk jeopardizing its reputation for honesty, openness and integrity. Its reputation could be compromised if it received funding from sources that were perceived to be pursuing activities inconsistent with TI-Canada's mission to be an informed voice that promotes anti-corruption practices and transparency in Canada's governments, businesses and society at large.

POLICY

It is TI-Canada's policy to accept funding from any donor and whether monetary or in-kind, provided that acceptance does not:

- Impair TI-Canada's independence to pursue its mission;
- Endanger its integrity and reputation.

SCOPE

This Policy applies to all fundraising for TI-Canada, regardless of types of donor or amounts involved, unless otherwise stated in this document. It is to be applied to all new funding from existing donors and to all new donors in the future. It does not apply to income raised from the sale of publications or from fees for participation in conferences, events and other activities. Appropriate care to protect the reputation of TI-Canada should always be taken.

GUIDELINES

Funding to enable TI-Canada to carry out its work will be sought from a wide range of sources. Care will be taken to ensure that project-related funding does not result in undue

influence over TI-Canada's programme work. Subject to maintaining TI-Canada's independence and reputation, TI-Canada may accept funding from all kinds of sources.

TI-Canada will list on its website and in its Annual Report the names of all donors who have donated over \$1,000 within the last fiscal year. If there is a significant risk that receiving funds from a particular source would impair TI-Canada's independence or if there is a significant risk to TI-Canada's reputation from public association with the donor, then funding from that source will not be accepted by TI-Canada. If a donor asks that their donation over \$1000 be recorded as "Anonymous," TI-Canada will conduct a due diligence assessment to ensure that the donor is a legitimate company or individual that does not have a reputation for corruption. If the due diligence assessment reveals no evidence of a reputation for corruption, then the donation can be accepted and recorded as "Anonymous."

Any donation to TI-Canada must be able to stand up to public scrutiny. TI-Canada's independence requires that a donor may be subject to the same criticism by TI-Canada as any other organization or individual in a comparable situation.

TI-Canada can receive funding from corporations and donors from the private sector. This does not imply any endorsement of a donating company's policies or record. It is advisable that a potential donating company has made a public commitment to ethical standards (such as the UN Global Compact, the TI Business Principles for Countering Bribery, etc.). TI-Canada works with companies on the understanding that they are working towards a business environment in which bribery is not accepted.

PROCEDURE

It is the responsibility of the Senior Advisor and Board of Directors of TI-Canada to ensure that TI-Canada's independence and reputation are not jeopardized. The procedure below describes the steps which should be followed when the Senior Advisor or Board Member believes that TI-Canada has accepted, or is considering accepting, funding from a source:

1. If the Senior Advisor or any Board Member of TI-Canada is concerned that there is a threat to TI-Canada's independence or reputation from donations already received, or about to be accepted, the person(s) should draw this to the attention of the Senior Advisor or the Chair of TI-Canada;
2. If necessary, the Senior Advisor or the Chair of TI-Canada will consult with the Fundraising Committee of TI-Canada and seek their advice on whether to accept funding from a specific donor;
3. If TI-Canada proposes to accept an amount greater than 20% of its overall budget from any private company in a year, this should be brought to the attention of the TI-Canada Fundraising Committee for their advice;
4. All communications with the TI-Canada Fundraising Committee should be made through a TI-Canada Board Member or the Senior Advisor.

APPENDIX 5

PRIVACY POLICY

Transparency International Canada (TI-Canada) is committed to protecting the privacy of the personal information of its members, donors, supporters and participants in its organizational activities.

In carrying out its programs and activities TI-Canada collects, uses and discloses personal information. Anyone from whom such personal information is collected may reasonably expect it will be carefully protected and any use of the information will be with consent.

Defining Personal Information

Canada's *Personal Information Protection and Electronic Documents Act* (PIPEDA) defines personal information as "information about an identifiable individual." However, personal information "does not include the name, title or business address or telephone number of an employee of an organization."

TI-Canada collects the following personal information from members, donors, supporters and participants in TI-Canada activities:

- Name
- Title
- Organization
- Address
- Telephone number
- Fax number
- E-mail address
- For members: a declaration regarding whether there is any aspect of one's activities that might reflect negatively on TI-Canada.
- For members: A declaration that the member has reviewed TI-Canada's Vision, Mission and Goals.
- Some financial information relating to donations

This information is primarily collected through application forms for membership and registration forms for TI-Canada activities and events.

TI-Canada uses software, including cookies, to track usage of its website.

1) Accountability

TI-Canada has designated a Privacy Officer whose role is to ensure compliance with this policy and with the privacy principles set out in the relevant law. Please refer to the contact information at the end of this policy to contact the Privacy Officer.

2) Identifying Purposes

TI-Canada identifies the purposes for which information is collected at or prior to the information being collected. Examples of the purposes for which TI-Canada collects personal information include:

- To provide services;
- For membership, donations and membership renewals;
- To issue donation receipts;
- To communicate with members, donors and supporters with respect to TI-Canada's activities and programs.

TI-Canada only collects information that is necessary for the purposes that have been identified.

If personal information that has been collected will be used for a purpose not previously identified, the consent of the individual is required before the information may be used for that new purpose.

3) Consent

TI-Canada obtains consent in order to collect, use or disclose personal information.

This principle requires informed consent. TI-Canada makes reasonable efforts to ensure that an individual is advised of the purposes for which the information will be used. The purposes are stated in such a manner that the individual can reasonably understand how the information will be used or disclosed.

Form of Consent

Consent may be either express or implied. Express consent is required where the information collected is likely to be sensitive. Implied consent is appropriate where the information is less sensitive.

An individual may withdraw consent at any time, subject to any applicable legal or contractual restrictions and reasonable notice. TI-Canada will inform the individual of any implications of such a withdrawal.

4) Limiting Collection

TI-Canada limits the collection of personal information to that which is necessary for the purposes identified by TI-Canada. TI-Canada shall only collect information by fair and lawful means and shall not collect personal information indiscriminately.

5) Limiting Use, Disclosure, and Retention

Personal information will not be used or disclosed for purposes other than those for which it was collected, except with the consent of the individual or as required by law. Personal information shall be retained only as long as necessary for the fulfillment of those purposes.

If TI-Canada uses personal information for a new purpose it will document the purpose.

TI-Canada will retain personal information only for the time required to achieve the purposes for which the information was collected.

Personal information that is no longer required to fulfil the identified purposes will be destroyed, erased or made anonymous.

TI-Canada will implement procedures to govern the destruction of personal information.

6) Accuracy

Personal information will be as accurate, complete, and up-to-date as is necessary for the purposes for which it is to be used. Members, donors, supporters and event participants are encouraged to review, correct and update personal information by contacting TI-Canada.

7) Safeguards

TI-Canada protects personal information with security safeguards appropriate to the sensitivity of the information.

The security safeguards are aimed at protecting personal information against loss or theft, as well as unauthorized access, disclosure, copying, use or modification.

TI-Canada makes its members aware of the importance of maintaining the confidentiality of personal information.

8) Openness

TI-Canada endeavors to be transparent about how it manages personal information and privacy issues. Queries or requests for more information regarding TI-Canada's policies and practices relating to the management of personal information may be sent to the Privacy Officer.

9) Individual Access

Upon written request and verification of identity, TI-Canada will inform an individual of the existence, use and disclosure of his or her personal information and shall give that individual access to that personal information.

TI-Canada will respond to an individual's requests within a reasonable time.

10) Challenging Compliance

Individuals may bring any concerns with this policy or its implementation to the Privacy Officer. TI-Canada will investigate the inquiry and respond to any concerns regarding the handling of personal information.

Further information about privacy rights is available from the Privacy Commissioner of Canada at www.privcom.gc.ca.

Please direct any questions or concerns regarding personal information or privacy to the Privacy Officer at:

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