

Code of Conduct Committee

Terms of Reference (ToR)

Background

The Code of Conduct Committee (CCC) was established by the 2014 AGM of the Council for International Development (CID), in conjunction with the adoption of a Code of Conduct for members and intending members of CID as part of the changes to the CID Constitution.

Organisational status

The CCC is a Standing Committee of CID as defined in the CID Constitution. CID provides administrative support for the CCC.

Aim

The aim of the CCC is to provide assurance to CID members and partners that the Code of Conduct is being implemented effectively, to consider matters of Code compliance and to ensure that complaints in relation to the Code of Conduct are examined promptly and fairly.

Objectives

1. To consider compliance issues and agree upon and implement the assessment, monitoring and review of compliance in relation to the Code of Conduct. (See Annual Workplan).
2. To examine complaints (i.e. alleged breaches of the Code) that are received, mediate an outcome where relevant and make recommendations to the CID Board on an appropriate course of action. After initial assessment complaints may be referred to an independent body for further consideration and recommendation.
3. To develop and adopt relevant policies regarding the implementation of the Code of Conduct. Information on adopted policies will be made available to all members and will be available on the CID website.
4. To report on overall compliance to the AGM and support CID's efforts to promote Code compliance to the wider public.

For greater detail on CCC's objectives refer to the Annual Work Plan.

Membership

The CCC shall comprise of the following:

1. *Independent chairperson* – recommended by the CID Director for decision and confirmation by the CID Board, for a renewable term of three (3) years. May be reappointed for one further term of two (2) years. Ideally the Chairperson will have an international development background.
2. *Member representatives* (3) – current staff or board members of CID member organisations, or their ex-staff and ex-board members who have ended their position with their organisation within the past 12 months, are eligible for nomination by member organisations. Once elected, their role is to represent the CID membership at large, not their nominating organisation. Member representatives are elected for a period of two (2) years and may be re-elected after that time for a second 2-year term. Ex-staff and Ex-board members are only eligible to serve for one 2-year term. Sitting member representatives who leave a member organisation during their term can complete their term on the CCC with the approval of the CID Board. One member will be elected Deputy Chairperson by the CCC for a term of two (2) years and can be re-elected for up to one further term of two (2) years as Deputy.
3. *Special expert* – recommended by the CID Director for decision and confirmation by the CID Board, for a renewable term of three (3) years. May be reappointed for one further term of two (2) years. Consideration

will be given to skill gaps on the CCC and the expert will not necessarily be a person with an international development background.

Membership (by individuals) of the CCC shall be terminated before the end of the normal term:

1. Following a serious breach of the Code of Conduct or an unresolved conflict of interest issue or action(s) that undermine the integrity and standing of the CCC as determined by a full meeting of the CCC.
2. A member may choose to resign. The CID Board will endeavour to fill the vacancy as soon as is practical by electronic voting, or election at the AGM for a member representative, or on the recommendation of the CID Director for vacancies relating to the independent chairperson or special expert.

Member representatives:

1. From the completion of the 2018 AGM, member organisations that nominate people for the CCC as member representatives must be signatories to the Code of Conduct. The AGM will acknowledge the full membership of the CCC (the independent chair and special expert are appointed based on confirmation by the CID Board) and details will be available on the CID website.
2. Members' nominees will be nominated and seconded by members and elected by the CID membership at the AGM – term is two (2) years and can be renewed once through re-election.
3. Consideration will be given to ensuring the Committee has representation that covers all three areas of accountability (programming principles, public engagement and organisation).
4. Members should also endeavour to ensure the CCC provides diverse representation, including gender, organisation size, skills and geography.
5. Member representatives may be fully elected CID Board members, but not the Chair of the CID Board.
6. The member representatives must be from different organisations. Should a situation arise whereby two are working for the same organisation, one must stand down.
7. The Chairperson will attend CID Board meetings where possible and if not, support the CCC secretariat to present a report to the Board on the activities of the CCC.
8. The Chairperson or nominee will report on the activities of the CCC at each CID AGM.
9. The Chairperson will cooperate with the CID Secretariat to construct the agenda for meetings.
10. CCC members do not represent their organisation as such; however potential conflict of interest issues will be managed in an open transparent manner according to procedures established by the CCC.

Operating Principles

CCC Secretariat:

1. The CCC Secretariat will comprise the Code of Conduct Coordinator who will be employed by CID and will be accountable to the CID Director.
2. The Secretariat will provide administrative and operational support to the CCC.
3. The Secretariat (via the Code of Conduct Coordinator) will prepare and present a report on the activities of the CCC to each CID Board meeting, when the Chairperson is unable to attend.
4. The Secretariat will work in consultation with the CCC Chair to represent the CCC at external meetings and will brief the CID Director and CCC as relevant.

Meetings:

1. The CCC should meet a minimum of three (3) times per financial year and meetings will normally take place in Wellington. However, meetings may be held in Auckland and Christchurch based on business needs and cost considerations.
2. Supplementary meetings may be conducted by teleconference as necessary. Working Groups may be established and will meet separately according to the needs based on their terms of reference.

Working Groups of CCC:

1. CCC may set up Working Groups to formulate or review policy and procedures.

2. A Working Group may be standing or have a finite life, and will have a (brief) Terms of Reference that are prepared by the Secretariat.
3. All Working Groups report back to the full CCC and, as necessary, provide papers for discussion to be circulated with the Agenda.
4. Working Groups will be made up of CCC members, but may include external resource persons (non-voting) as appropriate.

Decision making:

1. Quorum for CCC meetings shall be three persons of the full CCC membership.
2. Individuals only have one vote.
3. Decision making shall be by consensus where possible, otherwise by simple majority.
4. CCC empowers, in good faith, the CID Director and Code Secretariat to represent the interests of the CCC between meetings when required.
5. CCC members will declare any potential conflict of interestⁱ relating to CCC activities. Where a conflict of interest is identified, the Committee member will stand aside from all procedures and deliberations related to that activity.

Annual Work Plan and Report:

1. The CCC will develop an annual Work Plan in line with its Aim and Objectives. This will provide it with accountability to the CID Board and members.
2. The CCC Secretariat will prepare a draft annual workplan for the first meeting each financial year to adopt. It will be confirmed at the CID Board at their first subsequent meeting.
3. A report on the previous year's workplan (1 July-30 June) will be presented to the CID Board, with a report presented to the AGM.

Confidentiality:

1. Information and discussion regarding members' compliance and any commercially-sensitive information will be treated as confidential and not shared.

As at December 2017.

ⁱ A conflict of interest arises when a person participating in a decision-making process is able to gain or could be perceived as gaining material personal advantage from the outcome or the decisions, material advantage for another organisation or person with which they involved and/or material advantage due to access to privileged information.