



GLOBAL ORGANIZATION OF PARLIAMENTARIANS AGAINST CORRUPTION  
ORGANISATION MONDIALE DES PARLEMENTAIRES CONTRE LA CORRUPTION  
ORGANIZACIÓN MUNDIAL DE PARLAMENTARIOS CONTRA LA CORRUPCIÓN  
المنظمة العالمية للبرلمانيين ضد الفساد

# Board of Directors

## Policies Manual

*Last modified 7 October 2015*



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## Record of Modifications

All modifications to this manual must be recorded in the table below and approved by the Management Committee. The date on the title page of the manual must reflect the most recent modification.

Date Modified	Title of Modified Policy	Description of Modification
7 October 2015	Entire document	The Board of Directors approved the Executive Committee's proposed modifications with the addition that the Audit Committee membership be limited to 5, with one member nominated by each fully formed regional chapter.
20 May 2014	National Chapters Governance, Membership and Observers	The Executive Committee proposed a new policy regulating national chapters, individual members and observers.
22 April 2014	Regional and National chapter Governance	The Executive Committee proposed to combine existing Recognition of Regional chapters and Election of Board Members and Regional Grants policies to this policy manual.
23 January 2014	Roles and Responsibilities of Chair & CEO and Executive Director; Role of Management Committee	The Executive Committee proposed to combine existing Roles and Responsibilities of Chair & CEO and Executive Director; and Role of Management Committee to this policy manual.
22 May 2013	Entire document	The Executive Committee proposed to remove of mission and transfer of CEO responsibilities to the Executive Director. Addition of GTF-Member recruitment process and modification to term of GTF-Chairs. Addition of minimum of 5 regionally representative members for each GTF.
30 January 2013	Entire Document	Approved by GOPAC Board of Directors.

## Definitions

**Board:** Board of Directors

**Executive Committee:** Executive Committee of the Board of Directors

**Audit Committee:** Audit Committee of the Board of Directors

**Management Committee:** Committee composed of the Chair of the Management Committee, Executive Director and Member at Large of the Management Committee.

## Introduction

To align with GOPAC's mission to foster accountability and transparency in the fight against corruption, the GOPAC Board of Directors seeks to lead by example and to ensure that all policies, decisions and actions taken by the Board are governed by accountability to the greater GOPAC membership.

## Board Structure

The Board is comprised of regionally representative Board Members. A maximum of three Board Members may be elected by the Board of each Regional chapter and a maximum of one Board Member may be elected by the Board of each Regional chapter in formation. Board Members must be elected from amongst current GOPAC members.

A single term of office of a member of the Board shall be no more than two years.

In the case of death, absence, resignation, or removal of a Board Member, the Regional chapter that elected the member may, in consultation with the Board, designate a substitute to hold office for the remainder of the member's term. In the absence of a designation by the Regional chapter, the Board may nominate a substitute.

## Executive Committee

Members of the Board shall elect an Executive Committee comprised of a Chairperson, two Vice Chairpersons, a Secretary, and a Treasurer to hold office between global conferences as the administrative organ of GOPAC. The election shall take place at a meeting of the full Board to be held at each global biennial conference. Interim vacancies shall be filled by the Board of Directors from current members. If the number of Regional chapters affiliated to GOPAC is more than four, a Regional chapter can not have more than one member on the Executive Committee.

A single term of office of a member of the Executive Committee shall be no more than two years.

The Chairperson may not serve as Chairperson for more than two terms and he or she must be succeeded by a person from a different Regional chapter.

## Audit Committee

Members of the Board shall appoint an Audit Committee comprised of a minimum of two and maximum of five members who are not members of the Executive Committee and are nominated by each fully formed regional chapter. The members of the Audit Committee must be financially literate regarding the specialized matters of GOPAC or must acquire such financial literacy within a reasonable time period after appointment to the committee. In addition, at least one member should be a financial expert possessing the following characteristics:

- An understanding of generally accepted accounting principles applicable to GOPAC and a strong understanding of financial statements;
- The ability to assess the application of generally accepted accounting principles in connection with accounting for estimates, accruals, and reserves of GOPAC;
- Experience preparing, auditing, analyzing, or evaluating financial statements of comparable complexity to those of GOPAC;
- Understanding of internal controls and procedures for financial reporting; and
- Understanding of Audit Committee functions.

A single term of office of a member of the Audit Committee shall be no more than two years.

## Organizational Diagram



## Role and Responsibilities of the Board of Directors

### Role of the Board

The role of the Board is to:

- Decide any matter, other than matters reserved to the Global Conference that is of importance to GOPAC as well as guide the implementation of its decisions in accordance with the aims and objects of the organization.
- Consider the reports of the Executive Committee.
- Determine the annual subscription to be paid by members.
- Establish rules in relation to contributions, donations, and gifts to GOPAC.
- Consider membership applications, as well as take decisions on the suspension and/or removal of a member.
- Consider and make recommendations to the Global Conference on proposals to amend any of the articles of the constitution.
- Consider the annual budget and any supplementary matters.

### Responsibilities of the Board

Board Members are responsible for the following:

- Regional Leadership: Encourage and support their regional chapters to be healthy and vibrant.
- Fundraising: Connect with their networks to spur interest in support of GOPAC and their regional chapters. Board fundraising activities may include major donor contacts, sponsorship contacts, membership recruitment, and efforts to boost event registrations.
- Strategic Planning: The Board is the primary force behind the organization’s strategic planning decisions. Board Members review and consider the strategic plan.
- Oversight of the Executive Committee: The GOPAC Board is responsible for general oversight of the Executive Committee. This role does not extend to operations but does include fiduciary oversight.

### Duties

Board Members have the following duties:

- To take reasonable care when making decisions for the organization (called “duty of care”).
- To act in the best interest of the organization (called “duty of loyalty”).
- To act in accordance with the organization’s mission (called “duty of obedience”).
- To stand aside when they have conflicts of interest (called duty of “recusal”).

### Due Diligence

Each Board Member must act honestly and in good faith with a view to the best interests of GOPAC, and must exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. They are each responsible for:

- Understanding GOPAC's vision, mission, and values;
- The stewardship, in conjunction with the other members of the Board, of the management of the affairs of GOPAC;
- Becoming knowledgeable about GOPAC's operations;
- Promoting a culture of ethical conduct, including compliance with the Code of Conduct and the Handbook on Parliamentary Ethics and Conduct;
- Understanding GOPAC's current practices, policies, and GTFs (as applicable);
- Preparing for each meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information necessary to fully participate in Board deliberations and make informed judgments;
- Actively participating in deliberations and decisions, and informing themselves of significant matters dealt with at meetings not attended; and
- Preventing personal interests from conflicting with, or appearing to conflict with, the interests of GOPAC, and disclosing conflicts.

## Representation of GOPAC

Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions, but care should be taken by individual members of the Board to ensure statements are consistent with GOPAC policies.

## Code of Conduct

All Board Members must sign and comply with the GOPAC Board of Directors' Code of Conduct, approved by the Board in 2002 (see Annex B).

The Code of Conduct stipulates that each Board Member must:

- Adhere to the Code, and indicate potential conflicts of interest or past involvements, which if publicized, might embarrass GOPAC;
- If on reflection, feels that his/her participation on the Board could reasonably risk the reputation of GOPAC, resign from the Board, or if unsure consult with its Chairperson;
- On becoming aware of the risk of negative publicity regarding a purported involvement in corruption or a conflict of interest, document the situation and send the information to the GOPAC Secretariat;
- On being charged with corruption, even if not guilty, stand down from the Board until the matter is resolved; and
- On being convicted of corruption, resign from the Board and withdraw from GOPAC immediately.

Upon receipt of the signed Code of Conducts and/or knowledge of potential conflict of interest from each Board Member, the Global Secretariat will:

- Review the attestation of each member to assess if there is an apparent risk;
- If there is no apparent risk and no incident during membership on the Board, the document will be retained in confidential files until the member is no longer on the Board and then destroyed.
- If there might be a risk, the Global Secretariat will ask two members of the Executive Committee to (without identifying the individual or divulging identifying specifics) review for any possible risk. If either of the members reviewing the case feels there is a justifiable risk to GOPAC, this view will be conveyed to the member concerned. If the individual chooses to remain on the Board, he/she will be asked to state the case to the Executive Committee either personally or through the Global Secretariat. The Executive Committee can accept the risk or refer it to the Board of Directors, which as mandated by the GOPAC constitution has the final authority.

While the Board of Directors and its Executive Committee should be vigorous in asserting the GOPAC Code of Conduct, the burden of implementation rests with all members. Moreover, application of the Code is not a device to invade an individual's privacy, nor should it be applied in a way that provides the unscrupulous with a weapon with which to undermine the credibility of GOPAC members by falsely accusing them of corruption.

Any material sent to the GOPAC Secretariat should be directed to the Executive Director and identified as confidential. It will be so treated, as described above, until leave is provided to make it public or accessible to the Board of Directors.

Since GOPAC Directors are selected by Regional chapters, potential Board Members are asked to inform their regional colleagues to avoid the risk of embarrassment.

### **Disposition of Complaints and Disputes Involving Board Members**

The Board is mandated to decide on appropriate actions after a finding of a breach of the Code of Conduct by Board Members.

If a matter is brought to the attention of the Global Secretariat concerning a Board Member's breach of the Code, a letter to the Board Member will be written by the Executive Director or designate presenting the allegations and giving the following information:

- The Board Member has thirty days to respond with full details. If the Board Member does not respond within the 30 days s/he will be assumed to have resigned from all positions as well as GOPAC.
- If the Board Member provides full details, the Executive Director will compile a report that will be given to the Executive Committee. It will be the decision of the Executive Committee to recommend to the Board whether to ask for the Board Member's resignation or to allow the Board Member to continue serving on GOPAC's Board.

If the allegation becomes charges, the Board Member must immediately step down from all positions. While charges are pending a member can not stand for election.

## Role and Responsibilities of the Executive Committee

### Chairperson

The GOPAC Chairperson, elected by the Board, chairs the Board of Directors and the Executive Committee with assistance from the Vice Chairs. The Chairperson is responsible for the management, development, and effective performance of the Board. The Chairperson is charged with taking all reasonable measures to ensure that the Board fully executes its mandate.

In addition to the responsibilities of all Board Members, the Chairperson is responsible for:

### Global Conference

- Providing leadership in the development of the objectives of upcoming Global Conferences;
- Chairing the Global Conference;
- Being a focus for high-level negotiations and engagement with high-level delegations; and
- Ensuring that GOPAC remains accountable for decisions taken by the Global Conference, and gives effect to the direction of the Global Conference, after the Conference ends.

### Board Management

- Chairing the meetings of the Board;
- Chairing the meetings of the Executive Committee;
- Setting the agenda of each Board and Executive Committee meeting, in consultation with the Secretary and the Global Secretariat;
- Reviewing Board meeting minutes;
- Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussion and provides sufficient time for proper analysis and discussion of the business under consideration;
- Adopting procedures to ensure that the Board conducts its work in an effective and efficient manner;
- Ensuring that the Board fulfills its mandate and responsibilities; and
- Taking steps to ensure that the behaviour and actions of the Board conform to the vision and mission of GOPAC.

### Board Development

- Developing a program with the assistance of the Global Secretariat to ensure that Board Members are aware of their responsibilities and duties;
- Assigning established Board Members to mentor newer Board Members where possible; and
- Identifying, encouraging, and helping to recruit future members of the Board and leaders of GOPAC, and to fill vacancies that might arise.

### Board Effectiveness

- Providing leadership in helping the Board create, articulate, and pursue a coherent strategic vision;
- Maintaining a clear Board focus on strategy and policy, as distinct from operations and implementation;
- Motivating Board Members to build GOPAC within their respective regions;
- Keeping the Board focused on the achievement of measurable objectives, and providing leadership in instituting corrective action where necessary;
- Taking all reasonable steps to ensure that the Board works as a cohesive team, and providing the leadership essential to achieving cohesiveness; and
- Taking all reasonable steps to ensure that the Board has the information and access to management necessary to fulfill its mandate.

### **Liaison between the Board and the Global Secretariat**

- Taking all reasonable steps to ensure that the expectations of the Board towards the Global Secretariat, and the expectations of the Global Secretariat towards the Board, are clearly expressed, understood, and respected;
- Acting as liaison between the Board and the Global Secretariat, including taking the necessary steps to ensure that GOPAC is building a healthy governance culture and striving for best practices;
- Setting the "ethical tone at the top" by becoming the personification of the vision and mission of GOPAC; and
- Along with the Vice Chairs, representing GOPAC to external groups such as donors and other stakeholders, including local community groups and governments.

### **External Representation**

- Along with the Vice Chairs and Executive Director, representing GOPAC to external groups such as donors and other stakeholders, including local community groups and governments;
- Representing GOPAC in relations with other international institutions;
- Acting as a significant media spokesperson for GOPAC and for the broader anti-corruption message;
- Taking a leadership role in fund raising, and identifying alternative and additional funding sources for GOPAC; and
- Adhering to GOPAC Board policies on travel and participation in GOPAC related functions.

### **Vice Chairs**

Additional to the responsibilities of all Board Members, the Vice Chairs are responsible for:

- Serving on the Executive Committee;
- When called upon, assisting the Chairperson in execution of his/her duties; and
- Replacing the Chairperson during a temporary absence.

## Secretary

In addition to the general responsibilities of all Board Members, the Secretary is responsible for:

- Serving on the Executive Committee;
- Ensuring the security and accuracy of all Board records;
- Reviewing Board meeting minutes;
- Exercising the responsibilities of the Chairperson in the absence of the Chairperson, and Vice Chairs; and
- Ensuring that notice of meetings of the Board and/or Executive Committee is despatched, when such notice is required.

## Treasurer

In addition to the responsibilities of all Board Members, the Treasurer is responsible for:

- Serving on the Executive Committee;
- Supporting the Audit Committee;
- Understanding financial accounting for non-profit organizations;
- Managing the Board's review of, and action related to, the Board's financial responsibilities;
- Working with the Global Secretariat to ensure that appropriate financial reports are made available to the Board on a timely basis; and
- Presenting the annual budget to the Board for consideration.

## Executive Committee Responsibilities

### General Responsibilities of the Executive Committee

The Executive Committee is responsible for all matters pertaining to GOPAC, except where a responsibility or task has been expressly vested in another organ. It particularly shall have the following functions:

- Receiving all other applications for membership, or affiliation to GOPAC and forwarding such requests with a recommendation to the Board;
- Summoning a meeting of the Board in case of an emergency and fixing the date and place of that meeting;
- Proposing to the Board the annual work program and budget of GOPAC;
- Organizing the biennial Global Conference in conjunction with a Regional chapter and recommending to the Board the agenda, date, and location of the conference, taking into consideration proposals made by Regional chapters;
- Supervising and administering the Global Secretariat. In particular, ensuring the implementation of decisions taken by the Global Conference and the Board;
- Informing the Board about activities of the Executive Committee through a report by the Chair;
- Acting as the official communication organ of GOPAC;
- Facilitating and promoting communication between members;

- Entering into contracts on behalf of GOPAC;
- Borrowing, raising, receiving, and spending funds for the objects and purposes of GOPAC;
- Appointing GTF leaders on the recommendation of the Global Secretariat;
- Conducting Board development;
- Reviewing organizational policies; and
- Hiring, evaluating, and where necessary terminating the Executive Director.

## **Strategic and Operational Planning**

The Global Secretariat will present a rolling 5-year strategic plan to the Executive Committee annually for review and consideration.

The Global Secretariat will present a 1-year Operating Plan, primarily affecting day-to-day implementation of strategic decisions, to the Executive Committee annually for review and consideration.

The planning cycle will begin in June of each year for ratification by the Executive Committee in September prior to year-end (September 30).

## Role and Responsibilities of the Audit Committee

The purpose of the Audit Committee is to assist the Board in fulfilling its responsibilities, by providing oversight of the GOPAC annual audit as well as oversight of investigations of significant cases of conflict of interest, misconduct, fraud, and abuse.

The Audit Committee has the authority to:

- Consult with GOPAC’s external auditors when appropriate;
- Investigate any matter brought to its attention with complete and unrestricted access to all books, records, documents, facilities, and personnel of GOPAC; and
- Retain outside counsel, auditors, investigators, or other experts in the fulfillment of its responsibilities, including the sole authority to approve the firms’ fees and other retention terms.

The Audit Committee will be provided with the resources necessary to discharge its responsibilities.

The Committee’s role is one of oversight, recognizing that GOPAC’s Management Committee is responsible for preparing the financial statements and that the external auditors are responsible for auditing those financial statements. The Audit Committee recognizes that GOPAC’s internal financial Management Committee, as well as the external auditors, have more time and detailed information about GOPAC than do Committee members. Consequently, in discharging its oversight responsibilities, the Committee is not providing expert advice or any assurances as to GOPAC’s financial statements or any professional certification as to the external auditor’s services.

The Committee shall have certain responsibilities in the areas of financial reporting, internal control, and GOPAC governance.

In the areas of financial reporting and internal control, the Committee shall:

- Oversee the external audit process, including consultation with the external audit firm on GOPAC’s audit results;
- Review accounting policies;
- Review GOPAC’s audited financial statements and other reports requiring approval by the Board of Directors.
- Receive and review any other communications from the external auditors that the external auditors are required to submit to the Board or Committee under currently applicable professional auditing standards;
- Review and discuss with the Management Committee the findings and recommendations communicated by the external auditor;
- Inquire about the existence and nature of significant audit adjustments proposed by the external auditors and significant estimates made by management;
- Meet privately with the external auditors to discuss the quality of management, accounting, and information technology personnel, and to determine whether any restrictions have been placed

by management on the scope of their external audit or if there are any other matters that should be discussed with the Committee;

- Prepare a report, signed by the Chairperson of the Committee, for presentation to the full Board, describing the activities and responsibilities of the Committee; and
- Direct special investigations into significant matters brought to its attention within the scope of its duties.

In the area of GOPAC governance, the Committee shall:

- Review GOPAC policies regarding compliance with laws and regulations, ethics, employee conduct, conflicts of interest, and the investigation of misconduct or fraud;
- Review current and pending litigation or regulatory proceedings effecting governance in which GOPAC is a party;
- Establish and monitor GOPAC procedures for receiving and handling significant complaints about accounting and auditing matters;
- Review significant cases of employee or director conflict of interest, misconduct, or fraud;
- Discuss with the external audit firm the reliability of GOPAC's information technology system and any specific security measures in protecting GOPAC against fraud and abuse; and,
- Meet with GOPAC's general counsel to discuss legal matters that may have a significant impact on GOPAC.

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities.

## Board Development

### Recruitment and Screening of New Board Members

The Regional chapters are responsible for recruiting and electing Board Members to represent their region on the global Board. All new Board Members are required to sign the GOPAC Board of Directors' Code of Conduct and indicate any potential conflict of interest or past involvements which might embarrass GOPAC.

### Orientation of New Members

New Board Members are to be supplied with the following information:

- Welcome letter from the Global Secretariat;
- GOPAC's vision, mission, and programs;
- List of Board Members and their contact information;
- Strategic plan;
- Staff listing;
- Financial Policies;
- Human Resources Policies; and
- Board of Directors Policies.

## Board Management

### Meetings

#### Board of Directors

The Board meets periodically, at least once every two years in person at the Global Conference. Other Board meetings may take place in person or by electronic means, the timing of which is to be decided at the Board's discretion.

A quorum of the Board shall be 1/3 of the Board members with representation from 2/3 of the Regional chapters.

Decisions are made by majority vote, and each Board Member shall have one vote. In the event of there being no majority, the Chairperson has a casting vote.

Minutes will be kept of meetings and all decisions made. The minutes must be signed by the Secretary (or another designated member in the Secretary's absence) and the Chairperson to be valid.

#### Executive Committee

The Executive Committee meets at least once every year in person, with one of these meetings coinciding with a meeting of the complete Board. Other Executive Committee meetings may take place in person or by electronic means, the timing of which is to be decided at the Chairperson's discretion.

A quorum of the Executive Committee shall be three members.

Decisions are made by majority vote and each Executive Committee Member shall have one vote. In the event of there being no majority, the Chairperson has a casting vote.

Minutes will be kept of meetings and all decisions made. The minutes must be signed by the Secretary (or another designated member in the Secretary's absence) and the Chairperson.

#### Audit Committee

Audit Committee meetings may take place in person or by electronic means, the timing of which is to be decided at the Audit Committee's discretion.

#### In Camera Meetings

Sensitive issues, such as the Executive Director's performance evaluation, should be discussed during an in-camera session, where all non-essential attendees and staff are recused from the meeting room, leaving the Board or Committee to discuss without the taking of official minutes.

Decisions made during these 'in-camera session' must be reported back to an open meeting in order to be entered into the official minutes of the meeting.

## Board Member Attendance

It is anticipated that all Board Members will attend the biennial conference. GOPAC endeavours to use available technology to increase the participation of members unable to travel to meetings, and provides meeting documentation and minutes to members who are absent from the Board meeting.

## Board Member Performance

Board Member “non-performance” may include failure to prepare for, attend, or participate in Board meetings, or failure to fulfill obligations with respect to service. It may also involve behavioural dynamics such as the inability or unwillingness to voice opinions in a way that contributes positively to debate, or a failure to respect differing views.

## Preventing Board Member Non-Performance

GOPAC ensures that Board Members know what is expected of them and understand their obligations by having written position descriptions. These are provided to Board Members at the time they join the Board and describe how Board Members are expected to perform in terms of:

- Attendance and participation at meetings;
- Preparation for meetings;
- Communication outside of meetings;
- Committee service, if required;
- Ethical standards and fiduciary duty (including compliance with the organization’s code of conduct and conflict of interest policies); and
- Participation in orientation, educational, and planning sessions.

## Addressing Board Member Non-Performance

Problems with Board Member performance should be discussed with the individual Board Member by the Chairperson, and the following options should be explored:

- A developmental plan (*e.g.*, mentorship, change of behaviour, relieving oneself of other commitments, *etc.*); or
- A solution involving withdrawal from the problem, such as serving in a less onerous role or resigning.

If a Board Member, however, is unwilling or unable to change his/her behaviour, it may be preferable for the Board Member to resign or not seek re-election. As Board Members are appointed by Regional chapters, it is obligatory for the Regional Board to be kept informed of performance-related issues, with a recommendation that the Board Member not be re-appointed.

## Regional chapter Governance

### Regional chapter Recognition

A group of National chapters wishing to create a new Regional chapter must send a letter to the Global Secretariat requesting recognition as a Regional chapter or as a Regional chapter in Formation. This letter must indicate whether they meet the criteria for Regional chapters or Regional chapters in Formation, as described below.

The Executive Committee of the Board of Directors shall be provided with the required information from the Global Secretariat and shall have the authority to determine whether a group of National chapters qualifies as a Regional chapter in Formation or as a Regional chapter.

### Criteria for a Regional chapter

A Regional chapter must:

- Contain a minimum of two National chapters
- Have a Board of Directors that includes a Chair, a Vice-chair, and a Secretary-Treasurer (or a Secretary and a Treasurer) elected from the Executive Committee of its National chapters whose names and contact information are deposited with the Global Secretariat.
- Have a Regional Secretariat with a contact person whose name and contact information are deposited with the Global Secretariat.
- Adopt and adhere to a constitution that is consistent with and does not depart from the aims and objectives of GOPAC's constitution and that is deposited with the Global Secretariat.
- Be self-governing, autonomous, and organized as a non-profit and non-governmental organization. It must have a legal and administrative structure appropriate to the country in which it is situated.
- Have the capacity to raise and manage its own funds.
- Be financially self-sufficient.
- Be non-partisan, non-political, and open to individuals of both genders and all faiths.

### Criteria for a Regional chapter in Formation

A Regional chapter in Formation must:

- Consist of a minimum of two National chapters.
- Be non-partisan, non-political, and open to individuals of both genders and all faiths.
- Be able to demonstrate that it is making genuine efforts to build towards meeting the above mentioned criteria for Regional chapters.

### Reporting Structure

Each Regional chapter, represented by its Board Member elected to the Executive Committee, shall provide a report at each quarterly Executive Committee Meeting on the developments and activities of its chapter. All Regional chapters are accountable to the Board of Directors and must continue to meet the criteria for Regional chapters.

## Election of Global Board Members

Each Regional chapter can elect up to three representatives to the Global Board of Directors. Each Regional chapter in Formation can elect one representative to the Global Board of Directors. In all cases, the representatives shall be elected by the Regional Board of Directors.

Six months prior to the Global Conference, the Global Secretariat will send a letter to each Regional Chair and Regional Secretariat requesting the names, biographies, and contact information of the newly-elected or re-elected representatives who are to serve on the Global Board of Directors starting at the upcoming Global Conference.

A welcome package and information regarding the Board of Directors meeting to take place at the Global Conference will be sent to all new and continuing Board Members before the Global Conference.

## Regional Grants

### Overview

Funds permitting, the Executive Committee may allocate a portion of the organization's operational budget for regional grants. The Global Secretariat shall send the Regional chapters a call for proposals and review all applications received to provide a recommendation to the Executive Committee, which will vote on which proposals are accepted and which amounts are awarded. All Regional chapters shall be accountable to the Global Secretariat for all expenditures paid by awarded funds.

### Eligibility

All Regional chapters, as defined by the constitution and as recognized by GOPAC, shall be eligible for a regional grant.

At the Executive Committee's discretion, Regional chapters in Formation and National chapters not affiliated with a Regional chapter may also be eligible for a cost-matching regional grant.

### Types of Awards

Proposals will be accepted for two types of grants as identified below.

**Project Grant:** Projects grants are grants used to achieve a specific project.

**Staffing Grant:** Staffing grants are grants used solely to cover the salary of secretariat staff or consultants.

### Proposal Criteria

Each proposal must include the following information:

- Regional strategic plan
- Description of project/staffing
- Objectives of project/staffing
- Expected deliverables of project/staffing
- Amount requested with budget for project/staffing

- Impact of project/staffing at the regional and global level
- Monitoring and evaluation mechanisms to determine progress
- A commitment to provide receipts and accounting to the Global Secretariat on a regular and timely basis

## Timeline

Yearly, the Global Secretariat will send the Regional chapters a call for proposals. The Global Secretariat will review the applications and submit a recommendation to the Executive Committee before its annual meeting in September. Notices of award will be distributed by October 1st.

Except under extraordinary circumstances, each grant will be valid for a period of one year only, based on the organization's fiscal year starting on October 1st and ending on September 30th.

## Review Process

The Global Secretariat will review all applications based on the criteria described below and will provide the Committee with a recommendation for funding. The Executive Committee will review and determine which proposals will be accepted and what amount will be awarded.

Executive Committee members, if applicable, shall abstain from discussion and votes on proposals submitted by their respective chapters.

## Criteria

Proposals will be evaluated using the following criteria:

- Relevance to GOPAC's vision & mission
- Impact on GOPAC and its objectives at the regional and global level
- Quality of deliverables
- Funding available / Funding requested
- Past performance

## Notice of Award

The Global Secretariat shall send a notice of award to chosen recipients upon the Executive Committee's final decision. The notice of award shall include:

- Proposal title
- Amount awarded
- Period of the grant
- Memorandum of Understanding for signature
- Wire Transfer Form

## Memorandum of Understanding

Once a grant has been awarded, the Regional chapter shall sign a Memorandum of Understanding (MOU) with the Global Secretariat accepting the grant. The MOU shall include, at minimum, the following:

- Objective
- Amount of the grant
- Guidelines for expenditure
- Reporting (financial and narrative)
- Terms of delivery
- Payment schedule
- Monitoring
- Indemnification clause acknowledging that GOPAC will not be held responsible for fees, interest or other charges if payments are not submitted on time

## Payment

The Global Secretariat will send the award payment in increments or in full, as described in the MOU.

## Administrative Requirements

The following reports shall be required for all awarded grants, either at the end of the grant period or at the end of specific pre-determined periods indicated in the MOU.

## Financial Report

A financial report with all corresponding receipts in the format provided in Annex A shall be provided to the Global Secretariat for any funds awarded by GOPAC that were spent.

## Narrative Report

A narrative report in the format provided in Annex B shall be provided to the Global Secretariat for any project or event supported fully or partly by funds awarded by GOPAC.

## Return of Funds

All funds awarded to a Regional chapter as a grant that are not spent by the end of the grant period shall be returned by wire transfer to the Global Secretariat.

## National Chapter Governance

### National Chapter Recognition

A group of individual members wishing to create a national chapter must inform their regional chapter secretariat who after ensuring that all GOPAC guidelines have been followed will then approach the Global Secretariat requesting recognition for that national chapter. If no regional chapter exists, the Global Secretariat may be contacted directly. This correspondence must indicate how they meet the criteria for a national chapter as described below.

### Criteria for National Chapters

A national chapter must:

- Contain a minimum of ten (10) members from both government and opposition parties whose membership applications are deposited with the Global Secretariat;
- Have an elected Executive Committee (see National Chapter Executive Committee section below for details);
- Have a national chapter contact person whose name and contact information are deposited with both the regional chapter and the Global Secretariat;
- Adopt and adhere to a constitution that is consistent with and does not depart from the aims and objectives of GOPAC's constitution and that is deposited with the regional chapter and the Global Secretariat; and
- Be non-partisan, non-political, and open to individuals of both genders and all faiths.

### National Chapter Executive Committee

Each national chapter must elect an Executive Committee to lead the activities of their chapter. The Executive Committee must be composed of a Chair, Vice-Chair, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined and filled by one member. All regional and global Board Members are ex-officio members of the Executive Committee of the national chapter in the country in which they reside.

The Executive Committee of the national chapter is responsible for:

- Considering membership applications and making recommendations to the global Executive Committee through the Global Secretariat;
- Leading the development, adoption and implementation of a national action plan;
- Leading fundraising efforts for national projects; and
- Regularly communicating with their regional chapter and the Global Secretariat to receive support and share progress on their chapter's anticorruption activities.

### Reporting Structure

All national chapters are accountable to the Board of Directors and must continue to meet the criteria for national chapters.

## Individual Membership

The following categories of individuals are eligible to be considered for full membership in GOPAC:

- Serving parliamentarians;
- Former parliamentarians; and
- Democratically elected parliamentarians who have been denied their right to take office.

## Freedom from Discrimination

GOPAC thrives on the diversity of its membership, and is committed to the ideal that parliamentarians should reflect the breadth of the societies that they represent. Towards this end, no national or regional chapter may discriminate against any prospective or actual member of GOPAC.

## Application Process

Any application for individual membership in GOPAC should be carefully and dispassionately reviewed and considered by the GOPAC national chapter concerned, and not simply accepted or rejected automatically. The process for assessing memberships is as follows:

- (1) The national chapter should consult with its regional chapter if there are any grounds to believe that the applicant's past or current activities or reputation may have an adverse impact on GOPAC at a regional level.
- (2) The regional chapter should consult with the GOPAC Global Secretariat if there are any grounds to believe that the applicant's past or current activities or reputation may have an adverse impact on GOPAC at a global level.
- (3) The decision whether to accept or reject an application for membership rests with the national chapter concerned. However, the GOPAC Executive Committee and the GOPAC Board of Directors have the ultimate responsibility to deny membership to anyone who does not meet GOPAC's global requirements or standards.
- (4) If an individual applies for membership from a country without an established GOPAC national chapter, the relevant regional chapter should consider the application.
- (5) If an individual applies for membership from a country where there is neither a GOPAC national chapter nor a GOPAC regional chapter, or where the national or regional chapter concerned is unable to consider the application, the application shall be considered by the GOPAC Global Secretariat, which will make its recommendation to the Executive Committee.

## Global Standards

In addition to meeting the basic eligibility requirements, an applicant must meet GOPAC's global standards to be accepted as a member. The applicant must:

- Support – in word and deed – GOPAC's anti-corruption and pro-democracy mandate and values;
- Agree to abide by the GOPAC Code of Conduct;
- Avoid actual, potential, and perceived conflicts of interest;
- Have no history of criminal convictions or of findings of culpability by a tribunal of competent jurisdiction for acts of corruption, breach of trust, or abuse of public office, unless GOPAC is satisfied that such convictions or findings were without merit (such as cases where manifestly

false accusations of corruption have been used as political weapons against innocent individuals);

- Not be under criminal indictment, and not be the subject of unresolved proceedings related to a legitimate accusation of corruption by a competent public or professional body;
- Not be engaging in corrupt activities or have a history of engaging in corrupt activities;
- Not risk bringing GOPAC or its mandate into disrepute.

### Impasses

Many of the qualities described under “Global Standards” require the exercise of judgement. It is inevitable that there will occasionally be cases where reasonable and well-intentioned people will honestly disagree about whether an individual applicant meets these standards. In such cases, the national chapter must work diligently to come to a consensus.

Ultimately, the test is not whether an applicant “deserves” to be a member of GOPAC, but instead, whether having that person as a member would strengthen or weaken GOPAC as an institution, whether he or she would help or hinder GOPAC to achieve its mandate.

If local circumstances make it difficult or impossible for a national chapter to dispassionately weigh the merits of an application, the national chapter may delegate the decision to its regional chapter or to the Global Secretariat.

### Appeals

Any person whose application to join GOPAC is declined has a right to appeal the decision to broader levels of jurisdiction: a rejection by a national chapter may be appealed to the regional chapter; a rejection by a regional chapter may be appealed to the GOPAC Executive Committee; a rejection by the GOPAC Executive Committee may be appealed to the GOPAC Board of Directors. The decision of the GOPAC Board of Directors is final.

In the event that an application is accepted, any member of GOPAC may similarly appeal to have the acceptance overturned, by filing such an appeal with the Global Secretariat within ninety days of the application being accepted by a national chapter, regional chapter, or the GOPAC Executive Committee. The Global Secretariat will make such arrangements as it deems necessary to fairly, justly, and expeditiously hear the appeal to overturn the membership acceptance, and will make a recommendation to the GOPAC Executive Committee. The GOPAC Executive Committee will make the decision on the appeal. A decision by the GOPAC Executive Committee to overturn a membership acceptance may be appealed to the GOPAC Board of Directors; however, the acceptance shall remain overturned until and unless the decision to overturn is invalidated by the GOPAC Board of Directors, whose decision is final.

### Withdrawal of Membership

The decision to remove an individual from membership in GOPAC should never be taken lightly: the decision reflects the values and judgement of GOPAC, and can affect the esteem in which an individual is held in his or her country or community. Nevertheless, the GOPAC membership has a responsibility to

uphold and model the highest standards of integrity, and where a removal is warranted, it must be carried out without fear or favour.

Circumstances that warrant a withdrawal of membership include those where the individual concerned has:

- Been convicted, or has been found to be culpable by a tribunal of competent jurisdiction, for acts of corruption, breach of trust, or abuse of public office, unless GOPAC is satisfied that such convictions or findings were without merit (such as cases where manifestly false accusations of corruption have been used as political weapons against innocent individuals);
- Violated the GOPAC Code of Conduct;
- Wilfully acted to harm GOPAC’s mission or collective membership;
- Brought GOPAC into public disrepute, or risks bringing GOPAC into public disrepute.

It is the responsibility of the Global Secretariat to receive any complaints that would potentially warrant the withdrawal of a membership, and to prepare a report and recommendation to the Executive Committee. It is the responsibility of the Executive Committee to come to a decision. That decision may be appealed to the GOPAC Board of Directors, whose decision is final.

## Observers

The following are eligible to become observers to GOPAC:

- Individuals;
- Donors;
- NGOs;
- Supreme Audit Institutions; and
- Other organizations that support or pursue similar objectives as GOPAC or provide funding for its activities.

Observers are not a category of members. Registering observers is a way for GOPAC to remain aware of those individuals or institutions that wish to be informed of GOPAC activities and/or to be part of the audience at GOPAC events. Observers have no entitlements from or responsibilities to GOPAC, and being registered as an observer does not mean that the individual or organization has been “accepted” or “approved” by GOPAC, or that he, she or it meets any of GOPAC’s standards for membership.

## Application Process

The application process for observers is managed by the Global Secretariat. The process for assessing observer requests is as follows:

- (1) The Global Secretariat may consult with the regional chapter or national chapter on an applicant’s suitability to determine if there are any grounds to believe that the applicant’s past or current activities or reputation may have an adverse impact on GOPAC should they be invited to a GOPAC event.
- (2) The GOPAC Executive Committee and the GOPAC Board of Directors have the ultimate responsibility to deny observer requests to applicants whose past or current activities or reputation may have an adverse impact on GOPAC should they be invited to a GOPAC event.

## Appeals

Any applicant whose observer request was declined has a right to appeal the decision to the GOPAC Board of Directors. The decision of the GOPAC Board of Directors is final.

## Withdrawal of Observer Registration

Circumstances that warrant the withdrawal of observer registration include:

- The belief that his, her or its past or current activities or reputation may have an adverse impact on GOPAC should they be invited to a GOPAC event or have had an adverse impact on GOPAC due to their attendance at a GOPAC event.
- Misconduct at a GOPAC event.

It is the responsibility of the Global Secretariat to receive any complaints that would potentially warrant the withdrawal of observer registration, and to prepare a report and recommendation to the Executive Committee. It is the responsibility of the Executive Committee to come to a decision. That decision may be appealed to the GOPAC Board of Directors, whose decision is final.

## Executive Director

### Accountability and Delegation of Authority

The Executive Director has delegated authority from, and is accountable to, the Chair & CEO, the Board and Executive Committee for managing, directing, and promoting the operations and the development of the Global Secretariat in fulfilment of Board policies and priorities. He or she will regularly report to them between their meetings through the Chair & CEO.

The Executive Director is the primary professional staff person of the organization, and holds primary responsibility to ensure that the Global Secretariat achieves the members' objectives as articulated through Board policies.

### Compliance

- Ensures that the Secretariat is compliant with all applicable corporate and employment laws;
- Ensures that staff are operating in compliance with Board policies; and
- Ensures that committee members adhere to the Board travel and expenditure policies.

### Risk Management

- Ensures that the Global Secretariat takes all reasonable steps to mitigate financial and other risks to which the organization may be exposed; and
- Reports to the Chair & CEO and the Management Committee any foreseen emerging risks or significant problems faced by the organization.

### Management and Administration

- Provides general oversight of all Global Secretariat activities, manages the day-to-day operations, and assures a smoothly functioning, efficient organization;
- Assures program quality and organizational stability through development and implementation of standards and controls, systems and procedures, and regular staff evaluation;
- Fosters a work environment that recruits, retains, and supports quality staff;
- Initiates the negotiations of professional contracts, and sees that appropriate remuneration structures are developed and maintained for approval of the Board upon recommendation of the Chair & CEO; and
- Specifies accountabilities for staff and evaluates performance regularly.

### Governance Support

- Supports the Board in the production of the GOPAC Strategic Plan, produces an annual operational plan to implement GOPAC strategies; and
- Reports regularly to the Chair & CEO, Board, Executive, and Management committees on the Global Secretariat's progress towards the fulfilment of GOPAC policies and objectives.

### Finances

- Works with the Finance Officer to develop an annual budget, for approval to the Board upon recommendation of the Chair & CEO;

- Monitors Global Secretariat expenditures, to ensure they are in line with the budget; and
- Creates systems and processes, and makes appropriate decisions, to ensure that the Global Secretariat is operating in a cost-effective manner.

## External Relations

- Assists the Chair & CEO to cultivate and manage relations with partner organizations;
- When so specifically designed on a particular subject, acts as a spokesperson for GOPAC, to articulate the views and policies of the organization; and
- Works to help GOPAC advance public understanding of, and political support for, anti-corruption measures.

## Appointment

The Executive Committee shall be responsible for defining and conducting the process of hiring the Executive Director. In the event that there is a vacancy in the Executive Director position, the Executive Committee may appoint an interim Executive Director.

The Executive Director's job description shall be reviewed and approved by the Executive Committee prior to any recruitment process. See Annex A for the Executive Director's job description. The Executive Director requires eligibility to work in Canada, as the position is located within the Global Secretariat in Ottawa, Canada.

## Recruitment Overview

The objective of a recruitment process is to identify, attract, and encourage the most suitable candidates to apply, by clearly communicating the requirements of the position and selection criteria.

The job description should be advertised and the Executive Committee should develop a short list of candidates with the required qualifications and experience. The Executive Committee will arrange to interview all short-listed candidates, and select the candidate whose qualifications and experience best fit GOPAC.

The recruitment process shall be documented and the records shall be kept by the Global Secretariat.

## Advertising

Any advertising of positions will normally be performed by the Global Secretariat or an independent recruitment consultant firm at the direction of the Executive Committee. A decision to advertise will generally have to consider cost and other relevant factors:

- Providing opportunities for key potential candidates;
- Attracting a broad range of candidates;
- Timeliness or urgency; and
- Providing a transparent and appropriate advertising strategy.

## **Conflicts of Interest**

Care should be taken to identify all perceived or actual conflicts of interest. The conflicts should be appropriately considered.

## **Employment Agreement**

To formalise the appointment of a Executive Director, the appointee and Executive Committee (with the Chairperson as signatory) should sign a contract outlining the terms and conditions of the appointment. This contract sets out, but is not limited to, the following:

- Duties and responsibilities of the position;
- Period of appointment;
- Termination arrangements;
- Financial compensation;
- Leave entitlement; and
- Key performance indicator details.

## **Termination of Appointment**

The circumstances in which the Executive Director can be terminated include:

- *The period of appointment expires* – The Executive Committee may decide to reappoint the Executive Director or terminate the appointment arrangement. At least six (6) months' advance notice of non-reappointment must be given in writing.
- *Resignation of the appointee* – The appointee may resign from the position prior to the expiry of the period of appointment. The Executive Director should provide the Executive Committee with at least 3 months' notice in writing.
- *Removal of the appointee* – The Executive Committee has the authority to discharge the appointee for just cause, including failure to adequately perform the duties of the Executive Director to the satisfaction of the Executive Committee.

## **Performance Evaluation**

The performance evaluation provides the Executive Committee and the Executive Director with the opportunity to review the Executive Director 's agreed-upon goals and outcomes for the past year and to set goals and objectives for the coming year. It provides a mechanism for discussing opportunities for improving performance and achieving the organization's goals and objectives.

The performance appraisal should be conducted annually, in conjunction with the organization's annual planning cycle and fiscal year-end. The performance appraisal process should be delegated to the Executive Committee, with the understanding that the Board will be informed of the outcome.

The performance appraisal should be linked directly to the organization's strategic plan and, in particular, the goals and measurable objectives for the planning period. Specific goals or key performance indicators are identified at the beginning of an appraisal year by the Executive Director and

the Executive Committee. These goals/result areas should be based on those set out in the strategic plan.

It is recommended that a “360° performance review approach” be used, whereby input is sought and received from the Executive Committee, the Executive Director 's direct reports, and a self-assessment prepared by the Executive Director. All input should be treated with the utmost confidentiality. The 360° performance review approach can be time-consuming to carry out, but the feedback can also be invaluable as a way of identifying both areas for improvement and strong performance.

The annual performance appraisal process should be the responsibility of the Chairperson, with support from the Executive Committee. The Chairperson, members of the Executive Committee, direct reports to the Executive Director, as well as a self-assessment tool should be used in order to inform the performance appraisal.

## Management Committee

### Objectives

The Management Committee exists to provide strategic oversight of the Global Secretariat on behalf of the Executive Committee. It exercises the accountability functions of the Executive Committee between meetings of the Executive.

The Management Committee monitors the Global Secretariat, to ensure that it is fulfilling the policy directions and limitations set by the Executive. It provides a financial control over the Global Secretariat, to provide guarantees that resources are being used in a responsible and accountable manner. It provides direction and advice to the Global Secretariat in its major operational activities.

### Reporting

The Management Committee reports to the Executive Committee through the GOPAC Chair. It is responsible for providing regular communications to the GOPAC Chair, maintaining robust communications across the GOPAC governance structure.

### Membership

- The GOPAC Chair is a member *ex officio*
- A Chair of the Management Committee, appointed by the Executive Committee for a renewable two-year term
- The GOPAC Executive Director *ex officio*
- Additional members, appointed by the Executive Committee, to serve at the
- Executive Committee's pleasure

### Quorum and Decision-Making

The quorum of the Management Committee shall be no fewer than three members. It shall arrive at its decisions by consensus where possible, and by majority vote where necessary. The Chair of the Management Committee and each member of the Management Committee shall each have a single ordinary vote.

### Specific Responsibilities

- Preparation of the annual budget
- Monitoring of actual expenditure versus budgeted expenditure
- Receiving and reviewing financial statements on an exception basis
- Operation of the Investment Programme
- Receiving oral reports from the Executive Director on the conduct of the Global Secretariat
- Monitoring the Global Secretariat's compliance with Board policies, execution of the Strategic Plan, execution of the Operating Plan, and reporting quarterly to the Executive Committee
- Advising the Executive and the Global Secretariat on actions necessary to meet GOPAC's strategic objectives
- Considering, monitoring, and approving travel by the Executive Director
- Considering, monitoring, and approving any expenditure of more than \$C20'000

- Enforcing the GOPAC conflict of interest policy as it applies to GOPAC staff
- Assuring legal and regulatory compliance
- Co-ordinating major fund raising initiatives
- Other tasks or projects delegated to it by the Executive Committee

## Global Task Forces

### Chairs

The Chairperson of each GTF is appointed by the Executive Committee on the recommendation of the Management Committee for a term of two years ending at the Global Conference. A GTF Chairperson may only serve for two terms unless additional terms are approved by the Executive Committee under special circumstances. The GTF Chairpersons are responsible for the effective performance of their GTF. The mandate of each GTF Chairperson also includes taking all reasonable measures to ensure that his or her respective GTF fully executes its mandate.

Each GTF leader has the following responsibility:

#### Global Task Force Effectiveness

- Overseeing the training for GTF members through the Global Secretariat;
- Taking all reasonable steps to ensure that his/her task force works as a cohesive team and provides the leadership essential to achieve its mandate;
- Arranging through the Global Secretariat for adequate resources to be available for the GTF to carry out its work; and
- Taking all reasonable steps to ensure his/her GTF has the information, or acquires the information, to fulfil its mandate.

#### Global Task Force Management

- Chairing their respective GTF Meetings;
- Setting the agenda of each GTF meeting in consultation with the GTF Advisor;
- Setting a budget in consultation with the Global Secretariat;
- Taking all reasonable steps to ensure the conduct of the GTF meetings facilitates discussion and provides time for the analysis and discussion of the work under consideration;
- Either leading or obtaining the requisite expertise of others to coach members of the GTF;
- Adopting procedures to ensure that the GTF conducts its work efficiently and effectively;
- Overseeing and ensuring that the GTFs fully discharges its responsibilities and mandates;
- Ensuring written reports are made of each GTF meeting and are reported to the Global Secretariat; and
- Ensuring that the behaviour and actions of his/her GTF conforms to the vision and mission of GOPAC.

GTF leaders are to report to the Global Secretariat on the deliberations of their respective GTFs, and report any recommendations by the GTF.

### GTF Members

GTF Members are appointed by the Executive Committee, on the recommendation of the Management Committee, for a renewable term of two years ending at the Global Conference. In the event that

GOPAC should require the participation of a potential GTF Member to an event, the Management Committee may grant pro tem GTF Member status pending final approval from the Executive Committee.

Each GTF will have a minimum of 5 regionally representative members.

Each GTF Member has the following responsibility:

- Commit to principles of anti-corruption, good governance and democratization;
- Be an informed expert on anti-corruption subject matter;
- Be available to volunteer on average one day per month;
- Participate in knowledge dissemination and information sharing through:
  - Capacity building workshops and regional and international events;
  - Conducting research and drafting content for user-friendly handbooks, reports, policy papers and case studies;
  - Peer-to-peer engagement, learning and relationship building; and
  - Advocacy work to implement and enforce anti-corruption legislation and promote democratic principles worldwide.

## Dissolution of GOPAC

A decision to dissolve GOPAC requires a resolution passed at a special meeting called by the Board and supported by three quarters of the votes of active members present in person or by proxy.

In the event that GOPAC is dissolved or disbanded, the assets of the organization shall be transferred to other organizations with similar aims and objectives as ordered by the Board prior to the dissolution or disbandment.

## Annex A: Executive Director Job Description

The Executive Director serves as the leader of GOPAC and its primary public representative, reporting to the Executive Committee. The Executive Director works in partnership with the Executive Committee to ensure that GOPAC fulfills its mission and creates strategies that ensures its future success.

### Professional Responsibilities

#### Planning

- Defines and articulates GOPAC’s vision and develops strategies for the Executive Committee’s approval to achieve that vision.
- Creates annual operating plans that support the strategic direction set by the Executive Committee and correlates with annual operating budgets; submits annual reports and plans to the Executive Committee for approval.
- Develops and monitors strategies for ensuring the long-term financial viability of GOPAC.
- Ensures that the Global Secretariat is providing the level of service required to develop GOPAC in accordance with the vision of the Executive Committee and the membership.
- Develops future leadership within GOPAC.

#### Management

- Oversees the operations of organization and manages its compliance with legal and regulatory requirements.
- Promotes a culture that reflects GOPAC’s values, encourages good performance, and rewards productivity.
- Is a person of distinction, intellectual depth, creativity, integrity, humour, and common sense.
- Is responsible for engaging, supervising and terminating senior managers and for overseeing the human resources of GOPAC according to authorized personnel policies and procedures that fully conform to current laws and regulations.
- Ensures that communication between staff, the executive, Board and membership is sufficient and current.
- Evaluates and develops GOPAC’s external relationships.
- Evaluates the staff’s performance on a regular basis.

#### Financial Stewardship

- Oversees the development of annual budgets that support operating plans and submits plans and budgets for executive review and approval.
- Prudently manages GOPAC's resources within approved budget guidelines according to current laws and regulations.
- Ensures appropriate accounting procedures and reporting in compliance with Generally Accepted Accounting Principles (GAAP).

- Provides regular reporting to the Executive Committee and Board on GOPAC's activities and financial position.

## Fund Raising

- Develops fund raising strategies and supports the fund raising activities.
- Supports the Global Secretariat and participates in fund raising solicitations.
- Oversees the timely submission of detailed grant applications and progress reports to funders.

## External Relationships

- Serves as the primary spokesperson and representative for GOPAC.
- Assures that GOPAC, its mission, program and services are consistently presented in a strong, positive image to all relevant stakeholders.
- Actively advocates for GOPAC, its beliefs, and its programmatic efforts.
- Acts as a liaison between GOPAC and the community, building relationships with peer organizations when appropriate.

## Programmatic Effectiveness

- Oversees design, delivery, and quality of programs and services.
- Stays abreast of current trends related to GOPAC's products and services and anticipates future trends likely to have an impact on its work.
- Collects and analyzes evaluation information that measures the success of GOPAC's program efforts; refines or changes programs in response to that information.

## Executive Committee and Board Support and Leadership

- Supports operations and administration of the Executive Committee and Board by advising and informing Executive Committee and Board Members and acting with them.
- Advises the Executive Committee on the development of policies and planning recommendations.
- Assists in the selection and evaluation of GTF Chairs.
- Makes recommendations and supports operating plans and submits plans and budgets for executive approval.
- Must be a highly motivated and self-directed leader who is solidly committed to helping GOPAC and its members reach their goals. A consensus builder, this individual must be a strong manager who enjoys the challenges of coaching in a multicultural team to achieve excellence.
- Excellent marketing and negotiating skills.
- English, French and Spanish are the working languages of GOPAC. Two are essential, a third is very desirable.

## Working Conditions

- Must be willing (at times) to travel, work irregular hours including weekends and holidays. Be able to deal with a fast paced work load that at times can be stressful.

## **Education and Previous Work Experience**

- Degree in business, marketing, communications, political science, public administration or non-profit management.

Disclaimer Statement: The above is intended to describe the general content of and requirements for the performance of this job. It is not to be construed as an exhaustive statement of duties, responsibilities or requirements.

## Annex B: Board of Directors Code of Conduct

GOPAC Global Secretariat  
 255 Albert Street, Suite 904  
 Ottawa ON Canada  
 K1P 6A9

To: GOPAC Global Secretariat

In compliance with the Global Organization of Parliamentarians Against Corruption (GOPAC) Code of Conduct, I fully agree (please initial):

- \_\_\_\_\_ • To adhere to the Code, and indicate any potential conflicts of interest or past involvements that might embarrass GOPAC;
- \_\_\_\_\_ • If on reflection I feel that my participation on the Board could reasonably risk the reputation of GOPAC, I will resign from the Board, or if I am unsure, I will consult with its Chairperson;
- \_\_\_\_\_ • On becoming aware of any risk of negative publicity regarding a purported involvement in corruption or a conflict of interest, I will document the situation and send the information to the GOPAC Secretariat;
- \_\_\_\_\_ • If I am charged with corruption, even if I am not guilty, I will stand down from the Board until the matter is resolved; and
- \_\_\_\_\_ • If I am convicted of corruption, I will resign from the Board and withdraw from GOPAC immediately.
  
- \_\_\_\_\_ • **Other than the items described in the attached, I am not aware of any potential conflicts with the GOPAC Code of Conduct.**

I fully recognize that the application of the Code is not a device to invade my privacy, nor should it be applied in a way that provides the unscrupulous with a weapon with which to undermine the credibility of GOPAC members by falsely accusing them of corruption.

Sincerely,

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

\_\_\_\_\_

Printed Name