

Review of the EITI Association Code of Conduct

For decision

The Governance and Oversight Committee (GOC) reviewed the EITI Association Code of Conduct as part of its 2022 Work Plan. The GOC agreed limited revisions to the Code of Conduct. The GOC recommends that the EITI Board agree the recommended revisions to the EITI Association Code of Conduct presented in this paper.

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Has the EITI competence for any proposed actions been considered?

The Governance and Oversight Committee (GOC) 2022 Work Plan includes “Review of Code of Conduct” as a “spotlight issue” to be considered in Q3-Q4 2022.

Supporting documentation (available via <https://eiti.org/board-committees>).

EITI Articles of Association (available [here](#)).

EITI Association Code of Conduct (available [here](#)).

Financial implications of any actions

The recommendations from the International Secretariat require a minimal amount of staff time. This cost can be accommodated within 2022 work plan and budget.

Document history

Submitted to the Governance and Oversight Committee	14 July 2022
Discussed by the Governance and Oversight Committee	21 July 2022
Discussed by the Governance and Oversight Committee	1 Sept 2022
Discussed by the Governance and Oversight Committee	22 Sept. 2022
Approved by the Governance and Oversight Committee	26 Sept. 2022
Shared with the EITI International Board	28 Sept. 2022

1. Summary and Recommendations

The GOC 2022 Work Plan includes the “Review of the Code of Conduct” as a “spotlight issue” to be undertaken in Q3-Q4 2022. In line with the Work Plan, the Secretariat completed a brief review of the EITI Association Code of Conduct ahead of GOC #33 to initiate discussion about potential revisions to the Code of Conduct. The GOC discussed the Secretariat’s review at GOC #33 and tasked the Secretariat to provide recommended revisions to the Code of Conduct based on the committee’s initial discussion. The Secretariat’s recommended revisions were presented to the GOC at GOC #35. The GOC recommended further revisions, which were presented to the GOC at GOC #36. The GOC agreed the revisions, which were confirmed via email on a no objection basis on 26 September 2022.

The GOC recommends that the EITI Board agree the recommended revisions to the EITI Association Code of Conduct.

The Secretariat will provide the paper to EITI National Coordinators ahead of the meeting of National Coordinators on 10-11 October 2022 in Oslo, Norway, and also present the paper at the meeting to ensure National Coordinators are aware of potential changes to the Code of Conduct.

In addition, the Secretariat recommends that the Code of Conduct be presented to new members of the EITI Association when they join the Association, led by the relevant constituency or upon request by the Secretariat, and that the Code of Conduct continues to feature in Board inductions. The Secretariat further recommends a “reminder” of the Code of Conduct be added to the EITI newsletter following this review and that multi-stakeholder groups (MSGs) in implementing countries review and disseminate the Code of Conduct at upcoming MSG meetings as a refresher on expected actions and behaviours in discharging duties to the EITI.

2. Background

The EITI Board adopted the EITI Association [Code of Conduct](#) in March 2014. It is part of the EITI Standard. The Code of Conduct applies to all EITI Board members, their alternates, Members of the EITI Association, secretariat staff (national and international), and members of multi-stakeholder groups. The GOC occasionally considers the extent to which the Code of Conduct is followed and whether the sign-off procedures are being adhered to.

A review of the Code of Conduct was scheduled for February-March 2020, but was deferred due to the disruption caused by the COVID-19 pandemic. The GOC 2022 Work Plan includes this review as a “spotlight issue” for the GOC to consider in Q3-Q4 2022. The Work Plan suggests that the review start by raising awareness about the Code of Conduct and the expected actions and behaviours of Board members and stakeholders. The Work Plan further indicates that the GOC may consider and agree recommended changes to the Code of Conduct following the review of the Articles of Association, which is being approached in two phases, with Phase 1 completed in June 2022 and Phase 2 to be completed by June 2023.

3. Review of Code of Conduct

The EITI Association Code of Conduct is presented below in full. For each article, the Secretariat presents recommended revisions shown in track changes as well as an explanation for the recommended changes building off of the scoping phase of this review. The GOC is recommended to discuss these revisions and to consider other potential revisions.

EITI ASSOCIATION CODE OF CONDUCT

1. Scope

All EITI Board Members, their alternates, [the EITI Chair](#), Members of the EITI Association, secretariat staff (national and international), and members of [EITI](#) multi-stakeholder groups (below referred to as “EITI Office Holders”) shall abide by this Code of Conduct.

Explanation: the article now includes the EITI Chair as an EITI Office Holder.

2. Personal behaviour, integrity and values

EITI Office Holders shall observe the highest standards of integrity and ethical conduct and shall act with honesty and propriety. The personal and professional conduct of EITI Office Holders should, at all times, command respect and confidence in their status as Office Holders of an association that promotes an international standard for transparency and accountability and should contribute to the good governance of the EITI.

EITI Office Holders should dedicate themselves to be leading by example and should represent ~~the interests and mission of~~ the EITI in good faith and with honesty, integrity, due diligence and reasonable competence in a manner that preserves and enhances public confidence in their integrity and the integrity of the EITI, and ensuring that his or her association with the EITI remains in good standing at all times.

Recognizing the often dual -role of EITI Office Holders to represent the EITI as well as the respective interests of government, industry and civil society, and recognizing the importance of informed public debate on extractives governance, Office Holders should refrain from conduct, including lobbying activity, in breach of Article 3 below.

Explanation: the article now states that EITI Office Holders should refrain from conduct, including certain lobbying activity, in breach of Article 3 below on “compliance.” The article applies to all Office Holders and does not preclude all lobbying activity, just lobbying activity in contravention of the interests, objectives and requirements of the EITI Articles of Association, EITI Principles, EITI Standard and EITI Policies.

3. Compliance

EITI Office Holders shall discharge their duties to the EITI in compliance with applicable national

laws and regulations and in line with the ~~EITI Rules, interests and objectives~~ EITI Articles of Association, EITI Principles, EITI Standard and EITI Policies.

Explanation: the article did not previously define “EITI Rules,” so it has been updated to clarify the elements of the EITI Rules.

4. Respect for others

EITI Office Holders will respect the dignity, EITI-related needs and private lives of others and exercise proper authority and good judgment in their dealings with colleagues, members of the other EITI bodies, staff members, the general public and anyone whom they come in contact with during the discharge of their duties to the EITI.

5. Professionalism

EITI Office Holders should perform his or her assigned duties in a professional and timely manner and should use his or her best efforts to regularly participate in professional development activities to support discharge of their duties to the EITI.

Explanation: the article was unclear about the types of professional development activities. These would be activities hosted by the EITI or partners or other hosts that support the role of the EITI Office Holder.

6. Diversity and Inclusion ~~Discrimination~~

EITI Office Holders shall not tolerate, engage in or facilitate any discriminatory or harassing behaviour directed toward anyone whom they come in contact with during the discharge of their duties to the EITI. EITI Office Holders shall actively support diversity and inclusion during the discharge of their duties to the EITI.

Explanation: the article was updated to not just discourage discrimination but to encourage stakeholders to actively consider diversity and inclusion in discharge of their duties to the EITI.

7. Confidentiality

EITI Office Holders shall not use any information that is provided in his or her role as EITI Office Holder and which is not already in the public domain in any manner other than in furtherance of his or her duties to the EITI. EITI Office Holders shall respect confidentiality as set out in the EITI Openness Policy and the EITI Observer Policy for EITI committees. EITI Office Holders continue to be bound by this obligation for two years after termination of their mandate, unless a different timeframe is agreed by the EITI Board.

Explanation: the EITI Openness Policy and EITI Observer Policy for EITI committees address the confidentiality of EITI documents in more specific contexts. They are now referenced here. The observer policy has been updated separately to address confidentiality of committee documents and discussion. The addition to this article provides flexibility for the Board to adjust the time limit

for the confidentiality obligation.

8. Expenditure of EITI resources and use of EITI property

EITI Office Holders shall respect the principle of value-for-money and be responsible in the use of funds dedicated to the EITI. No EITI Office Holder shall misuse EITI property or resources and will at all times keep EITI property secure and not allow any person not appropriately authorised to have or use such property.

EITI Office Holders shall only bill at actual cost travel, operational or other costs related to the fulfilment of duty as an EITI Office Holder. [Billing at actual costs is preferred to per diems](#). EITI Office Holders shall provide goods or services to the EITI as a paid vendor to the EITI only after full disclosure to, and advance approval by the EITI Board or [relevant](#) EITI multi-stakeholder group.

Explanation: the article was updated to stress the preference for billing at actual costs versus fixed per diems, which can introduce potential conflicts of interest as addressed in Article 9 below.

9. Conflict of interest and abuse of position

EITI Office Holders shall at all times act in the best interest of the EITI and not for interests such as personal and private benefits or financial enrichment.

EITI Office Holders shall avoid conflicts of private interest. For the purposes of this code, a conflict of interest is a situation or circumstance in which interests of EITI Office Holders influence or may influence the objective and impartial performance of their official EITI duties. In this regard, private interests include any advantage for themselves, their families or personal acquaintances.-

EITI Office Holders finding themselves in such a situation must recuse themselves and inform the EITI Board or [relevant](#) multi-stakeholder group of such recusal. For EITI Board Members the rules established in Article 5.6 of the EITI [Board Manual](#)~~Articles of Association~~ apply.

Specifically, EITI Office Holders shall follow these guidelines:

- Avoid placing (and avoid the appearance of placing) one's own self-interest ~~or any third-party interest~~ above that of the EITI; while the receipt of incidental personal or third-party benefit may necessarily flow from certain EITI-related activities, such benefit must be merely incidental to the primary benefit to the EITI and [the objective of the EITI](#)~~its purposes~~. Any per diems set, paid or obtained should be based on reasonable actual costs ~~and good international practice.~~ [\[1\]](#)
- Refrain from overstepping the conferred powers. [EITI](#) Office Holders shall not abuse [the](#) EITI office by improperly using the EITI Association or the EITI's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; EITI Office Holders shall not represent to third parties that their authority as an EITI Office Holder extends any further than that which it actually extends.

- Do not engage in any outside personal activities that could, directly or indirectly, materially adversely affect the EITI.

Explanation: the reference “[f]or EITI Board Members the rules established in Article 5.6 of the EITI Articles of Association apply” has been corrected to refer to the recusal policy at Article 5.6 of the EITI Board Manual. The reference to “third party interest” has been removed, recognizing the often dual role of EITI Office Holders to represent the EITI as well as the respective interests of government, industry and civil society.

Footnote [1] has been deleted in preference of EITI Office Holders billing at actual costs. Where per diems are set, they should be set based on reasonable actual costs and good international practice. The Secretariat’s brief review of current per diems among implementing countries shows that a few countries have high per diem rates that appear out of line with good international practice. Relevant Secretariat country managers have been recommended to continue to follow up with these countries to encourage billing at actual costs or to bring these rates in line with good international practice. MSGs are urged to keep per diems under review and to follow a practice of billing at actual costs in preference to per diems.

10. Gifts, trips and entertainment

EITI Office Holders shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity that are intended to be, or that can reasonably be perceived to be, a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the EITI.

Any offering or receiving of gifts, free trips or other compensation over the value of USD 100 directly or indirectly related to the discharge of EITI responsibilities should be declared to the [EITI International Secretariat which will consider what further actions should be taken](#). ~~Board or the respective EITI multi-stakeholder group (through the international or national secretariats)~~. Any ~~offering or receiving of~~ gifts considered excessive should be refused. In case of doubt whether a gift is excessive, the [EITI Office Holder should comply with EITI Policies, including the EITI Anti-Bribery and Anti-Corruption Compliance Policy, and consult with the EITI International Secretariat or relevant multi-stakeholder group](#) ~~should be consulted~~. Should it be inappropriate to refuse an offering, notably because such refusal could prove embarrassing to the donor, the gift is to be surrendered to the EITI International Secretariat or the [relevant](#) multi-stakeholder group.

Explanation: the article was updated to reflect and reference the current EITI Anti-Bribery and Anti-Corruption Policy.

11. Implementation

The EITI Board, ~~the respective EITI~~ multi-stakeholder groups, ~~the international~~ [and/or](#) national secretariats are responsible for making EITI Office Holders familiar with this Code of Conduct and for providing advice and, if required, training on the interpretation and implementation thereof. Those, including ~~EITI~~ multi-stakeholder groups, responsible for making the EITI Office Holders familiar with this Code [of Conduct](#) should annually confirm that EITI Office Holders are familiar with the Code [of Conduct](#) and report on its implementation to the [EITI](#) Board through the [EITI](#) International Secretariat.

12. Reporting

EITI ~~Office Holders or other~~ stakeholders with a concern related to the interpretation, implementation or potential violation of this Code of Conduct shall bring such issues to the attention ~~of~~ the immediate EITI body in accordance with the EITI Policy on Voicing Concerns. Where matters are brought to the attention of the EITI Board in accordance with the Policy on Voicing Concerns, the Board will consider the circumstances and consider whether action is necessary in accordance with the EITI Articles of Association, EITI Principles, the EITI Standard and EITI policies~~the Articles of Association~~. Anybody who is uncomfortable to raise any such ~~issues concerns~~ with the immediate EITI body may bring their concerns to the attention to the EITI Board through its Governance and Oversight Committee and its chair, in line with the EITI Policy on Voicing Concerns.

Explanation: the article has been revised in light of the EITI's more recent policy on voicing concerns to bring this article in line with that policy. Concerns related to the Code of Conduct would be addressed according to that policy.

~~[1] In establishing reasonable actual costs and good international practice, stakeholder may wish to consult the practices of the International Secretariat. When the Secretariat provides per diems (which it does not do to its staff), it often follows US Department of State's foreign per diem rates (http://aoprals.state.gov/content.asp?content_id=184&menu_id=81). In establishing per diems, national laws and regulations should of course be adhered to.~~

4. Conclusion

Following the scoping exercise concerning potential changes to the EITI Association of Code Conduct and after discussion of the recommended revisions to the Code of Conduct in this paper, the GOC agreed the recommended revisions and now recommends that the EITI Board recommend the revisions presented herein to the EITI Association Code of Conduct.