



TI-NZ Board Meeting Minutes

10 February, 5:00pm-7:00pm

Address: Deloitte Central


Website: Deloitte Brandon Street

Attendees:

Patron: Sir Anand Satyanand **Directors:** Chair-Suzanne Snively, Deputy Chair - Claire Johnstone, Treasurer - Stephanie Hopkins, Suzanne Carter, Stephan Drain, Bryce Edwards, David McNeill, Murray Sheard, Ian Tuke, Fuimaono Tuiasau **Website Manager:** Steve Snively
Minutes: Alexandra Mills **In Attendance:** Daniel King
Apologies: Fiona Tregonning, **Accounts Officer/Membership Secretary:** Alison Smith

<p>Welcome/Apologies/ Minutes 16 December 2013/-Matters Arising</p>	<p>Item one <i>Recommendations: 16 December 2013 Minutes are accepted as a correct and accurate record of the meeting.</i> Moved: Stephanie Seconded: Suzanne C</p>	<p>Suzanne S</p>
<p>December/January Financial Reports/Disbursements/ New Members/ Administration and Finance Committee Minutes</p>	<p>Item Two <i>Recommendation: December/January disbursements are ratified</i> Moved: Stephanie Hopkins Seconded: Claire</p> <p><i>Noting: The December/January financial reports have been tabled</i></p> <p>Fred Denz is no longer able to continue in the role as Interim Accounts Officer so Alison Smith will be reassuming the role until a replacement can be found.</p> <p><i>Noting: The Minutes from the December 2013 and February 2014 Finance and Administration Committee are noted.</i> Moved: Stephanie Seconded: Suzanne C</p> <p><i>Daniel King to be approved as a new Individual Member.</i> Moved: Stephanie Seconded: Claire</p> <p><i>New Individual Member Josephine Serralach be approved.</i> Moved: Stephanie Seconded: Suzanne C</p>	<p>Stephanie Hopkins, Treasurer/ Alison Smith, Accounts Officer/ Alexandra Mills</p>

This is the Exhibit marked CHJ-3 referred to in the annexed affidavit of Claire Helen Johnstone affirmed at Lower Hutt this 24 day of February 2014 before me:

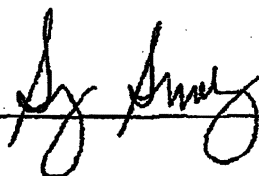
72  **Lisa Anne Grant**
Solicitor
 A Solicitor of the High Court of New Zealand **Lower Hutt**

<p>Ethics Committee</p>	<p>In order to get reaccredited TINZ needs an Ethics Committee.</p> <p>The Ethics Committee is to make decisions on complaints received.</p> <p>Consideration of the incorporation of an Integrity Officer as the Chair of the Ethics Committee.</p> <p><i>The Ethics Committee Draft Terms of Reference be sent to TI-S once changes have been made.</i> Moved: Stephanie Seconded: Suzanne C</p> <p><i>Murray Sheard as a member and Chair of the Ethics Committee.</i> Moved: Ian Tuke Seconded: Suzanne S</p> <p><i>David McNeill as a member of the Ethics Committee.</i> Moved: Murray S Seconded: Fulmaano</p> <p><i>Daniel King as a member of the Ethics Committee.</i> Moved: Suzanne Seconded: Claire</p> <p>Suzanne left the room.</p> <p>The Ethics Committee to deal with current TINZ complaints and keep TI-S informed of the outcome. A decision will be made within the next two weeks.</p> <p>TI-S has advised that the current complaint is to be dealt with by the Ethics Committee. TI-S has been informed of the informal advice from the Police, SFO and the Judiciary that these current complaints should be ignored.</p> <p>The TINZ process for complaints is they are to be referred to the Ethics Committee who will look into matters of the complaint through a 2 stage process. Firstly, an assessment by the Ethics Committee, then if there is validity to the complaint an investigation will be undertaken. Once the investigation has been made a recommendation will be made to the Board.</p> <p>It is a stressful process for all concerned so support should be provided.</p> <p>The Board can see no reason for the Chair to step aside.</p> <p>Board members involved with a complaint are not to communicate with the complainants.</p>	<p>Suzanne S</p>
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Fundraising update	<p><i>Recommendation: Next steps to fundraising strategy are to focus on the Platinum Partners to lead to a viable TINZ structure and for addressing the NIS deficit.</i></p> <p>Moved: Suzanne Snively Seconded: Stephanie</p> <p>Need to increase membership to increase awareness. Need to provide events to not lose progress with Individual Members.</p> <p>No matter where funding comes from TINZ will remain independent. When money is received it will be made clear that the money will not silence TINZ from commenting on issues of concern.</p> <p><i>A fundraising team be established consisting of Fuimaono and Suzanne S but other Directors to assist when possible.</i></p> <p>Moved: Fuimaono Seconded: Stephanie</p>	Suzanne S
Leveraging TINZ contacts	The amount of people on the database needs to be increased.	David McNeill/ Steve S
Malaysia Conference	<p><i>Fuimaono to attend the Malaysia conference</i></p> <p>Moved: Claire Seconded: Suzanne C</p>	Suzanne
NIS/EAG Update	<p>Need to find a way to engage the media better.</p> <p>Second addition of the NIS to be considered. Noting: The Board's concern about the amount of time it will take.</p>	Suzanne S/Sir Anand
NIS Consultation in Dunedin	Bryce is interested in publishing an 'accessible' version of the NIS.	Bryce Edwards
PINSP	Following on from the recommendations in the Litmus Review of PINSP for MFAT, Claire Johnstone is to further work with TI International and the Pacific Chapters to progress the proposal to the Ministry of Foreign Affairs.	Claire Johnstone
Parliamentarians Strategy	Potential event to get local MP's to comment on their integrity policies.	Murray Sheard
New Director/ Open Government Partnership/ C20 Conference/ Defence Index	<p><i>Recommendation: Approval of Interim Director, Daniel King (director until AGM for formal ratification of 3-year terms from then) nominated by Suzanne Snively. Seconded by Claire Johnstone. Application to be a TINZ member received 19th December 2013.</i></p> <p>Moved: Suzanne Seconded: Claire</p>	Suzanne S/Claire Johnstone
General Business/ Next Meeting	<p>C20 Conference on the 20-21st June</p> <p><i>Alexandra Mills' contract to be approved.</i></p> <p>Moved: Stephanie Seconded: Claire</p>	

What	When	Who
Board Members to help Suzanne with fundraising. Directors to provide contact details to Suzanne for people she can contact.		All directors
Letters to be sent out to organisations that supported the NIS to become formal members.		Suzanne
Steve to be sent a clean copy of the rules to upload onto the website.		Alexandra/Steve
Membership to be updated and the terms and conditions to be updated, David McNeill to send the changes that need to be made.		Steve/David
Follow up with the Minister about the Anti-corruption training launch		Ian
Contact for TINZ at the Otago Daily Times to be organised		Bryce
List of conferences put together so Directors can indicate their interest and availability for events.		Suzanne
Suzanne to be notified of the outcome regarding the complaint.	Within 2 weeks	Ethics Committee
Governance Guidelines to be updated.		Stephen Drain, David
Meeting with Suzanne to review her performance as Executive Chair.	February 2014	Stephanie, Fiona
Need to ask whether integrity and anti-corruption policies are in the rules of political parties.		
Strategic planning meeting date to be decided.		Auckland Directors

Signed as a correct record:



Date

10 March 2014

This is the Exhibit marked CHJ-8 referred to in the annexed affidavit of Claire Helen Johnstone affirmed at Lower Hutt this 24 day of October 2014 before me:

[Handwritten Signature]

A Solicitor of the High Court of New Zealand

**Lisa Anne Grant
Solicitor
Lower Hutt**

From: Murray Sheard <murraylitharan@gmail.com>

Subject: Ethics Committee Feedback

Date: 9 March 2014 9:52:13 pm NZDT

To: Suzanne Carter

Cc: Fiona Tregonning

Daniel King

fuiamaono tuiasau

Stephen Drain

David McNeill

Stephanie Hopkins

Bryce Edwards

Claire Johnstone

Ian Tuke

Suzanne Snively

Rt Hon Sir Anand Satyanand

Steve Snively

Dear One and All.

Below is the Ethics Committee deliberations and decision, for discussion/approval tomorrow.

Due to travel, I can never make it until 5.15pm. Also, unfortunately I'm only a 50-50 starter for this meeting due to my mother's health. Regardless, we need to decide next steps.

I think we should:

- 1) Send the judgement to TI-S but ask that they leave it to us to distribute further.
- 2) Send EITHER the judgment OR a summary about 1/4 the length detailing only essential finding, to Vince S.

There is no need to publish it further, including no need for it to go one our website.

I dont think there is any point in hiding the full judgement from him actually - if we did we could be in for a privacy comm request which would be a pain work-wise and also reveal the entire process. The full judgement also details the reasoning better.

thanks

Murray

Ethics Committee Report: The complaint of Vince Siemer, Dec 2013 - Feb 2014

1) Nature of the Complaint

Complaint A) The complainant alleges that TINZ chairperson, Ms Suzanne Snively has sought to promote a private business benefit, by referring to TINZ Ltd on the professional networking website 'LinkedIn'. The use of the word "Ltd" is claimed to (1) be a deliberate matter and (2) refer to a company of which Ms Snively is claiming to be a director. The complaint then asserts that Ms Snively's involvement in this company is a financial benefit to her, and that this represents a serious conflict of interest. The complainant correctly discovers there is no such company. Transparency International Secretariat confirms there is no such company.

Complaint B) That Ms Snively undertakes remunerated work for TINZ, both as Executive Director and on the significant NIS project, in addition to her volunteer work for TINZ - and that this represents a serious conflict of interest.

Complaint C) That TINZ receives funding from the NZ Government and that this represents a serious conflict of interest. The complainant alleges that this funding is linked to favourable judgements of the NZ Government in TINZ reports and studies (including the judgment that New Zealand is the least corrupt country in the world) and this funding prevents TINZ from being critical of the NZ Government.

2) Interpretation and Response

Complaint A)

We judge that Ms S Sniveley intended to make the (correct) claim to be a director of TINZ - a registered non-profit organisation. Use of the word "Ltd" was simply an error. It was not intended to describe a separate organisation. Ms Snively corrected the error when it was brought to her attention. She has never directed a company called Transparency International New Zealand Ltd and so has not gained financially through such a company, in her association with TINZ. No evidence, actual or implied is offered by the complainant that such trading activity or benefit (including benefit from overseas companies trading with NZ) is occurring. Mr Siemer is correct in asserting that this company does not exist. His terminology "fictitious company" however seems to imply, incorrectly, that Ms Snively invented the company for the purposes of deceit and/or private gain.

A spurious link is made to private consulting, suggesting such activity is unethical for a board member. Yet many members of TINZ undertake some sort of consulting activity, as their normal form of income, allowing them to contribute their volunteer time to TINZ. There is nothing noteworthy about consulting per se. To the contrary, it is precisely the experience and expertise that allows a member to offer themselves as a consultant, that gives many board members their value to their board. The TINZ board is no exception, nor should be.

Ms Snively has provided detailed information in the Register of Interests of any interests that could potentially lead to or realistically be perceived as a conflict of interest. This includes information on her current or past remunerated positions (including MoreMedia Enterprises Ltd and Integrity Plus NIS), current or past non-remunerated positions, significant ownership or controlling position in any company or other organization.

Complaint B)

There is nothing unusual about an honorarium offered to the chair of a board for service above and beyond the call of duty. TINZ is almost entirely a volunteer organisation, but volunteer effort can only achieve so much. In order to undertake its activities, the TINZ board chooses to fundraise and apply those funds to enable their chair to spend more time during normal hours and have more focus on advancing TINZ goals and objectives. This is common practice for many civil society organisations. In this case, undertaking the 2013 NIS assessment increased the workload of TINZ significantly. It is not unusual for Ms Snively to devote 60 hours+ per week to the work of TINZ and she almost singlehandedly raised the funds needed to conduct the 2013 NIS assessment. The complainant offers no substantive reasoning in questioning why TINZ should not conduct its affairs in this way, nor offers evidence that this is an unusual practice.

Further, TINZ's Ethics Policy stipulates that: "Members of the board may serve concurrently as paid staff of TINZ under a contract for services approved by the board".

Complaint C)

To the the claim that TINZ received government money: TINZ did indeed raise significant funds from numerous government departments for the NIS Assessment. This is not unusual in developed world countries (while for less developed countries, TI-Secretariat often provides funding).

To the claim that such funding leads to favourable judgements of the NZ Government in TINZ reports and studies, no evidence, actual or implied is provided for this very broad assertion. Quite to the contrary, the recently released NIS report offers some hard-hitting criticism of current practice, and points to numerous areas for improvement. No evidence of compromises to TINZ's independence is given.

The complainant makes no distinction between politically motivated slush funding, and diversely sourced, apolitical funding from large NZ Public Service departments operating in the enforcement & information areas. The Government, as regulator of NZ's economy and provider of its professional public service, is an appropriate body to provide funding to TINZ, so that the latter can provide the required professional level of scrutiny of NZ's integrity systems.

Conclusion:

The ethics committee has considered the complaint and wishes to state in record that there has been no breach of ethics or conflict of interest. All processes to avoid these have been followed. We consider the matter closed.

Thanks,
Murray

"A is for Adventure. Adventure is the opposite of television."