

**CONFLICT OF INTEREST POLICY FOR MEMBERS OF THE GOVERNING  
BOARD AND OTHER EXECUTIVE BODIES OF TRANSPARENCY  
INTERNATIONAL MACEDONIA**

**Introduction**

In the work of Transparency International Macedonia (TI-Macedonia) a member of the organization, an employee within it, or a member of the Governing or Supervisory Board, a conflict of interest may arise. A conflict of interest is understood as a situation where the individuals mentioned above find themselves in a position to make decisions on matters in which they have a personal interest or an interest of their immediate family members. A conflict of interest also includes the interest of companies where these individuals or their immediate family members are owners, founders, or shareholders.

*In order that the mentioned persons cannot come into a situation of personal conflict of interests, they cannot enter into direct economic and other professional cooperation with TI-Macedonia*

**Monetary or financial interest**

A member of the organization, an employee within it, or a member of the Governing or Supervisory Board, as well as their employees, associates, or relatives, may have a presumed financial interest in the decision in the form of money, gifts, services, gratitude, and obligation for commission, goods, services, or other specific demands.

*In cases where there is a financial interest, it is necessary for the member of the organization, its employee or member of the Governing or Supervisory Board to give a statement.*

**Duties of the Members of the Governing Board of TI-Macedonia**

The Governing Board of TI-Macedonia should consist of people with commendable and diverse academic, business, professional, and personal experience in the social sphere of life. Such a composition of the Governing Board aims to ensure its versatility and the making of quality decisions for the benefit of the work and the achievement of the goals of TI-Macedonia.

Each member of the Governing Board has equal rights and obligations during the operation and decision-making of the Board.

The participation or influence of the members of the Governing Board and governing bodies on decisions that selectively and disproportionately collaborate with and use the services of certain organizations, companies, or professional or academic groups is a breach of the

entrusted responsibility of a board member to act fairly and objectively in protecting the best interests of TI-Macedonia.

## **Principles**

Board members and executive bodies of TI-Macedonia are expected to act with integrity in all activities related to TI-Macedonia. Members of the Governing Board and other executive bodies should use their skills and experience to represent the goals and intentions of Transparency International and TI-Macedonia to act and make decisions in the collective interest. Members of the Governing Board should not act in a way that selectively or disproportionately favors certain agencies, firms, organizations, professional, or academic groups.

## **Responsibilities of the President of the Governing Board**

The Governing Board of TI-Macedonia President is responsible for ensuring that all individuals nominated by or elected by the Board or executive body are informed about the policy and procedures concerning conflicts of interest. The policy and procedures should be made available to the entire membership of TI-Macedonia through their dissemination.

## **Responsibility of the members of the Governing Board and other executive bodies**

The Governing Board members and other executive bodies are obliged to recognize the possibility of a conflict of interest and are expected to acknowledge such a situation in accordance with the following:

1. For the purposes of this policy, "close persons" are considered to be parents, close relatives, spouses, or partners of a member of the Governing Board or executive body, as well as any organization, agency, company, professional or academic group, or individual (such as a business partner or employee) who has a formal relationship with a board member.
2. Any member of the Governing Board who, through any member of their immediate family or associates, has or believes they have a potential conflict of interest concerning an existing or proposed agreement, transaction, or decision of TI - Macedonia, must immediately, before proceeding with such an agreement, transaction, or decision, disclose the nature and extent of the interest at a meeting of the Governing Board.
3. If members of the immediate family or associates of a member of the Governing Board become interested in an agreement, transaction, or decision after the meeting of the Governing Board where the issue was presented, the Governing Board member must disclose the conflict of interest at the next meeting of the Governing Board.
4. In the case of an existing agreement, transaction, or decision, the disclosure must be made at the first meeting of the Governing Board after the member becomes a director or member of the executive body or expresses interest in becoming a member of these bodies.
5. After making such a disclosure, the interested member of the Governing Board should neither vote nor be present during the voting, as they may influence the course of the voting on any agreement, transaction, or decision. Furthermore, they should not be counted as part of the quorum needed for the vote.

6. If a member of the Governing Board has made a disclosure of interest in accordance with this policy, they are not liable to TI - Macedonia for any profit that members of their family or their associates may gain from the agreement, transaction, or decision.
7. If a Board member or governing member fails to disclose an interest of their immediate family members or associates in an agreement, transaction, or decision as required by the policy, this may be considered grounds for initiating a procedure for accountability by the board or the governing membership.
8. If a member of the Governing Board or any other body believes that any other member of the Governing Board or another body is in a position of conflict of interest concerning any agreement, transaction, or decision, the member should raise the issue and have it recorded in the minutes. After the request of the member of the Governing Board or other body who has expressed concern, the Governing Board should vote on the existence of a conflict of interest. The question of whether the member of the Governing Board or another body had a conflict of interest will be determined by a simple majority in the Governing Board.
9. Any declaration of conflict of interest should be recorded in the minutes of the meetings of the Governing Board.