

CODE OF CONDUCT

“Transparency International” Lithuania (TI Lithuania) is a non-profit, non-political, non-governmental organisation dedicated to implementing transparency and anti-corruption initiatives.

We have been operating in Lithuania since 6 June 2000.

1. INTRODUCTION

This Transparency International Lithuania Chapter (TI Lithuania) Code of Conduct (referred to as the "Code") is based on the international Transparency International Code of Conduct, the Code of Ethical Advocacy, the Conflict of Interest Policy, and the general principles of Transparency International.

TI Lithuania has developed this Code of Conduct with the involvement of all members of the organisation (employees, shareholders, board members). TI Lithuania members are committed to upholding the highest standards of integrity and accountability, to acting in accordance with Transparency International's core values and guiding principles, and to promoting adherence to these standards and principles.

2. SCOPE OF THE TI LITHUANIA CODE OF CONDUCT

This Code is intended for TI Lithuania employees, board members, shareholders, interns, volunteers, and suppliers of goods or services collaborating with TI Lithuania.

3. TI LITHUANIA GUIDING PRINCIPLES

- As a partnership builder, we seek to work with all individuals and groups, for-profit and non-profit organisations, governments, and international organisations. We are committed to reducing corruption in alignment with our organisation's strategic priorities.
- We are committed to being open, honest, and accountable.
- We are guided by the laws of the Republic of Lithuania in our activities.
- We commit to be democratic and politically impartial in our activities. We condemn all identified cases of corruption.
- We strive to ensure that our organisation's position is always based on our attitudes and values, on sound, objective, and professional analysis, and on research conducted to high standards, and we commit ourselves to publicly disseminate only information based on this.
- We only accept and seek funding that will not hinder our activities and our ability to analyse issues independently, thoroughly, and objectively.
- We commit to respecting fundamental rights and freedoms and encouraging others to respect them.
- We strive for gender balance in recruitment and in the formation of TI Lithuania's governing bodies.

4. GENERAL PRACTICAL GUIDELINES

4.1 Ensuring good governance

We aim to ensure that the participation of TI Lithuania employees in the governing bodies of other legal entities does not give rise to any doubts about the independence of TI Lithuania. For this reason, the Executive Director of TI Lithuania undertakes to inform the shareholders about the participation of TI Lithuania as an organisation, as well as the participation of its employees, in the governing bodies of other legal entities.

4.2. Transparency of TI LITHUANIA finances

In order to ensure that TI Lithuania's sources of funding and participation in public procurement do not call into question the independence and financial transparency of TI Lithuania as an organisation, the Executive Director of TI Lithuania undertakes to inform the shareholders about the following:

- a) the signing of TI Lithuania contracts with a duration of more than 2 years.
- b) the signing of TI Lithuania contracts with a value of more than 10% of the TI Lithuania budget for the previous financial year.
- c) a decision by TI Lithuania to participate in a procurement contract with a value greater than 10 % of the TI Lithuania budget for the previous financial year.

We also undertake to:

- a) Annually publish TI Lithuania's financial statements and audit reports on the TI Lithuania website: <https://transparency.lt/en/accountability/>.
- b) To make the financial statements and audit reports available to all TI Lithuania employees, shareholders, and Council members on an annual basis.
- c) Publicly disclose information on individuals whose donations amount to at least 0.5% of the annual TI Lithuania budget.

4.3 Relationships between Transparency International chapters

In developing our organisation's positions and activities, we seek to consult actively with those Transparency International chapters that may be affected by those positions and activities.

We are committed to seeking cooperation with Transparency International national chapters in other countries and individual members of the movement around the world. As one global movement, we stand in solidarity with other Transparency International chapters and commit to refrain from actions that could in any way undermine other chapters or the movement.

4.4 Employee relations

We are committed to treating each other with respect and courtesy.

We strive to communicate and consult with each other in a cordial and collegial manner to help each of us accurately and efficiently carry out our assigned and assumed duties and responsibilities.

We respect the privacy and personal lives of all members of the organisation. If we have to handle the personal information of members of the organisation, we will only use it for the purposes agreed upon in advance and will not disclose it to anyone, except as provided by law.

We aim to involve the organisation's employees as much as possible in decision-making within the organisation.

4.5 Preventing violence, harassment, and discrimination

We condemn all forms of sexual violence, harassment, and abuse. We promote an organisational culture in which all colleagues and partners are treated with dignity and respect.

We understand sexual harassment as defined in the Law on Equal Opportunities for Women and Men of the Republic of Lithuania. It is unwanted offensive behaviour of a sexual nature, whether expressed verbally, in writing, or by physical action, towards a person, where such behaviour is motivated by the intention or effect of undermining the dignity of a person, in particular by creating an intimidating, hostile, degrading or offensive environment.

The organisation does not tolerate:

- a) any form of sexual harassment or other forms of abuse;
- b) intimidation;
- c) bullying;
- d) discrimination on the grounds of sex, race, nationality, language, origin, social status, religion, belief or opinion, age, sexual orientation, disability, ethnic origin, religion, or any other ground;
- e) other inappropriate or unwanted conduct, whether verbal, physical, or otherwise, which may be regarded as violating a person's right to dignity at work.

All TI Lithuania employees undertake to abide by these provisions and to report possible violations of them.

Within the organisation, we respect the right of colleagues to privacy and choices, but given that some decisions taken may affect the reputation of the organisation, these provisions also apply outside the organisation.

5. INTEREST POLICY

5.1 General policy

In the event that a conflict arises between our personal interests and the interests of TI Lithuania or other Transparency International chapters, we undertake to disclose and resolve the conflict in a transparent manner, taking into account the provisions of this Code, and to abstain from making decisions or voting on matters that may give rise to a conflict of interest.

Ethical violations by persons representing TI Lithuania may compromise TI Lithuania's efforts to raise the ethical standards of public officials, business people, and others. It is therefore imperative that every person associated with TI Lithuania always considers whether his or her actions create a conflict of interest or the appearance of a conflict of interest.

5.2. Declaration of interests

Members of the TI Lithuania Council, shareholders, and employees are required to declare their financial and non-financial interests, which could give rise to a conflict of interest or could be considered as giving rise to a conflict of interest. Such declaration must be made by entering the interests in a declaration in accordance with a predetermined format. These interest declarations are available to the public on the organisation's website <https://transparency.lt/en/about-us/>.

If such publicity could jeopardise the security of an individual or have other significant negative consequences, the relevant part of the declaration must be brought to the attention of the Executive Director of TI Lithuania, who must keep the information confidential. In such a case, the publicly available declaration must indicate that part of the declaration is not public.

5.3. Contracts for paid work and paid consultancy

TI Lithuania staff (including management) may be employed by or undertake paid work for other organisations. In this case, if the work is related to the scope of TI Lithuania's activities, the explicit consent of the manager must be obtained before the work is undertaken (in the case of the Executive Director of TI Lithuania, subject to the consent of the shareholders); in all other cases, the manager must be informed in advance.

Members of the TI Lithuania Council, shareholders, companies, or other organisations of which they are shareholders/board members may only carry out work for TI Lithuania on a paid basis with the approval of the shareholders. In this case, the Council member or shareholder must also abstain from any decisions of the Council or the General Assembly related to the work he/she performs.

TI Lithuania employees, companies, or other organisations with which they are affiliated may apply for and compete for contracts offered by Transparency International for paid work as long as they are not given an advantage over other competitors for such work. They must not use confidential information and must seek to ensure that no one has any doubt that they have used confidential information.

5.4. Recruitment, hiring, and procurement procedures

We are committed to fair, objective, and impartial recruitment, hiring, and procurement procedures.

We emphasise that:

- a) We will not hire or contract with our immediate family (spouses, partners, parents, children, brothers or sisters).
- b) We will not employ or contract the immediate family of Council Members and shareholders without the separate consent of the shareholders or, in the case of the immediate family of shareholders, without the separate consent of the Council.
- c) We will not give preferential treatment to relatives, friends, or organisations with which we, our relatives, or friends are associated.

5.5. Resolving potential conflicts of interest

Potential conflicts of interest must be identified and reported by the person who may have a conflict of interest, but may also be reported by other representatives of TI Lithuania or Transparency International as soon as they become aware of a potential conflict of interest.

Staff members shall report their potential conflicts of interest to the Executive Director of TI Lithuania. Employees shall report a potential conflict of interest of their Executive Director to the shareholders or, where this is not possible, to the Chair of the Council of TI Lithuania. The Executive Director of TI Lithuania shall disclose his/her potential conflict of interest to the shareholders.

Potential conflicts of interest shall be assessed by the person(s) to whom they are reported in accordance with the procedures set out in this Code. The assessment may determine that there is no conflict of interest, or it may determine that:

- a) Such a person should not continue with the assessed activity.
- b) He/she may continue such activities, but should not participate in decisions of TI Lithuania that are or may be related to the matter giving rise to the conflict.

Where a person leaves his/her employment with TI Lithuania for a position with an institution whose activities he/she sought to influence through his/her employment with TI Lithuania, we will endeavour to avoid any actual or perceived conflicts of interest, and will endeavour to act in such a way as to avoid any adverse consequences for TI Lithuania.

6. GIFT POLICY AND ENTERTAINMENT

Under no circumstances shall TI Lithuania employees accept gifts, hospitality or entertainment, loans, or gratuities in any form whatsoever, regardless of value, where such gift or hospitality may give the impression or reasonable doubt of influencing TI Lithuania as an organisation or its individual employees. Similarly, if there is any doubt that the purpose is

to influence the advocacy work of TI Lithuania, decision-making, procurement of goods or services. Such gifts or services shall be returned to the donor.

In the event that we accept gifts, gifts, and hospitality received by TI Lithuania or its employees are recorded in the TI Lithuania Gift Register, which is available on the organisation's website <https://transparency.lt/en/accountability/>.

All gifts made to TI Lithuania representatives shall be transferred to the ownership of TI Lithuania, unless otherwise decided by the Executive Director of TI Lithuania (in the case of a gift to the Executive Director of TI Lithuania, this decision shall be taken by the Chair of the Council).

Any hospitality shown by TI Lithuania must be reasonable, in good faith, and socially acceptable.

7. TRAVEL AND TI LITHUANIA PROPERTY

Official travel undertaken by TI Lithuania staff shall be in direct connection with their activities and shall be undertaken only when directly related to TI Lithuania activities. Only economical and reasonable travel expenses shall be reimbursed, and only economy-class air tickets shall be paid (unless otherwise decided by the Executive Director of TI Lithuania or the shareholders' representative in the case of the Executive Director of TI Lithuania).

We aim to ensure that TI Lithuania resources are used efficiently, in accordance with the Code of Conduct, and that their use for personal purposes does not risk the reputation of the organisation.

If a personal trip is added to an official trip, the Executive Director of TI Lithuania shall be informed prior to the trip (in the case of the Executive Director of TI Lithuania, the Chair of the Council shall be informed). In such cases, the person undertaking the trip shall bear all additional costs related to the personal part of the trip.

8. PRIVATE ACTIONS

We will not engage in activities, duties, or functions, whether paid or unpaid, that are incompatible with or distract us from the proper performance of our duties, or that could bring TI Lithuania or the global Transparency International movement into disrepute.

We will conduct our personal affairs in such a way that we do not engage in activities that could bring TI Lithuania into disrepute. We undertake not to use TI Lithuania professional relationships to obtain favours or other privileges in our personal lives.

We seek to ensure that the political affiliations and/or activities of our employees and contracted service providers do not unduly influence or interfere with the principle of political neutrality that is the hallmark of TI Lithuania and the Transparency International movement.

TI Lithuania respects the freedom of expression of its members and seeks to ensure and promote diversity of views and opinions within TI Lithuania. TI Lithuania encourages its members to express their views ethically on social media and in the public sphere and to avoid behaviour that could raise questions about TI Lithuania's impartiality and professionalism.

9. CONFIDENTIALITY AND TRANSPARENCY

TI Lithuania staff, shareholders, and the Council will treat all information received by TI Lithuania as confidential where the nature of the information so requires or is expressly requested and will treat it accordingly. This obligation shall remain in force after any departure from TI Lithuania.

We will endeavour to communicate all decisions and actions taken in accordance with the above confidentiality provisions.

10. RAISING ISSUES / PROTECTION OF SPEAKERS

TI Lithuania encourages open dialogue on all issues within the organisation.

No one shall be discriminated against, punished or reprimanded for raising a concern or seeking advice on the TI Lithuania Code of Conduct, whether or not the complaint is later found to be valid and justified.

Any person who has or has had an employment or contractual relationship (consultancy, contract, internship, traineeship, volunteering, etc.) with TI Lithuania and who wishes to report unethical behaviour or possible misconduct by members of the organisation can do so by emailing pranesk@transparency.lt.

In order to ensure the effectiveness and transparency of the internal reporting channel, we commit to:

- a) Ensure its ongoing administration in accordance with established procedures.
- b) To keep shareholders and council members regularly informed of the reports received.

Employees or other persons who do not wish to raise concerns directly with the person raising the concern may also contact the Executive Director of TI Lithuania about any concerns regarding the conduct of TI Lithuania employees or the application of this Code.

In cases where this is not possible, or where the Executive Director is the person to be contacted, it is recommended that at least one of the shareholders, or if this is not possible for objective reasons, the Chair of the Council, be contacted.

Where the conduct of Council members is to be reported, it is recommended that the Executive Director of TI Lithuania and at least one of the shareholders be contacted. In the case of reports concerning shareholders' conduct, it is recommended that other shareholders not involved in the report and the TI Lithuania Executive Director be contacted.

We regularly measure and assess the microclimate of the organisation.

11. INFLUENCING DECISION-MAKING

When we seek to influence public policymakers and organisations, we will always inform them that we seek to influence them on behalf of TI Lithuania. We will always seek to influence in a transparent and accountable manner.

We will publicly disclose our efforts to influence by announcing our meetings with decision-makers and politicians on the organisation's website, and by publicising our legislative proposals.

We will also report on any networks or associations of which TI Lithuania is a formal member or with which TI Lithuania cooperates.

12. PUBLIC SPEECHES

TI Lithuania staff, council members, and shareholders shall present positions consistent with the TI Lithuania strategy when communicating publicly as representatives of TI Lithuania.

13. IMPLEMENTATION AND AMENDMENTS TO THE CODE

The Executive Director of TI Lithuania actively promotes dialogue within the organisation on ethical issues, provides guidance to staff, and ensures that the organisation's activities comply with the Code.

The Code shall be published on the official website of TI Lithuania and shall be made available to all TI Lithuania employees, shareholders, and members of the Council.

The Executive Director shall continuously monitor the relevance of the rules of this Code and initiate a revision of the Code as necessary. Any TI Lithuania employee who has ideas or comments on this Code may at any time contact the TI Lithuania Executive Director, who is obliged to consider all comments and, if necessary, initiate changes to the Code.

The TI Lithuania Code of Conduct shall be adopted and amended by a decision of the shareholders, with the prior approval of $\frac{2}{3}$ of TI Lithuania employees.

The Code of Conduct was revised on 22 November 2024.