
INTERNATIONAL RENEWABLE ENERGY AGENCY

Fourth meeting of the Council

Abu Dhabi, 12 – 13 November 2012

Draft Terms of Reference for the Ethics Advisory Board**I. Functions**

1. The Board has the following functions:
 - a) To assist with the implementation of the Policy on Ethics and Conflict of Interest;
 - b) To assist in ethics matters involving the Director-General and on any matter that the Ethics Officer submits to it;¹
 - c) To inspect Disclosure of Interest Forms upon a specific written request by the Ethics Officer as strictly necessary to administer the Ethics and Conflict of Interest Policy;²
 - d) To consult with the Director General and the Ethics Officer, in the event that the Director General and the Ethics Officer fail to agree or should both the Ethics Officer and Director General deem consultation with the Board to be appropriate, on whether an actual or potential conflict of interest or appearance thereof exists. If there is a continuing disagreement on whether an actual or potential conflict of interest or appearance thereof exists, the Board's decision will resolve the matter;³
 - e) To consult with the Director General and the Ethics Officer, in the event that the Director General and the Ethics Officer fail to agree or should both the Ethics Officer and Director General deem consultation with the Board to be appropriate, regarding whether or in what form a waiver allowing the Covered Individual to continue his or her involvement in the matter that has given rise to the relevant conflict. If there is a continuing disagreement on whether or in what form a waiver should be issued, the Board's decision will resolve the matter;⁴

¹ See Art. 2.6 Policy on Ethics and Conflict of Interest.

² See C/3/7 para. 4a, and Art. 4.3 Policy on Ethics and Conflict of Interest.

³ See Art 5.2 Policy on Ethics and Conflict of Interest.

⁴ See Art. 5.3 Policy on Ethics and Conflict of Interest.

- f) To consult with the Director-General regarding a waiver of the gift acceptance restrictions in the Policy on Ethics and Conflict of Interest as provided in article 6.1 of that Policy;⁵
- g) To consult with the Director General, should both the Ethics Officer and Director General deem consultation with the Board to be appropriate, on whether to authorize a Covered Individual to hold an office or occupation outside of his or her employment duties with IRENA;⁶
- h) To review allegations raised by the Ethics Officer that involve the Director-General;⁷
- i) To advise or examine any issues related to its functions; and
- j) To conduct an assessment every four years of this Terms of Reference, the Policy on Ethics and Conflict of Interest, and the Board's activities and to make recommendations to the Council for consideration and appropriate action.

II. Reporting Relationship

- 2. The Ethics Advisory Board reports annually to the Council, including on the number of consultations with the Director General and/or the Ethics Officer in the reporting year, while ensuring that appropriate safeguards for protecting individual confidentiality and due process rights are in place.

III. Membership

- 3. The Ethics Advisory Board is composed of three members of the Council appointed by the Council for two-year terms.

IV. Method of Work

- 4. The chair of the Ethics Advisory Board should be selected by the members of the Board from among those members. Board members are expected to conduct their work through remote and electronic communications to the greatest extent possible.
- 5. Members of the Ethics Advisory Board are subject to rules of discretion and non-disclosure concerning any matter of ethics involving staff members of the Agency during the full length of the review or investigation process. These rules continue to apply if the review or investigation process concludes without finding any ethical issue.

⁵ See Art 6.1 Policy on Ethics and Conflict of Interest.

⁶ See Art. 7.2 Policy on Ethics and Conflict of Interest.

⁷ See A/2/11, Annex to the Provisional Staff Rules: Code of Conduct, para.56.