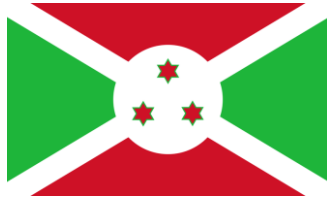


**REPUBLIC OF BURUNDI**



**MINISTRY OF ENVIRONMENT, AGRICULTURE AND LIVESTOCK  
BURUNDIAN OFFICE FOR PROTECTION OF ENVIRONNEMENT**



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# **CHARTER OF THE ETHICS COMMITTEE**

**GITEGA, May 2020**



# CHARTER OF ETHICS COMMITTEE OF BURUNDIAN OFFICE FOR PROTECTION OF ENVIRONMENT (BOPE)

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## CHARTER OF ETHICS COMMITTEE OF BURUNDIAN OFFICE FOR PROTECTION OF ENVIRONMENT (BOPE)

### CHAPTER I: GENERAL PROVISIONS

**Article 1:** The purpose of this charter is to define the composition, powers and operating procedures of the Ethics Committee.

**Article 2:** The ethics committee is an operational committee of the executive body and is responsible for the good conduct of the Office in matters of ethics.

### CHAPTER II: ROLES AND RESPONSIBILITIES OF THE ETHICS COMMITTEE

#### Section 1: Roles and Responsibilities

**Article 3:** The main mission of the BOPE Ethics Committee is to assist the executive body and the Board of Directors in matters relating to ethics within the BOPE. It ensures compliance ethical principles and good ethical practices. He reports his recommendations, as well as his decisions to the Board of Directors. In particular, he is responsible for:

- Develop and periodically review the OBPE code of ethics;
- Make recommendations on questions relating to ethics and professional conduct;
- Examine all questions and situations relating to ethics and situations of conflict of interest of which he may be aware, or which would be submitted to him by the Board of Directors or its chairman and by the staff of the Office;
- Bring to the attention of the Board of Directors any question relating to ethics that it deems relevant;
- Carry out, at the request of the Board of Directors, the study of any other question relating to ethics within the BOPE;
- Review and approve, at least annually, the standards of business conduct and ethical behavior governing the BOPE, including the BOPE Code of Conduct and Ethics;
- Monitor the application of the mechanisms for determining, assessing and resolving conflicts of interest approved by the Board, in particular the measures to detect the potential sources of such conflicts and to restrict the use of confidential information;

#### Section 2: Obligations of members of the Ethics Committee

**Article 4:** The members of the Committee must:

- Participate in all meetings of the Ethics Committee;
- Play their role fully and bring real added value to the Office;
- Have the capacity to make suggestions and recommendations to the Board of Directors in the interest of the Office
- Have independence of judgment, decision and action;
- Inform the Board of Directors on cases of incompatibility and conflict of interest. The member concerned by the incompatibility case will have to take all necessary measures for the regularization of his situation;
- Fully fulfill the duty of control;
- Fulfill the obligation to report to the Board of Directors.



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### Article 5:

5.1 Before taking up their duties, each member of the Ethics Committee must have a good knowledge of the activities and legal texts governing the OBPE.

- 5.2 The Committee member is bound by a duty of confidentiality and confidentiality in the interest of the Office during and after his mandate.
- 5.3. The members of the Committee, as well as any person called to attend the meetings of the Committee are held to an absolute obligation of confidentiality with regard to the information which is communicated to them within the framework of their functions, or discussed during the meetings of the Committee.
- 5.4. They undertake to preserve the confidentiality of the information communicated. In particular, the debates themselves, the minutes which relate the terms, the reports and documents addressed to the Committee are confidential and cannot be disseminated.

## CHAPTER III. ORGANIZATION AND FUNCTIONING OF THE ETHICS COMMITTEE

### Section 1: Organization of the Ethics Committee

#### Paragraph 1: Composition

### Article 6:

6.1. The Ethics Committee is composed of:

- General manager ;
- Internal Audit Manager ;
- Head of Administrative Service;
- Head of the unit responsible for legal affairs, litigation and treaties.

6.2. The members of the Ethics Committee must have a good understanding of ethical issues or be able to acquire the necessary knowledge or expertise within a reasonable period of their appointment.

#### Paragraph 2: The appointment and dismissal of the members of the Ethics Committee

**Article 7:** The members of the Ethics Committee are appointed by the Director General. During appointments, the Chief Executive Officer ensures that the composition of the Committee allows it to have sufficient skills to effectively exercise its role.

The ethics committee is chaired by the CEO.

### Section 2: Operating procedures

#### Paragraph 1: Frequency of meetings

**Article 8:** The Ethics Committee meets quarterly and whenever it deems it necessary.



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### Paragraph 2: Convening notices and information rights

**Article 9:** The convocations can be made by any means. However, except in special circumstances, they are sent in writing at least 2 working days before each meeting. By unanimous agreement of the members, a shorter deadline may be agreed.

Are attached to the convocation, sent or given to the members of the Committee within the required deadlines prior to the meeting, all documents likely to inform them of the agenda and of all the questions which are submitted for the consideration of the Committee.

### Paragraph 3: Attendance at meetings

**Article 10:** Only members of the Ethics Committee are authorized to attend meetings. As a result, they can only be represented by another member of the Committee.

Any other person may attend meetings by invitation of the Committee only.

To this end, the Chairman of the Committee will receive a delegation to distribute the invitations.

### Paragraph 4: The role of the President

**Article 11:**

**11.1.** The Chairman calls the meetings of the Committee and sets their agenda, after consulting the members.

**11.2.** He directs the work of the Committee and ensures that the members reach a consensus, after having discussed the items of the agenda in a critical and constructive manner.

**11.3.** The Chairperson takes the necessary measures to develop a climate of trust within the Committee and ensures the efficient functioning of the Committee by contributing to open discussions and to the constructive expression of differences of opinion.

**11.4** The President is the privileged interlocutor of the Board of Directors for all matters within the competence of the Committee.

### Paragraph 5: Role of the Secretary

**Article 12:** The secretary of the Ethics Committee is appointed by the Chairman of the Committee. He participates in all committee meetings. He is responsible for performing the following tasks in particular:

- Send the meeting agendas,
- Prepare the attendance register,
- Prepare the files submitted in sessions,
- Prepare the minutes of the meetings.

### Paragraph 6: Quorum and majority

**Article 13:** To deliberate validly, at least half of the members of the Ethics Committee must participate in the meeting.

Opinions and recommendations are taken by majority. The Chairman of the Committee does not have a casting vote.



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### Paragraph 7: Places of the meetings

**Article 14:** Meetings are held at any place indicated in the notice. They may also be held by videoconference or by other means of telecommunications.

### Paragraph 8: Of the minutes

**Article 15:** Each meeting of the Committee gives rise to the drafting of a report by the Secretary of the Committee. These minutes are subject to prior approval by the members of the Committee before they are distributed and presented by the Chairman of the Committee to the Board of Directors.

The minutes must highlight the points dealt with during the committee meeting.

## CHAPTER IV . MISCELLANEOUS PROVISIONS

### Section 1: Powers

**Article 16:** The Committee is authorized to:

- To examine any field coming within the framework of its attributions,
- Receive all the information necessary to accomplish its mission, and have all the documents it deems useful communicated to it,
- Obtain advice from experts internal or external to the Office, and ensure the presence of interveners with the appropriate experience and expertise, if he considers it necessary.

### Section 2: The activity report

**Article 17:** Every year, no later than 30 days after the last meeting, the Chairman of the Committee submits an activity report co-signed by the various members of the ethics committee.

The report is sent to the Board of Directors.

### Section 3: Modifications to the ethics committee charter.

**Article 18:** This charter may be modified on the recommendation of the Ethics Committee, and subject to the approval of the Board of Directors.

### Section 4: Approval and application of the ethics committee charter.

**Article 19:** This charter of the BOPE Ethics Committee was approved by the Board of Directors at its meeting of June 23, 2020.

Any new version of this charter can only come into force after its approval by the Board of Directors of BOPE.