



International Institute for Public Ethics

c/- Griffith University, Key Centre for Ethics, Law, Justice and Governance
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INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS ANNUAL GENERAL MEETING

AGENDA PRAGUE, OCTOBER 2001

- (1) Consideration of the Directors' Report, the Annual Financial Report and the Auditor's Report.
- (2) Election of Directors.
Three Directors have been appointed by the Board during the last twelve months and under the constitution must stand for election at the following Annual General Meeting.
- (3) Appointment of an Auditor.
- (4) Fixing of the Auditor's remuneration.
- (5) Future Plans.
- (6) Other Business.

**INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS
ANNUAL GENERAL MEETING**

**MINUTES
PRAGUE, OCTOBER 2001**

PRAGUE CONGRESS CENTRE

Present
Elia Yi Armstrong
Tunku Abdul Aziz (Director)
Daryl Balia
Marie Bohata
Brian Grainger (Vice President)
Alan Lawton (Director)
Paul MacKellar
Carlos Morelli
Barry O'Keefe (Director)
Stephen Potts (Director)
Maurice Punch
Charles Sampford (President)
David Shugarman
Howard Whitton (Vice President)
Howie Wilson (Director)
Ms Lynette Farquhar (Secretary)

Apologies
John Boyd
Nasir Butrous
Elizabeth Cranley
Stuart Dawson
Michel P. Desloges
Kai Dramer
Ronald Francis
Jack Gallagher
Alan Gilmore
Sharon Hayes
Michael Jackson
John Kleinig
Jeanette Lawrence
Ann Lawson
Bob McDonald
Errol P. Mendes
Kerry O'Neil
Stephan Randolph
Arthur Shacklock
Professor Debra Stewart
Bridget Swearse
Marc Terreau
Hrishikesh D. Vinod
Richard White

As the President was in attendance, he chaired the meeting.

1.0 DIRECTORS' REPORT

The Director's Report, which had been circulated prior to the meeting, was discussed. A motion to accept the Report was moved by Mr Howard Whitton and seconded by Justice Barry O'Keefe. The meeting voted in favour of accepting the Report.

2.0 ANNUAL FINANCIAL REPORT AND THE AUDITOR'S REPORT

The Annual Financial Report and the Auditor's Report, which had been circulated prior to the meeting, were discussed. A motion to accept the Reports was moved by Mr Stephen Potts and seconded by Justice Barry O'Keefe. The meeting voted in favour of accepting the Report.

3.0 ELECTION OF DIRECTORS

Four Directors have been appointed by the Board during the last twelve months and under the constitution must stand for election at the following Annual General Meeting. The nominees for these positions were:

Tunku Abdul Aziz
Dr Alan Lawton
Justice Barry O'Keefe
Mr Stephen Potts

No other nominations were received. As the number of nominees was less than the number of positions available, all four nominees were declared duly elected.

4.0 APPOINTMENT OF AN AUDITOR

Mr Kevin Smith, the Internal Auditor for Griffith University, Brisbane, (or his nominee) was nominated by Professor Charles Sampford to fill the position of the IIPE Auditor. Mr Stephen Potts seconded the nomination and the meeting voted in favour of accepting the nomination. The Secretary is to approach Mr Smith to determine whether or not he, or another auditor at Griffith University, is willing to continue doing this work on a *pro-bono* basis.

5.0 FIXING OF THE AUDITOR'S REMUNERATION

Mr Smith worked on a *pro-bono* basis.

6.0 FUTURE PLANS

The future plans for the development of IIPE were discussed. Members were advised that the following areas were considered to be a priority.

- Developing a detailed Business Plan - this Plan, with goals, means and performance indicators, is currently in the process of being drafted and upon completion will be made available to members.
- Developing an Action Plan for attracting more members – with special measures to be adopted for those from developing nations. The Board had already agreed in principle that a reduced membership fee be made available for these members and this view was endorsed by the meeting. Any suggestions from Fellows and Members as to the best way to strike such a fee would be appreciated.
- Developing a process of consultancies - this is being done by Mr Howard Whitton and information about consultancies will be available on the IIPE website.

- Developing research in the ethics area - IIPE is aiming to forge an international network of individuals and organisations which can share ideas, information and collaborate in research. They would be able to deliver ethics education programs which drew on the work of others and engaged in cross-national research projects. Such a group would be in a very powerful position to devise, bid for, and undertake, major cross-national research projects.

7.0 OTHER BUSINESS

7.1 IIPE Code of Ethics

A draft Code of Ethics has recently been developed by IIPE Director, Dr Alan Lawton, and was discussed at the October 2001 Board of Director's meeting. Input into this Code of Ethics from Fellows and Members would be appreciated. Therefore, the draft Code will be linked to the IIPE website and feedback is requested. The Code of Ethics will then be formally approved at the 2002 Annual General Meeting.

7.2 IIPE Directors

At the recent Board of Director's meeting, the Board discussed future nominations to the Board and nomination of a second European Director. Clause 33.1 of the IIPE Constitution currently states that the numbers of Directors should be no less than three and no more than ten. It was suggested that the Board would benefit from increasing the number of female Directors and also Directors from developing nations. This could be done by an ordinary resolution of a general meeting under 33.2.

Board members had resolved to include as an item for discussion at the AGM, increasing the total number of Directors from ten to twelve in order to allow for increased equity in representation.

A motion to accept the increase of the total number of possible Directors from ten to twelve was moved by Professor Charles Sampford and seconded by Justice Barry O'Keefe. The meeting voted in favour of accepting the recommendation.

Members suggested that Directors from China or countries in Africa might be appropriate. It was also suggested that the location of the 3rd Biennial IIPE Conference (to be held in 2004) be decided upon and a Director be appointed from that country.

It was also suggested that IIPE materials should be available in other languages to make them accessible to more people.

7.3 Suggestions for Future Projects

IIPE Fellow, Mr Carlos Morelli, spoke to the meeting to put forward an idea about a possible project for IIPE to undertake over the next year - results of which to be presented at the 2002 IIPE Conference.

Mr Morelli suggested that IIPE use its critical mass of experts and worldwide network to evaluate the ethics situation in every country that has extensive trade and commerce agreements. Two different appraisals could be made - one for the Free Trade Area of the Americas (FTAA) members and another for the Asia Pacific Economic Cooperation (APEC) members. The aim of the study would be to introduce some minimal ethics standards.

The methodology could be an international ethics survey including public sector officials, private sector representatives and political leaders, in order to evaluate what are the national ethics behaviours and how these behaviours will be affected by the commercial agreements and new international responsibilities.

Members agreed that this would be an interesting proposal that should be taken up by the Institute.

Signed as a true record of the meeting

Professor Charles Sampford, President

Date

**INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS
ANNUAL GENERAL MEETING**

**AGENDA
BRISBANE, 6TH OCTOBER 2002**

(1) Consideration of the Directors' Report, the Annual Financial Report and the Auditor's Report.

These Reports are attached, for approval (Attachment 1 and 2).

(2) Election of Directors.

One Director has been appointed by the Board during the last twelve months and under the constitution must stand for election at the following Annual General Meeting (Attachment 3).

(3) Term of Office for President – Amendment to Constitution.

At the Board of Director's meeting in Prague 2001, in view of Professor Alan Doig's resignation from the Board of Directors as of 1 June 2001, the Board resolved to ask the President Elect, Professor Charles Sampford, to assume the duties of President and continue in that role until the 2002 Annual General Meeting (AGM) to be held during the October 2002 IIPE Conference.

Members further discussed the duration of the term of office of the President. It was agreed that the current term of one year was very limiting and did not allow for continuity of the office. Members therefore resolved to include: the possibility of dropping the ban on consecutive terms for a President to allow Presidents to serve for up to three years; and the subsequent amendment to the IIPE constitution, as items for discussion (and voting) at the 2002 AGM.

Clause 41.2 of the IIPE constitution currently reads as follows:

Subsequent office bearers will hold the office for 1 year or a shorter term if determined by the Board. All directors are eligible for re-election apart from the President who shall not be eligible to serve 2 consecutive terms as President. Any office bearer can be removed by an absolute majority of the Board.

The minimal necessary amendment to permit Presidents to serve longer terms would be to delete the words 'apart from the President who shall not be eligible to serve 2 consecutive terms as President' and substitute 'except that a President may not serve consecutive terms that total more than three years.' The President must still face re-election by the Board and may be removed like any other office bearer by the Board.

(4) Appointment of an Auditor.

(5) Fixing of the Auditor's remuneration.

(6) IIPE Code of Ethics.

Attached is a draft IIPE Code of Ethics, which has been compiled by Dr Alan Lawton with input from others and has been available for comment on the IIPE website (Attachment 4).

As an ethics code is an important part of any Ethics Institute, we would ask members to consider the draft carefully. Amendments can be put at the meeting. However, the Secretariat is keen to assist members who wish to suggest amendments in advance to be able to communicate such suggestions to other members. The Secretariat will place any suggested amendments on the website within seven days of their receipt and will print out any proposed amendments and make them available at the conference desk.

For debate and decision.

(7) IIPE Strategic Plan.

The IIPE Strategic Plan is being redrafted and will be circulated at least one week prior to the Annual General Meeting.

(8) Other Business.

INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS
ANNUAL GENERAL MEETING

UNRATIFIED MINUTES
BRISBANE, 6TH OCTOBER 2002

SHERATON BRISBANE HOTEL AND TOWERS
BRISBANE, AUSTRALIA

MINUTES

1.0 CONFIRMATION OF MINUTES

The minutes of the 1/2001 meeting had been circulated and were confirmed.

2.0 DIRECTORS REPORT, ANNUAL FINANCIAL REPORT AND THE AUDITOR'S REPORT

The Directors Report, Annual Financial Report and the Auditor's Report, which had been circulated prior to the meeting, were discussed. A motion to accept the Reports was moved by Mr Stephen Potts and seconded by Dr Stuart Gilman. The meeting voted in favour of accepting the Reports.

3.0 ELECTION OF DIRECTORS

Two Directors have been appointed by the Board during the last twelve months and under the constitution must stand for election at the following Annual General Meeting. The nominees for these positions were:

Ms Marie Bohata
Dr Stuart Gilman

No other nominations were received. As the number of nominees was less than the number of positions available, both nominees were declared duly elected.

4.0 TERM OF OFFICE FOR PRESIDENT – AMENDMENT TO CONSTITUTION

At the Board of Director's meeting in Prague 2001, in view of Professor Alan Doig's resignation from the Board of Directors as of 1 June 2001, the Board resolved to ask the President Elect, Professor Charles Sampford, to assume the duties of President and continue in that role until the 2002 Annual General Meeting (AGM) to be held during the October 2002 IIPE Conference.

Members further discussed the duration of the term of office of the President. It was agreed that the current term of one year was very limiting and did not allow for continuity of the office. Members therefore resolved to include: the possibility of dropping the ban on consecutive terms for a President to allow Presidents to serve for up to three years; and the subsequent amendment to the IIPE constitution, as items for discussion (and voting) at the 2002 AGM.

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The minimal necessary amendment to permit Presidents to serve longer terms would be to delete the words 'apart from the President who shall not be eligible to serve 2 consecutive terms as President' and substitute 'except that a President may not serve consecutive terms that total more than three years.' The President must still face re-election by the Board and may be removed like any other office bearer by the Board.

At the 1/2002 IIPE Board of Directors meeting, held on Friday 4th October 2002, the Board voted to elect as President for one year, Professor Charles Sampford (who had been *appointed* to that office the previous year, but not *elected*). The Board further resolved that if the 2002 AGM agreed to amend the constitution to allow a President to serve a term of office of up to three years, Professor Sampford's term of office would be extended to three years.

The IPE Board of Directors recommended to the meeting that the constitution be amended to indicate that the President can now be elected for a term of up to three years. The motion was moved by Mr Brian Grainger and seconded by Mr Stephen Potts. The meeting voted in favour of accepting the amendment to the constitution.

In light of this decision the term of office of President Professor Charles Sampford shall now be until October 2005.

5.0 APPOINTMENT OF AN AUDITOR

Ms Grace Min, the Financial Consultant for the Arts Group, Griffith University, Brisbane, was nominated by Mr Stephen Potts to fill the position of the IPE Auditor for 2002. Dr Stuart Gilman seconded the nomination and the meeting voted in favour of accepting the nomination. For future audits, the President will approach an external accountancy firm to undertake the work on a *pro-bono* basis.

6.0 FIXING OF THE AUDITOR'S REMUNERATION

Ms Min worked on a *pro-bono* basis.

At this point in proceedings the formal aspects of the meeting were concluded and the floor was opened up to discussion of the remainder of the agenda items to all attendees regardless of whether they were IPE members.

7.0 IPE CODE OF ETHICS

The Meeting noted the draft IPE Code of Ethics, which had been compiled by Dr Alan Lawton with input from others, and has been available for comment on the IPE website.

As an ethics code is an important part of any Ethics Institute, members were asked to consider the draft carefully. The following suggestions were made:

- The 'voice' of the document needs to be adjusted to be consistent throughout;
- The code should be worded in either aspirational terms or in terms of obligations of members;
- It should be clear about what members should *not* do;
- Needs to be inclusive of students.

It was suggested that a working group of IPE members, made up of Inspector Bill Maxwell, Mr Norman Steinberg, Professor Ronald Francis and Ms Carla Miller, review the document for adoption at the 2003 AGM.

8.0 IPE STRATEGIC PLAN

The IPE Strategic Plan was discussed in the open forum and the following suggestions for future activities were made:

Strengthen the Institution

- Partnerships – involve more institutions/centres
- Funding
- Membership

IPE 2004 Conference

- Where? - St Petersburg (subject to funding)
- Who will organise? – Center for Business Ethics and Corporate Governance, St Petersburg (subject to funding)
- Topic / theme? – to be considered and decided early in the new year – suggestions welcome
- With what objectives?

Other suggested priorities

- Collaborative and comparative research
- Developing ethics courses
- Developing a range of publications/journals
- Developing the advocacy role of IPE
- Developing the role of Fellows
- Ask governments to enter into Memorandum of Understanding (for example) to use IPE members and fellows for professional boards and tribunals and inquiries (Robert Kelso)
- Stimulate more collaborative research – our own strategies/topics/sponsors. Possible research interest: the relationship between leadership and integrity, management styles, past examples. Journal

not favoured but publication of collaborative research would be valuable to both IPE and collaborators (Leo Huberts)

- "Reports from the field" (eg Public Integrity) a form of research – much global activity going unrecorded – role for IPE to capture research and articulate the "state of the field" in policy areas and on the international front (Stuart Gliman)
- Increase communication lines to find out what is happening around the world, research emerging trends and show on website – partnership/clearinghouse for information role? (Carla Miller)
- Clarify research in universities, quantify through developed countries and rest of world what is going on in terms of education and training programs – identify targets (Stephen Potts)
- Stimulate higher priority and quality ethics education (Jim Ridler)
- Website development – need ideas and working group, and ongoing supply of material. Useful tool for dissemination of information cheaply, willing to contribute to its development. Difficult to maintain but very important – *Mr Don McClintock has volunteered to assist with this process* (Don McClintock)
- Interface between private and public sector – how to maintain public sector values yet rely on private sector to deliver – develop thoughts (Norman Steinberg)
- Secretariat to email members with list of ideas and suggestions seeking volunteers to contribute to the effort with institutional backup.

Professor Charles Sampford, President

Date



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ANNUAL GENERAL MEETING AGENDA

The Annual General Meeting is to take place for the International Institute of Public Ethics (IPE) in December 2003. Details are as follows:

Date	Saturday, 6 th December 2003
Time	6.00pm
Venue	Hilton Hotel, Istanbul, Turkey
Proxy	A member has a right to appoint a proxy; the proxy need not be a member of IPE.

(7) **Consideration of the Directors' Report, the Annual Financial Report and the Auditor's Report.**

These Reports are attached, for approval (Attachment 1 and 2).

(8) **Election of Directors.**

The terms of office for many of the IPE Directors are coming to an end as at the 2003 AGM and we need to hold a formal election/re-election process as a result. (Attachment 3).

(9) **IPE Code of Ethics.**

Attached is a draft IPE Code of Ethics, which has been compiled by Dr Alan Lawton with input from others and has been available for comment on the IPE website (Attachment 4).

As an ethics code is an important part of any Ethics Institute, we would ask members to consider the draft carefully. Amendments can be put at the meeting or sent to the Secretary by email for tabling at the meeting. Changes already suggested have been highlighted.

For debate and decision.

(10) **Other Business.**



INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS
ANNUAL GENERAL MEETING

MINUTES
25th MARCH 2004

HILTON HOTEL, ISTANBUL
TURKEY

Due to bombings in Istanbul, which caused the International Institute of Public Ethics (IIPE) 2003 Annual General Meeting to be cancelled, the rescheduled meeting took place in March 2004.

Apologies

Daryl Balia
Marie Bohata
John Boyd
Emile Colthoff
Wes Cragg
Neil Doyle
Jack Gallagher
Cameron Hazlehurst
Gayle Hill
Leo Huberts
Steve Ingram
Alan Lawton

Bob McDonald
Maureen Mancuso
Paul Martinez
Bill Maxwell
Don Menzel
Barry O'Keefe
Stephen Potts
Norman Steinberg
Mark Terreau
Jocelyne Vandal
Howie Wilson

Present

Elia Armstrong
Tunku Abdul Aziz
Patrick Cummins
Stuart Gilman
Brian Grainger
Charles Sampford
Howard Whitton
Arthur Shacklock (Secretary)

Meeting Commenced at 6.20pm:

(1) CONSIDERATION OF THE DIRECTORS' REPORT, ANNUAL FINANCIAL REPORT AND AUDITOR'S REPORT.

The Directors Report, Annual Financial Report and the Auditor's Report, which had been circulated prior to the meeting, were discussed. A motion to accept the Reports was moved by Mr Brian Grainger and seconded by Tunku Abdul Aziz. The meeting voted in favour of accepting the Reports.

(2) ELECTION OF DIRECTORS.

The terms of office for many of the IPE Directors came to an end as of the 2003 AGM and a formal election/re-election process was required as a result.

The following Directors resigned from their positions and did not stand for re-election:

- Mr Alan Lawton.
- Mr Howard Whitton.
- Mr Howie Wilson.

The following members stood for election:

Name	Nominated By	Seconded By
Charles Sampford	Brian Grainger	Marie Bohata Barry O'Keefe
Brian Grainger	Charles Sampford	Barry O'Keefe
Barry O'Keefe	Tunku Abdul Aziz	Marie Bohata
Steven Potts	Stuart Gilman	Barry O'Keefe Marie Bohata
Tunku Abdul Aziz	Arthur Shacklock	Barry O'Keefe
Daryl Balia	Howard Whitton	Arthur Shacklock

Acceptance of nominees moved by Stuart Gilman. Seconded by Howard Whitton. Carried unanimously.

As the number of candidates for election as Directors was equal to or less than the number of vacancies on the Board, the Chair of the Annual General Meeting can declare these candidates to be duly elected as Directors.

The meeting thanked the outgoing Directors for all their contributions during their terms of office.

(3) IPE CODE OF ETHICS.

A draft IPE Code of Ethics, which had been compiled by Dr Alan Lawton with input from others, has been available for comment on the IPE website and was circulated prior to the meeting.

As an ethics code is an important part of any Ethics Institute, members were asked to consider the draft carefully. Amendments were able to be put at the meeting or sent to the Secretary by email for tabling at the meeting. Changes already suggested had been highlighted.

Members debated this issue. A motion was passed that the Code be dealt with as a working draft and that a workshop be arranged for the next IPE conference to finalise the Code. Moved by Stuart Gilman. Seconded by Brian Grainger. Carried unanimously.

(4) OTHER BUSINESS.

Issues discussed:

- Biennial IPE conference fully supported with multiple thanks to Marie Bohata and her team.
- Support regional conferences.
- Seek support for the secretariat.
- Suggestion for name of the IPE conference, eg: "World Ethics Forum"
- Updating website – suggested that space on the website be made available for former directors

The meeting closed at 7.15 pm
