

Annex 13

to Minutes 1037
of the Meeting of the Management Board
of the Eurasian Development Bank
dated 16 March 2023

APPROVED BY
the Management Board
of the Eurasian Development Bank
(Minutes 1037 dated 16 March 2023)

**REGULATIONS OF
THE ETHICS COMMITTEE
OF THE EURASIAN DEVELOPMENT BANK**

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1. Abbreviations and Definitions; References

The definitions of terms, abbreviations and abbreviated names of the Bank's units and divisions as used in these Regulations of the Ethics Committee of the Eurasian Development Bank ("Regulations," "Bank") are provided in the [Bank's Glossary](#).

1.1. Abbreviations Used Exclusively in These Regulations

Abbreviation	Definition
Committee	Ethics Committee

1.2. Terms and Definitions Used Exclusively in These Regulations

Term	Definition
Business ethics/conduct	The standards of Bank employees' business conduct established by the Bank's Business Ethics Regulations, as well as generally accepted ethical standards.

1.3. References

The following internal regulatory documents are referred to in these Regulations:

- Human Resources Policy of the Eurasian Development Bank;
- Internal Labour Regulations of the Eurasian Development Bank;
- Business Ethics Regulations of the Eurasian Development Bank;
- Labour Dispute Resolution Procedures of the Eurasian Development Bank;
- Confidential Information Regulations of the Eurasian Development Bank;
- Conflict of Interest Regulations of the Eurasian Development Bank.

2. Intended Use and Scope

These Regulations set forth the procedures of the Bank's Ethics Committee, including the procedure for making and implementing its decisions.

2.1. Scope, Owner and Revisions

2.1.1. These Regulations have been developed in accordance with the Business Ethics Regulations of the Eurasian Development Bank, the Human Resources Policy of the Eurasian Development Bank, the Agreement Establishing the Eurasian Development Bank, the Charter of the Eurasian Development Bank, the resolutions of the Bank's Council and Management Board, and the Bank's internal regulatory documents.

2.1.2. These Regulations have been developed to assist in resolving disputes and non-standard situations involving labour relationships, ethical conflicts and violations of the standards and rules of business conduct with the involvement of the Ethics Committee, and to establish the procedure for considering such issues and making decisions respective to them

2.1.3. These Regulations apply to all contracted Bank employees.

2.1.4. The owner of these Regulations is the Human Resources Department.

2.1.5. Should any of the divisions mentioned in these Regulations be reorganised (wound up, or its structure or name changed) or should the positions of Bank employees be renamed, the division/employee to which the job role of the respective division/employee have been transferred, shall be responsible for such job roles until these Regulations are amended accordingly.

2.1.6. These Regulations shall be revised if the owner of the respective internal regulatory documents is reorganised and assigns its functions relating to the administration of these Regulations to other Bank divisions, or if any processes described in these Regulations need to be clarified and improved, however not less than once every three years.

3. General Provisions

3.1. Appointment of the Ethics Committee

3.1.1. The Bank's Ethics Committee ("Committee") is the Bank's standing collective body headed by the Ethics Officer. The Committee is not a governing body of the Bank and shall consider disputes and non-standard situations involving ethical conflicts and violations of the Bank's rules of business conduct that fall within its competence.

3.1.2. The Committee's authority in respect of labour disputes involving ethical issues shall be governed by the Bank's Labour Dispute Resolution Procedures.

3.1.3. The Committee's work shall be governed by the Agreement Establishing the Bank and its Charter, the Bank's Human Resources Policy, the resolutions of the Bank's Council and Management Board, the orders and instructions of the Chairman of the Management Board, the Bank's Internal Labour Regulations, the Bank's Business Ethics Regulations, and these Regulations.

3.2. Composition of the Ethics Committee

3.2.1. The Committee shall comprise seven (7) Bank employees, including the Chair of the Committee and six (6) members.

3.2.2. The composition of the Committee shall be approved by the Bank's Management Board.

3.2.3. The Committee shall be headed by a chair, in whom the Bank's Management Board shall vest the functions of the Ethics Officer.

3.2.4. The Committee shall include representatives of the following Bank divisions:

- the Human Resources Department;
- the Security and Compliance Control Department; and
- the Legal Department.

The other members of the Committee shall be employees of other Bank divisions.

3.2.5. The Secretary of the Committee shall be elected from its members.

3.2.6. The Ethics Officer shall arrange the Committee's work, prepare its resolutions, and monitor their implementation.

3.3. Objectives and Authority of the Ethics Officer

3.3.1. The key objective of the Ethics Officer and the Committee is to resolve controversies and formulate recommendations and proposals in order to effectively resolve and prevent ethical conflicts and violations of the standards and rules of business conduct at the Bank.

3.3.2. The Ethics Officer shall be authorised to:

- monitor and review intra-organisational relationships at the Bank to ensure the Bank's operations comply with the generally accepted principles and ethical standards, as well as with the Bank's internal regulatory documents;
- review and formulate recommendations to minimise internal and external corporate risks at the Bank and ensure compliance with business and ethical standards and rules of conduct;
- prevent and resolve any internal (including interpersonal) and external conflicts involving Bank employees resulting from violations of the standards and rules of business conduct or the Bank's internal regulatory documents;
- review violations of, and/or non-compliance with, the Bank's standards and rules of business conduct, the Bank's corporate values or other of the Bank's internal regulatory documents on the part of employees;
- report violations of the Bank's standards and rules of business conduct by employees (if any) to the Chairman of the Bank's Management Board and the Bank's Internal Audit Service, if so decided by the Committee or required by the Chairman of the Bank's Management Board; and

- propose necessary changes to systems, procedures and policies influencing employees' conduct at the Bank and the effective interaction between Bank employees.

3.3.3. The Ethics Officer may have other rights and powers as set forth by orders or instructions of the Chairman of the Bank's Management Board or the Bank's internal regulations.

3.4. Competence and Authority of the Committee

3.4.1. The Committee shall implement and coordinate the following, including in its interaction with Bank divisions, committees and commissions with regard to the issues that fall within their competence:

- providing information on the Committee's activities for the annual report of the Bank's Management Board on violations of the Bank's standards and rules of business conduct by employees (if any);
- considering requests from Bank employees to perform other paid work and making relevant recommendations to the Chairman of the Bank's Management Board;
- determining the criteria for employees' good-faith conduct based on the Bank's unified corporate values and standards as defined in its internal regulatory documents;
- building a unified corporate culture among employees based on high ethical standards;
- maintaining trust, mutual respect and integrity among employees;
- identifying and preventing potential ethical and work-related risk and resolving issues that have an ethical aspect;
- considering and resolving organisational and interpersonal conflicts not settled by the Ethics Officer;
- taking part in activities to effectively implement the standards and rules of business conduct, including training employees in business conduct in coordination with other Bank divisions;
- developing procedures to ensure the safe and confidential submission of information on discrimination, violations of employees' rights or violations of the standards of business conduct; and
- advising Bank employees of opportunities provided by the Bank for its employees to prevent and settle conflicts.

3.4.2. The Committee may have other rights and powers as instructed by the Chairman of the Bank's Management Board or the Bank's internal regulatory documents.

4. Regulated Processes and Their Owners

No.	Process group	Process owner
1	Review by the Ethics Officer of violations of the standards and rules of business conduct	Ethics Officer, Secretary of the Committee
2	Organising meetings of the Committee	Secretary of the Committee, Ethics Officer
3	Conducting meetings of the Committee	Members of the Committee
4	Decision-making by the Committee	Secretary of the Committee, Ethics Officer

5. Description of Processes

5.1. Review by the Ethics Officer of violations of the standards and rules of business conduct

5.1.1. Bank employees may report violations of the standards and rules of business conduct or generally accepted ethical standards at the Bank to the Ethics Officer by sending an email to hotline@eabr.org. Messages may be sent from any mail servers, including those preventing the identification of the sender. The above email address shall be accessible to the Ethics Officer, the Secretary of the Committee and other Committee members designated by the Ethics Officer.

5.1.2. The Secretary of the Committee shall monitor all the information received to the email address specified in Clause 5.1.1 and notify the Ethics Officer of any incoming messages. Upon receiving such a notice, the Ethics Officer shall initiate a review of the case and the facts stated in the message and in doing so he or she shall remain neutral towards the parties involved in the conflict.

5.1.3. In order to obtain objective and comprehensive information on each case under consideration, the Ethics Officer may involve the employees who are party to, or witnesses to, the conflict and may request and receive materials relating to the case under consideration from Bank divisions. The Ethics Officer's submission of, and access to, confidential documents shall be governed by the Bank's Confidential Information Regulations. Where necessary, the Ethics Officer may request Committee members to review the case.

5.1.4. The employees involved in the case shall assist the Ethics Officer in conducting such a review and answer all questions relating to the conflict without bias; in doing so, they shall also maintain confidentiality of the review conducted by the Ethics Officer.

5.1.5. If the Ethics Officer considers an interpersonal conflict between employees has no negative consequences for the Bank's operations and reputation, he or she shall take measures to settle such a conflict. If the parties in conflict reach an agreement in the course of the joint review, the Ethics Officer may recommend one or both sides apologise in his or her presence and maintain confidentiality of the case under consideration, without submitting it for review to the Committee.

5.1.6. If a violation of the standards and rules of business conduct is identified during the review and/or an interpersonal conflict cannot be resolved, the Ethics Officer shall report to the Committee.

5.1.7. If the complainant decides to withdraw his or her complaint during the review and considers the conflict resolved, the Ethics Officer shall discontinue the review of the respective case. The Ethics Officer shall notify Committee members of the conflict and its discontinuation at the stage of the review at the next meeting of the Committee.

5.2. Organising meetings of the Committee

5.2.1. A meeting of the Committee shall be convened by the Secretary of the Committee as requested by the Chair of the Committee as necessary, and at least once a year, and shall be conducted by the Chair of the Committee.

5.2.2. If the Ethics Officer is absent, the Committee shall be chaired by the deputy chair of the Committee elected prior to the meeting.

5.2.3. Committee members shall attend the meetings of the Committee. A meeting of the Committee shall be considered quorate if more than half of Committee members are present. The Committee may meet by audio or videoconferencing.

5.2.4. Employees of the Bank's Internal Audit Service shall be invited to the meetings of the Committee as observers and may take part in such meetings without the right to vote.

5.2.5. If a Committee member is party, or a witness to, a case being considered by the Committee, the Committee shall meet and make decisions without his or her participation. In such a case, the quorum shall be determined without counting such member of the Committee.

5.2.6. The Ethics Officer shall make preparations for the meetings of the Committee, draft documents, ensure their safekeeping and maintain correspondence with assistance from the Committee Secretary.

5.3. Meetings of the Committee

5.3.1. The Committee shall make decisions by a simple majority of votes of the Committee members present at the meeting. When voting, each Committee member may express his or her dissenting opinion in writing on each item on the agenda. In the event of a tied vote, the Chair of the Committee shall have the casting vote. The members of the Committee shall make responsible and well-founded decisions.

5.3.2. The Committee shall adhere to the principle of confidentiality until the conflict is resolved and a decision is made. The decision shall be communicated to the concerned persons only.

5.3.3. A Committee member who has a conflict of interest in a case submitted to the Committee for consideration shall inform the Chair of the Committee of the conflict of interest before or during the relevant meeting of the Committee and take other measures stipulated by the Conflict of Interest Regulations of the Eurasian Development Bank. Such member shall abstain from considering and voting on a case, in which he or she has a conflict of interest.

5.3.4. If the Committee needs to obtain any additional information, it may invite any employees to its meetings and obtain any clarification from them, provided that the employees shall keep such clarification confidential. An invited employee shall not be notified about the decision made by the Committee concerning the case under consideration.

5.3.5. The Committee shall determine the extent of guilt and propose disciplinary measures for violations of the standards and rules of business conduct based on the Ethics Officer's report in accordance with the Bank's Internal Labour Regulations.

5.3.6. The Committee may propose disciplinary measures for violations of the standards and rules of business conduct as set out in the Bank's Internal Labour Regulations and other internal regulatory documents of the Bank.

5.3.7. The Ethics Officer shall prepare a memo on the cases considered and meetings of the Committee for the Chairman of the Bank's Management Board and send it to the Chairman of the Management Board and the Head of the Internal Audit Service. The memo shall state the violation of the standards and rules of business conduct, the disciplinary measures proposed for the employees who have committed such a violation, and the measures aimed at preventing such cases in the future.

5.3.8. The decision of the Chairman of the Management Board on the disciplinary measures shall be circulated in the form of an order in accordance with the Internal Labour Regulations. The order shall be communicated to all the concerned parties via the Bank's electronic document management system.

5.3.9. The Bank shall protect the rights of employees who have reported violations of the Bank's rules of business conduct, including, where necessary, their right to confidentiality.

5.3.10. If an employee's report is found to be misleading and the employee is found to have knowingly provided misleading information, the Committee may regard this as a violation of the Bank's standards and rules of business conduct.

5.3.11. To ensure that the Committee fulfils its remit, the Committee shall meet as necessary where an issue cannot be resolved by the Ethics Officer. The decisions made by the Committee with respect to such cases shall be regarded as recommendations and reported to the Chairman of the Bank's Management Board and the Internal Audit Service.

5.4. Decision-making by the Committee

5.4.1. The decisions made at a meeting of the Committee shall be in the form of minutes prepared by the Secretary of the Committee. The minutes of meetings of the Committee shall be numbered in sequential order during a calendar year.

5.4.2. The minutes shall specify the date of the meeting of the Committee, the list of Committee members present at the meeting and the presence of a quorum, the list of invitees present at the meeting, the issues considered, results of any vote and the decisions made. The minutes shall note the dissenting opinion of a Committee member if he or she disagrees with the proposed decision.

5.4.3. Once the Committee has reached an agreement, the minutes of the Committee meeting shall be signed by the Chair of the Committee or his or her deputy.

5.4.4. The minutes of the Committee and accompanying documents shall be kept by the Secretary of the Committee in a safe at the Bank and shall be deemed confidential.

5.4.5. The Ethics Officer shall be responsible for the timely implementation of the decisions of the Committee.

6. Roles and Responsibilities

6.1. The Bank's Management Board

- 6.1.1. Approves the composition of the Committee.
- 6.1.2. Appoints the Ethics Officer as the Chair of the Committee.

6.2. Chair of the Committee

- 6.2.1. Arranges the work of the Committee.
- 6.2.2. Is responsible for the implementation of the Committee's tasks and functions in a timely and proper manner.
- 6.2.3. Conducts the meetings of the Committee.
- 6.2.4. Supervises the work of the Secretary of the Committee.
- 6.2.5. Signs the minutes of meetings of the Committee.
- 6.2.6. Supervises the timely implementation of the Committee's decisions.
- 6.2.7. May be held liable for the disclosure of information discussed at the meetings of the Committee in accordance with the procedure set out for Bank employees.

6.3. Members of the Committee

- 6.3.1. Consider issues on the agenda of the meetings.
- 6.3.2. Take part in the meetings.
- 6.3.3. Take part in voting.
- 6.3.4. May be held liable for the disclosure of information discussed at the meetings of the Committee in accordance with the procedure defined for Bank employees.
- 6.3.5. Are responsible for making well-founded decisions.

6.4. Secretary of the Committee

- 6.4.1. Monitors email messages received to hotline@eabr.org and issues notification of information received.
- 6.4.2. Prepares and arranges meetings of the Committee.
- 6.4.3. Provide Committee members with necessary materials in a timely manner.
- 6.4.4. Notifies persons who have made a report to the Committee of the decisions passed by the Committee on respective cases.
- 6.4.5. Prepares the minutes of meetings of the Committee.
- 6.4.6. May be held liable for the disclosure of information discussed at the meetings of the Committee in accordance with procedures set out for Bank employees.

6.5. Invited employees

- 6.5.1. Consider materials sent by the Secretary of the Committee.
- 6.5.2. Take part in the meetings of the Committee if invited.
- 6.5.3. May be held liable for providing misleading information when an issue on the agenda is being considered.
- 6.5.4. May be held liable for the disclosure of information discussed at the meetings of the Committee in accordance with the procedures set out for Bank employees.