**SAMPLE BOARD RESOLUTION**

The following sample board resolution can be adapted and used by an organisation. It covers the requirements of measures 1, 2, 3 and 5 of the Anti-Corruption Programme.

Where the organisation does not have a board, the word “board” can be replaced by the equivalent top management body or controlling individual.

The resolution can be passed at a meeting, or by signed resolution, as may be permitted by the organisation’s controlling statutes.

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**[NAME OF ORGANISATION]**

**[BOARD] RESOLUTION**

[At a [Board] Meeting of [Organisation] held on [date], it was agreed as follows:]

[By written resolution of [Organisation] signed on [date], it was agreed as follows:]

1. [Organisation] hereby adopts the anti-corruption policy dated [ ] which is attached to this resolution].

2. [Organisation] will implement an anti-corruption programme in order to give effect to the anti-corruption policy.

3. The [board] acknowledges that it is ultimately responsible for the effective implementation of the anti-corruption policy and programme.

4. [OPTIONAL] [The board hereby appoints a sub-committee of the board, called the [Business Ethics Committee], which will undertake the board’s responsibilities on behalf of the board. The members of the [Business Ethics Committee] shall be [names], or such other members as the board shall nominate from time to time.]

5. The [board] agrees that a [compliance manager] [compliance function] shall be responsible for overseeing the implementation by [Organisation] of the anti-corruption policy and programme. The [board] hereby appoints [name of individual] [name of function] to this role.

6. The [board] shall ensure that the organisation’s managers assume responsibility for overseeing day-to-day compliance by personnel within their department, function or project with the anti-corruption policy and programme.

Signed:

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[Director] [Top Manager]

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[Director] [Top Manager]