



Independent Commission into Governance and Vetting within Islamic Relief

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**Authored by: Rt Hon Dominic Grieve QC
Temple Garden Chambers**

About the Commission

Rt Hon Dominic Grieve QC

Chair of the Independent Commission

Dominic Grieve is a barrister and Queen's Counsel. He was MP for Beaconsfield from 1997-2019, having served as a councillor in Hammersmith and in the Territorial Army. He was appointed to the opposition front bench in 1999 as spokesman on Constitutional affairs and moved to the Home affairs team covering criminal justice in 2001 before being made shadow Attorney General in 2003. In 2008 he was made shadow Home Secretary and shadow Justice Secretary in 2009. After the General Election of 2010 he was appointed a Privy Councillor and Attorney General holding that office until July 2014. He was a member of the Standards and Privileges Committee of the House of Commons from 2014-17. He was Chairman of the Intelligence and Security Committee of Parliament from 2015-19.

Sir Clive Jones CBE

Expert Advisor to the Independent Commission

Sir Clive brings to this Commission a long career in broadcasting, journalism and humanitarian crisis response. He is currently chairman of Sightsavers, the third largest charity in the UK, the ITV Pension Fund and Chairman of the Runnymede Trust and National Theatre Wales.

Sir Clive recently received a knighthood for his work as chair of Britain's Disasters Emergency Committee (DEC) which brings together 14 leading UK aid agencies to raise money at times of humanitarian crises in poorer countries.

Beginning his career as a newspaper journalist, Sir Clive then moved into broadcasting where he held a series of top executive and board roles in the commercial TV sector. Clive has been CEO of a number of the leading ITV companies including Central and the Carlton Television Group and Managing Director of the ITV Network.

Acknowledgements

I want to thank, first of all, Sir Clive Jones for his support, advice and guidance throughout the course of this Commission. He has brought to it his long experience within charities which has been invaluable. While this report is mine, it has been written with his concurrence as to my recommendations.

I would also like to thank Kalin Padberg, Executive Assistant to the Independent Commission, who has been an integral part of our work and largely responsible for keeping the Commission to our agreed timeframe.

Both Sir Clive and I were grateful for the very valuable role played by the members of the Advisory Panel which was set up to assist us along with the help we received from Khaleel Desai the head of governance at IRW and his assistant Sally Barnett. I would also like to thank all those contributors to the Commission who submitted written and oral evidence during the course of this exercise. I found that everyone approached my questions with complete openness, candour and with a desire to positively contribute to the work of the Commission and this has greatly helped us.

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List of Acronyms/ Terminology

Term	Definition/ Acronym
Country/ Field Office	Some of which are independent legal entities, these offices deliver projects on behalf of the Islamic Relief family. They differ from IR Partners as they are programme delivery organisations rather than fundraising entities.
Disasters Emergency Committee	DEC - A registered charity with 14 members made up of the UK's leading aid charities. When major disasters hit countries without the capacity to respond, DEC launches collective appeals on behalf of all its members to raise funds, pool resources and respond quickly and efficiently. See https://www.dec.org.uk/
Foreign, Commonwealth, and Development Office	FCDO - A ministerial department of the Government of the United Kingdom. It is responsible for promoting British interests worldwide. Formally two separate departments: the Foreign and Commonwealth Office (FCO) and the Department for International Development (DFID).
GemMicro	A UK-based global microfinance company established by IRW. Set up to mobilise and disburse Microfinance.
International General Assembly	IGA
International Waqf Fund	IWF - A subsidiary and independently registered charity established by IRW to undertake 'WAQF' (Islamic endowment) activities.
Islamic Relief	IR
Islamic Relief (IR) Partner	Most of which are registered as independent legal entities, IRW's national partner offices raise funds for international humanitarian projects, implement local (their countries of registration) programmes and deliver advocacy and other activities. IR Partners are eligible to be a part of the IGA if they meet the requisite Financial Criteria

Islamic Relief United Kingdom	IRUK – Is a division of IRW based in London that has responsibility for UK fundraising, UK programmes, UK advocacy, and UK stakeholder management. The director of IRUK reports to IRW’s CEO and the IRW Board of Trustees.
Islamic Relief Worldwide	IRW
Membership and Accreditation Committee	MAC
Terms of Reference	ToR
The Swedish International Development Cooperation Agency	SIDA
TIC International	TIC International was established in 1993 by Islamic Relief Worldwide following an influx of clothing donations in the aftermath of numerous emergency appeals. The initial aim of the company was to enable Islamic Relief to generate income from donated clothing to help support development projects. In recent years, TIC International has expanded its operations and now also conducts Qurbani/Udhiyah activities, primarily related to canned meat for aid purposes. http://tic-int.co.uk/
Tri-sector Working Group	TSWG - Convened by the Home Office, the group brings together key players in the Humanitarian aid sector, financial institutions and representatives from all relevant Government Departments. The group was set up in response to a recommendation by David Anderson QC in his capacity as The Independent Reviewer of Terrorism Legislation to address the negative and unintended consequences of counter-terrorism legislation, sanctions and other regulatory or licensing regimes on the work of aid agencies operating in countries subject to sanctions and/or areas with proscribed entities.

1. Introduction to the Independent Commission

a. Creation of the Commission

A recommendation to appoint an Islamic Relief (IR) Family-wide Independent Commission was proposed by the Islamic Relief Worldwide (IRW) Board of Trustees to IR Partner Board Chairs on 9th August 2020.

The proposal was endorsed by IR Partner Board Chairs and an ad-hoc committee was appointed to present recommendations of what scope and reach the Independent Commission might have. This was presented to the inaugural International General Assembly (IGA) which took place on 22nd August 2020.

Thereafter, in my capacity as a barrister at Temple Garden Chambers, I was approached by IRW on 27th August 2020 to Chair the Independent Commission.

On 10th September 2020, I met with IRW's Membership and Accreditation Committee (MAC) and agreed the Terms of Reference (ToR).

b. Original and Extended Terms of Reference

i. Objective from Creating the Independent commission:

- To give assurance to the IR family members as well as their stakeholders that IR takes any breach of its policies and Code of Conduct¹ seriously, and to demonstrate in practical terms that it has put in place the necessary mechanisms to address any shortcomings either in its policies or in the way the policies are implemented.
- To capture and document lessons learned for further implementation and dissemination to the members of the IR family worldwide.

ii. Scope of the Commission:

- The scope of the commission will extend to reviewing screening policies and practices of all IR members as well as IRW and its associated

¹ The full Code of Conduct can be found in Appendix 2

organisations. The commission will review and compare relevant policies, procedures, and best practices of INGOs and UN organisations.

iii. Commission Output (Deliverables):

- The commission Chair report will cover the following points:
 - Description of the current practices in appointing board members across the IR family.
 - Description of best practices in screening as conducted by INGOs and UN bodies.
 - Description of screening practices by IR members and IRW in relation to vetting and screening trustees and senior employees prior to their appointment and after their appointment and during their service. This would include, but it is not limited to, their usage of social media (and any other public statements) historically as well as ongoing monitoring, highlighting weaknesses in existing practices
 - Reasons for failings in screening in the most recently publicised cases.
 - Recommended approach for future screening mechanisms including public statements and social media statements.
 - Recommendations regarding the extent of screening for board members, senior employees, all employees, volunteers, and external parties including but not limited to public speakers, suppliers, contractors, consultants & donors.
 - On point 5 above the report will include a table that covers the screening lists to be used, including the extent of screening of social media publications for each category.
 - A recommendation regarding the point at which an opinion is tolerated and where it should not be tolerated for each of the categories mentioned.
 - Recommendation regarding the standards of conduct and behaviour that can be expected of senior representatives in relation to their communication and public statements. In formulating these standards, the report will be cognisant of the Islamic Relief values and role as a humanitarian, apolitical, faith-based organisation.
 - The procedures to be followed should a breach take place in any part of the IR family considering data protection rights of the individuals involved and the independent nature of the members that make up the IR family.

- Recommend a process for assessing public statements that are flagged for review where an initial assessment is made that the statement is potentially in conflict / contradicts IR values and code of conduct.

iv. Variation and broadening of the Commission’s remit

As the original remit of the Independent Commission was to examine broadly the arrangements that needed to be put in place to protect IRW from similar failings to those set out in the original terms of reference, it was agreed with the Advisory Panel that I should widen my inquiry to include a general consideration of the governance structures as well as the specific issues around social media and vetting which were the core of the original instruction.

v. Reporting and Timelines:

- The Commission will report to the IRW BoT, which in turn will share the report with the newly formed IGA membership. Upon the endorsement of the recommendations, the IGA will assign the responsibility for implementing the recommendations to the MAC.
- The commission will commence its work in September 2020 and will make its final report no later than January 15th of 2021. The report once endorsed by the IGA will be shared with relevant stakeholders.
- The report will otherwise remain confidential and can only be released in part or in whole by approval of the IGA.

c. Methodology

i. Secretariat

On 24 September 2020, Kalin Padberg, was appointed as the Executive Assistant to the Independent Commission, reporting directly to me. Kalin provided the Commission with secretarial support, organising contributor meetings, recording meeting minutes, and contributed to the production of this report.

ii. Advisory Panel

An Advisory Panel was established by the IGA as part of the ToR to the Independent Commission. The role of the Advisory Panel was to act as a sounding board and provide contextual background and information on the ongoing work of the Commission. The Advisory Panel was composed of the following members: Dr Ihab Saad – Chair of IRW Board of Trustees; Naser Haghamed – CEO of IRW; Khaleel Desai – Head of Governance of IRW; Khalid Sofi – Independent member of MAC; and Samaa Sarsour – Trustee of IR Sweden. The

Advisory Panel and the Independent Commission met fortnightly to review progress against the Terms of Reference.

iii. Evidence Gathering

The Independent Commission gathered information and evidence in three ways: 1) video interviews with various contributors, including representatives and experts²; 2) written submissions in response to questions asked from the Commission to various individuals, with a focus on IR partner CEOs and Chairs; 3) review of IRW's policies and procedures and other information relevant to our ToR. The Commission received evidence from 57 individuals over the course of its inquiries. Ranging from IR Trustees and CEOs; Trustees and CEOs from a range of other organisations; senior officials within FCDO, the Charity Commission; and a range of experts and academics on governance, vetting and social media use.

iv. Analysis of Legal and Regulatory Requirements

As part of our analysis we have sought to identify the various legal, regulatory and best-practice requirements that apply to IRW and its wider family and which should shape its governance.

v. Recommendations

The essence of this Commission has been to find and present entirely achievable recommendations for IR to take forward and implement. In doing so I have taken into consideration the very specific origins, values and remarkable achievements of Islamic Relief, but also its history of governance challenges. Islamic Relief holds a very important position as the leading, global Muslim faith-based humanitarian charity and there is no question in my mind at the conclusion of this Commission that that status is threatened by failings in its governance. I have therefore made recommendations specifically for Islamic Relief rather than try to provide a textbook, off-the-shelf solution. My objective from the outset was to be forward looking and propositional. In making the recommendations, I am confident IR has been provided with a set of options, which, if adopted, will supplement, enhance and protect its governance and allow it to continue to do its critical and valuable humanitarian work and help avoid any repetition of the problems that have occurred.

² The full list of contributors can be found in Appendix 1

2. Executive Summary

a. Findings

- i. IRW is a highly effective charity with a global income of around £130 million a year. Its senior staff are universally well respected by the FCDO as a partner and it has been and is an important member of the DEC in delivering humanitarian aid, often in areas of conflict which are difficult and dangerous to access.
- ii. IRW is currently threatened in its work by reputational damage which it has received from the unacceptable comments and views of a small number of trustees and a member of its senior staff. The views expressed on social media are incompatible with IRW's charitable purpose and ethos and as IRW is aware cannot and must not be tolerated. It is therefore necessary for IRW to put in place changes to its governance to try and prevent any recurrence. At the same time and quite separately from these problems IRW is carrying out major governance reform to reflect the charity's growing internationalisation and to bring the selection and appointment of a new Board in line with current best practice. These two processes need therefore to be combined.
- iii. It is important to understand that there is no evidence whatever that the reputational issues that have arisen over the conduct of trustees has had any link to the way IRW carries out its charitable work. IRW has been independently audited in respect of how it spends its funds and how they are raised, to the satisfaction of the Charity Commission as its regulator and its stakeholders, including its bankers and auditors. I have heard and seen nothing in this inquiry to contradict this clear conclusion.
- iv. In order to address the risk of trustees being appointed who have personal political views which are incompatible with IRW's humanitarian charitable mission and ethos, the IGA and the Board of IRW have developed and are approving new policies on personal social media use and vetting of nominees to the IGA from which the Board is elected. These are to go alongside an existing IRW Code of Conduct.
- v. We have considered the new Social Media Policy and see it as fit for purpose and meeting best practice standards when compared with other similar large charities.
- vi. The Code of Conduct needs updating to reflect that senior executives and trustees should not make comments that could interfere with IRW's delivery of aid or damage its reputation as a humanitarian charity. The Code does correctly prohibit expressions of support for violence or terrorism or expressions of hatred or the use of abusive language about any individual or group and in particular those within the nine protected characteristics under

the Equality Act 2010. Such behaviour is entirely incompatible with being a trustee of IRW or working for it.

- vii. The vetting policy proposed by IRW and involving the use of an external commercial consultant to help with the vetting of IGA members, trustees and senior executives is in conformity with current best practice, including in its details as to the range of searches to be carried out. As it concerns the open source material available on individuals there is no breach of privacy involved. A system has been set up to assess the results of vetting through the MAC which appears fair and gives the final decision to the IGA.
- viii. IRW has an External Speakers and Ambassadors policy that is fit for purpose. While vetting levels for them will not and need not be to the same standard as that for trustees, they look well-reasoned and adequate.
- ix. There cannot be an absolute standard for the point at which an expressed opinion by an individual or an organisation with which IRW has a link becomes unacceptable. Some expressed opinions must always be unacceptable as set out in point (vi) above. Beyond that anything which appears contrary to IRW's stated humanitarian mission creates risk. The reputation of any charity is based on an assessment by the public that it is conferring a benefit through its work. Any association with an individual or organisation which does not meet the standards of the charity can damage its reputation, particularly if it reinforces criticisms made in the past of the charity itself.
- x. As well as vetting and social media policies, IRW needs to ensure that the governance changes it is bringing in will strengthen its Board and make it better able to maintain and reinforce its humanitarian mission.
- xi. The growth of IRW into a large humanitarian charity has not been matched to date by changes at Board level. The result has been a growing disconnect between staff and the Board of Trustees, particularly as IRUK has no separate status. The recent reforms are designed to address this but are unlikely to be sufficient. A largely international board is not going to have the understanding and experience of UK charity governance requirements to meet the challenges faced by IRW in restoring confidence in its governance.

b. Recommendations

i. IRW Board of Trustees

1. IRW needs to expand its total trustees to 15 and allow for 5 independent trustees.
2. The independent trustees should be openly recruited/headhunted for the skills they can offer in areas of governance and reflect the

diversity of national background of IRW's UK staff, including the possibility of a non-Muslim trustee or trustees supportive of IRW's ethos. Whilst suitable candidates should be invited to apply, the roles should be advertised or if needed headhunted to attract the best candidates willing and able to share IRW's values and mission as a faith-based charity. There should be an audit of the skills needed by the IRW board when the total number of trustees recruited has reached 8.

3. In accordance with best practice, IRW should retain the services of external, third-party consultants to periodically review (every three years as a minimum) the operation and effectiveness of its Board including the standard assessment of, amongst other criteria, its composition and the diversity of opinion and voices. In the circumstances of the setting up of the new board, it would be desirable for the board's effectiveness to be reviewed by consultants when it has had a short time to operate and before its full complement is made up.
4. The IRW Code of Conduct needs to be updated to reflect the importance of the updated policy on personal social media. It does not have to reproduce it but I think it is important that it should be clearly stated that Trustees and senior executives of IRW should not make any statements on social media or, in fact, in any other forum – virtual or otherwise – that could interfere with the delivery of IRW's humanitarian work or damage its reputation as a humanitarian charity. The message must be clear that restraint in political comments relating to areas of operation or affecting operations must be established and this should be part of any trustee handbook or induction as well. It should also be made clear that trustees who cannot meet this standard or the others in the Code of Conduct cannot remain in post.
5. IRW needs to ensure that the governance changes it brings in for its own organisation are reflected in its UK subsidiaries – such as IWF and TIC International – and also where independent country offices are set up as a local, legal requirement and are in effect operating as a subsidiary.

ii. IGA

6. The IGA in electing the IRW Board generally, should encourage diversity of gender and experience to ensure a broad range of skills, expertise and professional backgrounds. Independents should preferably be UK resident or a past resident very familiar with the UK. The MAC and the Advisory Board of IRUK should both as planned be chaired by independents.

7. The current 'criteria' by which independence is judged should be revisited³. Currently, the IGA's independent member criteria simply says that those chosen should have had no connection with IRW over the previous year. Instead, the key criteria for Independence should be an active search for individuals who have had no previous role in IRW or its partners and can offer additional skills from which IRW can benefit.
8. Term limits should be introduced for Trustees across all IR Partner boards. Either three terms of three years or two terms of four should be the principle. Return after a break, after the end of a final term should be exceptional and for openly justified necessity as recommended by the Charity Governance Code.
9. While some IRW trustees will be trustees of Partner Boards, multiple trusteeships of different *Partner* Boards should be brought to an end.
10. Senior executives of IRW serving as partner trustees should only be for the purpose of helping set them up.
11. Trustee/directors should have a maximum of two four-year terms on the IRW Board and two similar terms on a partner Board which may run together.

iii. **MAC**

12. The role of the MAC in driving through better governance is going to be crucial. It should advertise for and appoint a suitably qualified external adviser to work with it on reputational risks and governance. As the MAC deals with material provided through the Governance Department, the Head of Governance or their substitute should attend its meetings in an advisory capacity.
13. Trustees of partner boards should not be holding trusteeships on the boards of other partners. The MAC and the Governance Committee should seek to get Partner Boards to bring in similar rules for their own trustees.
14. Any person found by the MAC to be unsuitable to serve on the IGA, because of evidence that they are a risk to IRW's reputation, and this decision has been approved by the IGA, should not be a member of any Partner Board. If a Partner is unwilling to do this, then this must call into question their remaining in the IR family. IR Partners ought

³ IRW's Independent Members Criteria can be found in Appendix 3

to have within their constitution the power to remove trustees for misconduct or because they constitute a reputational risk.

15. The MAC should also be given the authority, if it does not already have this, to examine reputational risks within the IR family in conjunction with the IR Partner concerned where anxieties are raised about a trustee or senior executive within IR partners. If such examination shows that there is a reputational risk from their presence within the organisation the individual concerned should be required to resign.
16. As there are currently many variations in in the vetting policies of IR partners, steps should be taken to harmonise them and bring them up to the standard that is being set by IRW where this is needed.

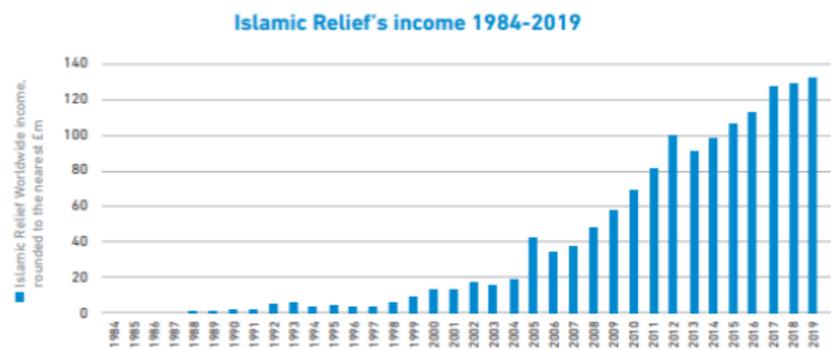
iv. **Other Recommendations**

17. IRW may wish to consider setting up an Association of Friends of IRW, to widen its network of support to wider civil society in the UK and to maintain contact with past staff and trustees.
18. In the longer term there remains the question of whether IRUK should be split from IRW. There is both support and opposition to such a move within IRW and agreed advantages from doing this for governance as well as drawbacks in terms of cost and the effectiveness of IRW to respond quickly to a humanitarian crisis. As the Partner organisations grow, this issue needs to be kept under review.
19. Because of different regulatory regimes, it will never be possible for IRW and its partners to have complete rule harmonisation. But a shared mission statement could help establish a common benchmark of what is expected from trustees and staff in relation to personal public statements. I would suggest it should include “In order best to promote its objectives, IR needs its trustees/directors, senior executives and staff to exercise restraint in their personal public statements, so as not to call into question its neutrality in political matters and damage IR’s ability to operate in zones of conflict or restricted freedom of expression. Any advocacy of violence or support for any group advocating or practising violence as a remedy for political issues and any expressions of hatred or prejudice against any group based on race, gender, nationality, political affiliation, sexual orientation or religion, is incompatible with IR’s charitable aims and unacceptable”.

3. Background to Islamic Relief Worldwide

a. History of IRW

Islamic Relief Worldwide⁴ is the world’s largest independent Muslim humanitarian aid organisation, established in Birmingham, UK in 1984. Its latest annual report⁵ summarises its purpose as follows: “IRW is dedicated to alleviating poverty and suffering globally, and assisting those in need regardless of race, religion, nationality, political affiliation or gender. Inspired by Islamic values, IRW and its partners deliver emergency disaster relief and sustainable development aid of up to \$160 million each year; providing water, food, shelter, healthcare and education in over 40 countries. In its 36-year history, IRW has assisted more than 120 million people.”



IRW is a charitable organisation, and as such registered with the government-appointed charity regulator for England and Wales, the Charity Commission (Charity No. 328158); with the Scottish charity regulator, Office of the Scottish Charity Regulator (OSCR); and with the registrar of companies in the UK, Companies House (Company No. 02365572). Accordingly, the organisation must meet the strict standards of the UK’s charity and company laws. The fundamental condition placed before a registered charity by the Charity Commission is that its activities should conform with its charitable objects⁶, whether its work is carried out in the UK or abroad. IRW is also a registered company limited by guarantee and therefore registered with Companies House, which requires that the organisation’s annual accounts be produced according to Financial Reporting Standards and be subject to independent audit.

⁴ <https://www.islamic-relief.org/>

⁵ Islamic Relief Worldwide’s 2019 Annual Report can be found [here](#)

⁶ Islamic Relief Worldwide’s Charitable Objects can be found [here](#)

IRW is the international office of the Islamic Relief federation and is based in Birmingham. IRW:

- Oversees global standards;
- Coordinates and monitors project implementation;
- Identifies new areas for fund development;
- Advocates and campaigns for change;
- Oversees the response to emergencies and disasters by members of the Islamic Relief federation and supports them as needed with marketing and media materials.
- Coordinates relations with multi-lateral institutions, represents Islamic Relief on international forums such as the UN, DAVOS etc., represents the federation in international forums and develops and coordinates the global strategy.

As a UK-registered charity, the Charity Commission requires IRW to demonstrate that it is funded by legitimate, charitable sources and works to the highest standards in delivering programmes all over the world, and, critically, in doing so meets its charitable objects. IRW is, as far as the Charity Commission have reported, in full compliance with all these reporting and operating requirements. IRW, as a humanitarian aid charity, must also comply with international humanitarian law, applicable international legal requirements such as international sanctions amongst others, as well as meeting international treaty obligations and principles, including humanity, impartiality, neutrality and independence. Moreover, as a recipient of various government and multilateral donor funding – for example from what was DfID, WFP, DEC etc – it must meet stringent standards of compliance and programming. Over and above this, IRW also voluntarily makes itself subject to standards such as the Core Humanitarian Standards (CHS)⁷.

As well as disaster relief, IRW carries out sustainable development work to provide water, food, shelter, healthcare and education in the long term. IRW also works to support orphans and children, help people get jobs and to build livelihoods to support their families, and protect vulnerable communities from future disasters, preventing the loss of lives and protecting against future poverty. A project in Bangladesh supporting orphan and single women households, called the Alternative Livelihoods for Orphaned Families

⁷ Core Humanitarian Standards can be found [here](#)

programme, was recognised by BOND in 2018 and awarded their highly valued Innovation Award.

b. IR Governance – Past and Present

i. The Islamic Relief “Family” of Organisations

Islamic Relief Worldwide is a component part of what is usually referred to by them as the Islamic Relief family. This encompasses the wider federated structure, at the centre of which is the international headquarters ‘Islamic Relief Worldwide’ (IRW). As described above, IRW was incorporated as a charity registered with the Charity Commission for England and Wales in 1989, which started its work in 1984.

Out of the centre – ie. IRW – there are linkages to a global network of independent affiliated partners; country offices; and a number of UK-based subsidiaries.



Partner Offices	12
Country Offices	29
UK-based Subsidiaries	2

Partner offices: Most of which are registered as independent legal entities, IRW's national partner offices raise funds for international humanitarian projects, implement local programmes and deliver advocacy and other activities

Country Offices: Some of which are independent legal entities, these offices deliver projects on behalf of the Islamic Relief family.

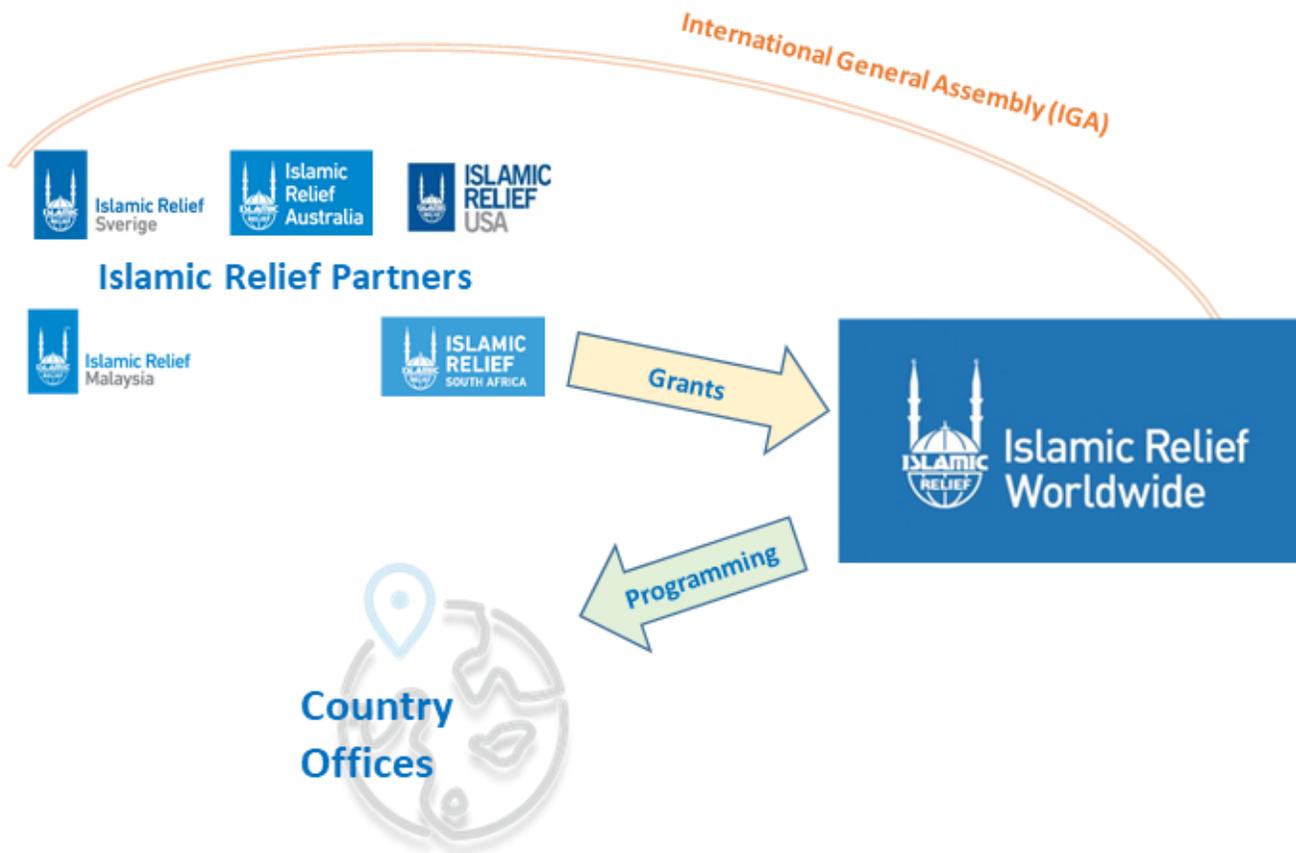
Subsidiaries: Separate legal entities that are owned and controlled by IRW. Their activities are meant to support and benefit the IRW programmes.

This federated structure adopted by IRW is common with a number of its peer humanitarian organisations. For example, with some small variations, similar structures exist within Save the Children, Plan, and World Vision, to name a few.

ii. IRW Governance

Prior to the changes to IRW's constitution, adopted in March 2020, there was no formalised membership structure connecting IRW and IR Partners. The formal legal connection between IRW and its partner organisations up to that point was limited to a trademark licence agreement.

In 2014 however, the Islamic Relief Family embarked on a journey to develop a new governance arrangement, which would see a more up to date structure that would work for all parts of the federation. Over the subsequent six years there was a process by which IRW and its partners explored, negotiated and agreed a model of governance that was regarded to be the most appropriate for the needs of Islamic Relief. This culminated in the International General Assembly (IGA) structure, with the inaugural IGA taking place on 22nd August 2020.



The International General Assembly⁸ (IGA) is the highest body within the IRW governance structure. It is formed principally of trustees of Islamic Relief

⁸ IGA Terms of Reference can be found in Appendix 4

Partners, with each Partner nominating two members to serve on the IGA. It also comprises the IRW Board of Trustees and Independent Members of the IGA. IRW and the IR Partners in the IGA have entered into a contractual agreement cementing and defining the terms of their relationship (the Membership Agreement).

Islamic Relief Worldwide is governed by its trustees who have control of the Charity and its property and funds and are responsible for the management of the Charity's business and operating in accordance with its objects. The trustee board of IRW is the key legal body ultimately responsible for IRW in accordance with charity law. Prior to August 2020, the Trustees of IRW were self-appointed.

Under the IGA structure (effective as of August 2020), the new Board of Trustees have been elected from the IGA members. When the new global board is fully established, under the rules as they currently stand, at least 75% of its members will be trustees of IR Partners elected to the IGA and then subsequently elected by the IGA to the Board of Trustees. According to IRW's constitution, up to 25% of its board members will then be made up of 'independents' who are not trustees from within the Islamic Relief family but will nonetheless be put forward by IR Partners.

As at the time of writing the IRW Board of Trustees comprises of:

- Dr Ihab Saad – Chair of Board of Trustees – United States of America
- Lamia El Amri – Vice Chair – Sweden
- Dr Nora Amath – Trustee – Australia
- Nurhayati Hassan – Trustee – Malaysia
- Dr Aarif Pathan – Trustee – Canada
- Dr Muhammad Osman – Trustee – South Africa
- Haroun Atallah – Trustee – Switzerland

The question as to whether this change meets IRW's governance needs and whether it will deliver the independent trustee expertise IRW requires is something that will be addressed in this report.

The Membership Accreditation Committee⁹ (MAC) is a sub-committee of the IGA. The MAC reports directly to the IGA but coordinates its work with IRW's Board of Trustees. The remit of the MAC will be discussed more fully below, as it

⁹ MAC Terms of Reference can be found in Appendix 5

is a critical committee and one which plays a central part in my recommendations. For the moment, I can summarise that the purpose of the MAC is to be responsible for monitoring, evaluating and making recommendations in relation to membership of the IGA.

A further committee, relevant for these purposes is the **Governance Committee**. This was formed by the IGA at its inaugural meeting on 22nd August to work on key policies that the entire family should formulate and then adopt. According to the terms of reference of the Governance Committee, the MAC will use the role and work of the Governance Committee to ensure that all members are adhering to the agreed standards, policies and systems deemed to be best practice. The Governance Committee is a permanent part of the IRW Governance structure.

4. Trustee and Senior Executive Resignations and Misconduct

a. Background

In July and August 2020, The Times newspaper discovered highly offensive and discriminatory historic Facebook posts of two serving IRW Trustees. In the first, a trustee of IRW and also the Chair of IR Australia had made derogatory and critical comments about the Egyptian leader General Sisi, which included anti-Semitic abuse, in accusing him of being “a pimp son of Jews” and a “Zionist pig”. He also praised the military activities of Hamas as a resistance movement and criticised those calling it a terrorist organisation in anti-Semitic terms as well.

In the second case an IRW trustee who was also a trustee/Director of IR Germany, in posts dating from the same period, praised the Muslim Brotherhood, praised Hamas, including its military wing and retweeted a cartoon, which while aimed at denouncing hypocrisy amongst Muslim leaders was also anti-Semitic.

Since then, a further serious incident has emerged concerning a senior executive of IRW, who was also a board member of IR Switzerland and IR Norway. He was identified by a Swiss newspaper as having posted social media comments under an alias in 2015. These support the Muslim Brotherhood and endorse violent acts of terrorism in the Occupied Palestinian Territories in anti-Semitic terms and appear to minimise and excuse the terrorist atrocities in France in relation to the attack at the premises of Charlie Hebdo and at the Bataclan by reference to the hypocrisy of “Christians” in not acknowledging their own history of violence against others, particularly Muslims. IRW have explained that this account was in a different name, was not declared to them, as it should have been and that this was in itself an omission on his part amounting to serious misconduct.

Timeline

- 16th July**
 - Email received from The Times regarding social media posts of an IRW Trustee (HK)
 - HK resigned
- 24th July**
 - 2 articles published by The Times
 - “Islamic Relief leader quits as Times discovers antisemitic posts”
 - “Muslim charity Islamic Relief feels the heat again”
- 17th August**
 - Email received from The Times regarding social media posts of IRW Trustee (AT)
- 22nd August**
 - New Board elected at the IGA
 - 2 articles published by The Times
 - “Entire board resigns at Islamic Relief Worldwide”
 - “The Times view on extremism within Britain’s largest Muslim charity: Poor Relief”

The following points are also relevant:

- The posts by the trustees/Directors were made in 2014 and 2015. The two trustees were not then on IRW's board, but the senior executive was working for IRW at the time he made his posts and had been there for many years. He had in the past written articles on behalf of IRW defending IRW's role and reputation as a neutral humanitarian charity and rejecting any association of IRW with terrorism or extremism.
- IRW were not aware of any of the posts, despite having undertaken due diligence on the IRW trustees involved. In respect of the first case it is relevant to note that the Facebook account in which the offending posts were present had been shut down and was not accessible at the time he joined the IR Board and the due diligence was undertaken. In the second case however, IR Germany became aware of the material posted by the IRW trustee who was also one of IR Germany's trustees/Directors in 2017. While IR Germany required the deletion of the posts, neither IR Germany or the Trustee informed IRW of what had happened nor did IR Germany take any action to remove him from its board.
- On both occasions the Trustees/Directors resigned and play no further role in any part of Islamic Relief. The same applies to the senior executive who immediately resigned his job and from his role as a Partner trustee/Director.
- In each case IRW made it clear in its public statements in response that it categorically condemned the conduct of the individuals concerned and that it was in direct contradiction of IRW's values.

The Charity Commission has opened a compliance case to look into these issues. On the 6th of January 2021, it provided a decision to IRW's Board of Trustees concluding its Compliance Case, which has been shared with this Commission. The Charity Commission has issued regulatory advice to IRW under section 15(2) of the Charities Act 2011 requiring IRW to take further action to address the concerns raised by the misconduct of the trustees and the director, including if necessary reviewing and updating IRW's code of conduct for trustees. The Charity Commission refers with approval to the decision to set up this independent Commission to review IRW's wider governance and to IRW's co-operation with the Charity Commission in addressing what has happened.

b. Historic context

There is also a background history of reputational issues affecting IRW. In 2015 concerns were expressed within the UK government, that IRW was alleged to have links to the Muslim Brotherhood and to Hamas. Neither are proscribed organisations but the military wing of Hamas is proscribed and the UK government review of its understanding of the Muslim Brotherhood published at the end of 2015 concluded that “aspects of its ideology and activities ...run counter to British values of democracy, the rule of law, individual liberty, equality and the mutual respect and tolerance of different faiths and beliefs... Membership of, association with, or influence by the Muslim brotherhood should be considered as a possible indicator of extremism”. After discussions with DFID about these concerns, three of its trustees, including the then Chair, resigned from the IRW board to make way for a reform of its governance. But no specific evidence was put forward at the time to substantiate any criticisms about their views or conduct and in the case of the Chair any association with the Muslim Brotherhood was specifically denied by him. The background was that IRW was at that time “listed” by the Israeli government for alleged support of Hamas and this was followed by a similar listing in the UAE, and this had attracted adverse media comment. IRW has consistently and unequivocally challenged this categorisation by Israel and the UAE. IRW is contesting the Israeli listing in the Israeli courts. Its legal challenge was due to be heard in the High Court this year but has been subject to a delay. It is important to understand that there is at present no evidence whatsoever that IRW has departed from its charitable purposes at any time in carrying out its work anywhere, the general issues that arose in 2014 having led to an extensive and independent audit and review of its operations and activities that disclosed no grounds for any criticism of its operations and was shared with its stakeholders.

But these events, taken together, are inevitably damaging to IRW's reputation as an international humanitarian charity and place at risk its ability to work with others within the Disaster and Emergency Committee (DEC), its co-operation with FCDO in delivering aid and its perceived neutrality when operating in areas of conflict. It has currently voluntarily stepped back from participation in the DEC and is currently not participating in the Tri-sector working group of the Home Office. Unless satisfactorily addressed it constitutes a threat to its continuing functioning as a successful charity operating under English law.

5. Improving Governance

a. Introduction

In speaking to senior staff, both at IRW and some of the Partner countries the effectiveness of IRW's governance over past years was raised as a key area for improvement. We heard reasoned critiques that some boards were over focused on fundraising and financial controls and that there was a lack of understanding by boards of the wider aspects of governance and the need to ensure that the reputational risks to IR were addressed. These risks could and were adversely impacting on relations with governments and regulatory authorities of some of the countries in which they are located, just as IRW has itself found in the UK. There was also a lack of confidence that this was going to change as long as IRW retained a narrow demographic base of trustees, as had been the case since its foundation. The Board was also seen to lack the required range of professional expertise needed to ensure good governance of a large UK based charity and did not have a policy of open recruitment.

It is noteworthy that the IR Partners where there was the greatest confidence in the effectiveness of their own governance and relations with their statutory and governmental authorities, were those where the directors appeared to be in majority recruited locally as independents and had the diversity of skills to serve in the role. Both Canada and Malaysia stood out in this respect.

To underline this point, in its 36 year history the IRW Board, as far as I have been able to tell, has only ever included a single British national from the South Asian diaspora, to which the majority of Muslims in the UK have a connection. Moreover, the IRW Board have never benefitted from a Trustee with a UK legal or accountancy qualification. Past IRW Boards have recruited from a small, narrow group when the potential range of very well qualified and suitable candidates in the UK is considerable.

In deciding to implement its recent changes in governance, the IRW board and the wider IR family of partners are, I know, seeking to address these matters. Creating an IGA is intended to ensure greater involvement of Partners in IRW's governance and their fair representation on the IRW Board. The MAC is designed to ensure that all on the IGA will have been vetted and are therefore suitable for appointment. The Governance Committee has been created to help to improve the standards and rules of IRW and its Partners and to harmonise them.

I am conscious that in being brought in to advise, these significant changes are in their infancy and the results cannot yet be properly evaluated as the new structures are not yet functioning. But both Sir Clive and I take the view that on their own these changes are unlikely to solve all the problems that are present. The presence of elected representatives from Partner boards will create more involvement in the decision making of IRW from trustees with a link to IR Partners. But it will not ensure that the IRW Board has the right trustee skill sets or the diversity of background and opinion or knowledge of UK charity governance to do its work and the first duty of IRW trustees has to be to IRW, not to the bodies or countries that put them there.

It is a feature of IRW that it has chosen to keep its UK operation known as Islamic Relief UK or 'IRUK', which is primarily concerned with fundraising and IRW its international organisation together, in one UK registered charity. During the course of taking evidence from the DEC, it was suggested that splitting IRUK and IRW might help improve the governance of a future IRUK domestic charity. IRUK would thereafter be the contact point with the DEC and government and be able to have a Board of UK resident trustees, fully aware of the standards required by the Charity Commission and government. This was an idea carefully considered by IRW in 2017 as a possible change but was rejected, as it was felt that it would make IRW less effective in responding quickly to humanitarian emergencies and add to cost. In recognition of the importance of IRUK it is proposed by IRW that one trustee out of the maximum of thirteen possible should represent IRUK and chair an Advisory Board that is being set up as a sub-committee of the IRW Board. There is provision for up to three independent trustees, not representing Partners, to be voted onto the Board by the IGA and it is intended that the IRUK trustee should be chosen from one of them. So far however there has been insufficient time to implement this.

Apart from the DEC, there was no request from either the Charity Commission or FCDO that we should consider the splitting of IRW from IRUK. But that did not diminish their collective concern that IRW has a serious problem of governance, which is also shared by the DEC. It is severely undermining of trust if a major charity is being diverted from its core purpose by repeated and similar incidents involving misconduct of trustees or by senior executives of IRW, particularly ones who are also directors of foreign partners. Their actions are both at complete variance with its charitable purposes and stated mission and in some instances breach the Equality Act in the UK that applies to IRW as an employer and the norms of most modern pluralist democracies as to what constitutes acceptable language. At the least it suggests an unacceptable prioritisation by the individuals concerned of their political views over the needs of IRW. At worst it fuels the view of IRW's critics that the Charity itself has a hidden "political mission" at variance with its charitable work, even if there is no evidence to support this, or that it is tolerant of those within it who do. We noted in our evidence taking, that the consequences for IRW have not

been confined to the UK alone. IR Germany is currently being denied institutional funding by the German government because of what has occurred, despite having previously been a close partner in delivering projects. The same issue has arisen in Sweden where we heard from its government funding body, the Swedish International Development Cooperation Agency (SIDA), that it is carrying out a review of whether or not it should continue to use IR Sweden as a partner in delivering aid. There are signs of lobby groups elsewhere trying to push their governments away from partnering with IRW. IR Canada found the events generating adverse questions and publicity against it.

This makes it, in my view, essential that IRW can demonstrate that it is delivering effective governance at every level, at the heart of its response. In many respects, it is clear to me, the operational elements of IRW's work have over its history been excellent. Its programmes and delivery of aid, as well as its systems to safeguard against diversion of funds, are best practice in the sector. However, IRW's governance and specifically its board over the years has not kept in-step. The purpose of the proposals I put forward below are designed to achieve this change and provide the reassurance for key stakeholders that IRW will maintain its high-standards in its programmatic work but also deliver on instituting a governance structure that meets expectations.

b. The Legal and Regulatory Framework

English Charity Law is broad when it comes to dealing with the suitability of an individual to serve as a trustee. No special qualifications are required. As long as a person is not within the list of those disqualified from serving, set out in Section 178 of the Charities Act 2011 and has not been held by HMRC not to be a "fit and proper person" by reason of financial or tax misconduct they are eligible to serve. There are also limited circumstances under the Charities (Protection and Social Investment) Act 2016 where the Charity Commission can intervene to remove a trustee in "the public interest" including in relation to "any past or continuing conduct by the person, whether or not in relation to a charity (which) is damaging or likely to be damaging to public trust and confidence in charities generally or in the charities or classes of charity described in the order". The policy Note on this, produced by the Charity Commission, suggests that its use will be sparing but includes where the behaviour of the trustee has "put the property or reputation of the charity at undue risk." A press release of 29 January 2019 intitled "Charity regulator makes robust use of new enforcement powers," suggests that in future greater use of these powers will be made where needed.

IRW is therefore entirely supported by both the letter and spirit of Charity law in ensuring that no trustees come on to or stay on the board whose personal

statements are at such variance with its charitable objectives that it can only undermine IRW's reputation and adversely affect its work. In addition, as mentioned above, IRW is required to observe the terms of the Equality Act 2010 in relation to its employees and to respecting the nine protected characteristics within it. The comments of the trustees and the senior executive who have resigned are obviously incompatible with the discharge of that duty by IRW and the rules and Code of Conduct it has itself put in place to uphold them.

In addition, the Charity Commission publishes a wealth of guidance as to the selection and induction of trustees. Whilst not mandatory it sets out what is widely regarded as best practice within the Charity sector. This includes in the "Essential Trustee¹⁰" (CC3) a section linked to "Trustee Board: people and skills" which emphasises the need to Develop a trustee board that is diverse and have the experience and skills a particular charity needs with open recruitment if possible. It also recommends that as a charity grows the issue of trustee length of service should also be given consideration.

There is also the "Charity Governance Code¹¹" produced and published by a group of voluntary organisations that represent and help charities with the Charity Commission as an observer, that seeks to set out best practice in one document. These and the accepted best practice adopted in these areas by other leading charities are all relevant to and underpin the recommendations this report, and I will refer to it where needed. But it is, in its entirety, highly relevant to improving governance.

c. Social Media Policy

A review of the Rules that are either in force at IRW or are about to come into force shows that as one would expect of a large charity it is already a rules rich organisation. It now has a new detailed Personal Social Media Policy that has just been revised in November 2020 and submitted to us for review, as well as an Organisational Social Media Policy. The Personal Media Policy includes warnings that personal media posts can easily become public (para 1.2.5) and that this should be kept in mind by those using it.

At para 1.2.6 it states:

"IRW is legally registered in the United Kingdom, so all IRW staff – whether based in the UK or elsewhere – must be aware of legal restrictions to what constitutes

¹⁰ The Essential Trustee can be found [here](#)

¹¹ The Charity Governance Code can be found [here](#)

acceptable speech online. UK law, and many other international laws, prohibit hate speech and discrimination directed at someone's race, gender, sexual orientation, or religion. In addition, Islamic Relief expects higher standards. Staff must not be deliberately offensive or abusive, whether to an individual or to a particular group, or make general statements of criticism relating to issues such as identity, race, sexuality or religion. It is also important to note that IRW works in over 40 countries; what might be acceptable in the UK could be prohibited or taboo in the countries we operate in and could potentially bring IR and its operations into disrepute in those countries. Areas that are legally protected against discrimination in the UK and many other countries are: Age, disability, gender reassignment, race (including nationality or ethnic and national origin), religion or belief, gender, sex, sexual orientation, marriage and civil partnerships, pregnancy and maternity. Any communication which is threatening or abusive – and is intended to harass, alarm, or distress someone – is forbidden. In the UK, the legal penalties for hate speech that can be enforced by the authorities include fines, imprisonment, or both. Hate speech and discriminatory content are not only illegal but are against IRW's Code of Conduct, which each employee signs, and could lead to termination of employment as outlined in IRW's Disciplinary Policy. Staff working with IRW overseas must also abide by all relevant local laws and respect local legislation and guidance on digital and data protection."

Further at 1.2.7 it is stated

"IRW does not hold a view on party politics or have any affiliation with or links to political parties or movements in the UK or internationally. IRW does, however engage in political advocacy related to its core mission-through campaigns on gender justice, climate change and humanitarian access, for example. When representing IRW, staff classified as Social Media profile Levels 1 and 2 as set out in 3.1 section of this policy are expected not to openly contradict IRW's advocacy position. At 1.2.8 it adds "IRW respects the right of staff to express their political opinions on personal social media platforms provided they do so within the law and their obligations under the Code of Conduct.....They must also have a sound understanding of the kind of language and posts that are likely to damage IRW in the eyes of its various stakeholders across the world, from institutional donors and partners to the wider Muslim community, countries we work in and the communities we serve. Examples of how to do this effectively are provided in the Best Practice Social Media Guidebook, which all staff are required to consult alongside this policy." At 2.1 it is made clear that these policies apply to Trustees of the charity as well. At 2.5 it is stated that "Islamic Relief Partner offices, which operate independent affiliates of IRW are strongly encouraged to develop corresponding social media policies and processes that will align wherever possible with the PSMP, the benchmark for all those using the Islamic Relief name and logo. It is noted that as the legal entity responsible for country partners, IRW

has a strong interest in ensuring that they all have appropriate social media policies in place. IRW will seek compliance or equivalence with this policy by all partners via the Family Council and the International General Assembly.”

The new Social Media Code also includes at Section 3 a detailed rationale for the rules.

While the standards are expected to be adhered to by all IRW staff, a two tier categorisation of staff who are likely to have a social media presence that could generate more reputational risk for IRW has been created for the purpose of monitoring. Level 1 (senior Ambassadors) includes IRW Directors, including country directors, the CEO and IRW Trustees. Level 2 (influencers) covers external facing staff, those operating in high risk countries and those with a significant or politically orientated social media profile. All staff will be required to sign an HR document that they have read the policy and agree its terms. It intended that Level 1 staff and trustees will have their social media routinely monitored and asked to disclose all their social media accounts.

IRW also has a Code of Conduct. This makes clear at 7.5 the five faith-based values of the organisation, namely Excellence, Sincerity, Social Justice, Compassion and Custodianship and at 18.2 it is stated that:

“An employee’s personal engagement in political activities in their own personal time is ordinarily their own private matter. However, there may be instances where this poses a risk to the organisation such as bringing it into disrepute. As such it is recommended to register any such engagement.”

There is at paragraph 22 of the Code a reference to getting guidance from other Islamic Relief policies, but no specific reference to the new draft Personal Social Media policy possibly because it is still being developed into its current form. Nor is it explicitly stated that behaviour in breach of the Protected characteristics of others under the Equality Act is a breach of the Code, although it is certainly implicit from other sections on inappropriate behaviour. IRW does have new Best practice Social Media Guidelines which include a prohibition from exhibiting or promoting bigotry, prejudice, racism misogyny or hatred online and an Organisational Social Media Policy. This too emphasises at 3.2.4 that all hate speech is prohibited and at 3.2.4 says:

“...staff must be mindful of posts or content that could bring IRW into disrepute with stakeholders....Posts that clearly contradict and therefore endanger IRW’s reputation as the largest faith inspired politically independent international aid agency, helping people in more than 40 countries may have serious negative consequences and must be avoided.”

In the course of this inquiry, I have had the opportunity to discuss and compare the policies of IRW on social media and the expression of political views by staff and trustees with that of other humanitarian charities, including the British Red Cross, Oxfam, World vision and Plan UK. All in varying degrees face similar problems to IRW, to the extent that their humanitarian activities make them vulnerable, if views are expressed by staff which may put that humanitarian work at risk in places where freedom of expression does not exist. In the case of the British Red Cross, the approach adopted because of its key role in zones of war and conflict, has been to impose significant restrictions on the expression of any political views at all, however moderately expressed or lawful they may be. Its Political Affiliations Policy makes clear that "in order to enjoy the confidence of all, the Movement may not....engage at any time in controversies of a political, racial, religious or ideological nature." Its social media policy then insists on that neutrality being upheld in private social media use.

These examples and IRW's past problems raise the issue of the extent to which IRW can or could seek to limit expressions of legitimate political opinion which might cause controversy. The new Personal Social Media Policy clearly does this to some extent but not to the level of the British Red Cross. There are several members of IR staff currently engaged in wholly legitimate UK domestic democratic politics at a local level and it is not desired or seen as necessary to prevent this. It is noteworthy however that IRUSA has brought in a Social Media Policy which makes direct reference to the Red Cross model on the issue of neutrality.

d. Balancing individual and organisational rights – Article 10 ECHR

The legal framework for restrictions imposed on employees by their employers in this area is now well established. Article 10 of the European Convention on Human rights, which protects an individual's right to Freedom of Expression as incorporated through the Human Rights Act 1998 is likely to apply.

Any policy which limits an employee's right to publicly make political comments is likely to engage Article 10 because any tribunal determining an unfair dismissal claim based on such a restriction would apply it. But Article 10 is a qualified right, the restriction of which can be justified if it is proportionate to the legitimate aim being pursued and it is also well established that parties may directly or indirectly limit one party's freedom of expression in a contract of employment. An enforcement of such a contractual term will not amount to an interference with Article 10 rights, as long as the agreement was reached in full recognition of the right, without compulsion and in clear terms.

While justifying a restriction on freedom of expression is going to be highly fact specific question, the available case law is entirely supportive of the proportionality in the framework of restrictions that the revised personal Social Media Policy sets out. In **Van der Heijden v The Netherlands**¹², a regional director of a welfare foundation for immigrants was dismissed for being a member of an extreme political party hostile to the presence of foreign workers in the country. The European Commission of Human rights held that the employer was entitled to take into account the adverse effects of his political affiliation and activities might have on its reputation particularly in the eyes of those it sought to assist. His political role was incompatible with his senior role in the foundation.

In another case, this time involving social media, **Preece v JD Wetherspoons plc**¹³ the manager of a pub posted derogatory remarks about a customer on Facebook. The staff handbook stated that failure to comply with the internet policy of the company could amount to gross misconduct and she was dismissed. The Tribunal held that the interference in her Article 10 right to freedom of expression was justified in light of the damage to the company's reputation.

Finally, and in contrast in **Smith v Trafford Housing**¹⁴ a manager in a housing trust posted on his personal Facebook page that gay marriage in church was an "equality too far". He was demoted with a pay cut and received a final warning for bringing the Trust into disrepute in breach of a social media policy that required not engaging "in any unruly or unlawful conduct where you can be identified as an employee...via any web based media such as...Facebook." The code of conduct also said that the Trust "is a non-political, non-denominational organisation and employees should not attempt to promote their religious and political views". The Court found that Mr. Smith did not breach any obligation. It was clear his remarks were personal and there was no breach of the obligation not to bring the Trust into disrepute as his remarks did not do so.

I have no doubt that the new Social Media Policy applied proportionately and with sensitivity and within the criteria set out, is fit for purpose. Comments that would otherwise be permissible can be limited by employers if they are in contradiction to the legitimate and lawful interests of an employer.

Trustees are obviously not employees, but there is every reason why the Personal Social Media Policy should apply to them as Level 1 Ambassadors. In my view

¹² Case reference: [1985] D&R 42

¹³ Case reference: ET2104806/10

¹⁴ Case reference: [2012] EWHC 3221

therefore, the new policy is an improvement and should meet IRW's needs. During the course of the inquiry we also heard evidence from Professor Richard Sambrook of Cardiff University who has rewritten the Social Media policy of the BBC following problems with personal social media posts suggesting political bias. His evidence was that there was value in helping senior staff and trustees develop a supportive social media strategy for IRW both in personal social media and organisational social media. By pro-actively engaging with trustees in this way, with appropriate professional input, it would help minimise the risks from social media use without it being seen as a series of prohibitions. This is something that the new Board may wish to consider.

The one recommendation I would make in this area is that the Code of Conduct needs to be updated to reflect the importance of the updated policy on personal social media. It does not have to reproduce it but I think it is important that it should be clearly stated that Trustees of IRW should not make any statements on social media that could interfere with the delivery of IRW's humanitarian work or damage its reputation as a humanitarian charity. The message must be clear that restraint in political comments relating to areas of operation or affecting operations must be established and this should be part of any trustee handbook or induction as well. It should also be made clear that trustees who cannot meet this standard or the others in the Code of Conduct cannot remain in post. I shall return to this point later when considering how change can best be driven forward through the entire IR family.

e. Vetting

IRW has carried out background vetting of trustees and senior executives before appointment for some time but, as was seen in the summer of 2020, this was insufficient to pick up the social media posts of the two trustees which they had posted in the period prior to their appointment and in one case the account did not exist at the time of the appointment. Although IR Germany knew of the posts of one of them, while it required their deletion, it did not pass on this information to IRW. The vetting process also did not pick up the social media posts of the senior executive that had been done under an alias. It is important to recognise the challenge of vetting social media where there is a proliferation of platforms and posts, possibly in multiple languages and over a long period. I note that the Charity Commission itself does not have a clear position on what it expects of charities in relation to social media monitoring or the vetting of their trustees.

The reforms carried out to IRW's governance in the summer of 2020 have placed the responsibility for vetting of IGA members into the hands of the Membership Accreditation Committee (MAC). Prior to the first meeting of the IGA in August, an

interim MAC vetted nominees to the IGA from partners with the assistance of the Governance Department of IRW and accepted most but declined certain nominees as not meeting the standard required by UK law and guidelines. The process requires each IRW partner that is a signatory to the Membership Agreement to nominate individuals to join the IGA along with a vetting report outlining their own vetting procedures. The nominees themselves had to supply a nominee form which included their personal details, a conflict of interest declaration form, self-declaration and consent form which clearly sets out the category of individuals who are automatically disqualified from serving as a trustee. These are then submitted to reputational risk screening and the completion of a vetting form which covers the UK Disqualified Directors Register and Insolvency registers, the Charity Commission's Removed Trustees Register, the Thomson Reuters sanctions list as well as online and Social media checks. These are then provided to the MAC who make the decision to accept or reject the nomination. As in 2020 the MAC was not fully set up, the task was given to the Chair of Trustees following an assessment by two independent members of the IGA. I will review its intended structure and functions later in this report.

IRW has since been exploring the options for improving its vetting procedures and bringing in external consultants to help in the process. It has sought out best practice and identified a commercial third-party consultancy, from a range of suppliers to help in the provision of open source checks on IGA candidates and for senior staff.

The range of screening checks offered by the chosen consultancy looks extensive and thorough. It will build a candidate profile from open source information which includes any adverse media, evidence of criminal or illegal activity, use of discriminatory language, findings or accusations of unprofessional conduct, use of violent or hateful language, drugs and substance abuse, personal indiscretion, any open use of pornography, promiscuous and unsavoury or lewd content, whether subject to any sanctions and evidence of any personal data breaches. It will also check all records of UK Directorships. IRW are also providing Arabic keywords for internet searches that would help identify any association with extremism or terrorism. If it became necessary, I would also expect keyword searches in other languages, but I recognise this is not needed at the moment.

In taking evidence from other major charities we learnt that all apply vetting processes to their Trustees and senior staff. Some such as the British Red Cross do this in house and others such as Oxfam bring in external consultants. I am satisfied therefore that in its planned approach to vetting IRW is following best practice and has tailored it to its own identified challenges. In view of the reputational risks involved for IRW and the level of scrutiny it has received, the extra cost of the use of

external consultants to help with this work appears fully justified. As the material being searched for and considered is all available as open source and is in the public domain, I do not see how the vetting proposed infringes any privacy rights under Article 8 (Right to Private and Family life) of the ECHR. The only manner in which it could, would be in the requirement to disclose one's accounts if they are operated under an alias. But this is in my view an entirely necessary and proportionate requirement both in the context of employees and the Trustees in view of the context of IRW's work. It will be important that periodic vetting reviews are carried out of Trustees and senior executives while in post, as well as on first appointment and all should be expected to co-operate in helping identify what material is or has been publicly available and not conceal any accounts. This should be done in a spirit of openness and honesty. Deleted, protected, concealed or historic comments that may be at odds with IRW's Code of Conduct must be identified.

In addition to advising on the vetting of trustees and senior executives, my terms of reference ask me to make recommendations, regarding the screening of all employees, volunteers, and external parties, including but not limited to public speakers, contractors, consultants, and donors. I am also asked to make recommendations regarding the point at which an opinion should be tolerated and where it should not be tolerated for each of the categories mentioned.

It is obviously the case that the vetting levels to be applied to IGA members, IRW trustees and senior executives cannot and do not need to be applied to others who are not key members of the organisation. But that does not mean that there should be no standards. All staff and volunteers should be made aware of IRW's principles and standards and be expected to respect them and not act incompatibly with them. If they do not, then this is in the case of staff disciplinary matter for which IRW already has systems in place to handle fairly. Volunteers whose expressed public views are at variance with IRW's charitable aims or are incompatible with its code of conduct should have their services dispensed with. Each case of course would have to be considered on its own merits.

IRW has recognised the need to exercise particular care in its choice of public speakers to support its work. Individuals with known views which are at variance with either its charitable aims or its duties under the Equality Act as an employer will be a liability not an asset. IRW has reflected this in the creation of a document titled "External Speaker and Ambassadors Policy". This sets out in great detail how speakers are to be selected and the need to guard against reputational damage by association with an unsuitable individual or organisation. This includes carrying out reasonable background checks and is based on the principle set out at para 4.6.3 that:

“any speaker that could reasonably be expected to bring IRW into disrepute or to have a negative impact on IRW’s reputation or operations is considered to be unsuitable”.

Ownership of the policy is placed with the External Relations and Advocacy division (within IRW) with a designated staff member to oversee the approvals process who will carry out a three stage process to approve or turn down the person concerned, the final decision being taken by a “Speaker Review Panel”. There is also provision to ensure that those chosen and asked to speak in support of IRW are aware of the requirement to abide by the relevant legal and regulatory requirements and that any speech is not used to promote anything other than IRW’s charitable purposes.

In my view this policy is fit for purpose. It has not been suggested to me that IRW have faced any significant problems in this area since it was implemented in 2019.

Apart from ensuring donations can lawfully be accepted in relation to issues such as money laundering, IRW needs to apply a common-sense reputational test to its donors. If it is going to damage IRW if it appears as a front-page headline in a newspaper, it should not be accepted. The Head of Governance and Director of Communications need to be aware and able to advise on any issue of this kind that might cause controversy.

Finally, I think it difficult to standardise the point where an opinion becomes unacceptable. Clearly expressions of support for violence or terrorism and proscribed organisations or expressions of hatred or the use of abusive or vilifying language about individuals or groups should never be acceptable or tolerated by a charity rooted in IRW’s humanitarian values. IRW’s latest Code of Conduct seems to me to meet this standard. If it does not concern a trustee or an employee, I would expect the CEO to consult with the Head of Governance and the Head of Communications as to the right response and if necessary, to involve the Chair and the Board. The need to maintain IRW’s reputation must however always come ahead of any loyalty or sense of obligation to any individual or organisation concerned. The reputation of any charity is based on an assessment by the public that it is conferring a public benefit through its work. Any association with an individual or organisation that does not meet the charity’s own high standards raises the risk of diminishing it in the eyes of the public and damaging its reputation, particularly if it reinforces any similar criticisms that have been made against the charity itself previously in other contexts. I am aware from the evidence we heard that operating in zones of conflict may lead to very difficult decisions having to be made of co-operating with individuals or groups whose opinions and actions may be

controversial. But that makes it all the more important that in its overall reputation for adhering to its charitable principles and mission IRW is above reproach.

f. The Composition of the Board

It is not the role of trustees to undertake the day to day running of IRW, a responsibility which lies with the CEO and senior executives, who are on the evidence both efficient and effective at doing this. But as set out in the Charity Commission guidance “The Essential Trustee” and “The Charity Governance Code,” the trustees’ effectiveness both as individuals and as a body is critical to good governance and meeting the charity’s legal obligations. The Charity Governance Code identifies seven key functions-setting the organisational purpose, strategic leadership in accordance with the charity’s aims and values, integrity so as to maintain public trust in charities, the insurance and challenge that decision making is informed and rigorous and that there is full risk assessment, that the board itself is an effective team, that it is diverse in a manner that supports its effectiveness and that it is open and accountable. In addition both Sir Clive and I would consider a crucial role for trustees of a significant charity to be to act as ambassadors for it and to be available individually and as a group to support the charity and its CEO in building and developing its profile positively with partner charities, donors, NGOs and government, so as to facilitate its work.

As an international charity with growing IR Partner organisations, which are now contributing the majority of its funding, IRW has also correctly identified the need to formalise bringing into its governance trustees drawn from these Partners. But it is also a UK charity subject to the legal and regulatory requirements of English law, raising about a quarter of its income in the UK and dependent for part of its success on maintaining the confidence of the DEC and being a trusted partner of FCDO and other similar government funded departments in delivering humanitarian aid and other projects.

We were struck when taking evidence from partner charities and from the DEC and the government, that whilst confident in their relationships with IRW senior executives, any relationship or contact with the Board was essentially non-existent. While Dr Hany El-Banna OBE, as the founder of IRW, has a high reputation as a humanitarian philanthropist, the motivation and ethos of recent Boards has not been visible. As one partner charity CEO put it “it does feel a bit closed off from the rest of the UK charity sector. It would be great to learn from them (the trustees) and to gain their perspective.” A similar point was made to us by IRW’s auditors who specialise in the charity sector. They saw the managers they dealt with as “exemplary”. But they said they had had little to do with trustees when compared

to charities of the same or similar size and thought it would be helpful to have more interaction particularly as they offered free as part of their service, events to advise on risk management. I did however understand that one such offer made recently was being taken up.

In addition to this our inquiry has shown that staff across IRW have a sense of disconnect from the Board. The recent events with the resignation of two trustees damages the charity and affects their work, causing them understandable frustration and annoyance. As I mentioned earlier, staff are drawn from the full range of the British Muslim and non-Muslim communities and its fundraising covers that range as well. The overwhelming impression was that they did not feel the IRW Board in its current or past form has reflected this diversity and breadth both in terms of background or ethos.

IRW, is seeking to address this. As mentioned earlier, it is intended that up to three of the new board will be “independent” members. Any potential member must be nominated by an existing member of the Board, have been approved by the MAC and met any skills criteria the MAC might decide to set and then be voted on by the IGA. The “independent” trustees cannot be former employees of IRW who have left such employment “*in the previous year*” or former trustees of any IR entity within the same period. There are also other criteria to deal with financial or close family links and prevent any conflict of interest. One of the independent trustees will be chosen to represent the views of IRUK and chair an IRUK Advisory Board, which has no formal power, but will along with the relevant senior executives and the CEO oversee IRUK’s work and report as a sub-committee to the main Board.

While these proposals may go some way to meeting these challenges, both Sir Clive and I are concerned that they will be insufficient. The importance of the UK in both regulatory and operational terms is central to IRW’s future. This needs a board with the UK expertise in charity law, government and NGO contacts and media to help support IRW where necessary and provide the right challenge to maintain the highest standards of governance. Trustees based overseas with limited knowledge of the UK are unlikely on their own to be able to do this.

We would recommend therefore that steps should be taken as soon as possible to :

- i. Increase the size of the Board to a maximum of 15 of whom 5 should be independent trustees, some of these should be resident in the UK and if any are not they should have been previously resident and entirely familiar with UK charity governance. This kind of proportion is entirely in keeping with the practice of a number of other large international charities such as Plan UK.

Obviously, this change cannot be done instantly, but it should be achieved as soon as possible. The ratio of one third independent trustees to two thirds from Partners should, however, be the target at all times as the number of trustees grows from its present level.

- ii. The IGA in electing the Board generally, should encourage diversity of gender and experience to ensure a broad range of skills, expertise and professional backgrounds. But this should particularly be the case for independent trustees. The board should particularly have in mind Section 6 of the “Charity Governance Code “ that this diversity “supports its effectiveness, leadership and decision making” and “Boards whose trustees have different backgrounds and experience are more likely to encourage debate and make better decisions.”
- iii. The independent trustees should be identified by the specific skills they can offer the Board, particularly with reference to UK charity governance.
- iv. Whilst suitable candidates should be invited to apply, the roles should be advertised or if needed headhunted to attract the best candidates willing and able to share IRW’s values and mission as a faith-based charity, including if available non-Muslims. One of them can then as planned chair the IRUK Advisory Board.
- v. An independent trustee should also, as IRW are already intending, chair the MAC. I will return to its composition later

We also believe that IRW’s governance would benefit from ensuring a sensible turnover of talent on the Board in accordance with current best practice in many charities. Service for a maximum of two terms of four years or three terms of three years should be introduced, with no return after a break period. Any exception to this would have to be for some overwhelming and openly justified necessity. This would be in accordance with section 5.7.4 of the Charity Governance Code which states:

“Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provision relating to election and re-election. If a trustee has served for more than 9 years their reappointment is: i. subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board. ii. explained in the trustees’ annual report”.

Because of the manner of its founding and the way Dr El-Banna has built up an international organisation through a network of personal contacts willing to give of

their time and effort, IRW has long had trustees who are also members of partner boards. It provides a degree of continuity and has also helped in setting up partner boards where needed. While current best practice in the charity sector is to discourage multiple board membership, such a change in IRW would be disruptive and break the intended link with IR Partners and I will not therefore recommend it. But achieving a turnover and renewal of talent in the entire IR Family will be dependent on partner organisations also having term limits and renewing their trustee/directors. Both Sir Clive and I were also concerned to note that some trustees of IR partners were serving on several partner boards as well at the same time. The same has occurred with some IRW senior executives serving on Partner boards at the same time as working for IRW. While there will be good reason for this if a new Partner organisation is just being set up and needs external support, the clear evidence was that this practice has become in places institutionalised. There is also a risk of a conflict of interest developing when a senior executive is also a trustee of a partner board. I will return to this later when considering how change can best be driven forward.

g. An Association of Friends of IRW

I am mindful in the recommendations made above that putting the IRW Board on a robust and professional footing carries with it a lot of change and the concern that it could lead to a loss of support from departing trustees. It is noteworthy that unlike some large charities IRW has not created a wider network of recognized supporters. I think there might be advantage to creating such a body. This could not only help ensure some continuing contact from former trustees, but also extend to individuals in wider society who wish to be supportive of IRW in its mission. This, in my experience, can include politicians, retirees from public service and persons engaged in wider civil society. An annual reception with the Chair and CEO as well as some informal contact should not place an undue burden on the charity. But it must not be allowed to impact on any current board retaining control and directing the charity.

h. Composition of the MAC

Because of the new Social Media Policy and vetting procedures, the role of the MAC will be key in ensuring that both the IRW Board and the IGA reflect IRW's values.

The planned MAC structure is that it will have a minimum of three members. All members of the MAC will be elected by the IGA from its own membership and operate as a sub-committee. Under the rules, the IGA has to elect one of the independent members of the IRW Board who is on the IGA to chair it and also elect

one other trustee from the Board who is on the IGA to be on it, the remaining members being IGA members from Partner organisations. As I understand it, the Head of Governance will be responsible for working with the external vetting consultants on the vetting of IGA nominees and presenting the findings to the MAC for a decision.

It is intended that the MAC will vet all new candidates and periodically review all membership, both organisational and individual and non-voting, against the agreed criteria for IGA membership. It will provide both the IGA and the IRW Board with justified recommendations for membership and confirmation to the IGA and the BOT that the applicant meets those criteria. It makes decisions for organisational applicants against the Financial Standards criteria for membership and decides whether they should be a voting or non-voting member. If the MAC recommends against membership of an individual or organisation and the decision is endorsed by the IGA, membership is duly rejected.

The MAC also has power to review membership and can recommend suspension or removal of membership either in the event of an organisation not meeting its membership obligations or the standards of its own national regulator. Crucially it can also recommend removal of membership of an organisation or of an individual, if it concludes that his or her or its continued membership is harmful or likely to become harmful to the interest of IRW. Such a recommendation is then endorsed or rejected by the IGA after an opportunity is given for the organisation or individual to respond.

It can be seen therefore that both the MAC and the IGA may be required to make some tough decisions in order to maintain the reputation of IRW and prevent any repetition of recent events endangering its ability to function. The question has to be asked whether as intended to be constituted, it will always have the robustness and independence do this.

During the course of receiving evidence, it was brought to our attention that there are a few members of partner boards who are the subject of concern from others within the IR family for alleged personal social media posts or associations outside of IRW. I am not in a position in this Commission to make any definitive findings in respect of these matters. But if they are correct, it is clear that there are individuals involved with IR at partner level, who pose potential reputational risks to the organisation. This suggests to both Sir Clive and me that within the organisation of IR Partners, which are members of the IGA, the risk remains that there are some who are allowing misplaced personal loyalties or friendships to overcome the need for the right decisions to be taken to protect IRW's reputation. I will address this

issue in the next section on Delivering Change. But in the meantime, it emphasises to me that as gatekeeper of the IRW Board's integrity, the new MAC cannot be seen to fail or the IGA to duck what may be difficult MAC recommendations. I would therefore recommend that the IRW Board should advertise for and select and appoint an independent adviser to go on the MAC to work with it on reputational risks and governance. Whilst not a voting member such an adviser would be able to report to the IGA in the event of having any disagreement of view with the MAC's recommendations. Such an appointment will in my experience help both MAC and IGA. I have seen it operate very effectively with the work of independent non-voting member of the Standards Committee of the House of Commons when I served on it.

If the MAC is to be effective in this regard, it may have to look into the personal conduct of a Partner trustee who is not an IGA candidate or member. If this is currently not within its remit, then this needs to be extended to cover such an eventuality.

We were also of the view that the MAC is a body that should always be attended by the Head of Governance. The Governance department has a key role in presenting vetting findings and setting out an analysis of risk that may come from a nomination. Reviewing vetting results must in fairness to all, be evidence based and done properly and the presence of the Head of Governance or a substitute representative from his department will help provide that assurance.

i. The Governance Committee

In order to harmonise the standards and practices of the various Partner members with each other and with IRW, the IGA has set up a Governance Committee in August 2020. This has a remit to work to develop key policies and standards and get them agreed by all the IR Family so that the MAC can then enforce these by agreement with the Partners concerned. IRW has no power of enforcement on Partners in respect of standards save for the ultimate sanction of withdrawing recognition and the right to use the IRW logo. Such a committee is clearly desirable and needed and should help. But its success will be dependent on a real desire of the entire IR Family to embrace governance change.

j. Splitting IRUK from IRW?

An issue that Sir Clive and I considered was whether the governance challenges faced by IRW could be better addressed by IRW separating itself from its UK arm. This would then leave IRUK as a separate interlocutor with the Charity Commission and FCDO and the representative on the DEC. It would have the advantage of

enabling IRUK to have a separate board with UK based trustees and thus make its governance easier and more in tune with the communities from which staff are drawn. We also had the opportunity to consider the Feasibility Study prepared for IRW on this option in 2017, which goes into the issue in great detail and outlined a way in which it could be done.

It may well be that this is an issue to which IRW should return in future, particularly if its international partners grow in importance, as this will emphasise even more the fact that IRUK does not have a separate identity. But any such change would still leave the challenge of IRW improving its governance as a UK charity. Furthermore a persuasive case was made to us that at present there are real advantages both of cost and effectiveness in maintaining the current structure and as noted in this report there are significant changes that will be brought in to give IRUK a voice stronger voice. Provided governance reform takes place to IRW to remove the risk of any repetition of recent events, there is nothing to suggest that either the DEC or FCDO will not be happy to work with IRW in its current form that includes IRUK. Accordingly, I will not make any recommendation on this question save that this should be kept under review.

6. Delivering Change

As I have set out above, the key challenge to IRW is not the creation of new rules but driving through change in an international organisation where IRW has to operate by consensus with its Partners. From an examination of the governance challenges IRW faces, there are a number of matters that need to be addressed to reduce reputational risk, on which the Governance Committee, the IGA, MAC and the IRW Board should focus:

- i. Individuals who have had to resign as IRW trustees because of evidence based concerns about their views or conduct or are not admitted to the IGA should not then remain as trustees of IR Partners. This principle has been applied in the case of the recent IRW trustee resignations. Once independent vetting is up and running, any person rejected from coming onto the IGA because of identified concerns about their views or behaviour being incompatible with IRW's charitable purposes and therefore a reputational risk to IRW, ought not to remain as a trustee/director of any IR Partner. In the course of this inquiry we received evidence that there are a very small number of IR Partner trustees whose alleged expressed views have been and are a cause of concern for others in the IR family. While it is outside the scope of this inquiry to be able to verify this, if it is correct, it is endangering IRW's future both in the UK and abroad, if these become a matter of future media and public comment. The matter needs to be investigated by the MAC with the IR Partner concerned and if proved to be correct the individuals concerned should be required to resign. If this cannot be done by agreement through the MAC then it must call into question whether the organisation concerned should be in the IR family. IRW cannot allow its own reputation to be damaged by the poor governance standards of any Partner. Additionally, IR Partners ought to have within their constitutions the power to remove trustees for misconduct or because they constitute a reputational risk.
- ii. At present, the procedures for vetting trustee/directors differs widely within the IR Family. Some such as Australia have a detailed vetting policy and a nomination committee going through a list of candidates and it follows IRW's practices closely. In addition, it applies its regulators' requirements as regards Police checks, bankruptcy checks and safeguarding of children. IRUSA has a similar but not identical detailed check list. Others such as Canada apply regulators checks, using Thomson Reuters, taking up personal references and considering conflicts of interest. A similar system applies in Sweden. In Malaysia in contrast there are no regulatory requirements, but the Verity Intelligence system is used including

media searches. In South Africa a simple Thomson Reuters check is used. But in Kenya total reliance is placed on a suggested trustee being known to the local Muslim community and the only check is done by the Police of criminal records. In Germany and Switzerland there have been essentially no checks at all, although that situation has now changed in Germany. Achieving greater harmonisation and following best practice ought to be an immediate goal of the Governance Committee, with the IRW model as the agreed basis for checks on trustee/directors and the most senior staff. New Partner members should be admitted only when their governance matches IRW's standard and has been approved.

- iii. The matter of multiple Trustee/directorships needs to be addressed. While they are largely inevitable for those Partner trustees/directors serving on the IRW Board, the same is not the case when it comes to service on multiple Partner Boards. We received evidence that while multiple trustee/directorships were originally a reasonable device for a close knit group who helped found IR, to expand it, it was now operating in some cases to provide a mechanism for some individuals to remain involved with IRW semi permanently, thus impeding renewal and change. In some cases, it has meant that the operations of developing partners remain under the control of non-resident and non-national trustees. This is unlikely to improve their organisation's effectiveness or build a good relationship with its staff. There is also a need to diversify to make the trustees more representative of the staff and supporters of their organisations. It is noteworthy that in the case of IR Germany for example, a sophisticated organisation with 85 employees and an income of 25 million Euros per annum, there are currently only three trustee/directors, one of whom is not resident in Germany nor a German national. This is not reflective of the breadth and diversity of the Muslim communities represented on IR Germany's staff by over 18 different country backgrounds as well as an equally diverse donor base. We recommend that multiple board memberships of Partners should be brought to an end. IRW should be looking to a maximum period of Board membership within the IR family being two terms of four years on the IRW Board and two terms of four years on a Partner Board, with the possibility of their running simultaneously.
- iv. We received differing views from within the IR family as to the desirability of senior executives of IRW being trustees of Partners. It has clearly been beneficial in setting up Partner branches as can be seen in Pakistan with the work of IRW's director of International Programmes. But neither Sir Clive nor I think it desirable as a long-term practice. The aim must be to enable newly formed partners to operate independently within a shared IR ethical framework.

- v. Partners need to introduce term limits that mirror the changes recommended for IRW and for the same reasons. This has obviously to be done progressively to minimise disruption, but the direction of travel should be clear, and the issue kept under review by the IGA.
- vi. Because of different regulatory regimes for each Partner and for IRW itself, complete harmonisation of rules and of Codes of Conduct will not be possible, as has been acknowledged by other similarly structured charities seeking to achieve the same goal. But there is in my view scope to bring IR together with a clear Mission Statement that encapsulates not only its aims but the shared ethical framework by which it has to be delivered. The choice of wording is a matter for the IGA but I would suggest it should include “In order best to promote its objectives, IR needs its trustees/directors senior executives and staff to exercise restraint in their personal public statements, so as not to call into question its neutrality in political matters and damage IR’s ability to operate in zones of conflict or restricted freedom of expression. Any advocacy of violence or support for any group advocating or practising violence as a remedy for political issues and any expressions of hatred or prejudice against any individual or group based on their race, gender or religion is incompatible with IR’s charitable aims and unacceptable”.
- vii. IRW needs to ensure that the governance changes it brings in for its own organisation are reflected in its subsidiaries, the IWF and TIC International.
- viii. On the evidence we have seen and the views of every external stakeholder we have consulted, IRW has the great advantage of highly respected and professional senior staff. Without blurring the line between executive staff and the non-executive trustees, we think there would be advantage for the Board to engage more closely with the senior executives when implementing changes to IRW’s governance and to gain an understanding of their views as to what they need from governance to support their work. The Board is in any event going to have to select a new CEO shortly. Getting the right person is going to be critical to the future of IRW in its engagement with stakeholders and managing change.
- ix. A process of change is always challenging. Maintaining and evaluating progress made will be important. We received evidence of a number of consultancies that offer review services and took evidence from one of them. It recommended that an external review should normally take place every three years and considered that light touch reviews during a period of change should be done every 12 or 18 months. But in view of the considerable changes being made to the Board a

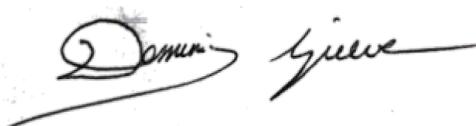
review of its effectiveness ought to take place as soon as it has had a short operational period to function because this will provide helpful guidance of what changes if any need to be made to improve its effectiveness. This might best be done when the total number of trustees stands at around 8 and there is therefore flexibility in who might be recruited as an independent trustee to fill any skills gaps. It will obviously be a matter for the Board of IRW to decide how best to proceed, but both Sir Clive and I take the view that if our proposals are adopted, periodic external professional input is going to be needed to carry them through. This too is entirely in line with best practice as set out Section 5 of the Charity Governance Code.

7. Conclusions

In the course of the last four decades IRW has been transformed by the vision of its founder Dr Hany El-Banna and the work of those he brought in to help him with its governance, into an important global humanitarian charity. The professionalism of its staff is held in high regard by regulators and stakeholders and it has the capacity to grow further. But it is apparent that the governance of IRW has not kept in step with that trajectory. To achieve this, it must now speedily and definitively address the reputational damage that has been done to it by a small number of people involved with it, who have been putting their own personal political opinions ahead of its charitable objects, with which they are entirely incompatible.

The steps taken already by IRW and those recommended in this report should help with this process and reduce the risk of recurrence of recent events. Our recommendations should also be a correct response to the requirements of the Charity Commission as set out in its recent compliance review where the areas of concern raised have been the same as our own findings. But the new Board of IRW is also going to need a collective will and intention to deliver on these changes and to ensure that everyone within the IR family understands that the removal of this reputational risk is essential and not a choice that can be shelved or ignored because it may look too difficult or confrontational to tackle.

If it is properly addressed, then Sir Clive and I are confident that IRW will emerge with governance that is suitable for its purposes and put it back at the heart of the charities sector in the UK and with it the ability to operate globally with its Partners to deliver on its mission and the trust put in it by its many thousands of donors. The goodwill that exists in many quarters for its success will then soon eclipse the voices of those critics and detractors who are uninterested in the good it does and can do in future.



Rt Hon Dominic Grieve QC

14 January 2021

Appendix 1: List of Contributors

IR Partner/ Subsidiary Contributors	Title/ Organisation
Naser Haghamed	CEO/ IRW; Trustee/ TIC International
Zaid Al-Rawni	CEO/ IR Canada
Dr Hany El-Banna OBE	Chair/ IR Canada, IR Switzerland
Ebad Rehman	Trustee/ IR Canada
Sharif Aly	CEO/ IR USA
Hamadi Bengabsia	Chair/ IR USA
Br Mohamed Ibrahim	CEO/ IR Sweden
Sr Lamia El Amri	Chair/ IR Sweden
Dr Nora Amath	Chair/ IR Australia
Walid Ali	CEO/ IR Australia
Dr Azni Idris	Chair/ IR Malaysia
Br Zairulshahfuddin Zainal Abidin	CEO/ IR Malaysia
Br Tarek Abdelalem	CEO/ IR Germany
Dr Mohamed El Magd	Chair/ IR South Africa
Br Yusuf Mohamed	CEO/ IR South Africa
Br Jamal Krafess	CEO/ IR Switzerland
Abdo Samie Nasri	Chair/ IR Norway
Salah Aboulgasem	CEO/ IR Norway, IR Spain
Dr Mudafar Al-tawash	Chair/ IR Ireland
Beatrix Montes	Chair/ IR Spain
Lotfy El Sayed	Director/ IWF

External Stakeholders/ Contributors	Title/ Organisation
Sue English	Chair/ DEC
Saleh Saeed	CEO/ DEC
Tim Hopkins	Assistant Director of Investigations and Inquiries/ Charity Commission
Stephen Roake	Head of Compliance Visits and Inspections/ Charity Commission
Helen Stephenson	CEO/ Charity Commission
Benedict Latto	Head of Civil Society/ FCDO
Naved Chowdhury	Senior Policy Adviser/ FCDO
Diana Dalton	Head of Inclusive Societies Department/ FCDO
Roland Pearce	Relationship Director/ Barclays
Nazreen Visram	Head of Charities and Citizenship/ Barclays
Bill Devitt	Director of Audit/ Grant Thornton
Paul Rao	Head of Internal Audit/ Grant Thornton

Sharon Harvey	Counter Terrorist Finance Adviser/ FCDO
Baroness Shami Chakrabarti	Baroness/ House of Lords
Professor Richard Sambrook	Professor of Communications/ Cardiff University
Mike Hudson	Director/ Compass Partnerships
Göran Holmqvist	Director of the Department for Asia, Middle East and Humanitarian Assistance/ The Swedish International Development Cooperation Agency (SIDA)
Sara Martinez Bergström	Head of Humanitarian Assistance Unit/ The Swedish International Development Cooperation Agency (SIDA)
Matilda Svensson	Programme Manager, Humanitarian Assistance Unit/ The Swedish International Development Cooperation Agency (SIDA)
Jehangir Malik	Director/ VCS Emergency Partnership

Peer Organisations	Title/ Organisation
Andrew Morley	President/ World Vision International
Dr Danny Sriskandarajah	CEO/ Oxfam GB
Mary Mawhinney	Chief of Staff and Head of Governance/ British Red Cross
Anne-Birgitte Albrechtsen	CEO/ Plan International
Rose Caldwell	CEO / Plan International UK

IRW Contributors	Title/ Organisation
Dr Ihab Saad	Chair of Board/ IRW
Naser Haghamed	CEO/ IRW
Khaleel Desai	Head of Governance/ IRW
Martin Cottingham	Director of External Relations and Advocacy/ IRW
Tufail Hussain	Director of IR UK/ IR UK
Haroun Atallah	Governance and Audit Committee Member (IRW)
Noor Ismail	Head of Region – West Africa/ IRW
Shahin Ashraf MBE	Head of Global Advocacy/ IRW
Waseem Ahmad	Director of International Programmes Division/ IRW

Appendix 2: Code of Conduct

Islamic Relief Worldwide – Code of Conduct

Version management

Title:	Code of Conduct
Category:	Human Resources
URN:	IRW/HR/007
Policy Type:	Procedural
Version Control:	V1:02
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Contributors including:	
Department:	HR Department
Policy Owner:	Director of Finance and Corporate Services
For public access or staff access	Staff Access Only

1 Introduction

- 1.1 As an organisation that aspires to set standards and act as role models to others, Islamic Relief takes its code of conduct seriously and expects the highest levels of professionalism and conduct from all who work with and for the organisation.
- 1.2 Islamic Relief wishes to recognise and reward excellent conduct as well as address conduct which falls short of the expected standards.
- 1.3 Islamic Relief's values, which are inspired by the Islamic faith, require us to work to the standards of the code and act as role models through our actions and behaviour as set out in the code of conduct.
- 1.4 The Islamic values also shape our vision and mission and inform our code of ethics which applies to Islamic Relief in its operation as a humanitarian organisation.

2 Policy Statement

- 2.1 The purpose of this document therefore is to provide members of the Islamic Relief family with a set of value based principles guiding the standards of conduct that they are expected to uphold in their interactions with each other, the organisation and the wider community.
- 2.2 Failure to comply with this policy and guidelines in this document may result in disciplinary action up to and including termination of employment, contract or procurement arrangement. The action taken will be commensurate with the seriousness of the conduct and an evaluation of the situation. All serious violations of these guidelines will be brought to the attention of the CEO where deemed appropriate.

3 Principles

- 3.1 All members of staff in Islamic Relief including directors and the chief executive officer formally undertake to support the Islamic ethos as a requirement of their employment agreement and are expected to demonstrate their support for the vision and mission of Islamic Relief, their employment responsibilities and conduct.
- 3.2 As an Islamic Relief staff member, you should not bring the organisation into disrepute, therefore your conduct in the presence of colleagues, consultants, trustees, beneficiaries, donors or supporters whether in the UK or overseas is of paramount importance.

4 Who is this policy applicable to?

- 4.1 This policy applies to all employees of Islamic Relief Worldwide.
- 4.2 It also extends to others who engage in activity on behalf of IR such as volunteers, consultants and anyone who acts as a representative of the organisation or may be perceived as representing the organisation.

5 Who is responsible?

5.1 The Role of the Employee

- To ensure you are familiar with the code of conduct and to adhere to it
- To report any breaches of the code of conduct to their Line Manager or HR Partner

5.2 The Role of the Line Manager

- To advise members of their team on any aspect of the code of conduct
- To act as a role model to staff

5.3 The Role of the HR Department

- To provide and regularly update the policy framework in conjunction with the Board of Directors and Trustees
- To give advice on any aspect of the Code of Conduct policy to staff and management

6 What are the values underpinning this policy?

6.1 We believe that Islamic Relief's values and ethics provide us with a unique framework for good conduct and one that can apply to all staff and volunteers regardless of background. The IR values are primarily drawn from the Quran and Sunnah (prophetic way) and these primary sources of the Islamic faith remain the reference points that define Islamic Relief's values.

6.2 The values allow the organisation to guide its code of conduct which in turn helps nurture integrity, morality and ethics which according to Islamic traditions are pathways to peace and harmony. The references to both the code and to values also remind us that there is both a legal and moral (or spiritual) dimension to the conduct and desired behaviour.

6.3 From these primary reference points, Islamic Relief has identified five particular values to act as a focal point of the organisation, namely:

- Excellence (Ihsan)
- Sincerity (Ikhlas)
- Social Justice ('Adl)
- Compassion (Rahma)
- Custodianship (Amana)

6.4 In line with these values and in terms of the code of conduct, employees are hence required to embody *excellence* in their conduct, be *sincere* in their behaviour, act *justly*,

be kind and *compassionate* with others and take ownership (*custodianship*) of their actions as role models and ambassadors of the organisation.

- 6.5 The Islamic Relief values also inform the wider way in which the organisation works in the international development arena, details of which are contained in the 'Islamic Relief Code of Ethics' (also often referred to as the Islamic Relief Code of Conduct). However, this document which is the (HR) Code of Conduct for, as already said it is applicable to more people than this, will focus solely on employee behaviour and individual conduct as opposed to the broader organisational code of ethics.
- 6.6 If you are in any doubt about any aspect of the Code of Conduct please speak to your HR Partner.

7 Why have a code of conduct?

- 7.1 In addition to the above, the following outlines a summary of why a Code of Conduct is required:
 - To define accepted/acceptable behaviour
 - To promote high standards of practice
 - To provide a benchmark for members to use for self-evaluation
 - To establish a framework for professional behaviour and responsibility
 - As a mark of identifying our values as expressed through our Muslim faith at this stage in our journey as an organisation

8 What conduct is expected at Islamic Relief?

- 8.1 Islamic Relief wishes to be a role model of good conduct and excellence in the community by recognising and rewarding excellent conduct, but also handling misconduct and poor behaviour in a fair and appropriate manner.
- 8.2 The following outlines a range of categories which represent the types of scenarios that the code of conduct would typically cover. While this is not exhaustive, it should serve as an adequately comprehensive outline of the kind of conduct that is expected of staff and the kinds of conduct that are not acceptable.

9 Following Reasonable Instructions

- 9.1 You must reply promptly, conscientiously and effectively with all lawful and reasonable decisions, instructions and directions given by a person having authority to give such directions, such as your Line Manager or senior management.
- 9.2 You must not knowingly or deliberately impede compliance with, or implementation of, a lawful and reasonable decision or direction.
- 9.3 When making decisions or giving directions, you must act within your legal and organisational responsibilities and obligations. You must make what you believe to be

competent decisions and give fair and reasonable guidance and directions where you are empowered to do so.

10 Professional Conduct and Ethical Behaviour

- 10.1 During your employment with Islamic Relief, you should act in a professional and respectful way that enhances your professional reputation and the reputation of Islamic Relief. You should be aware that your personal conduct and lifestyle both within and outside normal working hours can reflect either positively or adversely on Islamic Relief and therefore you should act appropriately in the presence of donors and beneficiaries at all times, both within and outside of your working hours so as not to bring Islamic Relief into disrepute.
- 10.2 You must treat fellow colleagues and others within their work environment with respect and dignity.
- 10.3 You must be familiar with all policies, procedures and obligations that are applicable to your role. The HR Department will make all relevant information available to staff through the induction process and extranet. You are required to read and ensure that you understand policy documents issued or circulated to you. If you are uncertain about any aspect of policies, procedures and obligations which apply to you, please speak to your HR Partner or Line Manager.
- 10.4 You must act promptly in reporting breaches of the law, Islamic Relief and/or government policy as well as misconduct and maladministration under Islamic Relief's Code of Conduct, to your Line Manager, HR Partner and/or CEO, whichever is appropriate.
- 10.5 You should perform your work duties competently and responsibly with focus on delivering or supporting high quality service to the donors and the beneficiaries.
- 10.6 You must freely share experience and skills where appropriate to help other members of the organisation.
- 10.7 You must maintain your professional competence through appropriate professional development or learning experience.
- 10.8 You must provide partners, donors and sponsors with information that is accurate, complete, objective, relevant, timely and understandable.
- 10.9 You must comply with all applicable rules and regulations of local government and other appropriate private and public regulatory agencies.
- 10.10 You must maintain the accuracy, integrity and appropriate confidentiality of all information used in your professional dealings in Islamic Relief.
- 10.11 You must only take leave of absence from your work duties when authorised to do so.
- 10.12 You must ensure that Islamic Relief resources are not used improperly. These resources include financial and material resources as well as intellectual, information, system and

knowledge resources related to the work of Islamic Relief. Work time is also a valuable resource that must be managed effectively to create productive outcomes.

10.13 You must not behave in ways that a reasonable person would consider to be offensive, intimidating, humiliating or threatening. Such conduct might include, but not be restricted to, targeting fellow colleagues with unfair and continued criticism, making excessive or unreasonable demands of others, and making any form, either oral or written (including electronic communication) of derogatory comments to work colleagues, donors or beneficiaries. Should such unacceptable behaviour occur, then all recipients of such behaviour have recourse to the process contained within the Islamic Relief's Grievance Policy and Procedure.

10.14 In any capacity while involved in Islamic Relief related or supported activities (including travel) you must not exchange money, offers of employment, goods or services for sex or sexual favours.

10.15 Formal investigations of harassment will be conducted in line with the Organisation's Disciplinary Policy.

Where the harasser or bully is an employee the matter will be dealt with as a case of possible misconduct or gross misconduct under IRW's Disciplinary Policy.

IRW's Disciplinary Policy states acts of bullying, harassment, sexual harassment or discrimination as gross misconduct.

10.16 Please refer to Islamic Relief's **Disciplinary Policy and Procedures** for definitions of misconduct.

10.17 Safeguarding/PSEA Code of Conduct: (For more details refer to the Safeguarding and PSEA Policy)

Islamic Relief has a zero tolerance towards all forms of violence, sexual exploitation and abuse. Representatives of Islamic Relief working directly or indirectly with children, young people and

people at risk must follow Islamic Relief's code of conduct. These codes also apply to staff and their conduct towards each other and those we serve. Islamic Relief representatives must:

- 10.18 Representatives must treat staff, children, young people and people at risk with respect, recognising their right to personal privacy;
- 10.19 Staff must not make racist or sexist remarks towards anyone. Inappropriate physical contact is prohibited;
- 10.20 Representatives of Islamic relief must not spend time alone with children, young people and people at risk. They must plan activities so that more than one person is present, or at the very least, other people are within sight and hearing;
- 10.21 Staff and representatives of Islamic Relief must not stay overnight in the same room with children, young people and people at risk; Always take concern of harassment, sexual exploitation, violence or abuse issues seriously;
- 10.22 All disciplinary measures/sanctions must be non-violent and must not humiliate staff, children, young people and people at risk;
- 10.23 Staff and representatives must not take images of children, young people and people at risk which are detrimental or explicit and undermine their dignity. Refer to child safeguarding policy or communication guidelines;
- 10.24 They must not rely on just their good name to protect themselves, and must not put themselves in positions where they could be falsely accused of something by anyone;
- 10.25 Sexual exploitation and abuse by Islamic Relief staff constitute acts of gross misconduct and are therefore grounds for the termination of employment;
- 10.26 Any type of relationship, including sexual relationship, between Islamic Relief staff and children, young people, people at risk or those we serve are strictly prohibited, since they are based on inherently unequal power dynamics; such relationships would undermine

the integrity of work to help vulnerable and excluded children and would be classed as gross misconduct.

10.27 Where an Islamic Relief staff member develops concerns or suspicions regarding sexual abuse or exploitation by a colleague, whether in Islamic Relief or not, they must report such concerns to the country director and the global safeguarding focal point.

10.28 Communications Code of Conduct: (For more details refer to Safeguarding Policy)

When using images, videos or any other form of communication; staff and those representing Islamic Relief should respect the dignity and consider the rights, safety and wellbeing of those being portrayed. Refer to IR's communication policy for further information.

10.29 Always put the best interests and safety of the individual(s) and explain the likely use of the communication material collected, inform them that they are in no way obliged to participate, and explicitly request their consent to participate.

10.30 Consider if the child, young person or adult at risk is comfortable with taking part – remember they have a right to privacy. Subjects have a right to withhold consent if they do not wish to be involved and their decision will be respected at all times.

10.31 Always seek permission from the community/site you are visiting to take media materials and explain its purpose and use – children, young people and people at risk should have an option not to take part (for example by meeting community leaders, or project staff explaining to community in advance, etc.)

10.32 Always seek consent when taking photographs or video footage of individual children, young people and people at risk or small groups from parent or guardian.

10.33 Gain consent when taking and using individual photographs, videos and case studies for publicity, fundraising and awareness-raising. Consent should be sought from parents or

those with parental responsibility, or from the child, young person or vulnerable adult directly when they are of sufficient age and understanding and able to give consent.

- 10.34 Never publish full name, contact or location details, or any information that could lead to identifying a child, young persons or person at risk. Where names have been changed, state that the name has been changed and withhold.
- 10.35 Portrayals of children, young people and people at risk must be accurate and balanced, recognising their right to personal privacy and dignity. Do not manipulate the subject in a way which distorts the reality of the situation.
- 10.36 Special consideration should be given to communication material depicting children, young people and people at risk with disabilities, refugees and those in situations of conflict and disasters, to accurately portray context and maintain dignity.
- 10.37 Where the risk of harm and stigma is high, take mitigating steps; for example, by concealing faces, using pseudonyms and vague geographical locations, and by non-disclosure of personal information (for example HIV status).
- 10.38 All children, young people and people at risk must be appropriately dressed according to their country of origin. In countries where children wear few items of clothing, be particularly careful about the images you take.

11 Dress Code

- 11.1 Dress, personal appearance and hygiene are important elements of professional conduct. Your appearance should be professional at all times both within the workplace and when representing Islamic Relief elsewhere.
- 11.2 You should use common sense in adhering to the principles underpinning the policy. The Board of Directors in conjunction with the Head of HR will be the ultimate arbiter of what is and is not appropriate for the purposes of this policy.
- 11.3 Islamic Relief recognises the diversity of cultures and religions of its employees and seeks to take a sensitive approach when this affects dress and uniform requirements. However, priority will be given to health and safety, security and professionalism.
- 11.4 Modesty is also of great importance and your dress should reflect the values and sensibilities of the organisation and should present a professional image.
- 11.5 This means that you are required to be neat, clean and tidy while at work whether working on Islamic Relief's premises or elsewhere. Your clothing should follow professional and cultural norms and be modest in appearance so that it does not cause offense to others. Business dress is strongly recommended since most Islamic Relief locations have external visitors, while smart casual will be considered a minimum requirement. You should dress appropriately to your gender and when travelling to overseas locations you should make

sure you dress within the norms of the local culture and in line with Islamic Relief's values and expectations.

- 11.6 On no occasion should male and female staff wear scruffy, torn, transparent, or tight fitting clothing, articles of clothing which are low cut, sleeveless or above the knee (i.e. should be well below the knee). Sports wear including caps, vests or shorts are also not permissible. Informal attire such as jeans and trainers are also not considered business

or smart casual and should not be worn to work, except when you are required to for business reasons, such as fundraising outside the office.

- 11.7 If you are in doubt about the suitability of your clothing/outfit (including jewellery) you should speak to your HR Partner. If you are travelling overseas then you should seek guidance on dress code prior to your travel with the local office you will be visiting.

12 Use of Islamic Relief Resources

- 12.1 You must ensure that all Islamic Relief equipment, resources, and consumable items are used appropriately for the work and business of the Islamic Relief.
- 12.2 You must ensure that Islamic Relief equipment is maintained and used in accordance with the manufacturer's requirements and that all use is both safe and legal.
- 12.3 You must have approval to use Islamic Relief equipment and resources offsite for work purposes and must ensure that they are safely stored and secured.
- 12.4 You must ensure that you do not breach copyright law or licensing agreement when copying any Islamic Relief property such as intellectual property, library and reference material or copying other property for Islamic Relief use.
- 12.5 You must not seek financial gain from work produced for Islamic Relief without prior authorisation from your Line Manager.
- 12.6 If your work duties involve purchasing or managing resources on behalf of Islamic Relief you must act within your delegated authority and comply with legislative requirements, policies and procedures for the purchase, use and disposal of any Islamic Relief resources.
- 12.7 The use of mobile phones whilst driving is illegal in the UK. Whether in the UK or overseas you must not use mobile phones while driving Islamic Relief vehicles or your private car while on Islamic Relief business.

13 Using Islamic Relief Internet, Personal Internet Electronic Mail, Mobile Phones and Other Means of Electronic Communication

- 13.1 Islamic Relief resources, including mobile phones, the internet and electronic mail systems should primarily be used for official purposes or in accordance with Islamic Relief's ICT policy, which is available on the extranet.

The following is not an exhaustive list:

- Accessing, storing, or transmitting words, images or other material that are illegal, sexually explicit, violent or that a reasonable person would find offensive (this does not include material that is part of a complaint, report or notification about alleged improper conduct of a person made in accordance with an authorised procedure)
- Gambling
- Accessing chat lines not associated with work

- Transmitting inappropriate jokes
- Sending of inappropriate programmes or mails
- What a reasonable person would see as excessive use of the internet
- Unauthorised use of Islamic Relief e-mail distribution lists
- Excessive use and/or abuse of mobile phones at work

13.2 Social Media

A variety of social media tools are used on a daily basis within the organisation. You should be aware that you are representing the organisation when using social media and due care and attention must be taken to avoid bringing the organisation into disrepute. A deliberate misuse and breach of the policy may lead to disciplinary action being taken against you. There is a policy on social media which you should refer to which outlines your responsibilities when using social media.

Please refer to the Communications policy on Social Media for further information.

14 Security and Safety

- 14.1 Maintaining a safe and secure environment is extremely important at Islamic Relief. Our goal is to provide a safe working environment for our employees as well as secure facilities and networking systems to conduct our business.
- 14.2 You are expected to always behave in ways that promote the safety, welfare and wellbeing of fellow employees, donor/beneficiary and others in the workplace environment in accordance with relevant occupational, health and safety legislation and in accordance with the Health and Safety Policy which is available on the extranet
- 14.3 Islamic Relief is committed to conducting its business in compliance with all applicable environmental and workplace laws and regulations in a manner that protects the safety and well being of Islamic Relief employees and the general public. Islamic Relief employees should immediately report any environment, health or safety concern to Islamic Relief's Human Resources Department or Legal Department.
- 14.4 IR staff should also be aware of obligations that IR as a humanitarian and faith based organisation has, in particular with Child Protection and the protection of vulnerable people. Further details can be found in the Child Protection policy which is available on the extranet

15 Anti-Fraud, Corruption and Bribery Prevention

- 15.1 As a non-profit company, it is imperative that the organisation makes complete, full, accurate and timely disclosures as required by applicable laws and regulation. Employees are expected to provide necessary information to the appropriate internal parties and the

organisation's certified public accountants to assure that all filings and releases are complete, accurate, and understandable.

15.2 Islamic Relief prohibits any kind of fraudulent activities, including for example:

- Bribery as defined by the UK Anti-Bribery Act (2011)
- Embezzlement
- Forgery or alteration of cheques or other negotiable instruments
- Falsification of Islamic Relief records or financial statements
- Misappropriation of Islamic Relief, employee, partner, donor or supplier assets
- Any other dishonest or fraudulent act

16 Conflict of Interest

16.1 A conflict of interest may exist when your private interests have the potential to interfere with the proper performance of your work duties. A potential or actual conflict of interest must be identified, declared and avoided or resolved in favour of the public interest and should not be undertaken without the express permission of your divisional director, the CEO or Line Manager.

16.2 In many cases, only you will be aware of the potential for conflict. The onus therefore is on you to notify the appropriate manager of this potential conflict.

16.3 You must give your complete loyalty to further the best interests of Islamic Relief. You should avoid any action that may involve, or may appear to involve, a conflict of interest with Islamic Relief. You must not perform outside work or activities that prevent you from conducting your role in Islamic Relief in full.

16.4 You must also ensure that you do not engage in business activities that would conflict with the interests of Islamic Relief unless approved in advance by your Division Director. For further details please refer to the detailed Conflict of Interest policy or email coi.declaration@irworldwide.org

17 Political Activities and Contributions

17.1 No Islamic Relief fund/resources may be used to make political contributions of any kind to any candidate or political party. This prohibition covers not only direct contributions, but also indirect assistance or support of candidates or political parties through the purchase of tickets to special events or other fund raising events, or the furnishing of any other goods, services or equipment to political parties or committees.

17.2 An employee's personal engagement in political activities in their own personal time is ordinarily their own private matter. However there may be instances where this poses a risk to the organisation such as bringing it into disrepute. As such it is recommended to

register any such engagement by emailing coi.declaration@irworldwide.org and ensuring that the organisation is aware/approves of this engagement.

18 Signing Contracts and Expenditure Commitments

- 18.1 You are required to review both Islamic Relief delegations of authority and policy governing contract preparation, terms, signing and retention before any commitment is made on behalf of Islamic Relief. The delegations of authority provides information on authorised expenditure on commitment levels within the organisation and the contract signing matrix provides information on who may commit Islamic Relief to any contractual obligation. An employee must have clear direction and empowerment from their line management before proceeding with the signing of any contracts or making financial commitments.
- 18.2 A commitment by Islamic Relief includes the extension of any written agreement or any other verbal or written undertaking that obligates or binds Islamic Relief in any respect whether or not it involves the payment of money.
- 18.3 Our contract will usually be in the form of a detailed proposal, including aims, activities, costs, timescale and deliverables. The quality of our service and the value of our support provides the only true basis for continuity.

19 Proselytisation

- 19.1 You should not use your work time or presence in work premises to engage in overt and uninvited preaching or in attempts to convert anyone whether a fellow employee or other stakeholder externally. Nor should you use the vulnerability of the beneficiary, whether pertaining to food, shelter, education, medication or any other needs as a tool to force a change in their religious beliefs or expect anything in return whatsoever for providing them with your assistance.

20 What are the consequences of any breaches in the Code of Conduct?

- 20.1 As mentioned above Islamic Relief wishes to recognise and reward excellent conduct and this forms part of every staff members overall performance assessment. However, on occasions where there is considered to be breaches of the code, the following principles apply:
 - Any potential breaches or allegations of the code of conduct will be dealt with under Islamic Relief's Disciplinary Policy and Procedure and with the principles of fairness and natural justice.
 - Potential breaches of the Code of Conduct including apparent breaches and allegations will be dealt with in accordance with the principles of procedural fairness and natural justice. Potential breaches may be raised with line management or HR and the appropriate Islamic Relief policies will be applied. In

cases of alleged serious misconduct a formal investigation under the Disciplinary Policy may be initiated.

20.2 Employees should be aware that the organisation may be obliged to apply disciplinary sanctions if the Code of Conduct is breached. Depending on the nature of the breach, one of the following may be applied:

- Formal counselling
- Written warning
- Demotion
- Suspension
- Dismissal
- Laying of criminal charges or civil action

20.3 It is our aim that the policy promotes excellent conduct and encourages a change of behaviour if you are failing to meet the required standards. Any steps taken or sanctions are designed to support you to improve your conduct to reach the expected organisational standards.

21 Where can I get more information or guidance?

21.1 If you are not clear about any aspect of the code of conduct and are unable to find clear guidance from the policy, you should consult your HR Partner.

21.2 You may also wish to view other related policies and guidelines including the following:

- Islamic Relief Code of Ethics (Organisational Conduct)
- Conflict of Interest Policy
- Anti-Fraud, Corruption and Bribery Policy for all staff
- Child Protection Policy
- Grievance Policy and Procedure
- Disciplinary Policy and Procedure
- ICT Policy
- Health and Safety Policy

These policies are available to view or download from the extranet. If you have trouble accessing any of the above policies then please contact Internal Communications or the HR Department.

Appendix 3: Independent Members Criteria

Terms of Reference of Selection process and Criteria for independent members

Independent membership is not just about technical expertise it's also about being ready to dedicate the proper amount of time, to regularly attend meetings, to provide the Board with support and also challenge when needed, to understand and accept the IR values and strategies. Personal behaviour and style matter.

The Independent Members are subject to the same rules as the ordinary members of the IRW BOT. Therefore, by accepting their role they de facto must accept and adhere to the IRW Articles of Association, the Rules, and the IRW policies, with particular regards to the Code of Conduct and they must sign the Trustees Declaration (see below).

From the Rules:

Independent Members

- 1.1 Subject to Rule 1.1.3, the Members shall admit a person as an Independent Member provided that:
 - 1.1.1 the potential Independent Member has been nominated by a Member;
 - 1.1.2 the **Membership Accreditation Committee** has provided its written confirmation to the Trustees and the Members that the person meets the Independent Membership Criteria;
 - 1.1.3 the Members have passed an ordinary resolution to admit the person as an Independent Member; and
 - 1.1.4 at no time shall the number of Independent Members exceed the number that is one quarter of the total number of National Entity Members from time to time, rounded up to the nearest whole number.

The following criteria must be met before an appointment can be admitted as an Independent Member:

- The Applicant is an individual and not an organisation;
- The Applicant has in the view of the Membership Accreditation Committee met the skills criteria as set from time to time;
- The Applicant is not:
 - An employee of IRW or any National Entity member or any member of the immediate family of an employee of IRW or any National Entity member.
 - Receiving any remuneration under contract to perform any services to any IRW or any National Entity member or is in any way benefiting financially from any association, partnership or arrangement with IRW or any National Entity member;
 - A former employee of any IRW or any National Entity member who has left such employment within the previous year;
 - A person who has been a member of the Board of Trustees of IRW or any National Entity member within the previous year;
 - The holder of any official or voluntary position that is in conflict with the values and mission of Islamic Relief.

Appendix 4: IGA Terms of Reference

International General Assembly (IGA)

Members

The IGA is made up of:

- Members representing the affiliated National Entities (IR Partners)
- Independent Members
- Members of the Board of Trustees of IRW

Membership Criteria

1. The National Entity voting Members shall always outnumber independent Members 3 to 1 in the IGA.
2. Membership criteria for National Entities with voting rights:
 - IR-X will have signed the Membership Agreement (including the licence for use of name and logo)
 - IR-X has been approved for membership by the MAC based on the criteria detailed in this Agreement
 - IR-X will be financially independent and meet financial standards
3. Non-Voting Members: any National Entity that fulfils the criteria apart from the financial standards.
4. Independent Members of the IGA are Members nominated by a Member of the IGA and ratified by the IGA following approval by the MAC according to the agreed criteria detailed in this Agreement.
5. Members of the IRW BOT remain also IGA Members
6. All Members of the IGA will be screened to ensure compliance with agreed standards when first nominated and regularly thereafter.
7. The MAC will resolve any questions that may arise regarding any Member's conflict of interest.

Roles and Responsibilities

- To approve changes to the Articles of IRW (including the Objects);
- Islamic Relief Worldwide Governance Pack

- Subject to Article 4 in the Articles, to approve changes to the Rules;
- To approve changes to the membership criteria of the International General Assembly;
- To make changes to the terms of reference for the International General Assembly;
- To install and oversee the operation of the MAC;
- To elect and remove IRW Trustees; and
- To deliberate on matters to ensure the protection of the IR Family, including its reputation and its assets.

Meetings

1. The Charity must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.
2. The IRW Board of Trustees shall have the power to call meetings of the International General Assembly which are not general meetings. Such meetings need not be called in accordance with the Articles, these Rules or the Companies Acts.
3. The Chair presides over the meeting and is elected at the start of each meeting and for the duration of that meeting only
4. The quorum for an IGA shall be 33% of the total number of Members
5. Each National Entity Member has the right to send two representatives to attend and speak at general meetings, provided that such representatives must be members of the board of the National Entity Member.
6. Non-Voting Members shall be entitled to send two representatives to attend and speak at general meetings (provided that, for the avoidance of doubt, such representatives shall not be entitled to vote on any matter at a general meeting or any other decision of the members).
7. Independent Members shall have the right to attend, speak and vote at general meetings.
8. A Trustee Member has the voting rights of a Member, provided that a Trustee Member may not vote (either at a general meeting or via a Members' Written Resolution) on a Members' resolution regarding any matter which relates to that Trustee Members' appointment, removal, retirement, conduct or performance as a Trustee, or on any issue relating to the conduct or performance of the Board of Trustees as a whole.
9. Elections will take place by raising hands and the Chair has a casting vote in addition to any other vote he or she may have.

Appendix 5: MAC Terms of Reference

Islamic Relief Worldwide

Terms of Reference for the Membership Accreditation Committee (MAC)

1) Definition

The Membership Accreditation Committee (MAC) is a permanent committee of the IRW General Assembly (IGA), which reports to the IGA and coordinates with the Board of Trustees.

2) Purpose

2.1 The MAC is responsible for making recommendations on the suitability of members (both entities and individuals) to the IGA. These recommendations include the initial nomination, membership levels, renewal and end of the membership

2.2 It is MAC's responsibility to evaluate and recommend approval of Membership to the IGA, the Board of Trustees, to resolve disputes on issues related to continued Membership of the IGA and to review and advise National Entity Members in relation to appointments to their Board of Trustees (or equivalent)

2.3 The MAC role includes:

- Ensures adherence to the rules governing membership of the International General Assembly and the Board of trustees.
- Examines nominations to the membership of the IGA and the BOT and makes recommendations against criteria for membership.
- Receives and analyses complaints from members, regarding issues of non-compliance with the IGA membership rules.
- Acts as the guardian of the membership criteria and recommends to the IGA suspending/removing the membership of any organisation or individual should circumstances arise.
- Reviews and recommends the vetting and selection process of members for approval by IGA.

3) Membership

3.1 The MAC is composed of an odd number, (not less than 3 members and including at least one independent member) elected from the IGA. Membership of the MAC is reviewed at the annual IGA.

3.2 The Chair is elected by the IGA from amongst the independent members of the IGA.

3.3 The remaining MAC members are elected from the IGA members, one of those elected must be a BOT member.

4) MAC Processes

4.1 The MAC vets new candidates and periodically reviews all membership, both organisational and individual, voting and non-voting, against the agreed Criteria of Membership to the IGA. In doing so, the MAC:

- Provides the IGA (and the BOT) with justified recommendations on membership.
- Provides written confirmation to the IGA and the BOT if the applicant meets the Criteria of Membership
- Assesses organisational applicants against the Financial Standards for Membership as to whether they should be a voting or non-voting member.

4.2 In doing so, MAC has access to IRW Departments (Legal, Financial, etc.) to verify and confirm background information they rely on.

4.3 If the MAC recommends against membership of an individual or an organisation, and that decision is endorsed by the IGA, membership is duly rejected.

4.4 The MAC will act as the guardian of the membership criteria and may recommend suspension or removal from the membership of any Entity Member (entity or individual). Any final decision will be for the IGA.

5) The MAC may recommend suspension or removal of a member of the IGA due to:

- A National Entity Member making any material change in its governing documents without prior written approval from the IRW MAC, or acting outside of its stated objects, Vision, Mission and strategy.
- A National Entity Member permitting the distribution of any surplus funds for any purpose other than in furtherance of the National Entity Members stated objectives.
- In the event that an application is made to the court, or an order is made, for the appointment of an administrator, or if a notice of intention to appoint an administrator is given, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets.
- In the event that a National Entity Member suspends, or threatens to suspend, payment of its debts or is unable to pay its debts as they fall due or admits an inability to pay its debts.
- If any subscription or other sum payable that is set to be payable by the Member to IRW and is not paid on the due date and remains unpaid at the end of the period of six calendar months after the due date without reaching agreement with IRW. The MAC may re-admit to

membership a Member whose membership was suspended on this ground upon them settling their debt.

- If a National Entity Member is deregistered by any applicable regulator or government registrar, and the applicable appeal period within the relevant jurisdiction and/or the completion or denial of any appeal that the National Entity Member may have undertaken in that regard has expired, or regulatory action is taken by a government or governmental or regulatory authority against it or it is unable to operate within the boundaries of this Agreement or any event occurs, or proceeding is taken, with respect to the National Entity Member in any jurisdiction to which it is subject that has an effect equivalent or similar to any of the events mentioned here
- Membership status may be altered if a National Entity Member no longer meets the Financial Standards or any of the other National Entity Membership Criteria.
- On the grounds that his, her or its continued membership is harmful to or is likely to become harmful to the interests of IRW. Such a resolution may not be passed unless the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the IGA. A Member expelled by such a resolution shall nevertheless remain liable to pay to the IRW any outstanding payments.

6) Where the MAC has a recommendation of suspension or termination of Membership of a Member, the Member shall be given at least 14 Clear Days' notice by the MAC that the resolution is to be proposed, specifying the circumstances alleged to justify removal of their membership, and the Member shall be afforded an opportunity of being heard by or of making written representations to the MAC. Such a Member may appeal the recommendation by written notice to the IGA 7 Clear Days' before the proposed date of removal. The IGA will then have 21 days to consider the appeal and announce its final decision. The decision of the IGA shall be final and binding and shall take effect immediately once the IGA adopts the recommendation made by the MAC. A Member expelled by such a decision shall nevertheless remain liable to pay to the Charity any outstanding payments.

7) Budget

7.1 The MAC members are volunteers and hence they are not paid a salary, however like all volunteers they may request a refund for the expenses they have incurred during the exercise of their role and subject to the approval of the IGA.

7.2 The expenses related to the MAC activities are covered by the IGA budget.

8) Meetings

8.1 The MAC meetings are convened by the chair or upon request of the IGA or 2 thirds of MAC members or the IRW BOT, as per need.

8.2 The Committee should meet at the discretion and convenience of the committee to ensure the task is done in a professional and inclusive/ consultative way by using all relevant means.

8.3 The MAC meetings must be duly minuted and the minutes are to be kept available to those having a right to read them.

8.4 The MAC may request admin support from the IRW Chief Executive and the IRW Secretariat.

9) Review

9.1 The IGA may review the role and the Terms of Reference of the Committee at the annual IGA based on recommendations it receives.

Interim MAC Procedures

The interim MAC will be chaired by Dr Ihab (appointed during the IGA).

All the rules and procedures mentioned in the approved MAC TOR are valid for the Interim MAC with the exception of the following:

- a. In order to reach the minimum number of 3 members, the current two independent members of the IRW Audit Committee will become members of the Interim MAC.
- b. In case during the temporary period (until the 2021 IGA) one or more of the 3 Interim MAC members should not be able to carry forward his role, the IGA chair in coordination with the IRW BOT will replace him with another suitable member from among the IGA or BOT members.
- c. The Interim MAC will be automatically dissolved at the election of the MAC at the IGA in 2021. All documents received and produced during the period of its activities shall be handed over to the newly elected MAC