



Positive Transformation Initiative (PTI)

CODE OF CONDUCT

PTI Vision and Purpose

PTI is a network of existing trusted networks acting for positive societal change through the creation of opportunity and the promotion of collaboration between State, Business and the Third Sector. The vision is to create a virtual alliance acting for social change by providing connections and procuring pro bono resources/private funding for entities and initiatives which share its desire to effect positive social change through collaboration and the creation of opportunity.

PTI's purpose is to be the lightning rod for the procurement of resources and funding for:

- projects which deliver opportunities to those who are seeking to positively transform their lives; and
- social equality initiatives which are underpinned by the spirit of collaboration.

PTI is an alliance which includes you personally, your businesses and your supply chain and will operate in accordance with this Code of Conduct created and overseen by the PTI Management Board.

PTI Structure and PTI Management Board Project Approval Criteria

PTI has not and will not register as a charity nor incorporate as a company – it is an unincorporated association governed by this Code of Conduct which regulates its activities. PTI activities are overseen by the PTI Management Board who are assisted by the PTI Advisory Boards, PTI Proposal Board and the regional PTI Tech and Law for Good Boards. The role of each PTI Board and the membership of the PTI Management Board and Proposal Board are set out in the Appendix below. All of the boards and anyone directly working for PTI is doing so on a pro bono basis.

The PTI Management Board on or before each anniversary of the PTI launch date (29 April 2020) will approve a minimum of three projects which will each deliver on one of the PTI pledges:

- To jumpstart the creation of new collaborative projects
(the Create Pledge)
- To accelerate existing collaborative projects by procuring funding and/or pro bono goods & services from its network
(the Accelerate Pledge)
- To strive to ensure that all agents of change (State, Business and Third Sector) work in a smart collaborative manner to maximise impact
(the Collaborate Pledge).

These annual PTI pledge projects will be identified and approved in line with the process set out in the Appendix below and maybe, subject to resource and funding, supplemented by additional projects identified using the same process.

PTI Transparency Commitment

PTI wants to leverage business networks to create change for good; the PTI Management Board recognises that in order to maximise the procurement of funding/resources and access to individual networks there must be room for a commercial or personal justification for involvement. Whilst it is accepted that everyone is entitled to make the PTI alliance work for themselves, this interest must not undermine PTI's vision and purpose; the PTI Management Board is conscious that without absolute transparency on project costs and resourcing for those projects identified as "PTI project" there could be room for misunderstanding at best, or potential for abuse.

PTI does not take or incur costs nor does it pay any salaries. The PTI Management Board is adamant that 100% of funding and resources identified will go directly to PTI projects approved by it. The PTI Proposal Board working in partnership with the regional network of PTI Tech & Law for Good Boards will seek to procure goods and services required for PTI projects on a donated or pro bono basis where possible but can't guarantee everything can be obtained for free; where a cost arises, under the direction of the PTI Proposal Board, funding will be sought for such cost. All PTI projects will include a comprehensive project plan which will include a full breakdown of costs and the identification of the recipient entities/individuals of such payments including those to PTI Volunteers (as defined below) if relevant.

PTI will not hold funds – it will take pledges and will instigate the following process for ensuring the funds promised in those pledges are used for approved PTI projects: Donors will be requested to work with their legal advisors to enable the payment of pledged funds into a trust account held for benefit of the project delivery body and for the sole purpose of meeting the PTI project costs they have agreed to fund. These amounts will be made available for drawdown (in accordance with the approved project plan) by the PTI Management Board as they arise. A project plan will specify all



funding sources and pro bono resources. Providers of pro bono resources will confer with the relevant board prior to offering such resource and charities, or other delivery mechanisms may make ad hoc requests for pro bono resources.

PTI Volunteers

PTI Management Board requires all participants in PTI projects including PTI board members, advisors, goods and/or services providers, consultants, representatives and agents (PTI Volunteers) to comply with the following rules.

1. The Management Board insists on full transparency and requires the avoidance of any undisclosed actual or perceived conflicts of interest or abuses of power. It is essential that we set ourselves the very highest standard of ethics, conduct and procedures. The management board will hold a register of interests for its members and those members of other boards.
2. PTI Volunteers are reminded of the necessity for us to behave in an ethical manner and with total integrity.
3. When deciding on the adoption of, or framework for a PTI project, PTI Volunteers are expected to declare any actual or perceived conflicts of interest (including but not limited to payment/remuneration for goods and/or services), act honestly and in accordance with the best interests of PTI's purpose set out above. Where such interested party may be in a position to participate in any decision related to such matter (including but not limited to the approval of a PTI project or the utilisation of funds or resources procured for a PTI project) the interested party must recuse themselves from such decision making.
4. PTI Volunteers may not accept financial reward, gifts, hospitality or favours from recipients of PTI procured funding/resourcing or the suppliers of such money, goods or services without full disclosure and prior written approval (including by email) from a PTI Management Board member. For the avoidance of doubt, this does not preclude PTI Volunteers from utilising the PTI network to promote/develop their business or charitable efforts: PTI is an altruistic initiative which uses business principles to be successful in effecting positive social change; hence, the PTI Management Board recognises that the more everyone benefits from the network the more positive social change we can create. Social impact and commercial interest are not mutually exclusive and for our business collaborators we know that doing good is good for business.
5. Information gained by PTI Volunteers in the course of working on PTI projects will be safeguarded and its privacy respected. All PTI Volunteers agree and accept that their name and occupation can be used for promoting PTI and PTI marketing purposes. If at any time you wish to opt out please email info@positivetransformation.org.
6. The PTI Management Board commits to, and requires all PTI Volunteers to commit to the equal respect of all persons without discrimination on any grounds.
7. PTI Volunteers will not make statements or representations about PTI unless authorised to do so by Management Board or the Proposal Board.
8. Any deviation from this Code of Conduct will be treated seriously and where appropriate may be reported to the relevant law enforcement and/or regulatory body. Please understand that the integrity of PTI is important and underpins the ability to effect positive social change.
9. Any suggestion by a recipient of funding, supplier or a fellow PTI Volunteer of any impropriety or breach of this Code of Conduct in either the letter or the spirit should be reported to a member of the PTI Management Board or can be formally raised to the Governance Committee [compliance@positivetransformation.org].

Signed:

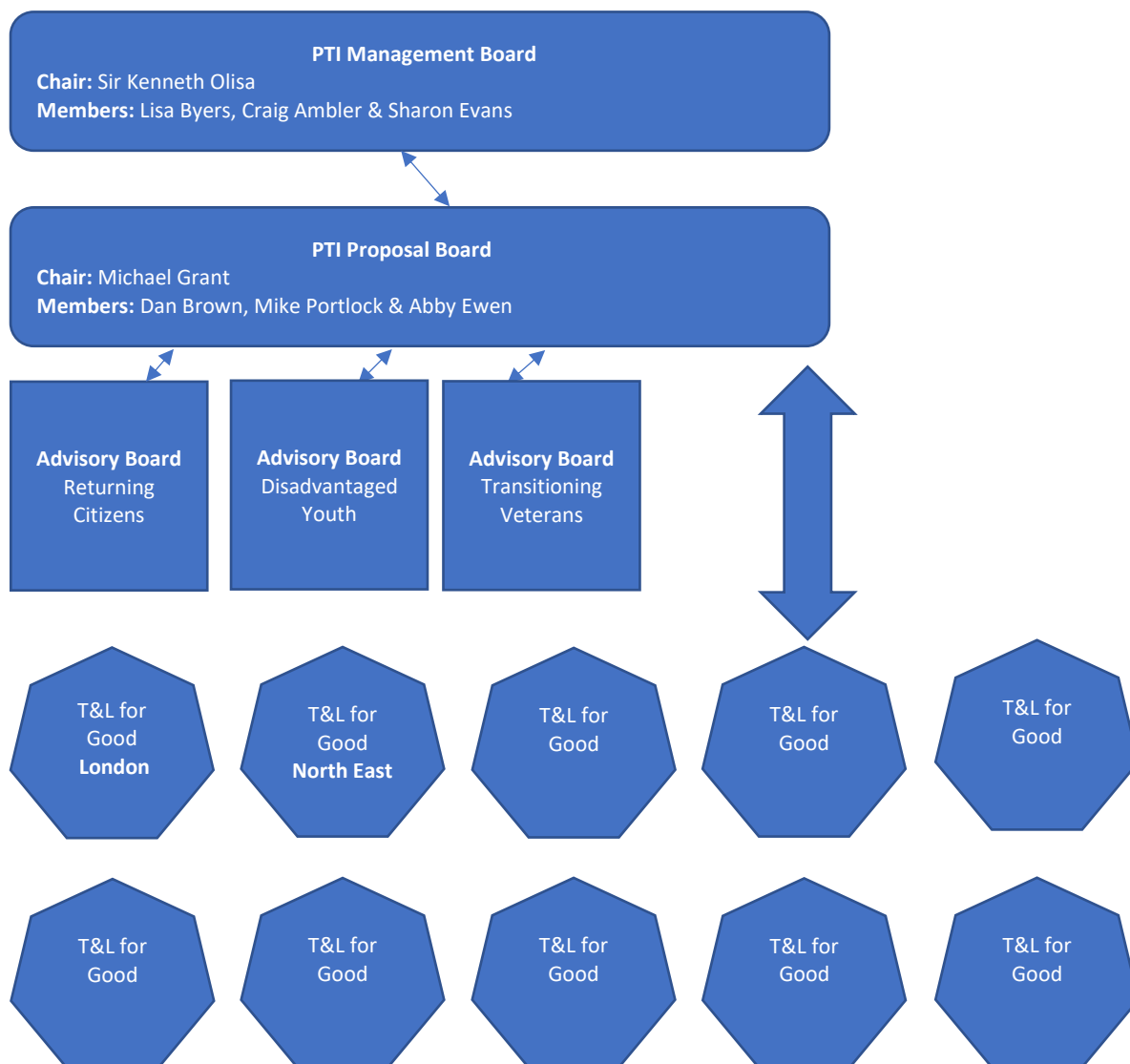
Dan Brown, Founder of The Positive Transformation Initiative



29 April 2020

Appendix

PTI Structure and Project Approvals Process



Roles of each board and relevant governance guidance

<p>PTI Management Board: The Management Board shall create, own and oversee the implementation of the PTI Code of Conduct and will consider PTI project proposals submitted by the PTI Proposal Board. The management board will hold a register of interests, consider any complaints as a standing agenda item.</p>	<p>PTI Management Board Code dealing with</p> <ul style="list-style-type: none"> - Appointment of members all sub committees - Length of term - Conflict of interest rules
<p>PTI Proposal Board: The Proposal Board will consider PTI project proposals submitted by the Advisory Boards or directly by the Regional PTI Tech and Law for Good Board Chairs. The Proposal Board will submit such proposals to the PTI Management Board for approval once it is satisfied</p>	<p>Terms of Reference</p> <p>Based on, complementary to PTI Management Board Code</p>



they fit with the PTI purpose and a commitment of funding and/or resources from the regional PTI T&L for Good Boards has been secured.	
PTI Advisory Boards: The Advisory Boards relate to the different groups PTI will assist. They make proposals directly to the PTI Proposal Board and oversee the delivery of proposals approved by the PTI Management Board.	Terms of Reference Based on, complementary to PTI Management Board Code
Regional PTI Tech and Law for Good Boards: The PTI T&L for Good Boards will be tasked with procuring funding, goods and services required to meet the requirements set out in PTI project plans. Each PTI T&L for Good Board Chair will report to the Chair of the PTI Proposal Board.	Terms of Reference Based on, complementary to PTI Management Board Code