



**World Bank**  
**Department of Institutional Integrity (INT)**  
**Voluntary Disclosure Program (VDP)**



## **VDP PROTOCOL 8**

### **Participant Hires a Compliance Monitor**

Within 60 days of the World Bank's completion of the Verification exercise, the party participating in the VDP (the participant) enters into an agreement with a Compliance Monitor to monitor the participant's compliance with the VDP Terms & Conditions. The Compliance Monitor will conduct three annual comprehensive reviews and submit a Monitoring Report in each of those three years to the World Bank and the participant.

**A. Hiring the Compliance Monitor** - The participant hires a Compliance Monitor, at all times acceptable to the World Bank, under the following conditions, in accordance with the VDP Terms & Conditions:

1. The participant enters into an agreement, on terms and conditions acceptable to the World Bank, with a Compliance Monitor within 60 days of the World Bank's completion of its Verification;
2. The Compliance Monitor monitors the participant's compliance with the VDP Terms & Conditions;
3. The participant exclusively bears all reasonable costs, including compensation and properly incurred expenses, associated with the retention of the Compliance Monitor;
4. The participant cooperates fully with the Compliance Monitor and provides the Compliance Monitor with access to its files, books, records, materials, sites, and employees;
5. The participant may establish a non-disclosure or confidentiality agreement with the Compliance Monitor that obligates the Compliance Monitor not to disclose business information or intellectual property belonging to the participant to any person or entity other than the World Bank; and
6. Any information provided by the Compliance Monitor to the World Bank is subject to the confidentiality obligations detailed in the VDP Terms & Conditions.

**B. Independence of the Compliance Monitor** - To ensure the independence of the Compliance Monitor, the participant:

1. Will not terminate the Compliance Monitor without the prior written consent of the World Bank;
2. Will terminate the Compliance Monitor promptly upon written request by the World Bank and choose a successor Compliance Monitor within 60 days after such termination;

3. Will compensate the Compliance Monitor, and persons engaged to assist the Compliance Monitor, at the Compliance Monitor's reasonable and customary rates;
4. Will not be in and will not have an attorney-client relationship with the Compliance Monitor;
5. Will not seek to invoke the attorney-client privilege or any other doctrine or privilege to prevent the Compliance Monitor from transmitting any information, reports, or documents to the World Bank;
6. Will not engage the Compliance Monitor in any employment, consultancy, auditing, or other professional relationship with the participant or on behalf of any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity, for a period of 2 years after completion of the Compliance Monitor's engagement;
7. Will not hire any Compliance Monitor with whom the participant had a prior relationship; and
8. Will not hire a Compliance Monitor who participated materially and substantially in the development of the compliance program.

**C. Compliance Monitor Responsibilities** - The Compliance Monitor conducts three annual comprehensive reviews and submits a Monitoring Report in each of those three years to the World Bank and the participant.

1. The Monitoring Reports will be submitted to both the participant and the World Bank on the first, second, and third anniversaries of the date when ABC received written notification from the World Bank that Verification was complete.
2. As part of its annual comprehensive review, the Compliance Monitor will make scheduled visits to the participant.
3. The World Bank may direct the Compliance Monitor to make unannounced visits and inspections of the participant if the World Bank has a reasonable basis to believe that the participant has engaged in Misconduct. The World Bank may also make such unannounced visits itself.
4. The Compliance Monitor will provide the World Bank with a written report, as directed by the World Bank, following any such unannounced visits and inspections.
5. The Compliance Monitor will submit all reports to both the participant and the World Bank on the same day.

**D. The Monitoring Report includes:**

1. A description of the type of review performed;
2. The adequacy of the policies, procedures, and compliance measures that the participant is required to devise and implement under the VDP Terms & Conditions;

3. The status of the participant's implementation of the policies, procedures, and compliance measures;
4. Any findings by the Compliance Monitor of any continued Misconduct by the participant; and
5. Reasonable recommendations where appropriate.

**E. Implementation of Recommendations** - The participant implements each recommendation from the Monitoring Report.

1. The participant implements each recommendation within 30 days after receipt of the Monitoring Report, unless it has advised both the Compliance Monitor and the World Bank that it considers any such recommendation to be unnecessary or inappropriate.
2. Should the participant consider any recommendation unnecessary or inappropriate, it will provide to the World Bank, in writing, an alternative policy, procedure, or system designed to achieve such recommendation's objective or purpose.
3. The World Bank may extend the term of the Compliance Monitor's review in accordance with the VDP Terms & Conditions.

**F. Settling Disagreements** - Should disagreements arise between the participant and the Compliance Monitor regarding the scope of the Compliance Monitor's review or any of the Compliance Monitor's recommendations:

1. The participant will promptly attempt, in good faith, to reach an agreement with the Compliance Monitor; and
2. If such attempts fail to resolve the dispute, the participant and the Compliance Monitor will jointly confer with the World Bank to resolve the disagreement.
3. The World Bank's decisions regarding any such disagreements are binding.

