

## **DISCLOSURE OF INFORMATION POLICY**

### **I. INTRODUCTION**

This document specifies the policy of the Inter-American Investment Corporation (the "Corporation") on the release of all Corporation information to the public, and supersedes the provisions of any other Corporation policies on disclosure requirements with respect to data or documents prepared after December 1, 2005.<sup>1</sup> Documents prepared between January 15, 1999 and December 1, 2005 will continue to be subject to document CII/GN-129-3, Policy on Disclosure of Information, dated January 15, 1999, and any applicable agreements between the Corporation and its clients.

### **II. BASIC PRINCIPLES**

The Corporation reaffirms its commitment to transparency and accountability in all of its activities. The Corporation's Disclosure of Information Policy is based on the following principles:

- Information concerning the Corporation and its activities will be made available to the public in the absence of a compelling reason for confidentiality, in accordance with this Policy.
- Access to all public Corporation information should be available in any of the Corporation's member countries.
- Information provided to the public shall be made available in a form and at a time that enhances the transparency and therefore the quality of Corporation activities.
- Information held by the Corporation regarding the Inter-American Development Bank (the "Bank") or the Multilateral Investment Fund, or their activities and operations, will be subject to the Inter-American Development Bank's Information Disclosure Policy.
- The final determination as to what information may be released to the public shall rest with the Corporation.
- Final decisions concerning the Corporation, its operating policies and its projects and programs, rest with the Corporation and its member countries.
- The availability to the public of information pursuant to this policy shall not be construed as an express or implied waiver of the privileges and immunities afforded to the Corporation pursuant to the provisions of the Agreement Establishing the Inter-American Investment Corporation, including those regarding the inviolability of the Corporation's archives, or pursuant to the laws of any of its member countries.

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<sup>1</sup> With the exception of the financial information referred to in Section III.B and the documents and policies of the Board of Executive Directors referred to in Sections III.A.1. and III.C.2 of this document, for which the effective date of this new Policy will be March 1, 2006.

### III. INFORMATION AVAILABLE FROM THE CORPORATION

#### A. OPERATIONAL INFORMATION

##### 1. Operational Regulations, Policies and Rules

From time to time, the Board of Executive Directors (also referred to herein as the “Board”) approves operational regulations, policies, and rules that are generally applicable to the Corporation’s operations and the projects it finances. For purposes of public consultation and with the acquiescence of the Board, the Corporation may disclose drafts of policies that are likely to have a broad impact on the Corporation’s operations. Operational regulations, policies and rules will be publicly available once they have been approved by the Board, subject to the provisions of Section IV below or unless the Corporation’s Board otherwise decides that disclosure may have an adverse impact on the financial condition or business interests of the Corporation. Specifically, as provided in Section IV.6, provisions in regulations, policies and rules that could potentially affect commercial relations with existing and prospective clients shall remain confidential and will be redacted from policies released to the public.

Initially, the following policies (or documents that serve the same purposes), redacted if necessary, will be publicly available through the Corporation’s website:

- Operating, Financial, and Investment Policy Regulations;
- Information Disclosure Policy;
- Procedure for Environmental and Labor Review of IIC Projects
- IIC Policies for Operations with Financial Intermediaries

##### 2. Project Information

(a) For every loan, equity investment, guarantee or other financing operation, the Corporation prepares a summary investment proposal, including the name of the client, the nature and business of the operation, the scope of the project and the amount proposed to be financed by the Corporation (the “Investment Summary”). Subject to the limitations set forth herein, the Investment Summary of each project will be made available to the public after a term sheet is signed for the relevant operation and at least 30 days before approval of the project proposal by the Corporation’s Board. As part of the Corporation’s internal approval process, in all cases the Investment Summary will be subject to review and approval by the client prior to disclosure, and will be transmitted to the appropriate channel of communication of the member country where the operation will take place.

(b) Additional nonconfidential factual technical information will be provided upon request, with the prior approval of the Manager/Head of the department or unit responsible for preparation of the respective project document.

(c) From time to time and at its discretion, the Corporation may disclose information about complaints and procedures initiated by the Corporation through judicial or administrative claims, arbitration, litigation or any other similar means (including information on the nature of the

dispute and identity of the parties thereto), to exercise or enforce its rights under contracts, agreements and other legal documents, and with regard to any compliance or noncompliance by clients and guarantors of their obligations under said legal documents.

### 3. Environmental Review Summary

(a) The Investment Summary includes the Environmental Review Summary, which consists of the Corporation's environmental classification for the relevant project, a summary of potential environmental impacts and safety issues, and pertinent recommendations or Corporation requirements for addressing these issues during project implementation. The final text of the environmental review summary will be approved by the concerned private sector enterprise before publication.

(b) Preliminary information for projects designated environmental Category IV, which are determined to potentially result in diverse and significant negative impacts on the environment and therefore may require a more extensive period for evaluation, will be released at the time the Corporation's management determines to undertake an in-depth appraisal of the potential investment project. This preliminary information will be made available to the public at least 120 days prior to the final decision by the Corporation's Board on the underlying project. The Environmental Review Summary and Investment Summary for all projects will be made available to the public as per Section III(A)(2) above.

### 4. Environmental Impact Assessment (EIA)

(a) Detailed Environmental Impact Assessments (EIAs) prepared for Category IV projects will be made available locally in the host country by the project sponsors, and will be made available to the general public as early as possible after they are obtained by the Corporation over the course of the project appraisal, and in all cases at least 120 days prior to the final decision by the Board.

(b) EIA documents are also required for a limited number of projects which may have specific negative impacts on the environment but which are determined to be limited in scope with well-defined solutions and thus have not been classified as Category IV. The existence of these documents will be disclosed to the public, along with a summary of the specific environmental aspects of the proposed project, at the time the documents are obtained by the Corporation in the course of the project appraisal. Additionally, when EIAs are required for any projects, other than Category IV projects, they will be made available to interested/affected parties upon written request.

(c) A roster of all EIAs prepared for Category IV projects will be made available on the Corporation's website. Additionally, certain EIAs prepared for specific projects with more limited potential environmental impact will be made available on the Corporation's website, at the discretion of the Corporation.

(d) The Corporation may withhold confidential information contained in EIA documents pursuant to the principles outlined in Section IV.

## 5. Documents of the Office of Evaluation and Oversight

Pursuant to a technical assistance agreement with the Bank, the Bank's Office of Evaluation and Oversight ("OVE") assists in the Corporation's independent evaluation mechanism. OVE's mandate is to verify findings and ratings included in the Corporation's self-evaluation reports, and to issue attestations thereof. OVE's Independent Evaluation Reports submitted to the Board of Executive Directors of the Corporation, and any other evaluation documents considered by the Board, will be made available to the public after the Board has completed its consideration of them.

## 6. Procurement Information

The Corporation's operations sometimes provide procurement opportunities that are published and processed following the Corporation's procedures. General procurement notices and specific notices for goods and works that are to be procured through international competitive bidding, as well as services, will be published in the Corporation's website as required.

## 7. Trust Funds

The Corporation benefits from several trust funds established by governments or other entities for the purpose of providing resources for technical assistance and other activities that are consistent with the purposes and objectives of the Corporation, on a non-reimbursable basis. Information on the activities of each trust fund will be made available to the public, unless the respective donor objects. Such information includes information on the operations approved with the resources of the trust fund, and the amount of resources in the trust fund and of disbursements made, unless the relevant country or entity objects to their disclosure.

## B. FINANCIAL INFORMATION

The Corporation publishes audited financial statements on an annual basis that are available to the public. Annual audited financial statements as of the December 31 fiscal year-end are included in the Corporation's Annual Report published in the first quarter of the fiscal year. The annual statements include a balance sheet; statements of income and retained earnings, and of cash flows; statement of subscriptions to and payment of capital stock by member countries; Report of the Auditors; and Notes to the financial statements. Notes include information on all significant accounting policies and other detailed disclosures. The Corporation's Annual Report is available at [www.iic.int](http://www.iic.int). Budget and budget-execution information will be made available to the public, in an aggregate form, through the Corporation's website.

## C. INSTITUTIONAL INFORMATION

### 1. Board of Governors

All of the powers of the Corporation are vested in the Board of Governors. The Corporation publishes an Annual Report that is available to the public, which lists the member countries of the Corporation, the Governor for each of the member countries, and the capital stock

subscription and payments by the member countries. The Summary Proceedings of the Annual Meetings of the Board of Governors will be available to the public through the Bank's website, and include all of the decisions taken by the Board of Governors at the Meetings and by mail vote since the last Meeting, and the speeches of the Governors at the Annual Meetings.

## 2. Board of Executive Directors

The Board of Executive Directors is responsible for the conduct of the operations of the Corporation, and for that purpose may exercise all the powers given to it by the Agreement Establishing the Inter-American Investment Corporation, or delegated to it by the Board of Governors. The Corporation publishes an Annual Report that is available to the public, which, in addition to the information referred to above, lists the Director who represents each member country.

Agendas for the meetings of the Board of Executive Directors and modifications thereof will be made available to the public at the same time that they are made available to the Executive Directors. Unless otherwise determined by the Board of Executive Directors, all reports by the chairs of the committees of the Board of Executive Directors on the committees' discussions of operational policies will be made available to the public at the same time that the respective document is made available to the public.

Major decisions of the Board of Executive Directors, such as those relating to the approval of operations, cooperation activities and certain policy or strategy issues, are available to the public through press releases issued by the Corporation. Major decisions made by Management which are likely to be of interest outside the Corporation are generally announced through press releases and on the Corporation's website. No later than sixty calendar days after the Board of Executive Directors approves the minutes of a meeting of the Board, such minutes will be made available to the public, with material deemed by the Board as too sensitive for public distribution redacted.

## 3. Management and Staff

The organizational structure of the Corporation, the names, contact information and positions for the Management of the Corporation is available to the public. General information on the Corporation's salary structure, the methodology employed in establishing salary levels, staff benefits and other related information is available to the public. Descriptions of positions advertised for recruiting purposes externally are publicly available. The Corporation's general human resources objectives and strategies also will be made available to the public.

## 4. Legal Information

The Agreement Establishing the Inter-American Investment Corporation and other basic documents of the Corporation, including the By-Laws of the Corporation, the Regulations of the Board of Governors, the Regulations of the Board of Executive Directors, and the Regulations for the Election of Executive Directors of the Corporation are available to the public.

Due to their sensitive nature, contracts, agreements and other legal documents relating to loans, equity investments, guarantees and other financial operations will not be made available to the public.

Other bilateral or multilateral agreements, including cooperation agreements between the Corporation and other entities, or agreements for the establishment of trust funds, will be made available to the public after they have been signed and have entered into effect, provided that the parties to such agreements have given their consent.

The Corporation has an internal grievance process available to all Corporation staff, which includes access to a conciliation process and final resolution by the Bank's Administrative Tribunal. The decisions issued by the Administrative Tribunal in the context of this grievance process will be made available from the Executive Secretariat of the Tribunal.

Documents and proceedings relating to existing litigation to which the Corporation is a party will be available from the forum court in accordance with applicable local procedures.

#### 5. Independent Investigation Mechanism

The Corporation's activities are subject to an Independent Investigation Mechanism (the "Mechanism"), which may apply in cases of complaints that the Corporation has failed to follow its own formally adopted operational policies applicable to the design, analysis or implementation of proposed or ongoing Corporation-financed operations, when as a result of such failure material adverse effects have occurred or might reasonably be expected to occur.

The rules and procedures relating to the establishment and functioning of the Mechanism, a Panel's report related to a request for investigation and the Corporation's response thereto will be made available to the public, subject to the rules governing reporting and disclosure requirements of the Mechanism. Annexes to the report which contain information that is confidential in accordance with Corporation policies will not be released.

In addition, the Corporation will make publicly available the report of Management on the implementation of preventive or corrective measures taken to ensure compliance with the applicable Corporation policies or norms, as decided by the Board of Executive Directors in response to a Panel's investigation and Management's response. Unless confidentiality issues are raised in reference to that document pursuant to this Policy, a copy of the report will be made available to the public within the time period specified in the Independent Investigation Mechanism rules and procedures. In the event that confidentiality issues are raised in connection with the document, an abstract of the report will be prepared for public release. If the confidentiality issues are resolved, the full report will be released.

Finally, a notice that the Corporation has received a request for investigation (once the Independent Investigation Mechanism Coordinator has asked the Chairman of the Board of Executive Directors to appoint an individual from the Roster of Investigators to review the request), and periodic updates setting forth the procedural status of requests for investigation under the Mechanism will be available to the public. The annual report of the Coordinator

concerning any requests received and investigations undertaken and their results will be available to interested parties.

#### 6. Fraud and Corruption

The Corporation has developed an institutional framework for strengthening its ability to combat fraud and corruption, including an independent oversight process carried out by the Bank's Oversight Committee on Fraud and Corruption ("OCFC"), which sits in a modified format when considering Corporation matters. The OCFC is responsible for ensuring that any allegations of fraud or corruption involving Bank and Corporation staff or Bank or Corporation-financed operations are properly investigated and addressed. The regulations of the OCFC and of the Office of Institutional Integrity ("OII"), which acts as Executive Secretariat of the OCFC and is responsible for conducting all investigations of fraud and corruption in support of the OCFC, and the OII annual report to the staff will be made available to the public through the Bank's website.

### IV. RESTRICTIONS

1. As indicated in Section II of this Policy ("Basic Principles"), information concerning the Corporation and its activities will be made available to the public in the absence of a compelling reason for confidentiality. Some restrictions on availability to the public of Corporation information are necessary to ensure the effective functioning of the Corporation and the need to avoid material harm to the business and competitive interests of the Corporation's clients. Unless otherwise specified herein, the following categories of information will not be made available to the public.
2. Client Information: The Corporation, as a financial institution promoting the development of, and investment in, private sector enterprises, has a duty to its clients to respect their nonpublic business information. Accordingly, proprietary or sensitive financial or business documents or information received by the Corporation from private sector entities will not be disclosed, unless permission is given by those private sector entities to release such information to the public or such disclosure is necessary in the context of enforcement or other legal action.
3. Legal Documents: Consistent with the practice of commercial banks and of most public sector financial institutions (for their private sector projects), the Corporation does not disclose legal documentation or correspondence pertaining to Corporation-financed private sector projects or investments. Due to their sensitive nature, contracts, agreements and other legal documents relating to loans, equity investments, guarantees and other financial operations will not be made available to the public. The Corporation currently publishes model legal documentation for certain types of operations on its website.
4. Disclosure Excluded by Applicable Law: The Corporation will not disclose documents, reports or communications in circumstances where disclosure would violate applicable law, such as restrictions imposed by securities or banking laws, or could subject the Corporation to undue litigation risk. In the context of litigation, the Corporation will require that its privileges and immunities under the Agreement Establishing the Corporation be respected.

5. Material Adverse Effect: The Corporation may delay or withhold the disclosure of certain information when, because of its content, wording or timing, disclosure is likely to have a material adverse impact on the interests of the Corporation, a member country, or a client or other stakeholders, or may affect negotiations in connection with a Corporation-financed project.
6. Confidential or Sensitive Information: (a) Information which is identified by a client, the donor of a trust fund or of cofinancing resources administered by the Corporation, or by the Corporation itself as confidential or sensitive, or as information that may adversely affect relations between member countries and the Corporation or between clients and the Corporation if disclosed, and that is included in any of the documents that are encompassed by this Policy, shall not be available to the public. The provisions of this paragraph shall be applied in a manner which is consistent with the basic principle that information concerning the Corporation and its activities will be made available to the public in the absence of a compelling reason for confidentiality.  
  
(b) Information that has been identified as confidential, sensitive, or adverse to relations with the Corporation shall be redacted from any version of the document that is made available to the public, with an indication of the sections from which text was redacted. In exceptional cases, the Corporation may restrict the release of such document in its entirety if: (i) the material considered confidential or sensitive, or as adverse to relations with the Corporation, is so extensive that disclosure of a redacted version is impracticable, or (ii) the client concerned objects to disclosure of a redacted version of one of the specific operational documents listed in paragraph (a) above.
7. Internal Documents: There is a need to preserve the integrity of the deliberative process and to ensure that there is an open and free exchange of ideas within the institution's governing bodies, i.e., the Boards of Governors and Executive Directors; between the Corporation and its member countries and agencies; between the Corporation and other national, international or bilateral organizations or clients; and within the Corporation's own decision-making structures, staff and management. Accordingly, there are restrictions to the availability of documents and information prepared within the context of these principles. Proceedings of the Board of Executive Directors and its committees are confidential in nature in accordance with the Regulations of the Board of Executive Directors. Consequently, records of the deliberations of the Board of Executive Directors (other than those specifically mentioned in this Policy) and documents prepared for the consideration of, or review and approval by, the Executive Directors will not be made available to the public, unless specific disclosure is approved by the Board.
8. Documents of the Board of Executive Directors: Documents, memoranda and information prepared by Executive Directors, their Offices, and the Management and staff (including consultants and advisors) of the Corporation for internal use are confidential in nature and will not be made available to the public.



9. Privileges: Except as otherwise set forth herein, information, documents or records that are subject to attorney-client privilege or other applicable legal privileges, or disclosure of which might prejudice an investigation or a pending or threatened legal dispute or negotiation, are confidential in nature and will not be made available to the public. This includes also disciplinary and investigatory information generated in or for the Corporation, except documents intended for public release pursuant to the Corporation's Independent Investigation Mechanism.
10. Confidentiality Agreements: The Corporation receives some documents and information from outside parties with the explicit or implicit understanding that their distribution within the Corporation will be limited, that they will not be disclosed outside of the Corporation, or that they may not be disclosed outside of the Corporation without the express consent of the source. The Corporation will respect such understanding and act accordingly.
11. Intellectual Property: The Corporation will not make available to the public intellectual property or other information which has been disclosed to the Corporation under any obligation of confidentiality, or intellectual property of the Corporation, except to the extent such disclosure is deemed to be in the best interest of the Corporation.
12. Financial Information: Internal financial information which may affect the Corporation's activities in capital and financial markets or to which such markets may be sensitive, including, but not limited to, liquidity investments, estimates of future borrowings and redemptions of borrowings, expected rates of interest, rates of return and financial ratios, financial forecasts and models, and documents dealing with financial matters not yet approved by the corresponding Corporation authorities shall not be made public.
13. Staff Information: The Corporation will maintain appropriate safeguards to respect the personal privacy of staff members and protect the confidentiality of personal information about them. Thus, individual staff records and personal medical information, as well as proceedings relating to internal performance matters, will not be made available to the public; provided, however, that this shall not limit the provision of information concerning specific staff members which may be released at the request of the staff member, or in accordance with Corporation policies intended to assure that staff members will meet their personal legal and financial obligations.
14. This description of restrictions to the Corporation's policy of making information available to the public is not intended to be comprehensive and exhaustive. Unforeseen circumstances may arise in which the Corporation's senior Management, after careful deliberation, giving due regard to the principles favoring disclosure, may determine that the best interests of the Corporation, its shareholders, or other stakeholders require nondisclosure of specific information.

## **V. OTHER**

1. This Policy shall apply and shall supersede the provisions of any other Corporation policies on disclosure requirements with respect to documents prepared after December 1, 2005 with

the exception of the financial information referred to in Section III.B and the documents of the Board of Executive Directors referred to in Sections III.A.1. and III.C.2 above, for which the effective dates of the Policy will be March 1, 2006. The availability to the public of documents prepared between January 1, 1999 and December 1, 2005 shall be determined in accordance with document CII/GN-129-3 and any applicable agreements between the Corporation and its clients.

2. Historical information retained by the Corporation will be made available to the public, upon request, 20 years after issuance. Historical information that was not publicly available at the time of its issuance, but would be publicly available under this Policy, is publicly available upon request five years after issuance; provided, however, that information related to a Corporation-supported project or program may be made publicly available only after the project or program has been completed and the client has given its consent to such proposed disclosure. Requests for historical information must clearly identify in writing the specific information that is requested; general requests for access to such information will not be accepted. Historical information will be made available only after issues of confidentiality, sensitivity, and client concerns have been dealt with as appropriate, as determined by the Corporation in its sole and absolute discretion.
3. As a general practice, the Corporation will make information available to the public under this Policy without charge. The Corporation may charge reasonable fees for the use of document reproduction equipment and for the provision of copies of printed material, in accordance with cost recovery systems to be determined and publicized by the Corporation.
4. The Corporation's Corporate Affairs Unit will have primary responsibility for providing information to the public. Information will be made available through the Corporation's Internet Website and the Public Information Center at the Bank's headquarters. Information will be disclosed by methods appropriate to the nature of the information and intended recipients. Any request for a final determination regarding access to information under this Policy shall be addressed to the Corporate Affairs Unit at [icmail@iadb.org](mailto:icmail@iadb.org).
5. From time to time the Corporation revises the nomenclature used for the documents it produces. This Disclosure of Information Policy shall apply to documents which have the same purpose as those specifically named in the Policy, regardless of any change in nomenclature which may occur subsequent to the entry into effect of the Policy.
6. From time to time the Corporation may share or exchange information with the Bank and other entities within the institutions of the Inter-American Development Bank Group (the IDB Group), in the context of coordinating private sector activities. Entities of the IDB Group will not be considered third parties for purposes of this policy, and the documents that are not otherwise public may be shared with staff of these institutions. The Corporation will take appropriate steps to require that information shared within the IDB Group be handled in accordance with this policy and any applicable confidentiality agreements.
7. In accordance with the general principle that information will be made available in the absence of a compelling reason for confidentiality, the Corporation may decide as a matter of

practice to disclose information or documents which are not specifically named in Sections III.A, B and C above, subject to the restrictions set forth herein.

8. This policy will be subject to review by the Board within 4 years of its complete implementation.