

Near East Foundation Code of Conduct and Ethics

Area: Governance. Global

Approval Date: May 2011

Revised on: November 2014; April 2016; April 2017; May 2018

Administrator: Simona Ceci

The Near East Foundation (“NEF”) Code of Conduct and Ethics sets the principles and guidelines governing the relationship between the persons covered and the Foundation.

Persons Covered:

This Code of Conduct and Ethics is applicable to all members of the Board of NEF and to each officer and employee (whether “project employees,” consultants, interns or volunteers) of NEF (each, a “Covered Person”). All references herein to dealings with, or actions of or transactions with NEF also refer to dealings with, or actions of or transactions with, any subsidiary or affiliate of NEF and any other entity in which NEF has a substantial investment.

In all of their dealings on behalf of, or with NEF, each Covered Person must:

- Engage in and promote honest and ethical conduct, including by avoiding actual or potential conflicts of interest between personal and business or professional relationships;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated to the judgment of others;
- Produce full, fair, accurate, timely, and understandable financial disclosures;
- Comply with all applicable governmental laws, rules and regulations (including, but not limited to, those relating to disclosure of the business activities and/or performance of NEF);
- Ensure compliance with UN Secretary Generals Bulletin ST.SGB/2003/13 relating to sexual exploitation and abuse;
- Promptly report violations of this Code of Conduct and Ethics, or other codes of conduct or NEF policies by Covered Persons to the appropriate persons;
- Protect the confidentiality of non-public information about NEF and prevent the unauthorized disclosure of such information unless required by law;
- Ensure the responsible use of, and control over, all of NEF’s assets and resources entrusted to his or her care; and
- Assume accountability for compliance with, and the interpretation and enforcement of, this Code of Conduct and Ethics.

Implementing Policies and Procedures:

In furtherance of the general principles stated above, each Covered Person must adhere to the following set of implementing policies and procedures:

a) Avoidance and Handling of Conflicts of Interest Situations

- All Covered Persons shall exercise care that no detriment to NEF results from conflicts between their interest and those of NEF. Each Covered Person shall be sensitive to

potential conflicts of interest or the appearance of conflicts of interest, even if no actual conflict exists. Each Covered Person should be familiar with **NEF's Conflict of Interest Policy**.

- A “conflict of interest” exists when a Covered Person’s private interest interferes, or appears to interfere, with the interests of NEF as a whole. Such conflicts arise when a Covered Person, directly or indirectly, has a financial or personal interest in a contract or transaction to which NEF is a party. In addition, receipt by a Covered Person or member of his or her immediate family of an improper personal benefit as a result of the Covered Person’s position with NEF may be deemed a conflict of interest.

b) Community, Political, Charitable and other Outside Activities

- NEF generally encourages participation in community activities outside NEF. However, employees are expected to avoid any outside personal interest or activity (whether or not for profit) that will interfere with their duties to NEF. As a guideline, such activities should not encroach on time or attention employees should be devoting to NEF business, adversely affect the quality of their work, compete with NEF’s business, imply NEF sponsorship or support without express approval by NEF, and/or adversely affect the reputation of NEF.
- With regard to any outside paid work or consultancy, the employee should obtain written approval in advance from the country/ project director (or in the case of the country/ project director from the President, NEF). Any such work or consultancy should also be disclosed on the Conflict of Interest Certification.
- Short-term contract employees are subject to the same prohibitions on outside work during the actual time they are working on an assignment in a host country. To avoid potential double or overbilling of donors, or a conflict between two jobs, NEF generally does not hire short-term contract employees who are working for more than one client/donor or under more than one employment agreement at the same time. Any deviation from this practice must be reviewed and approved by the Country director/ President in advance.

c) Pre-existing Activities

- NEF asks all employees to disclose pre-existing active work activities or passive investments that are in effect when offered long-term employment. If a potential or real conflict is discovered, the project manager and country director will inform the President. The employee will be asked to mitigate the conflict by removing or excusing him/herself from the situation causing conflict, or not be able to be employed.
- No employee shall publicly utilize any affiliation of NEF in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the official position of NEF.

d) Protection and Proper Use of Assets of NEF

- Every Covered Person has a personal responsibility to protect the assets of NEF from misuse or misappropriation. The assets of NEF include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information (including any non-public information learned as an employee, officer or Board member of NEF).

e) Theft/Misuse of Company Assets

- NEF's assets may only be used for purposes as are approved by NEF. No Covered Person may take, make use of, or knowingly misappropriate the assets of NEF, for personal use, for use by another, or for an improper or illegal purpose. No Covered Person is permitted to remove, dispose of, or destroy anything of value belonging to NEF without NEF's consent, including physical items and electronic information.

f) Confidential Information/Privacy

- No person who is entrusted with information of a confidential or proprietary nature (about NEF, its donors, suppliers or other constituents) shall disclose that information outside NEF, either during or after service with NEF, except with written authorization of NEF or as may be otherwise required by law. Covered Persons may not use confidential information for their own personal benefit or the benefit of persons or entities outside NEF.
- Confidential information includes all non-public information learned as an employee, officer or Board member of NEF. It includes, but is not limited to:
 - a. Non-public information about NEF's financial condition or plans, its research and development, as well as information relating to donations and acquisitions;
 - b. Non-public information about discussions and deliberations relating to business issues and decisions, between and among Covered Persons; and
 - c. Non-public information about donations and solicitations, including, where applicable, donor contact information and records.

g) General Bulletin ST.SGB/2003/13

NEF (A) is committed to a conduct that prevent and respond to Sexual Exploitation and Abuse and (B) requires all its employees and sub-grantees to comply with UN Secretary Generals Bulletin ST.SGB/2003/13 relating to sexual exploitation and abuse. NEF and its staff commit to uphold the *LASC Six Core principles Relating to Sexual Exploitation and Abuse*, as outlined below.

- "Sexual exploitation and abuse by humanitarian workers constitute acts of gross misconduct and are therefore grounds for termination of employment.
- Sexual activity with children (persons under the age of 18) is prohibited regardless of the age of majority or age of consent locally. Mistaken belief regarding the age of a child is not a defense.
- Exchange of money, employment, goods, or services for sex, including sexual favors or other forms of humiliating, degrading or exploitative behavior is prohibited. This includes exchange of assistance that is due to beneficiaries.
- Sexual relationships between humanitarian workers and beneficiaries are strongly discouraged since they are based on inherently unequal power dynamics. Such relationships undermine the credibility and integrity of humanitarian aid work.

- Where a humanitarian worker develops concerns or suspicions regarding sexual abuse or exploitation by a fellow worker, whether in the same agency or not, he or she must report such concerns via established agency reporting mechanisms.
- Humanitarian workers are obliged to create and maintain an environment which prevents sexual exploitation and abuse and promotes the implementation of their code of conduct. Managers at all levels have particular responsibilities to support and develop systems which maintain this environment.”

In addition, NEF supports the Inter-Agency Standing Committee’s (IASC) Plan of Action to protect beneficiaries of humanitarian assistance from sexual exploitation and abuse, and regularly trains all its employees and sub-grantees globally on these standards as a condition of employment or retention.

Compliance with the Code of Conduct and Ethics:

A completed certificate attesting to compliance with this Code of Conduct and Ethics will be obtained from all Covered Persons by the Vice President (“VP”) of Operations and Legal Affairs on an annual basis; the VP will make all such certificates available to the Audit Committee or full Board, upon request.

Reporting Violations and Enforcement of the Code of Conduct and Ethics:

If you believe that a violation of any section of this Code of Conduct and Ethics may have occurred or may be occurring or if you have any questions about its requirements, you are encouraged and expected to bring the matter to the attention of the President, the VP, the Regional Director, Country Director, a member of the NEF Board of Directors or submit a complaint through NEF’s whistleblower line.

Covered Persons are encouraged to report the relevant facts promptly. Your prompt reporting is very important so that NEF can take action to stop the conduct before it is repeated. All reports will be followed up promptly, with further investigation conducted where needed to confirm the relevant facts. In conducting its investigations, NEF will keep the identity of individuals making reports confidential to the extent possible. One exception is if NEF is required by applicable law or the administrative or judicial process to reveal it.

Violations of this Code of Conduct and Ethics, condoning or knowingly failing to report a violation by you or anyone else, or failing to cooperate fully in any investigation of any violation, will result in disciplinary action, which may include termination of employment. Any Covered Person found to have violated this Code of Conduct and Ethics may also be subject to the reduction or elimination of any severance amount or other benefits that may be offered by NEF in connection with the employee’s termination. Any Covered Person who violates this Code of Conduct and Ethics also may be subject to legal and financial liability.

NEF recognizes that false accusations have serious effects on innocent persons. If, after investigation, it is clear that a Covered Person who has accused another of violating this Code of Conduct and Ethics has maliciously or recklessly made a false accusation, the accuser will be subject to appropriate discipline, up to and including termination of employment. It is important to note, however, that the fact that a complaint is not substantiated or is determined not to constitute a violation of this Code of Conduct and Ethics does not mean that the complaint was maliciously or recklessly made.

No Retaliation:

Threats or acts of retaliation against a Covered Person who in good faith reports a possible violation of this Code of Conduct and Ethics, any other policy, mandate, or requirement of NEF, or other misconduct (including violations by Covered Persons or outsiders of donor requirements or the policies of a person or entity with whom NEF does business) are prohibited. In the event you feel you have been retaliated against for having made such a report, you should follow the above procedures.

Code of Conduct Certification of Compliance

I _____ hereby certify that, except to the extent noted below, I have read, understand and am in compliance with the terms of the Near East Foundation Code of Conduct and Ethics. I note the following exceptions and/or questions for consideration by the Chairman or President.

Please put a checkmark in the appropriate box

☐

None

Or

☐

I have the following exceptions and/ or questions (attach a separate sheet if necessary).

Date

Signature

Title

_____ ¹

¹ "Director", title of office if an officer, or "employee."