

Governance Policy Manual In Democracy School

Revised version 2020

The goal : Democracy School Governance includes the process of developing strategic leadership. This means setting the directions, making strategic decisions, evaluating the performance, and ensuring accountability and transparency.

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INTRODUCTION

ABOUT THE ORGANIZATION

A non-governmental - non-profit - neutral organization, a civil society organization established on April 27, 2002 AD by No. 199, Many projects and activities aimed at supporting human rights and promoting democracy in future generations were presented in word and practice through the Children's Parliament, which selects children from different groups to represent the governance of children's rights. And the establishment of many human rights groupings that are empowered to obtain their rights, including the rights of women through the "Women's Shadow Parliament", the Yemeni Girls' Union, future leaders, party youth and others. To achieve the goals, it is used to enhance societal and legal protection for children, women, the handicapped, refugees and marginalized groups. As well as promoting peace, social cohesion, dialogue and acceptance of others.

Vision

Society is respects human rights and acceptance of others.

Mission

Democracy School strives to be a leader locally and internationally in the field of rights and humanitarian work, and to deliver services to the target population in the best way, without discrimination, believing in the importance of that in building society.

Objectives:

- 1- Promote democratic values in society through future generations.
- 2- Respecting human rights in various circumstances and environments.
- 3- Protection of human rights, children, women, the disabled, refugees, marginalized groups, prisoners, and various groups.
- 4- Enhancing society's capabilities to protect rights and make them within its culture.

Our values:

Credibility, Transparency, Integrity, Sharing, Non-discrimination, and Innovation and creativity.

PHILOSOPHY OF GOVERNANCE

Good governance practices exist to achieve the best possible level of organizational performance; accordingly, ensuring good governance is the responsibility of the Board of Trustees. The Board's own operations and its work in ensuring good corporate governance are guided by the following principles:

- To carry out responsibilities in accordance with the highest ethical standards;
- To strive for consensus in decision-making;
- To conduct informed decision-making and to exercise good judgment in the establishment of the DS's strategic directions, the safeguarding of the DS's resources, and the monitoring of organization performance;
- To believe in a culture of ideas, challenges, and the continuous process of learning;
- To ensure clarity in individual and collective roles and responsibilities;
- To practice transparency in reporting and responding to requests for information from the Yemeni government and the public at large;
- To encourage open and honest communication between staff and management and the Board of Trustees;
- To value innovation, experimentation, and change as means to achieving continuous improvement; and
- To recognize and utilize evaluation as a tool for learning and accountability.

The Board of Trustees and Management adopts this framework of policies, rules, systems and processes in the Organization that governs the performance by the Board of Trustees and Management of their respective duties and responsibilities to founders and other stakeholders which include, among others, beneficiaries, customers, employees, suppliers, financiers, government and society in which it operates. They hereby commit themselves to the principles and practices contained in this Manual that are designed to ensure the independence of the Board and its ability to effectively supervise management's operation of the DS and guide them in pursuit of organization goals. They shall also undertake every effort necessary to create the necessary awareness of these principles and practices within the Organization in order to ensure proper internalization by every member of the Organization.

This Manual of Governance supplements and compliments DS's Articles of Incorporation and Amended By-Laws by setting forth principles of good and transparent governance. This Governance Manual and the rules and policies stated herein are not static; rather it is a "living document" to be reviewed annually in the context of changing regulations.

Over the Democracy School (DS), the Board, consisting of voting Trustees and non-voting Trustees (collectively the Board or Board members) has developed governance policies and practices to help it fulfill its responsibilities to the Organization and its stakeholders. These Board Governance Guidelines (Guidelines) provide a structure within which the Board and the Organization can effectively pursue DS's Mission. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines should be interpreted in the context of all applicable laws, and DS's Articles of Incorporation, Bylaws, policies and procedures manuals. The Guidelines are subject to future refinement or changes as the Board may find necessary or advisable.

Good governance in the democracy school is:

Exercising authority and management, on the basis of the established values of the organization, to achieve the mission and proper use of resources. Good governance includes providing support, reorganization, oversight, and monitoring of progress; And protect the interests of citizens. Ensure accountability to society, beneficiaries and donors through a process that is transparent, equitable and appropriate to the needs of the beneficiaries.

LEGAL STRUCTURE AND THE ROLE OF THIS GOVERNANCE MANUAL

Democracy School is registered with the Ministry of Social Affairs and Labor, (permit number 199) of 27th April 2002. The activities of the Organization and certain governance rules are laid out in the Articles of Incorporation.

This governance manual is complementary to, and consistent with, the Articles. It is intended to be a more user-friendly working document to codify governance operations and to enable members to modify the governance approach as appropriate without a need to revert to the higher level Articles.

The primary bodies in the governance structure of DS are:

- founder;
- Board of Trustees ("Board"); and
- Executive management

The governance structure is shown in diagrammatic form below, along with highlevel accountabilities:

In the democracy school

We pursue the principles of good governance that are represented in the following characteristics:

1. Sharing

All men, women and children have a voice in decision-making, either direct or indirect, as well as the capacities for constructive participation

2. Law rules

Legal frameworks are fair and implemented impartially, especially laws relating to human rights.

3. Transparency

We depend on the free flow of information. Processes, institutions and information are directly available to those concerned with them, providing sufficient information for their understanding and monitoring.

4. Response

All work and orientation in the DS is directed to serve all stakeholders (children).

5. Required by unanimity

In the democracy school, we seek to mediate the various interests in order to reach a broad consensus on what is in the interest of the group, and where possible, regarding policies and procedures.

6. the financial value

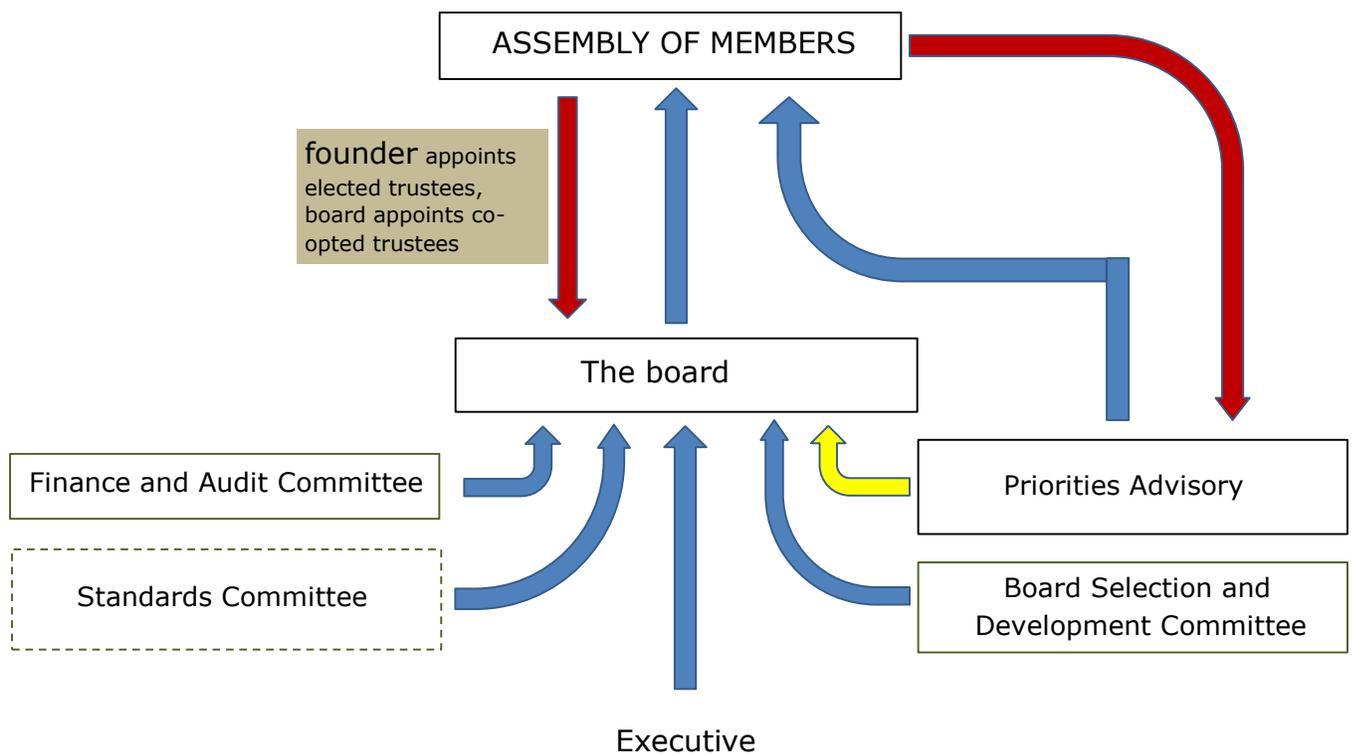
In a democracy school all men and women have opportunities to improve or maintain their well-being.

7. Effectiveness and efficiency

The democracy school strives for results that meet needs with the best use of resources.

8. Accountability

Decision makers in the Democratic School are accountable to the public, as well as to institutional stakeholders.



KEY



Makes appointment



Accountable to



Provides advice to



Mandatory elements of the governance structure



Discretionary – functions can be discharged by Board as a whole or by formation of a committee, at the Board’s discretion

The governance structure is designed to ensure appropriate checks and balances over key decisions, and in particular to ensure that conflicts of interest and loyalty regarding resource allocation and strategic direction are avoided.

GOVERNANCE STRUCTURE

The components of governance in the Democracy School of (Senior Management):

- 1- The Founder.
- 2- The Board of Trustees (a non-institutional advisory body).
- 3- Executive Director.

The departments concerned with implementing the governance policy at the Democracy School of:

- 1- Senior management
- 2- The internal auditor
- 3- Quality management and performance evaluation to check compliance policy.

Tools of Governance Policy in Democracy School:

- ✓ Compliance and Transparency Report.
- ✓ Accountability reports
- ✓ Annual questionnaire on conflicts of interest.

ROLE OF THE BOARD

The Board derives its authority from and is accountable to the founder of DS for achieving the purposes set forth in the Articles of Incorporation and the Bylaws. On behalf of the members, the Board has total authority over and total accountability for DS. DS exists to benefit society through achievement of its mission.

The Board is a fully functioning governing body. Its role is trustee and includes a wide range of interests and responsibilities typically associated with a governing body – strategic planning, risk management, organizational and management capacity, internal control, ethics and values, and communications with stakeholders.

The fundamental responsibility of advisory board (as defined below) is to exercise their business judgment to act in what they reasonably believe to be the best interests of DS and for the benefit of the society as a whole. Actions of the Board should reflect the Board's collective action after taking due reflection.

It is the duty of the advisory board to oversee management's performance to ensure that DS operates with efficiency and effectiveness, in a fiscally responsible and accountable manner and, where practicable and not inconsistent with DS's other

obligations under the Bylaws, and in a manner that is responsive to the needs of the society. The advisory board will also be responsible for overseeing the development of DS's Operating Plan and Strategic Plan (each as defined in the Bylaws).

Some of the Board's key responsibilities are to ensure that DS's ethics are managed effectively, that DS as a whole (as well as individual Board members and personnel) operates pursuant to the highest ethical standards, that DS complies with applicable laws, and that DS considers adherence to the best practices in all areas of operations. In overseeing the development of DS's strategy, the Board has a responsibility to assure that strategic work and business plans do not give rise to risks that have not been assessed by DS's executive management. To that end, the Board has a role in overseeing executive management in the assessment and governance of enterprise risk management and sound information technology planning to meet the long-term needs of DS.

Directors are individuals who have the duty to act in what they reasonably believe are the best interests of DS and are not representatives of the entity that selected them, their employers, or any other organizations.

The Board and Selection; Independent Trust Members

1. Board Size

The Board has 8 voting members (Trustees). Only Trustees shall be included in determining the existence of quorums, and in establishing the validity of votes taken by the Board.

2. Board Composition

The Board should ideally have 8 or more trustees. The articles allow for a wider. The essential criteria for the composition of the Board are:

- Minimum of three trustees elected by the Founder.
- There must always be more elected than co-opted trustees – reinforcing the importance of a member-led and governed organization.

Good practice recommendation: a minimum of two co-opted trustee posts enables additional skills to be brought in if so desired. This is at the discretion of the Board.

The appointment of Members is set out in DS's Bylaws as follows:

- Internal Members: The Founders as defined in the by-laws shall automatically be eligible for nomination to the Board as an Internal Members. The Board shall be comprised of no less than (4) Internal Members.
- External Members: Based upon the Board's assessment of the skills, knowledge and expertise needed to assist the Board in the execution of its fiduciary duties, a maximum of four (4) External Members may be appointed by the Board for three year terms, renewable with Board approval.

3. Selection of Board Members

Board Members are selected in accordance with the procedures set in DS's Bylaws.

4. Board Membership Criteria

The Nominating Committee, Supporting Organization seek to ensure that the Board is composed of members who in the aggregate display diversity in geography, culture, skills, experience and perspective. In accordance with of DS's Bylaws, the Board is to be comprised of individuals who meet the following requirements:

- a. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making.

- b. Persons with an understanding of DS's Mission and committed to the success of DS.
- c. Persons who will produce the broadest cultural and geographic diversity on the Board consistent with meeting the other criteria set forth in DS's Bylaws.
- d. Persons who are able to work and communicate in written and spoken English and Arabic.

5. Term Limits

The Board has determined that it is in the best interest of DS and its stakeholders to strike a balance between Board continuity and Board evolution. Board members who serve on the Board for an extended period of time are able to provide valuable insight into the operations and future of DS based on their experience with, and understanding of, DS's Mission, history, policies and objectives. However, term limits ensure that the Board will continue to evolve with the infusion of fresh ideas and new perspectives. At present, Board members are not allowed to serve more than eight consecutive years, three-year terms on the Board, other than the CEO. A person selected to fill a vacancy in a term shall not be deemed to have served that term (See Bylaws).

6. President, Board Chair and Vice-Chair:

The Chairman of the Board of Trustees (consultants) is the founder and Vice-Chair in the manner that it determines to be in the best interests of DS. The Board shall annually elect a Vice-Chair from among the Trustees.

7. Post-Service Limitation

Following a Board Member's service on the Board, such Board Member will not disclose or otherwise use any confidential information of DS or confidential information of any third party obtained through the Board member's service on the Board. In addition, a former Board member should not benefit, directly or indirectly, from the knowledge gained or decisions taken while being a Board member or after ceasing to be on the Board.

Board Meetings; Involvement of Senior Management and Independent Advisors

8. Board Meetings – Frequency

The Board will generally hold regularly scheduled meetings throughout the year and will hold additional special meetings as necessary, subject to a minimum of four Board meetings per year. In addition, the Board generally has informal meetings from time to time to review and discuss DS's operations and policy matters. Each Board member is expected to attend both scheduled and special meetings, except if unusual circumstances make attendance impractical.

9. Board Meetings – Agenda

At least seven days in advance of each Board meeting (or if not practicable, as far in advance as is practicable), a notice of such meeting and, to the extent known, an agenda for the meeting will be shared via emails. Board meeting agendas will be set by the Chair of the Board, following consultation with DS's management and taking into account suggestions from other members of the Board

The Chair, with input from the Chief Executive Officer and the Secretary, shall propose an agenda after evaluating potential new business items submitted by the Board of Trustee members and others.

Board agendas are approved by the Board at the beginning of each meeting.

Agendas and related documents or motions for Board approval shall be provided to the Board of Trustee members ten (10) days prior to the Board meeting.

10. Advance Distribution of Materials

All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. Each Board Member is expected to review this information in advance of the meeting to facilitate the efficient use of meeting time. Each Board Member is expected to be prepared for Board meetings and provide appropriate and constructive input on matters set forth in the agenda. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

11. Board Meetings – Attendance

Board members must attend all scheduled meetings of the Board, including meetings called on an ad hoc basis for special matters, unless prior apology has been submitted to the Chair or the Secretary. Meetings require the minimum quorum as specified in the DS Bylaws. Subject to DS's Bylaws, Board Members may participate in a meeting of the Board or any committee of the Board through use of: (i) conference telephone or similar communication equipment, provided that all Board Members participating in such a meeting can speak to and hear one another; or (ii) electronic video screen communication or other communication equipment. Management is encouraged to invite DS personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered, however invited attendees do not count toward the required quorum. Invited attendees are not permitted to vote.

12. Board Meeting Voting

Trustee members have a responsibility to present their views and address relevant issues. Consensus shall be sought for decisions put before the Board. Consensus is defined as a minimum of seventy percent (70%) “fully support” and thirty percent (30%) “can live with it”.

A majority vote shall prevail when consensus cannot be reached.

13. Electronic Voting

- a. Board voting may be conducted electronically between Board meetings, but requires unanimous consent of all Board of Trustee members eligible to vote.
- b. Electronic voting that obtains unanimous consent of all Board of Trustee members eligible to vote shall become effective immediately after the close of voting.
- c. Electronic voting that does not obtain unanimous consent shall require a confirmation vote at the Board’s next meeting.
- d. The voting period on electronic business closes thirty (30) days after the posting.
- e. At the request of the Chair, on time-sensitive votes, the voting period on electronic business may be reduced to ten (10) days after posting.

14. Types of Board Sessions

- Closed Session – Board of Trustee members only.
- Restricted Session – Board of Trustee members with invited staff and/or advisors, as appropriate.
- Open Working Session – Board, staff and other participants.

15. Implementation of Decisions

Board decisions that are to be implemented by DS should be communicated in a clear and understandable manner and, when determined appropriate by the Board, with implementation timelines. The Board will monitor and oversee management's implementation of such Board decisions.

16. Board Meetings – Minutes

The minutes of each Board meeting shall be prepared by or under the direction of the Secretary as soon as practicable following the meeting, for approval by the Board at its next Board meeting, if feasible, or as soon thereafter as is practicable. Minutes shall be provided to Board of Trustee members no later than twenty-one (21) days following the meeting.

17. Board Orientation

New Board of Trustee members receive an orientation from the Secretary of DS governance, finances, and operations. Existing Board of Trustee members, including the CEO, may also participate in the orientation if desired.

Approval of minutes shall be conducted by electronic voting.

The voting requirement identified in 13.a and 13.b shall apply.

18. Access to Employees

The Board should have access to DS's Executive Team members to ensure that Board members can ask all questions and glean all information necessary to fulfill their duties. The CEO with the Board, can develop a protocol for making inquiries to the Executive Team.

19. Access to Independent Advisors

The Board and its committees have the right at any time to retain independent outside auditors and financial, legal or other advisors. Individual Trustees may not retain outside advisors without prior Board or committee approval, as applicable. DS will provide appropriate funding, as determined by the Board, to compensate those independent outside auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties. It is expected that DS will assist the Board and committees in retaining outside advisors.

20. Compensation Consultant Independence

The Compensation Committee has sole authority to retain and terminate compensation consultants that advise the Compensation Committee, as it deems appropriate. It is the policy of the Compensation Committee that any compensation consultant retained by the Compensation Committee must be

independent of DS's management. It is expected that DS will assist the Compensation Committee in retaining outside advisors.

21. Executive Sessions of Non-Management Directors

The non-management Board members will meet regularly in executive session, i.e., without management present. These executive sessions will be called and chaired by the Chair of the Board and, in the absence of the Chair, by the Vice-Chair of the Board. These executive session discussions may include such topics as the Chair (or Vice-Chair, as applicable) determines.

Accountability

22. Annual Report.

The Board shall publish, at least annually, a report describing DS's activities including an audited financial statement and a description of any payments made by DS to Board members (including reimbursements of expenses). This report will be prepared and sent to each member of the Board and to such other persons as the Board may designate, no later than one hundred twenty (120) days after the close of DS's fiscal year. (See Bylaws) The Board will oversee and ensure the integrity of the annual audited financial statement report. In doing so, the Board will ensure that it has an effective Audit Committee, made up of independent Directors.

Performance Evaluation; Development and Succession Planning

23. Annual CEO Evaluation

The Chair of the Compensation Committee leads the Compensation Committee in conducting a review of the performance of the CEO at least annually. The Compensation Committee establishes the evaluation process for the review of the CEO's performance. The evaluation results are reviewed and discussed with the non-management Board members, and the results are communicated to the CEO. The Board Governance Committee, from time to time, is to review and advise on the effectiveness of the relationship between the CEO and the Board.

24. Development and Succession Planning

A primary responsibility of the Board is planning for CEO succession and overseeing the identification and development of executive talent. The Board, with the assistance of the Compensation Committee and working with the CEO and the human resources department, oversees executive officer development and corporate succession plans for the CEO and other executive officers to provide for continuity in senior management.

The Board will maintain an emergency succession contingency plan should an unforeseen event such as death or disability occur that prevents the CEO from continuing to serve. The plan will identify the individuals who would act in an emergency and their responsibilities. The contingency plan is to be reviewed by the Board annually and revised as appropriate.

The Board may review development and succession planning more frequently as it deems necessary or desirable.

25. Board and Committee Self-Evaluation

The Board Governance Committee is responsible for facilitating periodic evaluations of the performance of the Board and each of its members. To assist in the process, the Board should maintain an annual work plan that shows the required annual activities. This work plan also guides the number and timing of meetings as well as agenda formation.

Each Board committee should conduct an annual review of its charter, as well as an annual performance evaluation. Evaluation results should be reported to the Board. Each committee's report generally should include an assessment of the committee's compliance with the principles set forth in these Guidelines, the committee's charter and identification of areas in which the committee could improve its performance, including an assessment of whether the committee is constituted with Board members with the required skills necessary for that committee.

Board Compensation

26. Board Compensation Review

The Board will periodically review the compensation paid to Board members that are eligible for it and have elected to receive compensation, and whether it is in the best interest of DS to increase or decrease the amount of such compensation. In doing so, the Board will retain an independent compensation expert to consult with and to advise the Board regarding Board member compensation arrangements and to issue to the Board a reasoned written opinion from such expert regarding the ranges of reasonable compensation for any such services by a Board member. After having reviewed the expert's written opinion, the Board will have the opportunity, if needed, to meet with the expert to discuss the expert's opinion and to ask questions of the expert regarding the expert's opinion, the comparability data obtained and relied upon, and the conclusions reached by the expert. The Board will adequately document the basis for any determination the Board makes regarding a Board member compensation arrangement concurrently with making that determination. (See Bylaws).

Board Committees

27. Number, Type and Composition of Committees

The Board may establish or eliminate Board committees as it deems appropriate, except as required or prohibited by law. Each committee will perform its duties as assigned by the Board in compliance with DS's Bylaws and the committee's charter.

Also as the Board deems appropriate, the Board may delegate certain functions to committees, except for those matters specifically reserved by law or by the Bylaws to be handled by the Board. Any delegation must be specifically included in the committee charter approved by the Board.

The composition of each committee will be determined from time to time by the Board with due regard to the relevant experience, expertise and skills of committee members. Only Trustees may be appointed to a committee of the Board as voting members, provided, that a Liaison may be appointed as a liaison to a committee consistent with their non-voting capacity. If a person appointed to a committee of the Board ceases to be a Board member, such person will also cease to be a member of any committee of the Board. The Board may designate one or more Trust Member as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Committee members may be removed from a committee at any time pursuant to the provisions of the Bylaws. Unless appointed by the Board, the selection process for each committee chair will be set forth in each committee charter. (See Bylaws).

28. Committee Meetings and Agenda

The chair of each committee is responsible for developing, together with relevant DS, the committee's general agenda. The chair and committee members will determine the frequency and length of committee meetings consistent with the committee fulfilling its obligations as set forth in the committee's charter.

Board Education

29. Board Member Orientation and Continuing Education

The Board Governance Committee and DS are responsible for Board member orientation programs and for Board member continuing education programs to assist Board members in maintaining skills necessary or appropriate for the performance of their responsibilities.

- a. A formal induction and orientation programs are designed to familiarize new Board members with DS's businesses, strategies and policies (including these Guidelines) and to assist new Board members in developing the skills and knowledge required for their service.

- b. Continuing education programs for Board members may include a combination of internally developed materials and presentations, programs presented by third parties, and financial and administrative support for attendance at qualifying university or other independent programs. These programs should include training on Conflicts of Interest and Confidentiality.

Board Workshops

30. Purpose of Workshop

The Board will periodically hold workshops in conjunction with DS to, among other things, facilitate discussion about DS's overall strategic focus.

- a. At each workshop, or as often as reasonably feasible, the Board should set aside time to discuss legitimate needs, interests and expectations of DS's stakeholders.
- b. Once every two years the Board should, in conjunction with management, ensure that the strategic focus aligns with DS's stated purpose, discuss and agree on DS's main value drivers, and assess continued engagement with all stakeholders.

Board Policies

31. Compliance with Existing Policies

Each Board member must comply with the terms and conditions of these Guidelines and policies adopted by the Board, including the Board Conflicts of Interest Policy and Code of Conduct.

A Board Member who knowingly violates these Guidelines, the Board Conflicts of Interest Policy or Code of Conduct may be subject to a system of graduated sanctions, commencing with a formally recorded warning, leading to a written reprimand, and as a result of repeated offenses leading to removal from the Board. Nothing in these Guidelines will limit the ability of the Board to remove a Board member pursuant to DS's Bylaws and to the extent permitted by applicable laws.

32. Policy Review and Revision

The Board expects to review these policies periodically, as appropriate. Such a review should generally include an assessment of the Board's compliance with these policies, as well as identification of areas in which the Board could improve its performance.

The Secretary distributes to each member of the Board a copy of the proposed new or amended policy and its rationale at least ten (10) days in advance of the Board meeting at which the first reading is scheduled.

The Board may amend its policies provided that the first reading of a new or amended policy is discussed during a meeting of the Board, at which time a non-binding consensus vote may be taken.

At the direction of the CEO, the second reading and vote on the proposed new or amended policy, including further revision arising from the first reading, may be conducted during a Board meeting or via electronic voting. The new or amended policy shall take effect immediately upon completion of a vote during a meeting of the Board (provided either consensus or a majority vote is obtained) or an electronic vote (provided unanimous consent of all Board of Trustee members eligible to vote is obtained).

TERMS OF REFERENCE FOR THE BOARD

Duties and Responsibilities

A. Managing the Affairs of the Board

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including:

1. Planning its composition and size;
2. Annually reviewing, in conjunction with the CEO, the skills and experience represented on the Board in light of the strategic direction of DS, for the purpose of determining the criteria for electing and appointing Trustees;
3. Selecting its Chair, Vice Chair, and Secretary and planning for Chair succession;
4. Ensuring that new Trustees are appropriately oriented;
5. Implementing an appropriate process for assessing the effectiveness of the Board, Board Chair, Committees, and the contribution of Trustees; and
6. Assuming responsibility for DS's governance practices including developing a set of governance principles and guidelines that are specifically applicable to DS.

B. Management and Human Resources

The Board has the responsibility to:

1. Appoint and replace the CEO, and monitor the CEO's performance;
2. Approve terms of reference for the CEO;
3. Approve the CEO's goals and objectives for each upcoming year; and, at least annually, review the CEO's performance against these goals and objectives;
4. Approve the CEO's compensation;
5. Performance monitoring of the Chief Executive Officer.
6. To the extent feasible, satisfy itself as to the integrity of the CEO and other senior officers, if any, and that the CEO and other senior officers, if any, create a culture of integrity throughout DS;
7. Ensure plans are made for management succession and development, including appointing, training and monitoring senior management, if any; and
8. Provide advice to the CEO in the execution of his/her duties.

C. Mission, Strategy and Plans

The Board has the responsibility to:

1. Strategic direction and governance leadership of DS, consistent with the Purposes expressed by the members.
2. Adopt a strategic planning process;
3. Participate with management in the development of, and ultimately approve, DS's Vision, Mission, Goals, and Roles;
4. Annually participate with management in the development of, and ultimately approve a strategic plan for DS that takes into Account, among other things, the opportunities and risks facing DS;
5. Approve annual operating budgets that support DS's ability to meet its strategic plan; and
6. Monitor DS's progress towards the objectives set in the strategic and operating plans.

D. Financial and Risk Issues

The Board has the responsibility to:

1. Take reasonable steps to ensure the implementation and integrity of DS's internal control and management information systems;
2. Ensure management identifies the principal financial and nonfinancial risks to DS and implements appropriate systems and programs to manage these risks;
3. Monitor operational and financial results;
4. Approve the periodic allocation of financial resources which are not included in the annual approved budget;
5. Approve annual financial statements, and approve release thereof by management; and
6. Recommend the appointment of external auditors to the Members and approve auditors' fees.
7. Fiduciary oversight of DS's assets, financial position, and legal and tax statuses.

E. Policies and Procedures

The Board has the responsibility to:

1. Approve and monitor compliance with all Board policies and significant operating policies (e.g. high level human resource or financial policies), which govern DS;

2. Monitor compliance with the Code of Conduct and Conflict of Interest and grant any waivers for the benefit of Directors or Officers;
3. Direct management to implement systems designed to ensure that DS operates at all times within applicable laws and regulations, and to the highest safety, ethical, and moral standards.
4. Written policies that direct and govern the organization.
 - a. Governance Policies: define the Board’s philosophy and how it governs itself and the Board’s own operations.
 - b. Relationship Policies: specify the authority and responsibilities that the Board delegates to the chief executive officer.
 - c. Limitations Policies: define the actions or activities of the President, Secretary, and Chief Executive Officer that are prohibited by or unacceptable to the Board.
5. Compliance monitoring of board policies. A given board policy may be monitored as follows:
 - a. Performer's Report

Disclosure of compliance information to the Board from the Chief Executive Officer.
 - b. External Report

Discovery of compliance information by a disinterested, external auditor or inspector who is selected by and reports directly to the Board. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
 - c. Direct Board Inspection

Discovery of compliance information by a Board of Trustee member, a Board Committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board, which allows a “prudent person” test of policy compliance.

F. Communication to Members and Stakeholders

The Board has the responsibility to:

1. Ensure DS has in place a policy to enable management and the Board to communicate effectively with members and other stakeholders;
2. Assist and support DS in communicating its mission to all stakeholders;
3. Ensure the financial and operational performance of DS is adequately and promptly reported as required by law;

4. Ensure financial results are reported fairly and in accordance with generally accepted accounting principles;
5. Ensure timely reporting of any other developments that have a significant and material effect on the performance of DS; and
6. Report annually on the Board's stewardship for the preceding year (Annual Report).

G. General Legal Obligations of The Board

The Board is responsible for directing management to ensure legal requirements have been met, and documents and records have been properly prepared, approved, and maintained.

Legal duties are imposed on Trustees. The basic legal duties are imposed at common law and by Yemenis laws.

Directors are under a fiduciary duty to DS to carry out the duties of their office:

1. honestly and in good faith;
2. in the best interests of DS; and
3. with the care, diligence, and skill of a reasonably prudent person.

The Board is responsible for reviewing and recommending changes in the by-laws and matters requiring Member approval.

H. Other Responsibilities:

Approvals of the following:

1. Governance document revisions:
 - a. Articles of Incorporation (prior to a membership vote)
 - b. Bylaws (prior to a membership vote)
 - c. Governance Policy Manual
 - d. Financial Management Policy
 - e. Gift Acceptance Policy
 - f. DS Member Discipline Procedure
 - g. Mission, Vision, Ends and Strategic Roadmap
2. Appeals decisions
3. Election of a member to DS Fellow status
4. Awards:
 - a. Annual Medal of Honor recipient
 - b. Establishment/Elimination of Awards

5. Chief Executive Officer:
 - a. Total compensation package
 - b. Approval of Chief Executive Officer candidate
 - c. Organizational/Performance Objectives
 - d. Employment contract
6. Financial:
 - a. Annual Business Plan
 - b. Financial Management Plan
 - c. Presidential Travel Expenses Policy
 - d. DS Investment Policy
7. Governance:
 - a. Annual agenda
 - b. Written reports of Board Committees
 - c. Establishment / elimination of Board Committees (except for those identified in the DS Bylaws)
 - d. Merger, acquisition, or establishment of a new subsidiary or affiliate
 - e. Meeting minutes
 - f. Policy development
 - g. Nominees for Board Committees
 - h. Vacated Board positions
8. Disclosure and transparency policy:
 - Publish financial and administrative reports on the website and Google documents.
 - Clear and easy financial list.
 - An internal auditor independent of the executive management.
9. Preventing Conflict of Interest Policy:
 - Recruitment and volunteering.
 - Membership of the Board of Trustees.
 - The contracted companies (goods companies, contracting companies "civilworks", consulting firms) in addition to individual consulting services.
10. Partnerships policy, cooperation with other organizations, and joint implementation of joint projects:
 - The terms of reference for the agreements
 - The policy of requesting partnerships and cooperation with local, regional and international networks.

- The policy of requesting partnership with a governmental or semi-governmental organization, United Nations organizations, or local and international organizations.

11. Compliance policy with internal and external laws and regulations:

- Compliance with the constitution and government laws and their appendices from the executive regulations and government decisions related financially and administratively with civil society organizations.
- Compliance with the internal system of the Democracy School .
- Compliance with the code of ethical conduct and protection policy.
- Compliance with the decisions of the Democracy School.

12. Anti-discrimination policy:

- Combating discrimination on the basis of gender.
- Combating discrimination on the basis of color.
- Combating discrimination based on belief.
- Combating discrimination based on ethnic preference.

13. Quality policy and performance evaluation.

14. Retention / Destruction Policy - for documents:

- Policy of Retention financial documents (paper / electronic).
- The policy of Retention administrative documents (paper / electronic).
- The policy of destroying the financial and administrative documents of the Democracy School.

I. Composition

The Board shall include persons of character, integrity, talent and experience who are loyal to DS's mission and seek to foster diversity across the organization. Diversity, as defined by the Board, includes but is not limited to, culture, national origin, age, gender, technical/managerial position, race, physical ability, industry sector and geographic location.

BOARD CALENDAR [Sample Only]

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
A. Strategies, Plans and Performance												
i) Review Vision, Mission and Values						X						
ii) Situational Analysis						X						
iii) Preliminary review of Strategic Plan									X			
iv) Review and Approval of Strategic Plan										X		
v) Balanced Scorecard – Review and approval of Organizational Scorecard Performance Measures and Targets			X									
vi) Review and approval of budget assumptions										X		
vii) Review and approval of Operating Budget												X
B. Financial Control												
i) Appoint External Auditors					X							
ii) Set Audit Fees											X	
iii) Approve Annual Audited Statements					X							
iv) Review Quarterly Financial Results					X				X		X	
v) Finance and Audit Committee Reports					X				X	X	X	X
C. Human Resources and Compensations												
i) Approve CEO Annual Objectives												X
ii) CEO Performance Evaluation												X
a) Develop evaluation inputs										X		
b) Review evaluation results with full Board												X
c) Conduct evaluation discussion with CEO												X
iii) Approve CEO Compensation												X
iv) Review compensation philosophy and guidelines			X									
v) Review senior management compensation plans			X									
vi) Review benefit and pension plans			X									

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
vii) Review Management Succession and Development Plans			X									
D. Governance												
i) Review Board Profile, Trustee Criteria & Nominating Committee Process		X										
ii) Review and approval of Trustee Candidate Slate (Nominating Committee Report and Recommendations)			X									
iii) Review Communications Policy	X											
iv) Appoint Officers					X							
v) Appoint Committee Chairs and Members								X				
vi) Annual Meeting					X							
vii) Trustee/Board Chair/Committee Evaluation			X									
viii) Board Manual Review				X								

Role Descriptions and Person Specifications

A. Trustee Duties

- To ensure that DS complies with its governing document, the Yemeni Law and Regulations of Foundations and NGOs Law No. 1 of 2001, Income tax law, and any other relevant legislation or regulations.
- To ensure that the organisation pursues its objects as defined in its Articles of Association, and that it uses its resources exclusively in pursuance of its objects.
- To ensure that the organisation operates within the parameters laid down by the members in the DS Governance Manual.
- To contribute actively to the Board in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets.
- To safeguard the good name and values of the organisation.
- To ensure the effective and efficient administration of the organisation.
- To ensure the financial stability of the organisation.
- To protect and manage the property of the organisation and to ensure proper investment of funds.
- To monitor the performance of the Chief Executive.
- To appoint the permanent Chief Executive.

In addition to the above duties, each trustee should use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This includes:

- scrutinising Board and committee papers,
- leading discussions,
- focusing on key issues,
- providing guidance on new initiatives,
- other issues in which the trustee has special expertise.

In all actions, elected trustees must remain conscious of the fact that, as a Board trustee, all conflicts of loyalty with their own organisations are to be avoided or disclosed. Decisions must be taken solely with the best interests of DS in mind.

B. Commitment

It is anticipated that there will be four Board meetings a year:

- Two 'virtual' meetings by electronic means, lasting 2-3 hours each.
- One physical meeting, lasting one day, to be held at the secretariat's primary location, to enable Board-secretariat interaction.
- One other physical meeting at a location to be determined by the Board. This may be close to a member's operational activities, to enable greater interaction between the Board and the work of DS 's membership.

In addition, trustees may be requested to provide support and guidance to the Chief Executive and other secretariat staff between meetings.

C. Person specification

Trustees should collectively bring to DS a skill mix appropriate to the governance of the organisation. This requires candidates to have specialist skills and experience in a broad range of areas.

All trustees need to have the following:

- Understanding, or commitment to acquire an understanding, of the legal duties, responsibilities and liabilities of trustees. Acceptance of these duties, responsibilities and liabilities, and a commitment to operate within them.
- Good independent judgment and the ability to operate at a strategic level.
- An ability and willingness to work as a member of a team and to support management.
- Understanding and empathy with DS's vision, mission, values and beliefs.
- Prior experience of working with or on a Board, whilst desirable, is not an essential requirement for elected trustees.
- Translation and interpretation support for effective participation in Board meetings will be resourced; English language is therefore not a requirement for trustees.

CHAIR OF THE BOARD

Role description

In addition to the general responsibilities of a trustee:

- To provide leadership to the Board and to ensure that trustees fulfil their duties and responsibilities for the proper governance of DS, including their responsibilities to respect the intentions of the membership as a whole.
- To chair and facilitate Board meetings, including the setting of the agenda.
- To monitor decisions made at the Board and to ensure that they are implemented. To take the lead, on behalf of the Board, for the management of the Chief Executive, and thereby the management and oversight of the secretariat.
- To ensure impartiality and objectivity in decision-making.
- To manage potential conflicts and disputes at Board level.

Person specification

In addition to the trustee person specification:

- Leadership skills.
- Tact and diplomacy.
- Good communication / interpersonal skills.
- Extensive experience at Board level in an international or local context.
- Impartial, fair and able to respect confidences.

VICE CHAIR OF THE BOARD

Role description

In addition to the general responsibilities of a trustee, the overall role of a Vice chair is to support the Chair in ensuring the Board fulfils its responsibilities for the governance of DS; act as Chair in the absence of or during the incapacity of the Chair; and to be the Board contact with the President and Assembly of Members. The Vice Chair will work:

- To ensure he/she is kept informed of issues facing the Board and DS so he/she can act as Chair in the absence of or during the incapacity of the Chair.
- In the absence of or during the incapacity of the Chair, to chair meetings of the Board, ensuring it functions effectively and carries out its duties.
- In the absence of or during the incapacity of the Chair, to chair General Meetings.

- To be the main point of contact with the President of the Assembly of Members to ensure good working relationships between the two bodies.
- To be the main point of contact in coordination between the Board and the President in preparation and delivery of the Assembly of member meetings.
- To be the first point of contact to resolve any issues between the members and the Board.

CHIEF EXECUTIVE

Role Description

This is a key role in supporting DS to establish a member-led network of suitable scale and effectiveness to take over the assets and charitable mission from DS. This leadership role will combine supporting the set up and development of a well-functioning Board and General Assembly; delivery of effective and value-adding services to members; build the membership base within a credible standards framework; establish an international profile as a unique expert organisation; demonstrate the capacity to influence change through advocacy, research, policy and practice exchange; engage a new supporter base from diverse markets. This role will also be instrumental in working with DS to ensure a smooth transition of assets and charitable mission, setting in place the requirements for due diligence and asset transfer and driving a path of synergy between the two organisations during this complex organisational change process.

Scope and Limits of Authority

- Oversight of the development and delivering of the strategic plan, in synergy with the DS transition plan, managing associate risks
- Reporting to Board and Assembly of Members
- Accountable for compliance with both Organization policies and Yemeni laws

Key Responsibilities

- Establish a functioning Board accountable to an Assembly of Members and compliant with Yemen legislation
- Accountable for the efficient and timely delivery of the strategic plan and financial forecasting.
- Anticipate changes in both external and internal environment to identify risks and opportunities taking action when needed
- Ensure preparation for the due diligence process and successful hand over of assets.

- Ensure robust systems and reporting to be able to track delivery and achievement of change objectives
- Lead the establishment of a credible expert international network with the capacity to deliver impact and influence change at a global and national level
- Lead the senior management team to ensure coordinated and accountable delivery of strategy and plans and a facilitative and transparent working culture
- Ensure membership and technical support to members is both effective and adds value
- Develop and maintain key external relationships to support the development of the organisation and its credibility as a unique local and international expert based network
- Ensure the maintenance of the DS supporter base as sustainable core funding for the Alliance alongside a diversification of funds to demonstrate independence and future viability
- Preparation for relocation and appointment of the new CEO.

Personal Specification

Knowledge

- Must be educated to post graduate degree level or equivalent.
- Have a strong understanding of organizational development
- A successful track record of creatively developing practical strategy and translating strategic plans and decisions into operational practice
- Knowledge of Yemen legislation.
- Written and spoken English and Arabic

Experience

- Experience of strategic organisational change and leading complex organisational development
- Previous experience of supporting Board development ideally in a membership organisation
- Experience of managing networks of stakeholders, both internally and externally.
- Capacity to foster a positive and supportive culture so that members and staff share a sense of common purpose and adherence to our goals
- Proven experience and skills in managing the delivery of corporate services, including very strong financial planning, and management
- Experience of operating in an organisation in which a facilitative and consultative style of management is appropriate.

- Proven track record of experience and impact in related areas of work including organizational development issues, strategy and business planning, project management and reporting, and/or new business development.
- Proven experience of setting and meeting income and expenditure budgets and a demonstrable understanding of cash flow and financial reserves.
- Previous experience of building high level external relationships and donor management of complex projects
- Proven understanding of international institutions, processes and frameworks for achieving change in international development
- Proven effectiveness in managing cross-team initiatives that require strong coordination and communication ability.
- Partnership working and understanding of the context of national NGO's particularly in resource constrained environments.
- Demonstrable results in delivering change at an international level using research, policy and advocacy as a mechanism to achieve change
- Experience of working in a multi-cultural setting, ideally in more than one language, demonstrating understanding of working internationally

Skills and Personal Attributes

- Ability to take decisions in a complex environment across a wide range of different functions and specialist areas
- Strong interpersonal skills: influential, persuasive, flexible, with a tolerance of ambiguity demonstrating sound judgment and strong solutions focus and willingness to develop new ways of doing things
- Empowering, listening and supportive management style
- Proactive, imaginative, with a flair for problem solving
- Sophisticated oral and written communication skills
- Capacity to deal with a wide range of relationships and situations
- Accountability for results
- Self-motivated with a low need for external structure producing high quality work to inform organizational development and change
- Sensitivity to the complexities of working with people from a range of cultural backgrounds.
- Commitment to working in a facilitative and enabling way to achieve full and equitable participation
- Recognition of the importance of learning, documentation and knowledge transfer to achieve effectiveness.

SECRETARIAT STRUCTURE

The Secretariat is Role is to Facilitate

- The good governance of DS in line with our governance manual and organization objectives and the requirements of Yemen legislation as it applies to DS.
- The development of the membership base and the monitoring of the standards of compliance of members
- The delivery of better outcomes for the organization through a range of interventions delivered with and by the members and other partners when relevant.
- The maintenance of existing funding and the acquisition of new funding
- Communications to enhance the profile of DS
- The provision of administrative and back office functions to ensure the smooth running of the alliance.
- Proposed functions for the Secretariat.
- Provide Board support as an executive team and staff in line with the governance manual.
- Manage and report to the Board on risk and delivery of KPI's.
- Facilitate the development of Family's strategy in line with our Vision, Mission, Values, Theory of Change, and Conceptual Framework.
- Operationalise agreed strategy through approved plans and budgets and provide regular reports and accounts.
- Undertake membership scoping and induction in line with the Membership Development Strategy, approved criteria, process and plans.
- Track and support membership engagement and compliance through the Members Charter, agreed engagement criteria, membership standards, financial accreditation. Implement actions to address concerns as outlined in the procedures for suspension and cancellation of membership.
- Manage allocation of project resources through funds, micro-grants and other agreed mechanisms.
- Produce policy papers in consultation with members.
- Provide technical expertise to members and the Board both in terms of content on achieving better outcomes for the organization and in terms of methodologies to achieve wider impact such as research, documentation and evaluation of practice, policy development, technical assistance and advocacy.
- Undertake advocacy at regional and international level, in accompaniment with members when appropriate.

- Provide Technical Assistance, in accompaniment with members when possible, as part of the delivery of contacts and grants awarded by external donors.
- Provide capacity development to members against criteria approved by the Board. This may be delivered nationally, regionally and internationally.
- Represent DS at external events and meetings.
- Coordinate and when relevant manage the delivery of externally awarded grants.
- Undertake fundraising and development of external relationships with actual and potential donors.
- Produce and manage communications to build and maintain the profile of DS to external audience.
- Provide administration support to the Board, President, Assembly and members.
- Implement changes to policies and business systems and processes.
- Ensure adherence to agreed policies, procedures and guidelines.
- Provide logistical support for the organization of the annual General Assembly.
- Other functions as identified by the Board or Assembly of Members.

BOARD OF TRUSTESS' CODE OF CONDUCT

DS's policy is to uphold the highest legal, ethical and moral standards in business and personal conduct. Donors and volunteers support DS because they trust the Society to be good stewards of their resources, and to uphold rigorous standards of conduct. DS's reputation for integrity and excellence requires compliance with all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

DS shall comply with all applicable laws and regulations, and expects its Board of Trustee members, Officers, DS members/volunteers, staff, vendors, and consultants to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Board of Trustee members, Officers, and DS members/volunteers should not use their positions to obtain unreasonable or excessive services or expertise from the Chief Executive Officer, staff, and/or organizations doing business with DS.

The Board (Board) of the Democracy School (DS) has adopted the following Code of Conduct ("Code") for its Board Members. This Code is intended to focus Board Members on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting. The Code is not intended to override any applicable laws or any obligations pursuant to DS's Bylaws, Conflicts of Interest Policy, Governance Policy or any other applicable policies.

No code can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles and not absolute directives. Generally, however, the goal is to ensure that Board Members strive to foster DS's Mission, Core Values and Commitments in an ethical manner. DS's Mission, Core Values and Commitments are set forth in Article 1 of DS's Bylaws.

General Statement of Expectation

- Each Board Member is expected to adhere to a high standard of ethical conduct and to act in accordance with DS's Mission, Core Values and Commitments. The good name of DS depends upon the way Board Members conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Board Members are to be guided by the following principles in carrying out their responsibilities. Note, however, that this Code summarizes such principles and nothing in this Code should be considered as limiting duties, obligations or legal requirements with which the Board Members must comply.
- **Loyalty.** Board Members should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of DS or its ability to operate for the benefit of the society as a whole. Board Members shall act so as

to protect DS's interests and those of its staff members, assets and legal rights, and Board Members shall serve the interests of DS and the Society over those of any other person, group or stakeholder of DS.

- **Care.** Board Members shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising oversight of DS, and shall be attentive to legal ramifications of his or her and the Board's actions. Board Members are expected to be familiar with DS's business and the environment in which the Organization operates, and understand DS's principal business plans, policies, strategies and core values.
- **Inquiry.** Board Members shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of DS and to participate in an informed manner in the Board's activities. Board Members are expected to attend all meetings of the Board, except if unusual circumstances make attendance impractical.
- **Compliance with Laws, Rules and Regulations.** Board Members shall comply with all laws, rules and regulations applicable to DS.
- **Observance of Ethical Standards.** Board Members must adhere to the highest of ethical standards in the conduct of their duties. These include honesty, fairness and integrity.

Integrity of Records and Public Reporting

Board Members should promote the accurate and reliable preparation and maintenance of DS's financial and other records. Diligence in accurately preparing and maintaining DS's records allows DS to fulfill its reporting obligations and to provide stakeholders, governmental authorities and the general public with full, fair, accurate, timely, understandable, open and transparent disclosure.

Conflicts of Interest

Board Members must act in accordance with the Conflicts of Interest Policy adopted by the DS Board, and as amended from time to time.

Personal Benefit

Board Members are prohibited from: (a) taking for themselves personally opportunities related to DS's business; (b) using DS's property, information, or position for personal gain; or (c) competing with DS for business opportunities. Board Members shall exercise prudent judgment to avoid the appearance of improper influence when offered opportunities, gifts or entertainment.

Confidentiality

Board Members should maintain the confidentiality of information entrusted to them by DS as confidential and any other confidential information about DS, its operations,

donors or suppliers, which comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to DS, its business, customers or suppliers.

Process surrounding maintenance of confidential information can be found in the Board Governance Committee Code of Conduct Guidelines developed and amended from time to time, as the Board deems appropriate.

Enforcement

Board Members will discuss with the Chair of the Board Governance Committee any questions or issues that may arise concerning compliance with this Code. Breaches of this Code, whether intentional or unintentional, shall be reviewed by the Board Governance Committee or any sub-committee established by the Board Governance Committee (excluding any Board Members whose breaches are under review), which, if necessary, shall make recommendations to the full Board for corrective action. Serious breaches of this Code may be cause for dismissal of the Board Member committing the infraction in accordance with DS's Bylaws and applicable law.

Affirmation

All Board Members shall read this Code at least annually, and shall certify in writing that they have done so and that they understand the Code.

Review

This Code will be reviewed periodically by the Board Governance Committee, which shall make recommendations to the full Board regarding changes to or rescinding of the Code, as deemed appropriate.

CONFLICTS OF INTEREST POLICY

The purpose of the Conflict of Interest Policy is to prevent any situation that involves or may involve a conflict between personal interest and the interest of DS or result in the personal financial, professional and/or political gain on the part of a Board of Trustee member, Officer, or DS member/volunteer at the expense of DS, its members, or stakeholders.

As in all other facets of their duties and responsibilities, DS Board of Trustee members, Officers, and members/volunteers dealing with beneficiaries, suppliers, contractors, competitors or any person doing or seeking to do business with DS, are to act in the best interest of DS. Each Board of Trustee member, Officer, member/volunteer shall make prompt and full disclosure in writing to the Secretary of any potential situation which may involve a conflict of interest.

Board of Trustee members are to perform their duties in good faith, in a manner they reasonably believe to be in the best interests of DS and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Article I - Purpose and Administration

Section 1.1.

Democracy School (DS) is committed to the highest levels of integrity. Covered Persons are expected to conduct their relationships with each other, DS and outside organizations with objectivity and honesty. Covered Persons are obligated to disclose ethical, legal, financial and other Conflicts of Interest involving DS and remove themselves from a position of decision-making authority with respect to any Conflict of Interest involving DS. The purpose of this Board Conflicts of Interest Policy (COI Policy) is to prevent any Conflict of Interest or the appearance of a Conflict of Interest from affecting any decision-making involving DS, to ensure that the deliberations and decisions of DS are made for the benefit of the society, as a whole, and to protect DS's interests when DS is contemplating entering into a transaction, contract or arrangement or approving a policy, program or other matter that might benefit the personal interests of a Covered Person.

Section 1.2.

A Covered Person may not use his or her position with respect to DS, or confidential information obtained by him or her relating to DS, in order to achieve a financial or other benefit for himself or herself or for a third person, including another nonprofit or charitable organization.

Section 1.3.

This COI Policy is intended to supplement but not to replace any applicable laws governing conflicts of interest applicable to DS or a Covered Person.

Section 1.4.

DS will encourage Supporting Organizations and Advisory Committees and other DS-related bodies, as appropriate, to consider implementing the principles and practices of this COI Policy as relevant.

Section 1.5.

The Board Governance Committee (together with any subcommittee thereof established by the Board, the Committee) shall administer and monitor compliance with this COI Policy in accordance with the terms contained herein.

Section 1.6.

Certain capitalized terms used in this COI Policy shall have the meanings set forth in Article VII of this COI Policy.

Article II -- Procedures Regarding Conflicts Of Interest

Section 2.1. Duty to Disclose

(a) In connection with any proposed transaction, contract, arrangement, policy, program or other matter being considered by DS, a Covered Person shall promptly disclose the existence of any Potential Direct Conflict that may give rise to a Conflict of Interest with respect to the proposed transaction, contract, arrangement, policy, program or other matter. Such disclosure shall be made to the Board, in writing, all relevant facts relating to the Potential Direct Conflict. When in doubt, Covered Persons shall disclose matters as Potential Direct Conflicts.

(b) Potential Perceived Conflicts can be seriously damaging to the multistakeholder community's confidence in DS. A Covered Person shall promptly disclose the existence of any Potential Perceived Conflict, which shall be treated as equivalent to a Potential Direct Conflict until such time as the doubt is removed and the matter is determined after investigation of all the relevant facts in accordance with this COI Policy. When in doubt, Covered Persons shall disclose matters as Potential Perceived Conflicts and disclose all relevant facts relating to the Potential Perceived Conflict to the Board .

(c) If any Covered Person has reason to believe that another Covered Person has a Potential Conflict, the Covered Person with such belief shall inform the Board , including disclosing all relevant facts relating thereto.

(d) The Interested Person shall provide the Board with an updated Statement at the time any disclosure is made pursuant to this Section 2.1. The disclosure to the Board

.of a Potential Conflict shall be made promptly and pursuant to such procedures as the Board or the Committee may establish from time to time.

Section 2.2. Determining Whether a Conflict of Interest Exists

(a) After disclosure of a Potential Conflict by an Interested Person, the Office of the Advisory Board will promptly inform the Committee of the Potential Conflict and provide the Committee with all information provided by the Interested Person related thereto. At the discretion of the Disinterested members of the Committee, the Interested Person may present further information regarding, or otherwise discuss with such members, the Potential Conflict.

(b) Thereafter, in the absence of the Interested Person, the Disinterested members of the Committee shall determine whether or not the circumstances disclosed by the Interested Person regarding the Potential Conflict constitute a Conflict of Interest, and, subject to a contrary finding by a majority of the Disinterested Directors, the determination by Disinterested members of the Committee in this regard is conclusive and may not be challenged by the Interested Person. Such determination shall be recorded pursuant to Section 3.1 hereof. If the Interested Person is a Director or Board Liaison, such determination shall be subject to ratification by, and reported to, the Disinterested Directors at the next Board meeting and prior to the Disinterested Directors approving or adopting, as applicable, the transaction, contract, arrangement, policy, program or other matter giving rise to such Potential Conflict.

Section 2.3. Procedures for Addressing a Conflict of Interest

(a) If the Disinterested members of the Committee determine that a Conflict of Interest exists, the Conflicted Person may make a presentation to the Disinterested members of the Committee regarding the Conflict of Interest. After any such presentation, subject to Section 2.4(d), the Conflicted Person shall leave the meeting and shall not be present during any discussion of the Conflict of Interest.

(b) The Chair of the Committee (if Disinterested) or a majority of the Disinterested members of the Committee, shall, if appropriate, appoint a Disinterested person or committee to investigate alternatives or modifications, as applicable, to the proposed transaction, contract, arrangement, policy, program or other matter. If the Conflicted Person is a Director or Board Liaison, the findings shall be reported to the Disinterested Directors at the next Board meeting and prior to the Disinterested Directors approving or adopting, as applicable, the transaction, contract, arrangement, policy, program or other matter giving rise to such Conflict of Interest.

(c) After investigating the proposed transaction, contract, arrangement, policy, program or other matter, including the findings of any person or committee appointed pursuant to Section 2.3(b), the Disinterested members of the Committee shall determine whether DS can obtain with reasonable efforts a more advantageous transaction, contract, arrangement, policy, program or other matter in a manner that would not give rise to or would alleviate or mitigate a Conflict of Interest. If the Conflicted Person is a Director or Board Liaison, such determination shall be reported

to the Disinterested Directors at the next Board meeting and prior to the Disinterested Directors approving or adopting, as applicable, the transaction, contract, arrangement, policy, program or other matter giving rise to such Conflict of Interest.

(d) If a more advantageous transaction, contract, arrangement, policy, program or other matter is not reasonably available to DS under circumstances not producing a Conflict of Interest, or the transaction, contract, arrangement, policy, program or other matter cannot be modified to alleviate or mitigate a Conflict of Interest, the Disinterested members of the Committee, and where the Conflicted Person is a Director or Board Liaison, the Disinterested Directors shall determine by a majority vote of the applicable Disinterested Directors whether the transaction, contract, arrangement, policy, program or other matter creating the Conflict of Interest is in best interests of the Society, as a whole. In conformity with those determinations, the Disinterested members of the Committee or Disinterested Directors, as applicable, shall make its decision as to whether DS should enter into the transaction, contract or arrangement or approve the policy, program or other matter.

Section 2.4. Duty to Abstain

(a) After disclosing the existence of a Potential Conflict, Interested Persons shall refrain from using their personal influence (either at or outside a Board or Committee meeting) to influence DS's handling of the transaction, contract, arrangement, policy, program or other matter.

(b) No Director may vote on, and each Director must abstain from voting on, any matter in which the Director has a Conflict of Interest, except that a Director need not abstain from, and may vote on, whether to accept or to reject a recommendation to the Board by an Independent Valuation Expert contained in a Reasoned Written Opinion from such Independent Valuation Expert regarding a Compensation arrangement for services provided by the Director to DS in the Director's capacity as a member of the Board.

(c) In the event of such an abstention, the abstaining Director shall state the reason for the abstention, which shall be recorded pursuant to Section 3.1.

(d) Except as otherwise provided in Section 2.4(b) above regarding a compensation arrangement for services provided by the Director to DS in the Director's capacity as member of the Board, no Director may participate in Board committee or Board deliberations on any transaction, contract, arrangement, policy, program or other matter in which he or she has a Conflict of Interest without first disclosing the Conflict of Interest (and otherwise complying with the requirements of this COI Policy) and until a majority of Disinterested members of the Committee or a majority of the Disinterested Directors of the Board agree on whether and in what manner the Conflicted Person may participate.

Section 2.5. Violations of the Conflicts of Interest Policy.

(a) If the Disinterested members of the Committee have reasonable cause to believe a Covered Person has failed to disclose a Potential Conflict, the Committee shall inform the Covered Person and the Board , and initiate the procedures described in Sections 2.1, 2.2 and 2.3.

(b) If the Disinterested members of the Committee determine that a Director or Board Liaison has intentionally failed to disclose a Potential Conflict, the Disinterested members of the Committee shall make recommendations to the Disinterested Directors for corrective action. The Disinterested Directors shall review the Disinterested members of the Committee's recommendation and shall take such corrective action as they deem appropriate, including, but not limited to, removal of a non-disclosing Director or Board Liaison in accordance with DS's Bylaws and applicable law.

Article III -- Records Of Proceedings

Section 3.1.

The written or electronic records of the Board and the Committee relating to Conflicts of Interest shall contain:

- (i) The names of Covered Persons who disclosed or otherwise were found to have a Potential Conflict in connection with a proposed contract, arrangement, policy, program or other matter;
- (ii) The nature of the Potential Conflict;
- (iii) Any action taken to determine whether a Conflict of Interest was present;
- (iv) The Board's or the Committee's, as applicable, decision as to whether a Conflict of Interest in fact existed;
- (v) The names of the persons who were present for discussions and votes relating to the transaction, contract, arrangement, policy, program or other matter;
- (vi) The content of the discussion, including any alternatives to the proposed transaction, contract, arrangement, policy, program or other matter; and
- (vii) A record of any votes taken in connection therewith.

Article IV -- Compensation

Section 4.1.

Except to the extent permitted under Section 2.4(b), a Director who receives Compensation, directly or indirectly, from DS for his/her services, may not vote on matters pertaining to the Director's Compensation.

Section 4.2.

A Director may not vote on matters pertaining to Compensation received, directly or indirectly, from DS by a member of the Trustee's Family or by an individual with whom a Director has a close personal relationship, including, but not limited to, any relationship other than kinship, spousal or spousal equivalent that establishes a significant personal bond between the Director and such other individual that in the judgment of the Committee could impair the Director's ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of DS.

Section 4.3.

No Covered Person who receives Compensation, directly or indirectly, from DS, either individually or collectively, is prohibited from providing information to the Board or to any Committee regarding the Covered Person's Compensation.

Article V -- Annual Statements

Section 5.1.

Each Covered Person shall annually, or promptly upon becoming a Covered Person, sign a Statement which affirms such Covered Person: (i) has received a copy of the COI Policy; (ii) has read and understands the COI Policy; (iii) has agreed to comply with the COI Policy; and (iv) understands DS is a tax-exempt organization described in Article 19 (a,b, & c) of the Regulations of the Law of Foundations and NGOs Law No. 1 of 2001.

Section 5.2.

On an annual basis, all Covered Persons shall disclose on their Statement a list of all organizations in which he or she has a Financial Interest or Duality of Interest.

Section 5.3.

On an annual basis, the Committee shall review the Statements of the Covered Persons to determine whether any Covered Person has a Conflict or Conflicts of Interest that is, or in the aggregate are, so pervasive that the Conflicted Person should no longer serve in his or her respective role. If the Committee makes such a determination and the Conflicted Person is a Trustee, the findings shall be reported to the Disinterested Trustees at the next Board meeting.

Article VI -- Periodic Reviews

Section 6.1.

To ensure DS operates with the highest levels of integrity and in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall ensure that the Office of the General Counsel and Finance Department shall conduct periodic reviews of its purposes and activities.

Section 6.2.

These periodic reviews shall, at a minimum, include the following subjects:

- (i) Whether activities carried on by DS are consistent with and in furtherance of one or more of DS's tax-exempt purposes;
- (ii) Whether DS follows policies and procedures reasonably calculated to prevent private Inurement more than incidental private benefit, excess benefit transactions, substantial lobbying, and participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office;
- (iii) Whether compensation arrangements and benefits are reasonable, are based on appropriate data as to comparability, and are the result of arm's length bargaining; and
- (iv) Whether partnerships, joint ventures, and arrangements with organizations that provide management personnel or management services conform to DS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes, and do not result in private Inurement more than incidental private benefit, or in an excess benefit transaction.

Section 6.3.

When conducting the periodic reviews, DS may, but need not, use outside experts and/or advisors. If outside experts and/or advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted in the manner prescribed in this Article.

Article VII -- Definitions

Section 7.1.

As used in this COI Policy, the following terms shall have the meanings set forth below.

1. "Advisory Committees" means Advisory Committee appointed by Board of Trustee.
2. "Board" means the DS Board .
3. "Board Governance Committee" means the Board Governance Committee of the Board .
4. "Board " means the Board Members appointed in accordance with DS's Bylaws.
5. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are material in nature or amount. Compensation does not include reimbursement of properly documented travel and other appropriate business expenses.

6. A "Conflict" or "Conflict of Interest" arises when the Board or the Committee, as applicable, following the procedures set forth in Articles II and III of this COI Policy, determines that a Covered Person has disclosed a Potential Conflict that may in the judgment of a majority of the Disinterested Trustees or Disinterested members of the Board or the Committee, as applicable, adversely impact the Covered Person's ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of DS.
7. "Conflicted Person" means a Covered Person who has been determined by the Board or the Committee to have a Conflict of Interest.
8. "Covered Person" shall mean an Officer, Trustee or Key Employee of DS.
9. A "Trustee" is any voting member of the Board.
10. "Disinterested" means not having a Potential Conflict with respect to a transaction, contract, arrangement, policy, program or other matter being considered by DS.
11. A "Duality of Interest" arises when, with respect to a transaction, contract, arrangement, policy, program or other matter, a Covered Person or a member of a Covered Person's Family has a fiduciary relationship with another party to a proposed transaction, contract or arrangement which gives rise to a circumstance in which the fiduciary duties of the Covered Person to DS and the fiduciary duties of the Covered Person, or the fiduciary duties of the Family member of the Covered Person, to the other party may be in conflict. A Duality of Interest does not constitute a Conflict of Interest if DS and all other parties to the transaction, contract or arrangement being in possession of all material facts, waive the conflict in writing.
12. The "Family" of any Covered Person shall include the Covered Person's spouse; Domestic Partner; siblings and their spouses or Domestic Partners; ancestors and their spouses or Domestic Partners; and descendants and their spouses or Domestic Partners. Family shall also include anyone (other than a domestic employee or service provider) who shares the Covered Person's home.
13. A "Financial Interest" exists whenever a Covered Person has or is engaged in discussions to have, directly or indirectly, through business, investment, or Family: (a) an ownership or investment interest in any entity with which DS has a transaction, contract, arrangement, policy, program or other matter; (b) a Compensation arrangement with any entity or individual with which DS has a transaction, contract, arrangement, policy, program or other matter; and (c) a potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which DS is negotiating a transaction, contract, arrangement, policy, program or other matter. As used herein, "transactions, contracts, and arrangements" include grants or other donations as well as business arrangements, approvals or endorsements. Additionally, as used herein "policies, programs or other matters" include, but are not limited to, the application for or the registration of top level domains. A Financial

Interest is a Potential Conflict but is not necessarily a Conflict of Interest. A Financial Interest does not become a Conflict of Interest until the Board or the Committee, following the procedures set forth in Articles II and III of this COI Policy, determines that the Financial Interest constitutes a Conflict of Interest.

14. An "Independent Valuation Expert" means a Person retained by DS to value compensation arrangements that: (a) holds itself out to the public as a compensation consultant; (b) performs valuations regarding compensation arrangements on a regular basis, with a majority of its compensation consulting services performed for Persons other than DS; (c) is qualified to make valuations of the type of services involved in any engagement by and for DS; (d) issues to DS a Reasoned Written Opinion regarding a particular compensation arrangement; and (e) includes in its Reasoned Written Opinion a certification that it meets the requirements set forth in (a) through (d) of this definition.
15. An "Interested Person" is a Covered Person who has a Potential Conflict with respect to a particular transaction, contract, arrangement, policy, program or other matter under consideration by DS.
16. "Regulations of the Law of Foundations and NGOs Law" shall mean the Yemeni Regulations of the Law of Foundations and NGOs Law No. 1 of 2001.
17. "Inurement," as used in this COI Policy, shall mean: a transaction in which DS provides an economic benefit, directly or indirectly, to or for the use of any Covered Person where the value of that economic benefit exceeds the value of the consideration (including the performance of services) that DS receives in exchange.
18. A "Key Employee" is an employee of DS designated as a member of the executive management team of DS, but who is not an Officer or Trustee.
19. An "Officer" is an individual holding a position designated as an Officer by DS's Bylaws or by resolution of the Board and includes, without limitation, the CEO of DS.
20. A "Person" includes an individual, corporation, limited liability company, partnership, trust, unincorporated association or other entity.
21. A "Potential Conflict" means either a Potential Direct Conflict or a Potential Perceived Conflict.
22. A "Potential Direct Conflict" means any one or more of the following: (a) a direct or indirect Financial Interest in a transaction, contract or arrangement being considered by DS, by a Covered Person or a member of a Covered Person's Family; (b) a Duality of Interest by a Covered Person or a member of a Covered Person's Family with respect to another party to a transaction, contract or arrangement being considered by DS that has not been waived in writing by all parties to the transaction, contract or arrangement; or (c) a close personal relationship between the Covered Person, or a member of a Covered Person's

Family, with an individual who is, directly or indirectly through business, investment, or Family, a party to a transaction, contract or arrangement being considered by DS.

23. A "Potential Perceived Conflict" exists when a reasonable person, knowing the relevant facts, could conclude that the Covered Person's private interests could adversely impact the Covered Person's ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of DS.
24. "Regulations" means Regulations of the Law of Foundations and NGOs Law No. 1 of 2001.
25. "Reasoned Written Opinion" means a written opinion of a valuation expert who meets the requirements of Section 7.1(xv)(a) through (d) of this COI Policy. To be reasoned, the opinion must be based upon a full disclosure by DS to the valuation expert of the factual situation regarding the compensation arrangement that is the subject of the opinion, the opinion must articulate the applicable valuation standards relevant in valuing such compensation arrangement, the opinion must apply those standards to such compensation arrangement, and the opinion must arrive at a conclusion regarding whether the compensation arrangement is within the range of Reasonable Compensation for the services covered by the arrangement. A written opinion is reasoned even though it reaches a conclusion that is subsequently determined to be incorrect so long as the opinion addresses itself to the facts and the applicable standards. However, a written opinion is not reasoned if it does nothing more than recite the facts and express a conclusion.
26. "Statement" means the annual statement required by Article V hereof.

Section 7.2.

All other terms used in this COI Policy shall be given their ordinary, everyday meaning.

WHISTLEBLOWER POLICY

Introduction

The Code of Ethics Conduct adopted by DS requires all Board of Trustee members, Officers, DS member/volunteers, staff, vendors and consultants to observe high-standards in their business and personal conduct. All Board of Trustee members, Officers, DS members/volunteers and staff are expected to comply with the Board's Code of Ethical Conduct and applicable laws, and to report violations or suspected violations in accordance with this policy.

Reporting of Concerns or Complaints

Board of Trustee members, Officers, DS members/volunteers, and staff are required to communicate suspected violations of the Code of Ethical Conduct, a possible violation or violation of laws, regulations, DS's policies, or a wrongdoing or alleged retaliation to the General Counsel, CEO and/or Secretary. Likewise, if a representative of DS, consultant, beneficiaries, or any person who conducts business with DS questions the legality of any of DS's practices or procedures, that person must report suspected violations to the General Counsel, CEO, and/or Secretary. Failure to report a violation, a complaint or any articulated concern about a possible violation to DS may be subject to disciplinary action for remaining silent.

While the reporter of the violation need not identify himself/herself, for an effective investigation to be conducted the reporter should provide DS with as much detailed information as possible concerning the alleged violation, including the substance of the incident, where and when the incident occurred, and the names and titles of the individuals involved.

Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of incidents and improprieties that should be reported:

- Supplying false or misleading information on DS's financial, legal or other public documents.
- Providing false information to or withholding material information from DS's Board, auditors, legal counsel or management.
- Destroying, altering, mutilating, concealing, and covering up, falsifying or making a false entry in any record that may be connected to an official matter or proceeding, in violation of Yemeni laws, regulations or DS policies.
- Altering, destroying, or concealing a document or attempting to do so, with the intent to impair the document's availability for use in an official matter or proceeding or otherwise obstructing, influencing or impeding any official matter or proceeding, in violation of Yemeni law, regulations or DS policies.

- Embezzlement, self-dealing, private inurement (i.e., DS earnings inuring to the benefit of a Board of Trustee member, volunteer, or staff) and private benefit (i.e., DS assets being used by anyone in the organization for personal gain or benefit).
- Paying for services or goods that are not rendered or delivered.
- Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations, unwelcome physical or verbal advances, sexual propositions, verbal abuse of a sexual nature, the display of sexually suggestive objects, cartoons, or pictures, and physical contact of a sexual or particularly personal nature.
- Using epithets, slurs, negative stereotyping, and/or threatening, intimidating or hostile acts that relate to race, color, religion, gender, sexual orientation, national origin, age, disability or other legally protected status.
- Circulating or posting written or graphic material that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, sexual orientation, nationality, age, disability or other legally protected status.
- Discriminating against an individual due to a person's race, color, religion, gender, sexual orientation, national origin, age, physical or mental impairment, veteran status or other legally-protected status.
- Violating the Code of Ethical Conduct and/or the Conflict of Interest Policy.
- Facilitating or concealing any of the above or similar actions.

Confidentiality

All communications under this policy shall be treated in a confidential manner, except to the extent necessary:

- To conduct a complete and fair investigation, or
- For review of DS operations by the Board, Audit Committee, independent public accountants and/or external legal counsel.

DS will promptly and fully investigate all reports. Reporting violations or possible violations should be done in accordance with this Policy.

Retaliation

Negative or adverse action is not to be taken against any Board of Trustee member, Officer, DS member/volunteer or staff for making a good-faith report of a possible violation of its Code of Ethical Conduct or applicable laws, even if the report is mistaken, or against the Board, Financial Audit Committee, independent public accountants, and/or legal counsel who assist in the investigation of a reported violation. Retaliation in any form shall not be tolerated. Any act of alleged retaliation

should be reported immediately and shall be promptly investigated. A Board of Trustee member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from the Board. This policy is intended to encourage and enable individuals to raise serious concerns within DS prior to seeking resolution outside the organization.

Compliance

Any violation of this policy may result in member disciplinary action up to and including removal from the Board. Any individual having knowledge of any violation of the policy shall promptly report such violation to the General Counsel, CEO, and/or Secretary or through the Ethics Action Hot Line.

Administration

A Certification to Policies and Agreement form shall be distributed to the Board for signature and collected annually.

Questions

For questions regarding this policy, please contact info@dsyemen.org and alshami16@hotmail.com.

Embedding transparency:

It includes publishing the Democracy School documents on the website and making them easily accessible like legal, administrative and financial documents, rules of ethical conduct and other documents and decisions.

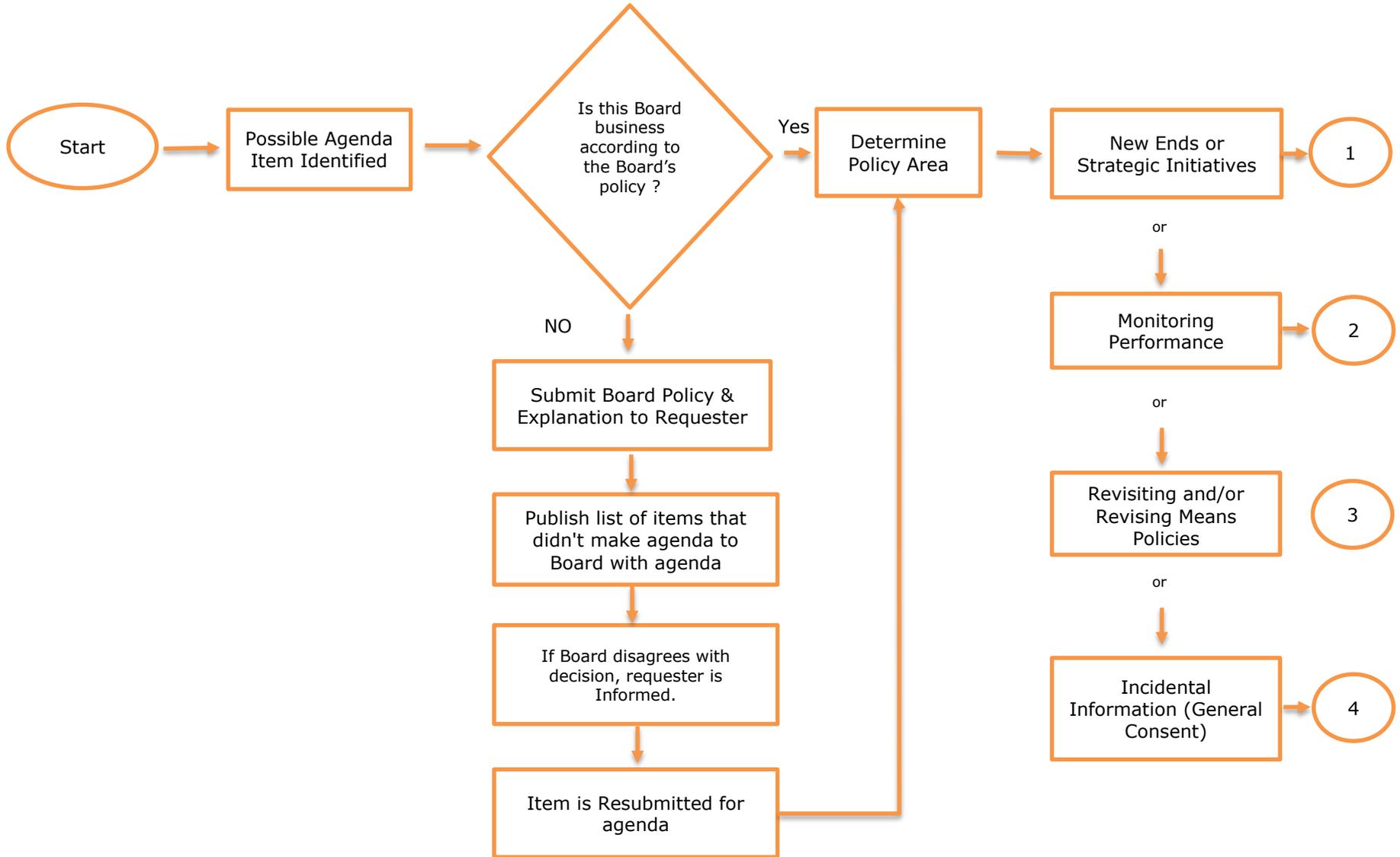
More information :

Kindly Visit www.dsyemen.org

Appendix 1:

Processing DSO Board Business (Agenda)

Appendix A-1



*** End of the Policy ***