



## ORRAA Inc. Policies

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These policies are made available internally throughout ORRAA Inc. and management is required to ensure that everyone is aware of them and receives appropriate guidance to actively uphold standards. These policies apply to everyone at ORRAA Inc., including all directors, officers, and employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as consultants, beneficiaries, or other intermediaries acting on ORRAA Inc.’s behalf.

## Code of Conduct and Ethics

ORRAA Inc. is the U.S. 501(c)(3) public charity that co-hosts the Ocean Risk and Resilience Action Alliance ("ORRAA" or "the Alliance").

The Alliance's mission is to drive at least \$500 million of investment into coastal and ocean natural capital and surface at least 50 novel finance products by 2030, positively impacting the resilience of at least 250 million climate vulnerable coastal people around the world.

ORRAA is the only multi-stakeholder alliance working at the nexus of ocean, climate and finance policy, and innovation that brings together insurers, banks, governments, academia, and civil society. The Alliance works across geographies—with a focus on the Global South—pioneering, piloting, accelerating, and scaling innovative finance products that invest in coastal and ocean resilience.

A resilient, Net Zero and economically secure world is not possible without a healthy, regenerating ocean. Heating, leading to extreme weather events, sea level rise, and adverse ecosystem changes as well as pollution, overfishing, and destructive fishing, rising levels of acidity and biodiversity loss all jeopardize Ocean health. Rebuilding and restoring 'blue nature' means protecting the critical impact buffers and biodiversity reservoirs that provide food, social and economic security to billions of people and businesses across the world.

ORRAA Inc. seeks to ensure orderly operations and provide a work environment that is consistent with the Alliance's values. It is expected that everyone at ORRAA Inc. will comply with all federal, state, and local laws in the jurisdictions where the organization is working, and treat all people with respect, honesty, and courtesy. Disruptive, unproductive, immoral, illegal, or unethical actions are not up to the organization's standard and will not be tolerated.

### Policy Statement

The purpose of this Policy is to establish a shared understanding of the principles, values, and expected behavior at ORRAA Inc. It is crucial to ensure that all directors, officers, employees, and consultants, and others acting on ORRAA Inc.'s behalf follow these guidelines to maintain public trust and a healthy work environment.

#### I. Core Values

- a. **Integrity:** Maintain personal and professional honesty, transparency, and ethical behavior. Uphold the organization's mission and make decisions in its best interest.
- b. **Respect:** Treat all staff, volunteers, community members, and stakeholders with dignity, respect, and courtesy, valuing diversity and inclusive practices.
- c. **Accountability:** Hold yourself responsible for your actions and decisions, ensuring that they align with the interests of the organization and broader community.
- d. **Confidentiality:** Respect the privacy of others by safeguarding and properly handling sensitive information, including personal data, donor information, and

the organization's records.

- e. **Compliance:** Be a good corporate citizen and comply with both the spirit and the letter of the law.

## II. General Guidelines

- a. **Conflicts of Interest:** All employees have an obligation to conduct themselves in a manner that does not create actual, potential, or perceived conflicts of interest or impropriety.
- b. **Harassment and Discrimination:** Refrain from engaging in any form of harassment, bullying, or discrimination towards colleagues, volunteers, or any other stakeholders.
- c. **Workplace Environment:** Contribute to a safe, harmonious, and productive work environment that supports the well-being and professional growth of everyone at ORRAA Inc.
- d. **Protection of Assets:** Use and protect the organization's assets responsibly and avoid misuse, theft, or damage.
- e. **Representations and Communications:** Represent the organization professionally and accurately in all interactions with stakeholders, including public statements and communications.

### ORRAA Inc. is also committed to:

- Acting responsibly toward the communities in which the organization works and for the benefit of the communities that the organization serves;
- Improving the accountability, transparency, ethical conduct, and effectiveness of the nonprofit field, especially environmental conservation; and
- Using its skills and expertise to help create a healthier and cleaner world through Ocean conservation.

### Application of Policy

This Policy applies to everyone at ORRAA Inc., including all directors, officers, and employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as consultants, beneficiaries, suppliers, or other third parties an employee may encounter through work at ORRAA Inc. Anyone acting on behalf of ORRAA Inc. has a personal responsibility and obligation to conduct ORRAA Inc.'s business activities ethically and in compliance with all applicable laws in the countries where ORRAA Inc. does business. Failure to do so may result in disciplinary action, up to and including termination.

### Complaint Procedure

ORRAA Inc. is committed to abiding by all applicable laws and cooperating with all governmental entities in the enforcement of those laws. Furthermore, ORRAA Inc. is dedicated to protecting all individuals that report misconduct and prohibits retaliation against anyone reporting misconduct. All possible violations of this Policy should be reported to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org). Emails to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org) are received by both the ORRAA Inc. President and a board director so that appropriate action can be taken with sufficient checks and balances in place to ensure compliance with this policy. The

ORRAA Inc. Board of Directors will investigate all incidents in coordination with legal counsel, and report to authorities as appropriate. To the extent practicable under the circumstances, the investigation will be conducted in such a way as to maintain confidentiality.

**Anti-Retaliation**

ORRAA Inc. will not permit any retaliation against any individual who using this complaint procedure, reports harassment, or files, testifies, assists, or participates in any manner in any investigation, proceedings, or hearing. Any individual found to have engaged in retaliation against another individual for reporting or threatening to report harassment will be subject to disciplinary action, up to and including termination of employment.

## Anti-Corruption and Anti-Bribery

ORRAA Inc. strictly enforces a zero-tolerance policy against every form of corruption, which includes bribery or any improper activities within the entirety of ORRAA Inc.'s operations. This prohibition is applicable to all interactions, irrespective of involving government officials, or other commercial enterprises. This Policy states ORRAA Inc.'s position on preventing bribery on a U.S. national level and in accordance with international standards, including the UK Bribery Act 2010.

### I. Definitions

- a. **Bribery:** Refers to the act of offering or receiving any form of value, advantage, or incentive with the intent to influence the recipient in any way that violates their duties or laws.
- b. **Kickbacks:** Denotes a form of negotiated bribery, wherein a commission is returned to the bribe-provider as a reward for making a deal.
- c. **Improper Activities:** Entails unethical practices, which not only include bribes and kickbacks, but also, collusion, deceit, embezzlement, fraud, and other financial misconduct.

### II. Prohibited Activities: In accordance with U.S. national laws and in accordance with international standards, including the [UK Bribery Act 2010](#), ORRAA Inc. explicitly prohibits:

- a. **Bribery and Kickbacks:** Offering, promising, authorizing, providing, or accepting any sort of bribes or kickbacks, whether directly or indirectly, is strictly prohibited. The prohibition on bribery and other improper payments applies to all business activities but is particularly important when dealing with government officials. [The U.S. Foreign Corrupt Practices Act](#) and similar laws in other countries strictly prohibit improper payments to gain a business advantage and impose severe penalties for violations. The prohibition of conduct applies not only to direct interactions but also through or as an intermediary. This Policy is intended to provide employees engaged in international activities a basic familiarity with applicable rules so that inadvertent violations can be avoided, and potential issues recognized in time to be properly addressed.
- b. **Excessive Gifts or Entertainment:** Exchanges of gifts, hospitality, or entertainment should not be excessive or perceived as such, and must be reasonable, limited, and aligned with customary business practices, not violating any laws, ethical standards, or potentially compromise ORRAA Inc.'s reputation.
- c. **Donations that do not comport with ORRAA Inc.'s Donation Acceptance Policy.** See Page 20.

### III. Distinguishing Legitimate Activities: ORRAA Inc. is committed to abiding by all applicable laws and cooperating with all governmental entities in the enforcement of those laws. Furthermore, ORRAA Inc. is dedicated to protecting all individuals that report any such misconduct and prohibit retaliation against anyone reporting misconduct.

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ORRAA Inc. will not permit any retaliation against any individual who using this complaint procedure, reports harassment, or files, testifies, assists, or participates in any manner in any investigation, proceedings, or hearing. Any individual found to have engaged in retaliation against another individual for reporting or threatening to report harassment will be subject to disciplinary action, up to and including termination of employment.

## **Anti-Money Laundering**

The purpose of this Policy is to ensure ORRAA Inc.'s compliance with anti-money laundering laws and regulations, to assist law enforcement in combating illegal money laundering, and to minimize the risk of ORRAA Inc. resources being used for improper purposes.

ORRAA Inc. actively complies with anti-money laundering obligations imposed by the U.S. federal government, including applicable provisions of the [Money Laundering Control Act of 1986](#), the [Bank Secrecy Act](#), the [USA PATRIOT Act of 2001](#), the rules and regulations overseen by the U.S. Treasury Department's [Office of Foreign Assets Control](#), and [Financial Crimes Enforcement Network](#), and other legal requirements advised under counsel.

This Policy aims to maintain the highest standards of conduct through the stakeholder engagements of ORRAA Inc. This will be achieved by ensuring that ORRAA Inc.:

- Is not leveraged by third parties for the purpose of money laundering;
- Actively refrains from receiving bribes that are, or may be, intended to influence ORRAA Inc. decision making;
- Is not complicitly subjected to corrupt, dishonest, and/or illegal behavior.

Concerns regarding transactions that are unusual or that appear suspicious, specifically and questions regarding money laundering, should be directed to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org), with the following information recorded:

- Specifics of the people involved;
- Type of transaction;
- Dates related to transactions or potential transactions;
- An outline of why the transaction/s may be suspicious;
- An outline or specifics of the transaction process to be carried out; and
- Known or anticipated financial amounts involved.

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ORRAA Inc. will not permit any retaliation against any individual who using this complaint procedure, reports harassment, or files, testifies, assists, or participates in any manner in any investigation, proceedings, or hearing. Any individual found to have engaged in retaliation against another individual for reporting or threatening to report an incident will be subject to disciplinary action, up to and including termination of employment.



## **Anti-Trust**

As the Ocean Risk and Resilience Action Alliance (“ORRAA” or the “Alliance”) operates and engages with private and public sector partners and stakeholders, ensuring that an Antitrust policy is formally implemented and complied with at all levels of ORRAA activities is a critical operational requirement.

The following Antitrust documents and associated compliance actions, as approved by the ORRAA Inc. Board of Directors for all ORRAA members and participants in ORRAA Member, Funder Advisory Board and/or Steering Council meetings, or other relevant meetings where sensitive topics are discussed or industry members are participating, are part of ORRAA’s formal governance.

### **ORRAA Antitrust Compliance Statement**

The Antitrust Compliance statement will be read out at the beginning of ORRAA Member, Funder Advisory Board and/or Steering Council meetings, as well as Solution Series and any other relevant meetings. Reading the statement at the outset of meetings assumes confirmation that all participants understand and agree to comply with the ORRAA Antitrust Compliance Guidelines which list key prohibitions of:

- Fixing prices / premiums or other terms and conditions
- Allocating markets or customers
- Exchanging competitively sensitive information and
- Collective boycotts of customers or suppliers.

In addition, these guidelines are shared with ORRAA members during the application process and are included in the policies provided on our website.

### **ORRAA Antitrust Compliance Guidelines**

This document outlines the key Antitrust competition laws and respective potential penalties/sanctions that all participants need to understand and comply with (Key principles) and the practical guidelines and expected best practices that need to be adhered to for all relevant ORRAA-convened meetings (Best Practices for Participation in ORRAA Meetings).

#### **I. ORRAA Antitrust Compliance Statement**

ORRAA is committed to ensuring that the active industry participation needed to achieve its goals does not expose participants to undue competition law risks. All participants in ORRAA-convened meetings that involve industry participants or where sensitive topics may be discussed, agree to comply with all relevant competition laws and ORRAA’s Antitrust Compliance Guidelines.

While it is each participant’s responsibility to be fully familiar, and to comply, with the law, participants are reminded of the following obligations:

- Participants must have read and understood ORRAA’s Antitrust Compliance Guidelines.
- Discussions with other participants from other insurers or financial institutions should be limited to the ORRAA’s areas of focus and no commercially or competitively sensitive information should be shared.

- If participants are concerned that an agenda item or discussion may not be compliant with competition laws, this should be raised with the meeting chair or ORRAA Executive Director without delay. The discussion of the item will be postponed until its compliance with competition law is confirmed.
- Any concerns raised with the meeting chair or ORRAA Executive Director will be formally noted. Full minutes will be taken. Participants should seek further legal advice as required to ensure compliance with relevant laws. All participants are aware of and accept their obligations in this respect.

## **II. ORRAA Antitrust Compliance Guidelines**

These Guidelines are designed to help ensure that ORRAA members, participants, employees, and contractors are aware of the relevant competition laws and have received guidance on how to observe those laws in practice. They set out the main principles involved and some simple rules for ORRAA participants to follow. ORRAA participants, including its employees and contractors, are advised to seek further competition law advice from their legal counsel if they have any further questions or doubts about whether particular conduct is in compliance with competition laws.

### **Introduction**

Antitrust laws aim to preserve the competitive, free enterprise system that is the basis of a free market economy. Abiding by antitrust rules is fundamental for creating and sustaining a competitive economy which ultimately benefits society. ORRAA firmly believes that complying with antitrust laws is the right thing to do for ORRAA and benefits its industry members. Thus, ORRAA supports the view that anticompetitive behaviors that hinder the functioning of markets should be prohibited and punished.

Active industry participation is crucial to achieving ORRAA's goals of building the resilience of 250 million climate vulnerable coastal people by 2030, by deploying at least USD\$500 million of investment into coastal and ocean resilience through the development of at least 50 novel finance and insurance products. ORRAA is the only multi-stakeholder convenor connecting the international finance and insurance sectors, governments, multilateral and academic institutions, non-profits and stakeholders from the Global South focused on driving financial innovations to deliver a sustainable, equitable and regenerative blue economy and more resilient coastal communities. This intra-industry contact also presents competition law risks and as a result, caution should be exercised, particularly as competition law can sometimes be breached inadvertently. The ORRAA policy is to require full compliance with competition laws in connection with ORRAA activities anywhere in the world and by all participants in all ORRAA-convened meetings that involve industry participants or where sensitive topics may be discussed.

### **Key principles**

An antitrust compliance program can significantly reduce an organization's risk of liability and associated expenses, by sensitizing the organization's members and participants to the types of conduct that violate the antitrust laws or that are often used to infer the presence of a violation. It is particularly important that organizations and their members refrain from

conduct that creates the appearance of anticompetitive behavior.

Competition laws seek to ensure that businesses conduct their affairs in an open and competitive manner, and that competition is not unduly restricted. The laws seek to prohibit agreements or concerted practices (such as a common understanding) that aim at or result in the restriction of competition; and the abuse of a dominant position.

Broadly speaking, competition laws prohibit the following:

- ***Fixing prices / premiums or other terms and conditions*** on which insurers and/or financial institutions compete. ORRAA participants must unilaterally set their own business terms and must not agree with each other any term of trade or business strategy, including (but not limited to) prices/premiums, volume of business, underwriting terms or standards, brokerage commissions or other fees, types of business written/not written, coverage terms and/or territories.
- ***Allocating markets or customers.*** ORRAA participants must not agree to allocate as between them customers, territories or types of business.
- ***Exchanging competitively sensitive information.*** ORRAA participants should not disclose or discuss with each other competitively sensitive issues – information on which companies compete in the marketplace- such as pricing/premiums, underwriting or coverage terms and standards, loss experience, rate-related information, reserves, IBNR, volume of business, customers, or specific elements of profitability if such information is not otherwise publicly available or properly disseminated by ORRAA itself for specific projects (having satisfied itself that such dissemination is in compliance with competition laws, including through the use of such aggregation or anonymization measures or protocols as may be necessary). It is important to note that even passive participation in a meeting at which competitively sensitive information is disclosed by another participant may result in all participants being considered in breach of competition laws.
- ***Collective boycotts*** of customers or suppliers. Contact through ORRAA should be limited to promoting the benevolent purposes of the Alliance and its projects and not be used as a medium for participants to engage in lobbying actions or standard setting decisions that may have the effect of excluding certain players.
- ***Cartels.*** These are agreements among competitors to fix prices, restrict output, allocate markets, or rig bids. All cartels are illegal, whether the agreement is written or oral, expressly made or implied. They are the most serious form of antitrust violation. Antitrust laws permit competitors to meet and discuss these topics, including as part of the Alliance, provided that the discussions do not result in agreements that impair competition.

Agreements between or among competitors need not be formal to raise compliance concerns, but may include any kind of understanding, formal or informal, under which each of the participants can reasonably expect that another will follow a particular course of action or conduct.

### **Best practice for participation in ORRAA meetings**

The following best practice guidelines should be adhered to by all participants when attending

ORRAA-convened meetings:

DO	DON'T
<p><b>DO</b> review the <u>meeting agenda</u> before attending and ensure that you are happy that all items are legitimate topics of discussion and consistent with the purpose of the meeting.</p>	<p><b>DON'T</b> discuss ad hoc topics not listed on the agenda or engage in discussions that are “<u>off-the-record.</u>”</p>
<p><b>DO</b> ensure that full minutes are circulated after the meeting for confirmation by attendees.</p>	<p><b>DON'T</b> discuss or exchange any <u>competitively sensitive information</u> with other participants, e.g.: Prices and pricing policy, product development plans, details on sales to specific customers and customer lists.</p>
<p><b>DO</b> <u>escalate to the ORRAA meeting chair or Executive Director</u> if you are in any doubt about whether a particular topic or discussion raises competition law risk.</p>	<p><b>DON'T</b> enter into any restrictive agreements with other participants.</p>
<p><b>DO</b> ensure that, if discussion occurs that you are uncomfortable with, you <u>have your objection noted</u> in the minutes and ask for a postponement while advice is sought. If necessary, leave the meeting.</p>	<p><b>DON'T</b> feel <u>embarrassed or hesitant</u> about saying that you think a topic might raise competition law risk and that the discussion should be stopped until legal advice has been sought.</p>

**Sanctions**

Sanctions against organizations and individuals involved in anti-competitive conduct can be severe. High fines, ranging from tens to thousands to billions of dollars, depending on the jurisdiction and the severity of the violation, (in the EU, up to 10% of worldwide turnover) can be imposed on companies found to be in breach of competition law, and behavior and agreements which infringe competition law are typically void and unenforceable. An organization’s reputation and share value can also be severely damaged. In some countries (such as the US and the UK) a breach can also result in criminal penalties (including imprisonment), personal fines and the disqualification of directors. Those who suffer damage from a breach may be entitled to claim compensation before national courts.

**ORRAA Governance**

Information on tiers and benefits of ORRAA Membership, as well as Steering Committee Governance Terms can be found here. Additional information on the work of ORRAA and its full policies are available on its website at [www.oceanriskalliance.org](http://www.oceanriskalliance.org).

**Product Pipeline**

ORRAA’s Product Pipeline identifies, accelerates and scales innovative finance and insurance products that invest into coastal and ocean natural capital in the Global South. The Pipeline is open to any organization with a project that meets predefined criteria. These criteria have been developed jointly based on best practices with external contributors/experts, ORRAA

Members, and the Steering Council. Proposed projects are provided with the criteria prior to the application process and then undergo a rigorous vetting and due diligence process prior to being selected for investment. Such criteria and potential opportunities for project partnership is available by request from [info@oceanriskalliance.org](mailto:info@oceanriskalliance.org).

## **Gender Equity and Inclusion**

ORRAA Inc. is committed to promoting gender equality and inclusion in all aspects of its

work. The organization recognizes the importance of eliminating gender biases by providing equal opportunities for all, regardless of gender or other protected characteristics. This Policy is aligned with the principles of the [UK Equality Act 2010](#) and aims to ensure that ORRAA Inc.'s actions and strategies do not inadvertently reinforce existing gender disparities or exclusion. The objectives of this Policy include:

- Incorporating gender perspectives and integrating gender equality and inclusion into ORRAA Inc.'s goals, strategies, and programs.
- Ensuring the organization's working environment is free from discrimination, harassment, and victimization regardless of gender or other protected characteristics.
- Fostering a gender-sensitive organizational culture open to diverse perspectives.

**I. Gender Mainstreaming Strategies:** As part of ORRAA Inc.'s commitment to equality, the organization promises to treat each employee and other stakeholders fairly and equally, regardless of their gender. Every individual within the organization is encouraged to engage and participate in gender mainstreaming initiatives that permeate all departments and hierarchies. ORRAA Inc. aims to make gender equality an integral part of its business model, strategy, and day-to-day operations.

**II. Gender-Sensitive Project Planning and Implementation:** In line with ORRAA Inc.'s commitment, the organization implements a comprehensive gender impact assessment for every project undertaken. This is to confirm projects have a gender-neutral impact. ORRAA Inc.'s project planning, implementation, and evaluation teams will always include fair representation from all genders. Moreover, ORRAA Inc. is devoted to supplying the resources and support required to satisfy the unique needs of all team members based on gender.

**III. Sensitization and Capacity Building:** To promote understanding and awareness, ORRAA Inc., via the Alliance, consistently runs workshops and training programs that focus on gender-related issues and challenges. By doing so, the organization strives to foster a culture that encourages implementing good practices promoting equality and diversity.

**IV. Monitoring and Evaluation:** ORRAA Inc.'s approach to achieving gender equality includes establishing plausible methods to evaluate its progress over time. A prime example is the organization's consistent review of the gender pay gap, with a commitment to identifying and reducing any existing disparities.

**V. Gender and Inclusion in Internal Policies and Procedures:** ORRAA Inc. pledges to uphold fairness and gender-neutrality in recruitment, remuneration, and promotion policies. Each allegation reported concerning harassment or bullying within the organization will be promptly addressed and thoroughly investigated.

**VI. Reporting and Accountability:** In the spirit of transparency, ORRAA Inc. commits to regularly reporting the progress made in achieving greater gender equality to all stakeholders. ORRAA Inc. strives to hold the organization, as well as its employees, accountable for enforcing and upholding this policy.

**VII. Addressing Marginalized Communities:** ORRAA Inc. also aims to address the specific needs of underserved and marginalized communities, inclusive of LGBTQI+ individuals. The organization strives to eliminate gender-based violence (GBV) in all its forms and works to mitigate its harmful effects on individuals and communities.

**VIII. Equality in Procurement:** ORRAA Inc. regards gender equality as a fundamental criterion in its procurement processes and makes it a point to engage with suppliers who uphold the organization's principles of gender equality and fairness.

### **Responsibility**

By adopting this Policy, ORRAA Inc. is not only committed to adhering to the UK Equality Act 2010 but also aims to foster an inclusive and supportive work culture that allows every individual to excel and rise to their full potential.

Further, the Alliance's project assessment criteria, developed in partnership with its funders and the Global Resilience Partnership, assesses every proposal's social inclusion potential for factors including safeguarding, equity, and community co-benefits. This includes equity, to specifically improve gender, equity, and human rights, including special consideration for vulnerable groups and communities (women, girls, Indigenous groups, people with disabilities, and other vulnerable communities) or low-income populations.

## Prohibited Discrimination and Harassment

ORRAA Inc. is committed to providing a professional and congenial work environment and aims to ensure that the work environment remains pleasant for all employees. To build a happy and productive workplace, the organization needs everyone to treat others well and help them feel safe. Each person should do their part to prevent harassment, discrimination, gaslighting, bullying, and microaggressions.

ORRAA Inc. maintains a strict policy prohibiting harassment for any discriminatory reason, such as race, color, ethnicity, sex, sexual orientation, age, gender identity, religion, national origin, ancestry, disability, marital status, familial status, genetic information, domestic/sexual violence victim status, pregnancy, veteran status, use of a guide or support animal because of blindness, deafness, or physical handicap, as is prohibited by state and federal law in the U.S., and may subject ORRAA Inc. and/or the individual harasser to liability for all such unlawful conduct. This Policy prohibits not only unlawful harassment, but also other unprofessional and discourteous actions.

### I. Definitions

#### a. Sexual Harassment

- i. Sexual harassment includes unwelcome sexual advances, request for sexual favors, or any other visual, verbal, or physical conduct of a sexual nature when:
  1. Submission to such conduct is made either explicitly or implicitly a term or condition of the individual's employment.
  2. Submission to or rejection of such conduct is used as the basis for employment decisions affecting such individual; or
  3. Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.
- ii. Examples of conduct that may constitute sexual harassment include, but are not limited to the following:
  1. Unwelcome physical contact with sexual overtones, such as touching, patting, pinching, repeatedly brushing against someone, or impeding the movement of another person;
  2. Unwelcome sexually offensive comments such as slurs, jokes, epithets, and innuendo;
  3. Unwelcome sexually oriented "kidding" or "teasing" or sexually oriented "practical jokes";
  4. Suggestive or obscene written comments in notes, letters, invitations, text messages, or email;
  5. Inappropriate, repeated, or unwelcome sexual flirtations, advances, or propositions;
  6. Offensive visual contact such as staring, leering, gestures, or displaying obscene objects, pictures, or cartoons;
  7. Inappropriate or suggestive comments about another person's physical appearance or dress;



8. Posting comments or engaging in dialogue on social media or other internet venues that harass, offend, or discriminate against other employees or contractors of ORRAA Inc.;
9. Exchanging or offering to exchange any kind of employment benefit for a sexual concession (e.g., promising a promotion or raise in exchange for sexual favors); or
10. Withdrawing or threatening the withdrawal of any kind of employment benefit for refusing to grant a sexual favor (e.g., suggesting that an individual will receive a poor performance review or be denied a raise unless he/she goes out on a date with a supervisor).

**b. Other Prohibited Harassment**

- i. In addition to prohibiting sexual harassment, ORRAA Inc. also prohibits harassment of an individual on the basis of any protected status including race, color, ethnicity, sex, sexual orientation, age, gender identity, religion, national origin, ancestry, disability, marital status, familial status, genetic information, domestic/sexual violence victim status, pregnancy, veteran status, use of a guide or support animal because of blindness, deafness, or physical handicap, or any other characteristic protected by federal, state, or local law. In this regard, harassment is defined as verbal or physical conduct (to include posting comments or engaging in dialogue on social media or other internet venues) – including but not limited to slurs, remarks, epithets, jokes, or intimidating or hostile acts – based on an employee’s membership in a protected class, when such conduct has the purpose or effect of:
  1. Substantially interfering with an individual’s work performance, or creating an intimidating, hostile, or offensive working environment;
  2. Otherwise adversely affecting an individual’s employment opportunities; or
  3. Unreasonably interfering with an individual’s work performance.

**Application of Policy**

This Policy applies to everyone at ORRAA Inc., including all directors, officers, and employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as consultants, beneficiaries, suppliers, or other third parties an employee may encounter through work at ORRAA Inc. Similarly, everyone at ORRAA Inc. has a responsibility to keep the workplace free of unlawful harassment. Anyone acting on behalf of ORRAA Inc. has a personal responsibility and obligation to conduct ORRAA Inc.’s business activities ethically and in compliance with all applicable laws in the countries where ORRAA Inc. does business. Failure to do so may result in disciplinary action, up to and including termination.

## **Procedure**

Employees who believe that they have been subjected to sexual or other unlawful harassment or discrimination should immediately tell the harasser to stop the unwanted behavior and report it immediately to either their supervisor, Human Resources, another supervisor, or [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org). Emails to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org) are received by both the ORRAA Inc. President and a board director so that appropriate action can be taken with sufficient checks and balances in place to ensure compliance with this Policy.

All complaints of harassment or discrimination will be promptly, thoroughly, and objectively investigated. To the extent practicable under the circumstances, the investigation will be conducted in such a way as to maintain confidentiality.

If it is determined that inappropriate conduct has occurred, ORRAA Inc. will act promptly to eliminate the offending conduct, which may include disciplinary action as is appropriate under the circumstances. Such action may range from counseling to termination of employment and may include such other forms of disciplinary action as ORRAA Inc. deems appropriate to prevent future harassment or discrimination from occurring. A determination regarding the harassment alleged will be communicated to the person claiming harassment as soon as practical.

## **Anti-Retaliation**

ORRAA Inc. will not permit any retaliation against any individual who using this complaint procedure, reports harassment, or files, testifies, assists, or participates in any manner in any investigation, proceedings, or hearing. Any individual found to have engaged in retaliation against another individual for reporting or threatening to report harassment will be subject to disciplinary action, up to and including termination of employment.

Any complaints brought forward regarding harassment and/or discrimination including retaliation will be thoroughly investigated. After the investigation is completed, any individuals found guilty will be reprimanded up to and including termination.

## Anti-Human Trafficking

Following the policies instituted both by the U.S. Government and international law, ORRAA Inc., as a non-profit global organization, is committed to creating a work environment that is free from human trafficking and slavery. This includes any form of forced labor including sexual exploitation, child soldiering, and involuntary domestic servitude. We acknowledge our responsibility to protect and uphold human rights and to contribute to the global efforts against human trafficking, therefore ORRAA Inc. will not tolerate or condone any involvement in acts constituting human trafficking and slavery.

ORRAA Inc. defines human trafficking as “the recruitment, transportation, transfer, harboring, or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud or deception, of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purposes of exploitation.” It upholds the prohibition of various activities that promulgate human trafficking, including, but not limited to:

- Engaging in any form of trafficking in persons.
- Engaging in or procuring commercial sex acts.
- Sex trafficking of children or by force, fraud, or coercion.
- Using forced labor.
- Unlawful conduct with respect to documents in furtherance of trafficking, peonage, slavery, involuntary servitude, or forced labor.
- Using misleading or fraudulent practices during the recruitment process.
- Any and all other activities stated under U.S. Laws and International laws that fall within the purview of human trafficking.

## Application of Policy

This Policy applies to everyone at ORRAA Inc., including all directors, officers, and employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as consultants, beneficiaries, as well as independent contractors engaged to provide services to the organization. Anyone acting on behalf of ORRAA Inc. has a personal responsibility and obligation to understand and comply with this Policy. Failure to do so may result in disciplinary action, up to and including termination.

## Complaint Procedure

All possible violations of this Policy or any suspicion of such wrongdoing should be reported immediately to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org). Emails to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org) are received by both the ORRAA Inc. President and a board director so that appropriate action can be taken with sufficient checks and balances in place to ensure compliance with this policy. The ORRAA Inc. Board of Directors will investigate all incidents in coordination with legal counsel, and report to authorities as appropriate. To the extent practicable under the circumstances, the investigation will be conducted in such a way as to maintain confidentiality.

## Safeguarding

ORRAA Inc. affirms that everyone regardless of such as race, color, ethnicity, sex, sexual orientation, age, gender identity, religion, national origin, ancestry, disability, marital status, familial status, genetic information, domestic/sexual violence victim status, pregnancy, veteran status, use of a guide or support animal because of blindness, deafness, or physical handicap (as is prohibited by state and federal law in the U.S.), has the right to be protected from all forms of harm, abuse, neglect, and exploitation, including sexual exploitation, sexual abuse, and sexual harassment. ORRAA Inc. does not tolerate harm, abuse neglect, and exploitation by directors, officer, employees, contractors, beneficiaries, partners, or vendors.

ORRAA Inc. is committed to safeguarding adults and children alike in its pursuit of its mission, and to protecting them from sexual exploitation, abuse, and sexual harassment (SEAH). ORRAA Inc. is committed to addressing safeguarding throughout its work through prevention, reporting, and response.

### I. Definitions, per the United Nations

- a. **Sexual exploitation:** Any actual or attempted abuse of a position of vulnerability, differential power, or trust for sexual purposes. Includes profiting momentarily, socially, or politically from sexual exploitation of another. Under UN regulations it includes transactional sex, solicitation of transactional sex and exploitative relationship.
- b. **Sexual abuse:** The actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions. It covers sexual assault (attempted rape, kissing / touching, forcing someone to perform oral sex/touching) as well as rape. Under UN regulations, all sexual activity with someone under the age of 18 is considered to be sexual abuse.
- c. **Sexual harassment:** A continuum of unacceptable and unwelcome behaviors and practices of a sexual nature that may include, but are not limited to, sexual suggestions or demands, requests for sexual favors and sexual, verbal or physical conduct or gestures, that are or might reasonably be perceived as offensive or humiliating.

ORRAA Inc. is committed to adhering to the UN's Inter-Agency Standing Committee's (IASC) [Six Core Principles](#) relating to sexual exploitation and abuse:

1. Sexual exploitation and abuse by humanitarian workers constitute acts of gross misconduct and are therefore grounds for termination of employment.
2. Sexual activity with children (persons under the age of 18) is prohibited regardless of the age of majority or age of consent locally. Mistaken belief regarding the age of a child is not a defense.
3. Exchange of money, employment, goods, or services for sex, including sexual favors or other forms of humiliating, degrading, or exploitative behavior is prohibited. This includes exchange of assistance that is due to beneficiaries.
4. Any sexual relationship between those providing humanitarian assistance and protection and a person benefiting from such humanitarian assistance and protection

that involves improper use of rank or position is prohibited. Such relationships undermine the credibility and integrity of humanitarian aid work.

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

In compliance with the IASC's [minimum operating standards](#) for protection from sexual exploitation and abuse, ORRAA Inc. will:

- **Ensure effective policy development and implementation:** Ensure all directors, officers, employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as contractors, beneficiaries, customers, suppliers, guests, or third parties the employee may encounter through work at ORRAA Inc. have access to, are familiar with, and know their responsibilities within this Policy; review Policy regularly and update as needed; design and undertake all programs and activities in a way that protects local communities from any risk of harm that may arise from their coming into contact with ORRAA Inc. either in person or through its digital channels. This includes the way in which information about individuals in ORRAA Inc.'s programs is gathered and communicated.
- **Adopt cooperative arrangements:** Include adherence with Policy in ORRAA Inc.'s general contract conditions and require written agreements from contractors that they are aware of and will abide by Policy. Failure to meet obligations under this Policy is grounds for termination of existing contracts for a period of at least two years, and non-selection of potential partners.
- **Establish responsibility for Policy:** Establish that the ORRAA Inc. President has overall responsibility and oversight of this Policy, supported by the Board of Directors. The ORRAA Inc. President is responsible for giving advice on the interpretation and application of this policy, supporting training and education, and responding to reported concerns.
- **Communicate effectively:** Communicate in detail ORRAA Inc.'s expectations in line with the Policy to anyone working with local communities and distribute examples of awareness raising tools and materials to local communities.
- **Effective complaint mechanisms:** Investigate reports promptly and according to due process.

### **Application of Policy**

This Policy applies to everyone at ORRAA Inc., including all directors, officers, and employees (managers, supervisors, salaried, hourly, and temporary employees, etc.) as well as consultants, beneficiaries, suppliers, or other third parties an employee may encounter through work at ORRAA Inc. Anyone acting on behalf of ORRAA Inc. has a personal responsibility and obligation to conduct ORRAA Inc.'s business activities ethically and in compliance with all applicable laws in the countries where ORRAA Inc. does business. Failure to do so may result in disciplinary action, up to and including termination.

### **Complaint Procedure**

All possible violations of this Policy or any suspicion of such wrongdoing should be reported immediately to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org). Emails to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org) are received by both the ORRAA Inc. President and a board director so that appropriate action can be taken with sufficient checks and balances in place to ensure compliance with this policy. The ORRAA Inc. Board of Directors will investigate all incidents in coordination with legal counsel, and report to authorities as appropriate. To the extent practicable under the circumstances, the investigation will be conducted in such a way as to maintain confidentiality.

### **Anti-Retaliation**

ORRAA Inc. will not permit any retaliation against any individual who using this complaint procedure, reports harassment, or files, testifies, assists, or participates in any manner in any investigation, proceedings, or hearing. Any individual found to have engaged in retaliation against another individual for reporting or threatening to report an incident will be subject to disciplinary action, up to and including termination of employment.

## Whistleblower

All ORRAA Inc. directors, officers, employees (managers, supervisors, salaried, hourly, and temporary employees, etc.), and consultants are expected to observe the highest standards of business and financial ethics and to comply with all applicable laws, regulations, and policies in the conduct of their duties. ORRAA Inc. urges all directors, officers, employees, and consultants to report any suspected financial or accounting impropriety or illegal or unethical business behavior without fear of retaliation.

Any ORRAA Inc. director, officer, employee, or consultant who becomes aware of any action or suspected action taken by or within ORRAA Inc. that they believe or suspect to be illegal, fraudulent, or in violation of any ORRAA Inc. policy must report this to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org). Emails to [Ethics@OceanRiskAlliance.org](mailto:Ethics@OceanRiskAlliance.org) are received by both the ORRAA Inc. President and a board director so that appropriate action can be taken with sufficient checks and balances in place to ensure compliance with this policy. If the matter concerns the President, a report should be made directly to a Board director. To the extent practicable under the circumstances, the investigation will be conducted in such a way as to maintain confidentiality.

To maintain the confidentiality of allegations and the fairness of the investigative process, employees should refrain from conducting any investigative activity on their own, such as contacting parties, requesting information from any source, or disclosing allegations to anyone other than those identified in this policy, absent specific instructions to do so.

No ORRAA Inc. director, officer, employee, or consultant who makes a report pursuant to this Policy in good faith and with reasonable belief in its accuracy, provides information to a law enforcement official or agency, or assists in the investigation of a suspected violation shall suffer intimidation, harassment, discrimination, reprisal, or retaliation or, in the case of employees, adverse employment consequences. For the purposes of this Policy, a reprisal includes the threat of a reprisal.

No one at ORRAA Inc. may use their position to influence an employee or prevent an employee from exercising their rights as provided in this Policy. Anyone at ORRAA Inc. who is found to have engaged in such behavior shall be subject to disciplinary action.

Directors, officers, employees, and consultants are expected to exercise sound judgment to avoid baseless allegations. Any person who knowingly or recklessly makes an allegation or disclosure that proves to be unsubstantiated may be subject to discipline, up to and including dismissal or, in the case of a director, removal from the Board.

**Responsibility and Reporting**

The ORRAA Inc. President has overall responsibility and oversight of this policy, and for reporting on its implementation to the Audit Committee of the ORRAA Inc. Board of Directors.

A person who is the subject of a whistleblower complaint may not be present at, or participate in, Audit Committee or Board deliberations or voting relating to such complaint, but such person may be asked to provide information or answer questions relating to the complaint prior to the commencement of deliberations or voting.



## Risk Management

ORRAA Inc. utilizes an action plan for risk management first adopted by Alliance co-host the Stockholm Resilience Centre, based on recommendations from an audit on internal governance and control made by KPMG in 2015. The organization is committed to reviewing and updating the plan annually.

The action plan focuses on:

- Anti-corruption and anti-bribery
- Risk management and risk analysis
- Governance
- Disbursement of funds to third parties
- Recruitment and allocation of staff and consultants
- Safety of employees and consultants
- Business travel and meals

It explains the activities carried out within these areas and includes a time schedule for implementation of the specified activities. The following work is included in the plan:

- Anti-corruption
  - ORRAA Inc. has a Purchasing and Procurement Policy in place.
  - ORRAA Inc. is working to prevent and detect corruption, and regularly offers training for employees and consultants.
  - ORRAA Inc. has an Anti-Corruption and Anti-Bribery Policy in place.
  - ORRAA Inc. visits third party organizations on a regular basis.
- Risk analysis
  - ORRAA Inc. is committed to conducting an annual SWOT analysis and will follow up action items accordingly.
  - ORRAA Inc. utilizes an external consultant for conducting a deeper analysis in risks related to third party relationships.
- Governance
  - ORRAA Inc. is actively working for gender balance in the board and leadership of the organization.
- Disbursement of funds
  - ORRAA Inc. has rules and procedures for handling disbursements of funds to third parties.
- Recruitment and allocation of staff and consultant
  - ORRAA Inc. has policies for recruitment of new staff and consultants that ensure an open external recruitment process and transparency.
- Safety policy
  - To ensure safe travels, ORRAA Inc. follows the recommendations of the U.S. Department of State for safety when travelling.
- Travel policy
  - ORRAA Inc. has a Business Travel and Meals Policy in place to actively to minimize negative environmental impact from travels.