



GRCN's Corporate Policies

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Whistleblower Policy

I. PURPOSES

Global Resilient Cities Network (the “Organization”) is committed to honest, ethical, and lawful conduct; full, fair, accurate, timely, and transparent disclosure in all public communications; and compliance with applicable laws, rules, and regulations. In furtherance of these commitments, all directors, officers, employees, independent contractors, consultants, and volunteers of the Organization (each, a “Covered Person” or “you”) must act in accordance with all applicable laws and regulations, and with the policies of the Organization at all times, and assist in ensuring that the Organization conducts its business and affairs accordingly.

This Whistleblower Policy (this “Policy”) (a) establishes procedures for the reporting and handling of concerns regarding action or suspected action taken by or within the Organization that is or may be illegal, fraudulent, or in violation of any policy of the Organization, as well as any other matter that could cause serious damage to the Organization’s reputation (each, a “Concern”), and (b) prohibits retaliation against any Covered Person who reports a Concern in good faith.

By appropriately responding to Concerns, we can better support an environment where compliance is valued and ensure that the Organization is meeting its ethical and legal obligations.

II. WHEN TO RAISE A CONCERN

You are encouraged to disclose to and seek guidance from an appropriate supervisor or manager if you believe any Covered Person or other person associated or doing business with the Organization has engaged, is engaging, or may engage in any illegal or unethical behavior or has violated or may violate any law, rule, regulation, or policy of the Organization. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Organization), fraud, harassment, or any other illegal, unethical, or proscribed conduct. While Concerns may be submitted at any time, you should report a Concern as soon as reasonably possible after becoming aware of the matter.

III. HOW TO RAISE A CONCERN

Concerns may be submitted either in writing or orally. No specific form is required to be filled out in order to submit a Concern, but you are encouraged to provide as much information and detail as possible so that the Concern can be properly investigated. A Concern may be submitted:

- To the administrator of this Policy (the “Policy Administrator,” who is an employee, officer, or director of the Organization, as required by law), at llim@resilientcitiesnetwork.org, and who will report to the Board of Directors of the Organization (the “Board”);
- By discussing it with a supervisor or manager, who will in turn forward the Concern to the Policy Administrator for review where appropriate; or
- In writing (including by e-mail) to the Chair of the Board who will in turn forward the Concern to the Policy Administrator for review where appropriate.

Concerns may be raised anonymously; however, any individual reporting his or her own violation shall not satisfy his or her disclosure obligation hereunder with a Concern raised anonymously. Any individual who is the subject of a Concern is prohibited from participating in any board or committee deliberations or voting relating to the evaluation of such Concern in accordance with this Policy; provided, that the Board is not prohibited from requesting that such individual present information as background or answer questions at a meeting of the Board prior to the commencement of deliberations or voting relating thereto.

IV. PROCEDURES FOR RECEIVING AND REVIEWING CONCERNS

Any supervisor, manager, or other person receiving a Concern should contact the Policy Administrator (whose contact information is provided in Section III above), who will coordinate further action.

The Policy Administrator will assess each Concern on a preliminary basis to determine to what extent an investigation into the Concern is required and will direct all aspects of the investigation of any Concern. The Organization will use its best efforts to conduct the review in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. You must cooperate as necessary in connection with any such investigation. Any person who does not cooperate in connection with any such investigation may be subject to disciplinary action, up to and including termination of employment. In the event a Concern involves or implicates the Policy Administrator, the Policy Administrator will promptly recuse himself or herself from the investigation and inform the Board in writing. The Board may investigate such Concern or appoint impartial attorneys to investigate the Concern.

V. RECORDS OF CONCERNS AND INVESTIGATION REPORTS

The Policy Administrator will maintain a written record of all Concerns, summarizing in reasonable detail for each Concern: (i) the nature of the Concern (including any specific allegations made and the persons involved); (ii) the date of receipt of the Concern; (iii) the current status of any investigation into the Concern and information about such investigation (including the steps taken in the investigation, any factual findings, and the recommendations for corrective action); and (iv) any final resolution of the Concern. The Policy Administrator will distribute an update of this record to the Chair of the Board in advance of each regularly scheduled meeting thereof.

VI. CONFIDENTIALITY

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

VII. NO RETALIATION

It is the Organization's policy to encourage the communication of bona fide Concerns relating to the lawful and ethical conduct of the Organization's business. It is also the policy of the Organization to protect those who communicate bona fide Concerns from any retaliation for such reporting. No adverse employment action or other forms of retaliation (including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied) may be taken against any Covered Person based on such person having reported in good faith any Concern or assisted in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any Concern. Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the Organization.

VIII. POLICY DISTRIBUTION

A copy of this Policy will be distributed to each Covered Person promptly following the adoption of or any amendments to this Policy, and at such time as a person becomes a Covered Person. This distribution requirement may be satisfied by posting a copy of this Policy on the Organization's website or at the Organization's offices in a conspicuous location accessible to employees and volunteers.

X. POLICY ADOPTION AND OVERSIGHT

The Board is ultimately responsible for providing oversight of the adoption and implementation of, and compliance with, this Policy.

This Whistleblower Policy was adopted by the Board on **November 02, 2020**.



Code of Conduct and Ethics Policy

Dear Resilience Champions,

Bringing people together for a common purpose is how Resilient Cities Network (R-Cities Network) was born. We will continue to be relevant and transformative so long as we remain focused on nurturing the relationships and building the capacity of this Network to improve the lives of millions of urban dwellers around the world. This work is generational and as such requires us to work with purpose and integrity to achieve the best outcomes for our member cities.

The R-Cities Network Code of Conduct and Ethics is one of the ways we put our values into practice. It's built around the recognition that everything we do in connection with our member cities will be, and should be, measured against the highest possible standards of ethical business conduct. As a city network, we value each and every member city and the diversity of perspectives and experience each city brings and we strive to create inclusive spaces that allow cities to collectively solve for their problems and celebrate their achievements. These values of diversity and inclusivity are at the core of GRCN's work. Furthermore, all our activities should be driven by our principles as a city-led, impact focused, regionally driven and partnership supported organization. Each interaction should reflect our deep understanding of our responsibility to fulfil these values and principles.

Often, the right path forward will be clear to you. If in doubt, this Code of Conduct and Ethics can guide you to make the right choice. I call on each of you to demonstrate integrity, commitment to our mission and respect for one another and our cities every day. If you are faced with an ethical or legal dilemma, raise this concern with your manager, or in accordance with the Whistleblower Policy, to our organizational representative.

We are nurturing the world's leading urban resilience practitioner Network. This Code of Conduct and Ethics is a living document that will evolve as our organization and network grow. It is my hope that it will help strengthen our foundation and guide us as we work to build a safer and equitable world for all.

Onwards in resilience,

A handwritten signature in black ink, appearing to read "Lauren N. Sorkin".

Lauren N. Sorkin
Executive Director

I. YOUR OBLIGATIONS

This Code of Conduct and Ethics (this “Code”) is designed to promote honest, ethical, and lawful conduct by all employees, volunteers, officers, and directors of Global Resilient Cities Network and all of its affiliates (collectively, the “Organization”). This Code is intended to help you understand the Organization’s standards of ethical business practices and to stimulate awareness of ethical and legal issues that you may encounter in carrying out your responsibilities to the Organization. In addition, independent contractors, consultants, and agents who represent the Organization are expected to apply the same high standards while working on Organization business.

The actions of every employee, volunteer, officer, and director affect the reputation and integrity of the Organization. Therefore, it is essential that you take the time to review this Code and develop a working knowledge of its provisions.

You are required to complete a certificate attesting to compliance with this Code upon becoming an employee, volunteer, officer, or director and, thereafter, on an annual basis.

At all times, you are expected to:

- **Avoid conflicts** between personal and professional interests where possible;
- **Comply with the Organization’s Conflict of Interest and Related Party Transaction Policy**, including by disclosing any conflict to the Board of Directors of the Organization (the “Board”) and otherwise pursue the ethical handling of conflicts (whether actual or apparent) when conflicts or the appearance of conflicts are unavoidable;
- **Provide accurate and complete information** in a timely manner in the course of fulfilling your obligations;
- **Provide full, fair, accurate, timely, and understandable disclosure** in reports required to be filed by the Organization with regulators and in other public communications made by the Organization;
- **Comply with all applicable laws**, regulations, and Organization policies;
- **Seek guidance** where necessary from a responsible supervisor;
- **Promptly report any violations of this Code** to a responsible supervisor, who will in turn report any violations to the Board, in accordance with the Organization’s Whistleblower Policy); and
- **Be personally accountable** for adherence to this Code.

Who do I contact for guidance or to report concerns?

If you believe a situation may involve or lead to a violation of this Code, you have an affirmative duty to seek guidance and report such concerns.

- **Seek guidance** from a responsible supervisor or other appropriate internal authority (for example, a member of the Management Committee).
- **Disclose concerns or violations** of this Code in accordance with the Organization’s Whistleblower Policy to a supervisor, manager, the Whistleblower Policy Administrator, the Chair of the Board, or the Organization’s legal counsel.

BOARD CHAIR:

Mayor Sylvester Turner
mayor.st@houstontx.gov

WHISTLEBLOWER POLICY ADMINISTRATOR:

Operations Manager
opsmgr@resilientcitiesnetwork.org

[LEGAL COUNSEL]:

Nic Campbell
legal@resilientcitiesnetwork.org

It is the Organization’s policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of the Organization to protect those who communicate bona fide concerns from any retaliation for such reporting.

Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code. However, anonymous reporting does not serve to satisfy a duty to disclose your own potential involvement in a conflict of interest or in unethical or illegal conduct.

This Code is part of a broader set of Organization policies and compliance procedures. This Code is not intended to supersede or materially alter specific Organization policies and procedures already in place and applicable to particular employees as communicated to Organization employees.

No Organization policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. **Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced**

in this Code, you should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained.

Those who violate the standards in this Code will be subject to disciplinary action. Failure to follow this Code, as well as to comply with federal, state, local, and any applicable foreign laws, and the Organization’s policies and procedures, may result in termination of board service or of employment with the Organization.

II. COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

The Organization requires you to comply with all applicable laws, rules, and regulations. Violation of laws and regulations may subject you, as well as the Organization, to civil and/or criminal penalties. To assure compliance with applicable laws and regulations, the Organization has established various policies and procedures, including those relating to: Conflict of Interest and Related Party Transaction Policy and Whistleblower Policy. You have an obligation to comply with these policies and procedures and to promptly alert a responsible supervisor, [the Organization’s legal counsel,] the Whistleblower Policy Administrator, the Chair of the Board, and/or other appropriate internal authority, whose contact information is set forth above, of any deviation from them.

Legal compliance is not always intuitive. To comply with the law, you must learn enough about the national, state, and local laws that affect your work at the Organization to spot potential issues and to obtain proper guidance on the right way to proceed. When there is any doubt as to the lawfulness of any proposed activity, you should seek advice from the Whistleblower Policy Administrator who will consult with the Organization’s legal counsel, whose contact information is set forth above.

Certain legal obligations and policies that are particularly important are summarized below. Further information on any of these matters may be obtained from the Organization’s legal counsel, whose contact information is set forth above.

III. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS

The Organization expects you to exercise good judgment and the highest ethical standards in your activities on behalf of the Organization as well as in your private activities outside the Organization. Particular care should be taken to ensure that no detriment to the interests of the Organization (or appearance of such detriment) may result from a conflict or potential conflict between those interests and any personal or business interests which you may have. In particular, you have an obligation to avoid, and where avoidance is not feasible, to disclose to the appropriate individual (as set forth in the Organization's Conflict of Interest and Related Party Transaction Policy), any activity, agreement, business investment or interest, or other situation that might in fact or in appearance cause you to place your own interests, or those of another, in tension with or above your obligation to the Organization. Care should be taken about the appearance of a conflict since such appearance might impair confidence in, or the reputation of, the Organization even if there is no actual conflict and no wrongdoing.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest may arise whenever you take action or have (directly or indirectly) interests that may make it difficult to perform your work objectively or effectively or when you (directly or indirectly) receive personal benefits as a result of your position or relationship with respect to the Organization. For example, a conflict may arise if you have a financial or personal interest in a contract or transaction to which the Organization is a party. In addition, receipt by you or a member of your family of a personal benefit as a result of your position with the Organization may be deemed a conflict of interest. Procedures relating to disclosure and review of conflicts of interest and related party transactions are set forth in the Organization's Conflict of Interest and Related Party Transaction Policy.

In all instances where the appearance of a conflict exists, you must disclose the nature of the conflict and all material facts related to such conflict to the Chair of the Board, who shall communicate that information to the full Board. We will then work with you to determine what to do next.

IV. COMMUNITY, POLITICAL, CHARITABLE, AND OTHER OUTSIDE ACTIVITIES

The Organization generally encourages participation in community activities outside the Organization. Employees should avoid any outside personal interest or activity (whether or not for profit) that will interfere with their duties to the Organization, however. As a guideline, such activities should not encroach on time or attention employees should be devoting to Organization business, adversely affect the quality of their work, compete with the Organization's business, imply Organizational sponsorship or support without express approval by the Organization, and/or adversely affect the reputation of the Organization.

No employee, volunteer, officer, or director, shall publicly utilize any affiliation of the Organization in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the official position of the Organization.

V. PROTECTION AND PROPER USE OF THE ORGANIZATION'S ASSETS

You have a personal responsibility to protect the assets of the Organization from misuse or misappropriation. The assets of the Organization include tangible assets, such as products, equipment, and facilities, as well as intangible assets, such as intellectual property, trade secrets, reputation, and business information (including any non-public information learned as an employee, volunteer, officer, or director of the Organization).

5.1 Theft/Misuse of Assets

The Organization's assets may only be used for business purposes and such other purposes as are approved by the Organization. You must not take, make use of, or knowingly misappropriate the assets of the Organization for personal use, for use by another, or for an improper or illegal purpose. You are not permitted to remove, dispose of, or destroy anything of value belonging to the Organization without the Organization's express prior written consent, including both physical items and electronic information.

5.2 Confidential or Proprietary Information/Privacy

You must not use or disclose any confidential or proprietary information to any person or entity outside the Organization, either during or after service with the Organization, except with written authorization of the Organization or as may be otherwise required by law or regulation. You may not use confidential or proprietary information for your own personal benefit or the benefit of persons or entities outside the Organization.

Confidential or proprietary information includes all non-public information learned as an employee, volunteer, officer, or director of the Organization. It includes, but is not limited to:

- Non-public information that might be (i) of use to suppliers, vendors, joint venture partners, or others, (ii) of interest to the press, or (iii) harmful to the Organization or any of its constituents, if disclosed;
- Non-public information relating to the Organization's operations, including financial information, donor lists, mailing lists, and any information relating to fundraising (including fundraising efforts, plans, ideas, and proposals), minutes, reports, and materials of the Board and its committees, and other documents identified as confidential;
- Non-public information about discussions and deliberations, relating to business issues and decisions, between and among employees, volunteers, officers, and directors; and
- Non-public information about fellow employees, directors, officers, or volunteers, or any other individuals about whom the Organization may hold information from time to time.

5.3 Outside Communication

The Organization is committed to providing full, fair, and accurate disclosure in all public communications and in compliance with all applicable law, regulations, and rules. Consistent with this commitment, employees may not answer questions from the media, donors, potential

donors, or any other members of the public unless specifically authorized to do so by the Organization. If you receive such an inquiry, you should obtain the name of the person and their contact information if possible and immediately notify the Executive Director.

As individuals, we all have rights to speak out on issues, including in a public forum, whether at your town hall or on a social networking media application or website. When you speak as an individual, however, it is critical that you do not give the appearance of speaking or acting on the Organization's behalf. You should be especially aware of the broad reach of social networking media applications and websites, and that such media is increasingly being monitored by donors, customers, regulators, and colleagues. Your comments may be attributed to the Organization, even though you did not intend for your comments to be attributed that way.

Whether or not you identify yourself as an employee of the Organization, you may not engage in any online or social media activities that would violate any of the Organization's policies.

Nothing in this Code intends to, nor should it be interpreted or applied to, in any way limit any employee's rights under applicable federal, state, or local laws, including employees' rights under the National Labor Relations Act, to engage in protected concerted activity with other employees to improve terms and conditions of employment, such as, but not limited to, wages and benefits.

5.4 Network Use, Integrity, and Security

The Organization reserves the right to monitor or review any and all data and information contained on any employee's or officer's computer or other electronic device issued by the Organization. In addition, the Organization reserves the right to monitor or review an employee's or officer's use of the Internet, Organization Intranet, and Organization e-mail or any other electronic communications without prior notice.

Access to Organization systems will be revoked and disciplinary action may be taken in the event that such systems are used to commit illegal acts or to violate the nondiscrimination, harassment, pornography, solicitation, or proprietary information terms of this Code or any other terms of this Code.

In order to maintain systems integrity and protect the Organization's network, no employee or officer should divulge any passwords used to access any Organization computer or database. Any suspected breach of the Organization's network security systems should be reported to a responsible supervisor or appropriate internal authority immediately.

All employees and officers should refrain from using or distributing software that may damage or disrupt the Organization’s work environment by transmitting a virus or conflicting with Organization systems.

No employee or officer should engage in the unauthorized use, copying, distribution, or alteration of computer software whether obtained from outside sources or developed internally. All software, including “shareware,” contains terms of use that must be adhered to.

VI. ILLEGAL PAYMENTS

No illegal payments of any kind are to be made to any local, state, or Federal Government officials in the United States or to government officials of any other country, territory, or municipality at any time or under any circumstances. Moreover, no funds or other assets of the Organization are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to the Organization’s activities. Kickbacks to or from any person are prohibited.

Any question as to whether a gift or payment would be considered improper under the Organization’s guidelines or under law must be discussed with the Organization’s legal counsel.

Under no circumstance is it acceptable for you to offer, give, solicit, or receive any form of bribe, kickback, payoff, or inducement.

You may not use agents, consultants, independent contractors, or other representatives to do indirectly what you could not do directly under this Code or under applicable law, rules, and regulations.

VII. MAINTAINING A SAFE, HEALTHY, AND AFFIRMATIVE WORKPLACE

The Organization is an equal opportunity employer and bases its recruitment, employment, development, and promotion decisions solely on a person’s ability and potential in relation to the needs of the job, and complies with local, state, and federal employment laws. The Organization makes reasonable job-related accommodations for any qualified employee or officer with a disability when notified by the employee that he or she needs an accommodation.

The Organization is committed to maintaining a workplace that is free from sexual, racial, or other unlawful harassment, and from threats or acts of violence or physical intimidation. Abusive, harassing, or other offensive conduct is unacceptable, whether verbal, physical or visual. If you believe that you have been harassed or threatened with or subjected to physical violence in or related to the workplace, you should report the incident to an appropriate supervisor or the Organization’s legal counsel, who will arrange for it to be investigated. All efforts will be made to handle the investigation confidentially.

The Organization will not tolerate the possession, use, or distribution of offensive materials on the Organization's property, or the use of the Organization's personal computers or other equipment to obtain or view such materials. All employees and officers must promptly contact an appropriate supervisor or the Organization's legal counsel about the existence of offensive materials, especially child pornography, on the Organization's systems or premises so that appropriate action may be taken, including notifying the proper authorities if necessary.

The Organization is committed to providing a drug-free work environment. The illegal possession, distribution, or use of any controlled substances on the Organization's premises or at Organization functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace is not in the Organization's best interest and violates this Code.

All accidents, injuries, or concerns about unsafe equipment, practices, conditions, or other potential hazards should be immediately reported to an appropriate supervisor.

VIII. ACCOUNTING PRACTICES, BOOKS, AND RECORDS AND RECORD RETENTION

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. You have a strict obligation to provide accurate information in the records of the Organization.

You are expected to support the Organization's efforts in fully and fairly disclosing the financial condition of the Organization in compliance with applicable accounting principles, laws, rules, and regulations and making full, fair, accurate, timely, and understandable disclosure in our reports filed with regulatory agencies and other communications. Our financial statements and the books and records on which they are based must accurately reflect all transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees, volunteers, officers, and directors – and, in particular, the executive director, the chief financial officer, the controller and the principal accounting officer] – have a responsibility to ensure that the Organization's accounting records do not contain any false or misleading entries. Any known or suspected false or misleading entries should be reported immediately to the Chair of the Board.

We do not tolerate any misclassification of transactions as to accounts, departments, or accounting periods and, in particular:

- All accounting records, as well as reports produced from those records, are to be kept and presented in accordance with law and are to comply with generally accepted accounting principles;
- All records are to fairly and accurately reflect the transactions or occurrences to which they relate;

- All records are to fairly and accurately reflect in reasonable detail the Organization’s assets, liabilities, revenues, and expenses;
- No accounting records are to contain any false or misleading entries;
- All transactions are to be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period; and
- The Organization’s system of internal accounting controls, including compensation controls, is required to be followed at all times.

You must always record data in a timely and accurate manner. Such data recording protects the Organization’s resources and meets the expectations of the people who rely on the accuracy of the Organization’s records to perform their jobs. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action, and/or disciplinary action up to and including termination of employment. If you are authorized to make expenditures or enter into transactions on behalf of the Organization, you must ensure that the applicable records comply with the Organization’s accounting and purchasing policies and that all transactions are recorded properly.

Consistent with the reporting and recordkeeping commitments discussed above, you should accurately and truthfully complete all records used to determine compensation or expense reimbursement, including, among other items, reporting of hours worked (including overtime if applicable) and reimbursable expenses (including travel and meals).

Compliance with applicable law regarding record retention is mandatory. Destroying or altering a document with the intent to impair the document’s integrity or availability for use in any potential official proceeding is a crime. Destruction of records may only take place in compliance with applicable law. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. If you believe that Organization records are being improperly altered or destroyed, you must report it to a responsible supervisor, the appropriate internal authority, or [the Organization’s legal counsel.]

IX. RAISING QUESTIONS AND CONCERNS

Each employee, volunteer, officer, and director is responsible for promptly reporting to the Organization any circumstances that such person believes in good faith may constitute a violation of this Code or any other Organization policy, or applicable law, regulations or rules.

If you are in a situation that you believe may involve or lead to a violation of this Code, you have an affirmative duty to disclose to, and seek guidance from, a responsible supervisor, [the Organization’s legal counsel,] the Chair of the Board or other appropriate internal authority. **See “Who Do I Contact for Guidance or to Report Concerns?” above and the Whistleblower Policy for additional details.**

You are strongly encouraged to report any complaint regarding financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Organization), fraud, harassment, or any other illegal, unethical, or proscribed conduct (including confidential and anonymous complaints) to the administrator of the Organization’s Whistleblower Policy, to a supervisor or manager or to the Chair of the Board. **See “Who Do I Contact for Guidance or to Report Concerns?” above.**

It is the Organization’s policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of the Organization to protect those who communicate bona fide concerns from any retaliation for such reporting. No retribution against any individual who reports violations of this Code in good faith will be permitted. Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code and the Whistleblower Policy. However, anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct. Every effort will be made to investigate confidential and anonymous reports within the confines of the limits on information or disclosure such reports entail. While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction, including dismissal. The Organization will investigate any matter which is reported and will take any appropriate corrective action.

X. VIOLATIONS OF THIS CODE

Allegations of Code violations will be reviewed and investigated by the Organization’s legal counsel, or, in appropriate circumstances by the Organization’s Board.

Those who violate the standards in this Code will be subject to disciplinary action. Failure to follow this Code or to comply with federal, state, local, and any applicable foreign laws, and the Organization’s policies and procedures may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, and termination of Board service or employment with the Organization.

This Code was adopted by the Board on **November 02, 2020.**



CERTIFICATE OF COMPLIANCE

I _____ hereby certify that I have read, understand, and
am in

(Print name)

compliance with the terms of the foregoing Code of Conduct and Ethics.

Date: _____

Signature: _____

Title: _____

If you have any questions, please contact the Organization's legal counsel:

Nic Campbell

legal@resilientcitiesnetwork.org

Due Diligence for Grants and Contracts Policy

I. COMMITMENT

1. Global Resilient Cities Network (“R-Cities”) shall ensure that all funding it receives and expends furthers its charitable purposes. R-Cities shall only provide funding for discrete, charitable, resilience projects and shall ensure that its funding does not provide a private benefit to recipients of its grant and contract awards. Moreover, R-Cities shall conduct diligence on these organizations and individuals to ensure that its grant and contract funding is used only for the charitable purposes for which it is given. These funding awards shall further R-Cities’ exempt charitable purposes to build critical resilience infrastructure within R-Cities’ member cities.
2. This Due Diligence for Grants and Contracts Policy (this “Policy”) describes R-Cities’ commitment to fund grant and contract awards in accordance with U.S. tax and other applicable laws and best practices to maintain its charitable status.

II. POLICY OVERVIEW

1. R-Cities must use its funds and assets only in furtherance of its charitable purposes. Additionally, R-Cities shall avoid undertaking activities that might place its funds, assets, or reputation at undue risk. This Policy therefore takes a risk-based proportionate approach, understanding the greater the risk, the more R-Cities must do to conduct due diligence and mitigate risk. Accordingly, R-Cities shall carry out appropriate due diligence on those individuals and organizations that it receives donations from, grants money to, funds, or works with closely.
2. For all of its funding awards, R-Cities’ Board shall ensure that R-Cities, through its employees, officers, and agents:
 - a. Complies with all applicable law(s)
 - b. Maintains appropriate control of its charitable funds, depending on the funding award
 - c. Ensures that its funds are used properly and in furtherance of R-Cities’ charitable purposes
 - d. Exercises reasonable care and skill in carrying out responsibilities associated with any funding or grant awards
 - e. Considers, identifies, and manages any risks and their impact on R-Cities and its assets

III. DUE DILIGENCE OVERVIEW

1. In order to comply with applicable laws and regulatory requirements with regards to its due diligence and compliance for its funding awards, R-Cities shall:
 - a. Have appropriate internal and financial controls in place to ensure all funds (received and granted) are fully accounted for and monitored in a manner consistent with its charitable aims
 - b. Maintain proper and adequate financial records (for both receipt and use of funds) along with records of decisions made, and transactions with detail attached to establish funds have been spent in a manner consistent with its charitable purpose
 - c. Consider which due diligence and monitoring policies are necessary to carry out its legal duties and make policy or procedural improvements to address any higher-risk areas
 - d. Take reasonable and appropriate steps to know its grantees, partners, consultants, and vendors and commit to carry out enhanced diligence checks when the risks are higher
 - e. Identify and examine any unusual or suspicious activities, conduct, or requests

2. For grant awards, R-Cities shall conduct a check on the recipient itself, along with its key stakeholders, including directors, officers, and employees, where appropriate. R-Cities shall also review financial and programmatic operations of the organization to ensure that the organization is conducting legitimate, charitable work or projects. R-Cities shall also confirm the organization's controls around re-granting or contracting and inquire about how the recipient reviews the activities and operations of the organizations and people it funds, according to the U.S. Office of Foreign Assets Control ("OFAC") guidelines.

3. For contract awards, R-Cities shall vet potential consultants and vendors to ensure they have the requisite skills, experience, and expertise to provide the requested deliverables as part of the contract award. R-Cities shall also ensure that the fee it provides for such services shall be reasonable and the selection of the consultant or vendor shall be in R-Cities' best interests.

4. R-Cities shall comply with all appropriate funder requirements and shall include standard representations and warranties in its agreements, if any, in order to comply with such requirements.

5. R-Cities shall also conduct basic vetting of each organization that it transfers funding or resources to, including checking the OFAC List of Specially Designated Nationals and

Blocked Persons for names of individuals and entities with whom R-Cities is dealing to determine if they are included on the list(s) and determining appropriate use of OFAC licenses to ensure that no funding is used for or aids terrorist activity. Additionally, R-Cities shall ensure it is not providing an improper financial benefit to government officials or their family members.

6. If a proposed funding activity increases concerns for R-Cities, such as where the activity shall be conducted, R-Cities shall conduct an individualized compliance review of the transaction. R-Cities shall also include certain representations and warranties of its partners and grantees, if any, in all agreements in order to respond to such concerns and to be generally compliant.

7. At a minimum, R-Cities' due diligence practices shall include the approach described above, but may also include enhanced practices based on the type of funding recipient, activity being funded or supported by R-Cities, and location of the proposed funded activities.

IV. DUE DILIGENCE PROCEDURE

R-Cities shall take procedural steps as outlined below to ensure it has sufficient controls within its due diligence for its funding awards:

- a. Enter into a formal written agreement (by way of a "grant agreement" or "consulting agreement" or other documentation), which will properly protect R-Cities' interests
- b. Engage in appropriate and proper due diligence on organizations or individuals R-Cities awards grants to or contracts, as the case may be, to carry out charitable projects to determine if such recipients are able to further its aims
- c. Obtain key details prior to signing any funding agreement, including: (1) who the recipient is; (2) where the recipient is located; (3) where services will be performed; (4) the principle liaison and all contact details; (5) who controls or is a beneficiary of any bank or other financial account that will receive any award of funds; and (6) any other details to ensure the funds are received by the proper recipient
- d. Assess the nature of the recipient's business and determine whether they are an appropriate recipient of R-Cities' funds
- e. Provide assurance of the intended outcomes of the funding and that the recipient has the ability to deliver the charitable objective of the award

- f. Require reports on the use of funds, as further described in Section V below, to determine whether funds are used as intended
- g. The Management Committee, consulting with the Board, as needed, shall decide the level of and the extent of the due diligence to ensure any information collected is satisfactory to mitigate identified risks. The nature and extent of due diligence checks shall be proportionate to the risks involved in the project or work and whether R-Cities is entering into a new relationship or extending an existing one.

V. MONITORING AND VERIFYING END USE OF FUNDS

- 1. R-Cities recognizes it must be able to demonstrate charitable funds have been used for the proper purposes for which they were intended and ultimately to further its charitable aims and maintain its tax-exempt status. Monitoring funds spent and awarded will take a variety of forms, appropriate to the nature of the project involved. It will always include steps to verify the end use of funds, which can take the form of formal reporting, verbal recording, self-certification, supervision, or evaluative partner visits, or some combination thereof.
- 2. Accordingly, R-Cities shall conduct sufficient monitoring to protect its funds from abuse, misuse, and loss. Such monitoring shall ensure that:
 - a. R-Cities' funds can be accounted for and an audit trail showing the expenditure of funds by the recipient exists
 - b. R-Cities' funds have been used for the purposes for which they were intended
 - c. R-Cities' funds were appropriately received by the recipient and if the recipient further contracted or sub-granted these funds, this subsequent contract or grant award is appropriately recorded
 - d. The recipient has produced work supportive of the expected charitable outcomes, and, if not, has provided a reasonable explanation for why it was unsuccessful
 - e. Periodic and end of award narrative and financial reporting is provided to R-Cities
 - f. Suspicious activities are reported to the relevant authorities, including law enforcement, by the Global Operations and Finance Lead.

This Due Diligence for Grants and Contracts Policy was adopted by the Board on **November 17, 2020**.



Anti-Money Laundering Policy

I. APPLICATION

As a global policy, this Anti-Money Laundering (“AML”) Policy (this “Policy”) is made pursuant to U.S. AML laws and applies to:

1. Global Resilient Cities Network (“R-Cities”), including its headquarters in New York and all of its branch offices operating under R-Cities’ name and its affiliate entities with which it has operating and collaboration agreements; and
2. All other entities working on behalf of or with R-Cities that agree to be bound by this Policy (collectively, “R-Cities”).

Each branch or affiliate of R-Cities shall enact its own procedures, which must be in line with global procedures, regulations, or other regulatory documents that enable compliance by its directors, officers, employees, and agents (and/or, when applicable, independent contractors, and other partners) with this Policy. Where required by law or local practices, R-Cities branch offices, affiliate entities, and partners may enhance the standards and requirements set out in this Policy.

II. PURPOSE

The purpose of this Policy is to strengthen and support R-Cities to enable it to realize its full potential to bring together global knowledge, practice, partnerships, and funding to empower R-Cities’ members to build safe and equitable cities for all. Through this Policy, R-Cities seeks to address the challenges of a changing global financial environment and meet its obligation to promote the transparency and integrity of and public confidence in R-Cities’ management. This Policy sets out R-Cities’ basic goal and purpose to examine fund disbursements and maintain information on the purpose and objectives of its activities in order to ensure that it furthers its charitable mission.

III. MONEY LAUNDERING

Money laundering is the process whereby criminals introduce the proceeds of their criminal activities into a financial system through transactions that attempt to disguise the true source of the funds. In terrorism financing, funds may originate from legitimate or criminal sources. These funds are ultimately used to finance terrorist or criminal activities.

Criminals and terrorists have access to large amounts of currency. Until the currency is deposited into the banking system, however, their ability to utilize it is restricted. Criminals and terrorists may use non-governmental organizations and charities as a less conspicuous way of making cash

deposits, given these organizations' nonprofit and charitable objectives. R-Cities is diligent in detecting and reporting such suspicious activity.

Money laundering is the term used for several offenses involving the proceeds of crime or terrorist funds. It includes possessing or in any way dealing with or concealing such proceeds of any crime.

The process of money laundering has three stages:

1. placement, through which the funds (often in cash) enter the financial system;
2. layering, by which the funds pass through a complex sequence of transactions designed to make it impossible for investigators to follow a trail of evidence back to the origin of the funds; and
3. integration, the point at which the funds emerge from the process back into the legitimate economy in a way that they are unrecognizable as the proceeds of crime.

An organization's international presence, often in regions where there are serious issues in control and regulation, makes it particularly attractive for use in money laundering's layering process.

IV. ANTI-TERRORISM CONSIDERATIONS

R-Cities receives and expends funds to support its charitable mission. Terrorism, similar to other criminal acts, infringes the fundamental rights of the innocent and the powerless and diverts money and attention from the real needs of the communities R-Cities is committed to helping.

R-Cities does not engage with terrorist organizations or give money to partners who carry out, fund, or advocate for terrorist activity, as discussed herein. R-Cities is fully committed to ensuring all its organizational processes minimize the risk of its funds being diverted for terrorist or any other criminal purposes.

R-Cities works within applicable law to ensure that its work and resources are exclusively used for charitable purposes.

V. R-CITIES' OBLIGATIONS

Applicable AML law generally places three obligations on all persons working in or with R-Cities:

1. not to assist in the money laundering process through acquiring, concealing, disguising, retaining, or using the proceeds of crime;
2. not to prejudice an investigation;
3. not to contact any person who has been suspected of, and reported for, possible money laundering in such a way as to make them aware of the suspicion or report ("tipping off").

Therefore, R-Cities places such obligations on all of its board members, officers, employees, volunteers, agents, and certain consultants and partners, based on the circumstances (collectively, “Covered Persons”). The law also requires all cases of suspicion to be reported by Covered Persons, regardless of the amount of funds involved.

VI. RISK FACTORS & SUSPICIOUS ACTIVITY

R-Cities exercises diligence when engaging in any financial transaction. Based on its risk protocols, including analyzing where the transaction or underlying activities may be conducted, whether the transaction crosses international boundaries and jurisdictions, and complex funding flows, R-Cities may decide to exercise enhanced diligence when engaging in certain financial transactions or decide not to engage in such transactions at all.

In cases where a potential partner, funder, or recipient cannot satisfy R-Cities’ requests for proper credentials of the people involved or the propriety of the financial transaction, R-Cities shall refuse to participate in such transactions.

VII. FUNDING AND GRANT MANAGEMENT

R-Cities shall adhere to the following guidelines in determining whether to receive or provide funding or grant awards:

1. Maintain and require budgets that account for all expenses;
2. Understand any potential funding requirements and ensure that the funds are ultimately used for the stated charitable purpose;
3. Verify and document disbursements to establish that the funds reached the intended recipients, including verification that any recipients are real, the funds have been received, and that relevant transactions are accounted for;
4. Examine use of funds through financial accounting and auditing and, as needed, conduct direct field audits to ensure that funds are used as intended;
5. Conduct regular inspections of its operations involved in managing such awards; and
6. Ensure that all Covered Persons undergo relevant AML awareness training.

VIII. REPORTING PROCEDURES

R-Cities’ Executive Director shall handle all responsibilities regarding this Policy and receive any suspicious activity reports. The Executive Director shall also be responsible for communicating with all applicable regulatory and enforcement agencies, pursuant to this Policy.

If a Covered Person knows or suspects that money laundering, as defined in Section III, is taking place, they must report it to the Executive Director as soon as possible. There is no need for a Covered Person to ascertain the nature of the crime that leads them to suspect that the unusual transaction may be an instance of money laundering. They must be able to explain what made them suspicious, however. The report should always be made immediately to the Executive Director, even if later knowledge proves the suspicion to be unfounded. There shall be no adverse consequences for the person reporting, if later knowledge proves the suspicion to be unfounded and the report was made in good faith.

Suspicious reports should not be discussed with colleagues other than the Executive Director, especially if those colleagues also have dealings with the person suspected, as they may (even inadvertently) say or do something that might lead that person to realize that they might be the object of suspicion. Additionally, the suspicious report or its details should not be discussed with anyone outside of R-Cities other than the appropriate statutory authorities, as required by law, or with the written permission of the Executive Director, subject to applicable law.

Once a report has been submitted to the Executive Director, any continued contact with the person or organization suspected shall only be made with the express written approval of the Executive Director. If the Executive Director decides to formally submit the report to a governmental agency, then R-Cities shall immediately prohibit all activity involving the suspected party, and no contact shall be made without the Executive Director's written consent.

R-Cities also has a Code of Conduct and Ethics and a Whistleblower Policy that provide guidance for how Covered Persons should come forward with information about suspected illegal practices or violations of R-Cities' policies. This Policy is based on and complements these policies, including their reporting procedures.

IX. OPERATIONAL GUIDELINES

Covered Persons shall:

1. Follow a risk-based approach in dealing with R-Cities' projects, work, and operations, pursuant to R-Cities' Due Diligence for Grants and Contracts Policy;
2. Identify high-risk transactions and/or locations for funding awards and expenditures and exercise enhanced diligence as required by the transactions, as described herein;
3. Conduct due diligence on R-Cities' source of funds and expenditures, and for first time donors and partners, exercise enhanced diligence to help confirm they are a legitimate source of funds;
4. Conduct screening based on sanctions best practices protocols, including protocols of the U.S. Office of Foreign Assets Control, and from sanctions and Anti-Terrorist

- Funding lists, including the Specially Designated Nationals and Blocked Persons List;
5. Adopt enhanced due diligence procedures, depending on the risks assessed by R-Cities, such as requesting more information on the at-risk entities or persons and increasing the monitoring and reviews of the relevant transactions and matters;
 6. Identify, escalate, and report suspicious activities to the Executive Director;
 7. Report to the relevant regulatory or enforcement body in the jurisdiction, as required, and notify R-Cities' Management Committee and its Board of Directors, as appropriate;
 8. Ensure proper record keeping to document that R-Cities has information on the source of funds (e.g., origin of the funds, identity of the person undertaking the transaction, destination of the funds, form of instruction and authority (if identity is anonymous));
 9. Follow record-retention procedures for all cash or monies received;
 10. Provide AML training, including electronic-based training, to Covered Persons in the following manner: (i) training for all new staff, officers, and directors, (ii) training for specific high-risk individuals or projects, and (iii) ongoing training, as needed; and
 11. If members of the Management Committee, cause the implementation of an AML audit component as part of R-Cities' regular internal audit strategy and procedure to be conducted at the time of financial auditing every year.

X. POLICY COMPLIANCE

At least annually, the R-Cities internal auditor and/or an independent third party shall review the Executive Director's suspicious activity file. The auditor or independent third party shall ensure that all identified suspicious activity was reviewed and appropriately handled. The auditor or independent third party shall also review R-Cities' accounting system in relation to cash donations and payments to search for additional unreported suspicious activity.

Contact details for reporting concerns about this Policy:

If you have a complaint or would like to discuss this Policy further, please contact:

Lauren Sorkin

Executive Director

lsorkin@resilientcitiesnetwork.org

This Anti-Money Laundering Policy was adopted by the Board on **November 17, 2020**.

Anti-Bribery and Corruption Policy

I. POLICY STATEMENT

1. Global Resilient Cities Network and its branch offices and affiliated entities (collectively, “R-Cities”) takes a zero tolerance approach to bribery and corruption and will uphold all applicable laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. R-Cities welcomes the international community’s efforts to stamp out bribery and corruption and supports the implementation of the United Nations Anti-Corruption Convention and all applicable U.S. Anti-Corruption laws. As a charitable organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, R-Cities remains bound by the laws of the United States, including the Foreign Corrupt Practices Act (“FCPA”). Moreover, R-Cities undertakes reasonable steps to ensure that it complies with all applicable anti-bribery and anti-corruption laws in the jurisdictions in which it operates and works.
2. The purpose of this Anti-Bribery and Corruption Policy (this “Policy”) is to:
 - (a) set out R-Cities’ responsibilities in observing and upholding its policy on bribery and corruption;
 - (b) provide information and guidance to R-Cities employees, officers, board members, agents, and certain partners, as described in Section II below (each a “Covered Person” or “you,” and collectively, “Covered Persons”), on how to recognize and deal with bribery and corruption issues; and
 - (c) establish standards of conduct for Covered Persons to ensure that R-Cities does not violate any applicable anti-bribery and corruption laws.
3. Bribery and corruption harm legitimate charitable activities and are serious criminal offenses. Under the FCPA, bribery and corruption are punishable for individuals and may subject them to fines and imprisonment, and if R-Cities is found to have committed an offense, it could face substantial fines, be excluded from tendering for government contracts, and face damage to its reputation. R-Cities therefore takes its legal responsibilities under the FCPA very seriously.
4. R-Cities considers a breach of this Policy to be a serious violation, which may result in disciplinary measures, including the dismissal of employees or the termination of its business relationship with any third party.

II. POLICY APPLICATION

1. This Policy applies directly to Covered Persons – R-Cities’ employees, officers, board members, agents, and to all individuals who may represent R-Cities from time to time – as described herein. This Policy is also provided to certain other Covered Persons, such as R-Cities’ partners and affiliates that will be required to take reasonable steps to ensure that in carrying out activities supported by R-Cities, they and their directors, officers, employees, and associates comply with all applicable anti-bribery and anti-corruption laws.
2. The Global Director, Operations Strategy is responsible for ensuring that Covered Persons and third parties who carry out activities supported by R-Cities understand the requirements of this Policy.

III. BRIBERY AND CORRUPTION

1. A bribe is an inducement or reward offered, promised, given, or authorized, directly or indirectly, to improperly influence anyone or to reward anyone for the improper performance of any function or activity in order to secure or gain any commercial, contractual, regulatory, or personal advantage.
2. Corruption is the misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
3. Acts of bribery or corruption are intended to influence an individual in the performance of their work to act dishonestly, improperly, or both. The person being bribed is usually someone, including a government official, who can obtain, retain, or direct business, for example, during a tender or contracting process or through the handling of administrative tasks or customs matters.
4. A bribe can take many forms; for example, a direct or indirect promise or offer of something of value, the offer or receipt of a kickback, fee, reward, or other advantage, the giving of aid or donations, or voting designed to exert improper influence may be considered bribes.
5. Those engaged in bribery and corruption that can create liability for R-Cities under applicable anti-bribery and corruption laws may include a Covered Person or any person acting on behalf of R-Cities (i.e., agents or individuals or organizations authorized by R-

Cities to carry out certain acts).

IV. GIFTS AND HOSPITALITY

1. This Policy does not prohibit gifts, entertainment, hospitality, or other promotional expenditures (given and received) to or from third parties which are proportionate, transparent, reasonable, and for bona fide purposes related to R-Cities' charitable purpose and mission.
2. R-Cities does not prohibit the giving or receipt of gifts if the gift:
 - a. complies with applicable U.S. laws, the laws of the recipient's country, and any other applicable local law or regulation;
 - b. is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
 - c. is given in R-Cities' name, not in the individual's name;
 - d. does not exceed the amount of US\$100 in value;
 - e. cannot be viewed as lavish or excessive under U.S. or local standards and customs, and is only provided as a courtesy or token of esteem;
 - f. does not include cash or a cash equivalent (e.g., gift certificates, checks, or vouchers);
 - g. is appropriate in the circumstances. For example, it is given as a ceremonial gift or at another special time (e.g., Christmas);
 - h. is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift;
 - i. is given openly, not secretly; and
 - j. is not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior written approval (including via email) of the Global Director, Operations Strategy.

3. R-Cities appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.
4. Gifts with a value of more than US\$100 per event per person (or of comparable value in a different country) should not be given or offered (to or from a single source on a single occasion) unless they have the prior written approval of the Global Director, Operations Strategy.

V. ACCEPTABLE CONDUCT

1. Covered Persons shall not:
 - a. give, promise to give, offer, or authorize the giving of anything of value, including payments, gifts, or hospitality to anyone with the expectation or hope that this will influence the recipient's decision making, or that a business advantage will be received, or to reward a business advantage already given;
 - b. give, promise to give, offer, or authorize the giving of anything of value, including payments, gifts, or hospitality to a government official, agent, or representative to "facilitate" or expedite a routine procedure;
 - c. solicit, accept, or attempt to accept, directly or indirectly, a payment, gift, or hospitality from a third party that they know or suspect is offered with an expectation that R-Cities' decision making will be influenced in any way and will result in a business advantage for the person making or offering the payment, gift, or hospitality;
 - d. threaten or retaliate against another Covered Person who has refused to commit a bribery offense or who has raised concerns under this Policy; or
 - e. engage in any activity that might lead to a breach of this Policy.

VI. FACILITATION PAYMENTS

1. R-Cities does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments to government officials made to secure or expedite a routine, non-discretionary governmental action (e.g., processing a visa, customs invoice, or other governmental paper) or in return for a

business favor or advantage. They are not prohibited and not commonly paid in the United States, but are common in some other jurisdictions.

2. If you are asked to make a payment on R-Cities' behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt that details the reason for the payment. If you have any suspicions, concerns, or questions regarding a payment, you should raise them with your manager or R-Cities contact, as applicable.
3. Payments made as a result of extortion or duress involving an imminent threat of death or serious injury generally do not amount to bribes. If such a payment is extorted or forced under duress, then the payment may be made, provided that the Global Director, Operations Strategy and the Executive Director are promptly informed, the payment is appropriately recorded in R-Cities' financial records as a "facilitating payment," and supporting records regarding the reason and circumstances surrounding the payment are documented in a written report.
4. All Covered Persons must avoid any activity that might lead to or suggest that a facilitation payment or kickback will be made or accepted by R-Cities.

VII. COVERED PERSONS' RESPONSIBILITIES

1. You must ensure that you read, understand, and comply with this Policy.
2. The prevention, detection, and reporting of bribery and other forms of corruption are the responsibility of all those working for or on behalf of R-Cities or under its control. You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.
3. You must notify your manager or R-Cities contact, as applicable, as soon as possible if you believe or suspect that a conflict with this Policy or applicable law by a Covered Person or a third party has occurred or may occur in the future. For example, if a partner, grant recipient, or potential partner offers you something to gain an advantage with R-Cities or indicates to you that a gift or payment is required to secure their cooperation with R-Cities supported activities, you should notify your manager or R-Cities contact, as applicable, as soon as possible.
4. Any Covered Person who breaches this Policy shall face disciplinary action, which could result in dismissal for gross misconduct. R-Cities also reserves the right to terminate its

contractual relationship with its partners, grant recipients, and affiliates if they breach this Policy.

VIII. RECORD KEEPING

1. R-Cities shall keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
2. You must declare and keep a written record of all hospitality or gifts accepted or offered and such record shall be subject to managerial review.
3. You must ensure all expense claims relating to hospitality, gifts, or expenses incurred to third parties are submitted in accordance with R-Cities' expense policy and specifically record the reason for the expenditure.
4. All accounts, invoices, memoranda, and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts shall be kept "off-book" to facilitate or conceal improper payments.

IX. RAISING CONCERNS

You are encouraged to raise concerns about any issue or suspicion of violation(s) of this Policy at the earliest possible stage. Additionally, if you are unsure whether a particular act constitutes bribery or corruption or if you have any other questions or concerns about this Policy, you should raise these questions or concerns with the Global Director, Operations Strategy. Concerns should be reported as a protected disclosure to your manager or R-Cities contact, as applicable. R-Cities' Whistleblower Policy also protects such disclosure.

X. PROTECTION

1. Covered Persons who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing are sometimes worried about possible repercussions. It is R-Cities' policy that Covered Persons will not suffer retaliation or harassment for reporting in good faith any compliance concerns. R-Cities aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
2. R-Cities is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption or because of reporting in good faith their

suspicion that an actual or potential bribery or other corruption offense has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Global Director, Operations Strategy immediately.

XI. TRAINING AND COMMUNICATION

1. All Covered Persons shall receive periodic training (including electronic training), as needed, on how to adhere to this Policy.
2. Covered Persons required to undergo training pursuant to this Policy shall also be required to complete a periodic certification (including via email or other electronic submission) that they (a) have completed and understood the required training, (b) have complied with this Policy in the past, and (c) agree to comply with this Policy in the future.
3. R-Cities' zero-tolerance approach to bribery and corruption shall be communicated to all partners, affiliates, suppliers, contractors, and other third parties at the outset of its relationship with them and as appropriate thereafter.

XII. POLICY OVERSIGHT

1. The Global Director, Operations Strategy shall have overall responsibility for ensuring this Policy complies with R-Cities' legal and ethical obligations and that all Covered Persons comply with it.
2. Global Director, Operations Strategy shall have primary and day-to-day responsibility for implementing this Policy and for monitoring its use and effectiveness and dealing with any questions about this Policy. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

XIII. RISK ASSESSMENT, MONITORING, AND REVIEW

1. As part of its annual risk assessment process the Management Committee shall monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy, and effectiveness. R-Cities' external auditor shall carry out regular audits of R-Cities' control systems and procedures to provide assurance that they are effective in countering bribery and corruption.



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2. All Covered Persons are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

This Anti-Bribery and Corruption Policy was adopted by the Board on **November 17, 2020**.



Data Protection and Privacy Policy

Global Resilient Cities Network and its affiliates (collectively, “we,” “us,” or “R-Cities”) are committed to protecting and respecting the privacy of the individuals. We take your privacy very seriously. Please read this Data Protection and Privacy Policy (this “Policy”) carefully as it contains important information on who we are, and how and why we collect, store, protect, use, and share your personal information. It also explains your rights in relation to your personal information and how to contact us or supervisory authorities in the event you have a complaint.

We collect, use, and are responsible for certain personal information about you. When we do so, we are subject to various laws in the United States and the General Data Protection Regulation (“GDPR”), which applies across the European Union and the United Kingdom, and we are responsible as “controller” of that personal information for the purposes of those laws.

Our affiliates are:

- Global Resilient Cities Network Singapore, a company limited by guarantee in Singapore, located at: 182 Cecil Street #06-01 Frasers Tower Singapore 069547

Each of R-Cities’ affiliates may be data controllers of your personal information and this information may be shared internally between these affiliates to achieve the purposes set out below.

Personal Information

The personal information we may collect includes name, email address, employer, job title, business address, telephone number, location, or any additional information you elect to provide directly to us:

- When filling in forms on our Website (www.resilientcitiesnetwork.org), including when you sign up for more information or for our newsletters, for events, to interact with various tools, or to be part of specific communities; and request material, further information, or services;
- When you report a problem with our Website or contact us for any other purpose;
- When you respond to surveys that we might ask you to complete for research purposes through our Website;
- When you input queries using the “search” function on the Website; and
- When you provide information to be published or displayed on public areas of the Website or transmitted to other users of the Website or third parties.

GDPR, where it applies to our activities, requires us to rely on one or more lawful basis to process your personal information. Each of the following instances constitutes such a basis:

- Where you give consent (for example, to receive our newsletter).
- Where we have entered into a contractual arrangement or taken steps at your request prior to entering into one (with you).
- Where necessary to comply with a legal obligation to which we are subject.
- Where there is a legitimate interest in us doing so, provided our use is fair, balanced, and does not unduly impact your rights and freedoms; in general, R-Cities' legitimate interests are aimed at furthering our charitable mission (for example, governance and reporting, delivering services and programs, and networking).

Disclosure of Your Personal Information

We may disclose personal information that we collect or that you provide as described in this Policy:

- To our affiliates to provide you with requested services;
- To partners, contractors, service providers, and other third parties we use or work with to support our operations and who are bound by contractual obligations to keep personal information confidential and use it only for the purposes for which we disclose it to them;
- To a successor in the event of a merger, divestiture, restructuring, reorganization, or dissolution;
- To comply with any court order, law, or legal process, including to respond to any government or regulatory request;
- If we believe disclosure is necessary or appropriate to protect the rights, property, or safety of R-Cities' staff; and
- To law enforcement agencies and regulatory bodies to comply with our legal and regulatory obligations.

Security

R-Cities is committed to keeping your personal information safe and secure. We take appropriate and proportionate measures to ensure that your personal information is kept secure and to prevent its loss, destruction, and misuse. We use strict procedures and security features, such as encryption, permission controls, and audit logging, to ensure your data is handled securely. You should be aware, however, that the transfer of information over the Internet is not entirely secure and although we will do our best to protect your personal data, we cannot guarantee the security or integrity of any personal information that is transferred online from or to you.

Cookies Statement

Our Website uses cookies to distinguish you from other users of our Website, which helps us to provide you with a better experience when you browse our Website and also allows us to improve our site. Cookies are text files created from the moment you download the webpage and is stored on your computer by a webpage server. They are uniquely assigned to you and can exclusively be read by the webserver in the same domain that issued the cookie. They cannot be used to run programs or viruses.

You have the ability to accept or decline cookies. If you choose to decline cookies, you may not be able to fully experience the interactive features provided by our Website.

You can read more about how we use cookies in our Cookie Policy.

Data Retention

We will only retain your personal information for as long as reasonably necessary to fulfil the purposes for which we use it, including for the purposes of satisfying any legal, regulatory, tax, accounting, or reporting requirements. We may retain your personal information for a longer period in the event of a complaint or if we reasonably believe there is a prospect of litigation in respect to our relationship with you.

To determine the appropriate retention period for personal information, we consider the amount, nature, and sensitivity of the personal information; the potential risk of harm from unauthorized use or disclosure of your personal information; the purposes for which we process your personal information and whether we can achieve those purposes through other means; and the applicable legal, regulatory, tax, accounting, or other requirements.

Data Transfer of Personal Information out of European Economic Area

To deliver requested services to you, it is sometimes necessary for us to share your personal information outside the European Economic Area (“EEA”). For example, we may share your personal information:

- With our offices or affiliates outside the EEA; or
- With your and our service providers located outside the EEA.

These transfers are subject to special rules under European and United Kingdom data protection laws. These non-EEA countries do not have the same data protection laws as the United Kingdom and EEA. We will, however, ensure the transfer complies with applicable data protection laws and



all personal information will be kept secure. Our standard practice is to use standard data protection contract clauses that have been approved by the European Commission within any agreements governing such transfers. To obtain a copy of those clauses, please email legal@resilientcitiesnetwork.org.

Changes to this Policy

This Policy was published and updated on November 17, 2020. Any changes we may make to this Policy in the future will be posted on this page and, where appropriate, e-mailed to you. Please check back frequently to see any updates or changes to this Policy.

Contact Us

Any questions about this Policy or the ways in which your information is being used should be addressed to info@resilientcitiesnetwork.org.

This Data Protection and Privacy Policy was adopted by the Board on **November 17, 2020**.

Cookies Policy

Updated October 30, 2020

This Cookie Policy explains how the Global Resilient Cities Network and its affiliates (collectively, “we,” “us,” or “R-Cities”) uses cookies and similar technologies to recognize you when you visit our website at <https://www.resilientcitiesnetwork.org>, (“**Website**”). It explains what these technologies are and why we use them, as well as your rights to control our use of them.

In some cases we may use cookies to collect personal information, or that becomes personal information if we combine it with other information.

What are cookies?

Cookies are small data files that are placed on your computer or mobile device when you visit a website. Cookies are widely used by website owners in order to make their websites work, or to work more efficiently, as well as to provide reporting information.

Cookies set by the website owner (in this case, R-Cities) are called “first party cookies”. Cookies set by parties other than the website owner are called “third party cookies”. Third party cookies enable third party features or functionality to be provided on or through the website (e.g. like advertising, interactive content and analytics). The parties that set these third party cookies can recognize your computer both when it visits the website in question and also when it visits certain other websites.

Why do we use cookies?

We use first and third party cookies for several reasons. Some cookies are required for technical reasons in order for our Website to operate, and we refer to these as “essential” or “strictly necessary” cookies. Other cookies also enable us to track and target the interests of our users to enhance the experience on our Website. Third parties serve cookies through our Websites for advertising, analytics and other purposes. This is described in more detail below.

How can I control cookies?

You have the right to decide whether to accept or reject cookies. You can exercise your cookie rights by setting your preferences in the Cookie Consent Manager. The Cookie Consent Manager allows you to select which categories of cookies you accept or reject. Essential cookies cannot be rejected as they are strictly necessary to provide you with services.

The Cookie Consent Manager can be found in the notification banner and on our website. If you choose to reject cookies, you may still use our website though your access to some functionality and areas of our website may be restricted. You may also set or amend your web



browser controls to accept or refuse cookies. As the means by which you can refuse cookies through your web browser controls vary from browser-to-browser, you should visit your browser's help menu for more information.

How often will you update this Cookie Policy?

We may update this Cookie Policy from time to time in order to reflect, for example, changes to the cookies we use or for other operational, legal or regulatory reasons. Please therefore re-visit this Cookie Policy regularly to stay informed about our use of cookies and related technologies.

The date at the top of this Cookie Policy indicates when it was last updated.

Where can I get further information?

If you have any questions about our use of cookies or other technologies, please email us at: info@resilientcitiesnetwork.org