



# Integrity: Always in Sight

THE ORBIS CODE OF CONDUCT



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*The Project Orbis International, Inc. ("Orbis") Code of Conduct, and the policies it references, may be modified from time to time without prior notice. For the most current version, please contact the General Counsel & Chief Compliance Officer.*

*Nothing in the Code of Conduct or other Orbis Policies and Procedures is intended to create an express or implied contract of employment pursuant to applicable law. The maintenance of the Code of Conduct does not modify any employment-at-will relationship that may exist between Orbis and its employees. Nothing in the Code of Conduct creates a contractual obligation on the part of Orbis, nor does it expand any third-party or employee legal rights or Orbis's legal obligations.*

# A Message from the Orbis Executive Leadership Team



Dear Colleagues,

At Orbis, we know that the only way to make a lasting difference is to build strong and sustainable eye care systems globally that put treatment and prevention within reach. It began with our founding in 1973 and made stronger with the launch of the first-generation Flying Eye Hospital in 1982, launch of in-country programs, training, and education of eye care teams around the world, and then the creation in 2003 and continued expansion of our telemedicine platform, Cybersight. Our future path focuses on training, technology, treatment and prevention, and teamwork to ensure our impact is long-term and self-sustaining. The respect and confidence Orbis has earned is rooted in the integrity of our Board, employees, volunteers, partners, and donors. Our continued success depends on each of us maintaining the highest standards of conduct.

Our Code of Conduct is critical to doing our work the right way. We comply with all laws and observe and respect cultural values wherever we work. We embrace the expectations of our partners and donors as well as the standards and requirements of the medical and aviation professions.

Our Code of Conduct provides high-level guidance and expectations about how we conduct ourselves in performance of this important work as well as resources that are available to help us answer tough questions, make good, informed decisions, and act on those decisions with integrity. It also provides detailed information about how and where to report any violations of laws, regulations, and policies that apply to the work we do and the places where we do it.

We take all aspects of ethics and integrity very seriously and believe that all of us have a duty to fully understand our Code of Conduct. You should use the Code of Conduct to help you navigate what's right in a particular situation and minimize legal and ethical risk. It will help to keep each of us accountable and focused on upholding the highest standards of conduct.

We each have both the honor and the responsibility of sustaining and building upon Orbis's reputation for excellence. To succeed in this endeavor, we must all work together to continue to get the right results in the right way. Knowing when to seek guidance or to speak up is also an important part of everyone's personal accountability. We are committed to maintaining a culture where people are encouraged to seek advice, voice concerns or report possible misconduct and importantly, are protected from retaliation. If you have questions or if something doesn't seem right to you, please contact our Hotline or any of the [channels available to you noted in the Code of Conduct](#), including any member of our Executive Leadership Team. If you have questions, concerns, or suggestions for a better Code of Conduct, please contact our General Counsel & Chief Compliance Officer.

*“The respect and confidence Orbis has earned is rooted in the integrity of our Board, employees, volunteers, partners, and donors. Our continued success depends on each of us maintaining the highest standards of conduct.”*



# Our Shared Responsibilities



Upholding Orbis's Code of Conduct is a responsibility shared by all involved in contributing to project and program results, collaborating and offering innovations and solutions, and delivering on our Global Strategic Plan. The Code of Conduct is mandatory and applies to all members of Orbis's Board of Directors, its Committees and Officers, each employee, and every volunteer and partner who work on behalf of Orbis. Complying with the Code of Conduct is a condition of employment.

In addition to the Code of Conduct, we also have Operational Policies and Procedures, which are issued by operational groups (such as Finance, Flying Eye Hospital, Human Resources (HR) or Information Technology (IT) and Information Services (IS)), that apply to specific activities or roles. These Operational Policies and Procedures implement organizational practices to achieve consistent results and efficiencies, ensure a safe environment and workplace, and minimize legal and other associated risks. Compliance with the Operational Policies and Procedures is also a mandatory condition of employment.

At Orbis, we have the honor and accountability of sustaining and building upon Orbis's reputation for excellence. We operate with integrity at every location and with every activity.

To continue to succeed in this endeavor, we must all work together to continue to get the right results in the right way. By doing the right thing, you not only protect our reputation, but also help Orbis to thrive in today's evolving complex and competitive environment. Conduct or actions prohibited by the Code of Conduct and the Operational Policies and Procedures are unacceptable in our workplace and in any work-related setting, such as during work trips, work meetings, and work-related social events.



## OUR VISION, MISSION, AND VALUES

### Our Vision

A world where everyone can access the eye care they need to thrive.

### Our Mission

Orbis builds strong and sustainable eye care systems globally that put treatment and prevention within reach for all.

### How We Do It

**TRAINING:** Orbis trains eye care teams — from health workers in rural clinics to eye surgeons in urban centers — so they can save and restore vision in their communities.

**TECHNOLOGY:** Orbis develops and scales access to innovative technology that has the power to revolutionize training for eye care professionals and treatment for beneficiaries.

**TREATMENT AND PREVENTION:** Orbis puts care within reach through programs that serve communities where they are.

**TEAMWORK:** Orbis works in collaboration with partners to carry out our mission, ensuring our impact endures for the long term and becomes self-sustaining.

### Our Values



#### ACCOUNTABILITY.

We own — individually and collectively — our behaviors, actions, decisions, and results.



#### COMMITMENT.

We are dedicated — as individuals and as an organization — to achieving our very best.



#### INNOVATION.

We are creative, collaborative, and adaptive to change and challenges.



#### INTEGRITY.

We are honest, transparent, and trustworthy.



#### EQUITY.

We respect and value the voices and knowledge of all, and strive for equal outcomes, opportunities, and advancement.



## INDIVIDUAL RESPONSIBILITIES

In every interaction, we look to you to make decisions that honor our mission, vision, and values. When you carry out your responsibilities legally and ethically, you build on the good work done by the employees and volunteers who came before you, and you make it possible for us to continue doing the important work we are doing today and for years to come.

Our Code of Conduct is designed to help you:

- Aspire to meet Orbis's values and promote the highest standards of ethical conduct.
- Comply with applicable laws, regulations, and Orbis's policies everywhere we operate.
- Address and resolve challenging workplace situations.
- Reach people and policies for answers to questions you may have.
- Continue our reputation as a trusted partner in saving sight and transforming lives.

### Who Must Comply With Our Code of Conduct?

All employees of Orbis, its Board of Directors, Committees and Officers, volunteers, subcontractors, and subgrantees are required to read, understand, and follow our Code of Conduct. Consultants, contractors, agents, suppliers, vendors, and partners who may serve or act as an extension of Orbis are also expected to follow the principles of our Code of Conduct, as well as any applicable contractual provisions.

You are responsible for becoming familiar with the Code of Conduct, particularly those policies that apply to your job or your work with Orbis. You have an obligation to conduct yourself in a manner that promotes the best interests of Orbis at all times. You are doing your part when you:

- **Stay informed** by learning the Code of Conduct, acknowledging expectations, and participating in briefings and available ethics and compliance training.
- **Seek guidance** and ask questions or consult with others when the right course of action is unclear.
- **Stand firm** by resisting pressure to compromise our standards or policies or cut ethical corners to meet an objective or complete an activity.
- **Raise concerns** if something does not seem right.

## MANAGER RESPONSIBILITIES

If you manage or supervise others, you have been placed in a position of trust. To maintain that trust, you should always:

- **Lead by example** and be a positive role model to others. Champion Orbis's values including integrity.
- **Promote awareness** of Orbis's Code of Conduct and make sure those you supervise are equipped with the knowledge and resources they need to comply with the Code of Conduct.
- **Be a resource** for others. Communicate often with employees, partners, and beneficiaries about how the Code of Conduct applies to their daily work.
- **Monitor conduct** of those you supervise and take responsibility for activities that occur under your supervision.
- **Be responsive** to anyone who raises an ethics, compliance, or Code of Conduct concern. Keep an open door for concerns. Escalate violations of the Code of Conduct, make sure that action is taken, and ensure concerns are resolved in a fair and appropriate manner.

Remember: No reason, including the desire to meet organization or project goals, should ever be an excuse for violating our Code of Conduct, any Orbis policies, or the law.

### Our Global Outreach

We operate in multiple countries, so it is important to be aware of different laws and customs that may apply. While we respect the cultures and norms of our partners and beneficiaries, throughout the world, every employee must, at a minimum, comply with the Code of Conduct. If any guidance in the Orbis Code of Conduct conflicts with a local law or requirement, seek guidance from the General Counsel & Chief Compliance Officer.





## ORBIS LEADERSHIP

Our leadership is entrusted with the strategic, programmatic, financial, and management oversight to deliver results to increase equitable access to eye health services and improve the quality of life of the communities we work with around the world. Every Orbis leader should always:

- **Lead by example** and be a positive role model to others.
- **Provide a safe and productive work environment** for each employee, volunteer, beneficiary, and partner.
- **Promote awareness and give voice** to all stakeholders to ask questions and raise ethical and compliance concerns or issues.
- **Be responsive** to anyone who raises a Code of Conduct, ethics, or compliance concern. Keep an open door for concerns. Escalate when needed, make sure that action is taken, and ensure concerns are resolved in a fair and appropriate manner.
- **Exemplify Orbis's commitment** to accountability, commitment, equity, innovation, and integrity, and to the highest ethical standards, rules of law, and donor expectations.



### In Focus

**As a manager, what are my obligations if someone comes to me with an accusation that involves a senior manager or one of our partners?**

No matter who the allegation involves, you must report it. Orbis provides several options for reporting concerns. If, for any reason, you are uncomfortable making a report to a particular person, you may talk to any of the [other resources listed in our Code of Conduct](#).





# Ask a Question or Report a Concern: Orbis’s Whistleblower Policy



The reputation, projects, and programs we’ve built, the beneficiaries, partners and donors, and communities we serve, and the impact that they have are all contingent on conducting our operations in accordance with applicable laws, regulations, and expectations. One misstep, even if inadvertent, can have significant repercussions for our operations and those we serve. Orbis counts on each of us to observe the highest standards of integrity in our work and to be alert for behavior that doesn’t align with our mission, vision, and values, our policies, or the law. The following, also known as a Whistleblower Policy, sets forth guidance and instruction for how to report, and how Orbis commits to responding to you.

## HOW TO SPOT AN ISSUE

Orbis’s Code of Conduct is not intended to make you an expert on every issue, but rather to help you spot risks, obtain guidance, and make good choices. We must constantly be alert to the gaps between policies and practices and work to close them. Making the right decision is not always easy. There may be times when you will be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone.

Before making a decision or pursuing a course of action, consider the following:

- **Ask yourself: Does the decision or action meet the letter and spirit of Orbis’s values (especially integrity), Code of Conduct or Operational Policies and Procedures? Is it legal?**
- **If you are unsure if the Code of Conduct or an Operational Policy applies, ask your manager or Country or Unit Director, your HR Representative or Regional HR Partner, or the General Counsel & Chief Compliance Officer.**
- **If you suspect the decision or action violates the Code of Conduct, raise it. Do not say to yourself, “I don’t know.” You are not responsible for investigating Code of Conduct violations; you are responsible for raising them (and could be responsible for not raising issues as well).**

Examples of unethical or illegal conduct to be reported include:

- Violation of Orbis’s policies regarding acceptable workplace conduct, including discrimination or equal outcomes, opportunities, and advancement. Recording false or misleading information in our financial or public documents
- Providing false or misleading information to our auditors or Board members
- Embezzlement
- Failing to disclose a conflict of interest
- Acts of theft or fraud
- Offering or accepting a bribe or kickback
- Acts of harassment
- Misuse of Orbis assets
- Facilitating or concealing any of the above or similar actions
- Soliciting prostitutes/sex workers or sex acts, even if such activity is legal in the local jurisdiction

Note that these are only examples.

## How to Spot an Ethical Dilemma

What if the right path is unclear? What if our Code of Conduct or our policies don’t address the particular situation you’re facing, or you feel pressured or unsure of what to do? In addition to complying with the rules — such as the law, this Code of Conduct or Operational Policies and Procedures — we have a duty to act ethically and do the “right thing.” Sometimes that is not a clear path. If you have a concern that you or another employee may be acting unethically, or want to discuss an ethical dilemma, speak up. Reach out to any of those identified including the General Counsel & Chief Compliance Officer. Here are some red flags that may indicate an ethical issue:

### Ask Yourself:



Is it legal?



Does it comply with our Code of Conduct?



Is it consistent with Orbis Values of Accountability, Commitment, Innovation, Integrity, and Equity?



Am I or someone else trying to keep it a secret?



Is it something that Orbis would not publicize in the news or on social media?



If this decision were made public, would I feel comfortable explaining it to colleagues or managers?



Would I feel comfortable if my decision or my actions were made public?



Is my judgement impartial, or do I have a personal stake in the outcome that makes me less objective?



What if everyone at Orbis did it — would that be OK?

After answering these questions, consider whether to stop and seek guidance. Remember: In any situation, under any circumstances, it is always appropriate to ask for help.



### Your Duty to Speak Up

One of the most unfortunate aspects of wrongdoing is when people look the other way or fail to speak up. In addition to knowing the ethical and legal obligations that apply to your job, **you should speak up** if:

- You are aware, or suspect, a violation of the Code of Conduct, Operational Policies and Procedures, or the law. Note that a suspicion is enough — you do not need to have all the facts or be certain.
- You are ever unsure about the proper course of action and need advice.
- Particular actions or decisions make you uncomfortable.
- You know or suspect that any of the following persons have been or are about to engage in Code of Conduct violations or illegal or unethical activity in connection with Orbis’s work:
  - Any Orbis employee, volunteer, or member of the Board of Directors, vendors, suppliers, or other contractors or consultants
  - Partners, grantees, subcontractors
  - Agents, intermediaries, or others acting on behalf of Orbis
- You yourself have engaged in illegal or unethical activity.

### CHANNELS FOR ASKING QUESTIONS OR RAISING CONCERNS

Orbis has numerous channels of communication for employees and volunteers with questions, seeking advice or wishing to report concerns. You should choose the channel that feels the most comfortable for you.

CHANNEL TO SPEAK UP	DESCRIPTION
Your manager	Your direct supervisor or unit supervisor.
Country or Unit Director	The senior-most position at your work location, or Unit Director responsive to questions or reporting a concern.
HR Lead or HR Focal Point	Senior-most person at work location responsible for HR functions including employee relations, or the position which handles most HR-related transactions locally. Another option is a regional HR partner.
ELT members	Executive Leadership Team members can be helpful with advice, questions, and reporting a concern.
General Counsel & Chief Compliance Officer	The GC&CCO oversees and facilitates the review of all Code of Conduct concerns and compliance with all legal, regulatory, and donor requirements, reporting to the CEO and the Board of Directors.
Ethics Hotline 24/7	Our Ethics Hotline provides a means to report concerns by identifying yourself or remaining anonymous, if you prefer. You can call using the telephone or make a report via the website. Ask for your local language if needed.

### The Orbis Ethics Hotline

The Orbis Ethics Hotline is available at any time to ask questions or raise concerns but is often used when:

- You feel uncomfortable using another channel of communication.
- Other channels prove ineffective, unable to respond, or appear unresponsive.
- You wish to report your concern anonymously.

The Hotline is administered by EthicsPoint/NAVEX, which is an independent third party that does not log or identify telephone numbers or computer IP addresses. It is available 24 hours a day, seven days a week, in multiple languages. It is available for use by anyone involved with Orbis whether an employee, volunteer, partner, client or beneficiaries, and contractors or consultants.

If you use the telephone option, a trained specialist from EthicsPoint/NAVEX will make a detailed summary of your question or concern. The summary will prompt notice and review by — and will be forwarded — to Orbis’s General Counsel & Chief Compliance Officer or designated representative for response and action.



VIA WEB  
[orbisinternational.ethicspoint.com](https://orbisinternational.ethicspoint.com)



VIA PHONE  
[Click here](#) for a list of phone numbers in all the places we work.

Remember, an issue cannot be addressed unless it is brought to someone’s attention.



## Anonymity and Confidentiality

The Orbis Ethics Hotline allows for both named and anonymous reporting.

If you make a report anonymously using the Hotline, it is important to provide detailed information. EthicsPoint will assign you a case number and you should regularly check the site to respond to information requests from those handling the issue(s) you reported. Cases that lack enough information to pursue may be closed. Please note that out of respect for privacy, Orbis will not be able to inform you about individual disciplinary actions.

As required by law in certain jurisdictions, anonymous reporting may not be permitted. In addition, if you choose to identify yourself when making a report, filing online, or accessing the Hotline, Orbis will endeavor to keep your information confidential, sharing it only on a need-to-know basis among those directly handling or overseeing the issues you reported.

While anonymous reports are welcome, employees should raise issues, file online, or use the Hotline in good faith. Reports made in bad faith (e.g., to file fabricated complaints for dishonest or hidden reasons) undermine the integrity of the Code of Conduct for everyone and may be subject to disciplinary action. All employees are expected to report illegal or unethical behavior or violations of the Code of Conduct, including their own infractions.



### In Focus

**I suspect there may be some unethical behavior going on in my department. I know I should report my suspicions, and I am thinking about using the Ethics Hotline, but I am concerned others will know that I was the one who made the report and treat me differently.**

We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined. Remember, even if it is difficult, you are expected to report misconduct and, in your situation, using the Ethics Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, report it.

## Responsiveness and Employee Cooperation

Investigations of Code of Conduct and policy violations will be led by the General Counsel & Chief Compliance Officer, working with partners as needed, while respecting the need for confidentiality. Employees are expected to cooperate with an investigation.

In the case of complaints regarding corporate accounting practices, internal controls, or auditing, the Audit Committee of the Board of Directors shall be immediately notified and will determine whether and how to conduct an appropriate investigation.

Orbis takes all concerns seriously and will address all reports. Out of respect for the privacy of individuals who may be affected by your report, Orbis may be unable to provide you with detailed results of our investigation and may not tell you what actions were taken in response. Whenever practicable, we will provide you with status updates, so you know that your concern is receiving an appropriate response. Our Chief Human Resources Officer, CEO, and the Audit Committee of Orbis's Board of Directors also monitor the resolution of cases.

## Non-Compliance

Anyone who fails to comply with Orbis's Code of Conduct or the Operational Policies and Procedures will be held accountable and, regardless of position or tenure, may be subject to disciplinary action, up to and including termination of their employment with Orbis. The disciplinary action will vary depending on the seriousness of the offense, whether there is a history of prior conduct, the certainty of the facts, and other factors.

It's essential to recognize that compliance with laws and regulations is not just a requirement but a shared responsibility that impacts us all. Violations of laws or regulations can trigger legal action against you, your colleagues, Orbis or its partners, or suppliers. They may also impact essential Orbis funding, programs, and the ability to pursue our mission and vision. Violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

### Your Attestation

Employees and Board & Committee Members will be asked to attest that they understand and will abide by the Code of Conduct at the beginning of their employment and every year thereafter.

## ANTI-RETALIATION POLICY

Orbis strictly prohibits retaliation against anyone who, in good faith, asks a question, reports a concern, or participates in an investigation, even if the allegation ultimately is not substantiated or mistaken. Retaliation includes, but is not limited to, harassment, adverse employment consequences, and any attempts to discharge, threaten, or discriminate in any manner against any person. Anyone, regardless of position or tenure, found to have engaged in retaliatory conduct against someone who has raised an ethics or compliance concern will be subject to disciplinary action, and possibly termination. If you feel you have been subjected to retaliation, you should access the Ethics Hotline online or by telephone for assistance or directly contact the General Counsel & Chief Compliance Officer or anyone in the channels mentioned above.





# Commitment to Colleagues and Organization



## EQUAL EMPLOYMENT OPPORTUNITY (EEO)

As an organization that operates internationally, Orbis encourages and supports a work environment that benefits from the skills and abilities of a wide range of cultural values and traditions. We promote and strive for equal employment outcomes, opportunities, and advancement for all individuals and groups.

Orbis is committed to equal employment outcomes, opportunities, and advancement without regard to race, color, religion, sex, national origin, age, disability, marital status, veteran status, sexual orientation, gender identity, genetic information, or any other protected characteristic under applicable law. Equal employment opportunity applies to all phases of employment, including, but not limited to, recruiting, employment, placement, promotion, transfer, demotion, reduction of workforce and termination, rates of pay or other forms of compensation, employee benefits, selection for training, the use of facilities, and participation in Orbis-sponsored employee activities.

Provisions in applicable laws providing for bona fide occupational qualifications, organizational necessity, or age limitations will be adhered to by Orbis where appropriate. The policies and principles of EEO also apply to the selection and treatment of independent

contractors, personnel working on our premises who are employed by temporary agencies, and any other persons, firms, or organizations doing business for or with Orbis.

## DISCRIMINATION-FREE WORKPLACE

Orbis is committed to a work environment in which all individuals are treated with equity and dignity. Everyone has the right to work in an organization that prohibits discriminatory practices. Orbis expects that all relationships among persons in the office will be free of bias, prejudice, and harassment. We prohibit discrimination and make employment-related decisions based on qualifications, demonstrated skills, and achievements — never based on race, color, national origin, ancestry, sex (including pregnancy, childbirth, and related medical condition), sexual orientation, gender (including gender and transgender identity and expression), religion, creed, genetic information, health status (including an actual or perceived physical or mental disability), medical condition including genetic characteristics, age, citizenship, military service status, marital status, registered domestic partner status, family status, political or ideological affiliations (i.e., identification with or voting for a political party, or engaging in free speech protected by law), socioeconomic status (i.e., the social standing of an individual as measured as a combination of education, income, and occupation),

or any other characteristic protected by law. (Note, this list of protected classes may be superseded by local law.)

## HARASSMENT-FREE WORKPLACE

Harassment is strictly prohibited.

Orbis does not tolerate verbal or physical conduct that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment.

Harassment is verbal, written, or physical conduct that denigrates or shows hostility or aversion toward an individual because of race, color, religion, sex, national origin, age, disability, marital status, veteran status, sexual orientation, gender identity,

gender expression, genetic information or any other characteristic. It has the purpose or effect of creating an intimidating, hostile, or offensive work environment or adversely affects an individual's employment.

Harassing conduct includes epithets, slurs, or negative stereotyping; threatening, intimidating, or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group that is on the employer's premises or circulated in the workplace. Harassment can occur in the physical workplace, while employees are traveling for business or at employer-sponsored events or parties. Calls, texts, emails, and social media usage by employees can constitute harassment, even if they occur away from the workplace premises, on personal devices, or during nonwork hours.

All complaints or information about sexual harassment, workplace harassment, or discrimination will be investigated. Investigations will be conducted in a timely manner and will be confidential to the extent possible. If you see, suspect, or feel you have been the victim of harassment (including sexual harassment), report it immediately using our [reporting channels](#).





## Addressing Sexual Harassment

Orbis is committed to maintaining a workplace free from sexual harassment.

Sexual harassment is harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity, or the status of being transgender. Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity, and the status of being transgender, when the conduct:

- Is positioned explicitly or implicitly as a term or condition of an individual's employment or employment decisions affecting the employee
- Is interfering with an individual's work performance, even if the individual is not the intended target of sexual harassment
- Is creating an intimidating, offensive, or hostile work environment

## Who is Affected by Sexual Harassment?

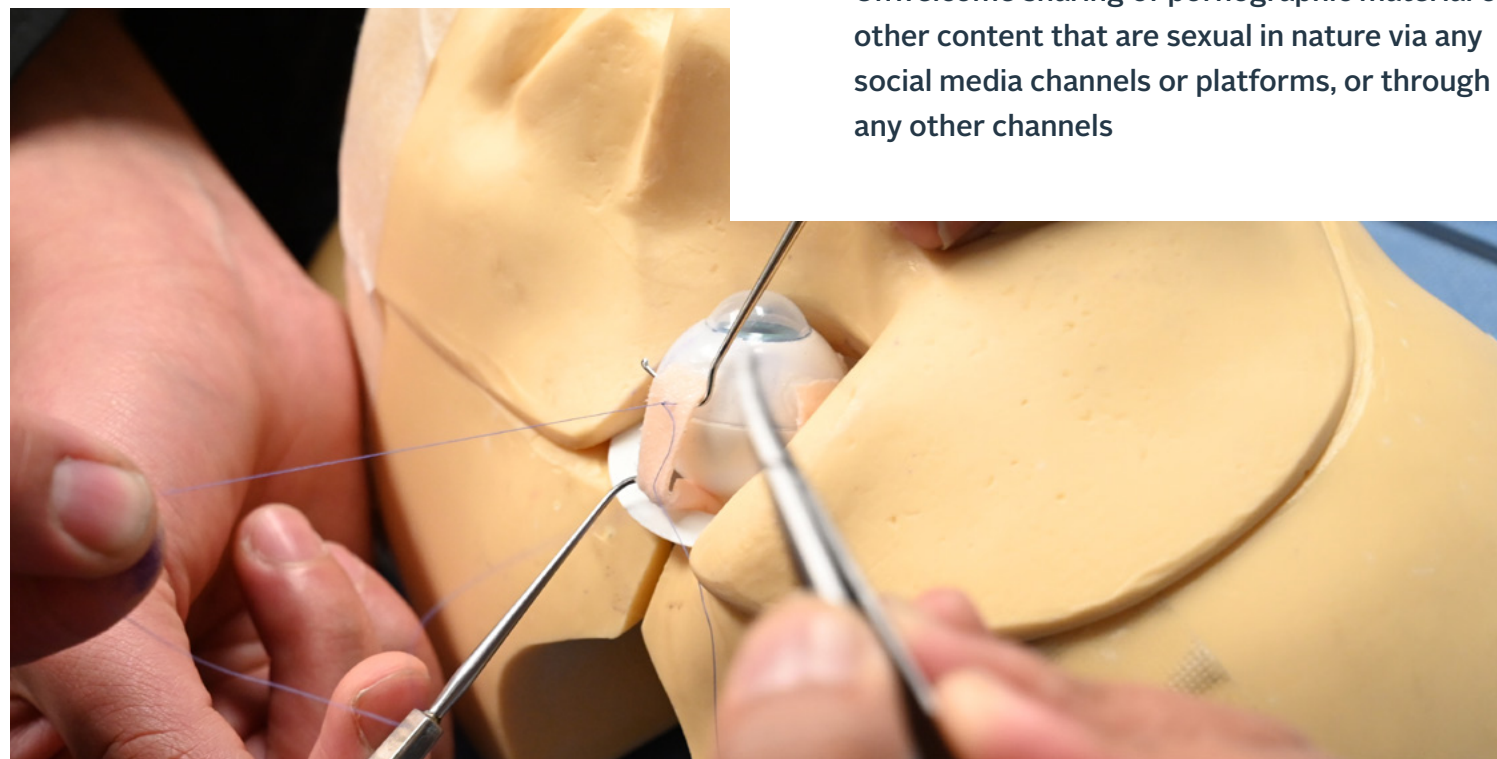
Anyone can be the object of sexual harassment, regardless of their sex, stature, or gender and regardless of the sex or gender of the harasser. Orbis recognizes that sexual harassment may occur between people of the same gender or a different gender. What matters is that the sexual conduct is unwanted and unwelcome by the person towards whom the conduct is directed.

Similarly, anyone can exhibit harassing behavior towards Orbis staff, including colleagues, consultants, Board members, volunteers, partner staff, donors, and visitors such as delivery personnel from other organizations and companies. Orbis does not tolerate harassing behavior towards its staff from anyone.

## What is Sexual Harassment?

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation, or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex. Sexual harassment also consists of sexually explicit derogatory statements or sexually discriminatory remarks that are offensive or objectionable to the recipient, that cause the recipient discomfort or humiliation, or that interfere with the recipient's job performance. It includes any unwanted verbal or physical advances that are sexual in nature.

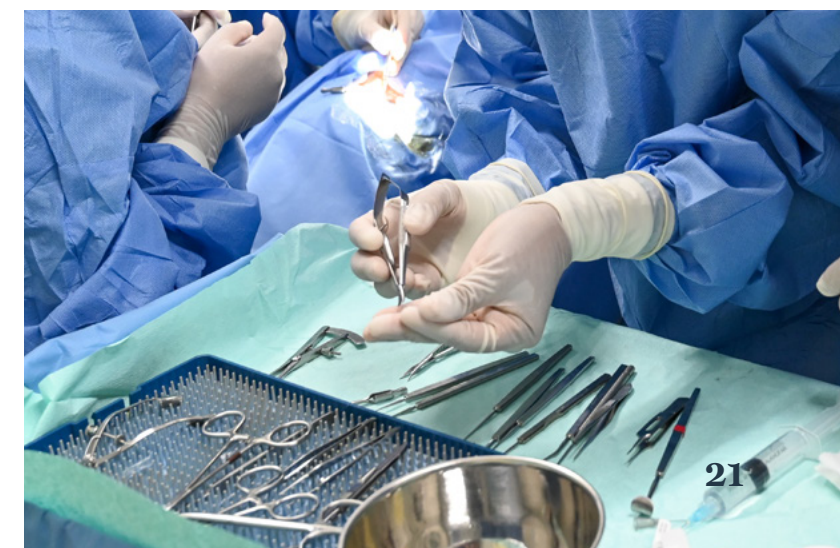
Sexual harassment can also occur when a person in authority tries to trade job or other benefits for sexual favors. This can include hiring, promotion, continued employment, or any other terms, conditions, or privileges of employment, and access to services. This is called "quid pro quo" harassment. Anyone who feels harassed should report it so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.



## Examples of Sexual Harassment

While sexual harassment encompasses a wide range of conduct, some examples include:

- Sexual or discriminatory displays or publications anywhere in Orbis's workplace including virtual communication channels such as email, virtual meetings, or chat, as well as posters, graffiti, or other objects in the workplace that contribute to an intimidating work environment
- Exploiting virtual communication tools, such as video conferencing, messaging apps, or social media to engage in harassing behavior, such as sending unsolicited explicit materials or messages
- Sexual or discriminatory language, including degrading remarks, comments with sexual overtones, and sexist, degrading, or humiliating jokes
- Unwelcome physical contact with sexual overtones, including gestures, touching, pinching, patting, grabbing, brushing against another employee's body, or poking another employee's body
- Unwelcome sharing of pornographic material or other content that are sexual in nature via any social media channels or platforms, or through any other channels
- Quid pro quo conduct by any means, including the giving of unsolicited gifts and/or favors putting the other employee under a sense of obligation
- Demanding sexual favors accompanied by implied or overt threats concerning negative salary actions or negative consequences to other aspects of employment
- Preferential treatment and/or promises of preferential treatment to an employee for submitting to sexual conduct, including soliciting or attempting to solicit any employee to engage in sexual activity for compensation or reward
- Subjecting, and/or threatening to subject, an employee to unwelcome sexual attention or conduct or intentionally making performance of the employee's job more difficult because of that employee's sex, gender, or sexual orientation
- Physical assault of a sexual nature, such as rape, sexual battery, molestation, or attempts and/or threats to commit these assaults





## Romantic Relationships in the Workplace

Orbis also recognizes that sexual harassment can occur within unequal relationships in the workplace, for example between a person in authority such as a manager or supervisor and an employee. For this reason, Orbis prohibits consenting sexual or romantic relationships between a manager and a member of their staff, including representatives such as Volunteer Faculty. If such a relationship occurs or begins, the relationship must be **reported**, and action will be taken to address any reporting relationship.

Furthermore, Orbis prohibits any consenting sexual or romantic relationships between Board members and Orbis staff.

## Where Can Sexual Harassment Occur?

All sexual harassment is prohibited, whether it takes place within Orbis premises or outside, including at social events, business trips, training sessions, cyberspace, or conferences sponsored by Orbis. Calls, texts, emails, and social media usage by employees can constitute harassment, even if they occur away from the workplace premises, on personal devices, or during nonwork hours.

## Reporting Sexual Harassment

**Preventing sexual harassment is everyone's responsibility.**

Any employee who has been subjected to behavior that may constitute sexual harassment is encouraged to **report such behavior**.

Anyone who witnesses or becomes aware of potential instances of sexual harassment should **report such behavior** to the same channels: to a manager, Country or Unit Director, HR Lead or HR Focal Point, any member of the Executive Leadership Team (ELT), General Counsel & Chief Compliance Officer, or via the Orbis Ethics Hotline online or by telephone.

All managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior, or for any reason suspect that sexual harassment is occurring **are** required to report such suspected sexual harassment to the General Counsel & Chief Compliance Officer or Chief Human Resources Officer.

All complaints or information about sexual harassment, workplace harassment, or discrimination will be investigated. Any investigation will be conducted in a timely manner and will be confidential to the extent possible.

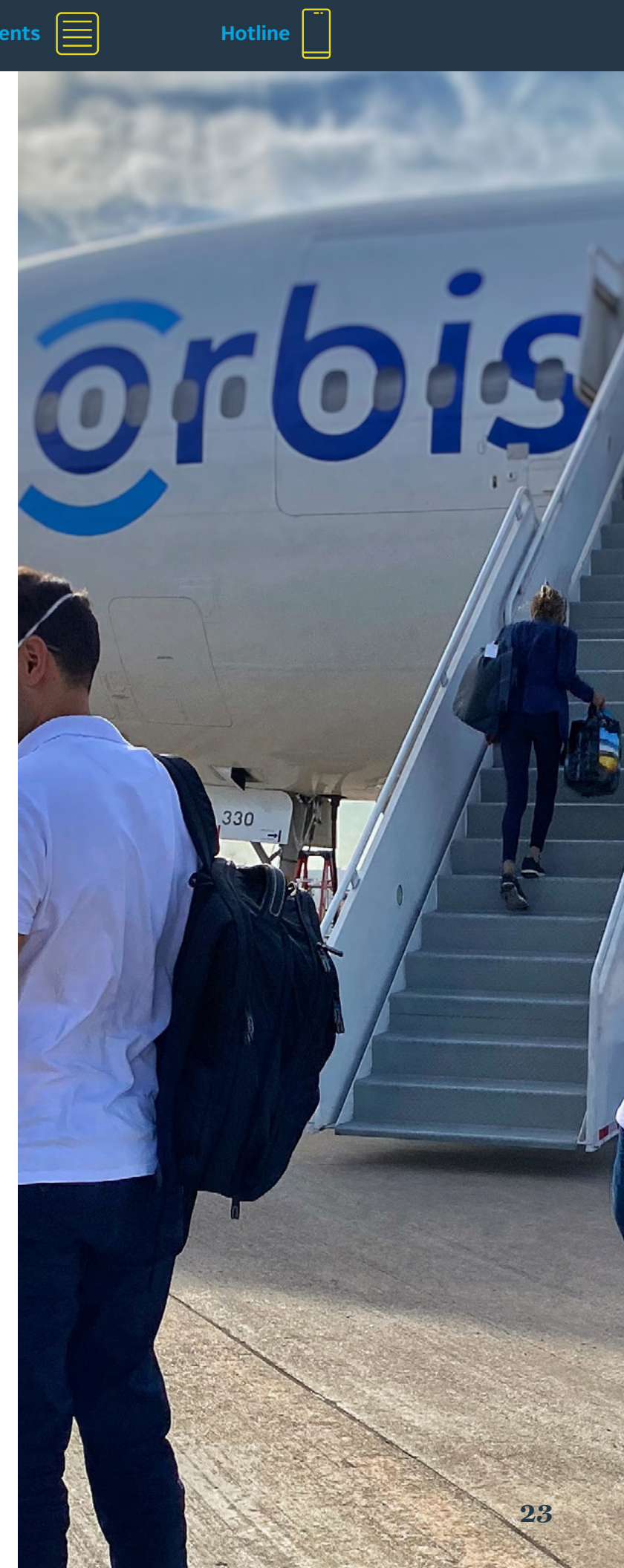


### In Focus

**One of my colleagues sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?**

If you're comfortable doing so, talk to your colleague about the behavior and ask for it to stop. If it continues, **report the behavior**.

Sending these kinds of jokes does not uphold our values, our email usage policies, or our standards on diversity, harassment, and discrimination. In the Orbis community, you are encouraged to be an upstander and speak up as opposed to a bystander and remain silent.





## DRUG-FREE WORKPLACE

Orbis has a longstanding commitment to provide a safe, quality-oriented, and productive work environment, wherever we work globally. Alcohol and drug abuse pose a threat to the health and safety of Orbis employees and to the security of the Orbis facilities and equipment. For these reasons, Orbis is committed to the elimination of drug and alcohol use and abuse in the workplace.

Employees should report to work fit for duty and free of any adverse effects of illegal drugs or alcohol. This policy does not prohibit employees from the lawful use and possession of prescribed medications. Employees must, however, consult with their doctors about the medications' effect on their fitness for duty and ability to work safely, and they must promptly disclose any work restrictions to their manager.

### Key Work Rules

1. Whenever an employee is present on Orbis premises or is conducting Orbis-related work offsite, they are prohibited from:
  - Manufacturing, distributing, possessing, selling, purchasing, or using illegal drugs or a controlled substance — appropriate use of a medication, specifically prescribed for you by a medical professional, is not included in this prohibition
  - Reporting to work or working while under the influence of illegal drugs, or prescription drugs without a valid prescription
  - Consuming alcohol, unless as part of an Orbis-approved event — any alcohol consumed at such an event must be consumed responsibly. Reporting to work or working while under the influence of alcohol will not be tolerated
  - The excessive consumption of alcohol — to the point of operating with impaired judgment or acting unprofessionally or irresponsibly — while conducting Orbis business or while representing Orbis — this includes being under the influence while on Orbis business travel by plane, train, car, or any other transportation, or while waiting for such transportation
2. Whenever any employee is operating any Orbis and/or project equipment or vehicle, they are prohibited from:
  - Using, possessing, buying, selling, manufacturing, or dispensing an illegal drug (to include possession of drug paraphernalia)
  - Being under the influence of alcohol or an illegal drug as defined in this policy
  - Consuming alcohol
3. The presence of a detectable amount of any illegal drug or illegal controlled substance in an employee's body while performing Orbis business or while in an Orbis facility is prohibited.
4. Orbis will not allow employees to perform their duties while taking prescribed drugs that are adversely affecting their ability to safely and effectively perform their job duties. Employees taking a prescribed medication must carry it in a container labeled by a licensed pharmacist or be prepared to produce the container if asked.
5. Any illegal drugs or drug paraphernalia will be turned over to an appropriate law enforcement agency and may result in criminal prosecution.

### Employee Assistance

Orbis will assist and support employees who voluntarily seek help for drug or alcohol problems before becoming subject to discipline or termination under this or other Orbis policies. Such employees will be allowed to use accrued paid time off, placed on leaves of absence, referred to treatment providers, and otherwise accommodated as available through Orbis health and welfare employee benefits, Employee Assistance Programs, or required by law.

Employees may be required to document that they are successfully following prescribed treatment and to take and pass follow-up tests if they hold jobs that are safety-sensitive or if they have violated this policy previously.

### Inspections (or Right to Inspect)

Orbis reserves the right to inspect all portions of its premises for drugs, alcohol, or other contraband. All employees may be asked to cooperate in inspections of their persons and personal effects, work areas, and property that might conceal a drug, alcohol, or other contraband. Employees who possess such contraband or refuse to cooperate in such inspections are subject to appropriate discipline, up to and including discharge. This right shall be exercised devoid of stereotype and targeting, and always in compliance with local law.





Crimes Involving Drugs

Orbis prohibits all employees from manufacturing, distributing, dispensing, possessing, or using an illegal drug in or on Orbis premises or while conducting Orbis business. Orbis employees are also prohibited from misusing legally prescribed or over-the-counter (OTC) drugs. Law enforcement personnel may be notified, as appropriate, when criminal activity is suspected.

Orbis does not intend to intrude into the private lives of its employees but recognizes that employees' off-the-job involvement with drugs and alcohol may have an impact on the workplace. Therefore, Orbis reserves the right to take appropriate disciplinary action for drug use, sale, or distribution while off Orbis premises.

All employees who are convicted of, plead guilty to, or are sentenced for a crime involving an illegal drug are required to report the conviction, plea or sentence within five calendar days of the conviction or plea. Failure to report may result in automatic discharge.



Key Definitions

**Orbis premises** includes all buildings, offices, facilities, grounds, parking lots, lockers, places, and vehicles owned, leased, or managed by Orbis or any site on which Orbis is conducting business.

**Illegal drug** means a substance whose use or possession is controlled by local law but that is not being used or possessed under the supervision of a licensed health care professional.

**Under the influence of or excessive use of alcohol** means actions, appearance, speech, or bodily odors that reasonably cause a supervisor to conclude that an employee is impaired because of alcohol use.

**Under the influence of drugs** means a confirmed positive test result for illegal drug use per this policy. In addition, it means the misuse of legal drugs (prescription and possibly OTC) when there is not a valid prescription from a physician for the lawful use of a drug during medical treatment (containers must include the beneficiary's name, the name of the substance, quantity/amount to be taken and the period of authorization).

WORKPLACE VIOLENCE PREVENTION

Orbis is committed to preventing workplace violence and to maintaining a safe work environment. Orbis has adopted the following policy to address intimidation, harassment, or other threats of or actual violence that may occur onsite or offsite.

"Workplace violence" is defined as including, but not limited to:

- Physical violence or acts of aggression toward or by another person
- Physical violence or acts of aggression toward Orbis property or personal property on Orbis premises
- Threats of violence or acts of aggression, whether direct, indirect (veiled) or conditional
- Behavior that acts to intimidate or to instill fear in others
- Menacing gestures
- Bringing, or threatening to bring, weapons to the workplace
- Stalking
- Hostile, aggressive, injurious, and/or destructive actions undertaken for the purpose of domination or intimidation

Prohibited Conduct

- Employees are expected to refrain from fighting, "horseplay," or other conduct that may be dangerous to others. Conduct that threatens, intimidates, or coerces another employee, volunteer, beneficiary, partner, vendor, and/or donor will not be tolerated.
- With the exception of **authorized** security personnel, carrying or possessing firearms or any other weapons or ammunition on Orbis premises, or while conducting Orbis business, at any time is prohibited.
- Orbis resources may not be used to threaten, stalk, or harass anyone at or outside the workplace.

Take Action

Indirect or direct threats of violence, incidents of actual violence, and suspicious individuals or activities should be reported as soon as possible to those channels identified in the Ask a Question or Report a Concern section, and/or the Security Focal Point or Global Safety and Security. It is important that Orbis is made aware of any potential danger in the workplace as early as possible to ensure proper measures can be implemented to enhance employee safety and security.

When reporting a threat or incident of violence, employees should be as specific and detailed as possible. Employees should not place themselves in peril, nor should they attempt to intercede during an incident.



### Protective or Restraining Orders

Employees should promptly inform the HR Lead, HR Focal Point or their manager or Country Director of any protective or restraining order that they have obtained that lists the workplace as a protected area.

### Intimate Partner Violence

Employees are encouraged to report safety concerns about intimate partner violence. Orbis will not retaliate against employees making good-faith reports. Orbis is committed to supporting victims of intimate partner violence by providing referrals to Orbis Employee Assistance Programs and community resources and providing time off for reasons related to intimate partner violence.



## GLOBAL SAFETY AND SECURITY

Prioritizing the safety and security of every employee and each volunteer, partner, and donor who work on behalf of Orbis is integral to our work and workplace. Orbis is committed to minimizing safety and security risks and ensuring our workforce is provided the information and support to reduce risk exposure while maximizing the impact of our work.

Safety and security are responsibilities shared by both Orbis and each employee, volunteer, partner, and donor. Orbis operates in every location with a commitment to keep our workforce safe and secure and operate our projects and activities effectively.

Orbis's GSS function proactively addresses the security needs of our workforce and projects by:

- Monitoring the global security and safety environment
- Providing advice and guidance to mitigate developing threats
- Responding to incidents
- Integrating security into the project design and implementation and the workplace

It is critical that each member of Orbis's workforce understands and manages health, safety, and security risks when working around the world.

- Every employee has an obligation to learn and understand the context and security issues where they are located. Each must adhere to all pertinent policies and plans concerning safety and security and will be accountable for their actions.
- Each employee has the right to withdraw from or refuse to take a work assignment or travel in an area due to safety and security concerns.
- Orbis has the right to suspend activities or withdraw employees from situations that it considers to be too dangerous.
- An employee does not have a right to remain in a location if they have been instructed to withdraw from it by an authorized Orbis representative.

Effective safety and security management is everyone's responsibility. Each manager and leader has an additional responsibility to ensure that safety and security policies, standards, plans, and procedures are understood and abided by across Orbis. Every Orbis manager and leader has an obligation to ensure that risks to employees are identified and managed, and that employees receive the support, resources, information, and training they need to reduce any risk exposure.

## COMMUNICATING ON BEHALF OF ORBIS

### Media and Spokesperson Policy

Orbis must provide a consistent voice when providing information to the media as this is a key way that the public builds their impression of Orbis and the work we do. Only approved, media-trained spokespeople are designated to speak on behalf of the organization, doing so in coordination with the Communications Department.

Communications with U.S.-based media outlets should be referred to the Vice President, Global Communications and Marketing, while the most senior member of the Communications Department in each country or region is designated as the principal media contact in other areas across the globe. Depending on the situation, an individual (internal or external) may be asked to be a spokesperson on a particular issue due to their knowledge, experience, and expertise. The Communications Department will work with that designated spokesperson to prepare them for the media interview as needed.

You can learn more about approved spokespersons for Orbis and the designated principal media contacts across the Orbis network in Orbis's Media and Spokesperson Policy.



### Check the Policy

More information can be found by accessing Orbis's Media and Spokesperson Policy



Use of Orbis Name and Logo

Orbis’s identity is vital for name recognition, visual identification, and for projecting a unified and positive image. All uses of the name and logo must comply with the Orbis Brand Guidelines which provide for the consistent and unified use of Orbis’s name and logo, maintaining the Orbis color palette and typography, ensuring correct use of the logo and logotype, and providing customized templates.

The Orbis logo should not be shared for use by third parties without prior approval from the Communications Department or Vice President, Global Communications and Marketing. The Orbis logo cannot be used on personal social media profiles, blogs, or other platforms intended for personal use. Outdated versions of the Orbis logo and/or logotype should be deleted from files and replaced in all materials with the formats shown in the Orbis Brand Guidelines. Replace old Orbis logos wherever they appear on printed and electronic forms, standard documents, and other collateral materials.

USE OF SOCIAL MEDIA

Personal Accounts

All employees, volunteers, and other Orbis representatives are invited (but not required) to share their expertise and passion for Orbis’s work on their personal social media. If you participate in social media, however, even under an alias, do not give the impression that you are speaking on behalf of Orbis unless you have express permission.

You should not create personal social media accounts using your Orbis email or through the use of Orbis’s information systems. You should have no reasonable expectation of privacy when using Orbis systems.

Official Orbis Sites and Channels

Any social media account, blog, or website created on behalf of Orbis or any Orbis location or project must secure prior assistance and approval from the Vice President, Global Communications and Marketing. Ongoing maintenance of such channels should be led by a country or region’s Communications Department, or a designated appointee, in coordination with the Orbis International Global Communications and Marketing Team.

Orbis employees and volunteers may submit social media content, such as text, photos, captions, videos, and links for consideration for use on official Orbis channels. Email the Vice President, Global Communications and Marketing, to submit content for U.S. social media channels. To submit content for all other global Orbis social media channels, email the most senior member of the Communications Department designated as the principal media contact for that country or region. If approved, the content, which is subject to editing, will be posted by the Communications Department on Orbis social media accounts.

Keep It Civil and Appropriate

You are prohibited from using social media (personal or Orbis social media accounts) to post or display comments about Orbis, its work and its workforce, including employees, Board of Directors, volunteers, beneficiaries, partners, and donors that:

- Are vulgar, obscene, threatening, or intimidating
- Share confidential or proprietary Orbis information
- Are a violation of Orbis’s Code of Conduct or other Operational Policies and Procedures, including workplace policies against discrimination, harassment, or unprofessional conduct

Be aware of any security or competitive risks associated with the use of social media. If in doubt, do not share your location or any information that could be used to determine your location. If you are traveling for work, avoid disclosing information that might alert competitors. Do not post any information that could be used to identify or locate vulnerable individuals or groups that could be at risk of retaliation, exploitation, or abuse.

If you believe a false statement about Orbis has been posted, do not post or share non-public information, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors, or be inaccurate or misleading. Contact the Vice President, Global Communications and Marketing, or the most senior member of the Communications Department in your country or region who is designated as the principal media contact.

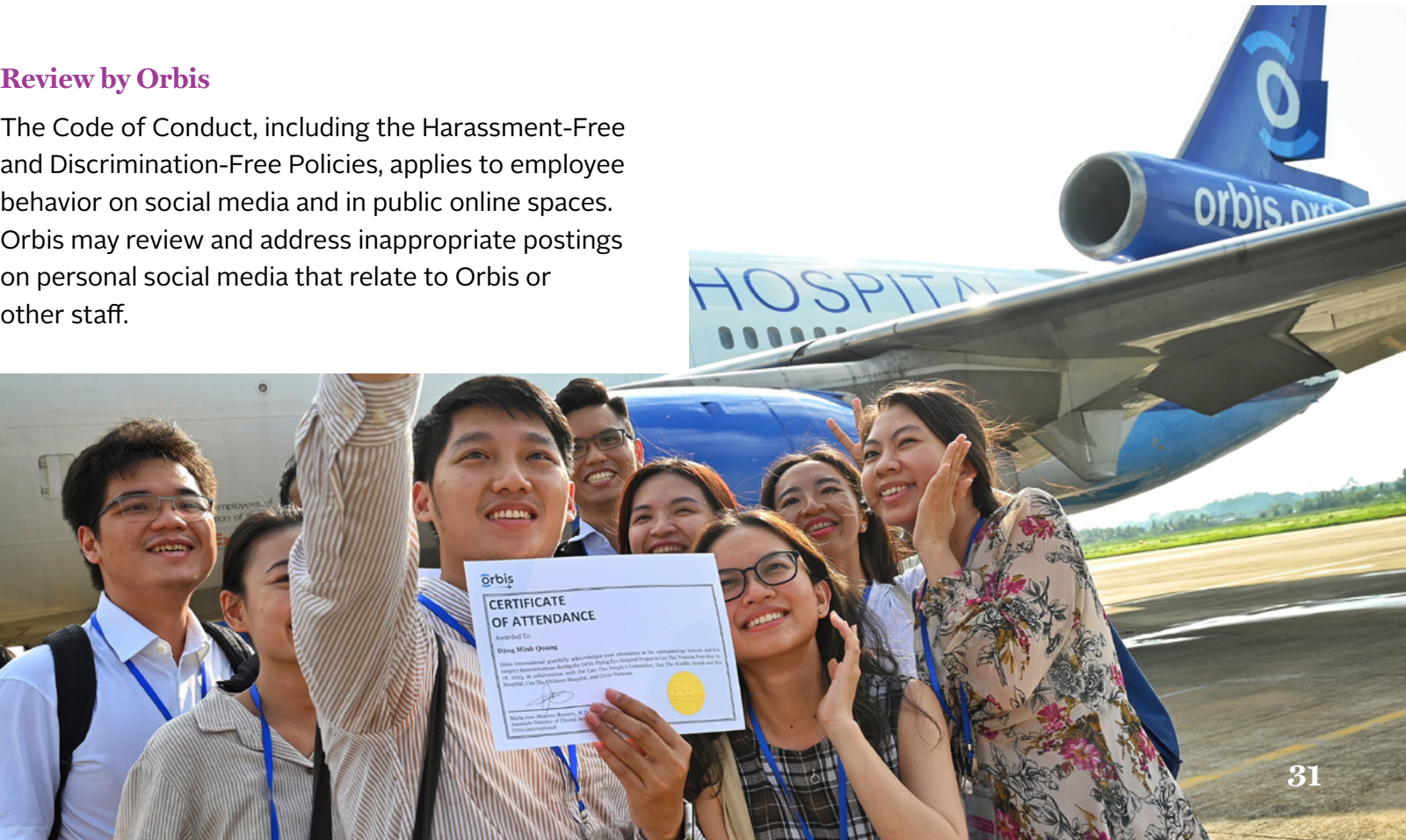
Review by Orbis

The Code of Conduct, including the Harassment-Free and Discrimination-Free Policies, applies to employee behavior on social media and in public online spaces. Orbis may review and address inappropriate postings on personal social media that relate to Orbis or other staff.

No Political Statements as Orbis

You may not post on behalf of Orbis political statements or speak out in favor of (or against) candidates running for office. If from your post on social media it is clear you are an employee of Orbis, or if you mention Orbis and you express a political opinion or electioneer, the post must specifically note that the opinion expressed is your personal one and not Orbis’s position. This is necessary to preserve Orbis’s goodwill in the marketplace, as well as to preserve Orbis’s public charity status. Use a disclaimer such as: “Opinions are my own and not the views of my employer.”

For additional assistance, contact the Communications Department in your country or region, who can also provide guidance and support with technical information and associated files for printers and other outside vendors.





PROTECTING CONFIDENTIAL INFORMATION

During your employment with Orbis, you may have access to, acquire, or become acquainted with Orbis or third-party trade secrets, confidential and proprietary information, Personally Identifiable Information (PII) and other property. Each employee should not at any time disclose, divulge or make accessible confidential information concerning Orbis’s business operations, personnel, representatives or beneficiaries to any unauthorized parties. This policy does not prevent employees from discussing their salary and working terms and conditions among themselves.

Key Definitions

**Personally Identifiable Information (“PII”)** is information that can be used alone or in combination with other information to identify, locate, or exploit a specific individual. PII includes but is not limited to names, addresses, phone numbers, email addresses, birth dates, bank account numbers, photos, passport copies, passport numbers, and credit card numbers.

**Protected Health Information (“PHI”)** is any part of a beneficiary’s medical record, including any information about health status, provision of health care, or payment for health care that can be linked to a specific individual. PHI includes but is not limited to individually identifiable health information, including demographic data, medical histories, test results, insurance information, and other information used to identify a beneficiary or provide health care services or health care coverage.

Confidential Information

Each of Orbis’s departments, units, or functions has specific information that should not be shared externally. All permitted disclosures must be approved in advance by the ELT member, Country Director, or any of their authorized representatives.

In general, information regarding Orbis’s strategies, plans, actions, forecasts, revenue and earnings, donors, employment files, financial condition, new contracts (including Memoranda of Understanding), innovations, programs, and similar proprietary and corporate data is considered confidential information and an asset owned by Orbis, unless and until its authorized release to the public by Orbis. The use of such information for any employee’s own benefit or its disclosure to any unauthorized person outside Orbis violates the interest of Orbis and is prohibited. To learn more about specific confidential and proprietary information, ask the General Counsel & Chief Compliance Officer.

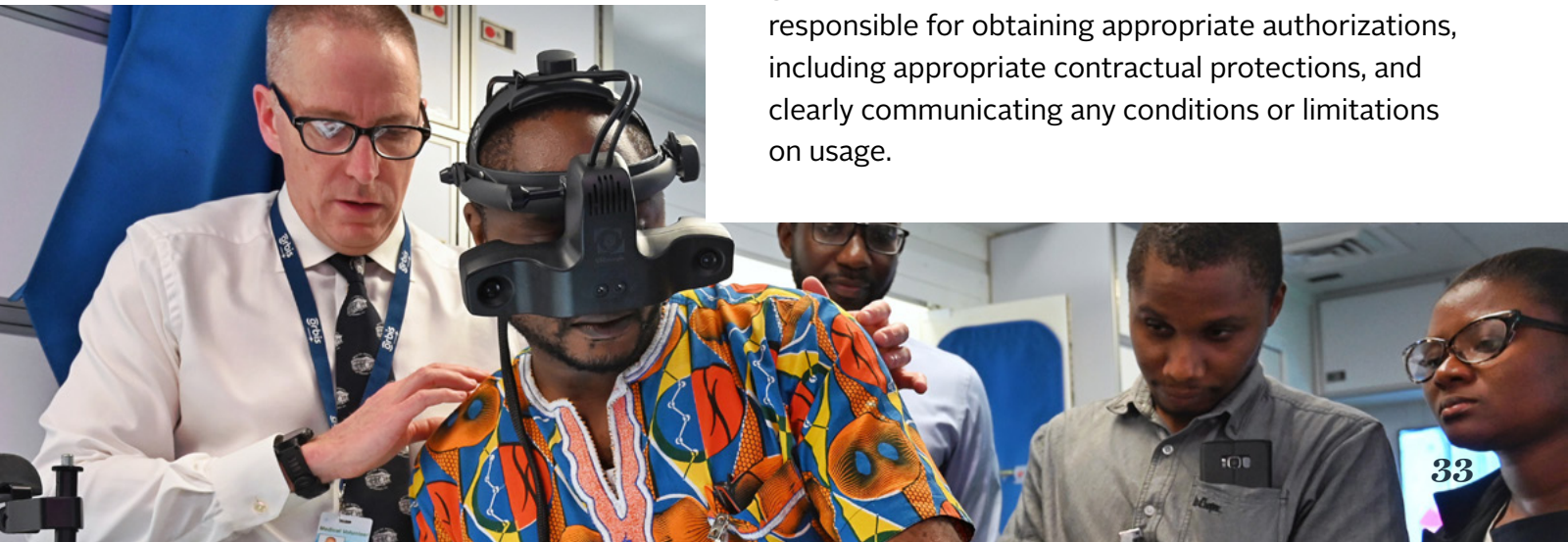
In addition, every employee should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

When in doubt, you should assume that information is confidential and check with your manager, unit, or Country or Unit Director for advice and direction. Those who improperly use or disclose confidential or proprietary business information or trade secrets will be subject to disciplinary action, up to and including termination of employment, and could be subject to legal action under state and federal laws.

Your obligations to protect Orbis’s confidential and proprietary information and trade secrets continue even if your relationship with Orbis ends. If you stop working at or with Orbis, any confidential information in your possession (including information in an electronic format) must be promptly returned to Orbis or destroyed at Orbis’s sole discretion.

Third-Party Information: PHI

During the course of your employment at Orbis, you may have access to highly confidential beneficiary personal and health information. The use of any beneficiary PHI for any employee’s own benefit or its disclosure to any unauthorized person outside Orbis violates the interest of Orbis and is strictly prohibited.



INTELLECTUAL PROPERTY AND OWNERSHIP

Orbis has legal rights to work products and materials created by employees when acting within the scope of their employment. These may take the form of copyrights, trademarks, trade secrets, or patents. In the absence of agreement to the contrary, materials developed or conceptualized, written, designed, drawn, painted, photographed, constructed, installed, or otherwise produced by employees within the scope of their employment are the sole property of Orbis.

Since an employee’s work will generally be presumed to have been created within the scope of employment, employees and their managers are responsible for having a clear understanding regarding the ownership of work products created outside the normal scope of work. Any exception or questions regarding ownership of work products must be reviewed and/or approved by the General Counsel & Chief Compliance Officer before beginning work on such materials.

To protect its interest in data products and software, Orbis may use appropriate patent, trademark, or copyright registrations and notices, confidentiality agreements, and database security measures. Such notices will be incorporated as needed into software or data products. Employees transmitting them to grantees, contractors, or other outside parties are responsible for obtaining appropriate authorizations, including appropriate contractual protections, and clearly communicating any conditions or limitations on usage.



## USE AND PROTECTION OF ORBIS PROPERTY AND SYSTEMS

Orbis provides employees with a variety of Orbis-owned business property, including business equipment such as computers (desktops and laptops), mobile or smart phones, office telephones, copiers, tools, vehicles, medical equipment and supplies, a plane, and other types of property. Orbis also provides employees with access to technology and information systems, which contain Orbis business and operating information.

All Orbis-owned property and systems provided to employees are provided for business purposes and shall be used for business purposes at all times. The following are prohibited uses of all types of Orbis-owned property and systems, including email and telephone systems:

- Any illegal use
- Use for personal gain or profit
- Endorsement of for-profit products or services
- Supporting or opposing a candidate for public office or a political party
- Visiting pornographic or obscene websites or obscene material
- Installing unlicensed software on equipment or systems or violating the terms of a software license
- Deliberately or negligently disrupting the operation of any Orbis technology or information system
- Harassing, intimidating, or threatening coworkers or third parties

Personal use of Orbis-owned property and systems must be limited and have no adverse effect on productivity and the work environment. Orbis may access its computer and electronic communications systems and obtain communications and information within the systems without notice to users of the system, when Orbis deems it appropriate to do so.

Orbis also may inspect or monitor without advance notice any devices employees use to access Orbis's computer and electronic communications systems including, but not limited to computers, laptops, notebooks, tablet computers, or mobile devices. Employees should not expect that use of Orbis's computer or electronic communications systems offers them to any expectation of privacy in anything that they access, view, create, store, transmit, or receive on or through Orbis's computer or electronic communications systems, including any personal messages.





# Commitment to Community and Beneficiaries



## SAFEGUARDING OUR BENEFICIARIES

Orbis believes that everyone we come into contact with, regardless of age, gender identity, disability, sexual orientation, ethnic origin, or religious belief, has the right to be safeguarded or protected from all forms of harm, abuse, neglect, and exploitation. Orbis has a zero-tolerance policy for harm, abuse, neglect, and exploitation of beneficiaries by employees or representatives. Orbis recognizes its duty of care and ensures that concerns about all beneficiaries' safety within the communities where we work are reported to the appropriate authorities.

Orbis recognizes the unequal power dynamic and the resulting potential for exploitation inherent in the work we do. We further recognize that exploitation undermines the credibility of our work and severely damages victims of these exploitative acts and their families and communities. Orbis employees and representatives commit to upholding the highest ethical standards of integrity, accountability, and transparency in the delivery of goods and services. We adhere to the generally accepted principles of Protection from Sexual Exploitation, Abuse, and Harassment (PSEAH), a term derived from the UN Secretary General's Bulletin on Special Measures for PSEAH.

### Key Definitions

**Beneficiary:** Someone who directly receives goods or services from Orbis's programs. Note that misuse of power can also apply to the wider community that Orbis serves, such as community volunteers and partner contacts.

**Child:** A person below the age of 18, as defined by the United Nations Convention on the Rights of the Child.

**Child Abuse:** All forms of physical or emotional ill-treatment, sexual abuse, neglect or negligent treatment, or commercial or other exploitation, resulting in actual or potential harm to a child's health, survival, development, or dignity in the context of a relationship of responsibility, trust, or power.

**Emotional Abuse:** Also referred to as psychological harm. May include humiliating and degrading treatment such as name calling, constant criticism, belittling, persistent shaming, solitary confinement, and isolation.

**Harm:** Psychological, physical, and any other infringement of an individual's rights.

**Neglect:** Placing in, or failing to remove, a person from a situation that a reasonable individual would realize required judgment or actions beyond the person's level of maturity, physical condition, or mental abilities and that might result in bodily injury or substantial risk of immediate harm to that person. The failure to seek or obtain necessary medical care for the person. The failure to provide the person with food, clothing, or shelter necessary to sustain their life or health. Excludes failure caused primarily by financial inability, unless relief services had been offered and refused.

**Physical Abuse:** Physical injury that results in substantial harm or the genuine threat of substantial harm.

**Representatives:** Donors, volunteers, contractors, consultants, program visitors, and others brought into contact with beneficiaries. Representatives are briefed and provide written commitment to comply with Orbis's Safeguarding Policy.

**Sexual Abuse:** The involvement of a person in sexual activities which they do not want or truly understand, or to which they are unable to give valid consent. Failure to make a reasonable effort to prevent such sexual activities, or compelling or encouraging a dependent adult to engage in such activities. Any kind of sexual activity involving a child.

**Sexual Coercion or Exploitation:** Any actual or attempted abuse of a position of vulnerability, differential power, or trust, for sexual purposes including, but not limited to, profiting monetarily, socially, or politically from the sexual exploitation of another. This definition includes human trafficking and modern slavery.

**Survivor:** A person who has been abused or exploited. The term "survivor" is often used in preference to "victim" as it implies strength, resilience, and the capacity to survive. It is the individual's choice how they wish to identify themselves.

**Vulnerable Adult:** A person who is or may be in need of care by reason of mental or other disability, age, or illness; and who is or may be unable to take care of themselves, or unable to protect themselves against significant harm or exploitation.



## Prevention Responsibilities

**Risk Management.** Orbis will design and undertake all its programs and activities in a way that protects people from risk of harm that may arise from their coming into contact with Orbis including the way in which information about individuals in our programs is gathered and communicated. Orbis will monitor risk from program planning and incorporate safeguarding risk measurement into the organization-wide risk process.

**Recruitment, Education, and Training.** Orbis will implement stringent safeguarding procedures when recruiting, managing, and deploying program employees and representatives including, but not limited to, prior employer or business references, and background and criminal record checks.

Orbis will ensure all employees and representatives have access to, are familiar with, and know their responsibilities for safeguarding at Orbis. Any changes or developments to the policy will be communicated with regular training updates to reaffirm accountability and expectations.

Where necessary, this policy will be translated into the local language(s) where it is applied and adapted to be clearly understood. All photographers working for Orbis will be screened for their suitability, including background checks, where available and/or police checks where appropriate, and will receive and sign the Safeguarding Policy.

**Partners.** Orbis will ensure partners have in place minimum standards for safeguarding, which comply with Orbis's safeguarding standards, and any areas of non-compliance are rectified before, or within an agreed period after, the start of the project or activity. Where appropriate, Orbis will support partners to develop relevant safeguarding policies and processes.

**Representatives.** Representatives — whether donors, volunteers, contractors, consultants, program visitors or others — who come into contact with children or vulnerable adults through Orbis's activities, must have an approved business reason, and may undergo a pre-visit background check. Representatives are accompanied and supervised by employees when coming into contact with children or vulnerable adults. Representative are briefed and provide written attestation of understanding and compliance with Orbis's Safeguarding Policy before the start of the project or activity.

**Employees.** Every employee commits that they will always strive to treat all children, vulnerable adults, beneficiaries, community partners, volunteers, and colleagues, with respect and courtesy in accordance with applicable international and national conventions and standards of behavior, and never intentionally commit any act or omission that could result in physical, sexual, or psychological harm to anyone at Orbis or with whom Orbis comes into contact.

## Adult Safeguarding

Employees and representatives must not sexually abuse or exploit anyone, including vulnerable adults. Employees and representatives must not subject a vulnerable adult to physical, emotional or psychological abuse, neglect, or harm. Employees and representatives must never abuse their power or position by withholding assistance or giving preferential treatment. Any form of intimidating, coercive, humiliating, degrading, or aggressive behavior towards beneficiaries is unacceptable and will not be tolerated.

## Child Safeguarding

Orbis has a commitment to the safety and protection of all children, and has specific responsibilities towards the children it is in contact with through its activities. Orbis: (i) recognizes the risks faced by children, the difficulties they face in reporting harm they experience, and the right of all children to be free from violence, abuse, and exploitation, and (ii) undertakes to promote their safety, protection, and well-being.

No person who is prohibited by law or regulation from working with children may take up any role with Orbis. Breaching this Safeguarding Policy will result in disciplinary action up to and including dismissal, or termination of contract, along with possible further action as required (e.g., referral to criminal or national authorities).

Employees, representatives, and others in contact with children must **always**:

- Avoid working alone with a child, and plan your work so that at least two adults are present at any time if possible. If working alone is unavoidable, the employee or representative must move to an area/workstation where another adult can see both the employee or representative and child. If such action is not possible, refrain from the work until another adult is present.
- Refrain from inappropriate or unnecessary physical contact with a child or direct communication using digital or social media channels.
- Ensure that language is moderated in a child's presence, and refrain from adult jokes or comments that may cause discomfort or offense.
- Be sensitive to local norms and standards of behavior towards children.
- When planning an activity, make certain that the age range, ability, gender, and any other developmental needs of all participants are considered.





Employees, representatives, and others in contact with children must **never**:

- Condone, or participate in, any behavior with a child that is illegal or unsafe.
- Take a child or children to their home.
- Develop a physical/sexual relationship with a child.
- Sexually abuse or exploit children.
- Subject a child to physical abuse or neglect, or act in ways that may place a child at risk of abuse.
- Act in ways that shame, humiliate, belittle, or degrade children, or otherwise perpetrate any form of emotional or psychological abuse.
- Engage in any commercially exploitative activities with children including child labor or trafficking.
- Behave verbally or physically in a manner that is inappropriate or sexually provocative.
- Do things for a child of a personal nature that they can do for themselves.
- Discriminate against or favor particular children to the exclusion of others.
- View, download, distribute, or create indecent or inappropriate images of children, or in any other way possess or access child pornography, on any computer, electronic device, or any medium.

## Protection from Sexual Exploitation and Abuse

Employees and representatives are obliged to create and maintain an environment that prevents sexual exploitation and abuse. Employees and representatives are **prohibited** from engaging in sexual relationships with Orbis beneficiaries or exchanging money, employment, goods, or services for sex, including sexual favors or other forms of coercive, humiliating, degrading, or exploitative behavior. This includes any exchange of assistance that is due to beneficiary(ies).

Sexual exploitation and abuse by employees and representatives or Orbis partners and associates constitute acts of gross misconduct and are grounds for termination of employment or relationship. Sexual activity with a child (anyone under the age of 18) is prohibited regardless of the age of majority or age of consent locally.

## Portrayal of Beneficiaries

Orbis portrays beneficiaries, including children and vulnerable adults, in a respectful, appropriate and consensual way. The **informed, written consent** of all beneficiaries, and/or their parent or guardian if a child, **must always be obtained before** a photograph or image of, or information about, a beneficiary is used, and its intended and/or possible use(s) explained. Images must not include any personal information that could identify the subject's name or location. The best interests of beneficiaries are to be prioritized over opportunities to enhance the public profile of Orbis.

## Requirements for Capturing and Using Children's Images

Employees, representatives, and Orbis partners **must adhere** to the following requirements when capturing, storing, displaying, or publishing children's images:

- The intended and/or possible use(s) must be explained, and the **informed, written consent** of the parent/guardian must be obtained **before** a photograph or image of, or information about, a child is used. The informed, written consent of the child also must be obtained if required by local laws and/or regulations.
- Personal information about a child (such as full name and date of birth or full names of family members) and information that could be used to identify their specific location within a country (such as village or community names, school, parish, etc.) will **not** be used.
- Local cultural traditions must be respected in all images.
- Where a child has experienced violence or exploitation, otherwise been abused or is particularly vulnerable or at risk, personal details or images that may lead to their identification must not be used.

- There will be no capturing or use of images of children in a state of undress, or images which could be interpreted as sexually suggestive and impact negatively on their dignity or privacy.
- All images and stories, along with accompanying details of individuals, will be used and kept at most for the period authorized by the consent form obtained, subject in all events to applicable data privacy laws as well as the right of the subject to revoke consent to the extent Orbis has not already relied upon the authorization (for example, by including the image/recording in other materials or licensing the images/recording to a third party).
- When Orbis's photographs of children are used in a presentation, the presenter will inform the audience that photographs of children may not be used without express permission of Orbis.
- Review all photographs and footage prior to disseminating images to ensure that requirements have been followed.





## Mandatory Reporting

Employees and representatives are required to report any safeguarding concerns that arise in the course of their programmatic work. Employees and representatives must also report any concerns about a child's or vulnerable adult's safety within the communities in which Orbis performs its work to the appropriate authorities.

Any suspicion of actual or potentially abusive or harmful behavior towards a beneficiary, or behavior or situations that might place a beneficiary at risk of harm, must be immediately **reported**. The same reporting is required if an allegation is made against an employee or representative.

Employees and representatives are required to report if:

- **They observe or suspect a safeguarding concern.**
- **An allegation of a safeguarding incident is made to them.**
- **Someone discloses a safeguarding concern.**

In addition, you are required to report safeguarding incidents related to children if:

- **A child is accidentally hurt or harmed in any way.**
- **A child seems distressed in any manner.**
- **A child appears to be sexually aroused by you.**
- **A child misunderstands or misinterprets anything you have done, which could be construed as a breach or potential breach of the Safeguarding Policy.**

## Partner Reporting

Orbis will accept and address complaints from external sources such as beneficiaries, members of the public, partners, and official bodies. Orbis and partners will agree on local reporting mechanisms that are relevant for the project and the context in which the project is being delivered or activity undertaken. Partners receiving reports of concerns arising from an Orbis-supported project must report the concerns to Orbis to ensure that appropriate measures are taken.

It is essential that confidentiality is maintained at all stages of the process when dealing with safeguarding concerns. Information relating to the concern and subsequent case management should be shared on a need-to-know basis only and should be kept secure at all times.

In the case of an allegation against a representative of an Orbis partner institution, Orbis will collaborate with the management of the partner institution to investigate the case. Orbis will offer assistance and support to the partner organization's investigation and require suitable updates on progress to completion. If the partner institution is unwilling to collaborate, Orbis will contact local authorities and may end the relationship with the partner.

## Orbis Response Commitment

Responses to safeguarding incidents may require special procedures, and Orbis is committed to responding appropriately to all reports or indications, including rumors, that suggest a beneficiary may be harmed or at risk of harm.

Upon receipt of any report of a safeguarding concern, Orbis will activate a prompt, thorough, and confidential investigation that treats all parties with respect and fairness, according to due process. All investigations will be timely, unbiased, and focused on the needs of the survivor. Complaints against employees and representatives will be investigated according to associated Orbis policies.

During the investigation, Orbis will take preliminary or temporary action to prevent any potential continuation of abuse.

## COMMITMENT TO PATIENTS AND PATIENT CARE

Orbis respects the rights of patients and recognizes that each patient is an individual with personal dignity and unique health care needs. Care provided by Orbis during a clinical program, including a Flying Eye Hospital (FEH) program or a Hospital-Based Training (HBT), is focused on individual patient needs. Orbis assists patients in the exercise of their rights without being subjected to discrimination or reprisal and informs patients of any responsibilities incumbent upon them in the exercise of those rights.

All Orbis staff and volunteer personnel will observe these patients' rights and be aware of their responsibilities as professionals at all times.

## Patient Rights

FEH and HBT staff provides the patient or the patient's representative with verbal and written notice of the patient's rights prior to the day of the procedure, with appropriate translation (verbal or written) and in a manner the patient or the patient's representative understands.

The FEH's notice of patient rights will include the FEH recommended process for submission of a complaint or further questions.

## Patient Care

To ensure Orbis patients are provided with the highest possible standard of patient care and service delivery and that their safety is maintained at all times, the standard of care will be evidence-based and reflect current recommended clinical practice guidelines of the national and international organizations listed herein. Such standards of clinical practice also ensure uniformity of care from practitioner to practitioner.

It is the policy of Orbis to utilize and uphold evidence-based standards and licensed-based recommendations of service, professional conduct, patient care policies, and clinical applications. Orbis recognizes the standards statements, guidelines, and frameworks developed by recognized international organizations.

Orbis Clinical Standards are based on the process of assessment and problem identification. The standards are divided into six phases: assessment, diagnosis, outcome identification, planning, implementation, and evaluation.

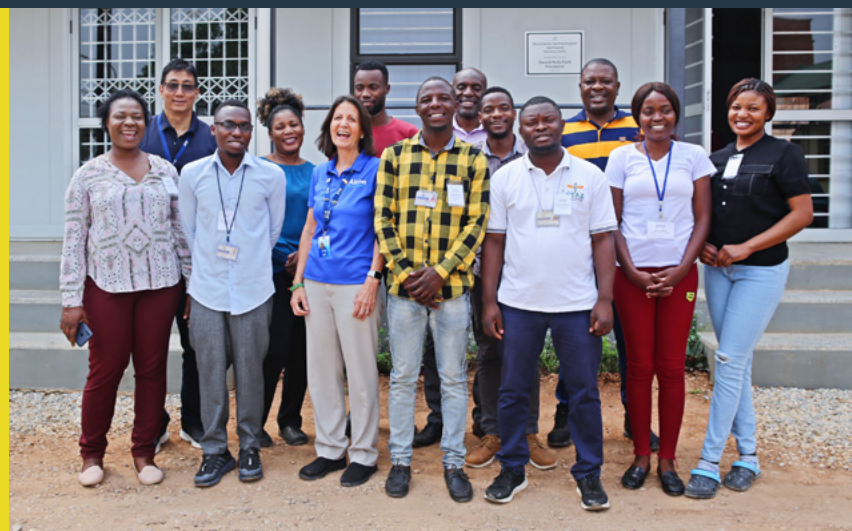


### Check the Policy

More information can be found by accessing Orbis's Flying Eye Hospital Patient Care Policies



# Commitment to Donors and Partners



Our donors and funders provide the resources that make Orbis's work possible, and each of us must be responsible stewards of those resources. We are committed to following the regulations and terms established by our institutional donors, as well as the expectations of all donors, that the funding they provide serves all efficiently and effectively.

Working in partnership with local, national, and international public health organizations and aerospace and technology sectors as well as private-sector entities and individuals, is fundamental to Orbis's mission. We are committed to promoting effective partnerships that enable Orbis to pursue its strategic goals, resulting in more effective, responsive solutions for sustainable prevention of vision loss that reach more people.

We are committed to free and fair competition, to the support of those who share our adherence to ethical and responsible practices, and to the eradication of fraudulent or corrupt practices by those seeking improper gain from funding intended for our beneficiaries.

## ANTI-CORRUPTION AND BRIBERY

All forms of bribery, kickbacks, and other corrupt practices are prohibited regardless of local customs. Orbis is committed to complying with all applicable anti-corruption laws. All Orbis employees must adhere strictly to the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act and all other anti-corruption and anti-bribery laws and regulations of each country in which you work and in which Orbis operates.

Orbis does not pay bribes, kickbacks, or facilitation payments at any time for any reason. This prohibition extends to private individuals, vendors, and Government Officials and applies equally to any person or firm who represents Orbis or our partners, who are expected to maintain accurate records of all transactions. The only possible exception is if a potentially improper payment is necessary to protect an individual's health or safety. In such a situation, you should immediately report the payment to the General Counsel & Chief Compliance Officer.

Orbis staff are not permitted to request, solicit, or accept cash or fund transfers from beneficiaries or partners for program activities. All program monetary activity should flow through Orbis's bank accounts.

## Key Definitions

**Bribery** means giving or receiving anything of value (or offering to do so) to obtain a business, financial, or commercial advantage. In addition to money, "payments" shall also include any form of hospitality, entertainment, gifts, charitable contributions, or loans, and could apply to recruitment processes.

**Corruption** is the abuse of an entrusted power for private gain.

**Facilitation payments** are typically small payments to a low-level government official that are intended to encourage them to perform their responsibilities. Orbis prohibits facilitation payments of any kind.

**Kickbacks** are made with the intent to influence or gain something from a company or person.

**Government Officials** include government employees, political parties, candidates for office, employees of public international organizations, and government-owned entities.

## Payments to Government and Other Officials

The law is particularly strict with regard to Government Officials, and the law defines "Government Official" very broadly. In particular, the definition of Government Official and other officials can include:

- An officer or employee of any government entity, department, or agency, including any member of a legislative body, royal family member, or military personnel
- Any political party or an official of a political party or any candidate for political office
- Any officer or employee of a public international organization (e.g., World Health Organization, International Red Cross, United Nations) or any department or agency of such an organization
- An officer or employee of any quasi-governmental body, such as certain local sporting bodies, chambers of commerce, tourism boards, public-private partnerships, etc.
- Any employee of any government-controlled business, school, university, hospital, or other entity
- Any person acting on behalf of an entity or person listed above







Social amenities, entertainment, and other courtesies may be extended to Government Officials or employees only to the extent appropriate and reasonable under applicable laws and customs. All payments, gifts, or expenses benefitting Government Officials must be:

1. Reasonable and customary — not greater than nominal value, lavish, extravagant, or too frequent (note, the terms “nominal value” and “lavish” are taken from statutes and are intentionally general so as to apply globally)
2. Proportionate to the underlying transactional purpose related to Orbis’s services
3. Compliant with local law
4. Transparently documented — there can be no effort made to conceal the expense either by Orbis or the recipient
5. Comply with the pre-clearance monetary limits set forth

Any contracts or agreements directly or indirectly involving any Government Officials must be in writing and approved by the General Counsel & Chief Compliance Officer prior to execution.

**Prohibited Payments to U.S. Government Officials**

All gifts to U.S. Government Officials are prohibited. All gifts or other expenses benefitting U.S. Government Officials, no matter how nominal in value, are prohibited.

**Advance Clearance for Significant and Valuable Gifts: Non-U.S. Government Officials**

Employees must pre-clear anything of value provided to a non-U.S. Government Official with the General Counsel & Chief Compliance Officer as follows:

- a) Gifts, meals, entertainment, travel, and other expenses paid by Orbis to a Government Official and exceeding US\$150 per person (or such lower limit as has been set for a particular country in which Orbis operates) including, but not limited to, traveling to visit or otherwise attend an event to market a transaction or deal involving the agency or government that employs the Government Official
- b) Contributions paid by Orbis and exceeding US\$150 (or such lower limit as has been set for a particular Orbis business or location), to a charity or other philanthropic organization recommended by, or that would otherwise benefit, a Government Official
- c) Any offer of Orbis employment to any person based upon the recommendation of a Government Official (even if the position is itself unpaid)

You do not need to obtain pre-clearance for reasonable expenses incurred for meals and entertainment of non-U.S. Government Officials in excess of US\$150 if impracticable due to the event’s timing or some other unforeseen circumstance. You should consider carefully that non-precleared expenditures are riskier, and will be carefully reviewed for adherence to this Policy. The expense must be documented, and the reason why pre-clearance was not obtained must be explained. Unjustified expenses will not be reimbursed.

**Third Parties Acting on Behalf of Orbis**

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all third parties, including suppliers, consultants, and vendors who work on Orbis’s behalf, particularly when dealing in countries with high corruption rates and in any situations where “red flags” indicate further screening is needed before retaining the third party. Third parties must understand our requirement to operate in strict compliance with Orbis standards and to maintain accurate records of all transactions.

**GIFTS, GRATUITIES, AND BUSINESS COURTESIES**

Orbis selects and does business with suppliers and other parties on the basis of objective performance and business criteria. We maintain the highest ethical standards and avoid any perception of corruption.

**Receiving Gifts or Other Business Courtesies**

Employees must not accept any gifts, favors, hospitality, or entertainment that might influence or give the appearance of influencing their decision making or compromise their judgment in actions affecting Orbis. Receipt of a gift of cash is never appropriate.

Some employees hold positions that pose a significant risk in terms of creating negative perceptions of our Company. You must avoid actions that could create the appearance of favoritism or adversely affect Orbis’s reputation for impartiality and fair dealing, especially if you have the following responsibilities:

- Awarding contracts
- Allocating business
- Creating specifications that result in the placement of business
- Participating in the negotiation of contracts

A gift from a supplier must be declined when Orbis is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering gifts or courtesies is the way to obtain Orbis business.

Generally, any gift received or given above US\$150 in value should be reported to the General Counsel & Chief Compliance Officer. No gifts in the form of cash, stock, or other similar consideration shall be given, regardless of amount. Any gift about which an employee is uncertain should not be made without the prior written approval of Orbis’s General Counsel & Chief Compliance Officer. Any expenses incurred by an employee in connection with the matters discussed herein shall be accurately recorded on Orbis’s books and records.



**In Focus**

**When traveling, I received a gift from a partner that I believe was excessive. What should I do?**

Let your manager know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it, with a letter of explanation to the donor.



## CONFLICTS OF INTEREST

It is the policy of Orbis that before engaging in an activity, an employee shall identify conflicts of interest and situations that may give rise to an appearance of a conflict of interest, and also obtain approval to proceed. Every employee and member of the Board of Directors is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in Orbis and damage our reputation. Certain high level conflicts are required to be reported to the U.S. Internal Revenue Service and other regulators.

### What is a Conflict of Interest?

A conflict of interest exists when an individual who is responsible for acting in the best interests of Orbis has another interest or loyalty that could influence or impair, or may appear to influence or impair, the individual's ability to act in Orbis's best interests. Conflicts exist, for example, when an Orbis employee can either influence or make a decision on contractual, procurement, recruitment and employment, or other business transactions, and that employee has a relationship with the business or persons being hired.

Generally, a conflict of interest may be considered to exist in those instances where your actions or activities also involve: (a) the obtaining of any gain or advantage for themselves personally; (b) an adverse effect upon Orbis's interests; or (c) the obtaining of any gain or advantage by a related party of an employee, director, or officer. Conflicts of interest may be actual, potential, or even just a matter of perception and can interfere with the ability to make an objective decision on behalf of Orbis.

Conflict-of-interest transactions must be approved per this policy before proceeding.

### Covered Transactions

A covered conflict-of-interest transaction is any actual, potential, or apparent conflict of interest between a related party and Orbis. Some covered transactions are illegal or may subject Orbis or its Board/Committee members and officers to liability. Some covered transactions may be legal, but also unethical or may create an appearance of impropriety. Some covered transactions may be in the best interests of Orbis but require that certain procedures be followed to proceed with the transaction.

Seek guidance and fully disclose potential conflicts to your manager so they may be properly evaluated, monitored, and managed and approved by the General Counsel & Chief Compliance Officer.

### Related Parties (or Who is Covered?)

Covered transactions include "related-party transactions," which are transactions with Orbis where a related party has a financial interest in the transaction.

A "related party" includes:

- All directors, officers, or employees of Orbis
- Any family member of any director, officer, or key person of Orbis
- Any entity in which any director, officer, or employee of Orbis owns more than 5% of the equity or profits interest

A related party can be an individual's spouse, partner, or significant other with whom the individual shares the same household, and all children, parents, and siblings, or any entity in which an individual is a director, officer, or beneficially owns more than 5% of the equity or profit interests. Families may also extend to members of the same clan, tribe, or communities and vary depending on the location and culture.

### Examples of Conflict of Interest

Conflicts of interest are not always clear-cut and easy to define and require case-by-case analysis; not all types are listed here. Early consultation with your manager or supervisor, the General Counsel & Chief Compliance Officer, or the Audit Committee (in the case of Board members and officers) can assist in determining if an actual or potential conflict exists, by analyzing the facts and determining strategies for avoidance or mitigation.

- You are making or influencing any decision on behalf of Orbis regarding a supplier, contractor, client, or other enterprise with whom Orbis does business when you or your related parties own an interest in such enterprise.
- You or any of your related parties has a compensation arrangement or other interest in any entity or individual that: (a) sells goods or services to, or purchases goods or services from, Orbis; (b) competes with Orbis in any respect (including, without limitation, competition for funding, volunteers, organizational alliances, and movement leadership); or (c) Orbis has, or is negotiating, or contemplating negotiating, any other transaction or arrangement.

- For Orbis staff, acting as an employee, advisor, consultant, officer, or board member of another organization or business without seeking the prior written approval of the General Counsel & Chief Compliance Officer pursuant to the [Outside Activities Policy](#).
- The acceptance by an Orbis employee or any of their related parties of a gift of any size or value from any individual or organization doing business with Orbis in exchange for the employee's favorable decision or action in the performance of their job.
- Any loan or credit made or received by an Orbis employee or any of their related parties to or from any organization which transacts business with Orbis, other than in the ordinary course of business and based upon usual terms and conditions.
- You take an Orbis opportunity (e.g., funding, volunteers, partnerships) and use that opportunity for your own benefit, unless otherwise allowed.



### Conflict Disclosure, Review, Mitigation, and Approval

If an actual, perceived, or potential conflict is present, an employee, Board member, or officer must first try to avoid the activity — not do it. If the employee, Board member, or officer believes that avoidance may not be in the best interest of Orbis, the proposed transaction or activity must go through the Orbis Conflicts Review, Mitigation, and Approval procedures before proceeding.

### Annual Conflict of Interest Disclosure and Policy Acknowledgment Form

All Board/Committee members and employees should identify conflicts of interest before proceeding with any conflict-of-interest transaction and address the conflict as noted above. Each Orbis officer and Board/Committee member is required to sign the Orbis Conflict of Interest Disclosure and Policy Acknowledgment Form at the time of initial engagement with Orbis and on an annual basis thereafter. Furthermore, all Orbis employees who make any financial or purchasing decisions on behalf of Orbis or who have bank signatory authorization must also sign the Conflict of Interest Disclosure and Policy Acknowledgment Form annually. Applicable individuals shall also submit a new Conflict of Interest Disclosure and Policy Acknowledgment Form promptly upon any change in the circumstances disclosed in the preceding annual Conflict of Interest Disclosure and Policy Acknowledgment Form. The General Counsel & Chief Compliance Officer will be responsible for ensuring timely signing and keeping records.

## OUTSIDE ACTIVITIES

We encourage employees to pursue interests and activities outside of work, including personal and professional endeavors. It’s important, however, that what we do in our personal lives doesn’t conflict with the work we do — or the decisions we make — for Orbis.

To ensure that there are no conflicts of interest and that potential issues are addressed, always disclose and discuss outside employment or side businesses with your manager and obtain written approval before proceeding. If approved, make sure this work does not interfere or compete with your work at Orbis. Further, you must notify any outside employer or organization of your employment status with and obligations to Orbis.

You must notify your manager or supervisor and receive approval in writing prior to accepting any outside engagements related to your Orbis employment or profession, regardless of whether any compensation or payment is offered. Any employee who may receive any form of compensation or payments for any outside activities related to their employment or profession shall disclose such compensation or payments to their manager or supervisor. Orbis reserves the right to require such compensation be donated to Orbis. If an employee’s manager or supervisor determines that outside activities may interfere with the employee’s performance or ability to meet the requirements of Orbis, or may adversely affect the interests of Orbis, approval may not be provided.

Orbis employees may not engage in other employment or volunteer activities during assigned working hours, or during paid time-off or other unpaid leave if deemed a conflict of interest. Any request for exception must be reviewed and approved in advance by the employee’s manager or supervisor. Board membership duties, consulting, or volunteer work conducted during assigned working hours requires the prior approval of their manager or supervisor, who shall escalate the matter as appropriate.

## PREVENTING FRAUD, WASTE, AND ABUSE

### Financial Integrity

Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies. Some employees have special responsibilities in this area, but all of us contribute to the process of recording operational results or maintaining records.

### Business Records

The accuracy and completeness of our disclosures and business records is essential to making informed decisions and to ensure accountability to our donors, partners, regulators, and others. Ensure that the information you record is accurate, timely, and complete, and maintained in a manner that is consistent with our internal controls, disclosure controls, and our legal obligations.

### Accounting Practices

All payments and transactions must be properly authorized in accordance with Orbis operating procedures and Delegation of Authority and Authorized Signatories Policy, and fully and accurately recorded in Orbis’s books and records. All payments and transactions must follow all applicable laws, requirements of Orbis donors and funders and established accounting policies.

Orbis will not tolerate dishonesty, including false recordkeeping. If you are aware of or suspect false recordkeeping or representations by others, you must report such activities immediately [using the channels described in the beginning of the Code of Conduct](#).

Documents should only be disposed of in compliance with Orbis’s Records Management Policy, and should never be destroyed or hidden.





## RECORDS MANAGEMENT

Orbis is committed to maintaining complete, accurate, and high quality records. Orbis's business "records" are assets of Orbis and must be managed properly to preserve their value and to protect Orbis from risks associated with improper records management. Examples of business records can be found in the Records Retention Schedule. This policy addresses the management, storage, retention, and destruction of Orbis records. It applies to all employees and all records, no matter where the records are located (including, without limitation, on devices owned by Orbis employees) or how they are stored (e.g., paper vs. electronic form). Unless expressly stated otherwise in this policy, records shall be managed according to their content, not the form in which they were created or stored.

Orbis is committed to effective records retention to preserve its history, ensure that critical records are available to meet organization needs, comply with legal requirements, optimize the use of space, minimize the cost of records retention, and ensure that outdated and useless records are destroyed.

This policy also states employee's obligations in retaining records including, but not limited to, paper records, photographs, sound or video recordings, emails, word processor documents, spreadsheets, databases, HTML documents, scanned or imaged documents, and any other type of file warehoused online or on the cloud, on a mainframe, server, computer hard drive or any external storage medium.



### Check the Policy

More information can be found by accessing the Records Retention Schedule

### Records Retention Schedule

Any records that are part of any of the categories listed in the Records Retention Schedule contained in the Annex to this policy, must be retained for the amount of time indicated in the Records Retention Schedule. Records that are not listed on the Records Retention Schedule but that are substantially similar to those listed in the schedule in the Annex will be retained for the appropriate length of time.

Orbis records (including emails and electronic documents) should not be kept if they are no longer needed for the operation of the Orbis business or required by law or contract. Credit card records should be destroyed as soon as they become unnecessary. Employees should periodically review records in their control and destroy those that are beyond their retention life.

Each department, country office, and/or unit will review this policy periodically to determine any special circumstances that necessitate changes in the retention periods. Requests for changes in retention periods or deviations from specified retention duration should be made to the General Counsel & Chief Compliance Officer. In addition, each department, country office and/or unit and project will ensure its employees are fully informed of this policy and confirm that they agree to comply with Orbis Records Retention Schedule.

Should an individual end their work relationship with Orbis, their work records should be retained in accordance with the Records Retention Schedule or transferred to the appropriate individual in consultation with the former manager and/or the General Counsel & Chief Compliance Officer.

### Records Destruction

All records not included in the Records Retention Schedule will be deleted from all individual computers, databases, networks, and back-up storage after one year. No records will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation as identified by the General Counsel & Chief Compliance Officer.

Destruction of confidential, financial, Orbis-branded and personnel-related records must be accomplished in a manner that makes them unreadable (e.g., shredding paper records or disposing of them in approved containers, using secure deletion software for electronic records stored on magnetic media). Non-confidential records may be destroyed by recycling. IS/IT will purge records from the network in accordance with the Records Retention Schedule, with approval from the Chief Financial and Administrative Officer (CFAO) for financial records.





## ETHICAL FUNDING

Orbis understands every contribution towards its sight-saving work is potentially valuable. We recognize that donors have the right to be assured their gifts will be used for the purposes for which they are given. From time to time, some contributions may present a conflict with Orbis's collective values and be unacceptable, for example, due to the public persona of the donor or how the money was initially obtained by the donor.

This policy has been developed to be utilized by all staff involved in revenue generation for Orbis, including the assessment of its impact, and shared externally when warranted. This policy applies to Orbis and all its fundraising activities. In some cases, Orbis country offices retain supplementary guidance to meet local legal/statutory requirements or enable clearer alignment with local factors and considerations.



### Check the Policy

More information can be found by accessing the Ethical Funding Policy

### General Principles

Orbis seeks opportunities to work together with donors to achieve shared objectives through the contribution of money, products, services, or other support.

- There should be strong grounds for believing that all opportunities that are progressed will have a positive impact on the fight against avoidable blindness.
- Due diligence must be carried out following Orbis's Ethical Funding Assessment procedures.

### WE ARE ALERT TO

- Prohibited contributions, including those that:
  - Result in personal gain to the fundraiser
  - Are not in line — or conflict — with our mission, or limit our ability to fulfill our purpose
  - Are derived from illegal acts, exploitation, or other forms of abuse
- Anonymous contributions — we are careful to follow our Ethical Funding Policy as it relates to the acceptance and recording of publicly anonymous or fully anonymous contributions.
- A contribution which exceeds our ethical funding thresholds, as defined and described in our policy.

## PROCUREMENT AND SOURCING RESPONSIBLY

Orbis is committed to promoting full and open competition. This requires that all employees involved in sourcing and procuring will abide by these expectations. It is the policy of Orbis to procure only those items which are required to perform the mission and complete the activities of the project or program.

Procurement will be made with complete impartiality based strictly on the merits of suppliers' bids/ offers and applicable related considerations such as delivery and quantity. Orbis evaluates and engages with qualified business partners on an objective basis grounded in fairness. When selecting partners, we assess their ability to satisfy our business and technical needs and requirements.

All agreements must be negotiated in good faith and fair and reasonable for both parties. Business will be conducted ethically in a manner above reproach and with impartiality and preferential treatment for none.



### If you supervise our business partners:

You are responsible for communicating our standards and ensuring they are understood. If a business partner fails to meet our ethics and compliance expectations or their contractual obligations, it may result in the termination of their contract.



### In Focus

**I saw a subcontractor commit a violation of our health and safety standards. Are subcontractors expected to follow the same policies and procedures as employees?**

Absolutely. Managers are responsible for ensuring that subcontractors and other business partners at work on Orbis premises understand and comply with all applicable laws and regulations, as well as with additional requirements we have in place.



### Check the Policy

More information can be found by accessing the Global Procurement Policy



## FOLLOWING INTERNATIONAL TRADE LAWS

Orbis has global operations that support a growing, worldwide network of beneficiaries, and we must strictly comply with all applicable laws that govern the import, export, and re-export of our technology. Any violation of these laws, even through ignorance, could have damaging and long-lasting effects on our operations.

If your job duties include exporting products or receiving imported products, you are responsible for screening business partners and transactions to ensure that we comply with all applicable export and import requirements.



### Anti-Boycott Regulations

We are subject to the anti-boycott provisions of U.S. law that require us to **refuse to participate in international boycotts that the United States does not sanction. We promptly report any request to join in, support, or furnish information concerning a non-U.S.-sanctioned boycott.**

#### WE ARE COMMITTED TO

- Obtaining all necessary licenses before the export or re-export of products, services, or technology.
- Reporting complete, accurate, and detailed information regarding every imported product, including its place(s) of manufacture and its full cost.
- Directing any questions we have regarding imports or exports of our products, parts, or technology to the General Counsel & Chief Compliance Officer.

#### WE ARE ALERT TO

- Transferring technical data and technology to someone in another country, such as through email, conversations, meetings, or database access. This restriction applies to sharing information with other employees, as well as non-employees.
- Transporting Orbis assets that contain certain technology (such as a computer an associate takes on a business trip) to another country.

## PERSONAL CHARITABLE AND POLITICAL ACTIVITIES OR CONTRIBUTIONS

Everyone has the right to voluntarily participate in charitable activities and the political process, including making personal contributions. However, as employees, we must always make it clear that our personal views, actions, and donations are not those of Orbis.

Orbis welcomes you making a difference on a personal level, supporting charitable and civic causes that are important to you. Be sure your activities are lawful and consistent with our policies and that you're participating on your own time and at your own expense.

No Orbis funds or services shall be paid or furnished to any political party, candidate for public office, or campaign for public office. Charitable contributions by Orbis employees on behalf of Orbis are prohibited.

The prohibitions and limitations on political and charitable contributions outlined relate only to the use of funds and services from the organization and are not intended to discourage employees from making personal contributions to candidates or political parties of their choice.

Personal involvement in political activity is permitted as long as the activity does not interfere with or impair performance of the employee's duties for Orbis, and do not involve the use of any Orbis funds, time, equipment, supplies, or facilities. In addition, any employee who becomes involved with a political group must make it clear that their activities are conducted purely in a personal capacity and not on behalf of or in connection with Orbis.



### In Focus

**I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at Orbis as long as I don't use any Orbis funds or resources?**

**No. It would be improper to associate our name in any way with your personal political activities.**





# Integrity: Always in Sight

THE ORBIS CODE OF CONDUCT