



Office of the Corporate Ombuds Charter

I. Introduction

The Office of the Corporate Ombuds at the American Red Cross was established as part of *The American National Red Cross Governance Modernization Act of 2007*. At that time, the Congressional Charter of the American Red Cross was amended to “establish an Office of the Ombudsman¹ with such duties and responsibilities as may be provided in the bylaws or a resolution of the Board of Governors.” The Congressional Charter also requires the Office of the Ombuds to “submit annually to the appropriate Congressional committees² a report concerning any trends and systemic matters that the Office of the Ombudsman has identified as confronting the Corporation.”

II. Purpose

The Office of the Corporate Ombuds of the American Red Cross is an independent and informal dispute resolution service that is confidential, impartial and neutral. The Office of the Corporate Ombuds is available to internal stakeholders, including employees and volunteers, and external stakeholders such as Red Cross donors, suppliers, partners and the public at large. Given the role of the Red Cross in domestic and international disaster preparedness, response and recovery; blood services; training services; international treaty obligations of the Geneva conventions; and services to members of the armed forces, the Office of the Corporate Ombuds is available broadly to internal and external stakeholders of the organization as a whole.

III. Principles: Standards of Practice and Code of Ethics

The Office of the Corporate Ombuds adheres to *the International Ombuds Association Code of Ethics*³ and *Standards of Practice*⁴. As a result, the Office of the Corporate Ombuds functions independently of the organization to be confidential, impartial and neutral, and to limit the scope of its services to informal means of dispute resolution. To that end, the American Red Cross Office of the Corporate Ombuds is committed to consistently practicing the following principles and standards:

- A. Independence. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall be, and shall appear to be, free from interference in the legitimate performance of their duties. The Corporate Ombuds shall submit an annual report to the President and CEO and to the Audit and Risk Management Committee of the Board of Governors. The Corporate Ombuds may also provide periodic reports on trends and systemic issues they observe, when deemed appropriate. The Corporate Ombuds shall not perform other ad hoc roles that can be reasonably perceived as compromising their independence and/or interfering with the Ombuds duties and responsibilities. In the event of any such occurrence, the Ombuds will clearly communicate they are not acting as the Ombuds and provide any necessary details. The Office of the Corporate Ombuds is not part of management.

¹ The American Red Cross replaced the word “Ombudsman” with the word “Ombuds” in the Amended and Restated Bylaws of the American National Red Cross, effective October 27, 2022 to align with industry best practices.

² Senate Committees on Finance; Foreign Relations; Health, Education, Labor and Pensions; Homeland Security and Governmental Affairs; and Judiciary. House Committees on Energy and Commerce, Foreign Affairs, Homeland Security, the Judiciary, and Ways and Means.

³ http://www.ombudsassociation.org/IOA_Main/media/SiteFiles/Code_Ethics_1-07.pdf

⁴ http://www.ombudsassociation.org/IOA_Main/media/SiteFiles/IOA_Standards_of_Practice_Oct09.pdf

The American Red Cross recognizes that no one who may be affected by actions of the Ombuds Office shall control or limit the Corporate Ombuds performance of assigned duties, eliminate the office, remove the Corporate Ombuds without cause or reduce the budget or resources of the office for retaliatory purposes.

The American Red Cross affirms the right of individuals to seek assistance from the Ombuds Office without fear of retaliation.

- B. Impartiality. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall conduct inquiries in an impartial and neutral manner as an unbiased resource free from conflicts of interest. They shall not take sides in any conflict, dispute or issue, and do not act as anyone's advocate, counselor or lawyer. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall consider the interests and concerns of all parties involved in a situation impartially with the aim of facilitating communication and assisting the parties in reaching mutually acceptable agreements that are fair and equitable.

The Corporate Ombuds and others in the Office of the Corporate Ombuds shall promote processes and fair administration of the same and shall influence change within the organization through its use of data, other supporting information and reporting mechanisms (i.e., upward feedback to leadership, annual report, etc.). The Ombuds promotes equitably administered processes but does not advocate on behalf of anyone.

- C. Confidentiality. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall not disclose names of individuals or any information provided in confidence, unless in the course of discussions with a constituent one of the following conditions is met: (1) the Corporate Ombuds or others in the Office of the Corporate Ombuds are given permission to make a disclosure and it is determined appropriate to do so, (2) the Corporate Ombuds determines that there is an imminent risk of serious harm, or (3) the Corporate Ombuds deems it necessary to defend themselves against a formal complaint of professional misconduct. Waiving confidentiality based on these exceptions is at the sole discretion of the Ombuds, and regardless of whether the constituent provides permission.

The Corporate Ombuds and others in the Office of the Corporate Ombuds shall not confirm communicating with any party or parties. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall neither willingly participate as a witness with respect to any confidential communication, nor be compelled to participate in any formal process inside or outside of the American Red Cross. The American Red Cross is committed to ensuring and protecting the confidentiality and integrity of the individuals that utilize the services of the Corporate Ombuds Office. The Corporate Ombuds and the American Red Cross shall take reasonable measures to safeguard the confidentiality of the Corporate Office of Ombuds as referenced in this Charter, including the IOA Standards of Practice and Code of Ethics.

- D. Voluntary. Individuals shall not be required to meet with the Corporate Ombuds or others in the Office of the Corporate Ombuds. To the contrary, all interactions with the Office of the Corporate Ombuds must be voluntary.
- E. Privilege. Communications between members of the Office of the Ombuds in their official capacity and others shall be confidential and privileged and cannot be waived by others, including the American Red Cross as an entity. This allows constituents to come forward in a confidential setting with no risk of reprisal.

- F. Informality. The Office of the Corporate Ombuds shall be a resource for informal dispute resolution and mediation services. The Corporate Ombuds and others in the Office of the Corporate Ombuds shall not investigate, arbitrate, adjudicate or in any other way participate in any internal or external formal process or action. The Office of the Ombuds shall not keep records for the American Red Cross and shall not create or maintain documents or records for the American Red Cross about individual cases. Notes, if any, taken during the course of working on a case shall be routinely destroyed at regular intervals and at the conclusion of a matter. The office will retain non-identifying data and information for purposes of analyzing and reporting trends regarding concerns and systemic problems. This non-identifying data and information shall be used in support of its annual report and shall, at all times, be under the authority of the Office of the Corporate Ombuds.

IV. General Responsibilities and Duties

- A. Consistent with the responsibilities, duties and limitations in this Charter, the Office of the Corporate Ombuds shall be authorized to:

- (1) receive complaints, concerns and questions about alleged acts, omissions, improprieties, and systemic problems from internal and external stakeholders;
- (2) exercise sole discretion to accept or decline to act on a complaint, concern or question;
- (3) act on their initiative to address issues and conduct inquiries within the duties and responsibilities assigned to the Office of Ombuds;
- (4) gather relevant information and require the full cooperation of the managers, employees and volunteers of the American Red Cross;
- (5) facilitate fair and equitable resolution of issues at the most appropriate level of the entity;
- (6) shall promote equitably administered processes but does not advocate on behalf of anyone;
- (7) assist in the development, evaluation and discussion of options available to affected individuals;
- (8) educate, facilitate, negotiate and mediate as part of an informal process;
- (9) make recommendations in a non-coercive manner for the resolution of an individual complaint or a systemic problem to those persons who have the authority to act upon them;
- (10) identify trends and opportunities to enhance and/or assist the American Red Cross in addressing issues and taking proactive measures to prevent problems from recurring;
- (11) provide overview information, trends and analyses regarding concerns and systemic problems in reports to the President and CEO; the Board of Governors, principally through its Audit and Risk Management Committee; U.S. Congressional Committees of jurisdiction; the public; and other constituencies as appropriate. It is the responsibility of the Office of the Corporate Ombuds and the American Red Cross to ensure that confidentiality and/or anonymity are not breached; and
- (12) request and receive legal counsel and representation in defense of external and/or internal complaints, as deemed appropriate. Any use of independent legal counsel and representation would be done in concert with the American Red Cross Office of General Counsel.

- B. The Office of the Corporate Ombuds shall not, nor shall an entity expect or authorize them to:

- (1) make, change or set aside a law, policy, or administrative decision(s);
- (2) make management decisions;
- (3) directly compel any entity or any person to implement the Corporate Ombuds's recommendations;
- (4) conduct formal investigations (i.e., an investigation that results in a written finding for cause or fault);
- (5) accept jurisdiction over an issue that is currently pending in a legal forum or the subject of a

- formal investigation and/or under review by the Office of General Counsel;
- (6) address any issue arising under a collective bargaining agreement, although assistance on matters outside the collective bargaining agreement, such as peer to peer coaching, is permissible and at the sole discretion of the Corporate Ombuds;
 - (7) act in a manner inconsistent with the provisions of this charter when discharging the duties of the Office of the Corporate Ombuds;
 - (8) be a substitute for formal channels;
 - (9) accept notice of claims on behalf of the American Red Cross;
 - (10) participate in formal proceedings;
 - (11) provide legal advice or determine rights; or
 - (12) testify or serve as a witness on matters brought to the attention of the Corporate Ombuds or others in the Office of the Ombuds with respect to confidential communication.

V. Limitations

A. Formal Processes and Investigations

The Office of the Corporate Ombuds is not a substitute for existing formal complaint or conflict resolution channels at the American Red Cross. A formal process typically involves an investigation for cause and/or fault of the parties involved and includes written findings and/or documentation. For example, Human Resources; Volunteer Services; management; the Office of General Counsel; and the Office of Ethics & Compliance are empowered to conduct formal investigations, make decisions and policy, produce written findings and receive official notice for the American Red Cross. Parties who wish to make a formal complaint for the American Red Cross to act on or formally document their concerns must go through one of these formal channels. The Office of the Corporate Ombuds is not a point of notice for the organization, is not part of any formal complaint or conflict resolution process, nor is it considered a replacement for those seeking resolution through a formal process. The Office of the Corporate Ombuds can only assist in identifying options and facilitating dispute resolution outside of the formal process. No one can be compelled to use the independent and impartial services of the Office of the Corporate Ombuds.

B. Notice of Claims Against the American Red Cross

The Office of the Corporate Ombuds is not authorized to receive notice of claims against the American Red Cross. Communications to the Office of the Corporate Ombuds, including allegations that may be perceived to be violations of laws, regulations, or policies, such as sexual harassment and issues covered by the whistleblower policies, shall not constitute notice to the American Red Cross. Because the Office of the Corporate Ombuds does not function as part of the management or administration of the American Red Cross, even if the Corporate Ombuds or others in the Office of the Corporate Ombuds become aware of such an allegation, the Corporate Ombuds and others in the Office of the Corporate Ombuds are not required to report it to the American Red Cross.