



## Office of the Corporate Ombudsman Charter

### I. Introduction

The American Red Cross Board of Governors recognizes the need for an Organizational Ombudsman to strengthen the organization's ability to resolve disputes identify systemic issues confronting the Red Cross. The Office of the Corporate Ombudsman 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 Ombudsman 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 Ombudsman to “submit annually to the appropriate Congressional committees<sup>1</sup> 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 Ombudsman of the American Red Cross provides confidential, neutral, independent, and informal dispute resolution services. The Office of the Corporate Ombudsman 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; international treaty obligations of the Geneva conventions; services to members of the armed forces; and health and safety services, the Office of the Corporate Ombudsman must be available broadly to internal and external stakeholders of the organization as a whole.

### III. Principles of Practice and Standards

The Office of the Corporate Ombudsman adheres to *the International Ombudsman Association Code of Ethics*<sup>2</sup> and *Standards of Practice*<sup>3</sup>. These tenets require an Ombudsman’s office to function independently of the organization, to be confidential 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 Ombudsman is committed to consistently practicing the following principles and standards:

- A. Independence. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall be, and shall appear to be, free from interference in the legitimate performance of their duties. The Corporate Ombudsman shall periodically report trends and systemic issues that he or she observes to the President and CEO and periodically report such matters to the Audit and Risk Management Committee of the Board of Governors. The Corporate Ombudsman shall not perform other ad hoc roles and is not part of management.

The American Red Cross recognizes that no one who may be affected by actions of the Ombudsman Office shall control or limit the Corporate Ombudsman's performance of

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<sup>1</sup> 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.

<sup>2</sup> [http://www.ombudsassociation.org/IOA\\_Main/media/SiteFiles/Code\\_Ethics\\_1-07.pdf](http://www.ombudsassociation.org/IOA_Main/media/SiteFiles/Code_Ethics_1-07.pdf)

<sup>3</sup> [http://www.ombudsassociation.org/IOA\\_Main/media/SiteFiles/IOA\\_Standards\\_of\\_Practice\\_Oct09.pdf](http://www.ombudsassociation.org/IOA_Main/media/SiteFiles/IOA_Standards_of_Practice_Oct09.pdf)

assigned duties, eliminate the office, remove the Corporate Ombudsman 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 Ombudsman Office without fear of retaliation.

- B. Neutrality and Impartiality. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall conduct inquiries in an impartial manner, free from initial bias and 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 Ombudsman and others in the Office of the Corporate Ombudsman 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.

Impartiality shall not preclude the Corporate Ombudsman and others in the Office of the Corporate Ombudsman from developing an interest in securing changes that are deemed necessary as a result of the process. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall be an advocate for fair processes and fair administration of the same, and shall be an advocate within the entity for change where the process demonstrates a need for it.

- C. Confidentiality. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall not disclose names of individuals or any information provided in confidence, unless in the course of discussions with a constituent, the Corporate Ombudsman or others in the Office of the Corporate Ombudsman are given permission to make a disclosure and it is determined appropriate to do so, or the Corporate Ombudsman determines that there is an imminent risk of serious harm. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall not confirm communicating with any party or parties. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman 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.
- D. Voluntary. Individuals shall not be required to meet with the Corporate Ombudsman or others in the Office of the Corporate Ombudsman. To the contrary, all interactions with the Office of the Corporate Ombudsman must be voluntary.
- E. Privilege. Communications between members of the Office of the Ombudsman 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. Mediation communications shall be privileged against disclosure consistent with District of Columbia law<sup>4</sup>.
- F. Informality. The Office of the Corporate Ombudsman shall be a resource for informal dispute resolution and mediation services. The Corporate Ombudsman and others in the Office of the Corporate Ombudsman shall not investigate, arbitrate, adjudicate or in any other way participate in any internal or external formal process or action. The Office of the Ombudsman shall not keep records for the American Red Cross, and shall not create or maintain

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<sup>4</sup> D.C. Code §§ 16-4201 to 16-4213.

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 not be property of the American Red Cross, but of the Office of the Corporate Ombudsman.

#### **IV. Responsibilities and Duties**

A. The Office of the Corporate Ombudsman 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 discretion to accept or decline to act on a complaint, concern, or question;
- (3) act on his or her own initiative to address issues and conduct inquiries within his or her prescribed jurisdiction;
- (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) advocate for organizational change;
- (7) develop, evaluate, and discuss options available to affected individuals;
- (8) educate, facilitate, negotiate, and mediate;
- (9) make recommendations 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 improve the American Red Cross or 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. In no case shall confidentiality or anonymity be breached; and
- (12) request and receive legal counsel and representation as appropriate independent from the American Red Cross in the event a conflict of interest or dispute arises between the Ombudsman Office and the management of the American Red Cross.

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

- (1) make, change or set aside a law, policy, or administrative decision;
- (2) make management decisions;
- (3) directly compel any entity or any person to implement the Corporate Ombudsman's recommendations;
- (4) conduct formal investigations;
- (5) accept jurisdiction over an issue that is currently pending in a legal forum or the subject of a formal investigation (exceptions may be made on a case-by-case basis at the sole discretion of the Corporate Ombudsman);
- (6) address any issue arising under a collective bargaining agreement;
- (7) act in a manner inconsistent with the grant of and limitations on the jurisdiction of the office when discharging the duties of the Ombudsman Office;
- (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 Ombudsman or others in the Office of the Ombudsman with respect to confidential communication.

## **V. Limitations**

### **A. Formal Processes and Investigations**

The Office of the Corporate Ombudsman is not a substitute for existing formal complaint or conflict resolution channels at the American Red Cross. Human Resources; management; the Office of the General Counsel; and the Investigations, Compliance and Ethics Department are empowered to conduct investigations, make decisions and policy, 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 Ombudsman is a supplement to these formal channels, not a replacement for them or a necessary step to reach them. No one is required to use the independent and impartial services of the Office of the Corporate Ombudsman.

### **B. Notice of Claims Against the American Red Cross**

The Office of the Corporate Ombudsman is not authorized to receive notice of claims against the American Red Cross. Communications to the Office of the Corporate Ombudsman, 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 Ombudsman does not function as part of the management or administration of the American Red Cross, even if the Corporate Ombudsman or others in the Office of the Corporate Ombudsman become aware of such an allegation, the Corporate Ombudsman and others in the Office of the Corporate Ombudsman are not required to report it to the American Red Cross.