

CORPORATE GOVERNANCE POLICY

Asylum Research & Global Assistance

Preamble

Asylum Research & Global Assistance operates as an **association déclarée under French Law of 1 July 1901**, with activities conducted through a **multi-jurisdictional operational structure** and, where applicable, subsidiary or affiliated entities established under the laws of the relevant host jurisdictions. This Corporate Governance Policy constitutes a **binding internal framework of governance**, designed to ensure that the organisation is directed and supervised in a manner that is **lawful, transparent, accountable, mission-driven, and demonstrably in the public interest**. It is intended to define the respective spheres of authority of the Board, executive management, committees, and members, and to establish a governance culture grounded in **integrity, institutional discipline, and uncompromising ethical standards**.

The Policy shall be interpreted and applied in accordance with **applicable French law, the Articles of Association, mandatory local legislation in each jurisdiction of operation, and generally accepted principles of good governance**, including the **OECD Principles of Corporate Governance** and other internationally recognised standards relevant to non-profit and cross-border organisations. In the event of any inconsistency between this Policy and mandatory legal provisions or the Articles of Association, **the latter shall prevail**. Where the text of this Policy is silent, ambiguous, or incomplete, it shall be construed in a manner that best serves the organisation's **statutory purpose, fiduciary integrity, operational continuity, and reputational protection**.

This Policy reflects the organisation's unequivocal commitment to **accountability to its members, beneficiaries, donors, partners, regulators, staff, and the public**, and to a governance model in which authority is exercised only within the limits of lawful mandate, documented procedure, and strategic necessity. It further affirms that **all governance powers are fiduciary in nature**, to be exercised exclusively in good faith, with due care, and in the best interests of the organisation's mission, with no tolerance for self-dealing, concealed influence, or any form of abuse of office. The governance framework set forth below is therefore not merely

administrative in character; it is a declaration of **institutional responsibility, moral seriousness, and legal discipline.**

I. GOVERNANCE STRUCTURE

A. Board of Directors

The **Board of Directors** is the organisation's **highest governing authority** and bears ultimate responsibility for the stewardship of the organisation, the protection of its mission, and the supervision of its strategic, financial, legal, and reputational position. The Board shall act as the principal organ through which the organisation is directed, controlled, and held to account. It shall define strategic priorities, approve institutional policies, oversee financial integrity, monitor executive performance, safeguard compliance, and ensure that the organisation remains faithful to its humanitarian, research, and public-interest objectives. The Board shall exercise its authority **collectively**, and no individual member, including the President, may unilaterally bind the organisation except where expressly authorised by law, the Articles of Association, or a duly adopted Board resolution.

The Board shall ordinarily comprise **five to seven members**, including, as applicable, the President, Treasurer, Vice-President, Secretary General, and at least one independent member, or such other configuration as may be approved in accordance with the Articles of Association and applicable law. The composition of the Board shall be deliberately structured to ensure both **operational competence and independent oversight**. A majority of Board members should be **independent**, meaning that they are free from executive office, material business dependence, significant financial ties, or any relationship that could reasonably impair objective judgment or create a conflict of interest. Independence is not a ceremonial designation; it is a substantive condition intended to preserve the Board's ability to act with **candour, impartiality, and institutional courage**.

Board members shall be appointed for **two-year terms**, renewable subject to the governing rules of the organisation, and no member shall ordinarily serve more than **three consecutive terms** unless a waiver is expressly approved by the competent member body in accordance with the Articles of Association and documented procedures. This limitation exists to prevent concentration of influence, promote renewal of leadership, and ensure that governance remains dynamic, accountable, and resistant to stagnation. Continuity is valuable, but it must never become a pretext for entrenchment. Where reappointment is considered, it shall be based on demonstrated performance, continuing independence, and the continuing need for the member's expertise, without prejudice to the organisation's duty to refresh its leadership over time.

In appointing and renewing Board membership, the organisation shall pursue a governance composition that reflects **competence, diversity, and geographic legitimacy**. The Board shall strive to maintain a target of **50% women** and to ensure representation from the principal operational regions in which the organisation acts or has material interest. Diversity in this context is understood not as a symbolic objective, but as a governance necessity: it strengthens deliberation, reduces institutional blind spots, and improves responsiveness to the lived realities of the communities served. The Board shall therefore seek a composition that is **professional, plural, and representative**, while remaining strictly anchored in merit, integrity, and commitment to the organisation's mission.

The Board's duties include, without limitation, the approval of strategy, annual budgets, material operational plans, governance policies, material partnerships, risk frameworks, and any transaction or commitment of exceptional significance. It shall supervise the work of executive management, review financial and programmatic performance, and ensure that the organisation maintains adequate controls, lawful conduct, and robust institutional discipline. The Board shall also ensure that decisions affecting resources, personnel, partnerships, and reputation are made through **documented, reasoned, and conflict-free deliberation**. The Board must never abdicate oversight, rubber-stamp executive decisions, or permit informal influence to replace lawful authority.

B. Board Committees

The Board may establish committees to support the quality, efficiency, and depth of its oversight. Committees exist to **prepare, analyse, and recommend**; they do not displace the Board's ultimate responsibility and may exercise only those powers expressly delegated to them by Board resolution or governing documents. Each committee shall operate under a written mandate approved by the Board, shall report regularly to the Board, and shall maintain clear records of deliberations, findings, and recommendations. Committee work shall be conducted with the same standards of **confidentiality, diligence, independence, and ethical rigour** that apply to the Board itself.

The **Audit Committee** shall be responsible for the organisation's financial oversight architecture and shall play a central role in safeguarding the integrity of financial reporting, internal controls, and audit processes. It shall monitor the preparation and presentation of financial statements, review significant accounting judgments and risk exposures, oversee the independence and performance of external auditors, and assess the adequacy of internal control systems, including controls designed to prevent fraud, error, misappropriation, and unauthorised commitments. The Audit Committee shall comprise **not fewer than three members**, all of whom shall be **independent**. Its purpose is to ensure that financial stewardship is not merely compliant on paper, but **verifiably disciplined in practice**. Where required, it may recommend corrective action, request additional assurance, and report serious concerns directly to the Board without delay.

The **Governance Committee** shall be responsible for Board effectiveness, nominations, succession planning, compliance oversight, and the continuous improvement of governance standards. It shall evaluate the composition, skills, independence, and functioning of the Board and its committees, identify gaps in expertise or representation, and propose measures to strengthen institutional resilience. It shall also oversee the nomination process for Board appointments, ensure that conflicts and eligibility concerns are identified early, and support orderly succession planning so that governance continuity is preserved without compromising renewal. The Governance Committee shall monitor adherence to this Policy and may recommend revisions where legal, operational, or strategic developments require updated governance rules. Its role is to ensure that governance remains **fit for purpose, ethically sound, and legally defensible**.

The **Program Committee** shall review the strategic coherence and operational quality of the organisation's activities, with emphasis on mission alignment, impact assessment, implementation risk, and sustainability. It shall examine whether programmes are designed and executed in a manner consistent with the organisation's stated objectives, ethical commitments, and resource constraints. The Committee may assess performance indicators, beneficiary outcomes, partnership effectiveness, and emerging operational risks, and shall advise the Board on adjustments necessary to improve effectiveness, protect reputation, and preserve the organisation's mission integrity. In all cases, committee activity shall support informed Board decision-making and shall never substitute for the Board's own judgment and responsibility.

II. ROLES & RESPONSIBILITIES

A. President / Chief Executive Officer

The **President / Chief Executive Officer ("CEO")** is the senior executive officer of Asylum Research & Global Assistance and is entrusted with the **overall management, operational leadership, and strategic execution** of the Organization's mission, within the framework established by the Board of Directors. The CEO shall act as the principal executive representative of the Organization and shall be responsible for ensuring that the Organization's activities are conducted with **integrity, legal compliance, operational discipline, financial prudence, and fidelity to its humanitarian purpose**. The CEO shall exercise authority only to the extent expressly delegated by the Board, by the Articles of Association, or by duly adopted internal policies, and shall at all times remain accountable to the Board for the performance, sustainability, and ethical governance of the Organization.

The CEO shall, in close consultation with the Board, prepare and recommend the **strategic direction, annual priorities, operational plans, and performance objectives** of the Organization. While the CEO may exercise day-to-day managerial discretion, such discretion must remain aligned with the mission, approved budgets, risk appetite, and strategic resolutions adopted by the Board. The CEO shall ensure that all programs, projects, partnerships, and institutional commitments are implemented with **due diligence, transparency, measurable purpose, and responsible use of resources**, and that the Organization maintains a coherent operational identity across all jurisdictions in which it operates.

The CEO shall be responsible for the **direct supervision of staff, consultants, and operational teams**, including the establishment of clear lines of authority, performance expectations, internal controls, reporting structures, and standards of conduct. The CEO shall ensure that employment and engagement decisions are made in a manner consistent with applicable law, organizational policy, and the principles of **fairness, non-discrimination, dignity, and accountability**. The CEO shall foster a professional environment that protects the integrity of the Organization, encourages competence and initiative, and refuses any practice that

could reasonably compromise the Organization's moral authority, independence, or reputational standing.

The CEO shall maintain active and constructive relations with **members, beneficiaries, partners, donors, authorities, external stakeholders, and the general public**, acting as the primary executive voice of the Organization. In all external communications and institutional engagements, the CEO shall safeguard the Organization's credibility, ensure consistency with approved positions and commitments, and avoid representations that exceed delegated authority or create unauthorized legal or financial obligations. The CEO shall promptly inform the Board of any matter likely to have a material effect on the Organization, including legal exposure, operational disruption, financial risk, safeguarding concern, reputational risk, or strategic deviation.

The CEO shall report regularly to the Board and shall provide **full, accurate, timely, and comprehensible information** concerning operational performance, financial execution, organizational risk, compliance matters, program delivery, staffing matters, and partnership developments. The CEO shall be subject to **annual performance evaluation** by the Board, based on objective criteria including strategic delivery, leadership quality, financial discipline, governance compliance, staff management, stakeholder confidence, and adherence to the Organization's mission and ethical standards. The CEO's compensation, if any, shall be established by the Board in a manner that is **justifiable, proportionate, transparent, and free from conflict of interest**, and shall be disclosed in the annual report to the extent required by applicable law, regulation, and policy. The CEO shall not participate in any decision concerning his or her own remuneration, evaluation, renewal, or dismissal except to the extent expressly invited by the Board for information purposes.

B. Board Chair, where separate from the CEO

Where the functions of **Board Chair** and CEO are separated, the Board Chair shall serve as the **principal governance officer of the Board of Directors**, with responsibility for ensuring that the Board functions effectively, independently, lawfully, and in the best interests of the Organization. The Chair shall preside over meetings of the Board and, where applicable, meetings of the General Assembly, and shall ensure that meetings are convened, conducted, and documented in accordance with the Articles of Association, applicable law, and internal governance rules. The Chair shall promote orderly deliberation, disciplined decision-making, and the proper recording of resolutions, dissent, and abstentions where relevant.

The Board Chair shall be responsible for maintaining the **institutional independence of the Board** and for ensuring that Board members receive adequate, timely, and balanced information necessary for informed oversight. The Chair shall not substitute personal preference for collective judgment and shall not allow executive management, individual influence, or informal power to undermine the Board's fiduciary and supervisory role. In particular, the Chair shall ensure that Board discussions are conducted with **objectivity, confidentiality, seriousness, and respect**, and that directors are able to exercise independent judgment free from coercion, retaliation, favoritism, or undisclosed conflict.

The Chair shall coordinate the work of Board committees, ensuring that each committee operates within its mandate, reports effectively to the Board, and contributes to the coherent governance of the Organization. The Chair shall support the annual governance calendar, board evaluation process, succession planning, and nomination procedures, and shall ensure that Board decisions are followed by clear implementation tracking. The Chair shall also act as the principal point of contact for matters relating to Board process, director conduct, governance concerns, and the interface between oversight and executive management.

Where the Chair provides guidance to the CEO, such guidance shall be limited to **governance, accountability, strategic oversight, and institutional discipline**, and shall not encroach upon the CEO's lawful executive authority unless expressly authorized by the Board. The Chair may counsel, challenge, and support the CEO, but shall not assume operational control except in circumstances lawfully recognized by the Board or required by urgent institutional necessity. The Chair shall ensure that the relationship between the Board and management remains **constructive, principled, and properly bounded**, with mutual respect and clear separation of oversight and execution.

C. Treasurer

The **Treasurer** is the Board officer primarily responsible for the Organization's **financial stewardship, fiscal oversight, budgetary discipline, and financial integrity**. The Treasurer shall oversee the preparation, review, and monitoring of budgets, forecasts, financial reports, and audit-related materials, and shall ensure that the Organization's financial administration is conducted with precision, prudence, and full traceability. The Treasurer shall act in the interest of the Organization as a whole and not as a representative of any individual constituency, project, or external stakeholder.

The Treasurer shall ensure that financial management practices reflect **sound internal controls, lawful accounting treatment, proper segregation of duties, and responsible use of funds**. This includes close review of expenditure trends, liquidity position, commitments, reserves, restricted or designated funds, and material financial variances. The Treasurer shall ensure that the Board receives accurate and intelligible financial information sufficient to exercise meaningful oversight and that the Organization is able to demonstrate, at all times, the legitimate origin, application, and safeguarding of its resources. The Treasurer shall pay particular attention to any matter that may indicate misstatement, inefficiency, abuse, unauthorized expenditure, weak controls, or financial conduct inconsistent with the Organization's ethical commitments.

The Treasurer shall have a central role in the Organization's **audit function**. Where the Audit Committee exists, the Treasurer shall either chair the Committee if so appointed by the Board, or participate actively as a permanent and engaged member, subject always to independence and conflict-of-interest requirements. The Treasurer shall liaise with external auditors, accountants, and financial advisers as needed, and shall ensure that audit findings, management letters, recommendations, and corrective actions are reviewed promptly, addressed diligently, and

tracked to completion. The Treasurer shall ensure that the audit process is not treated as a formality, but as a genuine instrument of accountability, institutional maturity, and risk prevention.

The Treasurer shall present financial statements, budget execution reports, and audit results to the Board and, where appropriate, to the General Assembly, in a manner that is **clear, complete, balanced, and professionally defensible**. The Treasurer shall explain not only what the figures are, but what they mean, including risks, assumptions, trends, and necessary corrective measures. The Treasurer shall ensure that disclosures are accurate and that no material information is withheld, obscured, or presented in a misleading manner. Where financial irregularity, inconsistency, or uncertainty is identified, the Treasurer shall report it without delay to the Board and recommend appropriate remedial action, including further review, audit, control enhancement, or external advice.

The Treasurer shall uphold a standard of **strict financial morality**, meaning that the Organization's resources shall be treated as a matter of public trust and not private discretion. The Treasurer shall support policies and practices that prevent waste, diversion, favoritism, undocumented transactions, and any use of funds incompatible with the mission of Asylum Research & Global Assistance. In performing his or her duties, the Treasurer shall act with independence of judgment, scrupulous confidentiality where required, and unwavering commitment to **lawfulness, transparency, and fiduciary responsibility**.

III. BOARD OPERATIONS

The Board of **ASYLUM RESEARCH & GLOBAL ASSISTANCE** shall operate with **procedural discipline, institutional integrity, and uncompromising fiduciary responsibility**. Board governance shall be conducted in a manner that ensures **orderly decision-making, full accountability, accurate recordkeeping, and the consistent protection of the organization's mission, reputation, and legal standing**. No Board action shall be taken in a manner that compromises **independence, transparency, or ethical rigor**.

A. Meetings

The Board shall hold **not fewer than four regular meetings per year**, convened on a **quarterly basis** unless the Board determines that more frequent meetings are required by organizational necessity, strategic developments, compliance obligations, or urgent governance matters. Regular meetings shall be scheduled in advance to promote continuity of oversight, informed deliberation, and timely review of organizational performance, risk exposure, financial stewardship, and operational priorities.

Special meetings may be convened whenever circumstances reasonably require prompt Board attention, including but not limited to **urgent governance issues, legal or regulatory developments, material organizational risks, time-sensitive funding matters, personnel concerns at the executive level, or other matters that, in the judgment of the Chair or the Board, cannot appropriately await the next regular meeting**. Unless a shorter period is required by law or expressly authorized by the Board in circumstances of genuine urgency, **special meetings shall be called with at least forty-eight (48) hours'**

notice. Notice shall be communicated by a reliable method reasonably expected to reach each member, and shall state the time, place, format, and principal subject matter of the meeting. Where permitted, virtual or hybrid participation may be used, provided that all participants are able to hear, be heard, deliberate, and vote in a manner that preserves the integrity of the proceedings.

A quorum shall consist of a majority of the Board members then in office and entitled to vote. No binding action may be taken unless quorum is established. If quorum is not achieved, the meeting may proceed only for informational purposes, and any formal votes, approvals, or resolutions shall be deferred until a duly constituted meeting is reconvened. In such circumstances, the meeting shall be rescheduled as promptly as practicable, and the rescheduled meeting shall be conducted with the same standards of notice, attendance verification, and procedural validity.

The Secretary shall prepare **complete, accurate, and contemporaneous minutes** of every Board meeting. Minutes shall, at a minimum, reflect the date and time of the meeting, the members present and absent, confirmation of quorum, all material motions and resolutions, voting outcomes, disclosures of conflict, recusals, principal discussion points, and any action items assigned for implementation or follow-up. Minutes shall be reviewed and approved at the next duly convened Board meeting, subject to correction for accuracy where necessary. Once approved, minutes shall be maintained in a **secure permanent record system** and retained indefinitely, or for such longer period as may be required by applicable law, audit standards, donor conditions, or organizational record-retention policy. **Board minutes are a formal governance record** and shall be preserved with the same seriousness as any other core institutional instrument.

B. Conflict of Interest

Every Board member shall uphold an **affirmative duty of disclosure, loyalty, and recusal**. Board members must disclose, in writing, any actual, potential, or reasonably perceived **related-party interest, financial interest, professional relationship, personal affiliation, or other circumstance that could compromise, or appear to compromise, independent judgment**. Such disclosure shall be made **annually** through a formal conflict-of-interest statement and shall also be made **promptly and fully whenever a new conflict arises or an existing conflict becomes material**. The obligation to disclose is continuous and does not depend on whether a conflict is requested or discovered by others. Silence, omission, or partial disclosure shall be treated as inconsistent with Board duty.

Once a conflict has been disclosed, the interested member shall **withdraw from all related discussion, deliberation, recommendation, and voting**. Recusal shall be complete and meaningful; the member may not attempt to influence the outcome directly or indirectly, nor may the member participate in preparatory advocacy, lobbying, or informal pressure regarding the matter. The purpose of recusal is not merely procedural compliance, but the preservation of **institutional fairness, public trust, and the integrity of Board judgment**. Where appropriate, the Chair may require the interested member to leave the room or disconnect from the meeting during consideration of the matter, so that deliberations remain uncompromised.

Any **related-party transaction** or materially conflicted matter shall require express Board approval by a **majority of disinterested members**. The interested party or parties shall not be counted for purposes of discussion, deliberation, or the approval threshold applicable to the conflicted item. The Board shall ensure that such transactions are reviewed with heightened scrutiny and are authorized only where they are demonstrably in the organization's best interest, consistent with mission alignment, commercially reasonable, and free from undue private benefit. The Board shall examine whether the proposed transaction is necessary, fair, proportionate, well-documented, and superior to available alternatives. **No conflicted transaction shall be approved merely for convenience, familiarity, or personal accommodation.**

The Secretary shall ensure that the Board minutes clearly record the **disclosure, nature of the conflict, recusal of the interested member, absence of that member from the relevant vote, and the final Board determination**. Where a transaction involves a related party, the record shall also reflect the basis for approval and the reasons why the Board concluded that the arrangement was appropriate. These records shall be maintained with precision and shall be available for audit, governance review, or legal inspection as required. The Board shall treat conflict-of-interest compliance as a matter of **ethical non-negotiability**, not administrative formality.

C. Board Evaluation

The Board shall conduct a **formal self-assessment at least once each year** to evaluate the effectiveness, discipline, and maturity of its governance performance. The annual evaluation shall consider, at a minimum, the Board's overall effectiveness, member participation, strategic oversight, decision-making quality, committee performance, attendance, preparedness, adherence to fiduciary duties, quality of discussion, responsiveness to emerging risks, and the adequacy of Board composition in relation to the organization's needs. The assessment shall also consider whether the Board's structure, skill mix, independence, and working methods continue to support the mission and long-term resilience of the organization.

The purpose of the self-assessment is not ceremonial review, but **measurable governance improvement**. The Board shall identify strengths, weaknesses, structural gaps, and any areas requiring correction, training, rebalancing, or procedural refinement. The results shall be discussed candidly by the Board, with the expectation of **forthright reflection and disciplined follow-through**. Where deficiencies are identified, the Board shall adopt corrective actions, assign responsibility, and establish realistic deadlines for implementation. Progress against those actions shall be tracked and reviewed at subsequent meetings until completed. A Board that fails to act on its own findings fails the very standard of stewardship it is sworn to uphold.

In addition, the Board shall undergo an **external governance evaluation every three (3) years** to be conducted by an **independent governance consultant** with appropriate expertise and no material conflict of interest. The external review shall assess the Board's structure, independence, committee architecture, decision-making processes, succession readiness, governance risks, and alignment between governance practices and organizational purpose. The

consultant's conclusions shall be reported to the Board in full, and the Board shall respond with a documented improvement plan. The objective of external evaluation is to ensure that the Board remains **independent in fact and in appearance**, and that its governance standards continue to meet the highest professional expectations.

All evaluation materials, findings, action plans, and follow-up records shall be maintained as part of the Board's permanent governance archive. **Evaluation without implementation is incomplete**; accordingly, every assessment shall produce accountable action, and every action shall be subject to review until fully resolved.

IV. GENERAL ASSEMBLY

The **General Assembly** shall constitute the **supreme deliberative and decision-making body** of the organization, vested with the authority to consider, deliberate upon, and adopt resolutions on all matters reserved to the members under the **Articles of Association**, internal policies, and applicable law. Its function shall be to ensure that the governance of ASYLUM RESEARCH & GLOBAL ASSISTANCE remains **lawful, transparent, accountable, and aligned with the organization's strategic, operational, and ethical obligations**. No act of governance shall be considered fully legitimate unless it is adopted through a properly convened General Assembly meeting conducted in accordance with the prescribed notice, quorum, and voting requirements.

The **Annual General Meeting (AGM)** shall be convened **within six (6) months following the end of the fiscal year**, and in any event **no later than June 30** of each year, unless a stricter deadline is imposed by the Articles of Association or mandatory law. The AGM shall serve as the principal annual forum through which the members exercise their collective oversight responsibilities and formally review the organization's performance, compliance posture, and strategic trajectory. The agenda of the AGM shall, at a minimum, include the **approval of the financial statements**, the **election or re-election of directors**, the **review and amendment of policies and governing instruments where appropriate**, and the **consideration of the organization's strategic direction, priorities, and institutional commitments**. The AGM may also address any additional matter lawfully submitted to the members in advance, provided that such matter is properly included in the notice and does not contravene the governing documents or applicable legal requirements.

Each member shall be entitled to **one vote**, strictly in accordance with the **Articles of Association** and any applicable membership classification rules. The voting principle shall reflect **equal member participation**, subject only to the rules expressly established by the governing documents. **No resolution shall be validly adopted unless the quorum requirement is satisfied**, and the quorum for any General Assembly shall be **fifty percent (50%) of the members**, unless the Articles of Association prescribe a higher threshold. If quorum is not attained at the appointed time, the meeting may not lawfully proceed to binding deliberations or resolutions, except to the extent that the governing documents expressly authorize adjournment or reconvening under defined conditions. The integrity of the quorum rule shall be treated as a matter of **fundamental procedural legality**, not a mere formality.

Proper notice shall be given to all members **at least thirty (30) days in advance** of the meeting date. Such notice shall be clear, complete, and capable of enabling informed participation. It shall include, at minimum, the **date, time, place, and format of the meeting**, the **proposed agenda**, and all **supporting materials, reports, financial statements, draft resolutions, policy proposals, and explanatory documents** necessary for meaningful review and decision-making. The notice obligation shall be construed strictly, and any omission of material information may render the proceedings procedurally defective to the extent permitted by applicable law. The purpose of advance disclosure is not merely administrative convenience, but the protection of **informed consent, institutional fairness, and the legitimacy of collective decision-making**.

The General Assembly shall be conducted with due observance of **order, discipline, impartiality, and legal exactness**. Deliberations shall be confined to matters properly noticed, unless all members present and entitled to vote unanimously agree to consider an additional matter and such consideration is lawful under the Articles of Association and applicable law. Resolutions shall be recorded with precision, including the text of each adopted decision, the voting outcome, and any dissenting or abstaining votes where required. The minutes of the meeting shall constitute the authoritative institutional record and shall be prepared and preserved in a manner that ensures **traceability, accountability, and legal evidentiary value**.

Where the General Assembly is called upon to approve financial statements, such approval shall signify that the members have had the opportunity to examine the organization's financial position, operational results, and any explanatory reports necessary to understand the true and fair condition of the organization. Where director elections are considered, the process shall be conducted with due regard to **fitness, competence, independence, integrity, and the best interests of the organization**. Where policy amendments are proposed, they shall be reviewed with attention to consistency, enforceability, institutional coherence, and compliance with the organization's mission and legal obligations. Where strategic direction is discussed, the Assembly shall act not on impulse or expediency, but on the basis of **reasoned judgment, institutional continuity, and the long-term public interest served by the organization**.

Accordingly, the General Assembly shall operate as a forum of **binding authority and solemn responsibility**, and all participants shall be expected to act in good faith, with diligence, and with full respect for the organization's constitutional order. Any attempt to bypass notice requirements, dilute quorum standards, manipulate voting rights, or obscure the content of matters submitted to members shall be treated as **inconsistent with the governing principles of ASYLUM RESEARCH & GLOBAL ASSISTANCE** and contrary to the standards of lawful organizational governance.

V. TRANSPARENCY & ACCOUNTABILITY

ASYLUM RESEARCH & GLOBAL ASSISTANCE shall operate under a strict framework of **transparency, verifiability, and institutional accountability**, recognizing that legitimacy depends not merely upon declared principles, but upon demonstrable conduct, auditable records, and the continuous availability of accurate information to stakeholders. The organization shall ensure that governance, financial stewardship, strategic direction, and executive conduct are

subject to **clear disclosure standards**, independent oversight, and meaningful review. No aspect of the organization's public representation or internal administration shall be permitted to obscure material facts, conceal responsibility, or weaken the duty of care owed to members, staff, partners, donors, and the public.

Annual Public Reporting.

The organization shall publish an annual report in a form that is **complete, accessible, and formally approved** by the appropriate governing authority. Such report shall, at a minimum, include **audited financial statements**, a clear description of the **governance structure**, identification of **Board members**, and disclosure of **executive compensation** in accordance with applicable legal and ethical standards. The report shall also set out the organization's **strategic achievements**, principal operational milestones, material challenges, and the extent to which stated objectives were advanced during the reporting period. Financial disclosure shall not be superficial or promotional; it shall provide a **truthful and comprehensible account** of the organization's financial position, sources of funding, material expenditures, and any significant risks or contingencies that may affect future performance. Governance disclosure shall identify the roles, responsibilities, and oversight functions of the Board and its committees, including the mechanisms by which decisions are reviewed, challenged, and recorded. Executive compensation shall be presented in a manner that reflects **proportionality, justification, and accountability**, ensuring that remuneration is consistent with responsibility, organizational scale, and public trust. The annual report shall be issued in a timely manner and made publicly available through appropriate channels so that stakeholders may evaluate the organization's conduct on the basis of **verified and current information**, not assertion or assumption.

Stakeholder Engagement.

ASYLUM RESEARCH & GLOBAL ASSISTANCE shall maintain a structured and substantive process of stakeholder engagement that is not symbolic, episodic, or perfunctory, but rather **institutionalized as a recurring element of governance**. At least once annually, the organization shall conduct a formal stakeholder consultation concerning strategy, priorities, performance, and areas requiring corrective action or improvement. Such consultation shall be designed to receive informed input from relevant constituencies, including those directly affected by the organization's work, and shall be conducted in a manner that promotes **candor, accessibility, inclusion, and respect for divergent viewpoints**. The organization shall maintain functioning feedback mechanisms through which concerns, recommendations, and observations may be submitted securely and without undue procedural burden. Feedback shall be reviewed, analyzed, and, where appropriate, integrated into planning and decision-making processes. The organization shall not merely collect stakeholder views; it shall demonstrate that such views are **meaningfully considered**, with reasons provided where particular recommendations are not adopted. Where recurring concerns emerge, the organization shall identify the systemic issue, determine the appropriate response, and monitor whether remedial measures are effective. Stakeholder engagement shall therefore serve not as a public relations instrument, but as a **governance discipline** that strengthens legitimacy, accountability, and organizational resilience.

Grievance Mechanism and Oversight.

The organization shall maintain a confidential, accessible, and non-retaliatory grievance mechanism through which members, staff, and, where applicable, other relevant persons may raise concerns regarding governance, conduct, misconduct, conflicts of interest, abuse of authority, financial impropriety, procedural unfairness, or any other matter materially affecting the integrity of the organization. All grievances shall be treated seriously, documented accurately, and assessed through a process that is **fair, impartial, and free from interference**. The existence of the grievance mechanism shall not be illusory; it shall be supported by clear procedures, designated responsibility, and defined timelines for review and resolution. No person shall suffer retaliation, adverse treatment, intimidation, or loss of status for making a complaint in good faith or for cooperating with an inquiry. Grievances concerning governance shall be reviewed by the **Audit Committee**, which shall possess the authority to examine the substance of the concern, require supporting documentation, request explanations from relevant officers, and recommend corrective or disciplinary action where warranted. Where a grievance reveals a material control failure, policy breach, or ethical deficiency, the matter shall be escalated without delay to the appropriate governing body. The organization shall preserve an adequate record of complaints, findings, actions taken, and final outcomes, ensuring that accountability is not merely asserted, but **documented, traceable, and enforceable**.

Signed by:



Sergei Khrabrykh

President, Asylum Research & Global Assistance

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