



**Darfur Peace & Development, Inc.**  
*Promoting Peace, Justice, and Sustainable Development*

**Darfur Peace and Development Inc. EIN 02-0748310**

**CODE OF CONDUCT**

(Adopted on October 2023)

**GENERAL**

Darfur Peace and Development Organization (SPSO) has established the following Code of Conduct to ensure that all members of the Board of Directors (“Directors”) and employees discharge the DPDO’s business with the highest standard of personal and professional integrity. The Code of Conduct detailed below, can be summarized by its major emphasis areas;

- Business and operations should be conducted in compliance with all laws, rules and regulations. Illegal and unethical behavior can be anonymously reported.
- Books and records are to be kept timely, completely and accurately. Use of the DPDO’s funds or assets of any type for non-business purposes is prohibited.
- Conduct resulting in a perceived or actual conflict of interest between employees, Directors, vendors, suppliers or government representatives is prohibited.
- DPDO information is confidential and will not be disclosed or acted upon.

Adherence to the Code of Conduct and the information Technology Usage and Security policy will provide guidance to the actions of employees and Directors, but it cannot anticipate all circumstances. Any activity, conduct or transaction that could create an appearance of unethical, illegal or improper business conduct must be avoided.

**RESPONSIBILITY**

- All employees and Directors are responsible for reading and complying with the DPDO’s Code of Conduct and the Information Technology and Security policy.
- All officers of the DPDO shall be responsible for the enforcement of and compliance with these policies, including necessary distribution to ensure knowledge and compliance.

- It is the duty of every officer, Director and employee with significant responsibilities to seek guidance from the President or The National Heritage Foundation concerning any matter as to which there is a question regarding this policy.
- Failure to comply with these policies may result in disciplinary action which, depending on the seriousness of the matter, may include reprimand, probation, or suspension, reduction in salary, demotion or dismissal. Disciplinary measures will apply to senior executives who condone such illegal or unethical conduct by those reporting to them and do not move to correct the same.

## **CODE OF CONDUCT**

### **1. COMPLIANCE WITH LAWS AND REGULATIONS**

DPDO employees and Directors are expected to conduct business and operations in compliance with all federal, state and local laws, rules and regulations applicable to its business and operations.

Employees and Directors should not knowingly enter into transactions that would violate any laws or regulations. If you have a question as to the legal validity of an action, you should discuss the matter with the President.

The DPDO relies on all of its Directors and employees to assist management in its efforts to ensure compliance with the Code. Any Director or Associate who reasonably and in good faith suspects illegal or unethical behavior with regard to the DPDO's operations or a violation of the Code should provide such information to the DPDO's President.

In addition or as an alternative to making a report to the designated executive, employees can make anonymous complaints for matters involving alleged violations of law or this Code. Illegal and unethical behavior includes, but is not limited to, any violation of state or federal law, employment discrimination, fraud or theft.

To submit an anonymous complaint, call The National Heritage Foundation directly by dialing 800-986-4483

### **2. DPDO PROPERTY**

#### *Books and Records*

Employee responsibilities include maintaining accurate and complete DPDO records. DPDO transactions must be promptly and accurately recorded and reported in DPDO's books in accordance with generally accepted accounting practices and principles.

All DPDO records must accurately reflect and properly describe the transactions they record. All assets, liabilities, revenues and expenses of the DPDO shall be recorded in the books of the DPDO. No false or artificial entries shall be made in any books or records of the DPDO for any reason, and no employee or Director shall engage in any arrangement that results in such prohibited acts.

No undisclosed or unrecorded funds or assets of the DPDO shall be established for any purpose. Any employee or Director of the DPDO having information regarding or knowledge of any unrecorded fund or asset or any prohibited action shall promptly report such matter to the Heritage Foundation.

DPDO books, records and customer credit/debit purchase and return information must be maintained in confidence, safeguarded from loss and destruction, and subjected to internal control and audit procedures. Employees should always be honest and straightforward when dealing with internal or outside auditors with respect to the DPDO's transactions, records, accounts, and financial statements.

#### *DPDO Funds and Assets*

The use of DPDO funds or assets by any employee or Director for non-business purposes is strictly prohibited unless approved in advance by the President.

No payment on behalf of the DPDO shall be approved or made with the intention or understanding that part of such payment is to be used for any purpose other than for that described in documents supporting the payment.

DPDO property must be safeguarded from loss, damage or theft. Abusing, destroying, damaging or defacing DPDO property, tools, equipment or property of others is prohibited.

#### *Technology Assets*

As a DPDO employee you must:

- Protect computer hardware from loss, theft or damage.
- Protect computer software and DPDO data against unauthorized access.
- Protect customer credit/debit purchase and return data against unauthorized access.
- Reduce risk of computer viruses.
- Comply with federal and state copyright laws, which provide copyright owners with exclusive rights against misuse of their proprietary programs, files, and databases, including making copies of software for non-backup purposes. Violation can result in civil and criminal penalties for DPDO and the employee.
- Limit personal use of DPDO computer hardware and software.

### **3. CONFLICTS OF INTEREST**

The DPDO expects that its employee and Directors will conduct themselves in a professional manner at all times and that each individual will perform their designated responsibilities without entering into any type of situation that would result in a conflict of interest.

#### *Gifts, Meal and Entertainment*

Employees and Directors are not permitted to receive gifts with a nominal value in excess of \$100 from vendors or suppliers without approval.

Additionally, under no circumstances is a gift of cash or other form of "money" allowed. This does not prohibit an employee or Director from borrowing money from a financial institution at normal and customary loan rates. Gifts or gratuities from vendors or suppliers must have a clear business purpose. Concerns about the nature of a gift or gratuity offered should be discussed with the President.

#### *Bribery*

Payments, gifts or entertainment paid to government officials, other government personnel, or personnel of government-owned companies are prohibited. This prohibition covers payment to any person given or promised, directly or indirectly, to any government official.

Employees and Directors shall not seek or accept, directly or indirectly, any payments, fees, services or loans that are of a nature which could be construed as a business inducement from any person or business entity that does or seeks to do business with DPDO. This does not, however, prohibit an employee or Director from receiving compensation for outside services where such

outside services will not affect and impartial discharge of the employee or Director's duties or obligations to DPDO.

#### *Unlawful Gifts and Payments*

The DPDO's policy is to fully comply with all U.S. laws and regulations applicable to improper gifts, bribes, kickbacks and other "sensitive transactions." Employees and Directors shall not pay, directly or indirectly, any bribe, kickback, or other payoff to any supplier or customer or to their employees or representatives. The use of an employee's or Director's personal funds or assets with respect to DPDO activities for any unlawful or improper purpose falling within the scope of this policy is also strictly prohibited.

#### *Related Party Transactions*

Employees and Directors and members of their families are not permitted to have any significant financial interest in entities which conduct or seek to conduct business with DPDO without first obtaining a statement of clearance from the President. A significant financial interest shall be defined as (1) for private entities, an ownership interest of 50% or more, and (2) for publicly traded entities, an ownership interest of 1% or more.

Transactions with vendors and suppliers must be carried out on an arms-length basis. Competitive bidding should be used whenever possible.

Employees and Directors shall not conduct business on behalf of the DPDO with any relative of an employee or Director, except where such dealings have been fully disclosed to DPDO and specific approval has been given by the President.

## **4. CONFIDENTIAL INFORMATION POLICY**

DPDO, recognizing its responsibility, promulgates the following statement of corporate policy regarding confidential information of the corporation. All employees and Directors are required to comply with this policy.

Those of us who possess or monitor confidential information hold a special position of trust and confidence toward our DPDO and our stakeholders.

We have an important responsibility to keep confidential information within the DPDO. Information should not be discussed with your family, relatives, business or social acquaintances, nor should it be discussed with other employees at the DPDO unless they have a clear right and need to know. Precautions overheard by parties without a need to know that information.

If information concerning the activities of the DPDO is sought by some outsider, the inquiry should be referred, without discussion, to the President. If any rumor develops that you believe has serious implications concerning the DPDO, this rumor should be referred to the President.