

Management Policy

Stichting International SOS
Chamber of Commerce: 5382132

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1. Introduction

In this management policy will be found information about the background and goals of Stichting International SOS (hereafter referred to as ISF). This document starts with a general description of ISF, followed by its mission, vision and goals. Thereafter the method of fund raising and capital management will be described. Next there is a survey of the goals specifically to be supported, that is in the short and medium-long terms, together with the related budgets and timing. Finally in this document there will found the description of the procedures ISF uses for making decisions with regard to its goals.

2. Description of ISF

ISF is a foundation that was established according to article 2:286 of the Dutch Civil Code (“Burgerlijk Wetboek”). The foundation’s statutory seat is at Say Buildings, Bldg V, John M. Keynesplein 1-27, 1066 EP, it is situated at Amsterdam. ISF was registered in the commerce register of the Chamber of Commerce, file number 5382132. On 28 October 2011 ISF requested that the Tax authorities register ISF as a public charitable institution.

The board of the foundation consists of two directors unrelated to one another and who receive no remuneration except the partial covering of expenses and their meeting attendance costs. The current directors are Kai Boschmann and Laurent Fourier. The foundation’s finances are administered independently. The annual report will be prepared by an independent chartered accountant. ISF is not profit making and does not forward the interests of any private individual but are purely general in their character.

ISF ‘s goal is to improve the health, safety, security and well-being of individuals working away from home, internationally, remotely, or on international assignments in remote areas and further all that is directly or indirectly connected to or beneficial to this goal in the broadest sense. More specifically this can be divided into six main activities which are:

- A. the study of potential health, safety and security risks linked to international, remote, and international assignments in remote areas;
- B. providing information to governments, employers, workers and contractors concerning the risks as aforementioned in a;
- C. encouraging employers to develop and strengthen corporate social responsibility in areas in proximity to their worksites;
- D. encouraging the development of an international instrument (such as a code of practice) to address the prevention and mitigation of risks as aforementioned in a. as well as guidance on what should be done in should an accident, illness or security situation occur;
- E. providing means of wide-spread dissemination of information about the risks as aforementioned in a. through communication tools such as leaflets, web-based publications, scientific articles, books, films, meetings and seminars;
- F. any other activities in furtherance of the goal as determined by the board of Stichting International SOS.

This goal is achieved by measures such as:

- Extending financial support to ISF’s goals worldwide in the form of grants, consultancy fees gifts, subsidies, donations, scholarships;
- Sponsoring academic research into the health, safety and security risks linked to international, remote and international assignments in remote areas;
- Paying for the costs involved for attendance at or the organization of conferences and/or events such as travelling costs, accommodation costs, food services, hall rental, audiovisual tools and other facilities. Please refer to chapter 5 below.

3. Fund Raising

In order to be able to make donations to such goals, ISF employs the following methods of fund raising:

- **The receipt of gifts.**
ISF receives gifts from persons, foundations and corporations all over the world. These can be gifts directed to specific goals where the donor indicates his preference in the use of this gift. Ultimately the Board of ISF decides the target of the gift and will as much as possible take into account the giver's wishes. Should it not be possible to honor these wishes this will be discussed with the donor. Should the donor not wish to comply with the board's policy the gift will be returned. In the case of gifts where the recipient is not specified the donor may leave the decision to ISF's board. ISF will provide a statement of accounts that covers all gifts.
- **Selling of Training Courses.**
ISF sells training courses to promote the duty of care and sustainability agenda in line with the overall goals of ISF. Any profits that are made on these training courses are then directed to specific goals the Board of ISF decides in line with the overall agenda of ISF.
- **Selling tickets to DOC Awards.**
ISF sells training courses to promote the duty of care agenda in line with the overall goals of ISF. Any profits that are made on these training courses are then directed to specific goals the Board of ISF decides in line with the overall agenda of ISF.

4. Capital Management

The capital that has been accrued by the foundation cannot be disposed of by one board member only, but only by two board members acting together. The foundation will not extend more capital than that which is deemed reasonable and necessary for the sound continuation of the anticipated activities related to achieving the goals of the foundation. The management of the capital accrued by the foundation will take place in the following ways:

- **Savings and checking account.** A part of the accrued capital will be deposited by the foundation in a savings account that will accrue interest at the current market rate.

5. Goals to be supported

ISF will support organizations and groups of persons in the pursuit of charitable activities in the broadest sense. Donations provided are subject to selection management by the foundation. The proffered donations are evaluated as discussed in the section entitled "Procedures" in this management policy. ISF donates among other things towards the following goals:

ISF's goal is to improve the health, safety, security and well-being of individuals working away from home, internationally, remotely, or on international assignments in remote areas and further all that is directly or indirectly connected to or beneficial to this goal in the broadest sense. More specifically this can be divided into six main activities which are:

- A. the study of potential health, safety and security risks linked to international, remote, and international assignments in remote areas;
- B. providing information to governments, employers, workers and contractors concerning the risks as aforementioned in a;

- C. encouraging employers to develop and strengthen corporate social responsibility in areas in proximity to their worksites;
- D. encouraging the development of an international instrument (such as a code of practice) to address the prevention and mitigation of risks as aforementioned in a. as well as guidance on what should be done in should an accident, illness or security situation occur;
- E. providing means of wide-spread dissemination of information about the risks as aforementioned in a. through communication tools such as leaflets, web-based publications, scientific articles, books, films, meetings and seminars;
- F. any other activities in furtherance of the goal as determined by the board of Stichting International SOS.

ISF's main costs will be from consultancy fees, meeting and conference attendance expenses.

6. Honorary Advisory Board

The Goals of ISF shall be carried out with the assistance of an Honorary Advisory Board. Members of the Honorary Advisory Board ("Members") will be invited to join the Honorary Advisory Board as directed by the ISF Board. The ISF Board may add, delete or modify the Honorary Advisory Board from time to time for any reason. Members shall be asked to sign an Agreement in the form of Appendix I. The provisions governing Members shall be as follows:

- A. Meetings
Meetings of the Members may be called from time to time as decided by the ISF Board. The responsibility of the Members shall be to make recommendations as to matters within the areas of their experience and expertise. The Members' role shall be purely ministerial and advisory and the ultimate responsibility for the management of ISF shall rest with the Board of ISF. This ISF Board shall have no obligation to adopt, or otherwise be bound to act upon any recommendation of the Honorary Advisory Board, but shall have the ability to take the Honorary Advisory Board's recommendations under advisement.
- B. Qualifications
Members shall have some or all of the following qualifications:
 - Experience in corporate health leadership
 - Experience in national or intergovernmental organizational or occupational health policy
 - Significant contributions to academic research in occupational or organizational health
- C. Term
Members of the Honorary Advisory Board shall serve at the pleasure of the Board of ISF without remuneration, and may be removed at any time for any reason in the sole discretion of the Board. Nothing in this document should be construed as creating an employment relationship between ISF and the Members. Members shall be entitled to reimbursement from ISF for reasonable expenses incurred by them in connection with their ISF services upon presentation to ISF of written receipts for items including travel, accommodation, transportation generated in attendance of ISF meetings.
- D. Role
Members shall not have the right to transact any business on behalf of ISF including but not limited to entering into contracts for the purchase or sale of goods, services or property or to incur indebtedness on behalf of ISF, whether acting jointly or severally. Any such transaction shall be deemed void and unenforceable as to ISF.

Members may not use, distribute or disseminate any materials with the ISF name or brand in any manner without the prior written consent of the ISF Board or its representative.

Members may engage in research, make findings or recommend materials for publication or dissemination by ISF if such research, findings or recommendations are approved by a majority of the Honorary Advisory Board and subject to the final approval of the ISF Board.

Any recommendations offered by Members, including materials created by members for use at ISF meetings or distributed to ISF member shall, unless otherwise specifically designated by the Member in writing at the time of the submission, become the intellectual property of ISF. ("Confidential Information") All information collected, used, disclosed discussed or disseminated by ISF to Members shall be treated as ISF Confidential Information. ISF Confidential Information may not be disseminated outside of the Honorary Advisory Board without the prior written approval of the ISF Board. Such information may include, but is not limited to the Bylaws, the names and contact details of other ISF members, internal corporate documents, information provided by any member or by ISF, corporate data and outcomes provided by any member or by ISF, programs or data which may infer competitive advantage or weakness, and information which may have personnel or business implications.

E. Liability

The Members shall have no liability or obligations whatsoever for any actions or omissions by them in their capacity as Members. Any Member made, or threatened to be made, a party to any threatened, pending, or contemplated action or proceeding, whether civil, criminal, administrative or investigative, arising out of or related to such member's service on ISF, shall be indemnified by ISF, and ISF may advance to such member related expenses incurred in defense of such action, to the fullest extent permitted by applicable law. For purposes hereof, "member" shall include such member's heirs and personal representatives.

7. Long Term Budget

The below long term budget provides a rough idea of the expectancy of income and expenses in the next 2 financial years:

Profit and Loss

	Budget 2020/2021		Budget 2021/2022	
	€	€	€	€
Income				
Contributions and donations	0		0	
Trainings	45,000		60,000	
Subscription to White Papers	20,000		20,000	
Duty of Care Awards	0		55,000	
		65,000		135,000
Cost of Sales				
Trainings	10,000		15,000	
Duty of Care Awards	0		50,000	
		10,000		65,000
Gross Profit		55,000		70,000
Expenses				
Consultancy fees	15,000		15,000	
White Papers	15,000		15,000	
Symposium / conferences	0		0	
Subscriptions / memberships	30,000		15,000	
Professional services	6,000		6,000	
Travel & Entertainment	0		0	
Other expenses	10,000		10,000	
		76,000		61,000
		-21,000		9,000
		-/-		-/-
		1,500		1,500
Net result		-22,500		7,500

The above result will be used by the foundation to support high-quality goals for the general benefit.

8. Procedures

In order to be able to manage the various processes within ISF in a structured and controlled manner, the following procedures have been drafted. Procedures for the most common activities are described below.

Provision of Donations

1. Persons or corporations who wish to receive a donation must make a request to the Board ISF or any proxy appointed by the Board.
2. Such donation requests must be accompanied by a detailed description of the purpose for which the donation is to be used.
3. The ISF board decides whether the requested donation is to be given. The board may attach certain conditions to the provision of the donation with regard to the precise purpose of its use.
4. The ISF Board expects the recipient to confirm the receipt of the donation with a report preferably supported by pictures and other evidence showing that the funds have indeed been used for the requested purpose.
5. The Board carries out selection management in respect to the donations to be granted. The granted donations will be evaluated.

9. Administration

The foundation's accounts are kept by an independent accounting office. ISF's annual report is produced by an independent chartered accountant. The following documents, among others, are kept in ISF's administration:

- Statements of accounts and evidence regarding granted donations.
- The kind and size of the foundation's income and capital.
- The sums spent on fund raising and on the foundation's management. There must exist a reasonable relationship between the costs and expenses. This will be managed by the board.
- The amounts paid to any board member for reimbursement of costs and vacation fee.
- Liquid assets planning.
- General financial bookkeeping.

10. Filing

A file will be maintained for each of ISF's 'projects' in its entirety. Examples of such projects are, entering into participation, organizing attendance at conferences and sponsorship of research projects. Dependent on the kind and size of the project the project file will contain one or more of the following documents:

Project Correspondence
Project Expenses
Project Agreements
Project Reports

11. Annual Planning Cycle

The board ISF will meet as often as required by the activities, nonetheless at least once a year. At the annual meeting the budget for the following year will be determined and the annual returns of the previous year will be discussed and determined.

The board will annually decide whether this management policy needs to be adjusted. In such a case, the management policy will, following adjustment, once again be forwarded to the independent parties that are involved in this matter, such as the Tax Office and the independent chartered accountant of Berk, Tilly, Berk N.V..

Appendix I.

MEMBERSHIP AGREEMENT

Honorary Advisory Board

This Agreement, effective the ____ day of _____ 202_, is made by and between the International SOS Foundation (“ISF”), a non-profit foundation established under the laws of the Netherlands, with a principal place of business at Say Buildings, Bldg V, John M. Keynesplein 1-27, 1066 EP, it is situated at Amsterdam. ISF registered in the commerce register of the Chamber of Commerce, file number 5382132, and <NAME> who resides at <ADDRESS> (“Member”).

The parties agree as follows:

1. The Member confirms that he/she has been supplied with and has read a copy of the Policy Plan of ISF and agrees to observe, perform and be bound by all the terms which are capable of applying to the Member.
2. The Member agrees that all feedback, comments, ideas, suggestions and other material submitted by the Member to ISF during the course of the Membership (collectively “Member Contributions”) will be subject to the provisions of the Policy Plan.
3. The Member agrees that all information used, collected, disclosed, discussed or disseminated in the course of carrying out ISF activities shall, except as otherwise provided in the Policy Plan, be treated as ISF Confidential Information and shall not be disseminated by the Member outside of the CMLB membership community without the prior written approval of the ISF Board.
4. ISF agrees to indemnify any Member of ISF as provided in the Policy Plan.
5. This Agreement shall be governed by the laws of the Netherlands and the Member hereby submits irrevocably to the non-exclusive jurisdiction of the Courts of the Netherlands but accepts that this Agreement may be enforced in any court of competent jurisdiction.
6. If any provision of this Agreement shall be held by a court of competent jurisdiction to be illegal, invalid or unenforceable, the remaining provisions shall remain in full force and effect.
7. Either party may terminate this Agreement with or without cause upon written notice to the other party. Sections 2, 3 and 4 shall survive any such termination.



8. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof. It shall not be modified except by a written agreement dated subsequent to the date of this Agreement and signed by both parties.

<Member>

<International SOS Foundation>

By : _____

By : _____

Name : _____

Name : _____

Title : _____

Title :

Date: _____

Date: _____