



Be Peace. Choose Peace. Create Peace.

GOVERNANCE GUIDE

Version 02222023

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1. About the Governance Guide

1.1. What is the purpose of the governance guide?

Peace Through Action USA (“we/us/our”) issues the governance guide to:

- Help the organization have a high-functioning governing body.
- Help candidates for and holders of director positions understand the responsibilities and duties of the board of directors and of directors.
- Instruct candidates for and holders of director positions on how to complete various tasks associated with their prospective or current position.
- Inform directors of opportunities to advance the organization through giving, external engagement, and other actions.

1.2. What is not the purpose of the governance guide?

Local, state, and national laws and Peace Through Action USA policies take precedence over any conflicting provision within the governance guide.

1.3. To whom does the governance guide apply?

The governance guide applies to the organization’s directors holding positions on the board of directors. Some sections of the guide are helpful to candidates for director positions.

1.4. How do I obtain the governance guide?

Directors can find the governance guide in the [guide folder](#) within the mission leadership team files library.

Candidates for director positions receive the guide from the director of accounting and compliance (DAC), position duties currently held by the chief executive officer.

1.5. Do I have to read the governance guide?

Peace Through Action USA requires directors to read and understand the content of the governance guide. We encourage candidates for director positions to read the guide.

1.6. Does the governance guide get revised?

Yes, Peace Through Action USA revises the governance guide as needs and circumstances dictate.

If you have a suggestion to make about the guide, such as clarification of its contents or a request for additional content, please provide them to the chief executive officer.

1.7. How am I notified when you revise the governance guide?

The secretary disseminates notices of governance guide revisions to affected persons.

1.8. What if I have questions that the governance guide does not answer?

If you have a question that is not addressed in the governance guide, ask the chief executive officer or chair. They will answer it or obtain an answer for you.

2. Board of Directors Formation and Responsibilities

2.1. What is the basis upon which Peace Through Action USA has a board of directors?

Peace Through Action USA is established as a nonprofit corporation under the laws of the District of Columbia. District of Columbia nonprofit law requires nonprofit corporations to have a governing body comprised of directors. The governing body is called “board of directors.”

2.2. What is the composition of Peace Through Action’s board of directors?

District of Columbia nonprofit law requires nonprofit corporations to have at least three directors. So minimally, our board of directors should always have at least three directors in office. We strive for our board of directors to have between seven and nine directors.

Also, the nonprofit law requires nonprofit corporations to establish bylaws. The bylaws set forth the composition and operation of the governing body, among other topics.

Our bylaws establish officer positions of chair, treasurer, secretary, and chief executive officer. These officers are members of the governing body. The chair must be chosen from among the directors in office. Either the treasurer or secretary must also be chosen from among the directors in office. Both positions may be chosen from among the directors in office.

The board of directors selects (hires) a chief executive officer. The board of directors may elect the chief executive officer to a director position.

2.3. What is the length of a director’s term?

Director terms are two years length beginning the date of their election.

2.4. Can directors serve multiple terms?

Directors can serve up to three consecutive terms. Also, our bylaws permit the board of directors to extend director terms.

Directors completing initial and renewal terms may apply again for a director position at least one-year after completing their last term.

2.5. How do I obtain the bylaws?

Directors can find the bylaws within the [bylaws folder](#) in the compliance-all staff files library. Also, we post the bylaws on our website at <https://peacethroughaction.org/compliance>.

2.6. Do I have to read the bylaws?

Peace Through Action USA requires directors to read and understand the bylaws. We require directors to review bylaws annually each December.

We encourage candidates for director positions to read the bylaws.

2.7. Do the bylaws get revised?

Yes, Peace Through Action USA revises the bylaws as needs and circumstances dictate.

Any director or officer may suggest a bylaws revision.

The board of directors considers and then approves or declines to approve the bylaws revision by the majority of directors in office.

The secretary is responsible for ensuring the preservation of bylaws in the organization's permanent file. Also, the secretary is responsible for ensuring the filing of bylaws revisions with the District of Columbia Department of Licensing and Consumer Protection and other public authorities.

2.8. What do boards of directors do generally?

Boards of directors, including ours, hold the power and authority to form the policy and steer the overall direction of the organization.

2.9. What are board of director's responsibilities and duties generally?

Boards of directors, including ours, have the legal responsibility to meet the duties of:

- Care – Pay attention to the organization's activities and operations
- Loyalty – Put the interests of the organization before personal and professional interests
- Obedience – Comply with applicable federal, state, and local laws; adhere to the organization's bylaws; and remain the guardians of the mission
- Inform – Notify other directors, and external parties as appropriate, of allegations of wrongdoing.

[BoardSource](#), the recognized leader in nonprofit board leadership research, leadership, and support, establishes ten board of directors responsibilities within three areas. Peace Through Action USA has adopted these responsibilities for its governing body.

A. Establish Organizational Identity

1. Ensure effective planning
2. Determine mission and purposes, and advocate for them

B. Ensure Resources

3. Select the chief executive
4. Ensure adequate financial resources
5. Build a competent board
6. Enhance the organization's public standing

C. Provide Oversight

7. Support and evaluate the chief executive
8. Monitor and strengthen programs and services
9. Protect assets and provide financial oversight
10. Ensure legal & ethical integrity

3. Director Responsibilities and Duties

3.1. What are my responsibilities as a Peace Through Action USA director?

Directors are responsible for contributing to the strategic direction, promotion, resourcing, and oversight of the organization.

3.2. What are my duties as a Peace Through Action USA director? How do I accomplish them?

Director duties are stated in the director position description. Applicants and candidates received the position description during the selection process. Directors can find the position description in their personal folder within the mission leadership team files library.

Director **duties** and **required** and **suggested** tasks to fulfill them follow.

1. **Learn and understand the duties of nonprofit organization governing bodies generally and the Peace Through Action USA Board of Directors specifically.**
 - a. **Read** Peace Through Action's bylaws and governance guide.
 - b. **Attend an** orientation for new directors.
 - c. **Read** materials on the [BoardSource website](#).
 - a. **Ask** another Peace Through Action USA director for a conversation about their experience as a director.
 - b. **Have** a conversation with someone in your network who serves on a board of directors, learn their duties, and compare to yours.
2. **Know the organization's mission, vision, strategic direction, policies, programs, and services.**
 - a. **Read** the webpages in the About Us tab of the Peace Through Action website.
 - b. **Read** the organization plan and case statement posted in the [plans folder](#) in the planning-all staff files library.
 - c. **Read** the webpages in the Programs tab of the Peace Through Action website.
 - d. **Read** Peace Through Action's newsletters disseminated by email.
 - e. **Commit** the organization's purpose statement to memory:
 - i. "Peace Through Action USA activates and equips Americans to implement practical peaceful solutions to aggression and violence in their communities and our country."
 - f. **Attend** a Peace Through Action activity or event when available virtually or in your geographic area.
3. **Prepare for, attend, and meaningfully participate in board of directors meetings and committee meetings.**
 - a. **Notify** the secretary if unable to attend a board of directors meeting. (*Failure to appear for a meeting without prior notice constitutes an unexcused absence.*)
 - b. **Review** meeting agendas and materials disseminated in advance of board of directors meetings.
 - c. **Speak** up at meetings. You hold the right to ask questions, challenge assumptions, and/or support or oppose another director's recommendations or motions. This right endures regardless of your number of terms on the board of directors, prior board of director experience, position in your community or profession, or any other factor.
4. **Read and understand the organization's financial statements.**
 - a. **Review** financial statements disseminated in advance of board of directors meetings.

- b. **Learn** how to read financial statements. One source for learning is investor education materials of the U.S. Securities and Exchange Commission: <https://www.sec.gov/reportspubs/investor-publications/investorpubsbegfinstmtguidehtm.html>. You can also search the internet for educational materials specific to financial statements of nonprofit organizations.
5. **Respond in a timely manner to officer and director requests.**
 - a. **Provide** the secretary an email address that you check and reply to at least three times weekly.
 - b. **Add** MissionLeadershipTeam@peacethroughaction.org and Everyone@peacethroughaction.org as safe sender addresses in your email software.
 - c. **Accept** calendar appointments issued by an officer or director.
 - d. **Review** notices issued by an officer or director.
 - e. **Complete** assigned tasks by deadline or request an extension from the officer or director setting the deadline, in advance of the deadline.
 - f. **Complete** the director information collection form and renewal form by deadline.
 - g. **Submit** your biography and face picture and updates by deadline.
6. **Contribute to the board of directors' self-assessment of performance.**
 - a. **Complete** the board of directors' assessment of performance instrument, disseminated annually.
 - b. **Participate** in board of directors' discussions about director and governing body performance.
7. **Contribute to the hiring or appointment of the chief executive officer.**
 - a. **Participate** in setting required and desired qualifications of the chief executive officer.
 - b. **Review** applications for the CEO position if the chair requests.
 - c. **Participate** in interviews with finalists for the CEO position.
 - d. **Participate** in board of directors' discussion and action leading to the selection of the CEO.
8. **Contribute to the assessment of the chief executive officer.**
 - a. **Complete** the assessment of CEO performance instrument, disseminated annually.
 - b. **Participate** in board of directors' discussions about CEO performance.
9. **Identify self as a director of Peace Through Action in written and verbal communication when appropriate.**
 - a. **Add** your director position to the volunteer section of your LinkedIn and other online profiles.
 - b. **Mention** your director position when making an appeal to members of your professional or personal networks for a gift of money, email sign up, social media follow, or other request made for the organization.
 - c. *Note that directors are not authorized to write or speak on behalf of the organization. That responsibility rests with the chief executive officer and the chair.*
10. **Connect the organization to prospective donors, partners, and collaborators.**
 - a. **Assess** members of your professional and personal networks for potential to support Peace Through Action with gifts of money or programmatic or promotional relationships.
 - b. **Determine** your asking style by taking the brief Asking Matters assessment at <https://askingmatters.com/>.

- c. **Obtain** from the chief executive officer materials that would assist you in making outreach or following up to prospects.
 - d. **Ask** prospects for gifts of money or programmatic or promotional relationships, independently or in collaboration with the chief executive officer.
- 11. **Identify and recruit individuals to serve the organization as directors, advisors, and volunteers.**
 - a. **Monitor** notices and other communications announcing availability of director, advisor, and volunteer positions.
 - b. **Share** the announcements broadly or targeted to individuals in your professional or personal networks who may have interest in applying for the positions.
 - c. **Record** a video or write a testimonial about your motivation to serve as a director for our use in promoting director opportunities.
 - d. **Nominate** a member of your professional or personal networks or someone from your community and who is engaged in peacebuilding to be one of Peace Through Action's featured peacebuilders.
- 12. **Promote the organization within one's personal and professional networks as appropriate.**
 - a. **Prepare** your oral personalized pitch for Peace Through Action and schedule time to practice it with the chief executive officer or chair.
 - b. **Mention** Peace Through Action and your affiliation with it in formal and informal settings.
 - c. **Follow** Peace Through Action's social media and share our posts.
 - d. **Invite** members of your personal and professional networks to sign up for our email. They can sign up at <https://peacethroughaction.org/emailsignup>.
 - e. **Write** a blog post or record an audio or video blog for Peace Through Action USA on a topic related to peacebuilding of interest to you. And then share it with your networks once we publish it.
- 13. **Give a gift of money to the organization.**
 - a. **Give** a gift of money at least annually, at an amount within your means and time of your choice, online or other giving method identified at <https://peacethroughaction.org/give>. (*Our board of directors has not established a minimum contribution amount required to hold a director position.*)
 - b. **Hold** an online peer-to-peer fundraiser for Peace Through Action.
 - c. **Host** an informal fundraising event in your home or community and invite members of your professional and personal networks to it.
 - d. **Organize** a fundraiser at your workplace or **request** your workplace to designate Peace Through Action as one of the charities it supports.

3.3. How do I obtain the organization's policies?

Directors can find our policies within the [policies folder](#) in the compliance-all staff files library. Also, we post the policies on our website at <https://peacethroughaction.org/compliance>.

3.4. Do I have to read the policies?

Peace Through Action USA requires directors to read and understand the policies.

We encourage candidates for director positions to read the policies.

3.5. Do the policies get revised? Are new policies created?

Yes, Peace Through Action USA revises policies or adds policies as needs and circumstances dictate.

Any director, officer, or employee may suggest a policy revision or a new policy.

The board of directors considers and then approves or declines to approve the policy revision or new policy by a vote of the majority of directors present at the meeting at which the policy is presented.

The secretary is responsible for ensuring the preservation of policies in the organization's permanent file. The chief executive officer is responsible for ensuring the posting of policies to the organization's website.

4. Board of Directors Operations

4.1. Who else is a director?

Peace Through Action USA maintains a roster of directors. Directors can view it in the [roster folder](#) within the mission leadership team files library.

The roster contains contact information for each director, should you wish to contact a director directly.

Please do not share contact information of other directors with others. Do know, however, that Peace Through Action USA is sometimes required to report director names and personal contact information to some public authorities.

4.2. What experiences and qualifications do other directors bring to their position?

Peace Through Action USA maintains biographies of directors. Directors can read director biographies by viewing each director's webpage on the Peace Through Action website. You can access their webpages by clicking the hyperlink under their picture at <https://peacethroughaction.org/board>.

4.3. What software does the board of directors use to collaborate and communicate?

The Board of Directors uses email messaging and the Microsoft Teams application for online collaboration and communication.

Email – You can correspond with all directors and officers as a group by sending an email message to MissionLeadershipTeam@peacethroughaction.org.

Audio and Video – We use the meetings feature of Teams for holding virtual board of directors meetings.

4.4. How do I access board of directors and organization files?

We assign directors to two Teams teams – the mission leadership team and the everyone team. Shortly after the director's election, we will send invitations to join each team as a guest. Please accept those invitations so that you can access the teams and their associated files libraries.

If you did not receive the invitations, or if the invitations did not successfully grant you access to our Teams, click the links below and see if they allow you access. If yes, that is the Teams solution for you. Bookmark these links or save them some other way so that you can access our Teams moving forward.

[Peace Through Action Mission Leadership Team Link](#)

[Peace Through Action Everyone Team Link](#)

If these links still do not grant you access, let the CEO know. They will assign you a [@peacethroughaction.org](mailto:inbox@peacethroughaction.org) account so that you can sign into Teams as a member rather than as a guest.

The mission leadership team is comprised of the organization's directors, officers, and employees who support directors and officers. Associated with this team is a files library (the mission

leadership team files library) that includes subfolders on governance and planning, and sub-subfolders and files within. Board of Directors materials are saved in the governance folder. Files pertaining to the organization's plans and planning exercises are saved in the planning folder.

Within the mission leadership team are personal channels and associated personal files libraries for each director. Your personal files library contains files specific to you or your position, such as your position application and nomination letter. You, the secretary, and the CEO have access to your personal channel and files library.

The everyone team is comprised of the organization's directors, officers, employees, and interns, and may occasionally include certain independent contractors and volunteers. Associated with this team is a files library (the everyone files library), with folders for each function area of the organization and subfolders and files within. These folders contain the organization's finished products as well as files of general interest to multiple internal audiences.

4.5. How am I notified of activities or situations that require my participation or action?

Peace Through Action USA sends directors notices by email when there is an activity or task requiring directors' action or awareness, such as attendance at board of directors meetings.

Please comply with due dates posted in notices, or if you cannot, then correspond to the secretary with your assurance you will do so and your intended response date.

Directors can find notices in the [notices folder](#) in the mission leadership team files library.

4.6. How often, how long, and how does the board of directors meet?

The board of directors holds regular meetings four times annually. The chair may convene special meetings if needs and circumstances dictate. Also, at least 20 percent of directors in office may call a special meeting.

We set meetings for two to 2.5 hours duration.

The board of directors meets virtually using the meetings feature in Microsoft Teams. We prefer directors to turn on the video setting. However, we recognize that some situations indicate remaining in audio only setting.

4.7. What's on the agendas of board of directors meetings?

Agendas differ by meeting. Standing items of every regular meeting agenda include a call to order, approval of agenda, approval of minutes, approval of financial statements, setting or announcement of next meeting dates, call for new business, and call for adjournment.

Additional agenda items depend on the organization's current events, upcoming oversight and compliance requirements, and other matters.

The chair and chief executive officer develop the draft agenda. Directors may suggest items to be placed on the agenda or taken off the agenda. They may do so in advance of a meeting, at the start of the meeting, or during the course of the meeting.

When the secretary issues a notice of a board of directors meeting, they point directors to the draft agenda and supporting materials and their location within the mission leadership team files library.

We expect directors to review the draft agenda and supporting materials in advance of the meeting start.

4.8. What meetings procedures does the board of directors follow?

The bylaws establish procedures for conducting board of directors meetings and taking action. Here are the main ones:

1. The board of directors may hold meetings in person or through electronic means.
2. There must be a quorum (51 percent or greater) of directors in office present at the meeting to start and conduct a meeting.
3. Some actions of the board (called motions) require majorities of directors in office to be acted upon. Examples include amending bylaws, electing directors, electing or appointing officers, removing directors, and dissolving the corporation.
4. Other motions require majorities of directors present only to be acted upon. Examples include approvals of minutes and adoption of policies.
5. The board of directors may consider motions by email or other electronic voting method without calling a meeting. Those motions require unanimous consent in writing of all directors in office for them to pass.
6. Any director may make a motion, and any second director may second a motion.
7. Directors may vote on motions in the affirmative or negative, or they may not vote.
8. The secretary records the numbers of votes cast, but not director names associated with each vote.
9. Not every agenda item board requires a motion. Some items are advisory in nature or for director discussion and/or awareness.

4.9. What are minutes and where can I find them?

Minutes are the written record of board of directors meetings. They document the meeting date, director attendance, and actions on motions made.

Minutes are neither verbatim transcripts of nor detailed summaries of conversations.

Directors approve minutes at board of director meetings.

Directors can find minutes of board of directors meetings in the [minutes folder](#) in the mission leadership team files library.

The secretary is responsible for ensuring the preservation of minutes in the organization's permanent file, and for presenting minutes to public authorities or others when required.

5. Director Entrance

5.1. How do I become a director?

People learn about director opportunities with Peace Through Action various ways, including referral of other directors, Peace Through Action news or social media posts, organic search of the Peace Through Action website, and opportunity listings on job and volunteer recruitment sites.

Regardless of the recruitment method, we require people interested in a director position to complete a position application. The application is available online at

<https://peacethroughaction.org/volunteer>.

5.2. What happens after I submit my director application?

The chief executive officer will review the application to determine if the applicant is preliminarily suitable for a director position. If so, the chief executive officer will conduct a telephone screening with the applicant to verify their interest in the position and to summarize the organization, the board of directors, and director duties.

If the applicant wishes to advance, the chief executive officer sends the candidate application to the chair. The chair sets an interview with the candidate to assess the person's suitability for a director position.

If the chair affirms the candidate's suitability, they authorize the chief executive officer to send correspondence to the candidate indicating the chair's intention to nominate the candidate to a director position.

The candidate may accept or decline the nomination.

The secretary places director nominees on the next available board of directors meeting agenda.

Directors consider the nomination and vote to elect or not elect the nominee to a director position.

5.3. What happens after I am elected?

Directors are onboarded into the organization. The chief executive officer schedules an orientation of about two hours length. The orientation reviews the purpose and key programs of the organization, director responsibilities and duties, and board of director operations.

Also, directors complete an information form to collect contact and demographic information. They also submit a biography and a face picture.

The chief executive officer adds the director's information to the board of directors roster and to the organization's website.

6. Director Exit

6.1. Can I resign from the director position?

Directors can resign from their position. Directors must resign by written communication to governance@peacethroughaction.org.

We welcome, but do not require, resigning directors to provide a cause of your resignation, so that we may take corrective action if the cause was within the organization's control.

6.2. Can I be removed from the director position?

Directors can be removed from the director position.

One way directors are removed is by failing to attend two consecutive meetings of the board of directors without giving the secretary or chair prior notice. Two unexcused absences in a row constitute automatic removal.

Second, our bylaws empower the board of directors to remove a director by the majority vote of directors in office. This motion must be acted upon at a board of directors meeting and cannot be acted upon via unanimous consent by way of email or other electronic voting method.

6.3. What happens after I exit my director position?

The chief executive officer will remove your information from the board of directors roster and from the website. They will add your name and terms of office to our roster of alum directors.

We encourage alum directors to remain engaged with us however you wish to do so, whether that be continuing to receive newsletters, following our social media, making gifts of money, or volunteering your skills.

7. Incident Reporting

7.1. What is incident reporting?

Incident reporting is the formal method for the organization's people and its constituents (program beneficiaries, activity participants, general public) to report allegations of actions they consider to be or question whether they may be illegal, unethical, contrary to organization policy, or otherwise problematic.

We highly encourage people to report allegations of discrimination, harassment, wrongdoing, safety concerns, violations of personal information protection, violations of alcohol, tobacco and other drugs, and other concerning actions to us in writing, so that we may review the allegation, respond to it, and propose and then implement corrective actions if we substantiate the allegation.

Peace Through Action USA has a set of policies, available [here](#), that address the topics stated above. Please refer to them when assessing the incident and deciding to report it.

7.2. Am I required to report incidents to Peace Through Action?

We highly encourage you to report any incident to us at any time so that we can review it, correct it, and adopt measures to prevent or reduce further such incidents.

If you wish to report to Peace Through Action but are concerned that your report will be received *first* by another person or persons who are the subjects of the alleged incident, you can report to the chief executive officer (unless the subject is the chief executive officer) or to the chair (unless the subject is the chair).

You maintain your right to report incidents to appropriate public authorities and/or pursue other avenues of redress available to you at any time, in addition to or rather than reporting to Peace Through Action.

7.3. When can I report an incident?

You can report an alleged incident anytime. We encourage you to report alleged incidents immediately or soon after they occurred as that is when your recollection of the incident will be most fresh to you and to others involved.

7.4. How do I report an incident?

We require you to report alleged incidents in writing by completing an Incident Report Form. If the alleged incident is an emergency or urgency situation, you may initially report the incident orally to a Peace Through Action USA employee, officer, or director, and then follow up with a written incident report.

To complete and submit an Incident Report Form:

1. Open Form-Activity Report in the People-All Staff files library.
2. Save a copy of the blank form to your personal folder in the mission support team library. Name the file Incident Report-Last Name, First Initial-MMYYYY (Example: Incident Report-Smith, J-o82021)
3. Complete the form.
4. Send an email message to people@peacethroughaction.org or ceo@peacethroughaction.org indicating that you are making an incident report and have saved it to your personal folder. If you are not comfortable reporting the incident to the director of resources management and/or the chief executive officer, you may submit your report to the chair of the board of directors. You can find the email address of the chair on the board of directors roster.

7.5. What do you do with incident reports?

The chief executive officer or chair initiates a review of the report. They engage other employees, officers, and/or directors in the review. They may interview or gather materials from the reporter, the subject, witnesses, or others. The chief executive officer or chair prepares Peace Through Action's first response to the alleged incident on the incident report form. They share that document with the incident reporter. The incident reporter can accept the response, decline the

response and request an interactive process to attempt a second response, or pursue other avenues of redress.