

(SAMPLE)
Charter Agreement for Resologics Services
For XYZ Startup Company

Introduction

The services of Resologics have been established at (XYZ Startup Company) on (date here) to provide independent conflict resolution and awareness assistance to the Company team, and its supporters. In the spirit of this important function, this charter agreement defines the responsibilities and privileges of Resologics and its embedded practitioner(s).

Purpose and Scope of Services

Resologics will provide informal dispute resolution services, targeted conflict awareness trainings, crisis management should the need arise, and long-term conflict management planning assistance to (XYZ Startup Company) staff, employees, founders, investors and other supporters involved in the functioning of the team. The Resologics practitioner will be a person and place where any member of the Company community can seek guidance at no cost, and at any time. The Company strongly recognizes the need for these services and believes that the strength of the team will be enhanced, and the business will have better results with these services in place.

1.) Contract Ombuds Services

The primary role of the Ombudsperson is (1) to work with individuals and groups in an organization to explore and assist them in determining options to help resolve conflicts, problematic issues or concerns, and (2) to bring systemic concerns to the attention of the organization for resolution.

The Ombudsman will confidentially receive complaints, concerns or questions about issues around conflict. The response of the Ombudsman is tailored to the dynamics of the situation and the visitor's concerns. The Ombudsman will listen, make informal inquiries or otherwise review matters received, offer resolution options, make referrals, and mediate disputes independently and impartially. Resologics services supplement, but do not replace, other formal processes that may be available to the visitors through the Company.

In addition, the Ombudsman will serve as an information and communication resource, consultant, conflict coach, mediator, dispute resolution expert and source of recommendations for institutional change for the Company. Resologics will also provide feedback to the Company when trends, patterns, policies or procedures of the Company generate concerns or conflicts.

Standards of Practice and Code of Ethics

Resologics provides services to the Company using the International Ombudsman Association (IOA) Standards of Practice and Code of Ethics and will at all times refer to these standards as its operating guidelines under this charter agreement. These tenets require that the ombudsperson(s) functions independently of the Company, be confidential and neutral, and limit the scope of their services to informal means of dispute resolution. The IOA Standards and Code are minimum standards, and Resologics will strive to operate to “best practices” and in a way that serves the interests of the Company. Those two attached documents are a substantial part of this charter agreement.

- Independence - The Ombudsman is independent in structure, function, and appearance to the highest degree possible within the organization.
- Confidentiality - The Ombudsman holds all communications with those seeking assistance in strict confidence, and does not disclose confidential communications unless given permission to do so. The only exception to this privilege of confidentiality is where there appears to be imminent risk of serious harm.
- Neutrality and Impartiality - The Ombudsman, as a designated neutral, remains unaligned and impartial. The Ombudsman does not engage in any situation which could create a conflict of interest.
- Informality - The Ombudsman, as an informal resource, does not participate in any formal adjudicative or administrative procedure related to concerns brought to his/her attention.

Authority and Limits

Resologics and the embedded practitioner(s) typically work independently from, but under the authority of the top management at the Company. In this case that person or panel is; TBD. The authority of the Ombudsperson derives from the Company administration as manifest by the endorsement of the TBD Company official.

Authority of the Ombudsperson

Initiating Informal Inquiries

The Ombudsperson will be entitled to inquire informally about any issue concerning the Company and affecting any member of the Company community. Therefore, the Ombudsperson may initiate informal inquiries into matters that come to his/her attention without having received a specific complaint from an affected member of the Company community.

Access to Information

The Ombudsperson may request access to information related to visitors’ concerns, from files

and offices of the Company, and will respect the confidentiality of that information. Requests by the Ombudsperson for information should be handled with reasonable promptness by Company departments.

Ending Involvement in Matters

The Ombudsperson may withdraw from or decline to look into a matter if he/she believes involvement would be inappropriate for any reason.

Discussions with Visitors and Others

The Ombudsperson has the authority to discuss a range of options available to his/her visitors, including both informal and formal processes. The Ombudsperson may make any recommendations he/she deems appropriate with regard to resolving problems or improving policies, rules or procedures. However, the Ombudsperson will have no actual authority to impose remedies or sanctions or to enforce or change any policy, rule or procedure.

Access to Legal Counsel

On occasion, the Ombudsperson may require legal advice or representation in order to fulfill his/her required functions. The Ombudsperson will be provided with legal counsel separate and independent from the Company in the event he/she is asked for documents or testimony related to any litigation or other formal process arising out of Ombuds activities.

Limitations on the Authority of the Ombudsperson

Formal Processes and Investigations

The Ombudsperson will not conduct formal investigations of any kind. The Ombudsperson will also not participate willingly in the substance of any formal dispute processes, outside agency complaints or lawsuits, either on behalf of a visitor to the Ombudsperson or on behalf of the Company.

Collective Bargaining Agreements

The Ombudsperson may not inquire (informally or otherwise) into the application or interpretation of a collective bargaining agreement, or into the alleged violation of the duty of fair representation against a certified union.

Record Keeping

The Ombudsperson will not keep records for the Company, and will not create or maintain documents or records for the Company about individual matters. Notes and any other materials related to a matter will be maintained in a secure location and manner, and will be destroyed once the Ombudsperson concludes its involvement in a matter.

Advocacy for Parties

The Ombudsperson will not act as an advocate for any party in a dispute, nor will he/she represent management or visitors to the office.

Adjudication of Issues

The Ombudsperson will not have authority to adjudicate, impose remedies or sanctions, or to enforce or change Company policies or rules.

Receiving Notice for the Company

Communication to the Ombudsperson will not constitute notice to the Company. This includes allegations that may be perceived to be violations of laws, regulations or policies, such as sexual harassment, issues covered by whistleblower policy, or incidents subject to reporting under the Clery Act. Although the Ombudsperson may receive such allegations, he/she is not a “company security authority” as defined in the Clery Act, nor is he/she required to report these allegations to the Company. In addition, if the visitor discloses such allegations and expresses a desire to make a formal report, the Ombudsperson will refer the visitor to the appropriate office(s) for administrative or formal grievance processes.

Putting the Company on Notice

If a visitor would like to put the Company on notice regarding a specific situation, or wishes for information to be provided to the Company, the Ombudsperson will provide the visitor with information so that the visitor may do so himself/herself. In extremely rare situations an Ombuds may have an ethical obligation to put the Company on notice. This will take place only when there is no other responsible option. If the Ombudsperson decides to put the Company on notice, it will do so in writing to the extent practicable.

Retaliation For Using The Ombuds Office

All company members will have the right to consult the Ombudsperson without reprisal. Should it become necessary, Resologics will work with the Company to create policies to protect visitors from reprisals for using the Ombudsperson.

Details of Contacting and Office Visits

Resologics will provide convenient, fast, and readily available ways for visitors to communicate with the Ombudsperson. Those methods will include by phone, video conference, on-line contact form(s), and person to person / face to face access at a local Resologics office and/or at a TBD space at the Company offices. Every effort will be made to maintain confidentiality and usability.

2.) Proactive Skill Building

Resologics will provide workshops on a regular basis to small select company teams. The trainings will be designed to be short, fun, informative, fast paced, multi-platform based, and take-away driven. In most cases the Resologic embedded Ombudsperson will act as the trainer. This direct connection of the Ombudsperson to the company is meant to act as another point of contact to develop long-term relationships and to promote the use of all

Resologics services. In some cases, Resologics may determine that specific topics will be enhanced by using a different or additional trainer.

All Trainings Are Built On Four Core Principles

1. Conflict is normal and working through it as early as possible is one key to success in teams.
2. Being aware in real time of how we, and others, react in conflict situations is critically important.
3. Everyone must learn at least the basic tools to proactively deal with conflict in the workplace.
4. Asking for outside help to resolve conflict is sometimes necessary. Knowing when is critical.

Scheduling of the trainings will be built around the fast paced environment found at the company and will be made as convenient as possible for the company. Core topics will need to be taught on at least a quarterly basis with supplemental trainings available on a more frequent basis should the Ombudsperson and the company decide that is necessary. On-line training materials, handouts, e-handouts, access to a Resologics Blog and insider tips, case studies, and more will be available to all company members.

3.) Crisis Management

Should a conflict crisis emerge at the company, the Resologics Ombudsperson will act per the previously documented actions (section 1). The Ombudsperson is highly skilled in, and able to provide expertly, the following services as needed to resolve a conflict.

- Conflict Coaching
- Mediation
- Conciliation
- Training
- Assisted Negotiation
- Restorative Practices
- Recommendation of Alternative Services

Resologics will not provide Arbitration, Litigation or Mental Health services but will instead recommend practitioners should the need arise. In some cases the services listed above may also be outsourced in order to avoid any conflicts of interest. These outsider services will be at an extra TBD cost to the Company.

4.) Conflict Management Capacity Building

Resologics will provide services on an as needed basis for a growing team. Some of those services include the following;

- Due Diligence support and coaching in and around hiring, decision making processes, co-founder agreements, reward definitions, equity splits, etc...
- Long-term Conflict Management Plan Building and Pre-Human Resources Dept. conflict operating procedures development.
- Ombudsman Program Integration – long term
- Conflict systems analysis and resolution strategy building and implementation
- Exit interviewing

Reporting

Resologics prepares any data and/or reports in a manner that protects confidentiality for everyone in the organization. In general reporting is meant to help the organization see a broad picture of how people are interacting and to make obvious any areas that need attention. Typical reporting categories include; number of trainings and the topics; number of visitors; types of issues coming to the ombudsman; frequency and categorizing of issues; potential underlying causes for systemic problems; recommended actions; etc...

Agreed to and Accepted by:

Startup Company Representative / Date

Startup Company Representative / Date

Resologics Ombudsperson / Date