

LEUSI Internal Governance and Policy Framework

Draft Version 0.1
Levant European Safety Initiative
Stichting registered in the Netherlands
Internal governance, accountability, ethics, safeguarding, finance, operations, and impact policy

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1. Purpose of this governance framework

This framework defines how LEUSI governs itself, makes decisions, manages risk, protects its mission, handles money, works with partners, safeguards people, and reports impact.

LEUSI's mission is to transform workplace safety culture in the Levant and MENA region by developing frontline workers, engineers, contractors, transport workers, and local communities into HSSE leaders who can advance safer workplaces, institutional accountability, and internationally aligned safety standards.

LEUSI is not only a training provider. It positions itself as an organizing institution focused on leadership development, distributed leadership, constituency building, and institutional trust.

This governance framework therefore protects three things:

1. The legal integrity of the Dutch stichting.
2. The social mission of LEUSI.
3. The trust of workers, communities, partners, funders, and institutions.

2. Legal identity and governance basis

LEUSI should operate as a Dutch stichting with legal personality. A Dutch stichting must be established by a civil law notarial deed, and its articles of association define how the foundation operates, including the appointment and dismissal of directors.

A stichting always has a board. A supervisory board is optional but may be included in the statutes if LEUSI wants formal oversight beyond the executive board.

LEUSI should adopt a two-layer governance model from the beginning:

1. Stichting Board
The formal legal board is responsible for governance, strategy, finance, compliance, mission protection, risk, and final decision-making.
2. Advisory Council
A non-statutory advisory body composed of safety, legal, education, business, institutional, diaspora, humanitarian, and regional experts. This body gives advice but does not legally bind the stichting.

At a later stage, once LEUSI has funding, staff, and operational scale, the organization can consider establishing a formal Supervisory Board in its statutes.

3. Governance principles

LEUSI shall be governed according to the following principles:

1. Mission first
All decisions must serve the public benefit mission of improving HSSE awareness, safety leadership, worker dignity, and institutional accountability.
2. Independence
LEUSI shall not be captured by political parties, commercial interests, donors, contractors, religious authorities, or individual personalities.
3. Transparency
Financial decisions, board decisions, partnerships, conflicts of interest, and impact claims must be recorded and traceable.
4. Accountability
Every role must have clear responsibilities, reporting lines, and performance expectations.
5. Safeguarding and dignity
LEUSI must protect workers, trainees, volunteers, staff, communities, and vulnerable participants from abuse, exploitation, discrimination, retaliation, and harm.
6. Integrity and anti-corruption
LEUSI shall apply zero tolerance toward bribery, fraud, kickbacks, favoritism, false certificates, manipulated procurement, and political interference. ISO 37001 is a useful reference because it provides requirements and guidance for preventing, detecting, and responding to bribery across public, private, and not-for-profit sectors.
7. Evidence before scale
LEUSI shall not expand faster than its leadership capacity, quality control, and governance systems allow. This is directly aligned with the risks identified in the LEUSI framework, including overcentralization, political capture, donor dependency, and loss of trust due to a lack of transparency.

4. Governance structure

4.1 Stichting Board

The Board is the highest decision-making body of LEUSI.

Recommended composition:

1. Chairperson
2. Secretary
3. Treasurer
4. Program and Partnerships Lead
5. Ethics, Risk, and Safeguarding Lead

Minimum recommended size: 3 board members.

Preferred mature structure: 5 board members.

The Board should include expertise in:

1. Dutch governance and legal compliance.
2. Finance and audit.
3. HSSE, safety, or infrastructure.
4. NGO, social enterprise, or humanitarian governance.
5. Lebanon, Levant, MENA, or diaspora institutional knowledge.
6. Partnerships, education, certification, or workforce development.

4.2 Board responsibilities

The Board is responsible for:

1. Approving the strategic plan.
2. Protecting LEUSI's mission and legal purpose.
3. Approving the annual budget.
4. Approving annual accounts and annual activity report.
5. Approving major partnerships.
6. Approving paid staff roles and senior appointments.
7. Overseeing risk, compliance, safeguarding, and ethics.
8. Ensuring proper administration and records.
9. Ensuring that LEUSI does not distribute profit to board members.

10. Monitoring whether programs are aligned with mission and impact indicators.

Dutch government guidance states that a stichting may not distribute profit to directors.

4.3 Chairperson

The Chairperson is responsible for:

1. Leading board meetings.
2. Ensuring decisions are made properly.
3. Protecting board discipline and mission alignment.
4. Ensuring founder influence does not override governance.
5. Representing LEUSI externally when authorized by the Board.
6. Supporting the Executive Director or Founder without replacing board oversight.

4.4 Secretary

The Secretary is responsible for:

1. Meeting agendas.
2. Minutes.
3. Board resolutions.
4. Register of decisions.
5. Statutory records.
6. Policy register.
7. KVK and administrative updates, where relevant.
8. Document retention.

4.5 Treasurer

The Treasurer is responsible for:

1. Budget preparation.
 2. Financial controls.
 3. Bank account oversight.
 4. Donor fund tracking.
 5. Expense approval system.
 6. Financial reporting to the Board.
 7. Annual accounts preparation.
 8. Coordination with the accountant or auditor.
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3. Anti-corruption review.
 4. Whistleblowing process.
 5. Partner risk screening.
 6. Incident escalation.
 7. Protection of participants from retaliation.
 8. Annual ethics and risk review.

4.7 Advisory Council

The Advisory Council should support credibility without creating unnecessary legal exposure.

It may include:

1. HSSE experts.
2. Legal and Dutch governance advisors.
3. Lebanese and Syrian workforce experts.
4. European institutional partners.
5. Corporate safety leaders.
6. Education and certification specialists.
7. Insurance and risk experts.
8. Diaspora professionals.

Advisory Council members do not make binding decisions unless specifically authorized by the Board.

4.6 Ethics, Risk, and Safeguarding Lead

This role is critical for LEUSI because the organization works with frontline workers, vulnerable communities, refugees, contractors, municipalities, and politically sensitive contexts.

Responsibilities:

1. Conflict of interest register.
2. Safeguarding reporting channel.

5. Decision-making policy

5.1 Board meetings

The Board shall meet:

1. At least quarterly.
2. Monthly during the first 6 months of establishment.
3. Immediately in case of a serious incident, financial risk, safeguarding concern, legal issue, or reputational threat.

5.2 Quorum

A board meeting may make valid decisions only if:

1. More than half of the board members are present.
2. The Chairperson or a delegated meeting chair is present.
3. The Treasurer is present for financial decisions above the approved threshold.

5.3 Voting

Decisions should preferably be made by consensus.

If consensus is not possible:

1. Normal decisions require a simple majority.
2. Strategic decisions require a two-thirds majority.
3. Statutory amendments, dissolution, major financial commitments, or creation of a BV subsidiary require a two-thirds majority and legal review.

5.4 Reserved matters

The following decisions require full Board approval:

1. Annual strategy.
2. Annual budget.
3. Annual accounts.
4. Appointment or dismissal of board members.
5. Appointment or dismissal of Executive Director.
6. Opening or closing bank accounts.
7. Contracts above a defined threshold.
8. Paid employment contracts.
9. International partnerships.
10. Certification partnerships.
11. Use of LEUSI name, logo, curriculum, or intellectual property by third parties.
12. Public policy statements made in LEUSI's name.
13. Creation of a BV or commercial entity linked to the stichting.

6. Conflict of interest policy

A conflict of interest exists when a person's private, professional, financial, political, family, or institutional interest could influence their judgment in LEUSI matters.

Examples:

1. A board member owns or works for a training provider bidding for LEUSI work.
2. A partner asks LEUSI to certify workers without a proper assessment.
3. A donor asks LEUSI to support a political agenda.
4. A board member's relative is being hired or contracted.
5. A contractor offers gifts, travel, cash, or favors.

Policy:

1. All board members, staff, volunteers, trainers, and advisors must disclose conflicts.
2. A conflict-of-interest register must be maintained.
3. The conflicted person must leave the discussion and cannot vote.
4. Related party transactions require full Board approval and written justification.
5. Undisclosed conflicts may lead to removal from the role.

7. Financial governance policy

7.1 Financial principles

LEUSI funds must be used only for mission-aligned purposes.

Financial management must follow:

1. Transparency.
2. Segregation of duties.
3. Written approval.
4. Traceable payments.
5. No cash payments unless exceptional and documented.
6. No personal use of organizational funds.
7. No unexplained reimbursements.
8. No payments without an invoice, contract, or approved expense claim.

7.2 Bank controls

Recommended controls:

1. Two authorized signatories for payments above an agreed threshold.
2. Treasurer reviews monthly bank statements.
3. The Chairperson and Treasurer cannot be the only two people controlling finance.
4. The founder cannot approve payments to himself or related entities.
5. All bank accounts must be in the name of the stichting.

7.3 Budget policy

The Board shall approve an annual budget covering:

1. Programs.
2. Training delivery.
3. Certification costs.
4. Travel.
5. Staff and consultant fees.
6. Insurance.
7. Legal and accounting.
8. Communications.
9. Monitoring and evaluation.
10. Emergency reserve.

Budget deviations above 10 percent require Board approval.

7.4 Annual accounts and reporting

Where applicable, Dutch entities must file annual accounts with the KVK within 8 days of adoption, and the accounts must be adopted no later than 12 months after the financial year-end.

Even if LEUSI is not legally required to publish everything in the first stage, it should voluntarily prepare:

1. Annual activity report.
2. Annual financial statement.
3. Board composition overview.
4. Main funding sources.
5. Remuneration policy.
6. Impact results.
7. Risk and safeguarding summary.

If LEUSI applies for ANBI status, it must publish information such as its name, RSIN or tax number, contact details, purpose, policy plan highlights, board names and positions, remuneration policy, activity report, and financial statement.

8. Remuneration and expense policy

Board members should not receive profit distributions.

Board members may receive:

1. Reasonable reimbursement of approved expenses.
2. A modest attendance or governance fee, only if allowed by statutes, funder rules, ANBI rules where applicable, and Board policy.

Staff, consultants, trainers, and project personnel may be paid market-reasonable compensation for actual work performed.

Rules:

1. All paid work must be based on a written agreement.
2. Payments must reflect actual deliverables.
3. Founder compensation must be approved by non-conflicted board members.
4. No person may approve their own compensation.
5. All reimbursements require receipts.

9. Internal control and anti-fraud policy

Fraud includes:

1. False invoices.
2. Fake training attendance.
3. False certificates.
4. Inflated expenses.
5. Misuse of donor funds.
6. Manipulated procurement.
7. Undeclared related party contracts.
8. Bribes or facilitation payments.
9. Theft of funds or property.

Controls:

1. All training attendance must be documented.
2. Certificates must have unique identification numbers.
3. Trainer reports must be reviewed.
4. Partner payments require deliverable verification.
5. Procurement must be documented.
6. Financial documents must be stored securely.
7. Suspected fraud must be reported to the Ethics, Risk, and Safeguarding Lead and reviewed by the Board.

10. Procurement policy

Procurement must be fair, transparent, mission-aligned, and cost-responsible.

Thresholds should be defined by the Board. Recommended model:

1. Up to €500
One written approval and receipt.
2. €500 to €2,500
Two quotations were practical.
3. €2,500 to €10,000
Three quotations and a written evaluation.
4. Above €10,000
Board approval and documented procurement file.

11. Partnership policy

LEUSI may partner with:

1. Dutch institutions.
2. Levant municipalities.
3. Universities.
4. International NGOs.
5. European safety organizations.
6. Insurance actors.
7. Infrastructure companies.
8. Development agencies.
9. GCC actors.

This aligns with LEUSI's framework, which identifies institutional alliances as sources of legitimacy, access, and resources.

Procurement criteria:

1. Quality.
2. Cost.
3. Safety standards.
4. Ethical reputation.
5. Local relevance.
6. Delivery capacity.
7. Conflict of interest status.
8. Data protection and safeguarding compliance.

Before signing any partnership, LEUSI must conduct a partner review covering:

1. Mission alignment.
2. Legal registration.
3. Reputation.
4. Political exposure.
5. Corruption risk.
6. Safeguarding risk.
7. Financial reliability.
8. Ability to protect worker dignity.
9. Compliance with LEUSI certification and training standards.

LEUSI must not partner with organizations that:

1. Exploit workers.
2. Discriminate against refugees or vulnerable groups.
3. Request false certification.
4. Use LEUSI for political propaganda.
5. Refuse transparency.
6. Create unacceptable reputational risk.

12. Safeguarding policy

LEUSI works with workers, refugees, young people, trainees, and communities who may face economic pressure, unsafe work, informal employment, or institutional vulnerability.

Safeguarding means protecting people from harm caused by LEUSI's staff, board, trainers, volunteers, partners, programs, communications, or data handling.

Prohibited conduct:

1. Sexual exploitation or abuse.
2. Harassment.
3. Bullying.
4. Discrimination.
5. Retaliation against complainants.
6. Abuse of power.
7. Exploitation of workers.
8. Political intimidation.
9. Unsafe training practices.
10. Public exposure of vulnerable individuals without consent.

Requirements:

1. Every trainer, volunteer, board member, and staff member must sign the Code of Conduct.
2. A confidential complaints channel must exist.
3. Complaints must be reviewed within 7 days.
4. Serious safeguarding incidents must be escalated immediately.
5. No retaliation is allowed.
6. Participant consent is required for photos, stories, videos, testimonials, and case studies.
7. Children and minors require additional protection and parental or guardian consent.

13. Code of Conduct

All LEUSI representatives shall:

1. Respect human dignity.
2. Act with honesty.
3. Avoid conflicts of interest.
4. Protect confidential information.
5. Treat workers, refugees, students, contractors, municipalities, and partners fairly.
6. Refuse bribery and gifts that influence judgment.
7. Report unsafe conditions honestly.
8. Avoid political manipulation.
9. Avoid false promises regarding jobs, visas, certification, or employment abroad.
10. Represent LEUSI accurately and professionally.
11. Protect LEUSI's name, curriculum, intellectual property, and reputation.
12. Report misconduct.

14. Data protection and privacy policy

LEUSI must comply with the GDPR when processing personal data in the EU or in connection with its Dutch entity. GDPR Article 5 requires personal data to be processed lawfully, fairly, transparently, for specified purposes, limited to what is necessary, accurate, stored only as needed, and protected with appropriate security.

LEUSI may collect:

1. Trainee names.
2. Contact details.
3. Attendance records.
4. Assessment results.
5. Certificates.
6. Photos and videos with consent.
7. Partner contact information.
8. Volunteer and staff records.

Data rules:

1. Collect only necessary data.
2. Explain why data is collected.
3. Obtain consent where required.
4. Protect sensitive worker stories.
5. Limit access to authorized persons.
6. Do not share trainee data with employers without consent.
7. Store certification records securely.
8. Delete data when no longer needed.
9. Report data breaches in accordance with applicable law.
10. Use secure systems for digital records.

15. HSSE training and certification integrity policy

LEUSI's credibility depends on the quality and honesty of its training and certification.

Training principles:

1. Practical.
2. Multilingual.
3. Worker-centered.
4. Inspired by VCA and European HSSE logic.
5. Adapted to local realities.
6. Measurable.
7. Employer relevant.

This reflects LEUSI's own framework, which states that the LEUSI Safety Standard should be inspired by VCA, adapted to local realities, multilingual, practical, measurable, employer-relevant, and worker-centered.

Certification rules:

1. No certificate without attendance and assessment.
2. No certificate may be sold.
3. No certificate may be issued under pressure from a donor, employer, politician, or partner.
4. Every certificate must have a unique record.
5. Failed participants may retake training under clear rules.
6. Trainers must declare conflicts of interest.
7. Training materials must be version controlled.
8. Incident reporting exercises must be practical, not symbolic.
9. LEUSI must clearly distinguish between its internal certificates and external certified qualifications.

16. Whistleblowing and complaints policy

Any person may report:

1. Fraud.
2. Bribery.
3. False certification.
4. Safeguarding concerns.
5. Abuse of power.
6. Unsafe conduct.
7. Discrimination.
8. Retaliation.
9. Misuse of funds.
10. Breach of policy.

Reporting channels:

1. Direct to Ethics, Risk, and Safeguarding Lead.
2. Direct to Chairperson.
3. Anonymous form, when available.
4. External legal or safeguarding authority, where required.

Rules:

1. Reports must be logged.
2. The reporter must be protected.
3. Retaliation is misconduct.
4. Conflicted persons cannot investigate.
5. Serious matters must be reported to the Board.
6. Findings must be documented.
7. Corrective actions must be tracked.

17. Risk management policy

LEUSI must maintain a risk register reviewed quarterly.

Risk categories:

1. Governance risk.
2. Financial risk.
3. Legal risk.
4. Political capture risk.
5. Corruption risk.
6. Safeguarding risk.
7. Program quality risk.
8. Certification integrity risk.
9. Data protection risk.
10. Security and travel risk.
11. Reputation risk.
12. Founder dependency risk.
13. Donor dependency risk.
14. Partner misconduct risk.

Risk scoring:

1. Likelihood.
2. Impact.
3. Current controls.
4. Responsible owner.
5. Mitigation action.
6. Review date.

LEUSI should apply risk-based due diligence in partnerships and operations, consistent with the OECD responsible business conduct approach, which calls for risk-based due diligence to avoid adverse impacts on people and the environment.

18. Political neutrality and institutional independence policy

LEUSI may engage with public institutions, municipalities, ministries, donors, and policy actors.

However, LEUSI must remain politically independent.

LEUSI shall not:

1. Endorse political parties.
2. Campaign for candidates.
3. Allow political branding in training programs.
4. Exchange certification for political access.
5. Allow unsafe actors to use LEUSI for reputation laundering.
6. Accept funding that compromises independence.

LEUSI may:

1. Advocate for stronger safety standards.
2. Provide policy proposals.
3. Publish evidence from pilot programs.
4. Work with municipalities.
5. Engage ministries and regulators.
6. Support public procurement safety standards.

This aligns with LEUSI's long-term goal of influencing construction safety standards, municipal safety requirements, worker certification systems, contractor accountability, public procurement safety standards, and emergency preparedness.

19. Communications and public representation policy

LEUSI communications must be:

1. Accurate.
2. Respectful.
3. Non-exploitative.
4. Evidence-based.
5. Dignified.
6. Non-partisan.
7. Clear about what LEUSI can and cannot provide.

LEUSI must not exaggerate:

1. Accreditation status.
2. Certification authority.
3. Partnerships.
4. Funding.
5. Government recognition.
6. Employment outcomes.
7. Impact numbers.

Public claims must be supported by records.

Worker stories must require informed consent.

Images of unsafe sites must not expose workers to retaliation.

20. Impact measurement and reporting policy

LEUSI shall measure three types of impact:

20.1 Organizing impact

1. Number of relational meetings.
2. Active volunteer growth.
3. Leadership retention.
4. Team development.
5. Number of trained ambassadors.
6. Community participation.

These are already identified in LEUSI's strategic metrics.

20.2 Operational safety impact

1. Training completion.
2. Safety observation routines.
3. Toolbox talks delivered.
4. PPE compliance improvement.
5. Housekeeping improvements.
6. Traffic flow improvements.
7. Incident reporting frequency.
8. Audit score improvements.
9. Emergency response readiness.
10. Reduction of repeated unsafe behaviors.

20.3 Institutional impact

1. Partnerships established.
2. Municipal collaborations.
3. Funding secured.
4. Policy engagement.
5. Employer adoption.
6. Public recognition.
7. Adoption of LEUSI safety tools.
8. Contribution to local safety standards.

21. Founder role and founder dependency policy

Because LEUSI is strongly connected to the founder's story, experience, credibility, and moral purpose, the organization must protect the founder's contribution while preventing over centralization.

Rules:

1. The founder may lead vision, strategy, partnerships, and external positioning.
2. The Board remains legally responsible for governance.
3. The founder cannot approve major spending unilaterally.
4. The founder cannot approve personal compensation.
5. The founder cannot issue certificates outside approved systems.
6. The founder should develop second-line leadership.
7. The Board should review founder dependency annually.
8. At least two other people must be able to explain LEUSI's strategy, programs, and governance to external stakeholders.

This directly addresses LEUSI's own identified risk of over-centralization around founder identity.

22. Stichting and BV relationship policy

If LEUSI later creates a BV for commercial training, certification support, consultancy, licensing, or employer services, the relationship must be controlled carefully.

Recommended structure:

1. Stichting owns or controls the mission and brand.
2. BV delivers commercial services.
3. BV profits, where legally and financially possible, support the stichting mission.
4. BV cannot dilute the public benefit purpose.
5. Transactions between Stichting and BV must be documented at fair market value.
6. Conflicts of interest must be recorded.
7. Separate bank accounts and accounting records must be maintained.
8. The Board must approve all intellectual property licensing between Stichting and BV.
9. The stichting must retain control over its social mission, ethics, safeguarding, and public-benefit positioning.

23. Insurance policy

LEUSI should assess and obtain appropriate insurance as soon as operations begin.

Recommended insurance:

1. Directors and officers' liability insurance.
2. General liability insurance.
3. Professional liability insurance for training and advisory work.
4. Volunteer insurance.
5. Travel insurance for international work.
6. Cyber and data protection insurance if digital certification records are stored.

KVK notes that a foundation can take out liability insurance for board members to reduce personal liability exposure, except in cases of mismanagement.

24. Board liability and duty of care

Board members are usually not personally liable for the actions of a legal entity, but they may be liable in cases of mismanagement, serious neglect of administration, entering into obligations the organization cannot meet, late financial filings, or failure to report an inability to pay taxes and social contributions, where applicable.

Therefore, LEUSI board members must:

1. Act in the interest of LEUSI and its mission.
2. Maintain proper records.
3. Avoid reckless commitments.
4. Review finances regularly.
5. Avoid conflicts of interest.
6. Challenge unsafe or unclear decisions.
7. Ensure compliance with Dutch law.
8. Ensure that international operations are documented and controlled.

25. Minimum policy package LEUSI should approve in year one

The Board should approve the following documents:

1. Articles of Association.
2. Board Regulations.
3. Conflict of Interest Policy.
4. Financial Management Policy.
5. Procurement Policy.
6. Safeguarding Policy.
7. Code of Conduct.
8. Anti-Fraud and Anti-Corruption Policy.
9. Whistleblowing and Complaints Policy.
10. Data Protection Policy.
11. Training and Certification Integrity Policy.
12. Partnership Due Diligence Policy.
13. Communications and Consent Policy.
14. Risk Register.
15. Annual Budget.
16. Annual Activity Plan.
17. Impact Measurement Framework.

26. First 90-day governance action plan

Month 1

1. Finalize statutes with a notary.
2. Confirm board roles.
3. Register with KVK.
4. Register UBOs where applicable. KVK states that foundations must register UBOs, including persons who can make decisions about the organization or hold more than 25 percent of voting rights in certain decisions.
5. Open a bank account.
6. Approve temporary governance policy.
7. Create conflict of interest declarations.
8. Create a board decision register.

Month 2

1. Approve financial controls.
2. Approve the safeguarding policy.
3. Approve the code of conduct.
4. Approve procurement thresholds.
5. Create a partner due diligence form.
6. Create a certificate integrity system.
7. Prepare first-year budget.
8. Prepare risk register.

Month 3

1. Approve the annual activity plan.
2. Prepare ANBI readiness file if relevant.
3. Identify an accountant or financial advisor.
4. Create a data protection register.
5. Formalize Advisory Council terms of reference.
6. Create a complaints and whistleblowing channel.
7. Publish basic transparency information on the website.
8. Prepare the first pilot governance pack for Lebanon.

27. Governance statement for LEUSI website

You can use this text publicly:

LEUSI is governed as a mission-driven Dutch stichting committed to safety, dignity, transparency, and institutional accountability. Our governance model is designed to protect the organization's independence, ensure responsible use of resources, prevent conflicts of interest, safeguard participants, and maintain the integrity of our HSSE training and leadership development programs. LEUSI works to build trust through clear decision-making, financial responsibility, ethical partnerships, measurable impact, and respect for the people and communities we serve.

28. Sharp recommendation

For LEUSI, governance should not look like an administrative formality. It should be part of the mission.