

## Article XIII Whistleblower Protection Policy

### **A. Intent**

The Corporation shall endeavor to protect a “Director”, “Officer” (each as defined by these Bylaws), employee, including any “Key Person” (as defined by these Bylaws) or volunteer who provides substantial services to the Corporation from intimidation, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its Directors, Officers, employees or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the Corporation. A copy of this policy shall be distributed to all Directors, Officers, employees and volunteers who provide substantial services to the Corporation.

### **B. Requirements**

Provided the Corporation has twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), it is required, pursuant to State statute, to adhere to the terms of this policy, which, in the absence of such considerations, shall be considered advisable, but not necessarily required.

### **C. Disclosure**

If any Director, Officer, employee or volunteer reasonably believes that some policy, practice, or activity of the Corporation, or of another individual or entity with whom the Corporation has a substantial business relationship exceeding ten thousand dollars (\$10,000), may violate any statute, regulation, applicable ethical standard or policy or procedure of the Corporation, such individual is required to file a confidential written report summarizing his/her concerns with the Vice-President, general counsel for the Corporation or a designated Employee Protection Office, as appropriate.

### **D. Investigation & Resolution**

The investigation of any alleged misconduct or omission governed by this policy shall be conducted in the following manner:

1. The Director, Officer, employee or volunteer shall file the confidential written report with the Vice-President, general counsel or other designated Employee Protection Officer, as appropriate, within thirty (30) business days of witnessing the alleged misconduct or omission, whereupon said Vice-President, general counsel or other designated Employee Protection Officer, as appropriate, shall act as follows:

- a) Maintain the confidentiality of subject Director, Officer, employee or volunteer by not disclosing to other Directors, Officers, employees or volunteers for the Corporation, the existence of the alleged misconduct or omission, the underlying factual circumstances of the filing of the written report, except as needed in order to properly investigate the matter;
- b) Conduct an appropriate investigation of the matter within approximately thirty (30) business days of receipt of the written report, or as soon as practicable thereafter;
- c) Review the policies and procedure of the Corporation, making particular note of the alleged misconduct or omission;

- d) Assess, in the most confidential manner possible, the concerns of the subject Director, Officer, employee or volunteer, via written questionnaire and/or interview, as well as those of other Directors, Officers, employees or volunteers who may have an understanding of, or be complicit in, the alleged misconduct of omission, in order to form an informative opinion of the matter and, if necessary, potential recommendations for resolution;
- e) Ensure that any person who is the subject of a whistle blower complaint not be present at or participate in board or committee deliberations on the matter relating to the complaint;
- f) Prepare and submit a written report on the matter to the Finance Committee or an *Ad Hoc* Whistleblower-Employee Protection Committee of the Board, as appropriate, together with recommendations as to resolution and a timeline for implementation of recommended actions; and
- g) Forward a copy of the written report to the “Entire Board of Directors” (as defined by these Bylaws).

2. The Finance Committee or *ad hoc* Whistleblower Employee Protection Committee, as appropriate, shall act on the written report of the Vice-President, general counsel or other designated Employee Protection Officer, as appropriate, review findings and recommendation identified therein, and submit to the Board of Directors a written assessment of the matter, recommendation as to resolution and a timeline for implementation of recommended actions; and

3. Upon receipt of the written report of the Vice-President, general counsel or other designated Employee Protection Officer, as appropriate and the written assessment of the Finance Committee or *ad-hoc* Whistleblower-Employee Protection Committee, as appropriate, the Board of Directors, at its next scheduled Regular Meeting or a Special Meeting called for that purpose, shall consider the matter and render binding determinations as to resolution, up to, and including, the suspension or removal of any Director, Officer, employee or volunteer of the Corporation found to have engaged in the subject misconduct or omission.

#### **E. Retaliation Protections**

Upon filing a written report of alleged violation(s) of statute, regulation or applicable ethical standard, any such Director, Officer, employee or volunteer shall be protected, directly and indirectly, from intimidation, harassment, discrimination or other forms of retaliation on the part of the Corporation or any of its Directors, Officers, employees or volunteers.

#### **F. Documentation**

The Finance Committee or *ad-hoc* Whistleblower-Employee Protection Committee, as appropriate, and the Board of Directors shall assure that the matter is properly documented in the records of the Corporation, including minutes of any meeting of any Committee and the Board where the matter was considered and/or addressed, paying particular attention to the confidentiality of this policy.

#### **G. Limitations**

This policy does not protect any Director, Officer, employee or volunteer of the Corporation acting in bad faith; who is deliberately dishonest; and /or has personally garnered profit, or some other advantage, to which she/she is not legally entitled. No Director, Officer, employee or volunteer should expect protection under this policy if he/she is complicit in the misconduct or omission that is the subject of his/her concern, unless his/her complicity is, itself, promoted by duress or is motivated by reasonable fear of some form of intimidation, harassment, discrimination or other form of retaliation.

#### **H. Publication**

A copy of the policy shall be distributed to all Directors, Officers, employees and volunteers who provide substantial services to the Corporation.