



## **POLICIES AND PROCEDURES**

### **Policy on Whistleblowers**

#### **Purpose**

The Hydrocephalus Association (HA or Association) is committed to ethical and lawful behavior in all aspects of all of its activities. The Association requires employees, officers, directors, and volunteers to:

- act in accordance with all applicable laws, regulations and Association policies and procedures, and
- observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

This Policy establishes procedures to:

- prevent or detect and correct improper activities;
- encourage each HA employee, director, officer, and volunteer (“Reporter”) to report what he or she, in good faith, believes to be a material violation of law, HA policy or questionable accounting/ auditing matter by the Association;
- define the responsibilities of managers, Chief Executive Officer (CEO), Audit Committee Chair, Board Chair, etc. (Investigator) in performing the investigation of allegations;
- ensure the receipt, documentation, retention of records, and resolution of reports received under this policy;
- protect Reporter(s) from any retaliatory action.

#### **Policy and Procedures:**

##### ***Reporting Responsibility***

Each Reporter has an obligation to report what he or she believes is a:

- material violation of law or policy; or
- any questionable accounting; or
- auditing matter by the Association, its officers, directors, employees, volunteers, agents; or
- other representatives.

Reporters must also notify the Association if an action needs to be taken in order for the Association to be in compliance with law or policy or with generally accepted accounting practices.

The types of concerns that should be reported include, but are not limited to:

- providing false or misleading information on the Association's financial documents, grant reports, tax returns or other public documents;
- providing false information to or withholding material information from the HA's auditors, accountants, lawyers, directors or other representatives responsible for ensuring Association compliance with fiscal and legal responsibilities;
- embezzlement, private benefit, or misappropriation of funds;
- material violation of Association policy, including among others, confidentiality, conflict of interest, whistleblower, ethics and document retention;
- discrimination based on race, gender, sexual orientation, ethnicity, and disability;
- facilitation or concealing any of the above or similar actions

## ***Reporting Concerns***

### **Employees**

Whenever possible, employees should seek to resolve concerns by reporting issues directly to his/her manager or to the next level of management above, as appropriate, until matters are satisfactorily resolved. If, for any reason, an employee is not comfortable speaking to a manager or does not believe the issue is being properly addressed, he/she may contact the CEO or the Board Chair. If an employee does not believe that these channels of communication can or should be used to express his/her concerns, an employee may contact any member of the Association's executive committee. Whenever practical, reports and communications should be in writing.

### **Directors and Other Volunteers**

Directors and other volunteers may submit concerns to the CEO or the Board Chair. If the volunteer or director is not comfortable reporting to either of

these individuals or if he/she does not believe the issue is being properly addressed, the volunteer or director may report directly to the Executive Committee.

### ***Investigation of Alleged (Reported) Violations***

The Association will expeditiously investigate all reports filed in accordance with this policy, with due care. Matters reported internally without initial resolution will be investigated by the Investigator to determine whether:

- the allegations are true,
- the issue is material and
- actions, if any, are necessary to correct the problem.

The Investigator will issue a full written report of all matters raised under this policy to the Executive Committee. The Executive Committee may conduct a further investigation upon receiving the report from the Investigator.

For matters reported directly to the Executive Committee or the Board Chair, the Executive Committee shall promptly (generally within five business days) acknowledge receipt of the complaint to the complainant if the identity of the complainant is known and conduct an investigation to determine if the allegations are true and whether the issue is material and what, if any, corrective action is necessary. Upon the conclusion of this investigation, the Executive Committee shall promptly report its findings to the Board of Directors.

### ***Authority of Audit Committee***

The Audit Committee shall have full authority to investigate concerns raised in accordance with this policy and may retain outside legal counsel, accountants, private investigators, or any other resource that the Committee reasonably believes is necessary to conduct a full and complete investigation of the allegations.

### ***No Retaliation***

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise serious concerns within the organization for investigation and appropriate action.

No director, volunteer, or employee who, in good faith, reports a concern shall be threatened, discriminated against or otherwise subject to retaliation or, in the case of an employee, adverse employment consequences as a result of such report. Moreover, a volunteer or employee who retaliates against

someone who has reported a concern in good faith will be subject to discipline up to and including dismissal from the volunteer position or termination of employment.

### ***Acting in Good Faith***

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the matter raised is a serious violation of law or policy or a material accounting or auditing matter. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, with gross negligence, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment.

### ***Confidentiality***

Reports of concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible. However, consistent with the need to conduct an adequate investigation, the Association cannot guarantee complete confidentiality. Disclosure of information relating to an investigation under this policy by Association staff, directors, or others involved with the investigation of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and, with respect to Association employees, may result in discipline, up to and including termination of employment.