



Whistleblower Protection Policy

Section 1. Intent. The Corporation shall endeavor to protect any “Director,” “Officer” (each as defined by Appendix A of these Bylaws) employee, including any “Key Person” (as defined by Appendix A of these Bylaws), volunteer, past employee, or independent contractor who provide substantial services to the Corporation from intimidation, bullying, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its Directors, Officers, employees, volunteers, past employee, or independent contractor as a consequence of the good faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy, procedure of the Corporation, or something that creates a substantial danger to public health or safety.

Section 2. 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), or in the event the Corporation receives funding from Medicaid, it is required, pursuant to statute, to adhere to the terms of this policy, which, in the absence of such considerations, shall be considered advisable, but not necessarily required. Nothing herein shall obligate the Corporation to utilize this specific Whistleblower Protection Policy for all potential whistleblower claims. Separate policies may be devised for Directors and Officers, employees, and volunteers. However, in the absence of any other specific policies, the terms of this Policy shall govern.

Section 3. Disclosure. If any Director, Officer, employee, volunteer, past employee, or independent contractor reasonably believe 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, or has

concerns about a substantial danger to public health or safety, such an individual is required to file a confidential written report summarizing his/her concerns with a member of the Audit Committee. While any such report may be submitted anonymously, it is strongly recommended that the whistleblower, whose identity shall be safeguarded to the greatest extent possible pursuant to the terms of this policy, assure that his/her concern is properly investigated.

Section 4. Investigation & Resolution Procedures. The investigation of any alleged misconduct or omission shall be conducted in the following manner:

- a. Upon receipt of a confidential written report submitted by a whistleblower to a member of the Audit Committee, the report shall ordinarily be forwarded to the chair of the Audit Committee who shall be responsible for properly receiving, overseeing, investigating, assessing, rendering determinations concerning and assuring for the proper documentation and recordation of any, and all, such reports in a manner consistent with the terms of this Policy. In instances where the Chair of the Audit Committee is herself a whistleblower, a subject of the whistleblower's claims or otherwise conflicted, she shall disclose to the Committee the existence of the whistleblower's claim and that she has a real or potential conflict of interest, the Committee shall assign another Director to serve as a "Designated Protection Officer" responsible for overseeing the response to the whistleblower's report. In all instances, as part of her duties, the individual responsible for coordinating the investigation of, and response to, a whistleblower concern shall confirm, and contemporaneously document, that she has accepted responsibilities for overseeing the Corporation's response and that she possesses the knowledge to so act, as well as identify and address, on an ongoing basis, needs for the Improvement of this Whistleblower Protection Policy;
- b. Within thirty (30) days of receipt of the written report of a whistleblower, or as soon as practicable thereafter, the Chair of the Audit Committee, or the Designated Protection Officer, as appropriate, shall act as follows:
 - i. safeguard the confidentiality of subject whistleblower by not disclosing to other Directors, Officers, employees or volunteers of 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;
 - ii. conduct an appropriate investigation of the matter within approximately thirty (30) days of receipt of the written report, or as soon as practicable thereafter;
 - iii. review the policies and procedure of the Corporation, making note of the alleged misconduct or omission;
 - iv. assess, in the most confidential manner possible, the concerns of the subject whistleblower via written questionnaire and/or interview, as well as those of other Directors, Officers, employees, volunteers, past employees or independent contractors who may have an understanding of, or be complicit in, the alleged misconduct or omission, in order to form an informative opinion of the matter and, if necessary, potential recommendations for resolution;
 - v. prepare and submit a written report on the matter to the Audit Committee, together with recommendations as to resolution and a timeline for implementation; and,
 - vi. forward a copy of the written report to the entire Board.
- c. The Audit Committee shall act on the written report of the Chair, or the Designated Protection Officer, as appropriate, review findings and recommendation identified therein, and submit to the Board of Directors a final written assessment of the matter, recommendations as to resolution and a timeline for implementation of recommended actions; and,
- d. Upon receipt of the written report of the Chair of the Audit Committee, or Designated Protection Officer, as appropriate, and the written assessment of the Audit Committee, 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.

Section 5. Retaliation Protections. Upon filing a report of the alleged violation(s) of statute, regulation, applicable ethical standard, or upon a reasonable belief that the Corporation's actions creates a substantial danger to public health or safety, any such Director, Officer, Key Person, past employee or independent contractor shall be protected, directly and indirectly, from intimidation, bullying, harassment, discrimination or adverse employment consequence or action on the part of the Corporation or any of its Directors,

Officers, employees or volunteers. There is no requirement to give the Corporation advance notice when whistleblowing to a supervisor or public body if:

- a. there is imminent and serious danger to public health;
- b. by giving notice the individual things related evidence will be destroyed;
- c. minors are at risk;
- d. the individual or someone else would be physically harmed; or
- e. the supervisor already knows about the issue and will not correct it.

Section 6. Documentation. The Audit Committee and the Board of Directors shall assure that the matter is properly documented in the records of the Corporation, including minutes of the meetings of the Committee and the Board where the matter was considered and/or addressed.

Section 7. Limitations. This policy does not protect any Director, Officer, employee, volunteer, past employee, or independent contractor of the Corporation acting in bad faith; who is deliberately dishonest; and/or, who has personally garnered profit, or some other advantage, to which he/she is not legally entitled to receive. No Director, Officer, employee, volunteer, past employee, or independent contractor should expect protection under this policy if complicit in the misconduct or omission that is the subject of his/her concern, unless his/her complicity was prompted by duress or is motivated by reasonable fear of retaliation.

Section 8. Publication. A copy of the policy, or any analogous whistleblower protection policies, as appropriate, shall be distributed to all Directors, Officers, employees, volunteers, and independent contractors who provide substantial services to the Corporation and posted in a conspicuous, easily accessible, well lit area regularly frequented.