



Whistleblower Policy

Amended March 22, 2018

General

The Council on Foundations (Council) is committed to lawful and ethical behavior in all of its activities and requires directors, officers, volunteers, employees, and anyone who provides contracted services to the Council (each, a “Reporting Individual”) to act in accordance with all applicable laws, regulations and policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

The objectives of the Council’s Whistleblower Policy are to establish policies and procedures to:

Prevent or detect and correct improper activities, encourage each Reporting Individual to report what he or she in good faith suspects or believes to be a material violation of law or policy or questionable accounting or auditing matter by or within the Council, ensure the receipt, documentation, retention of records, and resolution of reports received under this policy, and protect Reporting Individuals from retaliatory action. While this policy outlines specific procedures, any questions regarding the policy should be addressed to the President and CEO, who has been designated to administer this policy and to report to the Audit Committee.

A copy of this policy is distributed to all Reporting Individuals.

Reporting Responsibility

Each Reporting Individual has an obligation to report in good faith actual or suspected activities that may be illegal or in violation of the Council’s policies with respect to, without limitation, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, and misuse of the Council’s assets, as well as any violations or suspected violations of high business and personal ethical standards, as such standards relate to the Council (each, a “Concern”). Reporting Individuals must also notify the Council if an action needs to be taken in order for the Council to be in compliance with law or policy or with generally accepted accounting practices. The types of Concerns that must be reported include, for purposes of illustration and without being limited to, the following:

- ✓ providing false or misleading information on the Council’s financial documents, grant reports, tax returns or other public documents;
- ✓ providing false information to or withholding material information from the Council’s auditors, accountants, lawyers, directors or other representatives responsible for ensuring Council compliance with fiscal and legal responsibilities;
- ✓ embezzlement, private benefit, or misappropriation of funds;

- ✓ material violation of Council policy, including among others, confidentiality, conflict of interest, whistleblower, ethics and document retention; and
- ✓ facilitation or concealing any of the above or similar actions.

This policy is not intended as a vehicle for reporting violations of the Council's applicable human resources policies, problems with co-workers or managers, or for reporting issues related to alleged employment discrimination or sexual or any other form of unlawful harassment, all of which should be dealt with in accordance with the Council's policies, as contained in the Council's Employee Handbook.

Reporting Concerns

Reporting Individuals must report Concerns to the chair of the Council's Audit Committee. If the individual is not comfortable reporting to the chair of the Council's Audit Committee or if he/she does not believe the issue is being properly addressed, the individual should report directly to the board chair. Whenever practical, reports should be in writing.

Contact Information

Contact information for the president/CEO, chair of the Audit Committee and board chair may be obtained from the Council's website (www.cof.org) or by calling the Council at 703/879-0600. Concerns may be submitted anonymously. Because it is impossible to seek additional information from a Reporting Individual about anonymous reports, it is essential that such reports contain as much specific information as possible.

Handling of Reported Violations

The Council will investigate all reports filed in accordance with this policy with due care and promptness. The chair of the Council's Audit Committee or his/her designee will promptly (generally within ten business days) acknowledge receipt of the complaint to the complainant if the identity of the complainant is known and the Audit Committee will conduct an investigation to determine if the allegations are true, whether the issue is material and what, if any, corrective action should be taken. The chair of the Audit Committee will notify the board chair of any such investigation. Upon the conclusion of any investigation or decision not to investigate further, the Audit Committee will promptly report its findings to the Executive Committee.

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.

Directors who are also employees of the Council may not participate in Board or Audit Committee deliberations or voting relating to administration of this Policy. An individual who is

the subject of a whistleblower complaint may not be present at or participate in board or committee deliberations or voting on the matter relating to the complaint. The board or the Audit Committee may, however, ask such individuals to present background information or to answer questions prior to the commencement of deliberations or voting.

No Retaliation

This Whistleblower Policy is intended to encourage and enable Reporting Individuals to raise Concerns within the organization for investigation and appropriate action. With this goal in mind, no Reporting Individual who, in good faith, reports a Concern shall suffer intimidation, harassment, retaliation, discrimination or, in the case of an employee or officer, suffer adverse employment consequences as a result of such report. Moreover, a volunteer, contractor, officer, director or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position, termination of employment, or termination of contract position. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between the Council and its employees, nor does it change the fact that employees of the Council are employees at will. Nothing contained herein is intended to provide any Reporting Individual with any additional rights or causes of action, other than those provided by law.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the matter raised is a material 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. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal lawsuits.

Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible. Reports may also be made anonymously. However, consistent with the need to conduct an adequate investigation, the Council cannot guarantee complete confidentiality. The Council has a compelling interest in protecting the integrity of its investigations. In every investigation, the Council has a strong desire to protect witnesses from harassment, intimidation and retaliation, to keep evidence from being destroyed, to ensure that testimony is not fabricated, and to prevent a cover-up. The Council may decide in some circumstances that in order to achieve these objectives, the investigation must be conducted in strict confidence. This determination will

be made on a case-by-case basis and, before directing employees involved in an investigation to keep the matter confidential, the Council will weigh its interests in preserving the integrity of the investigation against each employee's right to engage in protected communications pursuant to the National Labor Relations Act. If the Council imposes such a requirement and notifies participants in an individual investigation that such confidentiality is required, subsequent disclosure of information relating to an investigation under this policy by Council 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 Council employees, may result in discipline, up to and including termination of employment.

Records

The Audit Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under the Council's record retention policies in effect from time to time) all records relating to any reported Concern and to the investigation and resolution thereof. All such records are confidential to the Council and such records will be considered privileged and confidential.

Conflicts of Interest

If the complaint involves a member of an investigating committee, the chair of the Council's Audit Committee, the Executive Committee, the president and CEO, and/or the board chair, the involved individual(s) will not be permitted to participate in the consideration of the complaint or the determination of what, if any, action needs to occur with regard to the complaint; however, such individual(s) may present information as background or answer questions at a meeting prior to the commencement of deliberations or voting, if requested by the board or the applicable committee. If such involvement excludes the majority of a committee from participating in the process, the board chair will assign the investigation to another board committee without similar conflicts. In the event that both the Audit Committee chair and the board chair have a conflict of interest, the investigation will be assigned by the next individual on the following list without a conflict of interest: governance committee chair or president and CEO.

Signature: _____

Date: _____

Print name: _____