

MINORITY CORPORATE COUNSEL ASSOCIATION, INC.

WHISTLEBLOWER POLICY¹

- I. **General.** The Minority Corporate Counsel Association, Inc. (the “Organization”) requires directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.
- II. **Reporting Responsibility.** It is the responsibility of all directors, officers, employees, and volunteers to comply with the Organization’s policies and all applicable laws and regulations and to report violations or suspected violations in accordance with this Whistleblower Policy.
- III. **No Retaliation.** No director, officer, employee, or volunteer who in good faith reports any action or suspected action taken by or within the Organization that is illegal, fraudulent, or in violation of any adopted policy of the Organization shall suffer intimidation, harassment, discrimination, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported an alleged violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise concerns about potential illegal activity or violation of Organizational policies within the Organization prior to seeking resolution outside of the Organization.
- IV. **Reporting Alleged Violations.** In most cases, an employee or volunteer should report suspected violations of the Organization’s policies or potential illegal activities to his or her supervisor. If the employee or volunteer is not comfortable speaking with his/her supervisor or is not satisfied with his/her supervisor’s response, he/she is encouraged to speak with someone who has Human Resources functional responsibilities or anyone in management whom he/she is comfortable approaching. Supervisors and managers are required to report suspected violations of the Organization’s policies or the law to the Executive Director or President of the Organization. Officers and directors should report suspected violations of the Organization’s policies or potential illegal activities to the Executive Director or the President. If an employee or volunteer wishes to report a suspected violation concerning the Executive Director or the President, the employee or volunteer should report such a violation to a member of the board. Such report will be investigated by the board or a committee thereof, with assistance from the President and Executive

¹ This policy is drafted to comply with New York’s Not-For-Profit Corporation law, as amended by the New York Non-Profit Revitalization Act of 2013 (which was subsequently amended in 2016). The NPRA requires New York not-for-profit organizations and charitable trusts which have twenty or more employees and in the prior fiscal year had annual revenue of over \$1 million to adopt a whistleblower policy meeting certain guidelines.

Director where appropriate. A report of the findings will be submitted to the full board with recommendations for action.

- V. Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of any law or organization policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates such a violation. The Organization will view making a malicious allegation or an allegation known to be false as a serious disciplinary offense.
- VI. Confidentiality.** Violations or suspected violations may be submitted confidentially or anonymously. Because it is not possible to obtain further details from an anonymous whistleblower, anonymous complaints must contain specific, verifiable facts capable of investigation, such as dates, times, names of persons involved, and a description of the alleged wrongdoing. Organization is under no obligation to investigate vague anonymous complaints that do not provide adequate information on which to base an investigation. Any person responsible for receiving and/or investigating complaints in which the whistleblower has identified him or herself shall keep the identity of the whistleblower confidential by, at a minimum, (1) refraining from disclosing the identity of the whistleblower without the individual's explicit consent; (2) storing any information related to whistleblowers, allegations, and investigations in a secure location; and (3) limiting the number of people with access to confidential information to the minimum number possible under the circumstances.
- VII. Handling of Reported Violations.** A person who receives an official complaint, as outlined in this policy, will notify the whistleblower in writing within a reasonable time to acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Outside legal counsel may be consulted as needed or warranted by the complaint. Any person who is the subject of a whistleblower complaint may not be present at or participate in board or committee deliberations or vote on the matter relating to such complaint, provided that the board or committee may request that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.
- VIII. Policy Administrator.** The Organization has designated the following employee, director, or officer² to administer the Whistleblower Policy and to report to the Nominations and Governance Committee, and to ensure the policy is distributed to all directors, officers, employees, and volunteers providing substantial services to the Organization and posted on the Organization's website or posted in a conspicuous location accessible by employees and volunteers at the Organization's offices:

² Directors who are employees may not participate in any board or committee deliberations or voting relating to administration of the whistleblower policy.

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