

THE MILES HALL FOUNDATION

WHISTLEBLOWER POLICY

Approved by the Board of Directors **September 18, 2024**

ARTICLE 1 INTRODUCTION AND PURPOSE

The Miles Hall Foundation (the “Foundation”) requires its directors, officers, employees, contractors, and volunteers to observe high business and personal ethics standards in their duties and responsibilities. The purpose of this policy is to encourage and enable employees, contractors, and volunteers of the Foundation to report any action or suspected action taken within the Foundation that is illegal, fraudulent, or in violation of any adopted policy of the Foundation to a source within the Foundation before turning to outside parties for resolution. This policy applies to any matter related to the Foundation’s business and does not relate to the private acts of an individual not connected to the Foundation’s business. This policy is intended to supplement but not replace any unlawful harassment and discrimination policy, “open door policy,” and/or any other grievance procedure the Foundation may have, and any applicable state and federal laws governing whistleblowing applicable to nonprofit and charitable organizations.

ARTICLE 2 VIOLATIONS: REPORTING IN GOOD FAITH

All employees, contractors, and volunteers of the Foundation are encouraged to report any action or suspected action taken within the Foundation that is illegal, fraudulent, or in violation of any adopted policy of the Foundation (each, a “Violation”). Anyone reporting a Violation must act in good faith, without malice to the Foundation or any individual in the Foundation, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. *Any report that the complainant has made maliciously or that the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.*

ARTICLE 3: NO RETALIATION

No employee, contractor, or volunteer who, in good faith, reports a Violation or cooperates in the investigation of a Violation shall suffer harassment, retaliation, or adverse employment or volunteer consequences. Any individual within the Corporation who retaliates against another individual who has reported a Violation or cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.

Suppose an individual believes that someone who has made a report of a Violation or who has cooperated in the investigation of a Violation is suffering from harassment, retaliation, or other adverse employment or volunteer consequences. In that case, the individual should contact the Executive Director or, if appropriate, a Board of Directors Executive Committee member.

Any individual who reasonably believes they have been retaliated against in violation of this

policy shall follow the same procedures for filing a complaint (outlined in Article 4 below).

ARTICLE 4 REPORTING PROCESS

Suppose an individual reasonably believes that a Violation has occurred. In that case, the individual is encouraged to share their questions, concerns, suggestions, or complaints with anyone within the Corporation who can address them properly.

Usually, an individual's direct supervisor is best suited to address a concern. However, if an individual is not comfortable speaking with their supervisor or is not satisfied with the supervisor's response, they are encouraged to speak directly to the Executive Director, a member of the Executive Committee of the Board of Directors, or anyone in management they feel comfortable approaching.

ARTICLE 5 CONFIDENTIALITY

The Corporation encourages anyone reporting a Violation to identify themselves when making a report to facilitate the investigation of the Violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously by mailing the completed Whistleblower Reporting Form to:

The Miles Hall Foundation
1922 Tice Valley Blvd. #2443
Walnut Creek, CA 94595

Reports of Violations or suspected Violations will be kept confidential to the greatest extent, consistent with the need to conduct an adequate investigation, comply with all applicable laws, and cooperate with law enforcement authorities. Furthermore, the Foundation will explore anonymous allegations to the extent possible. Still, it will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

ARTICLE 6 EXECUTIVE DIRECTOR; HANDLING REPORTED VIOLATIONS

The supervisor, manager, or board member who receives a report of a Violation from the complainant must notify the Executive Director of that report, except as provided below concerning a report relating to the Executive Director. The Executive Director will inform the complainant and acknowledge receipt of a violation report within five business days of receipt, but only to the extent that the complainant's identity is disclosed or a return address is provided.

The Executive Director, or their designee, is responsible for promptly investigating all reported Violations and for causing appropriate corrective action to be taken if warranted by the investigation. The complainant will be notified about what actions will be taken to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

Suppose the Executive Director is suspected of having committed a Violation. In that case, the Violation will be reported to any member of the Executive Committee of the Corporation's Board of Directors, and the Chair of the Personnel Committee will investigate the Violation under the close supervision of the Board of Directors.

ARTICLE 7 ACCOUNTING AND AUDITING MATTERS; REPORTS

The Finance Committee of the Corporation's Board of Directors is responsible for addressing all reported concerns or complaints of Violations relating to corporate accounting practices, internal controls, or auditing. Therefore, the Executive Director must immediately notify the Finance Committee of any such concern or complaint.

In addition, the Executive Director will advise the Executive Committee of any other reported Violations, the current status of the investigation, and the outcome or corrective action taken after the investigation.

* * *

Adopted by the Board of Directors at its Meeting on September 18, 2024.

* * *

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with the opportunity to ask questions about the policy.

Name: _____

Date: _____

Position in or Relationship to The Miles Hall Foundation:

APPENDIX A: WHISTLEBLOWER REPORTING FORM

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**THE MILES HALL FOUNDATION
WHISTLEBLOWER REPORTING FORM**

The purpose of this form is to provide a mechanism to encourage reporting of any action or suspected action taken within The Miles Hall Foundation that is illegal, fraudulent, unethical or in violation of any adopted policy of The Miles Hall Foundation in a safe environment. Anyone reporting a violation must act in good faith, without malice to The Miles Hall Foundation or any individual, and have reasonable grounds for believing that a violation occurred. *Any report that the complainant has made maliciously or any report that the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.*

NO ONE WHO IN GOOD FAITH MAKES A REPORT OR COOPERATES IN THE INVESTIGATION OF A VIOLATION SHALL SUFFER HARASSMENT, RETALIATION, OR ADVERSE EMPLOYMENT CONSEQUENCES.

Complaint Report

➤ Is this the first time you are filing a report for the improper conduct?

_____ Yes

_____ No,

If No, please state the date(s) or approximate date(s) of your previous report(s).

Name of Person Filing Report*

*You are not required to provide your name and may retain anonymity. If you choose to provide your name, it will remain confidential whenever possible. Providing your name may facilitate the investigation of the misconduct. Anyone filing an anonymous report will not be updated as to the progress of the investigation, but do understand that investigations are taken seriously and will be addressed. Making a complaint does not automatically shield you from consequences of your own involvement in unlawful or improper conduct. However, full and frank admissions may be considered in deciding disciplinary actions.

Name: _____

Date: _____

Name of Person(s) Subject to this Complaint

Name: _____

Relation/Position** _____

**If this person is not an employee of the Corporation, please list his or her position or relationship to the Corporation (e. g. , Board Member, Volunteer).

Complaint Description

Please include as much detail as possible to enable a thorough investigation of the matter. Please go beyond the question prompts and the lines provided if necessary to adequately describe the matter.

What act occurred and how do you believe it was fraudulent, illegal, or inappropriate?
If applicable - please describe the nature of any injury or damage sustained.

When and where did the misconduct occur?
(Please indicate if the actions were committed over a period of time)

What do you believe enabled the act(s) to occur? E.g.,: a lack of controls, circumvention of controls, or collusion with other individuals? Are you aware of any motives for the misconduct?

Does the misconduct involve the participation of people external to the Corporation?

Are there any witnesses that can confirm the misconduct?

EVIDENCE: Please attach a copy or original of any supporting documents or other evidence in your possession, if any. **DO NOT ATTEMPT TO OBTAIN** more evidence. You are a reporting party and not an investigator of the misconduct.

Filing Instructions

You are encouraged to submit your completed Whistleblower Reporting Form to your direct supervisor. However, if you are not comfortable speaking with your supervisor, please submit your completed form to the Executive Director, a member of the Executive Committee of the Board of Directors, or anyone in management you feel comfortable approaching.

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