

Whistleblower Policy

1. Purpose

[_____] (“Client”) adopted this Whistleblower Policy (“Policy”) to facilitate open and honest communication concerning its governances, finances, and compliance with law, policy, and ethical principles. This Policy applies to all directors, officers, employees, and volunteers of Client (collectively, “Client associates”).

.....

2. Reporting concerns

Every Client associate is encouraged to report under this Policy any concerns about any Client activities that he or she believes, in good faith, to be illegal, unethical, questionable, or contrary to Client policies. These matters include, without limitation, violations of law; fraud, theft, or embezzlement; improper financial transactions or use of Client assets; accounting, internal controls or auditing irregularities such as undocumented transactions or misleading financial reporting; kickbacks; improper concealment or destruction of Client records; breach or alleged breach of data security or confidentiality protocols; tampering with databases or other information technology systems; harassment or discrimination; unsafe working conditions; and violations of Client’s conflict of interest policy.

.....

3. Where to report

If at any time a Client associate has such a concern, the Client associate may raise the concern directly by speaking with the Executive Director. Alternatively, if he or she is not comfortable speaking with the Executive Director or does not believe the concern has been properly addressed, the Client associate may report the concern to the Chair of the Board of Directors [or the Chair of the Audit Committee.] If the subject of a report involves [both Chairs], the Client associate may report such concern to any other Board member.

Client encourages Client associates making a report to identify themselves in order to facilitate the investigation, but Client associates may make reports anonymously.

.....

4. Confidentiality and cooperation

Client will treat a report under this Policy as confidential, subject to and limited by the need to investigate, obtain legal advice and act in consultation with counsel, prevent or correct the action, and comply with applicable laws.

Reporting individuals are expected to act in good faith, cooperate in internal investigations, and provide truthful information in connection with any governmental, law enforcement, or other inquiry or investigation.

.....

Note: This document does not reflect or constitute legal advice. This is a sample made available by the Organizations and Transactions Clinic at Stanford Law School on the basis set out at nonprofitdocuments.law.stanford.edu. Your use of this document does not create an attorney-client relationship with the Clinic or any of its lawyers or students.

5. Non-retaliation for reporting or refusing to act

Client, or any person acting on behalf of Client, will not (a) discharge, demote, suspend, discipline, harass, discriminate, or otherwise retaliate against any Client associate or (b) report or threaten to report to a federal, state, or local agency the suspected citizenship or immigration status of any Client associate, prospective or former Client associate, or any family member of such Client associate (“family member”) if:

- the Client associate or a family member has in good faith disclosed, or Client believes that the Client associate has disclosed or may disclose, information under this Policy to (i) a government or law enforcement agency, (ii) an Client associate who has authority over such associate, or (iii) another Client associate who has authority to investigate or correct the problem, if the Client associate has reasonable cause to believe that the information discloses a violation of or non-compliance with any law, a violation of any Client policy, or otherwise involves conduct that is unethical;
- the Client associate or a family member has provided information to, or testified before, any public body conducting an investigation, hearing, or inquiry, if the Client associate has reasonable cause to believe that the information discloses a violation of or non-compliance with any law;
- the Client associate or a family member has exercised his or her rights as a whistleblower in any former employment;
- the Client associate or a family member has refused, or may refuse, to participate in an activity that would result in a violation of or noncompliance with law; or
- the Client associate has engaged in lawful acts in furtherance of an action under, or to stop acts in violation of, the federal or California False Claims Acts.

If an Client associate believes that they have been subject to any such retaliation, discrimination or other adverse action by Client, the Client associate should report such action as set out in Section 3. Any Client associate who engages in such retaliation may be subject to disciplinary action, up to and including termination of employment.

For purposes of this policy, the term “law” includes federal and state statutes, and federal, state, and local rules and regulations.

.....

6. Investigation and action

Client will investigate reports under this Policy, and any reports of related retaliation or discrimination, and take such corrective and other actions, including consulting with counsel and follow-up communication with the reporting Client associate, as it believes is appropriate under the circumstances.

.....

7. No impact on employment status

This Policy is not an employment contract and does not modify the employment relationship between Client and its employees. It does not change the fact that employees of Client are employees at will.

8. Other laws and policies

This Policy is intended to supplement and not supersede (a) federal and state laws, including, without limitation, Sections 98.6, 244, or 1102.5 of the California Labor Code, Section 12653 of the California Government Code, and Section 1107 of the Sarbanes-Oxley Act, (b) government or other contracts that may include applicable requirements, or (c) Client policies including, without limitation, those relating to harassment, discrimination, or personnel matters.

.....

9. Amendment

The Board may amend this Policy at any time.