



**POLICY: WHISTLEBLOWER PROCEDURES**

**DATE ADOPTED: June 30, 2010**

**I. INTRODUCTION**

**A. Policy Statement**

The Mary E. Bivins Foundation, Lee Bivins Foundation, Betty Bivins Childers Foundation, Bivins Village & Bivins Village II (“Foundations”) is committed to lawful and ethical behavior in all of its activities and requires directors, volunteers, and employees 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.

**B. Applicability**

This policy applies to The Mary E. Bivins Foundation, Lee Bivins Foundation, Betty Bivins Childers Foundation, Bivins Village & Bivins Village II.

**II. OBJECTIVES**

The objectives of this Policy are to establish policies and procedures to:

- Prevent or detect and correct improper activities.
- Encourages each director, officer, employee and volunteer to report what he or she in good faith believes to be a material violation of law or policy or questionable accounting or auditing matter by the Foundations.
- Ensure the receipt, documentation, retention of records, and resolution of reports received under this Policy.
- Protect Reporting Individuals (as defined herein) from retaliatory action.

**III. REPORTING RESPONSIBILITY**

Each director, officer, employee and volunteers is encouraged to report a material violation of law or policy, suspected violations of law and/or any fraudulent or dishonest conduct in accordance with this Whistleblower Policy.

#### **IV. NO RETALIATION**

This Policy is intended to encourage and enable directors, volunteers, and employees to raise serious concerns within the organization for investigation and appropriate action. With this goal in mind, no director, officer, employee or volunteer ("Reporting Individual") who, in good faith, reports a concern shall be threatened, discriminated against or otherwise subject to retaliation or, in the case of an employee, adverse employment consequences as a result of such report. Moreover, a volunteer 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 or termination of employment.

#### **V. REPORTING VIOLATIONS**

The Foundations has an open door policy and Reporting Individuals are highly encouraged to share their questions, concerns, suggestions, or complaints with respect to dishonest and/or fraudulent conduct and/or to notify the Foundations if an action needs to be taken in order for the Foundations to be in compliance with law or policy or with generally accepted accounting practices. The types of concerns that should be reported include, for purposes of illustration and without being limited to, the following:

- Providing false or misleading information on the Foundation's financial documents, grant reports, tax returns, or other public documents;
- Providing false information to or withholding material information from the Foundation's auditors, accountants, lawyers, directors or other representatives responsible for ensuring Foundations compliance with fiscal and legal responsibilities;
- Embezzlement, private benefit, or misappropriation of funds;
- Material violation of system policy, including among others, confidentiality, conflict of interest, whistleblower, ethics and document retention;
- Discrimination based on race, gender, age, national origin or disability; or
- Facilitation or concealing any of the above or similar actions.

##### **A. Employees**

Whenever possible, employees should seek to resolve concerns by reporting issues directly to the President and / or the Chief Financial Officer until matters are satisfactorily resolved. However, if for any reason an employee is not comfortable speaking to the President and / or the Chief Financial Officer or does not believe the issue is being properly addressed, the employee may contact the President and / or the Chief Financial Officer of the Board. If an employee does not believe that these channels of communication can or should be used to express his/her concerns, an employee may contact the Chair of the Foundation's Audit and Finance Committee. Whenever practical, reports should be in writing.

##### **B. Directors and Other Volunteers**

Directors and other volunteers may submit concerns to the President and / or the Chief Financial Officer or directly to the Chair of the Audit and Finance Committee. If the volunteer or director is not comfortable reporting to either of these individuals or if he/she does not believe the issue is

being properly addressed, the volunteer or director may report directly to the Chairman of the Foundation's Board of Directors.

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.

## **VI. HANDLING OF REPORTED VIOLATIONS**

The Foundations will investigate all reports filed in accordance with this policy with due care and promptness. Matters reported internally without initial resolution will be investigated by the President and / or the Chief Financial Officer of the Foundations to determine if the allegations are true, whether the issue is material and what actions, if any, are necessary to correct the problem. Foundations staff will issue a full report of all matters raised under this policy to the Audit and Finance Committee. The Audit and Finance Committee may conduct a further investigation upon receiving the report from the President and / or the Chief Financial Officer.

For matters reported directly to the Audit and Finance Committee chair or the Board President and / or the Chief Financial Officer, the Audit and Finance Committee shall promptly (generally within five business days) acknowledge receipt of the complaint to the complainant if the identity of the complainant is known and conduct an investigation to determine if the allegations are true and whether the issue is material and what, if any, corrective action is necessary. Upon the conclusion of this investigation, the Audit and Finance Committee shall promptly report its findings to the Board.

## **VII. AUTHORITY OF THE FINANCE AND AUDIT COMMITTEE**

The Audit and Finance Committee shall have full authority to investigate concerns raised in accordance with this Policy and may retain at the expense of the Foundations 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.

## **VIII. ACTING IN GOOD FAITH**

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the matter raised is a serious 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 knowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in disciplinary action, up to and including dismissal from the volunteer position or termination of employment.

## **IX. CONFIDENTIALITY**

Reports of concerns and related investigations shall be kept confidential to the extent possible. However, consistent with the need to conduct an adequate investigation, the Foundations cannot guarantee complete confidentiality. Disclosure of information relating to an investigation under this Policy by staff, directors, or others involved with the investigation to individuals not

involved in the investigation will be viewed as a serious disciplinary offense and may result in disciplinary action, up to and including dismissal from the volunteer position or termination of employment.

**X** \_\_\_\_\_

**Date** \_\_\_\_\_