



CATHOLIC COMMUNITY FOUNDATION *of South Carolina*

Whistleblower Policy for Catholic Community Foundation of South Carolina

The Catholic Community Foundation of South Carolina (the "Foundation") requires its directors, officers, employees, and volunteers (each, a "Foundation Individual") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Foundation are expected to carry out responsibilities with honesty and integrity and to comply with all applicable laws and regulations and Foundation policies.

ARTICLE I PURPOSE

Section 1.01 The purpose of this whistleblower policy (the "Policy") is to:

- (a) Encourage and enable Foundation Individuals to raise concerns regarding suspected illegal or unethical conduct or practices or violations of the Foundation's policies on a confidential and, if desired, anonymous basis.
- (b) Protect Foundation Individuals from retaliation for raising such concerns.
- (c) Establish policies and procedures for the Foundation to receive and investigate reported concerns and address and correct inappropriate conduct and actions.

ARTICLE II REPORTING RESPONSIBILITY

Section 2.01 Reporting Responsibility. Each Foundation Individual has the responsibility to report in good faith any concerns about actual or suspected violations of the Foundation's policies or any federal, state, or municipal law or regulation governing Foundation's operations (each a "Concern"). Appropriate subjects to report under this Policy include but are not limited to financial improprieties, accounting or audit matters, ethical violations, violations of laws or regulations, or other similar illegal or improper practices, such as:

- (a) Fraud.
- (b) Theft.

- (c) Embezzlement.
- (d) Bribery or kickbacks.
- (e) Misuse of the Foundation's assets.
- (f) Undisclosed conflicts of interest.

Section 2.02 Acting in Good Faith. Anyone reporting a Concern must act with a good faith belief that the information disclosed indicates a violation of law and/or ethical standards.

ARTICLE III NO RETALIATION

Section 3.01 No Foundation Individual who in good faith reports a Concern or participates in a review or investigation of a Concern shall be subject to harassment, retaliation, or, in the case of an employee, adverse employment consequences because of such report or participation. This protection extends to Foundation Individuals who report in good faith, even if, after an investigation, the allegations are not substantiated.

Section 3.02 No Foundation Individual will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. §1833 either:

- (a) In confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a Concern; or
- (b) In a complaint or other document filed in a lawsuit or other proceeding under seal.

Section 3.03 Any Foundation Individual who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to discipline, up to and including termination of employment or volunteer status or removal from the Board of Directors by the Member.

Section 3.04 Anyone who believes that a Foundation Individual has been subject to harassment, retaliation, or adverse employment consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact the Compliance Officer listed in Article V of this Policy.

ARTICLE IV CONFIDENTIALITY

Section 4.01 The Foundation encourages anyone reporting a Concern to identify himself or herself to facilitate the investigation of the Concern. However, Concerns may be submitted on an anonymous basis. The Foundation shall take reasonable steps to protect the identity of the Foundation Individual and shall keep reports of Concerns confidential to the extent possible and consistent with the need to conduct an adequate investigation.

ARTICLE V REPORTING PROCEDURES

Section 5.01 Prompt Reporting. All Concerns should be reported as soon as practicable, consistent with this Policy.

Section 5.02 Reporting Concerns Process.

- (a) **Direct Supervisor:** Employees and volunteers of the Foundation should first discuss the Concern with their direct supervisors. However, the employee or volunteer should follow the procedures outlined in Section 5.02(b) if any of the following apply:
 - (i) The employee or volunteer in good faith believes that the supervisor will disregard or otherwise not fairly consider the Concern.
 - (ii) The supervisor is a subject of the Concern.
 - (iii) The employee or volunteer does not feel comfortable discussing the Concern with the supervisor.
- (b) **Compliance Officer:** Next, the Foundation Individual should report Concern in writing to the Compliance Officer, who from time to time the Board of Directors shall name and publicize on the Foundation's website.
 - (i) When reporting Concerns, the Foundation Individual should describe in detail the specific facts that support the report. If the Compliance Officer is the subject of the Concern or if the Foundation Individual is not comfortable reporting the Concern to the Compliance Officer for whatever reason, alternatively the Concern may be reported to the President of the Foundation.

Section 5.03 Investigation of Reported Concerns.

- (a) The Compliance Officer is responsible for:

- (i) Promptly investigating or overseeing the investigation of each reported Concern.
 - (ii) Advising the Board of Directors of each reported Concern.
 - (iii) Reporting compliance activity to the full Board of Directors at each regularly scheduled Board meeting.
 - (iv) The Compliance Officer shall immediately notify the Board of Directors of any Concerns regarding accounting practices, internal controls, or auditing, and shall work with the Board of Directors until the matter is resolved.
- (b) **Acknowledgment of Receipt.** Any supervisor, manager, or Board member who receives a report of a Concern must promptly notify the Compliance Officer of such report in writing.
- (c) The Compliance Officer shall immediately upon receipt of a Concern notify the Board of Directors and shall work with the Board of Directors until the matter is resolved.
- (d) The Compliance Officer shall notify the reporting individual and acknowledge receipt of each reported Concern within five (5) business days of receipt, unless the report was submitted anonymously or no return address is provided.
- (e) **Investigation.** The Compliance Officer shall conduct or cause to be conducted a prompt, discreet, and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general.
- (f) If deemed necessary in his or her sole discretion or upon the recommendation of the Board of Directors, the Compliance Officer may engage legal counsel, accountants, or other experts to assist in the investigation.
- (g) The Compliance Officer may delegate the investigation responsibilities to any Board committee or other individual, including third parties, as long as:
- (i) The delegate is not a subject of the reported Concern and
 - (ii) The delegation does not compromise the identity of the Foundation Individual who reported anonymously or confidentially.

- (h) **Resolution.** The Compliance Officer shall:
- (i) Recommend appropriate corrective action to the Board of Directors, if warranted by the investigation;
 - (ii) Oversee the implementation of a resolution based on the determination of the Board;
 - (iii) Follow up with the reporting individual, if possible, for closure of the reported Concern; and
 - (iv) Documentation of the Concern, ensuing investigation, and final resolution, as well as all related documentation shall be provided to the Foundation and retained in accordance with the Records Retention Policy. All such records are considered privileged and strictly confidential.

Section 5.04 Questions. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Compliance Officer.

ARTICLE VI PERIODIC REVIEWS

Section 6.01 To ensure that the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, the Board of Directors shall conduct periodic reviews of this Policy.

ARTICLE VII MISCELLANEOUS

Section 7.01 The Foundation shall retain any records related to the investigation and resolution of a reported Concern as required by the Foundation's Records Retention and Destruction Policy. All such records are considered privileged and strictly confidential.

Section 7.02 This Policy shall be distributed to all Foundation Individuals.

ACKNOWLEDGMENT

I acknowledge that I received a copy of the Catholic Community Foundation of South Carolina's (the "Foundation") Whistleblower Policy (this "Policy") and that I read it, understood it, and agree to comply with it. I understand that the Foundation has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Policy at any time with or without notice. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this Policy. Changes can be made only if approved in writing by the Board of Directors of the Foundation. I also understand that any delay or failure by the Foundation to enforce any policy or rule will not constitute a waiver of the Foundation's right to do so in the future. I understand that neither this Policy nor any other communication by management representatives or any other employee, whether oral or written, is intended in any way to create a contract of employment.

For employees only: I understand that, unless I have a written employment agreement signed by an authorized representative of the Foundation, I am employed at will and this Policy does not modify my at-will employment status. If I have a written employment agreement signed by an authorized representative of the Foundation and this Policy conflicts with the terms of my employment agreement, I understand that the terms of my employment agreement will control.

Name: _____

Signature: _____

Title: _____

Date: _____