

WHISTLEBLOWER POLICY

OF

THE NASH GROUP COMMUNITY FOUNDATION, INC.

Adopted: _____, 2025

ARTICLE I – PURPOSE

1.1 General Purpose. The Nash Group Community Foundation, Inc. ("Foundation") is committed to maintaining the highest standards of ethical conduct, legal compliance, and accountability. This Whistleblower Policy ("Policy") is intended to encourage and enable Directors, Officers, employees, volunteers, and other stakeholders to raise serious concerns about suspected misconduct, illegal activities, or violations of Foundation policies without fear of retaliation.

1.2 Nonprofit Integrity. As a 501(c)(3) tax-exempt organization, the Foundation has a responsibility to maintain the public trust. This Policy supports the Foundation's commitment to transparency, accountability, and compliance with all applicable laws, including the Sarbanes-Oxley Act provisions applicable to nonprofit organizations.

1.3 Policy Statement. The Foundation will not tolerate any form of retaliation against individuals who, in good faith, report concerns about actual or suspected violations of law, regulations, or Foundation policies. The Foundation is committed to investigating all such reports promptly and thoroughly.

ARTICLE II – SCOPE AND COVERAGE

2.1 Covered Individuals. This Policy applies to all:

- Directors and Officers of the Foundation
- Employees (full-time, part-time, and temporary)
- Volunteers
- Contractors and consultants
- Any other person associated with the Foundation

2.2 Reportable Concerns. This Policy covers reports of suspected or actual:

- Fraud, theft, embezzlement, or misappropriation of Foundation assets;
- Financial reporting irregularities or accounting fraud;
- Violations of federal, state, or local laws or regulations;
- Violations of Foundation policies, including the Conflict of Interest Policy;
- Abuse of authority or gross mismanagement;
- Endangerment of health, safety, or the environment;
- Harassment, discrimination, or hostile work environment;
- Retaliation against whistleblowers;
- Destruction or manipulation of documents or records;
- Any other conduct that could harm the Foundation, its stakeholders, or the public interest.

ARTICLE III – REPORTING PROCEDURES

3.1 How to Report. Any person who has a reasonable belief that a violation has occurred or is occurring should report the concern using one of the following methods:

- (k) **Direct Supervisor:** If comfortable, report to your immediate supervisor.
- (l) **Chief Executive Officer:** Report to the CEO (if one exists) for operational concerns.
- (m) **Board Chair:** Report to the Chair of the Board of Directors for concerns involving executives or the CEO.
- (n) **Governance Committee Chair:** Report to the Chair of the Governance Committee for concerns involving Board members.
- (o) **Written Report:** Submit a written report via email to whistleblower@tngcf.org or by mail to the Foundation's principal office, marked "Confidential – Whistleblower Report."

3.2 Anonymous Reports. Reports may be made anonymously. However, individuals are encouraged to identify themselves to facilitate a thorough investigation. Anonymous reporters should provide sufficient detail to allow investigation of the concern.

3.3 Content of Report. Reports should include, to the extent known:

- A description of the suspected violation or concern;
- The name(s) of person(s) involved;
- The date(s) and location(s) of the incident(s);
- Any witnesses or supporting documentation;
- Contact information (unless reporting anonymously).

ARTICLE IV – INVESTIGATION PROCEDURES

4.1 Receipt and Acknowledgment. All reports will be acknowledged within five (5) business days of receipt (unless made anonymously without contact information). The acknowledgment will confirm that the report has been received and will be reviewed.

4.2 Initial Assessment. The appropriate recipient of the report will conduct an initial assessment to determine whether the report warrants a formal investigation. If the report involves the CEO, the Board Chair will conduct the assessment. If the report involves the Board Chair, the Governance Committee Chair will conduct the assessment.

4.3 Investigation. If warranted, an investigation will be conducted promptly, fairly, and thoroughly. The investigation may be conducted internally or by an independent third party, depending on the nature and severity of the allegations. The investigator will:

- (p) Interview relevant individuals;
- (q) Review relevant documents and records;
- (r) Maintain confidentiality to the extent possible;
- (s) Document findings and conclusions.

4.4 Resolution. Upon completion of the investigation, the Foundation will take appropriate corrective action if the allegations are substantiated. Corrective action may include disciplinary measures up to and including termination, removal from the Board, legal action, or other remedies as appropriate.

4.5 Communication of Outcome. To the extent appropriate and legally permissible, the whistleblower will be informed of the outcome of the investigation.

ARTICLE V – PROTECTION FROM RETALIATION

5.1 Non-Retaliation Policy. The Foundation strictly prohibits retaliation against any individual who, in good faith:

- Reports a suspected violation under this Policy;
- Participates in an investigation;
- Provides information or testimony in any proceeding;
- Refuses to participate in activities that would violate the law or Foundation policies.

5.2 Definition of Retaliation. Retaliation includes, but is not limited to:

- Termination, demotion, suspension, or reduction in compensation;
- Threats, harassment, intimidation, or coercion;
- Negative performance evaluations or references motivated by the report;
- Exclusion from meetings, projects, or opportunities;
- Any other adverse action taken because of the report.

5.3 Reporting Retaliation. Any individual who believes they have been subjected to retaliation should immediately report the retaliation using the same procedures outlined in Article III. Reports of retaliation will be investigated promptly and thoroughly.

5.4 Consequences of Retaliation. Any person who engages in retaliation against a whistleblower will be subject to disciplinary action, up to and including termination of employment or removal from the Board of Directors.

ARTICLE VI – GOOD FAITH REQUIREMENT

6.1 Good Faith Defined. A report is made in "good faith" when the reporter has a reasonable belief that the information provided is true, even if the allegations are ultimately not substantiated. Good faith does not require that the reporter be correct, only that the reporter honestly believes the information to be accurate.

6.2 False Reports. Reports that are knowingly false, made with malicious intent, or made with reckless disregard for the truth are not protected under this Policy. Individuals who make such reports may be subject to disciplinary action.

6.3 Uncertainty. Individuals who are unsure whether a particular action constitutes a violation are encouraged to report their concerns. The Foundation would rather receive a report that turns out to be unfounded than miss an opportunity to address a genuine problem.

ARTICLE VII – CONFIDENTIALITY

7.1 Protection of Identity. The Foundation will make every reasonable effort to protect the identity of whistleblowers, consistent with the need to conduct a thorough investigation and comply with applicable law.

7.2 Limitations. In some circumstances, the Foundation may be required to disclose the whistleblower's identity, such as when required by law or when necessary to conduct a fair

investigation. In such cases, the Foundation will inform the whistleblower to the extent legally permissible.

7.3 Confidential Information. All information received in connection with a whistleblower report will be treated as confidential to the extent possible and will be shared only with those who have a legitimate need to know.

ARTICLE VIII – RECORDS AND DOCUMENTATION

8.1 Record Keeping. The Foundation will maintain records of all whistleblower reports, investigations, and outcomes in accordance with the Foundation's Document Retention Policy.

8.2 Documentation Prohibition. No document that relates to a whistleblower report or investigation shall be destroyed, altered, concealed, or falsified. Any person who destroys, alters, or conceals such documents may be subject to disciplinary action and potential criminal prosecution.

8.3 Reporting to Board. The Board of Directors will receive periodic reports summarizing whistleblower activity, including the number and nature of reports received, investigation outcomes, and any corrective actions taken. These reports will be provided in a manner that protects confidentiality.

ARTICLE IX – TRAINING AND COMMUNICATION

9.1 Distribution. This Policy will be distributed to all Directors, Officers, employees, and volunteers. A copy will be included in new employee orientation materials and posted on the Foundation's website.

9.2 Training. The Foundation will provide training on this Policy to ensure that all covered individuals understand their rights and responsibilities under the Policy.

9.3 Questions. Any questions about this Policy should be directed to the Board Chair or the Chair of the Governance Committee.

ARTICLE X – AMENDMENTS

This Policy may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment has been given to all Directors at least seven (7) days prior to the meeting.

CERTIFICATION OF ADOPTION

The undersigned Secretary of The Nash Group Community Foundation, Inc. hereby certifies that the foregoing Whistleblower Policy was duly adopted by the Board of Directors on the _____ day of _____, 2025.

Secretary

Date: _____

Chair of the Board

Date: _____