

# **WHISTLEBLOWER POLICY**

**OF**

## **ST. BONAVENTURE UNIVERSITY**

**(Adopted September 7, 2018)**

St. Bonaventure University (the "University") requires all trustees, officers, employees, consultants and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the University, trustees, officers, employees, consultants and volunteers must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws and regulations.

In most cases, employee, consultant and student concerns can be addressed by University administration in accordance with the applicable University policies and procedures in place. As such, this Whistleblower Policy is not intended and may not be used for general compensation and benefit complaints, opinions on policy, personal or other employment grievances, etc. Such concerns should be pursued in accordance with the applicable policies and procedures articulated in employee and student handbooks and manuals.

Generally, this Whistleblower Policy is intended to supplement the existing University policies and procedures where the conduct at issue pertains to actions that cannot or are not addressable under existing University policies and procedures, including, but not limited to financial or ethical misconduct, conduct which violates the existing University policies and procedures, and conduct which involves retaliation for reporting violations of the existing University policies and procedures, including this Whistleblower Policy.

Therefore, the University has adopted this Whistleblower Policy to establish policies and procedures for the reporting of violations or suspected violations of laws or University policies, including procedures to preserve the confidentiality of reported information and the protection of trustees, officers, employees, consultants and volunteers who report such violations or suspected violations.

This policy provides an avenue for all trustees, officers, employees, consultants and volunteers to report any suspected or actual conduct contrary to these standards without the fear of intimidation, harassment, discrimination or retaliation.

### **ARTICLE I** **General Policy**

Section 1.1. Whistleblower Protection. No trustee, officer, employee, consultant or volunteer of the University who, in good faith, reports any action or suspected action taken by or within the University that is illegal, fraudulent or in violation of any adopted policy of the University shall suffer intimidation, harassment, discrimination or other retaliation, or in the case

of employees and consultants, adverse employment consequence. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties which are based on valid performance-related factors.

Section 1.2. Duty to Report. All trustees, officers, employees, consultants and volunteers of the University are expected to act in accordance with all applicable laws and regulations and with the policies of the University at all times, and to assist in ensuring that the University conducts its business and affairs accordingly. Therefore, each trustee, officer, employee, consultant, and volunteer of the University who has engaged in, or who reasonably suspects any other trustee, employee, consultant, or volunteer of engaging in, any violation or suspected violation of laws or University policies, has an obligation to report such activity in accordance with the procedures set forth in Article III below as soon as possible. Reportable conduct includes, but is not limited to: forgery or alteration of documents; unauthorized alteration or manipulation of computer files; fraudulent financial reporting; pursuit of a benefit or advantage in violation of the University's Conflict of Interest Policy; retaliation in violation of this Whistleblower Policy; misappropriation or misuse of the University's resources, such as funds, supplies, or other assets; authorizing or receiving compensation for goods not received or services not performed; and authorizing or receiving compensation for hours not worked.

Section 1.3. Distribution of Policy. A copy of this Whistleblower Policy shall be made available to all trustees, officers, employees, consultants, and to volunteers who provide substantial services to the University at the time of appointment, hiring, or other engagement, and annually thereafter in a manner that is reasonable and practicable, including via the University's website or at the University's offices in a conspicuous location accessible to employees, consultants, and volunteers.

Section 1.4. Discipline for Retaliatory Conduct. Retaliation is a serious violation of this policy and should be reported immediately to the Compliance Officer. Depending on the nature and seriousness of the offense, the University will impose appropriate discipline against any trustee, officer, employee, or consultant found to have engaged in any form of retaliatory conduct against an individual reporting suspected or actual wrongful action(s) in accordance with this policy, up to and including dismissal or termination. Volunteers who engage in any such conduct will not be permitted to volunteer in the University's activities.

Section 1.5 Good Faith Reporting. Any trustee, officer, employee, consultant or volunteer who files a report concerning a violation or suspected violation must do so in good faith and have reasonable grounds for believing the information in the report indicates a violation under this policy. The University will impose appropriate discipline against any trustee officer, employee, or consultant found to have knowingly made a report/complaint in bad faith, up to and including dismissal or termination. This includes, but is not limited to, giving false information or making a report in retaliation. Volunteers who engage in any such conduct will not be permitted to volunteer in the University's activities.

## **ARTICLE II**

### **Oversight**

Section 2.1. Oversight Responsibility. The Board of Trustees shall adopt, and oversee the implementation of, and compliance with this Whistleblower Policy to protect from retaliation persons who report suspected improper conduct. Notwithstanding the foregoing, the Board may, at any time and from time to time, designate a Committee of the Board to oversee the adoption of, implementation of, and compliance with this Whistleblower Policy; except that Trustees who are employees of the University may not participate in any board or committee deliberations or voting relating to administration of the whistleblower policy.

Section 2.2 Designated Oversight Committee. Absent an amendment to this Whistleblower Policy by the Board of Trustees, the Audit Committee of the Board of Trustees shall be the designated Oversight Committee for purposes of overseeing the adoption of, implementation of, and compliance with this Whistleblower Policy. Chair of the Audit Committee shall be the designated Compliance Officer for purposes of administering this Whistleblower Policy.

Section 2.3. Designated Compliance Officer. The Chair of the Audit Committee shall be the designated Compliance Officer for purposes of administering this Whistleblower Policy. Should the Compliance Officer be the subject of the report, then the Oversight Committee shall appoint another member of the Committee to perform the Compliance Officer's role regarding the allegations. The Compliance Officer shall be responsible for administering the Whistleblower Policy, overseeing an investigation, and reporting to the Oversight Committee. The Compliance Officer shall also report to the Board at least annually on the compliance activity of the Oversight Committee.

## **ARTICLE III**

### **Reporting Procedures**

Section 3.1. Reporting Violations or Suspected Violations.

(A) Employees, Consultants and Volunteers. Employees, consultants and volunteers of the University shall report violations or suspected violations to the Director of Human Resources. Alternatively, the report may be made to any of the University's Vice Presidents. All reports received from employees, consultants or volunteers, including the completed Whistleblower Reporting Form as discussed in Section 3.1 (C) below shall be forwarded to the Compliance Officer.

(1) Resolution at the Administrative Level. In the event the violation or suspected violation may be best addressed in accordance with an existing University policy or procedure at the administrative level, the recipient of the report shall, in consultation with the Compliance Officer, direct that the investigation and resolution of the report proceed in accordance with such policy or procedure, rather than the procedures set forth in this Article III. To the extent a report is addressed under an existing University policy or

procedure, rather than this Whistleblower Policy, the Director of Human Resources or Vice President to whom any initial report was made shall report the resolution and/or corrective action taken in response to the report to the Compliance Officer, at least annually.

- (2) **Limitations.** After receiving and responding to a report received pursuant to Article III, Section 3.1 (A), the Director of Human Resources or the Vice Presidents who receive the report should not: (i) contact the person suspected to further investigate the matter or demand restitution; (ii) discuss the case with attorneys, the media or anyone other than the Compliance Officer; or (iii) report the case to an authorized law enforcement officer without first discussing the case with the Compliance Officer.

(B) **Trustees and Officers.** Trustees and officers of the University shall report violations or suspected violations to the Compliance Officer.

(C) **Manner of Reporting.** Trustees, officers, employees, consultants and volunteers may provide a report in person, in writing, or by electronic mail. Written reports by mail or electronic mail shall be made on the *Whistleblower Reporting Form* attached as **Appendix A**. For reports made in person, the Compliance Officer or other person receiving the report shall record the information reported on a *Whistleblower Reporting Form*. With the exception of a person's report of his or her own violation, the reporter shall not be required to provide his or her name on said form. However, anonymous reports must include sufficient information, including but not limited to, the name of the person against whom the report is being made, the date of the incident, and a description of the incident, in order that an investigation can be conducted.

**Section 3.2. Handling Reports.** The Oversight Committee shall provide the reporter a timely acknowledgement of receipt of the report, whether submitted in person, electronically, or otherwise. All reports submitted will be placed on the agenda for the next scheduled meeting of the Oversight Committee. An appropriate investigation will be undertaken by the Oversight Committee, or legal counsel or other designee if deemed appropriate by the Oversight Committee. A report summarizing the findings will be given to the reporter within 10 business days of the Oversight Committee's meeting, if a name is provided on the *Whistleblower Reporting Form*. If more than 10 business days from the date of the Oversight Committee's meeting are needed to complete a thorough investigation, the reporter will be notified in writing of an estimated date when the investigation will be completed.

**Section 3.3. Results of Investigation.** If the investigation establishes that a violation of law, external regulation, or the University policy has occurred, then the Oversight Committee shall determine the appropriate action based upon law and the University's policies and make a recommendation to the Board of Trustees. Civil or criminal prosecution will be pursued when warranted. If the investigation establishes that no violation of law, external regulation, or University policy has occurred, then the Oversight Committee shall report to the Board of Trustees its findings and determination. The investigation is closed when the Compliance

Officer has deemed the investigation is complete and the Oversight Committee has approved a recommendation for a resolution and/or corrective action to the Board.

Section 3.4. Documentation. The Compliance Officer shall document the investigation and explain the rationale for any recommended resolution and/or corrective action. All documentation relating to the investigation, including the *Whistleblower Reporting Form*, and the resolution and/or corrective action taken shall remain in the University's records in the Human Resources Department and/or Oversight Committee records for at least five years.

Section 3.5. Confidentiality. All violations or suspected violations may be submitted on a confidential or anonymous basis. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and prevent or correct suspected action(s). The Compliance Officer shall disclose information relating to a report with those who have a need to know so that the Oversight Committee can conduct an effective investigation and determine what action to take based on the results of any such investigation. In appropriate cases, the investigation documents will be shared with law enforcement personnel. Disclosure of reports to individuals not involved in the investigation shall be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal, termination or civil lawsuits.