



POLICY NO. 126

SUBJECT: WHISTLEBLOWER PROTECTION

I. PURPOSE

- A. To provide a specific procedure for employees to file complaints or concerns regarding accounting, internal accounting controls, auditing matters, illegal conduct and/or conflicts of interest.
- B. To protect employees engaged in whistleblower activities from retaliation and/or discrimination.

II. POLICY CONTENT

Employees shall submit genuine concerns regarding accounting, internal auditing controls, auditing matters, illegal conduct, and/or conflicts of interest to the Audit Committee of the Cooperative's Board of Trustees utilizing the procedures set out in this policy. The Cooperative prohibits retaliation and discrimination against employees who file complaints in good faith as set out in this policy.

- A. The Cooperative's Board of Trustees has formed an Audit Committee which has established and will maintain procedures for:
 - 1. the receipt, retention, and treatment of complaints received by the Cooperative regarding accounting, internal accounting controls, auditing matters, illegal conduct and/or conflicts of interest; and
 - 2. the confidential, anonymous submission by Cooperative employees of concerns regarding questionable accounting or auditing matters.
- B. The Cooperative shall promptly forward all complaints and concerns regarding accounting, internal accounting controls, auditing matters, illegal conduct and/or conflicts of interest to the Audit Committee for investigation.
- C. Complaints or concerns must be submitted using one of the procedures set out below, and may be submitted anonymously. The confidentiality and anonymity of the complainant will be maintained to the extent possible.
 - 1. Employees may submit their concerns in writing to the General Manager, who will then forward the complaint to the Chair of the Audit Committee. Complaints filed in this manner should be submitted in a sealed envelope labeled, "To be opened by the Audit Committee only;"

2. Employees may submit their concerns in writing to the Cooperative's General Counsel. The Cooperative's General Counsel will forward the concerns to the Chair of the Audit Committee; or
 3. Employees may submit their concerns in writing to the President of the Cooperative's Board of Trustees, who shall refer the matter to the Chair of the Audit Committee.
- D. Upon receipt of a complaint made in good faith, the Audit Committee shall investigate the matter and take appropriate corrective action, if necessary. The Audit Committee shall make reasonable efforts to protect the confidentiality and anonymity of the complainant. The Audit Committee shall retain all such complaints and concerns for a minimum of seven (7) years.
- E. **The Cooperative prohibits retaliation and discrimination against any employee who provides information concerning suspected fraud or who files a complaint or concern in good faith pursuant to this policy. Furthermore, no employee shall be adversely affected because he/she refuses or fails to carry out a directive that constitutes fraud, or is a violation of state or federal law.**

III. RESPONSIBILITY

- A. All employees are responsible for reporting any conduct they in good faith believe violates this policy.
- B. The Audit Committee and the General Manager are responsible for the administration of this policy.

APPROVED BY THE BOARD OF TRUSTEES

PRESIDENT

EFFECTIVE DATE: _____

REVISED DATE: _____