

## EDMC

### WHISTLEBLOWER PROTECTION POLICY

EDM Council (the “Council”) requires its board members, officers, contractors, members, volunteers, and employees (“representatives”) to observe high standards of business and personal ethics, as such personal ethics relate to the Council, in the conduct of their duties and responsibilities. As representatives of the Council, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable state and federal laws and regulations.

This Whistleblower Policy is intended to encourage and enable representatives to raise serious concerns and without retaliation internally so that the Council can address and correct inappropriate conduct and actions. It is the responsibility of all representatives to report concerns about suspected violations of law or regulations or internal policies and standards that govern the Council’s operations.

The Council has carefully reviewed the federal and state law requirements and although not required, has elected to adopt this Whistleblower Policy and specifically has tailored its policy to comply with the requirements of the New York Non-Profit Revitalization Act of 2013 (the "Revitalization Act").

To that end, the New York Attorney General Whistleblower Portal allows both anonymous submissions and two-way communications with the Attorney General’s office through a unique key code that submitters can use to send and retrieve messages. See [ag.ny.gov/whistleblower](http://ag.ny.gov/whistleblower)

#### A. Reporting Responsibility

It is the responsibility of all representatives to report in good faith violations or suspected violations of high business and personal ethical standards, as such personal ethics relate to the Council, and/or applicable legal requirements (“Violations”) in accordance with this Whistleblower Policy.

Examples of the matters which should be reported under this policy include but are not limited to: suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of Council assets or suspected regulatory, compliance, or ethics-related issues, concerns, or Violations.

#### B. No Retaliation

No Council representative who in good faith reports a Violation shall suffer harassment, retaliation, or adverse employment consequence because of such report. Any Council representative who retaliates against someone who has reported a Violation in good faith is subject to discipline up to and including termination of employment or independent contract. As stated above, this Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Council prior to seeking resolution outside the Council. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment or contractual relationship between the

Council and its board members, officers, employees, contractors, or volunteers, nor does it change the fact that employees of Council while under contract, maybe employees at will (specific contractual language determines the exact relationship). Nothing contained herein provides any board member, officer, employee contractor or volunteer of Council with any additional rights or causes of action, other than those provided under state and federal law.

C. Reporting Violations

Questions, concerns, suggestions, or complaints regarding the ethical and legal standards noted above should be addressed directly to the Council Head of Business Operations and/or sent via email to [report@edmcouncil.org](mailto:report@edmcouncil.org).

D. Chief Operating Officer

The Chief Operating Officer with or without the aid of counsel, is responsible for investigating and resolving all reported violations and shall advise the Board of Director Chair, if the Chief Operating Officer deems it appropriate, of all reported complaints and allegations of Violations. The Chief Operating Officer is required to report to the full Board of Directors at each regularly scheduled board meeting on any whistleblower activity. Any alleged violation lodged against the Chief Operating Officer will be directed by the Council Head of Business Operations to the President who shall advise the Board of Director Chair.

E. Accounting and Auditing Matters

The Finance and/or Governance Committee(s) of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Chief Operating Officer shall immediately notify the Finance Committee of any such complaint and work with the committee until the matter is resolved. Promptly upon receipt, the Finance Committee shall evaluate whether a complaint constitutes an accounting complaint and if so, shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Finance Committee will be free in its sole discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

F. Investigations

The Chief Operating Officer or acting officer in charge of the investigation if the Chief Operating Officer is accused of a Violation, may delegate the responsibility to investigate a reported Violation, whether relating to accounting and auditing matters or otherwise, to one or more employees of the Council or to any other individual, including persons not employed by the Council, selected by the Chief Operating Officer; provided that the Chief Operating Officer may not delegate such responsibility to an employee or other individual who is the subject of the reported Violation or in a manner that would compromise either the identity of an employee who reported the Violation anonymously or the confidentiality of the complaint or resulting investigation. Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Violation shall be determined by the Finance Committee in its

sole discretion and the Council and its employees and representatives will cooperate as necessary in connection with any such investigation.

G. Acting in Good Faith

Anyone filing a complaint concerning a Violation must act in good faith and have reasonable grounds for believing the information disclosed may indicate a violation of such standards. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary and/or termination warranted offense.

H. Confidentiality

In making a complaint or submission, any complainant may request that such complainant be treated in a confidential manner (including that the Council take reasonable steps to ensure that the identity of the complainant making the complaint remains anonymous). The Council takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any complainant reporting a Violation to identify him or herself so as to facilitate any resulting investigation. Complainants may, however, submit complaints on an anonymous basis. Reports of Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

I. Handling of Reported Violations

The Chief Operating Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days, but only to the extent the sender's identity is disclosed or a return address is provided. All reports will be promptly investigated, the scope of any such investigation being within the sole discretion of the Finance Committee, and appropriate corrective action will be taken if warranted by the investigation.

J. Records

The Finance Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under the Council's record retention policies in effect from time to time) all records relating to any complaint and to the investigation and resolution thereof. All such records are confidential to the Council and such records will be considered privileged and confidential.

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