

## **Integration Charter Schools Whistleblower Policy**

### **Section 1. Policy**

Integration Charter Schools (the “Corporation”) requires its Trustees, Officers, Key Persons, employees and volunteers (each, a “Protected Person”) to observe high standards of business and personal ethics in the performance of their duties on the Corporation’s behalf. As employees and representatives of the Corporation, Protected Persons are expected to practice honesty and integrity in fulfilling their responsibilities and are required to comply with all applicable laws and regulations.

The objectives of this Whistleblower Policy are to encourage and enable Protected Persons, without fear of retaliation, to raise concerns regarding suspected unethical and/or illegal conduct or practices on a confidential and, if desired, anonymous basis so that the Corporation can address and correct inappropriate conduct and actions.

### **Section 2. Reporting Responsibility**

It is the responsibility of all Protected Persons to report in good faith any concerns they may have regarding actual or suspected activities that may be illegal, fraudulent or in violation of any of the Corporation’s policies including, without limitation, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, and misuse of the Corporation’s assets, as well as any violations or suspected violations of high business and personal ethical standards, as such standards relate to the Corporation (each, a “Concern”), in accordance with this Whistleblower Policy.

### **Section 3. No Retaliation**

No Protected Person who in good faith reports a Concern shall suffer intimidation, harassment, coercion, discrimination or other retaliation, express or implied, or in the case of employees, adverse employment consequences. Any employee who retaliates against someone who has reported a Concern is subject to discipline up to and including termination of employment.

### **Section 4. Procedure for Reporting**

All Concerns should be reported to the Chairperson of the Board of Trustees (the “Board”) or to the Corporation’s President (the “Designated Officials”). Any Designated Official receiving such a report shall promptly provide written notice of same to the Audit Committee, if any, or to such other committee of independent Trustees formed by the Board to oversee all whistleblower matters as they may arise, or if there is no such committee, to the independent Trustees on the Board, as defined in the Corporation’s Conflict of Interest Policy; or, if there are allegations against one or more Board members, to at least one other Officer and one Trustee not named in the report (in each case, the “Independent Committee”).

### **Section 5. Handling of Reported Concerns**

The notified Designated Official will acknowledge receipt of each reported Concern within five (5) business days, but only to the extent the reporting person’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 Independent Committee. The person who is the subject of a reported Concern may not be present at or participate in Board or Committee deliberations or vote on the matter relating to such Concern, provided that nothing herein shall prohibit the Board or Committee from requesting that the person who is subject to the reported Concern present information as background or answer questions at a Committee or Board meeting prior to the commencement of deliberations or voting relating thereto. The Corporation will take appropriate corrective action if warranted by the investigation.

### **Section 6. Investigations**

The Independent Committee (or the Designated Official(s) receiving such notice under the general oversight and direction of the Independent Committee) shall investigate all reports filed in accordance with this Whistleblower Policy with due care and promptness. Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Concern shall be determined by the Independent Committee in its sole discretion and the Corporation and its employees shall cooperate as necessary in connection with any such investigation.

The Independent Committee (or the Designated Official) may delegate the responsibility to investigate a reported Concern, whether an accounting Concern or otherwise, to one or more employees of the Corporation or to any other individual, including persons not employed by the Corporation, selected by the Independent Committee or the Designated Official; provided that the Independent Committee or the Designated Official may not delegate such responsibility to an employee or other individual who is the subject of the reported Concern or in a manner that would compromise either the identity of an employee who reported the Concern anonymously or the confidentiality of the Concern or resulting investigation. Reported matters will be investigated to determine if the allegations are true, whether the issue is material, and what actions, if any, are necessary to correct the problem. Investigators will issue a full report of all matters raised under this Whistleblower Policy to the Independent Committee, which will, in turn issue a full report to the Board. The Board may conduct a further investigation upon receiving such a report.

### **Section 7. Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that the information disclosed may indicate a violation of law and/or ethical standards. The Corporation will treat any proven knowingly false allegation as a disciplinary offense.

### **Section 8. Confidentiality**

The Corporation takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Concern to identify himself or herself so as to facilitate any resulting investigation. Notwithstanding the foregoing, in reporting a Concern, a Protected Person may request that the Corporation treat such report in a confidential manner (including that the Corporation take reasonable steps to ensure that the identity of the reporting person remains anonymous). Protected Persons may also report Concerns on an anonymous basis. The Corporation will keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation and take any necessary remedial action.

**Section 9. Record Retention**

All records relating to any report or any investigation of a report shall be maintained for at least seven (7) years.

**Section 10. Distribution of the Whistleblower Policy**

The Corporation shall distribute a copy of this Whistleblower Policy to all Protected Persons upon the commencement of their employment by and/or service to the Corporation.

Adopted by the Board of Trustees at its Meeting on           .