

# DFMS WHISTLEBLOWER POLICY

The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America (the “DFMS”) is committed to the highest standards of ethical, moral, and legal conduct for all directors, officers, staff, contractors, and volunteers. The DFMS is further dedicated to protecting the rights of those employees who raise concerns in good faith regarding illegality, fraud, incorrect financial reporting, or violations of DFMS policy (“Concerns” or individually, a “Concern”).

This Whistleblower Policy (“Policy”) aims to provide employees with an avenue for raising such Concerns and to reassure such employees that they will be protected from retaliation, including harassment, intimidation, or an adverse employment action as of the result of a good faith report of the alleged wrongdoing of any DFMS director, officer, employee or volunteer who provides substantial services to the DFMS.

## Scope

This Policy applies to all DFMS directors, officers, employees (including part-time, temporary and contract employees), and volunteers.

## How to Raise a Concern

Concerns regarding an action or suspected action taken by or within the DFMS that is or may be illegal, fraudulent or in violation of any policy of the DFMS should be reported either orally or in writing as soon as reasonably possible after the complainant becomes aware of the matter.

Concerns may be submitted:

- To the DFMS Compliance Officer who shall be the Executive Officer of the General Convention, at ext. 5184/212-922-5184 or [ComplianceOfficer@dfms.org](mailto:ComplianceOfficer@dfms.org);
- By discussing it with any supervisor or manager, who will have the responsibility to forward the Concern to the DFMS Compliance Officer for review where appropriate; or
- Through EthicsPoint (a firm that specializes in compliance and risk management) by phone at 866-ETHICS-P/866-384-4277 or online at <http://www.episcopalchurch.ethicspoint.com/> .

Concerns involving violations of the DFMS Employee Handbook, problems with co-workers or managers related to employment, or issues related to alleged employment discrimination or sexual or any other form of unlawful harassment (“HR Concerns”) should be submitted to the HR Department to be dealt with in accordance with the DFMS Employee Handbook, which contains specific policies and procedures that address such matters consistent with federal, state, and local laws and General Convention resolutions. However, where a legitimate reason is supplied as to why the HR Department is not the appropriate vehicle for addressing an HR Concern, such

Concern should be submitted to the Compliance Officer who will determine with the Chief Legal Officer where such Concern will be addressed.

Concerns may be submitted anonymously but should contain sufficient information to substantiate the Concern being reported to allow appropriate investigation to begin.

Concerns reported in bad faith may result in disciplinary action.

Any questions regarding the scope, interpretation or operation of this Policy should be directed to the Compliance Officer or the Chief Legal Officer.

### Procedures for Receiving and Reviewing Concerns

Any supervisor, manager, or other person receiving a Concern should contact the Compliance Officer who will coordinate further action.

The Compliance Officer will do a preliminary assessment of each Concern in consultation with the Chief Legal Officer to determine to what extent an investigation into the Concern is required and, with the Chief Legal Officer, will direct all aspects of the investigation of any Concern including if outside counsel is required. In the event a Concern involves or implicates the Compliance Officer or the Chief Legal Officer, that party will promptly recuse himself or herself from the investigation and inform the Whistleblower Committee in writing which will then take appropriate action.

### Investigation Reports and Reporting of Concerns

The Compliance Officer and the Chief Legal Officer will maintain a written record of all Concerns, summarizing in reasonable detail for each Concern: (i) the nature of the Concern; (ii) the date of receipt of the Concern; (iii) the current status of any investigation into the Concern and information about such investigation (including the steps taken in the investigation, any factual findings, and the recommendations for corrective action); and (iv) any final resolution of the Concern.

The Compliance Officer shall report all Concerns to a Whistleblower Committee of the Executive Council, which shall be comprised of the Chair of Governance and Operations, the Chair of the Audit Committee, and three individuals jointly appointed by the Chair and the Vice Chair of the Executive Council. The individuals jointly appointed by the Chair and the Vice-Chair shall be members of Executive Council. The Whistleblower Committee may further investigate any Concern or appoint counsel to investigate the Concern. The Whistleblower Committee shall be delegated the full authority by Executive Council to determine the response to the Concern.

The Compliance Officer, as a director who is an employee of the DFMS, may not participate in any Whistleblower Committee deliberations or vote related to any Concerns, but, along with the Chief Legal Officer, shall be permitted to answer questions from the Committee.

Any individual who is the subject of a Concern may, at the request of the Whistleblower Committee, present additional information as background or answer questions at a meeting of the Committee but is prohibited from participating in any Committee deliberations or voting relating to the evaluation of the Concern.

### Confidentiality

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances, or permitted by law.

### No Retaliation

It is the DFMS's policy to encourage the communication of good faith Concerns relating to the lawful and ethical conduct of the DFMS's business. It is also the policy of the DFMS to protect those who communicate good faith Concerns from any retaliation for such reporting. Accordingly, no director, officer, employee, or volunteer who in good faith reports a Concern regarding any action or suspected action taken by or within the DFMS that is illegal, fraudulent, or in violation of adopted DFMS policies shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequence. Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the DFMS.

### Policy Distribution

A copy of this Policy will be distributed to all DFMS directors, officers, employees, and volunteers who provide substantial services to the corporation. This distribution requirement may be satisfied by posting this Policy on the DFMS internal website and at the DFMS's offices in a conspicuous and accessible location.