

WHISTLEBLOWER POLICY

ARTICLE I

PURPOSES

1.1 Purposes. The purpose of the Whistleblower Policy of the San Antonio Conservation Society and San Antonio Conservations Society Foundation hereafter collectively referred to as the “Society,” unless otherwise specified, is to enable all employees and members of the Society to come forward with information on illegal practices or violations of organizational policies. The Society shall not retaliate against, and shall protect the confidentiality of individuals who make good-faith reports, consistent with governing Federal, state, and local laws. The policy is intended to foster a workplace conducive to open communication regarding the organization’s business practices and to protecting individuals from unlawful retaliation and discrimination. The Whistleblower Policy is intended to augment the Ethics Policy in ensuring the highest standards of governance, ethical practice, and personal conduct within the Society and in achieving the goals for which the Society was founded.

1.2. Society Commitment. The Society is committed to fostering a workplace and atmosphere conducive to open communication regarding the organization’s business practices and to protecting employees and members from unlawful retaliation and discrimination for their having properly disclosed or reported illegal or unethical conduct. In effort to further this commitment, this policy:

- a. establishes guidance for the receipt, retention, and treatment of verbal or written reports received by the organization regarding accounting, internal controls, auditing matters, disclosure, fraud, unethical business practices, harassment, or discrimination;
- b. establishes guidance for providing employees and members a means to make reports in a confidential and anonymous manner; and
- c. makes clear the organization’s intention to discipline, up to and including termination of employment or of membership in the Society, any person determined to have engaged in unethical business practices or retaliatory behavior toward any employee or member reporting the illegal or unethical conduct.

1.3. Applicability. This policy shall be applicable to all Society members, Board of Directors (Board), staff, and volunteers operating at the direction of or in support of the Society, unless otherwise specified.

ARTICLE II

DEFINITIONS

2.1. Whistleblower. A Whistleblower, as defined by this policy, is an individual who reports an activity, that they consider to be illegal or dishonest, to one or more of the disclosure parties specified in this policy. The Whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

- 2.2 Complaint. Formal report of a violation of the Ethics Policy or other wrongdoing.
- 2.3. Complainant. The person making the Complaint via written Complaint Form.
- 2.4. Respondent(s). The target or focus of a Complaint.
- 2.5. Ethics Review Board (ERB). The three-person panel who reviews and provides recommendations on Ethics and Whistleblower Complaints. Confidentiality is paramount in the reporting, investigating, deliberation, and record keeping of Ethics and Whistleblower Complaints. Access to any and all materials pertaining to a current or past complaint is limited to the ERB, other specifically referenced action members listed in the Bylaws, Ethics Policy, or Whistleblower Policy. The President and Executive Director may serve as additional Non-voting members. The ERB shall consist of the following members:
- a. Voting Member Chairman: A former President, appointed by the President.
 - b. Voting Member Vice-Chairman: Society First Vice President.
 - c. Voting Member: Society Third Vice President.
 - d. Non-voting members: Society President, Executive Director.

When the respondent of a Complaint is the Executive Director, the Society President shall perform the duties for the specific Complaint involving the Executive Director. If the Executive Director and the Society President are both the subject of the same Complaint, the Society's First Vice President shall perform the duties. When the respondent of a Complaint is the Chairman of the ERB, the ERB Vice-Chairman shall perform the duties as the ERB Temporary Chairman for the specific Complaint involving the ERB Chairman. When the respondent of a Complaint is any of the above listed Voting members of the ERB, the Society President shall perform the duties of the third Voting member on the ERB as necessary for the specific Complaint involving either of the applicable voting members. The President and Executive Director shall serve as an additional voting member of the ERB should any of the other members of the Board be the subject of the Complaint.

ARTICLE III

GENERAL

3.1. General. The Society's Ethics Policy and Code of Ethics require Directors, Officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Society must practice honesty and integrity in fulfilling responsibilities and comply with all applicable laws and regulations. However, the Whistleblower Policy goes further and covers disclosure of suspected incidents of theft; financial reporting that is intentionally misleading; improper undocumented financial transactions; improper destruction of records; improper use of assets; violations of the Society's Conflict of Interest Policy; and any other improper occurrences regarding cash, financial procedures, or reporting, and violations of Federal, state, or local laws.

3.2. Whistleblower Protections. Whistleblower protections are provided in two important areas: providing confidentiality and preventing retaliation. The confidentiality of the Whistleblower shall be maintained to the greatest extent prudently possible. However, identity may have to be disclosed to comply with the law and to provide accused individuals their legal rights of defense. The Society shall not retaliate against a Whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, poor work assignments, and threats of physical harm, or from adverse membership implications. Any Whistleblower who believes they are being retaliated against must contact the ERB Chairman immediately. The right of a Whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

3.3. Open Door Policy. Consistent with best management practices employees and members are encouraged to share their questions, concerns, suggestions, or routine Complaints at the lowest management or supervisory level possible. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if an individual is not comfortable speaking with their supervisor or they are not satisfied with their supervisor's response, they are encouraged to speak with a Society Officer, chairperson, salaried supervisor, or the ERB Chairman for which they are comfortable in approaching. The handling of routine management issues should not be confused with issues relating to suspected violations of the Code of Ethics or wrongdoing. Nor should the formal Ethics or Whistleblower Complaint process be used as a substitute for routine management issues more appropriately handled by supervisors and managers. Supervisors and managers are required to report suspected violations of the Code of Ethics or other wrongdoing to the Society's ERB Chairman, who has specific and exclusive responsibility to investigate all reported violations. Individuals with any questions regarding this policy should contact the ERB Chairman.

ARTICLE IV

REPORTING RESPONSIBILITY

4.1. Reporting Responsibility. It is the responsibility of all Society members, the Board of Directors, staff, and volunteers, operating at the direction of or in support of the Society, to comply with the Ethics Policy and Code of Ethics and to report violations or suspected violations and wrongdoings in accordance with appropriate procedures and or the Whistleblower Policy as applicable.

ARTICLE V

NO RETALIATION

5.1. No Retaliation. This policy offers protection from retaliation to employees and members who make any disclosure under this policy. Any acts of retaliation against an employee or member making such a disclosure shall be treated by the Society as a serious violation of policy and could result in adverse action, including removal from office, discharge of employees, or membership termination. No members of the Society Board of Directors, staff, or volunteers who in good faith report a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or membership termination. This Whistleblower Policy is intended to encourage and enable individuals to raise serious concerns within the Society prior to seeking resolution outside the Society.

ARTICLE VI

ACTING IN GOOD FAITH

6.1. Acting in Good Faith. Anyone filing a Complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of some wrongdoing. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

ARTICLE VII

CONFIDENTIALITY

7.1. Protecting the Complainant. Suspected violations may be submitted by the Complainant anonymously. Reports of suspected violations shall be kept confidential and the confidentiality of the Whistleblower shall be maintained to the greatest extent prudently possible. However, in some instances, the identity of the Complainant may have to be disclosed to comply with the law and to provide accused individuals their legal rights of defense.

ARTICLE VIII

PROCESSING OF COMPLAINTS

Process for Reporting and Disposing of Complaints.

8.1. Confidentiality. Failure to maintain confidentiality at all stages of the process could become the subject of another Ethics Policy violation. This shall apply to all parties involved in the Complaint, its investigation or disposition.

8.2. Receipt of Complaints. Ethics Complaints should be completed on the appropriate form and submitted within 120 days of the alleged violation. Complaints must be submitted in writing by the complainant even if the reporting of the Complaint originated orally and involved an intermediate supervisor.

8.3. Processing of Complaints:

- a. After receiving a signed Ethics Complaint Form, the Chair of the ERB shall notify the Board of the Complaint and advise the Executive Director to maintain a log of all Complaints received, including the source, date received, and date reported to ERB.
- b. The ERB may consult with the Society Legal Counsel at any time during the process.
- c. Within 10 days of initial receipt of the Complaint, the Ethics Review Board shall determine whether the Complaint has merit and whether additional investigation is necessary.
- d. The ERB shall notify the President of the Complaint within 10 days of receipt.
- e. If additional investigation is merited, the ERB shall coordinate such investigation within 30 days of receipt of the written Complaint.

- f. If the ERB determines that the Complaint has merit it shall forward the Complaint to the respondent together with notification that the respondent has 30 days to respond to the Complaint in writing.

8.4. At the Conclusion of the 30-Day Period, the Chair of the Ethics Review Board shall:

- a. Circulate copies of the written response of the respondent to all members of the ERB (or if no response received, communicate this information to the ERB);
- b. Circulate a report of all other investigations, interviews or research that has been gathered by the ERB during the process, to all members of the ERB; and
- c. Determine, in consultation with members of the ERB, whether additional investigation is necessary and coordinate such investigation.

8.5. Upon completion of the investigation, but not later than 90 days following receipt of the written Complaint, the ERB shall take one of the following actions:

- a. Dismiss the Complaint as frivolous, inconsequential, or as not attaining the required level of proof; or
- b. Find that the respondent acted properly and exonerate the respondent; or
- c. Find that the respondent did not act properly and uphold the Complaint.

8.6. If the ERB dismisses the Complaint for any of the above reasons stated in 8.5, the ERB shall send a confidential letter to the respondent indicating matters of concern were dismissed.

8.7. The ERB shall complete its work on the Complaint within 90 days following receipt of the written Complaint. If the ERB cannot complete its work within 90 days, it may request one additional 30-day extension from the President. If the extension is granted by the President, the ERB shall notify the complainant and respondent of the extension.

8.8. Disposition of Complaints. The majority of Complaints may be concluded or disposed of by the ERB, unless the recommended action requires other formal action such as: action by the Board, action by the President or other Officer of the Society as dictated by the Society Bylaws, or Federal, state, or local laws as applicable. The process shall be completed within 90 days of the receipt of the written Complaint unless extenuating circumstances occur. Any extenuating circumstances shall be recorded in the completed report. The ERB shall notify the respondent in writing of the final decision.

Disposition of a Complaint may take one or more of the following forms, but is not limited to:

- a. Reprimand of the respondent, with or without requiring an apology to the aggrieved party or complainant as applicable;
- b. Reprimand of the respondent and require remedial action, failing which, a further penalty may be imposed;
- c. Reprimand of the respondent and recommend suspension of employment, volunteer position, or Board membership; or

d. Reprimand of the respondent and recommend revocation of employment, volunteer position, or Board membership

8.9. Appeals. The respondent may appeal the decision by submitting a written notification to the ERB within 10 business days of receiving the final decision. The appeal shall be referred to the Society Legal Counsel for resolution. The ERB shall notify respondent in writing of the final decision of the appeal.

8.10. Record Keeping and Correspondence. A copy of all Complaints with any related material shall be maintained in the confidential and secured Complaint File for seven years under the direct control of the Executive Director. All correspondence from the Society related to Ethics or Whistleblower Complaints shall be by certified mail with return receipt requested.

ARTICLE IX

UNSUBSTANTIATED ALLEGATIONS

9.1. Unsubstantiated Allegations. If, after investigation, a matter raised under this procedure is found to be without substance and to have been made not in good faith, but for malicious or frivolous reasons, or with the intent to harm the organization or an individual within the organization, the employee making the report may be subject to disciplinary action as defined in the Employee Guideline & Policy Manual. Additionally, the individual making the disclosure may be subject to membership termination. Where alleged facts disclosed pursuant to this policy are not substantiated, the conclusions of the investigation shall be made known both to the person who made the report and to the person(s) against whom any allegation was made in the report. The finding that the allegations were not substantiated shall be made a part of the record.

CHRONOLOGY

Adopted by the San Antonio Conservation Society Board of Directors Board of Directors April 9, 2014
Amended June 17, 2015; June 15, 2016; January 20, 2021

REFERENCES

- Ethics / Whistleblower Complaint Form
- Employee Guideline & Policy Manual