



SWE Board of Trustees Whistleblower Policy

I. WHISTLEBLOWER POLICY

PURPOSE / BACKGROUND

The Board of Trustees of the Society of Women Engineers requires trustees and agents to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Trustees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Whistleblower Policy are to establish policies and procedures for:

- The submission of concerns by trustees, SWE directors, SWE officers, and other SWE stakeholders, on a confidential and anonymous basis, regarding questionable accounting or auditing matters.
- The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matters.
- The protection of trustees, SWE leadership and volunteers reporting concerns from retaliatory actions. This Whistleblower Policy is intended to encourage and enable members, agents, and employees to raise concerns within the Society for investigation and appropriate action. With this goal in mind, no member, agent, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences.

APPLICABILITY OF THIS POLICY

The Board of Trustees (BOT) is responsible for safeguarding the financial assets entrusted to its management. The Board must remain alert to possible exposures, errors and irregularities. The BOT must be aware of internal control weaknesses which can lead to or permit misuse, misappropriation, or destruction of assets.

POLICY

It is the policy of the BOT to ensure the protection of the assets entrusted to its management and to ensure that such assets are not misappropriated, misused, damaged, or destroyed and to provide a policy for the investigations of known or suspected misappropriations and other irregularities. The objectives of investigating suspected misappropriations and similar irregularities are to determine whether the suspected irregularity occurred; to ascertain the source and amount of funds involved; to identify the individuals responsible for the loss; to adequately document fraudulent activities; and to provide a sound basis for any subsequent corrective action.

The BOT is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. It is important



SWE Board of Trustees Whistleblower Policy

that the BOT be advised about unlawful or improper behavior including, but not limited to, any of the following conduct:

- Accounting and Auditing Matters;
- Falsification of Contracts, Reports or Records
- Fraud
- Improper Giving or receiving of Gifts
- Improper Supplier or Contractor Activity
- Misuse of Donor Funds
- Theft / Embezzlement
- Waste, Abuse or Misuse of BOT-Managed Resources

Reports of concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ORGANIZATIONAL RESPONSIBILITIES

It is the responsibility of all trustees, SWE directors, SWE officers, members, agents and employees to report violations or suspected violations in accordance with this Whistleblower Policy. The BOT's Policy Administrator is the treasurer of the SWE Board of Trustees, hereto referred to as BOT Ombudsperson.

The BOT Ombudsperson is responsible for investigating and resolving all reported complaints and allegations concerning violations of this policy and, at his/her discretion, shall advise the Chair of the BOT, the SWE President and/or the SWE Audit Committee. The BOT Ombudsperson has direct access to the SWE Audit Committee and is required to report to the SWE Audit Committee at least annually that there has or has not been any compliance activity.

The BOT Ombudsperson will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The BOT Ombudsperson shall immediately notify the SWE Audit Committee of any reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The SWE Audit Committee shall address all such complaints and work with the BOT Ombudsperson until the matter is resolved.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VIOLATIONS OF THIS POLICY



SWE Board of Trustees Whistleblower Policy

The BOT considers acts of malfeasance, fraud, or misrepresentation committed by its trustees and agents to be reprehensible and, in response, will take all disciplinary or other action that the BOT deems appropriate. These sanctions may include, but are not limited to:

- Removal of access to BOT-managed funds and assets
- Removal from BOT office
- Removal from the BOT

The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious offense and may result in action being taken by BOT.

No individual, who in good faith reports a violation under this policy, shall suffer harassment, retaliation or adverse consequences. A trustee, member, agent or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment. This Whistleblower Policy is intended to encourage and enable individuals to raise serious concerns within the BOT's span of control prior to seeking resolution outside the organization.

DEFINITIONS FOR THIS POLICY

SWE refers to the Society of Women Engineers, an educational (versus technical or professional) organization of engineers and others who support our common goals.

Board of Trustees (BOT) refers to the elected Board of Directors of SWE-EFI, as defined in SWE-EFI's Bylaws.

SWE-EFI refers to the Society of Women Engineers Endowment Fund, Inc., a nonprofit organization organized and operated exclusively for charitable, educational, and scientific purposes. More specifically, the Corporation shall be organized and operated exclusively for the benefit of Society of Women Engineers (SWE) by providing financial support for SWE's charitable, educational and scientific programs.

Member refers to a person of any grade of membership in SWE.

Agent refers to an external organization or individual who is hired by BOT to conduct business on behalf of the BOT.

Employee refers to an employee of SWE, the Board of Trustees, or SWE-EFI.

BOT Ombudsperson refers to the treasurer of the SWE Board of Trustees, specifically charged with the responsibility to investigate reported complaints (as from members, employees or agents), report findings, and help to achieve equitable settlement for the BOT.



SWE Board of Trustees Whistleblower Policy

II. PROCEDURE FOR POLICY

The BOT maintains an open door policy and suggests that members, agents and employees share their questions, concerns, suggestions or complaints with someone who can address them properly.

Anyone filing a complaint concerning a violation or suspected violation of this policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. 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 offense.

Anonymous reports will be accepted, and all reports will be handled on a confidential basis. The contact information for the BOT Ombudsperson is below. Mark envelope: "TO BE OPENED BY ADDRESSEE ONLY PERSONAL AND CONFIDENTIAL." The BOT Ombudsperson will coordinate the investigation and BOT will take appropriate action as it deems justifiable by the circumstances.

BOT Ombudsperson
The Society of Women Engineers
130 East Randolph Street, Suite 3500
Chicago, IL 60601

Reporting Whistleblower Retaliation

Information must be disclosed in writing directly to the BOT Ombudsperson addressed to the address listed above. Mark envelope: "TO BE OPENED BY ADDRESSEE ONLY PERSONAL AND CONFIDENTIAL."

In the event the whistle-blower information concerns the BOT Ombudsperson or the adverse personnel action is alleged to have been committed by the BOT Ombudsperson, the complaint shall be filed with the SWE Ombudsperson as defined by SWE's Whistleblower Policy, available through SWE-HQ.

The SWE Ombudsperson shall be responsible for receiving, investigating and reporting to the appropriate authorities at the conclusion of any investigation arising from any disclosure covered under this policy.

It is the policy of the BOT to encourage members, agents and employees to disclose whistle-blower information.



SWE Board of Trustees Whistleblower Policy

Notwithstanding any other grievance procedure which may be applicable, an individual who believes that he or she has been subjected to adverse personnel action as a result of engaging in activity protected by the Whistle Blower Act, shall file a complaint with the BOT Ombudsperson. This complaint must be made in writing and must be filed with the BOT Ombudsperson within twenty (20) days of the alleged adverse action. Upon receipt of a retaliatory action complaint; or upon referral of a grievance which contains allegations of whistle-blower retaliation, the BOT Ombudsperson shall conduct an investigation of the complaint of retaliation. The BOT Ombudsperson shall complete such investigation within thirty (30) days of receipt of the complaint, except the BOT Ombudsperson shall have the authority to extend such time for reasonable cause.

Upon completion of the investigation, the BOT Ombudsperson shall notify the BOT Chair as to whether or not there are reasonable grounds to believe that a retaliatory action has occurred or is occurring and where appropriate, make recommendations to remedy the prohibited personnel action.

The BOT Chair shall thereafter render a decision as to the relief to be afforded, which shall be the final stage of this procedure. In the event, the complaint pertains to the BOT Chair, the BOT Ombudsperson shall present the SWE Ombudsperson with the written findings of the investigation and the SWE Ombudsperson shall then render a decision as to the relief to be afforded.

In any complaint brought under this policy in which the BOT Ombudsperson has determined that there are reasonable grounds to believe that a prohibited personnel action has occurred or is occurring, the BOT may:

- (a) Reinstate the agent or employee to the same position held before the adverse action was commenced, or to an equivalent position or reasonable front pay as alternative relief.
- (b) Reinstate the agent's or employee's full fringe benefits and seniority rights, as appropriate.
- (c) Provide compensation if appropriate, for lost wages, benefits or other lost remuneration caused by the adverse action.