

## **AABB Board, Committee Member, and Volunteer Whistleblower Policy**

*Purpose:* Whistleblower protections are essential to ensure that fraud, mismanagement, self-dealing and suspected illegal activities are reported early and in time to mitigate the negative effects of these activities to the organization. These behaviors undermine the credibility of AABB and can adversely affect the financial health of the organization, as well as its ability to fulfill its mission. As representatives of AABB, board and committee members and other volunteers must conduct themselves with honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations. This policy is intended to provide protections to those individuals who fall under the definition of “whistleblower” for purposes of this policy.

*Definition of Whistleblower:* A board member, committee member or committee representative, or volunteer, who discloses information that the discloser reasonably believes constitutes: 1) a violation of laws, regulations or AABB policies relating to finance, harassment or discrimination, conflicts of interest or confidentiality; or 2) gross mismanagement of the association’s financial resources (Violations).

*Protected Disclosures:* Whistleblowers are free to disclose information that supports a reasonable belief that misconduct is occurring or has occurred in connection with AABB activities. At the same time, whistleblowers must respect the confidentiality of sensitive AABB information unrelated to the alleged misconduct.

*Disclosure Procedure for Board Members:* To encourage whistleblowers to promptly disclose Violations, Board members may report such concerns to the Chair of the Audit & Ethics Committee (Chair) or the AABB Chief Executive Officer (CEO).

*Disclosure Procedure for Committee Members, Representatives, and Other Volunteers:* To encourage whistleblowers to promptly disclose Violations, committee members, representatives, and other volunteers may, on a confidential basis, report such concerns to the appropriate board representative, the Chair, the CEO or the AABB President.

*Investigation and Resolution:* The Chair, the AABB President, and the CEO, acting in concert (unless the Chair, AABB President or CEO is implicated) shall exercise discretion as to whether the Audit & Ethics Committee, General Counsel or outside counsel should investigate the allegations made by the whistleblower. Findings shall be presented to the Audit & Ethics Committee for review. The Audit & Ethics Committee shall determine, with input from the CEO, appropriate sanctions, which may include written admonition, letter of censure, suspension or removal from the board, committee or volunteer position.

*Right to Appeal:* Individuals accused of wrongdoing have the right to appeal the decision to the full board of directors within 30 calendar days from the date they are notified of the decision. The request for appeal should be sent to the Executive Office mailbox at: executive@aabb.org.

*Maintenance of Records:* The Executive Office shall develop a process for maintaining the files relating to decisions to sanction.

*Protections from Retaliation:* AABB will not tolerate or engage in retaliation against whistleblowers that report in “good faith.” AABB prohibits retaliation, including but not limited to making any threatening communication by verbal, written and/or electronic means, against any individual who reports and/or provides any information concerning conflicts of interest, confidentiality, unlawful discrimination, harassment and/or other violations of AABB policies, rules and standards of conduct. This protection includes providing appropriate and timely relief to remedy the consequences of actual or threatened reprisals, and holding accountable those who retaliate. AABB will make every effort to protect the confidentiality of the whistleblower to the extent possible, without interfering in the investigation.

*Fair Procedures:* AABB will provide fair and objective procedures for examining and resolving complaints, disputes and allegations of misconduct. Specifically, AABB will:

1. Maintain to the extent possible a confidential record of any material complaint or concern covered by this policy.
2. Evaluate and investigate allegations of misconduct or concerns raised by whistleblowers.
3. Address those complaints and concerns as expeditiously as possible without compromising quality or just and fair solutions.
4. Disclose such complaints or concerns to the Audit & Ethics Committee, along with the corrective action taken or planned to address the issues raised.
5. Ensure that any individual bringing such complaints or concerns forward in good faith will not be subject to any adverse action based on the disclosure of those complaints or concerns even if the allegations are not substantiated.
6. Ensure that appropriate actions are taken should it be discovered in the investigation that the whistleblower showed malicious intent.

*Responsibilities of Whistleblowers:* Whistleblowers should understand and respect the serious consequences of disclosure to those they accuse of misconduct. To that end, whistleblowers shall not make false statements and shall not engage in other unlawful or unreasonable behavior when alleging misconduct. Whistleblowers have a duty to promptly correct any errors they make in the course of charging others with misconduct.

Whistleblowers have an obligation to participate in good faith in any misconduct procedures that they have triggered.

*Communication:* At the conclusion of any investigation or proceeding, AABB will provide appropriate remedies for vindicated persons accused of misconduct. Whenever possible, the whistleblower will be provided with feedback when the investigation is complete.

Approved by the Board of Directors July 14, 2006, amended February 1, 2019