



Whistleblower Policy

Doc Number: 700

Owner: General Counsel and Corporate Secretary

Effective Date: March 20, 2024



Purpose

The purpose of NPCC's Whistleblower Policy is to ensure that NPCC has a process in place to report activity that is fraudulent, illegal, or a material violation of an NPCC policy.

NPCC's Whistleblower Policy further supports an independent compliance monitoring and enforcement function within NPCC that is free from any undue influence or the appearance of undue influence and to provide a process to address any assertion of undue influence.

Business Need

This Whistleblower Policy demonstrates NPCC's commitment to integrity and ethical conduct by encouraging and permitting individuals to report activity that is fraudulent, illegal, or a material violation of an NPCC policy. It protects individuals who report, in good faith, any potential misconduct. Additionally, the Sarbanes-Oxley Act of 2002 and New York Not-for-Profit Corporation Law requires NPCC to have certain provisions that are covered by this Whistleblower Policy.

This Whistleblower Policy also demonstrates NPCC's commitment to the independence of its compliance monitoring and enforcement activities and to fostering and maintaining a workplace where its officers and employees tasked with responsibilities associated with implementation of the ERO Enterprise Compliance Monitoring and Enforcement Program within the U.S. and similar compliance activities in support of several Memoranda of Understandings and/or Agreements with Canadian governmental and/or regulatory agencies/authorities will be protected from unlawful retaliation for properly executing, in good faith, those functions on behalf of NPCC.

Scope

This Whistleblower Policy applies to NPCC's directors, officers, employees, former employees, contractors, and individuals serving on NPCC's committees, task forces, working groups and other organizational groups (hereinafter, "Covered Individuals").

Policy

NPCC is committed to high standards of business conduct and ethics. In line with this commitment, this Whistleblower Policy is designed to provide an anonymous and confidential means for Covered Individuals to raise concerns with the reassurance that they will be protected from unlawful retaliation for disclosing or reporting, in good faith, any action or suspected action that is potentially fraudulent, illegal, or in material violation of any adopted NPCC policy.

Covered Individuals are encouraged to report any action or suspected action that is:

- (a) Fraudulent, such as concerns regarding financial statements, financial disclosures, accounting matters, internal controls, or auditing matters;
- (b) Illegal or otherwise a violation of applicable law; or
- (c) A material violation of any NPCC policy.

Employees that perform the compliance monitoring or enforcement function are encouraged to report any real or perceived concern regarding the independence of the compliance monitoring and enforcement program, such as undue stakeholder influence.



During an investigation of any such action or suspected action, Covered Individuals have a responsibility to provide truthful information in connection with any inquiry or investigation by any applicable court, agency, law enforcement, or other governmental body with jurisdiction.

Whistleblower Team

The Whistleblower Team is comprised of the President and CEO of NPCC, the Chair of the Finance and Audit Committee, the General Counsel and Corporate Secretary, and the Vice-President, Finance. The contact information for the Whistleblower Team shall be attached to this Policy. In the event one or more of these individuals is not available to perform the duties as a member of the Whistleblower Team, another Vice-President level employee or Board member may be added to the team.

If a reported issue concerns a member of the Whistleblower Team, that individual will not receive a report and will not be involved in the investigation of the reported issue.

The General Counsel and Corporate Secretary shall act as Secretary of the Whistleblower Team and be responsible for gathering and maintaining related documentation and reports, unless the report concerns the General Counsel and Corporate Secretary, in which case the Whistleblower Team will choose another person to act as Secretary of the Whistleblower Team.

Procedure

Reports may be submitted in two ways.

Report to Whistleblower Team Member

Any Covered Individual may contact any member of the Whistleblower Team. Anonymous and confidential written, telephonic, or electronic communications will be accepted by any of these individuals.

Reporting by Hotline

Covered Individuals can report activity by contacting NPCC's Hotline by using any of the methods below:

- **Website:** <https://report.syntrio.com/npcc>
- **Anonymous Reporting App:** Keyword: npcc
 - Detailed app instructions download [here](#)
- **Toll-Free Telephone:**
 - English-speaking USA and Canada: **833-759-7300**
 - Spanish-speaking USA and Canada: **800-216-1288**
 - French-speaking Canada: **855-725-0002**
- **E-mail:** reports@syntrio.com (must include company name with report)
- **Fax:** 215-689-3885 (must include company name with report)
- **Suggestion Box:** <https://report.syntrio.com/npcc/sb.asp>.



Regardless of which reporting method is chosen, Covered Individuals submitting reports are encouraged to provide as much specific information as possible including names, dates, places, the action that took place, the Covered Individual's perception of why the action may be a violation, and what action the Covered Individual recommends be taken.

Response to Report

Upon the receipt of a report, the Whistleblower Team will notify the Board Chair that a report has been received and will determine and conduct an appropriate investigation for each report. This may include assembling material facts and/or retaining outside experts.

Covered Individuals that choose to identify themselves will receive a reply to their report within 20 business days or as soon as practicable thereafter.

After an investigation or a determination that an investigation is not required, the Whistleblower Team will develop and provide the NPCC Board with a *recommended disposition report*, which shall describe the material facts and a recommended resolution. The Board shall record minutes during each meeting during which a recommended disposition report is discussed or voted upon.

No Board Member, employee, or other person who is subject to a report or a recommended disposition report shall:

- Be present at, or participate in, any meeting deliberations or Board vote with respect to such report or recommended disposition report, or
- Attempt to influence Board deliberations on the report or recommended disposition report;

provided, however, that such Board member, employee, or other person may attend the Board meeting to provide material facts or background information related thereto.

Confidentiality of the reporting party's identity will be maintained by each member of the Whistleblower Team and the Board, to the fullest extent possible, consistent with the need to permit necessary investigation and compliance with applicable laws and regulations.

Prohibition on Retaliation

NPCC prohibits any form of retaliation, including harassment, intimidation, discrimination, or adverse employment actions, against any Covered Individual who files a report under this Whistleblower Policy. Any individual determined to have engaged in retaliatory behavior or who fails to maintain a reporting party's anonymity, if requested, may be subject to discipline, up to and including termination. Any Covered Individual who believes that he or she has been subjected to retaliatory behavior in connection with the filing of a report should immediately notify the Whistleblower Team through one of the methods identified in this Whistleblower Policy.

Retention

Reports and recommended disposition reports will be maintained in accordance with NPCC's Document Retention and Destruction Policy.



Distribution

A copy of this Whistleblower Policy shall be posted to NPCC's website or otherwise, furnished to Covered Individuals, as NPCC deems appropriate.

Reviewer/Responsible Groups

NPCC legal is responsible for issuing and maintaining this Policy. The NPCC Board of Directors has the ultimate authority and responsibility to oversee the adoption and implementation of, and compliance with, this Policy.

Review and Reapproval Requirements

This Whistleblower Policy document will be reviewed every three (3) calendar years or as appropriate for possible revision. The existing or revised document will be reapproved by the NPCC Board of Directors and distributed.

Date	Changes Made/ Comments	Changed By/Reviewed By
June 3, 2014		Adopted and Approved by the NPCC Board of Directors
June 5, 2019		Amended by the NPCC Board of Directors.
March 20, 2024	Modernized and updated to comply with Policy Procedure.	Amended by the NPCC Board of Directors.



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