

The Sarbanes-Oxley Act, signed into law on July 30, 2002, was designed to add new governance standards for the corporate sector to rebuild public trust in publicly held companies. While the majority of this act deals directly with for-profit corporations, the whistleblower standard in the act covers non-profit corporations.

A. Whistleblower Policy

Second Harvest of Silicon Valley (Second Harvest) will investigate any suspected fraudulent or dishonest use or misuse of Second Harvest's resources or property by staff, board members, consultants or volunteers. Second Harvest is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All staff, board members and volunteers shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in corrective action including possible termination of employment, dismissal from the board or volunteer duties and possible civil or criminal prosecution if warranted.

Staff, board members, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as "whistleblower"), pursuant to the procedures set forth below.

1. Reporting

A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer's work. If for any reason a person finds it difficult to report his or her concerns to a supervisor or staff member supporting the volunteer's work, the person may report the concerns directly to the President of the Board of Directors or Audit Committee Chair, CFO, VP Of Human Resources or CEO and can call or email using the contact information found in the organization's internal directory.* Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above by addressing it appropriately and sending it through U.S. or internal mail.

An additional method of confidential and anonymous reporting is through a web-based and telephone service known as Ethicspoint. Second Harvest has a contract with Ethicspoint to receive reports of complaint or concern from employees or constituents of Second Harvest. Ethicspoint then directs the

*Emails can be sent directly to the President of the Board of Directors at the email address boardchair@shfb.org, emails to the Audit Committee can be sent to auditchair@shfb.org, the CFO, HRVP and CEO can be reached by using the email addresses listed on the Second Harvest website or the internal email directory.

report(s) to the appropriate person at Second Harvest for immediate investigation and follow-up. Procedures for utilizing the Ethicspoint services can be found at www.ethicspoint.com or by calling 1-888-260-5912.

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while concerned about “getting to the bottom” of such issues, should not in any circumstances perform any investigative or other follow-up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution;
- should not discuss the case with attorneys, the media or anyone other than the President of the Board of Directors or Audit Committee, CFO, VP of Human Resources, or CEO.

2. Definitions

- a) **Baseless Allegations:** Allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to corrective action by Second Harvest, and/or legal claims by individuals accused of such conduct.
- b) **Fraudulent or Dishonest Conduct:** A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:
 - forgery or alteration of documents;
 - unauthorized alteration or manipulation of computer files;
 - fraudulent financial reporting;
 - pursuit of a benefit or advantage in violation of Second Harvest’s *Conflict of Interest Policy*;
 - misappropriation or misuse of Second Harvest resources, such as funds, supplies or other assets;
 - authorizing or receiving compensation for goods not received or services not performed;
 - and authorizing or receiving compensation for hours not worked.

c) **Whistleblower:** An employee, consultant or volunteer who informs a supervisor, President of the Board of Directors or Audit Committee, CFO, VP of Human Resources or CEO about an activity relating to Second Harvest which that person believes to be fraudulent or dishonest.

B. Rights and Responsibilities

1. Supervisors

Supervisors are required to report suspected fraudulent or dishonest conduct to the President of the Board of Directors or Audit Committee, CFO, VP of Human Resources or CEO.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- baseless allegations;
- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation;
- and violations of a person's rights under law.

2. Investigation

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys.

3. Whistleblower Protection

- a. Second Harvest will use its best efforts to protect whistleblowers against retaliation. Whistleblowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this means that whistleblower complaints will only be shared with those who have a need to know so that Second Harvest can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases,

with law enforcement personnel. (Should corrective or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have right to know the identity of the whistleblower.)

- b. Employees, consultants and volunteers of Second Harvest may not retaliate against a whistleblower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistleblowers who believe that they have been retaliated against may file a written complaint with the President of the Board of Directors or Audit Committee, CFO, Vice President of Human Resources or CEO. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- c. Whistleblowers must be cautious to avoid baseless allegations (as described earlier in the definitions section of this policy).

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