

R. McCONNELL GROUP PLLC

A BOARD GUIDE

Speak-Up & Whistleblower

Raising concerns safely, free from retaliation

The company's speak-up culture: multiple reporting channels, good-faith protection, confidential and impartial investigation, and a firm prohibition on retaliation



Why Speak-Up Matters

People only report when they trust it's safe to

Misconduct surfaces early

Encouraging concerns lets the organization correct problems before they escalate

Integrity is reinforced

Whistleblower protection fosters transparency and demonstrates accountability

Trust enables reporting

People come forward only when confidentiality and protection are real

Boards see the truth

Reliable channels give directors visibility into significant events

COMMITMENT The company strictly prohibits retaliation against anyone who raises a concern in good faith

How Concerns Reach the Company

Multiple, accessible routes let anyone raise an issue

01

Line manager

Raise concerns directly with your manager or another leader

02

Human Resources

Report questions or suspected violations to an HR partner

03

Compliance & Ethics

Contact the Ethics & Compliance function or General Counsel directly

04

Confidential hotline

A 24/7 independent line takes reports by phone or online

05

Anonymous where permitted

Reports may be made anonymously where local law allows

06

Open to all

Employees, contractors, and third parties may report concerns

From Report to Resolution

Every concern receives a structured, impartial response

Initial inquiry

An initial assessment gauges the merits and seriousness of the concern

Right function assigned

HR, Legal, or Compliance is selected to best address it

Qualified investigator

A capable, impartial person investigates to reach factual findings

Confidential handling

Identity is shared only with those conducting the investigation

Reporter feedback

Where feasible, the company estimates timing and provides updates

Escalation & oversight

Significant matters are reported to senior management and the board

Good-Faith Reporting

Honesty earns protection; abuse of the process is itself misconduct

Fraud	Waste	Abuse	Illegal conduct
Unsafe conduct	Unethical conduct	Policy violations	Retaliation

GOOD FAITH

Reports made honestly with a reasonable basis are protected, even if not ultimately proven true

Definitions

01

Protected disclosure

A good-faith report of illegal, unsafe, or unethical conduct to an authorized channel

02

Retaliation

Punitive action against a reporter—termination, harassment, or adverse employment changes

03

Good faith

Honesty and a reasonable basis to believe a report is true, made without malice

04

Whistleblower

An individual who reports credible information on potential or actual misconduct

Questions the Board Should Ask

A few questions test whether speak-up really works

1

Are all channels, including anonymous, well publicized?

Awareness and access determine whether people actually come forward

2

How do we verify no retaliation occurred after a report?

Confirming non-retaliation protects reporters and the program's credibility

3

Are significant concerns escalated on a consistent template?

Standardized escalation ensures directors see material matters reliably

4

How do we address bad-faith or malicious reports?

False allegations undermine the culture and warrant their own response