

**Whistleblower
Policy
(Adopted 2/25/15)**

**I.
Overview**

YaleWomen, Inc., a 501(c)(3) charitable corporation (“YW”), requires its directors, officers, employees and volunteers to observe high standards of ethics in the conduct of their duties and responsibilities. As representatives of YW, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

YW’s whistleblower policy (the “**Whistleblower Policy**”) is designed to ensure:

- That any violations of law or ethical standards are reported
- That any reporting person is assured that he/she will not be subject to retaliation as a result of making a report in good faith
- That all such reports are promptly investigated and handled by YW
- That any violations are brought to light so that they may be appropriately remediated

Questions, concerns, suggestions or complaints regarding the ethical and legal standards that are the subject of this Whistleblower Policy should be addressed directly to the Chair of YW. (the “**Compliance Officer**”).

**II. Reporting
Responsibility**

It is the responsibility of everyone associated with YW (including directors, officers, employees and volunteers) to report violations or suspected violations of law or of our high ethical standards, to the extent such ethics relate to the organization (collectively, including suspected violations, “**Violations**”) in accordance with this Whistleblower Policy.

Violations should be reported in writing or orally to the Chair of the Governance Committee (the “Compliance Officer”) unless she is unavailable or the report relates to the Compliance Officer, in which case the report may be made to any member of the Governance Committee. If reported orally, the Compliance Officer or other recipient of the report will create a timely written account of the complaint.

The matters which should be reported under this Whistleblower Policy include suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of

YW's assets or suspected legal, regulatory, compliance, or ethics-related issues, concerns or violations (including issues related to alleged employment discrimination, sexual or other forms of unlawful harassment, violations of human resources and other internal policies or other misconduct).

III. No Retaliation

This Whistleblower Policy is intended to encourage and enable employees, volunteers and others to raise serious concerns within YW without fear of retaliation. No person (including directors, officers, employees or volunteers of YW) who in good faith reports a Violation shall suffer intimidation, harassment, discrimination or other retaliation or adverse employment consequence because of such report. Anyone who breaches this Whistleblower Policy by

1

retaliating against someone who has reported a Violation in good faith is subject to discipline up to and including termination of employment or removal from office or membership. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between YW and its employees, nor does it change the fact that employees of YW are employees at will. Nothing contained herein provides any director, officer, employee or volunteer of YW with any additional rights or causes of action.

IV. Reports Must Be in Good Faith

Anyone filing a complaint concerning a Violation must act in good faith and have reasonable grounds for believing the information disclosed may indicate a violation of such standards. Making a knowingly false allegation will be viewed as a serious disciplinary offense.

V. Confidentiality

In making a complaint or submission, a reporting person may request that the identity of the complainant be treated in a confidential manner (including that YW take reasonable steps to ensure that the identity of the person making the complaint remains anonymous). In addition, reporting persons may submit complaints on an anonymous basis. However, YW takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Violation to identify him or herself so as to facilitate any resulting investigation. Reports of Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VI. Handling of Reported Violations

The Compliance Officer will acknowledge receipt to the person reporting a Violation within five business days of receiving the report, but only if such person provides a mailing address, e-mail address, telephone or facsimile number for such notice. All reports will be promptly investigated, the scope of any such investigation being within the sole discretion of the Governance Committee and appropriate corrective action will be taken if warranted by the investigation.

VII. Compliance Officer

Except where a report was made to a member of the Governance Committee because the Compliance Officer may be implicated in the Violation, the Compliance Officer is responsible for:

- (i) administering this Whistleblower Policy;
- (ii) the prompt investigation and resolution of all reported Violations;
- (iii) advising the Governance Committee, and if no officer is implicated, the Executive Committee, of all reported complaints and allegations of Violations; and
- (iv) preparing or procuring a report, if appropriate, that documents the reported Violation, including a description of the Violation and actions taken to investigate and/or resolve the Violation.

The Compliance Officer is required to report to the full Council at least annually on compliance activity.

Where a report is made to a member of the Governance Committee due to the Compliance Officer being implicated in the relevant Violation, such member shall abide by this Whistleblower Policy as if such member were the Compliance Officer for purposes of responding to such Violation (including investigating, resolving, documenting and preserving confidentiality related to the report).

Where a report is made to a member of the Governance Committee because the Compliance Officer was unavailable, such member shall either transmit the report to the Compliance Officer for handling or abide by this Whistleblower Policy as if such member was the Compliance Officer for purposes of responding to such Violation (including investigating, resolving, documenting and preserving confidentiality related to the report).

VIII. Accounting and Auditing Matters

The Governance Committee of the Council shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Governance Committee of any such complaint and work with the committee until the matter is resolved. Promptly upon receipt, the Governance Committee shall evaluate whether a complaint constitutes an accounting complaint and if so shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Governance Committee will be free in its sole discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

IX. Investigations

The Compliance Officer may delegate the responsibility to investigate a reported Violation, to one or more officers of YW or their designees or to any other individual, including persons not employed by YW, selected by the Compliance Officer; provided, that the Compliance Officer may not delegate such responsibility to an employee or other individual who is the subject of the reported Violation. An outside auditor, counsel or other third party may be retained to assist with the conduct of an investigation, or the resolution, of a reported Violation. Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Violation shall be determined by the Governance Committee in its sole discretion and YW and its employees will cooperate as necessary in connection with any such investigation.

X. Record Retention

The Governance Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under YW record retention policies in effect from time to time) all records relating to any complaint and to the investigation and resolution thereof. All such records are confidential to YW.

XI. Dissemination of Whistleblower Policy

A copy of this Whistleblower Policy must be distributed to all directors, officers, employees and to volunteers who provide substantial services to YW, who should return a signed acknowledgment in the form attached hereto. Email distribution of this policy and electronic signature of the acknowledgement of this policy shall suffice for the purposes of this paragraph.