

MSCA Whistleblower Policy

MSCA officials are obligated to comply with the MSCA Constitution and all relevant legal requirements in carrying out their MSCA responsibilities. A failure to meet these obligations – whether intentional or inadvertent – can have adverse consequences for the reputation and operation of MSCA. The purpose of Whistleblower Policy (“WB Policy”) is to establish a procedure by means of which any such failures can be brought to the attention of MSCA, so that appropriate action can be taken.

I. DEFINITIONS

As used in the WB Policy, the following terms have the meanings indicated:

- A. The term “misconduct” means an action taken by an MSCA official in carrying out his or her MSCA responsibilities that is in violation of the MSCA Constitution or a legal requirement.
- B. The term “MSCA official” means an MSCA Officer, a member of the MSCA Board of Directors (“Board”), a member of an MSCA committee, or any other MSCA member designated by the MSCA President or Board to represent MSCA. The term does not mean an employee of, or a consultant retained by, MSCA.
- C. The term “person” means a member of MSCA, an employee of MSCA, or a consultant or vendor who does or seeks to do business with MSCA.
- D. The term “WB Officer” means the individual who is responsible for the implementation of the WB Policy.
- E. The term “whistleblower” means an individual who notifies the WB Officer of an action that he or she has reasonable cause to believe constitutes misconduct.

II. WB OFFICER

The MSCA Vice President shall serve as the WB Officer, and shall in that capacity be responsible for the implementation of the WB Policy. The WB Officer shall monitor the implementation of the WB Policy and make periodic reports regarding its implementation to the MSCA Board of Directors. The WB Officer shall recommend to the Board of Directors such modifications in the Policy as he or she may from time to time deem appropriate.

III. NOTIFYING MSCA OF ALLEGED MISCONDUCT

- A. Any person who has reasonable cause to believe that an MSCA official has engaged, is engaged or is about to engage in misconduct, should notify the WB Officer in writing. That whistleblower shall identify himself or herself in the

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notice to the WB Officer, but the WB Officer shall, if requested to do so by the whistleblower, treat the notice as anonymous and shall not, except in response to a legal mandate, reveal the whistleblower's name. If the WB Officer is unavailable, and the whistleblower believes that a delay in providing notification can have adverse consequences for MSCA, he or she may notify the MSCA President, who shall as soon as possible thereafter turn the matter over to the WB Officer.

- B. If, based upon the information provided by the whistleblower and other relevant information, the WB Officer has reasonable cause to believe that an MSCA official has engaged, is engaged or is about to engage in misconduct, the WB Officer shall turn the matter over to the MSCA Board of Directors.
- C. The Board, or its designee, shall conduct an expeditious investigation of the alleged misconduct. The MSCA official shall not be present during the Board's deliberations and vote regarding the allegation. The Board shall submit to the WB Officer a written opinion setting forth its conclusions as to whether the MSCA official has engaged, is engaged or is about to engage in misconduct, and, if so, how to correct the situation.
- D. After consulting with the MSCA Board of Directors, the WB Officer shall arrange for such action to be taken as he or she deems appropriate to correct the situation.
- E. If the WB Officer concludes that any person has made an allegation of misconduct, or has participated in an investigation of alleged misconduct, in bad faith or without reasonable cause, the WB Officer, after consulting with the MSCA Board of Directors, shall arrange for appropriate disciplinary action to be taken against that person.

IV. PROTECTION OF PERSONS WHO PROVIDE EVIDENCE OF ALLEGED MISCONDUCT

- A. Except as otherwise provided in Section III(E) above, no person shall be subject to any form of direct or indirect retaliation by an MSCA official or an MSCA employee because he or she (1) is a whistleblower, (2) has participated in an investigation of alleged misconduct, or (3) has in good faith in any other way been involved in the implementation of the WB Policy.
- B. If any person believes that he or she has been subject to retaliation in violation of Section IV(A) above, that person shall report such retaliation to the WB Officer. The WB Officer shall investigate the matter and, if the WB Officer concludes that an MSCA official or MSCA employee has engaged in retaliation, the WB Officer, after consulting the MSCA Board of Directors, shall take appropriate disciplinary action against said MSCA official or MSCA employee, as the case may be.

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V. MISCELLANEOUS

- A. Nothing in this WB Policy shall be interpreted or applied to deprive any person of any right that he or she may have under the MSCA Constitution, a contract with MSCA or a statute. To the extent that the WB Policy is inconsistent with any such right, the right in the MSCA Constitution, contract with MSCA or statute shall take precedence. All other provisions of this policy that are not inconsistent with the MSCA Constitution, contract with MSCA or statute shall remain in full force and effect.
- B. Any person who believes that an MSCA official has engaged, is engaged or is about to engage in misconduct is encouraged to exhaust the WB Policy before attempting to deal with the matter in any other forum.
- C. All information and documents involved in the implementation of the WB Policy shall be treated as confidential and the WB Officer shall make such information and documents available to others only on an “as needed” basis. To the extent relevant, all privileges, including the attorney/client and attorney work product privileges, shall apply to information and documents involved in the implementation of the WB Policy.
- D. If an allegation of misconduct is made against the WB Officer or a member of the MSCA Board of Directors, the matter shall be dealt with by those members of the MSCA Board of Directors who have not had said allegation made against them. The MSCA official against whom the allegation is made shall not be present during the Board’s deliberations and vote regarding the allegation.

VI. EFFECTIVE DATE, AMENDMENT AND DISTRIBUTION

- A. The WB Policy shall become effective on the date that it is adopted by the MSCA Board of Directors and shall supersede all prior MSCA policies dealing with the same subject. The Board of Directors may amend the WB Policy from time to time as it deems appropriate.
- B. The WB Policy shall be posted on the MSCA website and a copy of the Policy shall be distributed annually to all MSCA officials and MSCA employees.