



POLICY

SUBJECT: Whistleblower

POLICY: It shall be the policy of the Delaware County Electric Cooperative (the "Cooperative") to maintain an effective, easy-to-use mechanism for employees to raise concerns regarding potentially unlawful or unethical behavior within the organization and that ensures protection against retaliation for the whistleblower.

PROCEDURE:

It is Cooperative's policy that no retaliation shall occur against any employee who internally reports a concern about potentially unlawful or unethical conduct ("Whistleblower"). Each employee has an obligation to report in accordance with this Whistleblower Policy: (a) questionable or improper accounting or auditing practices, (b) suspected unlawful conduct, and (c) violations or suspected violations of the Cooperative's Articles of Incorporation, Bylaws, or policies (collectively referred to as "Concerns" from this point forward).

A. No Retaliation

This policy is intended to encourage and enable employees to raise Concerns for prompt internal investigation and appropriate action. **No employee who in good faith reports a Concern shall be subject to retaliation in any form for making the report.** An employee who retaliates against someone who has made a good faith report about a Concern is subject to the Cooperative's progressive disciplinary process up to and including termination of employment.

B. Reporting Concerns

In most cases, employees should first discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the Whistleblower continues to have reasonable grounds to believe the Concern is valid and the supervisor is not responsive, the Whistleblower should then report the Concern to the CEO/General Manager.

If the supervisor is a subject of the Concern, or if the Whistleblower is uncomfortable speaking with his or her supervisor for any reason, or if the CEO/General Manager is the subject of the Concern, the Whistleblower should report his or her Concern to the Cooperative's attorney or a Director of the Board.

C. Handling of Reported Concerns

1. Investigation Procedure: All Concerns will be dealt with promptly and in a manner intended to protect confidentiality, consistent with the need to conduct a full and fair investigation.

- a. Concerns Not Involving the CEO/General Manager: Following a preliminary assessment, if the individual initially receiving the Concern believes the Concern warrants further investigation, then the Cooperative's attorney shall be responsible for investigating the Concern and reporting the results of this further investigation to the referring supervisor/manager or to higher level management or the Board as appropriate.

If the investigation indicates that there has been or likely has been a violation of law, accounting or audit standards, or Cooperative Articles of Incorporation, Bylaws, or policy, then the individual who receives the report of the results of the investigation shall consult with the CEO/General Manager to determine the appropriate follow-up action and conclusion.

- b. Concerns Involving the CEO/General Manager: If the CEO/General Manager is the subject of Concern, the Cooperative's attorney or Director who initially receives the Concern, shall conduct a preliminary assessment. If the preliminary assessment reveals that the Concern warrants further investigation, then the Cooperative's attorney or Director shall report the Concern directly to the Board President. The Board President will then report to the full Board and engage the Cooperative's attorney to further investigate the Concern and report back to the Board on the results of the investigation for appropriate follow-up action and conclusion.

2. Follow-Up with Whistleblower. The Whistleblower will be informed of the progress and/or outcome of the investigation unless: (1) the Whistleblower indicates his or her preference not to be informed, (2) this would be detrimental to the Whistleblower, Cooperative or the investigation, or (3) there are other, sound reasons not to inform the Whistleblower. The CEO/General Manager is responsible for determining whether follow-up with the Whistleblower would be detrimental or whether other reasons exist not to inform the Whistleblower unless the General Manager is the subject of the concern. If the CEO/General Manager is the subject of the concern, then the Cooperative's attorney is responsible for determining whether follow-up with the Whistleblower is appropriate. This individual is also responsible for informing the Whistleblower if the Concern has been settled or closed.



3. Cooperation. All employees are required to cooperate in the investigation of Concerns, which may include steps such as personal interviews and requests for and review of documents. Employees must not discuss the investigation, including any interviews or document requests, with anyone unless specifically instructed that they may do so.

D. Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information provided in a reported Concern indicates a violation of law, accounting or audit standards, or Cooperative Articles of Incorporation, Bylaws, or policy.

E. Confidentiality

Reports of Concerns, and any investigations regarding Concerns, shall be kept confidential to the extent possible and lawful, consistent with the need to conduct an adequate investigation.

F. Responsibility

The CEO/General Manager shall ensure that this policy is implemented. It is the responsibility of all directors, officers and employees to comply with this policy and report Concerns in accordance with this policy. The Board shall review this policy periodically.

RESPONSIBILITY: CEO/General Manager

DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	Dec 23, 2008
Revised by Board of Directors	May 27, 2014
Revised by Board of Directors	July 26, 2016