



## **Crisis Prevention Institute, Inc. Whistleblower Policy**

### **Purpose**

Crisis Prevention Institute, Inc. ("CPI") requires its directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of CPI, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. The purpose of this Whistleblower Policy ("Policy") is to encourage and enable employees and other individuals to raise concerns regarding suspected illegal or unethical conduct or practices or violations of CPI's policies on a confidential and, if desired, anonymous basis, protect individuals from retaliation for raising such concerns, and establish policies and procedures for CPI to receive and investigate reported concerns and address and correct inappropriate conduct and actions. It is the responsibility of all CPI directors, officers, and employees to report in good faith any concerns about actual or suspected violations of CPI's policies or laws or regulations that govern CPI's operations ("Concern"). Appropriate subjects to report under this Policy include but are not limited to ethics violations, fraud, theft, embezzlement, bribery or kickbacks, misuses of company assets, and undisclosed conflicts of interest.

### **Definition of "Whistleblower"**

defined as any individual who reveals or reports, selflessly and in good faith, a crime, offense, serious threat, or harm to the public interest, or serious and manifest breach of (i) an international commitment duly ratified or approved by France, (ii) a unilateral act of an international organization adopted on the basis of such commitment, or (iii) a law or regulation of which he/she has had personal knowledge.

### **Sarbanes-Oxley Act (SOX), Dodd-Frank Act and Sapin II Act**

CPI is required to comply with all portions as required by law of the SOX, Dodd-Frank, and Sapin II Acts. The SOX, Dodd-Frank, and Sapin II Acts provides significant whistleblower protections under both US and International statutes. Specifically, the Acts protect employees who report or participate in proceedings involving certain corporate wrongdoings. CPI has setup an Audit Committee that meets on a regularly scheduled quarterly basis and additionally meets on an ad hoc basis as any issues that arise, and which may fall under whistleblower protections provided in the SOX, Dodd-Frank, or Sapin II Acts.

### **Acting in Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegations that proves to have been made maliciously, recklessly, or knowingly to be false will result in disciplinary action.

### **Confidentiality**

CPI encourages anyone reporting a Concern to identify himself or herself in order to facilitate the investigation of the Concern. However, Concerns may be submitted on a confidential and/or anonymous basis. CPI shall take reasonable steps to protect the identity of the individual, and shall keep reports of



Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Anti-Retaliation**

No individuals who in good faith reports a Concern or participates in a review or investigation of a Concern shall be subject to harassment, retaliation, or, in the case of an employee, adverse employment consequences because of such report or participation. This protection extends to individuals who report in good faith, even if the allegations are, after an investigation, not substantiated. Any employee who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to discipline up to and including termination of employment. Anyone who believes an individual has been subject to harassment, retaliation, or adverse employment consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact the Chief Compliance Officer listed in this Policy.

*Under the Sapin II Law, workplace retaliation against whistleblowers who convey information on alleged misconduct is strictly prohibited. However, matters of national security secrecy, medical secrecy, and legal privilege are not covered by the whistleblower provisions of the Sapin II Law and therefore cannot be disclosed. Finally, a whistleblower cannot be held criminally liable for disclosing a secret protected under French law, provided the disclosure is necessary and proportionate to safeguard the interests involved and complies with the aforesaid reporting procedures.*

### **Procedure for Reporting Concerns**

All Concerns should be reported as soon as practicable. When reporting Concerns, the individual should describe in detail the specific facts that support the report. Employees should first report Concerns to their supervisor. If employees are not comfortable speaking with their supervisor or are not satisfied with their supervisor's response, they should then report Concerns directly to CPI's Chief Compliance Officer at the email address [Whistleblower@crisisprevention.com](mailto:Whistleblower@crisisprevention.com), as should all other individuals who are not employees. Supervisors and managers are required to promptly report all Concerns communicated to them to the Chief Compliance Officer in writing. The Chief Compliance Officer shall notify the reporting individual and acknowledge receipt of each reported Concern, unless the report was submitted anonymously or no return address is provided.

### **Investigation of Reported Concerns by a Compliance Officer**

The Compliance Officer may be a board member, the Executive Director, or a third party designated by the organization to receive, investigate and respond to complaints. The Compliance Officer will determine a reported Concern's "acceptability"—that is, determine: (i) whether the reporter in fact qualifies as a whistleblower under the Sapin II Law, and (ii) whether the prescribed reporting procedure has been followed. The Compliance Officer is responsible for investigating all reported Concerns, advising the Audit Committee and CEO of each reported Concern, and reporting compliance activity to the full Board of Directors at each regularly scheduled Board Meeting.

The Compliance Officer shall conduct a prompt, discreet, and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in his or her sole discretion or upon the recommendation of the Audit



Committee, the Compliance Officer may engage legal counsel, accountants, or other experts to assist in the investigation. The Compliance Officer may delegate the investigation responsibilities to any Board committee or other individuals, including third parties, as long as the delegate is not a subject of the reported Concern and does not compromise the identity of the individual who reported anonymously or confidentially. The Compliance Officer shall recommend appropriate corrective action to the Audit Committee if warranted by the investigation, oversee the implementation of a resolution based on the determination of the Board, and follow up with the reporting individual, if possible, for closure of the reported Concern.

#### **Accounting and Auditing Matters**

The Compliance Officer shall immediately notify the Audit Committee of any Concerns regarding accounting practices, internal controls, or auditing, and work with the committee until the matter is resolved.

#### **Current Chief Compliance Officer**

Nathan E. Cromer General Counsel and Chief Compliance Officer, Crisis Prevention Institute, 2020-Present.

Policy updated 7/15/2020.