



WHISTLEBLOWER POLICY

Approved by the Board of Directors on January 18, 2024

General

The Private Directors Association (“PDA”) Code of Ethics and Conduct (“Code”) requires directors, officers, employees, and volunteers to observe high standards of ethics and compliance in organizational governance and operations. As directors, officers, employees, and volunteers of PDA, we must practice honesty and integrity in fulfilling our responsibilities and complying with all applicable laws and regulations. We aspire to create a culture at PDA that eliminates the need for a whistleblower policy; however, this policy aims to encourage good faith reporting of suspected violations of law or regulations, outline the reporting procedures, and prohibit retaliation.

Reporting Responsibility

It is the responsibility of all directors, officers, employees, and volunteers to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

Definition of a Whistleblower Complaint

A whistleblower complaint must be based on a reasonable, good faith suspicion that an association leader, employee, or volunteer has engaged in:

- Unethical conduct in violation of organization ethics policies
- Harassment, discrimination, or retaliation in violation of policy or law
- For-profit business activities creating a conflict of interest
- Misuse or misappropriation of organizational resources
- Manipulation or falsification of financial reporting
- Bribery or other corruption
- Violations of local, state, or federal laws and regulations

Acting in Good Faith

Complaints must allege specific conduct, places, actions, events, or documents related to one or more suspected policy or rule violations. Disagreements over business decisions or policy matters do not constitute whistleblower complaints unless they present credible allegations that ethics, compliance, or laws have been breached. Making unsubstantiated allegations known to be false may be subject to disciplinary action.

Compliance Officers

PDA’s compliance officers are the Board Chair and Vice Chair, who are required to report to the Audit and Finance Committee annually on compliance activity.

Reporting Procedure

Any individual with a reasonably based suspicion of a violation may file a confidential report with the Board Chair by sending a written complaint via confidential email to: chair@privatedirectors.org
(Note: If the complaint involves the Board Chair, the email should instead be sent to: vicechair@privatedirectors.org)

The recipient will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. The recipient will promptly initiate an appropriate and objective investigation of credible allegations. Identities will be kept confidential to the extent possible. The Board may engage outside resources, if needed, to conduct a thorough investigation. At his or her discretion, the recipient can advise the President and CEO, and the PDA Audit and Finance Committee of the report.

Accounting and Auditing Matters

The PDA Audit and Finance Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Chair (or Vice Chair) shall immediately notify the Committee of any such complaint and work with the Committee until the matter is resolved.

Cooperation with Investigations

Directors, officers, employees, and volunteers are expected to fully cooperate with properly authorized internal or external investigations into alleged violations of the Code, laws, or regulations.

Disciplinary Action

If an investigation confirms a material violation of the law or regulation, the Board and management will pursue appropriate disciplinary and remedial measures proportionate to the severity, frequency, or willful disregard. Actions may range from retraining, written warning, suspension, adjustment of duties or termination. The Board reserves the right to remove officers in accordance with PDA Bylaws. Remedial actions may include communications, changes to policies or procedures, reporting to authorities or recovery of resources.

No Retaliation

No director, officer, employee, or volunteer who, in good faith, reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. A director, officer, or volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from office or volunteer position.