

Whistleblower Policy & Procedure Purpose

The Geological Society of America (“GSA”) is committed to honest, ethical and lawful conduct, full and fair disclosure, and compliance with all applicable laws. GSA will not tolerate any form of retaliation – including but not limited to intimidation, harassment, discrimination, or adverse employment consequences – against a GSA employee or Volunteer who in good faith reports any action or suspected action taken by or within GSA that is illegal, fraudulent, or in violation of legally required or applicable adopted policies. This policy outlines GSA’s procedure for making and handling such good faith reports.

Scope & Definitions

This policy applies to GSA employees at all levels and GSA “Volunteers” with “good faith” concerns regarding suspected unethical and/or illegal conduct or practices taken by or within GSA that is illegal, fraudulent, or in violation of any applicable “adopted policy of GSA.”

For the purposes of this policy, the following definitions apply:

- a. A “GSA Volunteer” is a GSA member, who has been elected to and is currently serving on the GSA Council or a GSA committee.
- b. A “good faith” concern is one which the reporter reasonably believes to be true and reasonably believes to constitute illegal conduct, fraud, or a violation of an applicable adopted policy of GSA.
- c. “Adopted policy of GSA” means policies formally adopted by the GSA Council that are designed to prevent financial wrongdoing, such as internal and external financial controls, accounting policies, and policies prohibiting fraud, theft, embezzlement, bribery, kickbacks, and abuse or misuse of corporate assets, conflicts of interest, and workplace discrimination and harassment policies.

This policy is not intended as a vehicle for reporting possible violations of GSA’s Code of Ethics or other related policies governing the conduct of GSA members. Any and all such concerns will be handled in accordance with GSA’s [Enforcement Policy & Procedures – Code of Ethics](#). For the purposes of this Whistleblower Policy, GSA’s Code of Ethics shall not be considered an “adopted policy of GSA.”

Policy

1. When to raise a concern: All GSA employees and Volunteers have an affirmative duty to report in good faith any concerns they may have regarding actual or suspected activities which may be illegal or in violation of an applicable adopted policy of GSA. While concerns may be submitted at any time, it is best to submit concern as soon as reasonably possible after becoming aware of the matter.
2. How to raise a concern. Any good faith concerns should be reported as soon as practicable to the Executive Director. If the person making the report does not feel comfortable reporting the information to the Executive Director, he or she may submit the concern (i) by discussing it with a supervisor, who is expected to forward the information to the Executive Director, (ii) in writing to the Chair of the Council or (iii) to the Director of Human Resources.

- a. Concerns may be submitted either in writing or orally. No form is required to submit a concern, but sufficient detail should be given so that the concern can be properly investigated.
- b. Reports may also be made anonymously.

3. The Executive Director shall administer this policy, make determinations, and shall report on Policy, its implementation and the general type and resolution of whistleblower complaints to the Council.

Procedure

1. **Investigations.** The Executive Director will assess each concern to determine to what extent an investigation is required, and will direct any investigation conducted.

a. Each report shall be tracked from the time of the initial report to its resolution. The results of the investigation shall be documented and reported to the Executive Director and such other individuals as may be appropriate.

b. Investigative steps shall include, as appropriate, interviews of witnesses, reviews of records and such other steps as the person who has been designated to administer this Policy shall deem appropriate.

c. In conducting its investigations, GSA will strive to keep the identity of the reporting individual confidential. All concerns received will be treated confidentially (or anonymously, if applicable) to the extent reasonable and practical under the circumstances.

d. All witnesses who are interviewed or contacted shall be informed that any retaliation against known or suspected reporters of the suspected improper conduct is strictly prohibited and that any person found to have engaged in retaliation shall be subject to discipline, which may include termination of employment or other position.

e. If the subject of the concern is a GSA Council member or GSA Committee member, such individual shall be precluded from being present or participating in deliberations or vote relating to such matter except to the extent that the member is called upon to be questioned or present background information before deliberations or a vote.

f. All files pertaining to an investigation will be maintained by Human Resources.

g. If a concern involves the Executive Director, s/he will recuse him/herself from the investigation and inform the Council in writing. The Council may investigate such concern or appoint impartial persons to investigate the concern.

Non-Retaliation

1. No person making a good faith report of any action or suspected action taken by or within GSA shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences, as a consequence of making a good faith report.

2. A GSA employee or Volunteer who believes that he or she is being retaliated against must contact the Executive Director, the President of the Council or the Director of Human Resources immediately.

3. Reports of suspected retaliation shall be investigated promptly, and shall be tracked.

4. Persons found to have engaged in retaliation shall be subject to discipline, which may include termination of their employment or position.

Distribution of Policy

This Policy and Procedure shall be made available to all employees and Volunteers and shall be posted on GSA's website.

Policy Adoption and Oversight

The Council is responsible for providing oversight of the adoption and implementation of and compliance with this Policy. Only directors satisfying the definition of "independence" pursuant to applicable law are permitted to participate in any Council deliberations or vote on matters relating to this Policy.

This policy was adopted by the Council on __25 September 2016__.

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The Geological Society of America