

Whistleblower Policy

Adopted May 4, 2017

General

The Klamath River Renewal Corporation (“KRRC”) expects its directors, officers, employees, and volunteers to conduct themselves honestly, ethically, and in compliance with applicable governmental rules and regulations, and with the policies adopted by KRRC. This statement of KRRC’s Whistleblower Policy is intended to ensure that KRRC’s employees and volunteers know (1) that KRRC encourages them to report promptly suspected violations of these standards, (2) that retaliation against employees or volunteers who make reports covered by this policy is prohibited, and (3) the manner in which such reports should be made.

This policy is not a vehicle for reporting violations of KRRC’s applicable human resources policies, which should be dealt with in accordance with KRRC’s personnel policies and procedures (the “Policies and Procedures”), or for matters not arising in connection with the activities or operations of KRRC.

Reporting Responsibility

KRRC strongly encourages its employees (including contractors and consultants engaged to act as employees) and volunteers to report promptly to an appropriate person within KRRC any action or suspected action taken within KRRC that is illegal, fraudulent or in violation of any law, regulation, or KRRC policy (a “Violation”). As examples, prompt reports should be made of suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of KRRC assets or other suspected violations of laws or regulations.

Reports may be anonymous but must provide evidence or other information sufficient to support the commencement of an investigation. Investigations of broad allegations or unspecified wrongdoing cannot readily be undertaken. Investigations of anonymous reports may also be more difficult to conduct, and may not be initiated in the absence of corroborating information. Note also that the identity of anyone making a report, as well as the identity of individuals that are the subjects of the report, may be revealed as necessary to investigate and respond to the report.

Reports must be based upon a good faith, reasonable belief that KRRC, a director, officer or employee or others affiliated with KRRC have engaged in conduct that constitutes a Violation. The intentional filing of a false report is a serious matter that may be grounds for discipline.

Reports must be made in the manner described in this policy.

Employees and volunteers are encouraged not to investigate suspected or perceived Violations but rather to report their good faith belief or reasonable suspicions. Investigations will be conducted by others as provided in this policy.

An employee or volunteer who reports a good faith suspicion of a Violation in accordance with this policy is considered to be a “whistleblower” and is entitled to the protections of this policy from the moment the report is made through the resolution of the matter.

No Retaliation

Every employee and volunteer who in good faith reports a Violation in accordance with this policy is protected from retaliation arising from the making of the report. Retaliation in any form, including conduct that adversely affects the working conditions of the person making the report, will not be tolerated under any circumstances. A person who retaliates against someone who has reported in good faith a Violation or suspected Violation is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within KRRC prior to seeking resolution outside KRRC. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between KRRC and its employees, nor does it change whether employees of KRRC are employees at will. Nothing contained herein provides any director, officer, employee or volunteer of KRRC with any additional rights or causes of action, other than those provided by applicable law.

Reporting Process; Confidentiality

Reports of perceived or suspected Violations should be made promptly upon discovery of the applicable conduct. They should be addressed directly to the Chair of the KRRC Board of Directors’ Audit Committee (the “Compliance Officer”).

Reports may be made to the Compliance Officer in any form: personal conversation, telephone, other electronic communication, in writing, or otherwise.

Reports must be treated as confidential when made. The Compliance Officer will take reasonable steps to ensure that the identity of the person making the complaint remains confidential, and if made anonymously, that anonymity is protected. Confidentiality and anonymity will be maintained to the extent possible within the limitations of the law and the need to conduct a prompt, thorough, and complete investigation.

The Compliance Officer is responsible for investigating all reported violations. The Compliance Officer shall consult with the Audit Committee, the Executive Committee of the Board of Directors, and as appropriate, the Executive Director on all reports of Violations. The Compliance Officer will report to the full Board of Directors at each regularly scheduled board meeting on compliance activity.

Investigations

The Compliance Officer may delegate to others, including KRRC employees or persons not affiliated with KRRC, the responsibility to conduct the investigation of any report. The Compliance Officer may engage outside consultants or legal counsel to assist in the investigation or analysis of any report of a Violation. During the investigation, the Compliance Officer will ensure that persons conducting, advising or analyzing the results of investigations are not persons who are the subject of the reported Violation, and to the extent practicable, do not compromise either the identity of a person who reported the Violation anonymously or the confidentiality of the complaint or conduct of the investigation. The scope, manner and parameters of any investigation shall be determined by the Compliance Officer in consultation with the Audit Committee in their sole discretion. KRRC and its employees are obligated to cooperate as necessary in connection with any such investigation.

Decision on Reports of Violations

At the conclusion of the investigation, the Compliance Officer will recommend a decision to the Audit Committee; the Audit Committee will then offer its recommendation to the Board of Directors. The Board of Directors will make the final determination on the resolution of the report. The Compliance Officer will ensure that any members of the Board of Directors implicated in a reported Violation do not participate in the investigation, discussion or decision on any report of a violation.

Records

The Audit Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under KRRC record retention policies in effect from time to time) all records relating to any complaint and to the investigation and resolution thereof. All such records are confidential to KRRC and such records will be considered privileged and confidential.

Compliance Officer:

Name: Scott Williams
Address: Berkey Williams LLP
2030 Addison Street, Suite 410
Berkeley, CA 94704
Phone: 510-548-7070
Email: swilliams@berkeywilliams.com

Adopted by the KRRC Board of Directors at its Meeting on May 4, 2017.