

UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION, INC.
WHISTLEBLOWER POLICY

PURPOSE

The Foundation requires officers, board members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Foundation, they are all expected to, and must, practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable policies, laws and regulations. The failure to meet these obligations – whether intentional or inadvertent – can have adverse consequences for the reputation and operation of the Foundation.

DEFINITIONS

The term “**Compliance Officer**” means the person who is responsible for the implementation of the Whistleblower policy.

The term “**employee**” means an individual employed by the University of Maryland at College Park with official responsibilities related to the administration of the Foundation’s operations and enforcement of its policies.

The term “**misconduct**” includes, but is not limited to, participation in events or transactions that evidence: 1) mismanagement of money and/or fraudulent financial reporting; 2) violations of federal or state law, regulation, University policy or ethical/professional standards; or 3) circumstances of substantial, specific, or imminent danger to faculty, staff, students or the public’s health and safety.

The term “**person**” means an individual who is an officer or board member of the Foundation, or an employee or student at the University of Maryland at College Park.

The term “**Whistleblower**” means a person who notifies the Compliance Officer of an action that he or she in good faith believes to involve misconduct by a Foundation officer, board member or employee.

COMPLIANCE OFFICER

The Chair of the Foundation’s Board of Trustees shall serve as the Compliance Officer. He/she has primary responsibility for implementing the Whistleblower Policy, including the investigation of all reported complaints and allegations concerning misconduct. The Compliance Officer is required to report to the Budget, Audit and Investment Committee at least annually on compliance activity. The Compliance Officer shall also recommend to the Committee on Trustees such modifications in the Policy as the he/she may from time to time deem appropriate.

REPORTING RESPONSIBILITY

Any person who has a good faith belief that an officers, board member or employee has engaged, or is about to engage, in misconduct may file a written complaint with the Compliance Officer. The person (“the Whistleblower”) shall identify himself or herself in the notice to the Compliance Officer, but the Compliance Officer shall make a good faith effort to treat the notice as anonymous and shall not, except in response to a legal mandate, reveal the Whistleblower’s name to anyone other than legal counsel for the Foundation and those persons needed to conduct an adequate investigation. If the Compliance Officer is unavailable, and the Whistleblower believes that a delay in providing notification can have adverse consequences for the Foundation, the Whistleblower should directly notify the Foundation President, who shall as soon as possible thereafter turn the matter over to the Compliance Officer.

In the event the misconduct involves the Compliance Officer, the matter shall be reported to the Foundation Board’s Executive Committee Chair who shall fulfill the responsibilities of the Compliance Officer in this single matter.

The Foundation has an open-door policy and encourages officers, board members, employees and students to share their questions, concerns, suggestions or complaints about matters that do not rise to the level of misconduct with someone who can address them expeditiously and properly. For officers and board members, a senior officer of the Foundation is in the best position to address an area of concern. For employees, an employee’s supervisor is in the best position to address an area of concern. For students, the Vice-President for Student Affairs is the best position to address an area of concern. However, if an employee or student is not comfortable speaking with a supervisor or the Vice President, or is not satisfied with their response, they are encouraged to speak with someone in the Human Resources Department or an appropriate reporting authority identified in the University’s policies. See <https://uhr.umd.edu/wp-content/uploads/Guidance-UMD-Whistleblower-Requirements.pdf> .

Officers and supervisors are required to report any information believed to be misconduct, or any concerns or complaints regarding the corporate accounting practices, internal controls or auditing of the Foundation or a venture partner, including but not limited to, the Terrapin Development Corporation (TDC), to the Foundation’s Compliance Officer.

In addition, a Whistleblower who is not satisfied with the response they receive or who wishes to remain anonymous may use the USM hotline or the UMD Compliance reporting system, or send written communication by campus mail or U.S. mail to Human Resources-Staff Relations. The USM hotline is available at 877-330-2320 or at <https://www.usmd.edu/usm/IAO/ReportFraud/>. The UMD Compliance reporting system is available at <https://vpaf.umd.edu/ethics-integrity-and-compliance-reporting> . Anonymous Whistleblowers should provide as much information as possible to support a review. Anonymous allegations may be made; however, the inability to seek additional information from an anonymous complainant can impede the progress of the process to review the allegations.

INVESTIGATION PROCEDURES

1. Persons filing a Whistleblower complaint are encouraged to use the form attached hereto as Appendix A.
2. The Compliance Officer shall notify the Whistleblower and acknowledge receipt of the complaint within Five (5) business days of receipt.
3. The Compliance Officer will review the complaint to determine if it involves allegations of misconduct. In the event the Compliance Officer determine that there is sufficient cause to investigate the alleged misconduct, he/she shall notify the Whistleblower of their intent to proceed with an investigation. In the event the Compliance Officer does not find sufficient cause to investigate, the Compliance Officer will notify the Whistleblower of such finding and the matter shall be closed, except that the Whistleblower may proceed under paragraph 5 below.
4. Investigations shall be conducted in an expeditious manner. When investigating a complaint, the Compliance Officer shall contact the alleged wrongdoer, advise that a complaint has been filed and provide an opportunity for the alleged wrongdoer to respond. In addition, the Compliance Officer may contact the Whistleblower, or other relevant persons, to request additional information. This process may take three to four weeks or more.
5. In the event the Compliance Officer does not find evidence of misconduct after investigation, the Compliance Officer shall notify the alleged wrongdoer as well as the Whistleblower of such finding. In such event, the Compliance Officer will advise the complainant that they may contact an appropriate reporting authority identified in University policies if they wish to pursue the matter further. See Reporting Responsibility section, third paragraph, noted above.
6. In the event the Compliance Officer determines that there is evidence that misconduct has occurred, the matter shall be reported to the Foundation President and the Foundation's Executive Committee for appropriate remedial action.

PROTECTION OF PERSONS WHO PROVIDE EVIDENCE OF ALLEGED MISCONDUCT

Anyone filing a complaint must do so in in good faith and have reasonable grounds for believing the information disclosed indicates misconduct. Any allegations that prove to be knowingly false or which prove to have been made maliciously will be viewed as a serious offense and may be subject to discipline under University policies or removal from the Board.

No person who in good faith 1) files a Whistleblower complaint, 2) has participated in an investigation of a Whistleblower complaint or 3) is otherwise involved in any aspect of the implementation of this Whistleblower policy, shall suffer harassment, retaliation or adverse

employment consequence. Examples of materially adverse actions that could constitute retaliation include, but are not limited to:

- Reducing one's salary;
- Giving a negative performance evaluation;
- Decisions relating to one's work assignments, vacation, promotion or advancement opportunities;
- Terminating employment;
- Interfering with one's job search;
- Engaging in harassing conduct that is sufficiently severe, pervasive and/or persistent to create a hostile environment;
- Removal from the Foundation board and/or officer position;
- Interference with student matriculation status at the University;
- Reducing a student's grade;
- Removal from a student organization, academic program or Lab;
- Stripping of co-authorship on a publication;
- Threatening to engage in any of the above.

An employee, officer or board member who retaliates against such persons may be subject to discipline under the University policies or removal from the Foundation Board.

MISCELLANEOUS

1. This Whistleblower Policy is intended to enable officers, board members, employees and students to raise serious concerns within the Foundation prior to seeking resolution outside the Foundation. Any person who believes that a Foundation official or representative has engaged, or is about to engage, in misconduct is encouraged to exhaust the procedures in this policy before attempting to address the matter in any other forum.

2. All information and documents involved in the implementation of this policy shall be treated as confidential, and the Compliance Officer shall make such information and documents available to others only on an "as needed" basis. To the extent relevant, all privileges, including attorney-client and attorney work product privileges, shall apply to information and documents involved in the implementation of this policy, including any and all complaints and investigations thereof.

REVISION HISTORY

ORIGINATION: 6/5/2009

EFFECTIVE: 2/12/2021

LAST REVISED: 2/12/2021

NEXT REVIEW: 2/12/2026

WHISTLEBLOWER COMPLAINT FORM

Please print the following information:

Name: _____

Home Address: _____

City: _____ State: _____ Zip Code: _____

Home Telephone (____)

Relationship with the Foundation or University:

If a University Employee: Title: _____ Unit/Dept.: _____

Provide a statement of facts that details the information disclosed that you reasonable believe is evidence of misconduct: (Please use extra pages if necessary)

When and to whom was this disclosure made:

What is the nature of the alleged violation: (Please select- abuse of authority, gross mismanagement or gross waste of money, a substantial and specific danger to public health or safety, a violation of law or other)_____

Person (s) against whom the complaint is made:

If alleging retaliatory action:

What unlawful action occurred as a result of your disclosure:_____

Who implemented the unlawful action:

Date/dates of unlawful personnel action (s)

AFFIRMATION

I affirm, under the penalties of perjury, that I have read the above charge and that it is true to the best of my knowledge, information and belief.

Signature Date: