

I. Statement of Purpose



In keeping with its values of Justice, Trueness, and Transparency, Spades is committed to high standards of ethical, moral, and legal business conduct. Spades is further dedicated to acting in good faith with those employees, contractors, and volunteers who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct.

This Policy aims to provide employees, contractors, and volunteers with an avenue for raising such concerns, and to reassure such persons that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any officer, director, employee, or agent of Spades.

II. Statement of Policy

No officer, director, employee, or agent of Spades shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee, or agent of Spades take any harmful action with intent to retaliate against any person for reporting to an appropriate senior management or elected officer of Spades the suspected misuse, misallocation, or theft of any Spades resources.

III. Safeguards

- **Harassment or Victimization** – Spades will not tolerate the harassment or victimization of any employee, contractor, or volunteer who raises concerns under this policy.
- **Confidentiality** – Spades will make every effort to treat a complainant's identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others in order to investigate such complaints properly.

- **Anonymous Allegations** – Because a thorough investigation often depends on an ability to gather additional information, Spades encourages complainants to put their names to allegations of wrongdoing. Spades will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributed sources.
- **Bad Faith Allegations** – Allegations made in bad faith may result in disciplinary action.

IV. Procedure

A. Process for Raising a Concern:

- **Reporting** – An employee, contractor, or volunteer with a concern about wrongdoing, including relating to financial reporting or unethical/illegal conduct, should raise such concerns initially with his/her immediate supervisor; provided that:
 - The individual may report such concern directly to the People and Culture Lead in the event that (a) the employee has reported such concern to his/her immediate supervisor, and the concern has gone unaddressed, or (b) the employee reasonably believes that a report to his/her immediate supervisor will be disregarded or otherwise not fairly considered; and
 - In the event that the employee believes that the concern will be disregarded or otherwise not fairly considered by the People and Culture Lead, the employee may report the suspected wrongdoing to the Mission and Stakeholders Lead or to any Board member.
- **Timing** – The earlier a concern is expressed, the easier it is to take action.
- **Evidence** – Although a complainant is not expected to prove the truth of an allegation, he or she should be able to demonstrate that he or she has made a report in good faith.

B. How the Report of Concern Will Be Handled:

- **Initial Inquiries** – The People and Culture Lead or any supervisor or Board member who receives a report of suspected wrongdoing (“Report Recipient”) will make initial inquiries in consultation with the Mission and Stakeholders Lead and legal counsel, if necessary, to determine whether or not further investigation is necessary or appropriate.



- **Further Information** – The Report Recipient may seek further information from any officer, director, employee, or agent of Spades, and shall take all reasonable precautions to protect the identity of the complainant to the extent possible while doing so.
- **Reporting** – The Board of Directors shall receive information on each complaint. In consultation with the Report Recipient, the Mission and Stakeholders Lead, and, if necessary, legal counsel, the Board of Directors will determine an appropriate response to a report of concern. Officers, directors, employees, and agents of Spades who may be implicated in such reports shall not participate in any deliberation of the Board of Directors related to the complaint, except to present information directly to the Board on his or her own behalf.

The undersigned hereby certifies that this Whistleblower Policy was duly adopted by the Board of Spades effective as of the 1st day of April, 2020.

Raymond J Menard

Date: __1 April 2020_____

Joy F. Hazucha

Date: __1 April 2020_____

