

CENTER FOR NATURAL LANDS MANAGEMENT

WHISTLEBLOWER POLICY

Adopted on July 23, 2009 via Resolution 157-09

Preamble

The Center for Natural Lands Management (Center), a public benefit organization, manages lands with their native species and ecosystem functions as its primary mission. It is the intent of the Center that its Directors, employees, and individuals associated with the Center in positions of apparent trust, responsibility, or authority adhere to all relevant law and the Center's Board-approved policies and follow the highest standards of ethical conduct and of stewardship of its assets, both realty and financial. The underlying purpose of this Whistleblower Policy ("Policy") is to support the corporation's compliance goals and promote Covered Individual, as defined below, support of the Center's mission.

Covered Individuals

This Policy applies to the Center's Directors, employees, and volunteers ("Covered Individuals"). The Center will also communicate this Policy to clients, contractors, and consultants and encourage them to report any improper or questionable practices by the Center's Directors, employees, or individuals associated with the Center in positions of apparent trust, responsibility, or authority.

Commitment

The Center is committed to maintaining a work environment where Covered Individuals are encouraged to raise good faith concerns regarding the Center's business practices and conduct.

Policy

Reportable concerns. Misconduct (i.e., the failure to adhere to financial, accounting, or other legal and ethical standards) includes matters that could harm the Center financially or damage its reputation, business or donor relationships, or legal standing. If any Covered Individual, as defined above, reasonably believes any of the following to be true, he/she should report, in good faith, such concern:

1. *Financial and accounting.* Publication of incorrect or misleading financial reports and/or use of noncompliant accounting practices.
2. *Unlawful activity.* Unlawful activity, including but not limited to violations of California and United States law (statutes, rules, and regulations).

3. *Policy.* Conduct in potential violation of the Center's Board-approved policy(ies), including the *Conflict of Interest Policy*.
4. *Government Inquiry.* Failure to provide truthful information in connection with any legally authorized inquiry or investigation by a regulatory agency, court with competent jurisdiction, law enforcement agency, or legislative body.

The Center's Code of Ethics provides guidance about expected conduct for Covered Individuals and others associated with the organization.

Reporting procedures. The Covered Individual should report in writing to either the Executive Director or the Chair of the Audit Committee of the Board of Directors. In the event that a report of misconduct involves both the Executive Director and the Chair of the Audit Committee, the report should be made to the General Counsel or the Chair of the Board of Directors. All reports will be treated as confidential.

Investigation and Reporting. The Center will investigate Covered Individual-reported written reports of potential misconduct in a reasonably expedient manner and in a manner intended to protect confidentiality, consistent with a full and fair investigation. As conditions may warrant, the investigation will be conducted either by (a) the Audit Committee of the Board, or (b) at the Audit Committee's direction, the Executive Director as supported by the General Counsel, or (c) the full Board of Directors (with any recusals as may be required to ensure fairness and to avoid any possible conflicts). An investigation report will be prepared, the summarized findings of which will be made available to the Board in a report. The reporting Covered Individual will be apprised of the results of any investigation in a form as is appropriate under the circumstances as determined by the Board.

Retaliation Prohibition. The Center expressly prohibits any form of retaliation (including harassment, intimidation, or adverse employment actions) by any Director or employee against any Covered Individual who in good faith has made a protest, raised a complaint, or otherwise communicated to the appropriate individual within the organization a suspected incident of misconduct.

Retaliation complaints. Any Covered Individual who believes he/she has been subjected to any form of retaliation as a result of reporting a suspected incident of misconduct should promptly report such retaliation to the Director of Human Resources, Executive Director, Chair of the Audit Committee, and/or Chair of Board of Directors.

Authorized Corrective Action for Violation of Whistleblower Policy. Any Director or employee who is found to have engaged in retaliation will be subject to discipline, up to and including, as appropriate, removal from the Board or termination of employment with the organization.

Exceptions

There are no exceptions to this policy.

Guidelines

The Executive Director shall (a) develop and implement a training program for all Covered Individuals regarding this policy, (b) prepare an acknowledgement form for Covered Individual detailing the provisions of this policy, and (c) ensure that all Covered Individuals and other individuals whom the Executive Director reasonably determines to be in positions of apparent trust, responsibility, or authority acknowledge that this information has been imparted. The Executive Director shall prepare and distribute any additional and necessary guidance to implement this policy.