

## WHISTLEBLOWER PROTECTION POLICY

The purpose of this policy is to encourage and enable employees and volunteers of GMRI to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of GMRI, to a source within GMRI before turning to outside parties for resolution. This policy applies to any matter which is related to GMRI's business and does not relate to private acts of an individual not connected to the business of GMRI. This policy is intended to supplement but not replace GMRI's employment procedures, and any applicable state and federal laws governing whistleblowing applicable to nonprofit and charitable organizations.

A. Application. This Whistleblower Protection Policy applies to all of the Gulf of Maine Research Institute's (GMRI's) staff, whether full-time, part-time, or temporary employees; to all volunteers; to all who provide contract services; and to all officers and directors, each of whom shall be entitled to protection.

B. Reporting Credible Information. A protected person shall be encouraged to report any action or suspected action within GMRI that is illegal, fraudulent or in violation of any adopted policy of the GMRI that such person, acting in good faith, has reasonable grounds to believe has occurred. . Information shall be reported to the Chief Operating Officer (COO), unless the report relates to the COO, in which case the report shall be made to the Chief Executive Officer or to the Chairman of the Board of Directors.

Anyone reporting a violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred. Any report which the complainant has made maliciously or any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

C. Investigating Information. The COO shall promptly investigate each such report and prepare a written report to the Board of Directors. In connection with such investigation all persons entitled to protection shall provide the COO with all known relevant facts and documents. . All actions of the COO in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection. In those cases where the CEO or Board Chair receives the report, they shall follow the same procedures.

D. Confidentiality GMRI encourages anyone reporting a violation to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted anonymously by preparing a written report, noted as a "Whistleblower Report" and mailing the report to the COO, CEO, or the Board Chair. Reports of violations or suspected violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable GMRI or law enforcement to conduct an adequate investigation.

E. Protection from Retaliation. No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy. Any person entitled to protection who believes that he or she is the subject of any

form of retaliation for such participation should immediately report the same as a violation of and in accordance with this Policy.

Any individual within GMRI who retaliates against another individual who has reported a violation in good faith or who, in good faith, has cooperated in the investigation of a violation is subject to discipline, including termination of employment or volunteer status.

F. Dissemination and Implementation of Policy. This Policy shall be made available to all GMRI employees and volunteers. GMRI shall follow procedures for implementation of this Policy, which may include:

- (1) documenting reported violations;
- (2) keeping the Board of Directors informed of the progress of the investigation;
- (3) interviewing employees;
- (4) requesting and reviewing relevant documents, and/or requesting that an auditor or counsel investigate the complaint;
- (5) referring any potentially criminal matters in a timely way to law enforcement; and
- (6) preparing a written record of the reported violation and its disposition, to be retained for a specified period of time, subject to any guidance by law enforcement.

The procedures for implementation of this Policy shall include communicating with a complainant about the status of the complaint, to the extent that the complainant's identity is disclosed, and to the extent consistent with any privacy or confidentiality limitations.