

Sherbourne Health

POLICY AND PROCEDURES

POLICY NAME:	Whistleblower	ORIGINATED: March 21, 2017
DEPARTMENT:	Board of Directors	DATE ISSUED: March 21, 2017
APPROVED BY:	Board of Directors	DATE REVISED: March 17, 2020
DISTRIBUTION:		DATE APPROVED: March 17, 2020
1) Board Orientation & Policy Manual		
2) Shared G Drive All Staff Folder		NEXT REVIEW DATE: 3 Years

1.0 PURPOSE

The purpose of the Whistleblower Policy is to:

- Encourage current and former board members, employees, providers, students, volunteers, vendors, contractors and partner organizations (“Individual/s”) to come forward with credible information on illegal practices or violations of adopted organization policies, including with respect to issues of honesty and integrity, conflicts of interest and of questionable financial or operational matters;
- Protect Whistleblowers (as defined below) from reprisal; and
- Provide a mechanism for communicating such concerns and for receiving and investigating complaints.

2.0 PRINCIPLES

- Sherbourne complies with all relevant laws and regulations. It is committed to maintaining high ethical standards and conducting its business with honesty and integrity at all times. If, at any time, this commitment is not followed or appears in doubt, Sherbourne will seek to identify and remedy such situations.
- All Individual/s, are encouraged to report suspected Whistleblower Incidents, pursuant to the procedures set forth in Appendix A. This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.
- A Whistleblower is expected to have used appropriate internal reporting mechanisms, e.g. the Conflict and Complaints Resolution Policy, unless they have determined it would not provide satisfactory resolutions, for example, if the Whistleblower Incident directly relates to the responsible persons named in the internal Conflicts and Complaints Resolution Policy, thus invoking the policy would create procedural conflict.
- All complaints are dealt with promptly, fully reviewed and/or investigated as appropriate, in a fair and equitable manner, ensuring a respectful process is followed for those involved.

- Confidentiality will be protected to the maximum extent possible to complete a proper investigation and comply with the law.
- The decision to conduct an investigation is by itself not an accusation and is to be treated as an objective fact-finding exercise.
- There will be no Reprisals against anyone reporting in good faith under this Policy.
- An Individual who makes an unsubstantiated report that is knowingly false or made with malicious intent may be subject to discipline up to and including termination (in the case of employees) or removal or severing of the relationship (in the case of board members, providers, students, volunteers, vendors, contractors and partner organizations).
- A Subject who is found to have committed one or more of the following may be subject to disciplinary action up to and including termination (in the case of employees) or removal or severing of the relationship (in the case of board members, providers, students, volunteers, vendors, contractors and partner organizations):
 - a Whistleblower Incident;
 - obstructing the investigation;
 - making false statements; or
 - falsifying, destroying or concealing information that is likely to be relevant to an investigation, or counseling another person to do so.
- If the Subject/s is a regulated professional, Sherbourne will report to the appropriate profession's regulatory body in accordance with Sherbourne's legal and ethical obligations.

3.0 MANAGEMENT ACCOUNTABILITY AND REPORTING TO THE BOARD

Management is accountable to:

- Ensure that the Whistleblower Policy is made available to board members, employees, providers, students, volunteers, vendors, contractors and partner organizations.
- Receive, assess, investigate or refer, and report on Incidents confidentially, and in accordance with the procedures expressed in Appendix A.
- Maintain appropriate documentation, as defined.

4.0 DEFINITIONS

The Whistleblower: Any Individual/s who has reported a Whistleblower Incident. A Whistleblower is not required or expected to act as an investigator, nor do they determine appropriate investigatory proceedings, or remedial action/s that may be warranted in the circumstances. While a Whistleblower does not have the right to participate in any investigatory proceeding arising from their complaint, their participation may be required by the Investigator/s.

Whistleblower Incident: An illegal practice or a violation of adopted policies of the organization including with respect to issues of honesty and integrity within Sherbourne, in particular, issues relating to financial or operational matters. Examples of Whistleblower Incidents can include, but are not limited to the following:

- Willful breach of legal obligations, rules, or regulations;
- Criminal acts and conduct in the operations of Sherbourne;

- Willful endangerment of health and safety of any individual or the general public;
- Abuse of client by employee, physician, contracted service provider, or volunteer;
- Gross mismanagement or omission or neglect of duty;
- Mismanagement in the use or failure to use funds, including, inappropriate recording or reporting of revenues, or lack thereof;
- Inappropriate classification or presentation of assets and/or liabilities;
- Breach of fiduciary duty and/or abuse of trust;
- Concealment of any of the above or any other breach of this policy;
- Knowingly directing or counseling an individual to commit any of the above.

Reprisal: Any harassment, intimidation, dismissal, suspension, demotion, discipline, or threat toward an Individual who in good faith discloses a perceived wrongdoing or makes a report of a Whistleblower Incident.

Acting in Good Faith: In making a report, an individual must have reasonable grounds for believing there is alleged or potential wrongdoing, a breach of the standards of behavior or questionable financial or business practices.

Investigator/s: The person or group assigned by the Receiver to conduct an investigatory proceeding and report their findings to the Receiver. Investigator/s are required to carry out their proceedings in an objective and unbiased way. They must declare any conflict of interest that would preclude them from doing so. Investigator/s must carry out their proceedings in an ethical manner that is consistent with legal and professional practice standards, where applicable.

Subject/s: The person or persons about whom the Whistleblower Incident is submitted. Subject/s have a responsibility to cooperate with any investigatory proceedings, and to refrain from interference, e.g. withholding, destroying or tampering with evidence, or influencing, coaching, or intimidating the Whistleblower, Investigator/s or witnesses.

Receiver: The person who has the responsibility of receiving, screening, conducting a preliminary analysis in order to select, develop terms of reference and manage the Investigator/s, and of reviewing the Investigator/s' report, provide the report to the Executive Committee and make recommendations to the Executive Committee, and of communicating with the Subject/s and Whistleblower/s as appropriate under this Policy. The Receiver is the Chief Executive Officer, the Board Chair or the Treasurer as specified in Appendix A.

5.0 RELATED REFERENCES

Board Composition and Conduct Policy

Enterprise Risk Management Policy

Procurement and Change Order Policy

Conflict and Complaints Resolution Policy (Management Policy)

Appendix A

WHISTLEBLOWER PROCEDURE

1. REPORTING A WHISTLEBLOWER INCIDENT

- a. The Whistleblower should immediately communicate Whistleblower Incidents when they become aware of such situations.
- b. The Whistleblower Incident should be reported to the Chief Executive Officer (the Receiver).
- c. If an Individual has a complaint about the Chief Executive Officer, or a Board Director, the Whistleblower should send the complaint to the Board Chair or Treasurer (the Receiver). A Whistleblower Incident should be sent in writing (by mail or email). The written submission should be factual and as specific as possible, refraining from speculation or hearsay. The Whistleblower is requested to disclose their identity in their Whistleblower Incident, as proper investigation may be impossible without the opportunity to substantiate allegations.
Anonymous reports often do not contain the required information about a Whistleblower to be supported by a full and thorough investigation. Sherbourne retains the discretion to determine if there is sufficient information available to initiate an investigation.
- d. The Whistleblower should provide as much information as possible about the Whistleblower Incident including names, dates, evidence they may have in their possession and a description of the Whistleblower Incident/s.

2. CONFIDENTIALITY AND PROTECTION FROM REPRISAL

- a. All reported Whistleblower Incidents shall be treated in a sensitive manner. The Whistleblower's identity shall be kept confidential to the fullest extent possible unless disclosure of the Whistleblower's identity is required to conduct a proper investigation.
- b. Sherbourne shall not discharge, demote, suspend, or threaten with Reprisals or carry out Reprisals against a Whistleblower or any witness as a consequence of Acting in Good Faith. Any Individual found to have carried out a Reprisal may be subject to discipline up to and including termination (in the case of employees) or removal or severing of the relationship (in the case of board members, providers, students, volunteers, vendors, contractors and partner organizations).
- c. Sherbourne will not protect a Whistleblower who intentionally makes false accusations in reporting of a Whistleblower Incident.
- d. Protection from Reprisal is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

3. INVESTIGATION AND REPORTING FINDINGS

- a. Once a Whistleblower Incident is received, it is assessed by the Receiver and a recommendation sent to the Board Chair on next steps, based on the scope and nature of the Whistleblower Incident.
- b. The Receiver is responsible to conduct a preliminary analysis in order to identify an Investigator, recommended investigatory proceedings, engage the Investigator/s and develop terms of reference for the investigation. The Receiver is also responsible for reviewing the report of the Investigator/s findings and for making recommendations to the Board Chair regarding appropriate outcomes or sanctions.
- c. The Receiver reserves the discretion to advise external parties (e.g. regulatory Colleges or the police) of an alleged Whistleblower Incident, at any stage following receipt of the complaint.
- d. At any time, the Receiver may engage advice from a third party including legal counsel, financial advisor or investigation specialists.
- e. If the Subject of a Whistleblower Incident is the President & CEO, Board Chair or any member of the Board, the Board may create, at their discretion, an investigation sub committee or employ the services of a third party to conduct the investigation.
- f. Subject/s will be notified at an appropriate point in the investigatory proceedings and given the opportunity to respond unless in the Investigator/s' judgement there are compelling reasons not to do so.
- g. Subject to the approval of the Executive Committee, the Receiver may determine that it is appropriate to use a different internal mechanism for resolution of the complaint. In that event, the Receiver shall notify the Whistleblower of the appropriate internal mechanism and provide the Executive Committee with an update as to whether the Whistleblower has agreed to the use of the internal mechanism.
- h. The Investigator/s will typically be given the power to require provision of documents and to interview individuals as Investigator/s deems appropriate. Individual/s are encouraged to participate with the investigation. If the Subject/s chooses not to participate, the investigation will continue and the Subject/s' non-participation will be noted in the investigation report.
- i. Once the investigation has been completed, the Receiver shall provide the Investigator/s' report of findings and outcomes to the Executive Committee. The Investigator/s' report may be shared with levels of management and members of the Board of Directors if appropriate, as determined by the Executive Committee.
- j. The Receiver shall recommend actions arising from the Investigator/s' report for approval by the Executive Committee. The Executive Committee shall ensure that a summary of the Whistleblower Incident and outcomes is provided in a timely manner to the Board of Directors in a confidential session.
- k. The Receiver shall communicate findings and any follow up steps, to the Subject/s and, if appropriate, the Whistleblower/s.

4. DOCUMENTATION

- a. All documents pertaining to the Whistleblower Incident and investigation must be kept confidential by all parties and participants under this policy. Interviews with witnesses must be kept confidential by all parties and participants under this policy.
- b. The President & CEO or Chair of the Board shall provide a confidential annual report to the Board of Directors of the number of allegations under this Policy and the steps taken.
- c. All relevant documentation including reports, discussions and supporting information shall remain in the custody of the Office of the President & CEO for seven years.