



LUPUS RESEARCH ALLIANCE

WHISTLEBLOWER POLICY

1. Policy.

The Lupus Research Alliance, Inc. (the “Corporation”) is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. The Corporation requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This whistleblower policy (“the Policy”) reflects the practices and principles of behavior that support this commitment. It is important that the Corporation be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting which is fraudulent, intentionally misleading or negligent in any manner;
- improper or undocumented financial transactions;
- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- improper destruction of records;
- improper use of Corporation assets, including, but not limited to its funds, supplies, intellectual property and other assets;
- improper access and or use of confidential donor information;
- authorizing or receiving compensation for goods not received or services not performed;

- violations of Corporation’s conflict-of-interest policy;
- any other improper occurrence regarding cash, financial procedures, or reporting;
- noncompliance with Corporation’s internal accounting controls;

We request the assistance of every director, other volunteer and employee who has a reasonable belief or suspicion about any improper transaction. The Corporation values this input and each director, volunteer and employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Directors, volunteers and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort.

Employees and other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation.

The Corporation will investigate any possible fraudulent or dishonest use or misuse of Corporation’s resources, or abuse, discrimination or a failure to provide reasonable accommodation, by management, staff, or volunteers. The Corporation will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive or discriminatory conduct, including disciplinary action by the Corporation, or civil or criminal prosecution when warranted.

Therefore, all members of the Corporation’s staff, directors and other volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct (i.e., to act as a “Whistleblower”), pursuant to the procedures set forth below.

2. Reporting Responsibility.

Each director, volunteer, and employee of the Corporation has an obligation to report in accordance with this Policy (a) questionable or improper accounting, financial or auditing matters and (b) violations and suspected violations of the Corporation’s policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as “Concerns”).

3. Authority of Governance Committee.

All reported Concerns will be forwarded to the Finance and Audit Committee in accordance with the procedures set forth herein. The Finance and Audit Committee shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to all reported Concerns.

4. No Retaliation.

This Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the Corporation for investigation and appropriate action. With this goal in

mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

5. Reporting Procedures.

a) Employees

Employees should first discuss their Concern with their immediate supervisor or the President. In addition, if the individual is uncomfortable speaking with the President, or the President is a subject of the Concern, the individual should report his or her Concern directly to the President or the Chair of the Finance and Audit Committee.

If the Concern was reported orally, the reporting individual, with assistance from the person to whom the Concern was reported, shall reduce the Concern to writing. The person to whom the Concern was reported is required to promptly report the Concern to the Chair of the Finance and Audit Committee, which has specific responsibility to investigate all Concerns. If the person to whom the Concern was originally reported, for any reason, does not promptly forward the Concern to the Chair of the Finance and Audit Committee, the reporting individual should directly report the Concern to the Chair of the Finance and Audit Committee. Contact information for the Chair of the Finance and Audit Committee may be obtained through the President. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Finance and Audit Committee.

b) Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Finance and Audit Committee. Contact information for the Chair of the Finance and Audit Committee may be obtained from the President.

6. Handling of Reported Violations.

The Finance and Audit Committee shall address all reported Concerns. The Chair of the Finance and Audit Committee shall immediately notify the Finance and Audit Committee of any such report. The Chair of the Finance and Audit Committee will notify the reporter and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Finance and Audit Committee, or any other appropriate Committee of the Board of Directors, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the reporter for resolution of the Concern.

The Finance and Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, as deemed necessary to conduct a full and complete investigation of the allegations.

7. Acting in Good Faith.

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of Corporation's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense.

8. Rights and Responsibilities of Employee; Protection of Whistleblowers.

The Corporation will protect any Whistleblower as follows:

a) The Corporation will use its best efforts to protect Whistleblowers against retaliation. All complaints by Whistleblowers will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally this practice means that Whistleblower concerns will only be shared with those who have a need to know in order to conduct an effective investigation. (Should disciplinary or legal action be taken against a person or persons as a result of a Whistleblower complaint, such persons may also have a right to know the identity of the Whistleblower.)

b) A Whistleblower shall not be subject to retaliation. No punishment for reporting issues will be allowed, even if the claims are unfounded; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the Whistleblower. No action can be taken against the Whistleblower with the intent or effect of adversely affecting the terms or conditions of the Whistleblower's employment, including but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages. Whistleblowers who believe that they have been retaliated against may file a written complaint with the Chair of the Finance and Audit Committee. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation does not prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

c) Whistleblowers must be cautious to avoid baseless allegations, which are allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by Corporation, and/or legal claims by individuals accused of such conduct.

9. Posting and Notification.

This Policy is to be posted in Corporation's offices, including in the Employee Manual, posted on Corporation's website, and communicated to all new staff and board members as part of their orientation. In addition, the President will have the responsibility of updating the contact information below as applicable and then sending the policy with the updated contact information to all staff and the Board of Directors. This Policy shall also be available to volunteers or Corporation staff members upon request.