



**WECC**

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## **Whistleblower Policy**

September 12, 2018

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### 1 Introduction

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Western Electricity Coordinating Council (WECC) plays a critical role in assuring the reliability of the Western Interconnection. Ethical conduct and behavior in all matters is crucial to maintaining the credibility necessary to carry out this complex responsibility. Appendices A and B of the WECC Bylaws contain Standards of Conduct for the WECC Board of Directors (Directors) and officers and employees, and consultants or contractors (contractors) of WECC. In addition, WECC is bound by its delegation agreement with the North American Electric Reliability Corporation, laws regarding workplace conditions and behavior, and antitrust statutes and policies. Any WECC Director, officer, employee or contractor who is aware of actions known or suspected to be in violation of a policy, regulation, or law must immediately report the actions to the appropriate person as described herein.

#### 1.1 Purpose

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The purpose of this document is to set forth WECC's Whistleblower Policy, which includes reporting procedures and ensures that no Director, officer, employee, or contractor who in good faith reports an inappropriate or illegal action, behavior, or situation shall suffer harassment, retaliation, or adverse employment consequence.

#### 1.2 Document Owner

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The owner of this document is the General Counsel. The document owner, or designee, is responsible for:

- Reviewing the policy within the review cycle
- Making any needed revisions to the policy
- Obtaining Board approval of any revisions
- Ensuring the policy is appropriately distributed, posted and communicated

#### 1.3 Scope

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This policy applies to WECC Directors, officers, employees, and contractors.

#### 1.4 Responsibilities

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Managing Director, Organizational Development

- Receive reports from the WECC Conflict of Interest and Ethical Issues Reporting Hotline (WECC Hotline).
- Investigate reports of alleged violations of this policy, (with assistance from the General Counsel, as necessary,).



- Communicate this policy to all Directors, officers, and employees.
- Resolve reports regarding alleged violations of this policy (and communicate such resolutions to the General Counsel).

### General Counsel

- Receive reports from the WECC Hotline.
- Provide legal advice as needed.
- Assist the Managing Director, Organizational Development in investigating and resolving reports of violations.

## 2 Policy

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### 2.1 Expectations and Responsibilities

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- 2.1.1 WECC Directors, officers, employees, and contractors are expected to adhere to high standards of ethical conduct.
- 2.1.2 It is the responsibility of all Directors, officers, employees, and contractors to comply with the Standards of Conduct and other applicable laws and regulations and to report actual or suspected misconduct in accordance with this Whistleblower Policy. Under this policy, disciplinary action may be taken against an officer or employee who learns of misconduct and fails to appropriately report it. Appropriate action may likewise be taken against a contractor in accordance with the applicable agreement or contract. Matters involving Directors will be referred to the Board Chair, CEO, and General Counsel for appropriate action.
- 2.1.3 The type of misconduct that must be reported includes, but is not limited to, the following:
- Fraudulent or negligent accounting
  - False financial reporting
  - Violations of the WECC Delegation Agreement
  - Conflicts of interest or other violations of the Standards of Conduct
  - Breaches of confidentiality
  - Violations of antitrust laws
  - Gifts or gratuities prohibited by WECC policy
  - Bribes or kickbacks
  - Harassment or discrimination



- Safety or security hazards
- Violations of WECC Policies

## 2.2 Reporting

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Reports of actual or suspected misconduct must be made as specified below.

- 2.2.1 WECC officers, employees, and contractors must report actual or suspected misconduct to their supervisor or a member of the WECC management team and the General Counsel. Directors must report actual or suspected misconduct to the Board Chair, and General Counsel.
- 2.2.2 Reports involving misconduct by employees must also be made to the Managing Director, Organizational Development.
- 2.2.3 Anonymous reports may be made by calling the WECC Hotline by phone or online. While anonymous reports are accepted, individuals making such reports must understand that anonymity cannot be guaranteed and may hinder any subsequent investigation. All reports made to the WECC Hotline will be communicated to the General Counsel and the Managing Director, Organizational Development.
- 2.2.4 Anyone filing a report concerning actual or suspected misconduct must be acting in good faith and have reasonable grounds to believe the information disclosed indicates actual or suspected misconduct. Anyone who makes unfounded allegations that are proven to have been made recklessly, maliciously, or with the foreknowledge that the allegations are false is subject to disciplinary action.
- 2.2.5 Crimes against persons or property must immediately be reported to law enforcement.

## 2.3 Handling Reports

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- 2.3.1 Reports made as described herein will be kept confidential to the extent appropriate.
- 2.3.2 The General Counsel and Managing Director, Organizational Development will promptly act to investigate and/or resolve reported misconduct.
- 2.3.3 If the report involves the CEO, General Counsel or Managing Director, Organizational Development the matter will be referred to the Chair who will determine how to proceed. If the report involves the General Counsel, outside legal counsel may be used to advise the Chair and to assist in any investigation.



## 2.4 No Retaliation

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2.4.1 No Director, officer, employee, or contractor who in good faith reports actual or suspected misconduct shall suffer harassment, retaliation, or adverse employment consequence. An officer, employee or contractor who retaliates against someone who has reported actual or suspected misconduct in good faith is subject to discipline up to and including termination of employment. A Director who engages in such conduct is subject to action in accordance with the WECC Bylaws.

## 2.5 Reference Documents

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WECC Bylaws

## 2.6 Policy Assessment

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Following every Whistleblower event, this policy will be assessed to determine what, if any, changes are necessary.

## 3 Approval

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| Approving Committee, Entity, or Person | Date               |
|--|--------------------|
| Board of Directors                     | September 12, 2018 |

*This policy supersedes and revokes all past policies and practices, oral and written representations, or statements regarding terms and conditions of employment concerning the subject matter covered herein. WECC reserves the right to add to, delete, change, or revoke this policy at any time, with or without notice. This policy does not create a contract between WECC and any employee or contractor, nor does it create any entitlement to employment or any benefit provided by WECC to its employees or contractors.*

*Caution!—This document may be out of date if printed.*

