



**WECC**

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## **Whistleblower Policy**

Board Policy approved 12/09/2020

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### 1 Introduction

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WECC plays a critical role in ensuring the reliability and security 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 board directors, officers, employees, and substantially full-time consultants or contractors (collectively referred to herein as “Contractors”). 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 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 in this policy.

#### 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 any director, officer, employee, or contractor who in good faith reports an inappropriate or illegal action, behavior, or situation will not 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 every two years or as needed;
- Making any needed revisions to the policy;
- Obtaining approval from the Board of Directors of any revisions; and
- Ensuring the policy is appropriately distributed, posted, and communicated.

#### 1.3 Scope

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This policy applies to board directors, officers, employees, and Contractors.

#### 1.4 Responsibilities

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##### 1.4.1 Chief Financial and Administrative Officer

- Receive reports from the Conflict of Interest and Ethical Issues Reporting Hotline (Hotline).
- Investigate reports of employee alleged violations (with assistance from the General Counsel, as necessary).
- Communicate the policy to all board directors, officers, and employees.



- Resolve reports regarding alleged violations (and communicate such resolutions to the General Counsel).

### 1.4.2 General Counsel

- Receive reports from the Hotline.
- Provide legal advice as needed.
- Assist the Chief Financial and Administrative Officer 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 Board directors, officers, employees, and Contractors are expected to adhere to high standards of ethical conduct.
- 2.1.2 It is the responsibility of all board 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 the 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 board 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 the following:
- Fraudulent or negligent accounting
  - False financial reporting
  - Violations of WECC's Delegation Agreement
  - Conflicts of interest or other violations of the Standards of Conduct
  - Breaches of confidentiality
  - Violations of antitrust laws
  - Gifts prohibited by WECC's Gifts Policy
  - Abuse of WECC's Business Travel and Expense Policy
  - Bribes or kickbacks
  - Harassment
  - Discrimination
  - Safety or security hazards
  - Violations of other WECC policies



## 2.2 Reporting

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

- 2.2.1 Officers, employees, and Contractors must report actual or suspected misconduct to their supervisor or a member of the management team and the General Counsel. Board 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 Chief Financial and Administrative Officer.
- 2.2.3 Anonymous reports may be made via the 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 Hotline will be communicated to the General Counsel and the Chief Financial and Administrative Officer.
- 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 will be subject to disciplinary action, up to and including termination of employment.
- 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 in this policy will be kept confidential to the extent appropriate.
- 2.3.2 The General Counsel and Chief Financial and Administrative Officer will ensure that the complaint is appropriately investigated and that appropriate corrective action is taken.
- 2.3.3 If the report involves the CEO, General Counsel or Chief Financial and Administrative Officer, the matter will be referred to the Board Chair who will determine how to proceed. If the report involves the General Counsel, outside legal counsel may be used to advise the Board Chair and to assist in any investigation.

## 2.4 No Retaliation

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- 2.4.1 Any director, officer, employee, or contractor who in good faith reports actual or suspected misconduct will not suffer harassment, retaliation, or adverse employment



consequences. 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 Policy Assessment**

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

## **3 Approval**

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<b>Approving Committee, Entity, or Person</b>	<b>Date</b>
Board of Directors	12/09/2020

