

ROSE FITZGERALD KENNEDY GREENWAY CONSERVANCY, INC.

POLICY ON REPORTING AND INVESTIGATING ALLEGATIONS OF SUSPECTED IMPROPER CONDUCT (WHISTLEBLOWER POLICY)

INTRODUCTION

The Rose Fitzgerald Kennedy Greenway Conservancy, Inc. (the “Conservancy”) is committed to conducting its affairs in compliance with the law and in compliance with its own policies and procedures. This adherence strengthens and promotes ethical and fair practices. The purpose of this policy (the “Policy”) is to encourage all directors, officers, or employees to disclose any suspected Improper Conduct that may adversely impact the Conservancy or the public at large. All directors, officers, and employees are obligated to perform the duties in this Policy in compliance with all applicable laws and in accordance with the policies of the Conservancy.

The Conservancy has a responsibility to investigate and, where appropriate, report allegations of suspected Improper Conduct. This Policy governs reporting and investigations of allegations of suspected Improper Conduct. This Policy provides for confidentiality, and makes explicit that any person who makes a Good Faith report of suspected Improper Conduct or who participates in the investigations of such a report will be protected from retaliation by the Conservancy or anyone within the Conservancy.

The Audit and Risk Management Committee (the “Audit Committee”) shall oversee the implementation of this Policy.

DEFINITIONS

A. Improper Conduct: Any action or activity by a director, officer, or employee that is undertaken in the performance of the individual’s official duties or with the appearance or representation that it is undertaken in the performance of official duties whether or not it is within the scope of employment and that 1) is in violation of federal or state law or regulations or reporting requirements thereunder, 2) constitutes an omission to perform a duty, 3) constitutes an intentional violation of a policy of the Conservancy, 4) involves gross misconduct, 5) creates potential exposure for the Conservancy to liability, 6) involves questionable accounting or auditing practices, 7) constitutes unethical behavior or practices, 8) endangers the public health or safety of individuals, 9) involves dissipation of the charity’s assets, 10) constitutes fraud, 11) involves private inurement, 12) involves mishandling or misuse of restricted funds, or 13) involves overriding or circumventing the Conservancy’s internal controls. The foregoing list is not an exhaustive list of possible Improper Conduct.

B. Whistleblower: A person making a Protected Disclosure. A Whistleblower is a reporting party and not an investigator.

C. Protected Disclosure: Any complaint, report, communication or other disclosure that may evidence Improper Conduct, if made in Good Faith for the purpose of correcting the conduct or while participating in an investigation of Improper Conduct.

D. Good Faith: There is evidence of Good Faith when a report or complaint is made without malice or consideration of personal benefit and the Whistleblower has a reasonable basis to believe that the report is true. However, the report or complaint need not have to be proven to be true. Good Faith is lacking when a disclosure is known to be malicious, false or frivolous.

REPORTING ALLEGATIONS OF SUSPECTED IMPROPER CONDUCT

Any person may report allegations of suspected Improper Conduct. Anonymous complaints or reports may be made. An anonymous report must include sufficient corroborating evidence to justify initiating an investigation.

The Conservancy encourages reports of suspected Improper Conduct to be made in writing, however, oral reports may be made. Reports should focus on facts, and avoid speculations or conclusions. It is useful to include as much specific information as possible to facilitate the evaluation of the nature, extent, and urgency of the preliminary investigation.

An employee should report allegations of suspected Improper Conduct to an immediate supervisor or to the Audit Committee. A director or an officer should report allegations of suspected Improper Conduct to the Audit Committee.

Allegations of suspected Improper Conduct should be made as soon as possible and, in any event, no later than one year after the event(s) giving rise to the allegation, unless there is a good cause for the delay.

CONFIDENTIALITY OF WHISTLEBLOWERS

Whistleblowers frequently make reports in confidence. To the extent possible within the limitations of law and policy and the need to conduct a competent investigation, confidentiality shall be maintained. Whistleblowers should be prepared to be interviewed. If a disclosure of confidential information is made by the Whistleblower to a third party, the Conservancy is no longer obligated to maintain confidentiality.

The identity of the subject(s) of the investigation shall be maintained in confidence subject to the same limitations.

INVESTIGATING ALLEGED IMPROPER CONDUCT

Upon receipt of the report or complaint of suspected Improper Conduct, the Audit Committee or any investigating officer that the Audit Committee may appoint, will make a determination as to whether a reasonable basis exists for commencing a formal investigation into the complaint. To assist in this determination, the Audit Committee or the investigating officer, if any, may conduct

an initial, informal inquiry. To the extent possible, all complaints should be handled in a confidential manner.

The investigating officer, if any, shall report to the Audit Committee on a regular basis about all complaints, together with a determination of the complaint and the results, if any, of any informal investigations.

The Audit Committee will then determine, in its reasonable judgment, whether a reasonable basis exists for conducting a formal investigation into the complaint. If the Audit Committee makes such a determination, then it shall promptly instruct the investigating officer, if any, to proceed with a formal investigation. If there is no investigating officer, the Audit Committee will begin the formal investigation. The Audit Committee shall oversee all investigations. The Audit Committee and any investigating officer shall have the authority to retain outside legal or accounting expertise in any investigation as they deem necessary to conduct the investigation. Records of the complaint, the investigation, and the resolution should be maintained by the Audit Committee.

It is the responsibility of the Audit Committee to report to the Board of Directors any noncompliance with legal and regulatory requirements and to assure that the Board of Directors takes corrective action, where appropriate, including reporting any violation to the appropriate authorities. Directors, officers, and employees who are found to have violated any laws, regulations, policies of the Conservancy will face appropriate, case-specific disciplinary actions.

ROLES AND RIGHTS OF WHISTLEBLOWERS

Whistleblowers shall provide initial information based on a Good Faith belief that there is Improper Conduct. Whistleblowers shall not obtain evidence to which they do not have a right of access. Whistleblowers must be truthful and cooperate with the Audit Committee and with any investigating officer(s). Whistleblowers have a right to be informed of the disposition of their disclosure.

PROTECTION AGAINST RETALIATION

Whistleblowers and others who make Protected Disclosures in Good Faith to individuals within the Conservancy or to the Attorney General or to a government agency shall not be retaliated against in any manner (including, but not limited to, suffering from threats, loss of job, punitive work assignments, demotion, suspension, harassment, or impact on salary or wages). However, this protection from retaliation is not intended to prohibit supervisors from acting within the usual scope of their duties and pertinent to valid performance-related factors.

Whistleblowers and others who believe that they are the subject of prohibited retaliation should promptly report such actions to the Audit Committee. The Audit Committee will confidentially investigate such claims of retaliation.

SANCTIONS FOR FALSE CLAIMS

A Whistleblower who makes a claim in bad faith or who knows or who has a reason to know that such a claim is false or materially inaccurate, shall be subject to disciplinary sanctions, including termination, and the Conservancy may impose a fine equal to the cost of conducting the investigation.

OVERSIGHT AND ADMINISTRATION OF THE POLICY

The administration of this Policy shall be directly overseen by the Audit Committee. If the Audit Committee chooses to appoint an investigating officer, such officer shall regularly report on the status of any related investigations.

RETENTION OF COMPLAINTS

All written statements relating to complaints of suspected Improper Conduct, along with the results of any investigations relating thereto, shall be retained permanently. All records pertaining to a complaint and its resolution shall be made available to the Attorney General upon request. All records pertaining to any alleged retaliation against a Whistleblower shall also be retained permanently.

STATUS AND AMENDMENT OF THE POLICY

The Conservancy reserves the right to amend this Policy from time to time. This Policy should not be viewed as creating a contractual obligation between the Conservancy and an employee or any other person.