

Board Whistleblower Policy

The National Coalition for Women with Heart Disease, Inc. d/b/a WomenHeart ("WomenHeart") expects Directors, Officers, employees, volunteers, and consultants to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

As Directors and representatives of WomenHeart, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. This Whistleblower Policy is intended to encourage and enable Directors to raise serious concerns internally so that WomanHeart can address and correct inappropriate conduct and actions. It is the responsibility of all Board members to report concerns about suspected violations of WomenHeart's governing documents or policies, or the laws or regulations that govern WomenHeart's operations ("Violation(s)").

For purposes of this Whistleblower Policy, Violation(s) include, but are not limited to, (i) forgery or fraudulent alteration of documents; (ii) unauthorized alteration or manipulation of computer files; (iii) fraudulent financial reporting or accounting irregularities; (iv) pursuit of a benefit or advantage in violation of WomenHeart's Conflict of Interest Policy; (v) misappropriation or misuse of WomenHeart resources, such as funds, supplies, or other assets; (vi) authorizing or receiving compensation for goods not received or services not performed; (vii) Authorizing or receiving compensation for hours not worked; or (viii) violations of applicable law or WomenHeart's Articles of Incorporation, Bylaws, or policies.

For purposes of this Whistleblower Policy, "Protected Disclosure" means a reasonable and good faith communication that discloses or demonstrates an intention to disclose a possible Violation. Any Board member who submits a Protected Disclosure must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a possible Violation. Submitting a report in bad faith or making an allegation with reckless disregard for its truth or falsity is prohibited by this Board Whistleblower Policy

Reporting and Investigation

All reports of possible Violation(s) are to be promptly submitted to the Chairperson of the Governance Committee. In the event of the Chairperson of the Governance Committee's suspected involvement in the Violation, reports may be submitted to the Board Chair.

The Chairperson of the Governance Committee, or Board Chair as applicable, will promptly inform the Governance Committee of any such reports, and 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.

Following the receipt of any such report, the Governance Committee will promptly ensure that an investigation is conducted into the allegations made in the report. The Governance Committee is authorized to retain outside counsel, accountants, private investigators, or any other



resource deemed necessary to conduct a full and complete investigation of the allegations and make recommendations regarding corrective and/or disciplinary action against any person(s) who is determined to have engaged in the Violation(s).

The Governance Committee will review the findings of such investigation with the Board Chair and CEO, and, in consultation with other Committees as the Governance Committee may determine appropriate, make recommendations regarding corrective and/or disciplinary action against any person(s) engaged in the Violation(s).

The Governance Committee will communicate these recommendations for final approval and implementation to the CEO and/or the Board of Directors, as the Governance Committee determines to be appropriate based on the particular circumstances.

To the extent that the alleged Violation involves a Board Member or CEO, such individual(s) shall be excluded from any Board or Committee meeting at which any corrective and/or disciplinary action is considered and, additionally, may be excluded from investigative meetings conducted.

Confidentiality

Protected Disclosures may be submitted on a confidential basis. Protected Disclosures will be kept confidential to the extent possible, except as may be necessary to conduct an adequate investigation and to inform WomenHeart's Board, auditors, independent public accountants, consultants, and legal counsel for purposes of reviewing WomenHeart's operations and seeking advice regarding matters uncovered by the investigation.

No Retaliation

A person who makes a Protected Disclosure shall not suffer harassment or retaliation as a result of such Protected Disclosure ("Retaliation"). Any act of Retaliation is a Violation that should be reported immediately in accordance with this Policy and will be promptly investigated.

Consequences of Violating this Whistleblower Policy

If an investigation establishes that an individual has engaged in conduct or actions prohibited by this Whistleblower Policy, the appropriate corrective and/or disciplinary action will be taken, up to and including termination of the individual's office/employment/role with WomenHeart.