

# ONEBLOOD, INC. WHISTLEBLOWER POLICY

## **1. General Statement of Policy.**

ONEBLOOD, Inc., a Florida not for profit corporation (“OneBlood”) requires its volunteers, employees, officers, directors and Board committee members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of OneBlood must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws, policies and regulations.

This whistleblower policy of OneBlood (this “Whistleblower Policy”) is to encourage its employees and other persons to submit to OneBlood and the Audit Committee of the Board of Directors of OneBlood (the “Board”), any complaints regarding accounting, internal accounting controls or auditing matters, unethical behavior and any concerns of questionable matters involving OneBlood. OneBlood, the Board and the Audit Committee are committed to the highest possible standards of ethical, moral and business conduct and to achieve compliance with all regulations, accounting standards and internal accounting controls.

The objectives of this Whistleblower Policy are to establish procedures for:

- The submission of concerns regarding questionable ethical, accounting or audit matters by volunteers, employees, officers, directors and Board committee members on a confidential and anonymous basis;
- The receipt, retention and treatment of complaints received by OneBlood; and
- The protection of volunteers, employees, officers, directors and Board committee members reporting concerns from retaliatory action.

## **2. Reporting Responsibility.**

Volunteers, employees, officers, directors and Board committee members of OneBlood have an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting or auditing matters, (b) violations or suspected violations of OneBlood’s Code of Ethics and Standards of Personal Conduct and (c) violations of any other law, rule or regulation. This reporting responsibility includes but is not limited to the following:

- Fraud or deliberate error in the recording and maintaining of financial records of OneBlood;
- Fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement by OneBlood;
- Misapplication of generally accepted accounting principles;
- Deficiencies in or non compliance with OneBlood’s internal controls;

- The misrepresentation of a fact or the making of a false statement to or by a senior officer, accountant or employee regarding a matter contained in the financial records, financial reports or any other public document;
- Violations of OneBlood's Conflicts of Interest and Related Party Business Transactions Policy; and
- Violations of OneBlood's Code of Ethics and Standards of Personal Conduct.

**3. No Retaliation for Submitting Complaints or Concerns; Providing Information or Participating in an Investigation.**

- a. This Whistleblower Policy is intended to encourage and enable volunteers, employees, officers, directors and Board committee members to raise concerns within OneBlood for investigation and appropriate action. With this goal in mind, no volunteer, employee, officer or director who, in good faith, reports a concern or complaint shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, an employee, officer or director who retaliates against someone who has reported a concern or complaint in good faith is subject to discipline, up to and including termination of employment.
- b. Any volunteer, employee, officer or director who knowingly submits a false complaint or concern may be subject to discipline, up to and including termination of employment.
- c. **Claims of acts of retaliation regarding this Whistleblower Policy should be reported to the Chair of the Audit Committee.**

**4. Authority of the Audit Committee.**

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

**5. Reporting Complaints and Concerns.**

- a. Any person may submit a complaint or concern. Knowledge or suspicion regarding accounting, internal accounting controls or auditing matters may originate from (i) Employees carrying out their assigned duties, (ii) internal or external auditors, (iii) regulatory agencies or (iv) OneBlood's customers, vendors, contractors, agents, representatives or other third parties. Complaints and concerns may be reported anonymously, but persons reporting complaints and concerns are encouraged to identify themselves and to include contact information.
- b. Complaints and concerns are encouraged to be reported in writing so as to assure a clear understanding of the issues raised. All reports submitted under this Whistleblower Policy should be factual rather than speculative or

conclusory and contain as much specific information as possible to allow for the proper assessment of the nature, extent and urgency of preliminary investigative procedures.

- c. Any complaints or concerns should be reported to the Chair of the Audit Committee, who is named at the bottom of this Policy. (Complaints and concerns may also be reported to other members of the Audit Committee, who also are named below.) All reports of complaints and concerns should be submitted in a sealed envelope marked “Confidential” and addressed to the member of the Audit Committee to whom the report is being submitted. Complaints and concerns may also be submitted via a confidential internet address and or telephone hotline established by OneBlood for such purposes.
- d. The Audit Committee members who receive a complaint or concern shall promptly report the complaint or concern to the Chair of the Audit Committee and to the other members of the Audit Committee.
- e. Any complaint or concern will be handled as confidentially as is reasonably possible within the requirements of the law or investigation, including the need to notify the subject(s) of the investigation.

## **6. Investigating Complaints or Concerns.**

- a. The Audit Committee will review reports of complaints and concerns it receives and determine whether an investigation is justified. Unless the report of the complaint or concern is made anonymously, the Audit Committee may, at its discretion, notify the individual who submitted the complaint or concern as to whether an investigation will be conducted.
- b. If the Audit Committee determines that an investigation of a complaint or concern is warranted, the following procedures will guide the investigation.
  - i. Based on the nature of the complaint or concern, the Audit Committee will conduct the investigation or will designate appropriate personnel, legal counsel, accountants or other advisors, as it determines necessary or appropriate, to lead, carry out or participate in the investigation.
  - ii. Investigations may require consultation and coordination among several of OneBlood’s divisions, employees, inside and outside auditors and legal counsel.
  - iii. All volunteers, employees, officers, directors and Board committee members of OneBlood have a duty to cooperate with investigations initiated under this Whistleblower Policy.

**7. Roles, Rights and Responsibilities of Persons Submitting Complaints or Concerns.**

- a. The motivation of persons submitting complaints or concerns under this Whistleblower Policy is irrelevant to the consideration of the validity of the complaints and concerns. However, the intentional submission of a false complaint or concern may itself be considered an act which OneBlood, the Audit Committee or the Board has a right to act upon.
- b. Persons submitting complaints or concerns under this Whistleblower Policy have a responsibility to be candid with the members of the Audit Committee, the Board and investigators or others to whom they report a complaint or concern. Such persons shall set forth all known information regarding the complaint or concern. Persons submitting a complaint or concern under this Whistleblower Policy should be prepared to be interviewed by those investigating the complaint or concern.
- c. Persons who anonymously submit complaints and concerns under this Whistleblower Policy must provide sufficient corroborating evidence to justify the commencement of an investigation.
- d. Persons submitting complaints or concerns under this Whistleblower Policy are “reporting parties,” and not investigators. They are not to act on their own in conducting any investigative activities, nor do they have any right to participate in any investigative activities other than as expressly requested by investigators.
- e. Protection of the identity of a person submitting a complaint or concern under this Whistleblower Policy will be maintained to the extent reasonably possible within the requirements of the law or investigation.
- f. The right of a person submitting a complaint or concern under this Whistleblower Policy to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the complaint or concern or an ensuing investigation.
- g. The Audit Committee may, in its discretion, inform persons submitting complaints or concerns under this Whistleblower Policy of the outcome of their disclosure.

**8. Roles, Rights and Responsibilities of Investigation Participants.**

- a. Volunteers, employees, officers, directors and Board committee members who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully cooperate with the Audit Committee’s authorized investigators.

- b. Participants shall not discuss or disclose the investigation or their testimony with anyone not connected to the investigation. In addition, participants shall not discuss the investigation with the investigation subject, including the nature of evidence requested or provided or testimony given to investigators unless agreed to in advance by the Audit Committee.
- c. Requests for confidentiality by participants will be honored to the extent reasonably possible within the requirements of the law or investigation.
- d. Participants are entitled to protection from retaliation for having participated in an investigation. **Participants' claims of acts of retaliation regarding this Whistleblower Policy must be reported to the Chair of the Audit Committee.**

**9. Roles, Rights and Responsibilities of Subjects under Investigation.**

- a. An investigation subject is a person who is the focus of investigative fact-finding, either by virtue of a complaint or concern submitted under this Whistleblower Policy or evidence gathered during the course of an investigation. The decision to conduct an investigation is not an accusation; it is to be treated as a neutral fact-finding process.
- b. The identity of an investigation subject will be maintained in confidence to the extent reasonably possible given the requirements of the law or investigation.
- c. At the discretion of the Audit Committee, subjects may be informed of a complaint or concern at the outset of a formal investigation and may have an opportunity for input during the investigation.
- d. Subjects have a duty to cooperate with investigators.
- e. Subjects have a right to consult with their own advisor or advisors of their choice at their cost. This right may involve representation, including legal representation. Subjects are free at any time at their own cost to retain their own legal counsel (which cannot be legal counsel to OneBlood) and any other advisors to represent them with regard to the investigation.
- f. Subjects have a responsibility not to interfere with the investigation and to adhere to admonitions from investigators in this regard. Subjects shall not, directly or indirectly, withhold, destroy or tamper with any evidence or influence, coach or intimidate witnesses.

**10. Roles, Rights and Responsibilities of the Investigators.**

- a. Investigators are those persons authorized by the Audit Committee to conduct fact-finding and analysis related to complaints and concerns submitted under this Whistleblower Policy.

- b. Investigators shall be competent in the area under investigation. The Audit Committee may retain and consult technical and other resources, as it deems necessary or appropriate to conduct the investigation.
- c. All investigators shall be independent and unbiased both in fact and appearance.

**11. Retention of Complaints or Concerns and Related Documents.**

OneBlood shall retain for a minimum of four (4) years, all complaints and concerns submitted under this Whistleblower Policy along with the results of any investigations and documents relating thereto.

**12. Amendment and Interpretation of Policy.**

- a. The Audit Committee may propose changes to this Whistleblower Policy to reflect new laws and regulations which may be adopted after the date of this Whistleblower Policy and as new, unanticipated circumstances arise. The recommended changes will become effective, however, only upon adoption by the full Board.
- b. The Audit Committee has the sole power and discretion to interpret and apply this Whistleblower Policy. This policy is not an agreement and should not be interpreted as creating an agreement. All employees are employees-at-will.

**13. Approved by the Board and Audit Committee:**

As reflected in meeting minutes, this Whistleblower Policy was approved by the Board and Audit Committee as of \_\_\_\_\_, 2012.

**Reports of complaints and concerns should be delivered to the Audit Committee Chair to the individuals or through the website or hotline established by OneBlood for such purposes.**

Once such website and hotline are established, and at any time such website address or such hotline number is changed, this policy shall be amended, without further approval of the Board, solely to reflect the most recent information available with respect to such website address and such hotline number.