

<b>Vermont Information Technology Leaders</b>	
Name:	<b><i>Whistleblower Policy</i></b>
Type of Document:	<b><i>Policy</i></b>
Type of Policy:	<b><i>Business Compliance &amp; Ethics</i></b>
Sponsoring Department(s):	<b><i>Finance</i></b>
Sponsor:	<b><i>CFO</i></b>
Approving Official or Body:	<b><i>CEO &amp; Board of Directors</i></b>
Effective Date:	<b><i>September 26, 2023</i></b>
Review Cycle:	<b><i>4 Years</i></b>

### Purpose

1. Vermont Information Technology Leaders, Inc. (the “Company” or “VITL”) requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### Scope

1. Employees have a responsibility to report, in good faith, conduct or a practice that they consider or suspect to be illegal, unethical, dishonest, or a material violation of Company policy.
2. The Whistleblower, as defined below, is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.
3. Examples of suspected illegal, unethical, or dishonest activities may include, but not be limited to, violations of federal, state or local laws; violation of Company policy; fraud; theft; billing for services not performed or for goods not delivered; other fraudulent financial reporting; misuse of the Company’s assets; or undisclosed conflicts of interest.
4. The purpose of this whistleblower policy is to encourage and enable directors, officers and employees of the Company to raise concerns regarding suspected illegal or unethical conduct or practices, or violations of the Company’s policies on a confidential and, if desired, anonymous basis. Any employee, director, or officer that raises any such concerns will be protected from retaliation. This policy sets forth the procedures to receive and investigate reported concerns and to address and correct inappropriate conduct and actions.

### Definitions

1. **Whistleblower:** Is an employee, contractor, director, or officer of the Company who reports, in good faith, to one or more of the parties specified in this policy, an activity that the employee considers or suspects to be illegal, unethical dishonest, or that materially violates any Company policy.

2. **Concern:** Concerns are knowledge of or suspensions of violations of Company policies or any federal, state, or municipal law or regulation governing the Company's operations, including financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as: (1) fraud; (2) theft; (3) embezzlement; (4) bribery or kickbacks; (5) misuse of the Company's assets; and (6) undisclosed conflicts of interest.

## Policy

1. Whistleblowers are encouraged to identify themselves when reporting a Concern in order to facilitate the investigation of the Concern. However, Whistleblowers may submit Concerns on a confidential and/or anonymous basis.
2. The Company shall take reasonable steps to protect the identity of the Whistleblower and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.
3. If an employee has knowledge of a Concern of illegal, unethical, or dishonest activity, or of any violation of Company policy, the employee is to report the Concern as soon as possible to:
  - a. The Company's Chief Financial Officer. If the Chief Financial Officer or any of their reports is the subject of the Concern, the employee should report the Concern to the Company's Chief Executive Officer; or
  - b. The Company's Chief Executive Officer; or
  - c. The Company's Chair of the Board of Directors.
4. Concerns should be submitted in writing via email or letter.
5. Any employee wishing to submit an anonymous Concern should submit the concern via email to the Company's employment attorney. Current contact information for the Company's attorney is found on attachment 1. Attachment 1 will be updated as necessary so that it reflects the correct contact information for the Company's current employment attorney. Any anonymous Concern should use the subject line "Anonymous Concern Report Regarding Vermont Information Technology Leaders, Inc.".
6. When reporting a Concern, an employee should describe the Concern in detail, along with relevant facts that support the Concern.
7. The employee must exercise sound judgment, act in good faith, and have reasonable grounds to believe the activity or conduct is or could be a Concern as defined by this policy to avoid baseless allegations.
8. An employee who intentionally, recklessly, or maliciously files a false report of wrongdoing will be subject to discipline up to and including termination.
9. All employees are expected to cooperate with an investigation that results from a reported Concern.
10. Whistleblower protections are provided in two important areas -- confidentiality and against retaliation.
  - a. **Confidentiality:** Insofar as possible, the confidentiality of the Whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough

investigation, to comply with the law or to provide accused individuals their legal rights of defense.

- b. **Against Retaliation:** The Company will not tolerate retaliation against a Whistleblower who reports a Concern under this Policy in good faith, or retaliation against any employee who participates in a review or investigation of a Concern raised under this Policy. The Company will not retaliate against any employee because the employee: (1) discloses or threatens to disclose any activity, policy, practice, procedure, action, or failure to act of the Company or agent of the Company that the employee reasonably believes is a violation of any law; (2) provides information to, or testifies before, any public body conducting an investigation, hearing or an inquiry that involves allegations that the Company violated any law; or (3) objects to or refuses to participate in any activity, policy or practice of the Company that the employee reasonably believes is in violation of a law.
  - i. This includes, but is not limited to, protection from retaliation in the form of discharge, threat, suspension, demotion, denial of promotion, discrimination, or other adverse employment action regarding the employee's compensation, terms, conditions, location, or privileges of employment.
    - I. Any employee who believes they are being retaliated against in violation of this Policy must contact the Chief Financial Officer or Chief Executive Officer immediately.
    - II. Prohibitions against retaliation do not include protections for any personal wrongdoing that is alleged and investigated.
6. An employee who retaliates against someone who has reported or participated in a review or investigation of a Concern may be subject to disciplinary action up to and including termination of employment.
7. All reports of illegal, unethical, or dishonest activities will be promptly submitted to the Chief Financial Officer or Chief Executive Officer who is responsible for investigating and coordinating the implementation of any resolution or corrective action and/or delegating those responsibilities as appropriate.
8. Employees with any questions regarding this Policy should contact the Chief Financial Officer or Chief Executive Officer.
9. All Company employees are required to read and sign this policy annually. See Attachment A at the end of this document.
10. Notice of Immunity Under the Defend Trade Secrets Act (DTSA):
  - a. Immunity—Notwithstanding any other provision of this Policy, an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that—(A) is made—(i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.
  - b. Use of Trade Secret Information in Anti-Retaliation Lawsuit—An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may

disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual—(A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.

11. This Policy replaces and supersedes any and all prior policies and procedures on this subject matter as of the Effective date of this Policy.
12. The Company reserves the right to change, revise, or update this Policy at any time to reflect the Company's intentions and compliance requirements.

## Enforcement

1. The Chief Financial Officer or the Chief Executive Officer will notify the sender and acknowledge receipt of the reported or suspected violation within 5 business days, unless the report was submitted anonymously, or no return address is provided.
2. The Chief Financial Officer or the Chief Executive Officer shall conduct a prompt, discreet, and objective investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. The Chief Financial Officer or the Chief Executive Officer may delegate investigation responsibilities as appropriate and may engage legal counsel, accountants, or other experts to assist in the investigation.
3. If overseeing the investigation, the Chief Financial Officer shall recommend appropriate corrective action to the Chief Executive Office. If warranted by the investigation, the Chief Executive Officer or their designee shall oversee the implementation of a resolution. Upon resolution, the original recipient of the Concern, either the Chief Financial Officer or Chief Executive Officer, shall follow up with the reporting individual, if possible, for closure of the reported Concern.
4. An employee who intentionally, recklessly, or maliciously files a false report of wrongdoing may be subject to disciplinary action, up to and including termination.
5. An employee who retaliates against someone who has reported a Concern in good faith or is cooperating with an investigation of a reported Concern is subject to discipline up to and including termination of employment.
6. Violations of this Policy may result in disciplinary action, up to and including termination of employment.

## Periodic Review

1. The Chief Executive Officer and/or Chief Financial Officer shall conduct periodic reviews of this Policy.

## Records Retention

1. The Company shall retain any records related to the investigation and resolution of a reported Concern as required by the Company's Record Retention Policy. All such records are considered privileged and strictly confidential.

## References

1. [Defend Trade Secrets Act](#)
2. Record Retention Policy
3. [State of Vermont Whistleblower Protection](#)
4. [US Department of Labor Whistleblower Protection](#)
5. VITL's Employee Handbook

## Review and Revision History

Date	Changes Made	Completed By
9/26/2027	Next Review Date	
7/3/2023	Policy reviewed and updated, reconfigured for new template and data for new sections added	Heidi Banks
12/17/2019	Reviewed and updated	Robert D. Turnau, CFO
12/16/2010	Policy initiated	Rebecca Bowen, CFO

## Approvals

<u>Cara Callanan</u> Reviewed by Sponsor	<u>9/26/2023</u> Date
<u>Beth Anderson</u> Approved by CEO	<u>9/26/2026</u> Date
<u>Emma Harrigan</u> Approved by Board of Directors	<u>9/26/2023</u> Date

## **Attachment 1**

### **Whistleblower Policy Anonymous Concerns**

VITL's employment counsel is Primmer Piper Eggleston & Cramer. Jeremy Grant is VITL's employment attorney.

Address anonymous concerns to Jeremy Grant at the email address [Jgrant@Primmer.com](mailto:Jgrant@Primmer.com) with a copy to [Abillings@Primmer.com](mailto:Abillings@Primmer.com).

Use the subject line "Anonymous Concern Report Regarding Vermont Information Technology Leaders, Inc."

This information will be updated as necessary so that it reflects the correct contact information for VITL's current employment attorney.

This attachment was last updated September 2023.

# Attachment A

## Whistleblower Policy Annual Acknowledgement

I, \_\_\_\_\_ (Employee/Representative Printed Name), acknowledge that on \_\_\_\_\_ (Date), I received a copy of Vermont Information Technology Leader, Inc.'s (the "Company") Whistleblower Policy (the "Policy") and that I read it, understood it, and agree to comply with it. I understand that the Company has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Policy in a manner that is compliant with applicable law, at any time with or without notice. No statement or representation by a director or manager or any other employee, whether oral or written, can supplement or modify this Policy.

Changes can be made only if approved in writing by the Company's Chief Executive Officer. I also understand that any delay or failure by the Company to enforce any policy or rule will not constitute a waiver of the Company's right to do so in the future. I understand that neither this Policy nor any other communication by management representatives or any other employee, whether oral or written, is intended in any way to create a contract of employment.

If I am an employee of the Company, I understand that, unless I have a written employment agreement signed by an authorized representative of the Company, I am employed at will and this Policy does not modify my at-will employment status. If I have a written employment agreement signed by an authorized representative of the Company and this Policy conflicts with the terms of my employment agreement, I understand that the terms of my employment agreement will control.

\_\_\_\_\_  
(Employee's Signature)

\_\_\_\_\_  
(Employee's Printed Name)

\_\_\_\_\_  
(Date)