

Da Vinci Schools

Board Policy and Procedures

WHISTLE-BLOWER POLICY

PURPOSE: The purpose of this Whistle-Blower Policy (the "Policy") is to (i) encourage, and provide a mechanism for, directors, officers, employees, and volunteers ("Covered Persons") of **Da Vinci Schools** (the "Organization") to report violations of law, rule, regulation, adopted policies of the Organization, accounting or financial fraud, or other misfeasance, whether known or suspected in good faith ("Violations"), (ii) encourage cooperation in inquiries and investigations on reported Violations or Retaliation (as defined below), and (iii) protect Covered Persons from Retaliation for good faith reporting of Violations or Retaliation.

REPORTING PROCEDURE: Covered Persons have a responsibility to report (in good faith) Violations to their Principal; Covered Persons may also report Retaliation to the Chief Executive Officer. In the event Covered Persons do not want to report to their supervisors, such Covered Persons may report to the President the Board of Directors of the Organization ("Board Members"). Reports of Violations or Retaliation may be submitted to any of the abovementioned persons anonymously (though it may be harder to conduct investigation of anonymous reports). All such reports received by supervisors or the Chief Executive Officer shall be reported to the Board Chair. In the event such a report concerns the Chair, the Chair shall recuse himself or herself and the Board shall designate an appropriate Organization officer to conduct the investigation ("Designated Officer").

INVESTIGATION: A report of a Violation or Retaliation shall be investigated promptly by the Chair or Designated Officer. The Chair or Designated Officer may utilize outside parties (including counsel) to assist in the investigation. All such reports will be treated as confidentially as possible, given that there may need to be some disclosure to conduct the investigation. The Chair or Designated Officer shall provide a written report of investigation findings to the Board and the Board shall determine the appropriate response. Board members implicated in the report of a Violation or Retaliation shall not participate in such determination. The appropriate response determined by the Board shall be promptly carried out.

RETALIATION: No Covered Person shall suffer harassment, intimidation, adverse employment or livelihood consequences or any other form of retaliation ("Retaliation") for making a good faith report of a Violation or Retaliation or participating in an investigation (as set forth in the previous paragraph) or inquiry or investigation by any court, law enforcement or other governmental or administrative body. The Organization may discipline (up to and including termination) a Covered Person for any such Retaliation. A Covered Person making a report of Violation or Retaliation in bad faith may be subject to disciplinary action.