



Whistleblower Policy

As international civil servants, Staff of the Crop Trust are expected to exhibit the highest standard of conduct in contributing to carrying out the Crop Trust's mission. Expectations for staff conduct are described in the Crop Trust "Personnel Policies and Procedures Manual (PPPM)", and in the separate "Staff Code of Conduct" (which presents the same provisions from the PPPM regarding staff conduct), both of which are provided to all staff (including complementary staff) and consultants upon hiring. Crop Trust regular and complementary staff at all levels, including advisors/experts and consultants, are expected to abide by the following Code of Conduct.

The Crop Trust also has a written set of standards for its Executive Board Members as well as for members of the Finance and Investment Committee. These documents establish the expectations for Members of the Executive Board and the Non-Board Members of the Finance and Investment Committee and calls for them to exert due diligence in the execution of their duties and in particular stresses the requirement to abide by rules against fraud, illegal activities, Conflict of Interest, handling of confidential information. These standards are described in the following documents:

- "Rules of Procedure of the Executive Board"
- "Standards of Performance and Indemnity Agreement for Executive Board Members"; and
- "Standards of Performance and Indemnity Agreement for Non-Board Members Serving on the Finance and Investment Committee (FIC) of the Executive Board".

All Board Members and Non-Board Members serving on Committees of the Executive Board (including the Finance and Investment Committee) as well as Advisors are required to sign declarations in which they agree to standards of performance which include, for example, abstaining from any acts of fraud, negligence or criminal intent, preserving confidentiality of information, etc. and in which they are required to disclose any bodies that they belong to that may be related to the business of the Crop Trust in the interest of avoiding any conflicts of interest.

The Rules of Procedure of the Executive Board gives authority to the Chairperson of the Executive Board to (amongst other things) "ensure observance of these rules", giving the Chairperson broad responsibility for ensuring compliance with all rules, including those of standards of performance of Board Members.

The Crop Trust has disciplinary measures in place that are applied for any breaches of staff obligations and staff conduct that may be regarded as a disciplinary matter. Serious cases of misconduct (including fraud, misrepresentation, forgery, false certification, abuse of authority, theft, sabotage, willful damage to Crop Trust Property, dishonesty, etc.) may lead to summary dismissal. These disciplinary provisions are described in the "Personnel Policies and Procedures Manual (PPPM)" under both Section 2 (General Provisions and Obligations) and Section 11 (Disciplinary Code).

Crop Trust staff in management positions are subject to the same disciplinary measures (described above) as those in non-managerial employees. With regard to Executive Board Members, The "Rules of Procedure of the Executive Board" gives authority to the Chairperson of the Executive Board to

(amongst other things) "ensure observance of these rules", giving the Chairperson broad responsibility for ensuring compliance with all rules, including those of standards of performance of Board Members.

The Crop Trust encourages staff to report any suspected cases of misconduct and has in place a "Whistleblower policy" which provides a safe vehicle for staff to report suspected cases of misconduct, ensuring that no staff shall suffer any retaliation for such reporting. "Whistleblowing" is defined as the deliberate, voluntary disclosure of any suspected or anticipated misconduct within the Organization that is within its ability to control.

The Whistleblower procedures and policies are described in the "Personnel Policies and Procedures Manual (PPPM)", Article 12.5 and Section 14, the text of which is provided below.

The provisions below are from the “Personnel Policies and Procedures Manual (PPPM)”, Sections 12.5 and 14:

12.5 Whistleblower Protection

12.5.1 “Whistleblowing” is defined as the deliberate, voluntary disclosure of any suspected or anticipated misconduct within the Organization that is within its ability to control. A whistleblower is any Staff Member who makes such a disclosure. Retaliation against a Staff Member for reporting misconduct or for cooperating with audit or other investigations constitutes misconduct. More information on the Crop Trust’s Whistleblower Policy can be found in Section 14 of this Manual.

12.5.2 A Staff Member alleging retaliation may submit those allegations directly to the Chair of the Appeals Committee who shall advise the Executive Director on appropriate action.

12.5.3 The provisions of Article 12.5 also apply to Consultants, Advisors/Experts and Complementary Staff of the Crop Trust.

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14. “WHISTLEBLOWER” POLICY (COMMUNICATION BY EMPLOYEES OF CONCERNS ABOUT CROP TRUST COMPLIANCE)

14.1 Purpose

14.1.1 The Crop Trust and its Executive Board are committed to good corporate governance. This policy is intended to facilitate the functioning of the Organization in an open, transparent, and fair manner by providing protection to Staff Members who report misconduct and/or action, so they are encouraged to raise concerns rather than overlook them due to concerns about the risk of subsequent retaliation. This enables the Organization to investigate possible misconduct that might otherwise go unaddressed, and take appropriate steps to deal with it.

14.2 Definition

14.2.1 For the purpose of this policy, whistleblowing is defined as the deliberate, voluntary disclosure of any suspected or anticipated misconduct within the Organization that is within its ability to control. A whistleblower is any Staff Member who makes such a disclosure. Retaliation against a Staff Member for reporting misconduct or for cooperating with audit or other investigations constitutes misconduct (as indicated in Article 12.5.1 of the PPPM).

14.3 Applicability

14.3.1 This policy applies to all Staff Members working for the Organization, regardless of their position, type of employment, or location. Any Staff Member who has observed reportable misconduct and/or action has an obligation to report it.

14.3.2 This policy supplements the Crop Trust’s code of staff conduct, and disciplinary and

grievance procedures described in this PPPM.

14.4 What and When to Report

- 14.4.1 Alleged wrongdoing becomes reportable when it occurs, or is likely to occur, and may either be an act, or a failure to act. Employees are encouraged to report concerns or complaints regarding conduct by managers, Staff Members or the Crop Trust Board members which they feel:
- a. is a breach of, or failure to implement, or comply with, the Organization's governing rules, procedures, policies, or established standards of practice, e.g. accounting, procurement; human resources; or
 - b. is illegal or unlawful conduct (e.g. fraud); or
 - c. is unethical or inconsistent with the standards the Organization subscribes to; or
 - d. is, or will result in, a waste of the Crop Trust's resources or pose a risk to the Organization's reputation and integrity; or
 - e. represents scientific fraud (e.g. data falsification, plagiarism) or ethical violation (e.g. regarding use of data, authorship, rights); or
 - f. are dangerous practices likely to cause physical harm or damage to a person or to property; or
 - g. is abuse of power or authority for any unauthorized or ulterior purpose; or
 - h. is unfair discrimination in the course of employment, or in the provision of services; or
 - i. represents a conflict of interest; or
 - j. is an attempt to cover up any of the above types of actions.
- 14.4.2 Where the matters being reported relate to: (a) employee grievances over decisions regarding the employee's salary and benefits, employment status or other human resource issues affecting them; (b) discrimination, harassment and other offensive or disruptive behavior in the workplace; and (c) interpersonal difficulties between staff and their supervisors, or between Staff Members (including settlement of personal disputes or habitual grievances); these will be reviewed in accordance with the specific procedures established in the PPPM.

14.5 Reporting Channels

- 14.5.1 The following channels are available to employees for reporting their concerns:
- their immediate supervisor
 - their second-level supervisor
 - the staff member at Director level who is independent to the matter (assigned by the HR representative)
 - any other member of management
 - the Executive Director
 - the Chair of the Executive Board
- 14.5.2 Internal channels
- a. Employees are encouraged to convey their concerns in writing to their

- immediate supervisor in the first instance. If they are not comfortable doing so or if the concern relates to their supervisor, or if the supervisor has not acted on similar earlier complaints, employees may convey their second-level supervisor.
- b. In those instances where they are not comfortable doing so or if the concern relates to their second-level supervisor, employees may make written reports to another member of the Senior Management Team, or to the Executive Director, who may, in consultation with the whistleblower, decide to appoint an appropriate Staff Member to investigate the matter reported.
 - c. The recipient will act immediately on any disclosure made under this policy. Once the disclosure is received, an initial assessment will be made to determine what action should be taken. If the concern is considered to fall more properly within a different type of complaints procedure, such as a grievance or appeal, the Staff Member will be informed accordingly and provided with advice on how to proceed under this alternate procedure. Otherwise, an initial enquiry will be undertaken to decide whether a formal investigation is appropriate and, if so, what form it should take. If urgent action is required, this will be taken before any investigation is conducted.
 - d. After completion of the investigation the recipient of the disclosure will prepare a report which determines the existence or otherwise of misconduct, and which provides a recommendation for decision by the Executive Director on what action is appropriate, for example imposition of disciplinary action ranging from written censure up to summary dismissal. The Executive Director will report all cases of whistleblowing to the Chair of the Executive Board.

14.5.3 External channels

- a. The employee may make a written submission to the Chair of the Executive Board if he/she:
 - i. has grounds to believe that he/she will be subjected to retaliation by the persons he/she should report to under the established internal mechanism; or
 - ii. considers it likely that evidence relating to the misconduct will be concealed or destroyed if it is reported under the internal mechanism; or
 - iii. has previously reported the same information through the established internal mechanism and believes the Organization failed to take appropriate action within a reasonable period of time.
- b. The Board Chair will decide whether an investigation should be carried out and what form this should take. The Board Chair may also recommend to the whistleblower that the case instead be reported using the established internal mechanism if, in his/her opinion, it does not meet the criteria required to utilise the established external mechanism. The Board Chair shall report to the full Board regarding any whistleblower report submitted to him/her.
- c. On the basis of the outcome of the investigation conducted, the Board Chair will request the Executive Director to decide on what action is appropriate, for example disciplinary action against the wrongdoers involved, and ensure that the necessary steps to implement his/her decision are taken. If the case involves wrongdoing by the Executive Director, the Board Chair will decide what

action to take.

- d. It is recommended that employees identify themselves when reporting under the above confidential options because this facilitates the investigation of the matter being raised, however, they may also choose to remain anonymous.

14.6 Feedback to the Whistleblower

- 14.6.1 The Crop Trust acknowledges the right of the whistleblower to receive confirmation that the matter has been properly addressed. Therefore, he/she will be given, as much feedback as is appropriate under the circumstances, and subject to legal constraints, will be informed of the final outcome of the process.

14.7 Protection Against Retaliation

- 14.7.1 In making their reports in good faith, employees are discharging their duty to protect and serve the Organization. The Crop Trust will therefore respect and protect the confidentiality of the identity of employees who make such reports, and must ensure that there is no retaliation against them. Breaches in this regard will be treated as serious violations and will be subject to disciplinary provisions.
- 14.7.2 If a situation arises where the matter cannot be resolved without revealing the whistleblower's identity, the Organization will first discuss with him/her whether, and how best, to proceed.

14.8 Actions not Protected under the Policy

- 14.8.1 Where a whistleblower makes a report under this policy in good faith, reasonably believed to be true, there will be no action taken against him/her should the disclosure turn out to be misguided or false. Good faith shall be deemed lacking when the whistleblower does not have personal knowledge of a factual basis for the report or where he/she knew or reasonably should have known that the report is malicious, false, or frivolous. The Organization will regard the making of any deliberately false or malicious allegations as misconduct, which may result in disciplinary action.
- 14.8.2 If a whistleblower has any personal interest in the matter he/she must make this clear at the time the alleged misconduct is reported. The act of whistleblowing will not shield whistleblowers from the reasonable consequences flowing from any involvement in misconduct. A Staff Member's liability for his/her own conduct is not affected by his/her disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

14.9 Implementation of this Policy

The Executive Director will put in place and communicate other appropriate procedures, which will ensure the proper implementation of this policy.