



St Jude India ChildCare Centres

Speak Up Policy

Guidelines for successfully running St. Judes India ChildCare
Centres

SPEAK UP POLICY

1. PURPOSE AND SCOPE

To provide a mechanism to report genuine concerns of unethical, non-compliant or other improper acts, omissions or conduct taking place within St. Judes India Childcare Centres (St. Judes), without fear of reprisal, retribution or discrimination of any kind, to provide for investigation and further action on such Reports received. The reporting mechanism provided under this Policy is available to the Reporting Person, as defined under the Policy. This policy is not a means for a disgruntled individual to abuse and is also not a route for taking up personal grievances. It is intended to communicate a commitment to the highest standards of good corporate governance and to minimize St. Judes exposure to any damage that may occur when employees circumvent or overstep internal processes. All employees, team members (TM's), directors, donors, contractors and patient families, especially new ones at the point of entry, are expected to be aware of and comply with this Policy.

2. DEFINITIONS

'Improper or unethical behavior' for the purpose of this policy means and includes suspected or alleged illegal, false, misleading, dishonest, deceptive, unethical, corrupt or unconscionable conduct; and includes breach of St. Judes policies or applicable laws, misappropriation, harassment, malpractices etc. An illustrative list of such behavior is enclosed as Annexure-A;

'Report' means a communication sent by a Reporting Person through reporting channels as provided in this Policy to the Reporting Officer disclosing the identity of the Reporting Person and containing details, background and/ or supporting documents/ information relevant to the Protected Disclosure as may be required for a person of ordinary prudence to suspect the occurrence of the event as alleged reasonably;

'Protected Disclosure' means information or suspicion beyond reasonable doubt of any act of improper or unethical behavior;

'Reporting Officer' shall mean such person as the Audit Committee of St. Judes may designate from time to time to receive Reports and discharge such other responsibilities of the Reporting Officer as provided in this Policy;

'Reporting Person' means employees on the rolls of St. Judes, employees on probation, contract personnel, TM's, directors, beneficiaries, consultants, donors, donees, third parties, contractors and vendors (past or present) associated directly or indirectly with St. Judes and any stakeholders who may have a business relationship, who Speak Up to report a Protected Disclosure to the Reporting Officer as provided under this Policy. The Reporting person is responsible for reporting concerns when he/ she has, in good faith, reasonable grounds to believe impropriety or misdeeds have taken place.

'Subject' means the person on whom the complainant files a report. Provision of the Subject's identity (or the Subject's unit or department) potentially makes the investigation and outcome more effective. The Subject is responsible for being honest and cooperative in the course of an investigation.

3. FRAMEWORK OF THE POLICY

a) Appointment of Reporting Officer

There shall be a Reporting Officer to receive Reports under this Policy and to perform such other functions of the Reporting Officer as provided herein. Another employee shall be named as an Alternate Reporting Officer to ensure that reporting channels are regularly accessed even when the Reporting Officer is on leave or away from the office for other reasons and also to monitor that Reports received periodically are being promptly looked into and actioned.

Such an Alternate Reporting Officer shall also take cognizance of a Protected Disclosure made where the Reporting Officer is the subject of such disclosure or his involvement in any event constituting the disclosure is alleged. The Reporting Officer and Alternate Reporting Officer shall perform his/ her responsibilities under this Policy with utmost integrity, independence and fairness and refer the Report for investigation without any presumption as to the occurrence or non-occurrence of the alleged event.

The Audit Committee shall have the authority to designate and remove the Reporting Officer and Alternate Reporting Officer.

b) Reporting Channels

At the first instance, it is advised for employees to report concerns to line management who will take appropriate action including other redress mechanisms provided by Human Resources Department, in case the concern to be reported relates to personal position or does not fall within the definition of protected disclosure provided above. Speak Up mechanism is to be used where:

- (i) using normal reporting channels is not possible;
- (ii) there exists no other organizational means available to raise concerns; and
- (iii) there is a fear of intimidation, retaliation or reprisals if normal reporting channels are used.

Reports under this Policy can be communicated through the following reporting channels:

- a) Email to anil.nair@stjudechild.org – Reporting Officer
- b) Email to manisha_parthasa@hotmail.com – Reporting Officer
- c) Email to arsala.sayed@stjudechild.org – Alternate Reporting Officer
- d) Mail to the following postal address:

St. Judes India ChildCare Centres
Bombay Port Trust colony, Rajas Nagar,
Zakaria Bunder Rd, Cotton Green-East,
Mumbai-400015.
India.

Kind Attn: Reporting Officer, Speak Up Policy

To ensure that confidentiality of the Report is maintained at all times, the Report should only be addressed to the above email ID and postal address, without copying other persons, within or outside the St. Judes. These reporting channels shall be maintained secure at all times, with access only to the Reporting Officer and the Alternate Reporting Officer. The Reporting Officer shall check the email ID on all days and shall not delete any email message received in the said email ID.

When the person speaking up or reporting is not an employee and has witnessed or become aware of a reportable instance involving ethical and legal violations or inappropriate behavior, he or she may raise the matter using the abovementioned channels.

c) Confidentiality

The Reporting person who Speaks Up, the Reporting Officer and any other person who may be involved in the investigation of a Report received under this Policy shall:

- (i) maintain complete confidentiality on the subject matter of the Report;
- (ii) not discuss the same in any informal forums/ gatherings/ meetings;
- (iii) discuss only to the extent or with the persons required for the purpose of completing the investigation;
- (iv) not leave documents relating to the Report and the investigation unattended or in the open, at any point of time.

To ensure that the Reporting person's identity is kept confidential, the documents and records/ reports prepared for and at the conclusion of the investigation shall not bear the Reporting person's name. The Reporting officer shall be responsible for maintaining the anonymity of the person speaking up at all times.

d) Protection and confidentiality

While every effort will be made to protect the complainant's identity, there are situations that may warrant disclosure:

- . identity is material to the investigation
- . identity is material for discussions amongst the board and ExCo
- . information is given on a confidential basis to legal or auditing professionals for the purpose of obtaining professional advice
- . when law, or court order or other body that may have jurisdiction and authority requires it
- . when the complaint is determined as frivolous or made in bad faith or in abuse of policy or lodged with malicious or mischievous intent
- . the identity of such a complainant is already public knowledge

e) Proceedings on receipt of Reports

The Reporting Officer/Alternate Reporting Officer shall provide acknowledgement of every Report received to the Reporting person. If the matter reported does not qualify as a Protected Disclosure, the Reporting Officer shall reply to the Reporting person advising him/ her to seek alternate redress mechanisms available within St. Judes.

On the basis of initial inquiries, if the Reporting Officer/Alternate Reporting Officer finds that further and detailed enquiries are required on the Report, he/ she shall refer the Report for investigation or refer the Report to the Audit Committee, whereupon, the Audit Committee may constitute a committee for investigation or designate such officer as it deems appropriate to undertake detailed investigation into the matter. The investigation findings shall be reported to the Audit Committee for requisite action as per St. Judes disciplinary policies and procedures. The Audit Committee shall not disclose the name or identity of the Reporting person while referring the matter for investigation to such committee/ person. If specifically requested by the Reporting Person, the Reporting Officer shall be entitled to keep the Reporting Person's identity confidential even while referring the matter to the Audit Committee or during its proceedings.

On initial investigation, if it is concluded that the Report has no basis, investigation may be closed and the reasons for the same shall be documented.

The Reporting Officer/Alternate Reporting Officer may provide information on the disciplinary, corrective and mitigating actions initiated on the Protected Disclosure to the Reporting Person, depending on the sensitivity, confidentiality and regulatory provisions pertaining to the matter, however, it shall not be obligatory on part of the Reporting Officer/Alternate Reporting Officer to provide any such information to a Reporting Person beyond confirming that the Report has been looked into and corrective action has been or is being initiated.

On a quarterly basis, a consolidated report of all Speak Up cases will be submitted for review by the Audit Committee and submitted to the Board of Directors, as well as indicating findings and action taken

f) Malicious reporting

While genuine, honest and fair reporting is encouraged and protected under this Policy, frivolous Reports made with malicious intent would be subject to legal, administrative and /or appropriate disciplinary actions, including but not limited to the termination of employment or other contract, as the case may be.

g) Protection of Reporting Persons

St. Judes shall at all times ensure that a Reporting Person is not subject to any kind of discrimination, harassment, victimization or any other unfair employment practice on account of his having genuinely reported an event under this Policy. Unfair employment practices for the purpose of this clause include threats of termination/suspension of service, disciplinary action, transfer, refusal of promotion, discrimination, harassment etc.

(h) Anonymous Reports

While St. Judes intends to encourage genuine Reports from Reporting Persons, whether on a full disclosure basis or on an anonymous basis, the Reporting Person making a Protected Disclosure under this Policy is encouraged and advised always to disclose their name and contact details in the Report. Sharing the reporting person's complete and accurate name and contact details in the Report greatly permits the relevant Reporting Officer to conduct a full and fair investigation, assists the investigation process, permits interaction with the Reporting Person (if required), etc. Reports made anonymously or under pseudonyms would make an investigation difficult and possibly inconclusive. Hence, St. Judes urges any concerned party to please provide reports to the reporting officer/alternate reporting officer on a full disclosure basis.

i) Duty to Speak Up

While it is encouraged to use the Speak Up reporting mechanism to disclose protected disclosures, employees holding certain positions have a duty to Speak Up due to the nature of responsibilities.

4. AWARENESS

Employees and TM's shall be made aware of the availability of the reporting mechanism under this Policy by including reference to this Policy in periodic communications sent out to employees and TM's and also in training programs. This Policy shall be made available on the St.Judes share drive where they can refer and understand what qualifies as protected disclosures and the channels for making a disclosure.

Additionally, simple posters placed strategically in appropriate locations with reference to the policy and contact details may be used to socialise the policy while communicating the seriousness of the policy and its implementation warrants.

5. REPORTING

Incident-based reporting under this Policy, along with the status of action initiated on the same, shall be presented to the Audit Committee. The requirement for reporting to the Audit Committee shall be guided by the incident reporting criteria approved by the Board from time to time, as well as the related facts and circumstances of each incident.

6. OWNERSHIP & AMENDMENTS

The Audit Committee of St. Judes shall be the owner of this Policy, and the Audit Committee shall carry out any amendments required to be made with the concurrence of the Board. The Audit Committee shall review this policy annually.

ANNEXURE A

Illustrative and non-exhaustive list of unethical/improper behavior/conduct

- (i) breaches and non-compliance of legal and regulatory requirements, including the commission of a criminal offence, or a failure to comply with a legal obligation;
- (ii) fraud or deliberate error or forgery in the preparation, evaluation, review, recording, maintenance or audit of any financial statement, or deviation from full and fair reporting of St. Judes financial condition;
- (iii) non-compliance with any internal processes, regulations and protocols, or the governance framework and/or policies relating to the same including professional and ethical malpractices;
- (iv) misrepresentation or false statement regarding a matter contained in the financial records, financial reports or audit reports of St. Judes;
- (v) health and safety of an individual being endangered
- (vi) Instances relating to payment or receipt of bribe, offering or accepting gifts, excessive hospitality, entertainment etc. which are not in line with the policies of St. Judes.
- (vii) Fraud or deliberate error in respect of payment vouchers, invoices pertaining to procurement of goods and services, theft and misappropriation of funds.
- (viii) theft and /or misuse of classified documents or confidential information
- (ix) abuse of or misrepresentation of power and authority, including sexual abuse and other forms of harassment/ abuse
- (x) causing damage to the environment
- (xi) discrimination of others (i.e. on the basis of gender, race, caste or disability)
- (xii) theft or destruction of property both tangible and intangible