

THE RAPIDES FOUNDATION WHISTLEBLOWER POLICY

I. General

The Sarbanes-Oxley Act (“SOX”) of 2002 provides “Whistleblower” protection for employees of public companies. While The Rapides Foundation (the “Foundation”) is technically not required to comply with the provisions of SOX mandating the adoption of a whistleblower policy, the Foundation wishes to demonstrate its commitment to complying with the *spirit* of SOX.

Thus, the Board of Trustees of the Foundation and the Audit Committee have approved a Whistleblower Policy in order to:

- Comply with the SOX in spirit;
- Communicate an expectation of a high standard of ethics for trustees, officers and employees in the conduct of their duties and responsibility; and
- Provide procedures for trustees, employees and volunteers to report, in good faith, violations or concerns regarding the practices of the Foundation in a confidential manner and without fear of retaliation.

In furtherance of this policy, the Foundation shall forward to all trustees, officers and employees a notice (the “Notice”) in the form hereto as Exhibit A that, among other things, (i) advises such persons of their ability to make confidential and anonymous complaints regarding the Foundation’s accounting, internal accounting controls, and other policies; and (ii) provides such persons with the contact information for making such reports. Such Notice shall be distributed in a manner designed to reach all trustees, officers and employees (including those who do not subscribe to email). Finally, the Foundation shall publish its “whistleblower policy” with contact information on the Foundation’s website.

II. Authority of Audit Committee

All reported violations or 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 of Trustees, with respect to all reported concerns.

III. **Whistleblower Policy**

A. No Retaliation

No trustee, officer, employee or volunteer who in good faith reports a violation of any applicable law, regulation or required accounting principle, shall suffer harassment, retaliation or adverse employment consequence. All trustees, officers, employees or agents of the Foundation are prohibited from engaging in any such retaliatory action. A trustee, officer, employee or agent who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or removal from office. If a trustee, officer, employee or volunteer believes that he or she has been the subject of retaliatory action, the trustee, officer, employee or volunteer should immediately report those facts to the President of the Foundation, or if he or she is not comfortable speaking with the President, with the Chair of Board of Trustees of the Foundation.

B. Reporting Violations

1. *Employees.*

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Foundation prior to seeking resolution outside the Foundation. Employees or others should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. Accordingly, employees should first discuss their concern with their immediate supervisor. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the President, another officer, or any other person in management with whom you are comfortable in approaching. Supervisors, managers and officers are required to report suspected violations of applicable laws, regulations, or questionable accounting or auditing matters, to the President, who is required to promptly report the concern to the Chair of the Audit Committee, which has specific and exclusive responsibility to investigate all concerns. Concerns may be submitted anonymously. Such anonymous concerns should be in writing and sent directly to the President of the Foundation. For suspected fraud, or when you are not satisfied or are uncomfortable with contacting the above persons, individuals should directly contact the Chair of the Audit Committee of the Foundation.

2. *Trustees and Other Volunteers*

Trustees and other volunteers should submit concerns in writing directly to the Chair of the Audit Committee. Current contact information for the Chair of the Audit Committee may be obtained from the President.

C. Acting In Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a

violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

IV. Handling of Reported Violations

The Audit Committee shall address all reported concerns. The Chair of the Audit Committee shall immediately notify the Audit Committee, the President, and the Chair of the Board of Trustees of any such report. The Chair of the Audit Committee will promptly notify the sender and acknowledge receipt of the concern. It will not be possible to acknowledge receipt of anonymously submitted concerns.

All reports will be promptly investigated by the Audit Committee, and appropriate corrective action will be recommended to the Board of Trustees of the Foundation, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, and any other resource deemed necessary to conduct a full and complete investigation of the allegations.

V. Confidentiality

All such reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of information pertaining to reports or violations to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment or removal from office. Such conduct may also give rise to other actions, including civil lawsuits.

EXHIBIT A: WHISTLEBLOWER NOTICE

In keeping with the spirit of the Sarbanes-Oxley Act of 2002, the Board of Trustees and the Audit Committee of the The Rapides Foundation (the “Foundation”) has established procedures for:

- the receipt, retention and treatment of complaints received by the Foundation regarding accounting, internal accounting controls, auditing matters or other violations of Foundation policy.
- the confidential, anonymous submission by employees, officers, trustees and volunteers of the Foundation of concerns regarding questions of accounting or auditing matters.

If you have any good faith complaints or concerns about the Foundation’s accounting, internal accounting controls or practices or violations of Foundation policy, we encourage you to take advantage of the procedures to make us aware of your complaint or concern.

CONCERNS MAY BE SUBMITTED ANONYMOUSLY. THERE IS NO REQUIREMENT TO DISCLOSE YOUR NAME OR ANY INFORMATION ABOUT YOURSELF.

A copy of the Foundation Whistleblower Policy, including reporting instructions and contact information is included on the Foundation’s website (www.rapidesfoundation.org).

CONTACT INFORMATION

The following is the contact information for the employees and Trustees who currently fill the positions described under the Whistleblower Policy’s procedures for reporting violations.

President and CEO
Joseph R. Rosier, Jr.
(318) 443-3394

Chair, Board of Trustees
Cynthia A. Gillespie, PhD
(337) 208-4069

Chair, Audit Committee
Mike Reese
(337) 794-4434