

**Higher Education in Prison, Inc.**  
**Whistleblower Policy**

Adopted March 3, 2015

Higher Education in Prison, Inc. (the “Corporation”) requires directors, officers, volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy (this “Policy”) establishes procedures for the reporting and handling knowledge of, or concerns regarding, action or suspected action taken by or within the Corporation that is or may be illegal, fraudulent or in violation of any law, rule, regulation or policy of the Corporation.

The Board of Directors of the Corporation shall designate an employee, officer or director of the Corporation to administer this Policy (the “Administrator”) and report the details of such administration to the Audit Committee (or other committee of independent directors). This Policy will be distributed to all directors, officers, employees and volunteers of the Corporation.

1. Reporting

An individual with knowledge of, or concern about, a director, officer, employee, volunteer or other person associated or doing business with the Corporation who has engaged, is engaging, or may engage in any illegal, fraudulent or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the Corporation is encouraged to communicate such concern, either verbally or in writing, to the Administrator. If the person raising the concern is not comfortable reporting to the Administrator, he or she may communicate the concern to the Chair of the Audit Committee. Concerns may be communicated orally or in writing. They may also be communicated in person or anonymously. Individuals are encouraged to provide as much information as possible to permit a thorough and complete investigation of the concern.

2. No Retaliation

This Policy is intended to encourage and enable directors, officers, volunteers, and employees to raise concerns within the Corporation for investigation and appropriate action. No director, officer, volunteer, or employee who, in good faith, reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent, or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequences. Moreover, a director, officer, volunteer, or employee who retaliates against someone who has reported a concern in good faith is subject to appropriate disciplinary action.

### 3. Investigation and Review

All reports will be promptly investigated by the Administrator unless the Administrator (or the Chair of the Audit Committee, if applicable) believes that the report was not made in good faith or unless the report was made anonymously and does not contain sufficient information to conduct an investigation. In the event a concern involves or implicates the Administrator, the Administrator will promptly recuse himself or herself from the investigation and inform the Audit Committee in writing. The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of any report.

Reports of concerns, and investigation pertaining thereto, shall be kept confidential to the extent possible and practicable, in light of the need to conduct a thorough investigation. Disclosure of reports of concerns 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.

After the investigation is complete, the Audit Committee will receive a report of the investigation, its findings, and any action taken or proposed. The Audit Committee will ensure that there is an appropriate resolution of any complaints or reports. Appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation.

### 4. Contact Information

Administrator:

Annette Johnson, Board of Directors Vice President

Chair of the Audit Committee:

Cliff Micklenberg, Treasurer