

## Whistleblowing scheme

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**Version:** 1.0

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Version	Date	Description By
1.0 25-6-	2007 Drafted	Jurist BCvB
1.0 25-6-	2007	Adopted RvT
	Date 25-06- Version 1.0 Author Jurist Status Path P:\ROC	2007  BCvB Determined Eindhoven\Implementation Summa house style 2012Working DocumentsComplish documentsDocs Summa WINA\Summa College\Whistleblower regulation.docx

Decision-making:		
	Version:	Date:
Adopted by the Supervisory Board	1.0	25-06-2007

**Date:** 25 June 2007  
**Author(s):** Anouk Vromans  
**Version:** 1.0  
**Status:** Definitively

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## 1. Background and purpose

Within the framework of corporate governance, the Summa College considers it important to give its employees, students and other stakeholders the opportunity to report any suspicion of wrongdoing within the organisation in a protected manner. In this way, Summa College endeavours to improve its organisation.

The regulation covers social situations in which the environment, the safety or health of persons and/or organisations is endangered or that there is a criminal offence, violation of legal provisions or unethical behaviour.

This procedure is separate from and complementary to other, more specific existing or future complaints procedures within the Summa College. Employees who wish to submit a complaint regarding their work, or any other complaint for which a more specific procedure exists<sup>1</sup>, should make use of that specific procedure.

Whistleblowers are not expected to be able to prove that what they say is true. However, one must be able to demonstrate that there is sufficient reason for a reasonable suspicion of wrongdoing. Reports should therefore be based on a reasonable suspicion. The purpose of the report must never be to damage the organisation or person.

## 2. Definitions

For the purposes of these regulations:

- 1 Summa College: the foundation ROC Summa College, located in Eindhoven.
- 2 Whistleblower:
  - A Employee who works for Summa College in any capacity; B Someone who is enrolled as a student at Summa College; C External third party related to Summa College.
- 3 Suspicion of wrongdoing:
 

A reasonable suspicion within Summa College:

  - A A (threatening) serious offence;
  - B An (imminent) gross violation of regulations or policies; C A (threat of) misleading public bodies;
  - D An (imminent) major danger to public health, safety or the environment; E Knowingly withholding, destroying or manipulating information about these facts.
- 4 The Commission: the committee referred to in Article 5.1.

## 3. Scope

The present regulation applies to all employees, students and external stakeholders (such as parents, suppliers, etc.) who wish to report a suspicion of wrongdoing as defined in Article 2 paragraph 3 of this regulation.

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<sup>1</sup> These arrangements are:

Disputes Committee for the Student Charter, Appeals Committee for the Examinations, Misuse of Power Complaints Committee, Internal Disputes Committee for the Collective Labour Agreement Bve, Disputes Advisory Committee for the Staff Council/Service Council.

## 4. Report

### 4.1. Hotline

- 1 Anyone wishing to publicise an abuse shall do so, to the exclusion of any other communication within the Summa Board or to third parties, by means of a written or oral notification to the secretary of the Executive Board.
- 2 If the suspected wrongdoing concerns the Executive Board or one of its members, the whistleblower must report his suspicion in writing to the secretary of the Supervisory Board. (Summa College, tav Supervisory Board, P.O. Box 6101, 5600HC Eindhoven).
- 3 In the event of a situation as referred to in Article 4.2.2 paragraphs 1 and 2, the whistleblower should contact the secretary of the Committee in writing. (Summa College, for the Whistleblower Regulation Committee, P.O. Box 6101, 5600HC Eindhoven).

### 4.2. Procedure

#### 4.2.1. Internal

- 1 The secretary of the Executive Board or the Supervisory Board shall record the notification in writing and provide the date of the notification.
- 2 A copy of the report shall be provided without delay to the whistleblower and to the Executive Board or to the Supervisory Board.
- 3 After becoming aware of the report, the Executive Board or the Supervisory Board shall investigate the suspicion of an abuse.

#### 4.2.2. Commission

- 1 Contrary to the provisions of Article 4.1, an abuse is reported to the Commission (Article 2(4)) if one of the following situations occurs:
  - A Acute danger, where a serious and urgent social interest requires immediate external notification;
  - B A situation in which the whistleblower may reasonably fear countermeasures as a result of an internal report;
  - C A clear threat of embezzlement or destruction of evidence;
  - D A previous internal report in accordance with this regulation of essentially the same malpractice, which did not eliminate the malpractice;
  - E A legal obligation or authority to report directly externally.
- 2 The whistleblower may also apply to the Commission in the following cases:
  - A The whistleblower does not agree with the position of the Executive Board or the Supervisory Board as set out in Article 4.3.
  - B The whistleblower has not received an opinion within the time limit set in Article 4.3 C Unreasonably long term as stipulated in Article 4.3 paragraph 2.
- 3 The Secretary of the Committee shall record the notification in writing and provide the date of the notification.
- 4 A copy of the notification shall be given without delay to the whistleblower and to the Commission.
- 5 The Committee must immediately notify the Executive Board and/or the Supervisory Board of the notification.
- 6 The Committee then starts an investigation and advises the Executive Board and/or the Supervisory Board.

#### **4.3. Position**

- 1 The Executive Board or the Supervisory Board will issue a decision within eight weeks after the date of the notification, which will be communicated in writing to the whistleblower.
- 2 If a decision cannot reasonably be made within eight weeks of class, this will be reported to the whistleblower and a new term will be announced to him.

### **5. Whistleblowing committee the Summa College**

#### **5.1. Establishment and tasks of the Commission**

- 1 Within the Summa College, a Whistleblower's Regulation Committee has been established by the Executive Board, hereinafter referred to as the 'Committee'.
- 2 The Committee's task is to investigate reports of suspected wrongdoing and to advise the Executive Board in this respect.

#### **5.2. Composition of the Commission**

- 1 The Commission shall consist of a Chairman, who shall also be a member, and two other members. The Commission shall appoint a deputy chairman from among its members.
- 2 The Commission is composed of two persons within Summa College and is complemented by an independent third party.
- 3 The Executive Board may appoint one or more deputy members.
- 4 In the absence of the chairman or of another member, or if the chairman or another member is directly or indirectly involved in a report to be assessed, the deputy chairman or a deputy member shall take his place.
- 5 The Chairperson, other members and deputy members of the Committee shall be appointed by the Executive Board for a term of four years. Reappointment for a subsequent period of four years is possible.
- 6 The members of the Executive Board, the members of the Supervisory Board, the secretary of the Executive Board, the secretary of the Supervisory Board and the group controller are not eligible for appointment.
- 7 Intermediate dispensation shall take place at the member's own request and may take place due to dysfunction as a (deputy) member of the Commission.

#### **5.3. Secretary**

The Committee is supported by a secretary appointed by the Executive Board.

#### **5.4. Powers of the Commission**

- 1 The Committee advises the Executive Board or the Supervisory Board.
- 2 The Committee is authorised to obtain information from all staff, students and bodies of Summa College. It may require access to all documentation and correspondence which it considers relevant to the assessment of the notification.
- 3 The Commission may consult experts, whether or not attached to Summa College. A report of the consultation shall be drawn up.

- 4 The Commission shall make a record of each notification dealt with. The Commission may decide to allow the person(s) concerned access to the file in case of important interests.
- 5 The file remains in the hands of the Commission and may not be reproduced.

#### **5.5. Inadmissibility**

- 1 The Commission shall declare the notification inadmissible if:
  - A There is no suspicion of wrongdoing on which the Committee advises;
  - B The whistleblower does not demonstrate that he or she first reported the suspicion to the Executive Board or Supervisory Board as described in chapter four.
  - C The whistleblower has reported the suspicion to the Executive Board or Supervisory Board as prescribed in chapter four, but a reasonable period has not yet elapsed after the report.
- 2 A reasonable period of time, as referred to in the preceding paragraph under c, has expired if:
  - A From the moment of receipt by the Executive Board or Supervisory Board, no position on the suspicion of wrongdoing has been given to the whistleblower by the Executive Board for a period of eight weeks, unless the Executive Board or Supervisory Board informs the whistleblower that he or she cannot expect a position within a period of eight weeks;
  - B The Board of Governors or the Supervisory Board has not set a term as referred to in Article 4.3 paragraph 2.
  - C The term set by the Executive Board or the Supervisory Board, as referred to in Article 4.3 paragraph 2, is not reasonable in view of all the circumstances.
- 3 The Committee shall inform the Executive Board or the Supervisory Board, stating its reasons, and the whistleblower who has reported a suspicion of wrongdoing to the Committee whether the report is inadmissible.

#### **5.6. Opinion of the Commission**

- 1 If the reported suspicion of malpractice is admissible, the Committee shall, as soon as possible, set out its findings on the reported suspicion of malpractice in an advice addressed to the Executive Board or the Supervisory Board.
- 2 The whistleblower who has reported a suspicion of wrongdoing to the Commission shall receive a copy of the opinion, with due regard for any confidential nature of the information provided to the Commission and the applicable rules.
- 3 The opinion shall be made public in an anonymised form, without prejudice to any confidential information communicated to the Commission and to the rules applicable to it, in a manner which the Commission considers appropriate, unless such disclosure would be contrary to an overriding interest.
- 4 In response to the advice, the Executive Board or the Supervisory Board shall inform the whistleblower who has reported a suspicion of wrongdoing to the Committee whether or not the advice will be followed.
- 5 The Committee's opinion and the decision taken by the Board of Governors or the Supervisory Board are not open to appeal.

#### **5.7. Annual report**

- 1 An annual report shall be drawn up by the Commission.
- 2 That report shall be drawn up in anonymised form and in accordance with the rules in force in this area:

- A the number and nature of reports of suspected wrongdoing; B the number of reports that did not lead to an investigation;
- C the number of investigations undertaken by the Commission, and D the number and nature of opinions it has delivered; E the number of opinions followed.
- 3 This annual report shall be sent to the Executive Board. The Executive Board shall send the annual report to the Supervisory Board, the Employee Participation Council and the directors' meeting.

## 6. Legal protection

From the moment of notification, the whistleblower will not suffer any detriment of his reporting action. Wherever possible, Summa College will strive for the anonymity of the whistleblower.

## 7. Final provisions

### 7.1. Entry into force

The scheme in question will enter into force on 01-01-2008.

### 7.2. Citation title

The present regulation can be cited as 'Whistleblower regulation Summa College'.

### 7.3. Evaluation

After three years, the "Whistleblower Regulation Summa College" will be evaluated.

**In accordance with the Bve Governance Code adopted by the Supervisory Board on 25 June 2007.**