

## **THE DALLAS CONVENTION & VISITORS BUREAU**

### **WHISTLEBLOWER POLICY**

The Dallas Convention & Visitors Bureau (including Visit Dallas, the Dallas Sports Commission, the Dallas Film and Creative Industries Office, and any other d/b/a or operating entity (together, "DCVB") requires its directors, officers, and employees (each, an "Individual") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of DCVB, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

The purpose of this Whistleblower Policy (the "Policy") is to:

- Encourage and enable Individuals to raise concerns regarding suspected illegal or unethical conduct or practices, or violations of DCVB's policies, on a confidential and, if desired, anonymous basis.
- Protect Individuals from retaliation for raising such concerns.
- Establish policies and procedures for DCVB to: (a) receive and investigate reported concerns; and (b) address and correct inappropriate conduct and actions.

#### **REPORTING RESPONSIBILITY**

Every Individual has the responsibility to report in good faith any concerns about actual or suspected violations of DCVB's policies or any federal, state, or municipal law or regulation governing DCVB's operations (each, a "Concern"). Appropriate subjects to report under this Policy include but are not limited to financial improprieties, accounting or audit matters, ethical violations, potential or actual conflicts of interest, or other similar illegal or improper practices, such as:

- Fraud
- Theft
- Embezzlement
- Bribery or kickbacks
- Misuse of DCVB's assets
- Undisclosed conflicts of interest

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegation that proves to have been made maliciously, recklessly, or knowingly to be false will be viewed as a serious offense and result in disciplinary action, up to and including termination of employment.

Individuals should use DCVB's existing complaint procedures and mechanisms to report other issues not covered by this Policy, unless those channels are themselves implicated in wrongdoing. This Policy is not intended to provide a means of appealing the outcomes resulting from those other procedures and mechanisms.

#### **NO RETALIATION**

No Individual who in good faith reports a Concern or participates in a review or investigation of a Concern shall be subject to harassment, retaliation, or, in the case of an employee, adverse employment consequences because of such report or participation. This protection extends to Individuals who report in good faith, even if the allegations are, after an investigation, not substantiated.

No Individual will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. §1833 either:

- In confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a Concern; or
- In a complaint or other document filed in a lawsuit or other proceeding under seal.

Any Individual who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to disciplinary action, up to and including termination of employment.

Anyone who believes that an Individual has been subject to harassment, retaliation, or adverse employment consequences for making a good faith report or participating in a review or investigation of a Concern should promptly contact the Compliance Officer (identified below). Nothing in this Policy shall limit or alter the procedures and protections in DCVB's anti-retaliation policy.

### **CONFIDENTIALITY**

DCVB encourages anyone reporting a Concern to identify themselves in order to facilitate the investigation of the Concern. However, Concerns may be submitted on a confidential and/or anonymous basis. DCVB shall take reasonable steps to protect the identity of the Individual and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **COOPERATION**

Individuals are required to cooperate and provide truthful information in response to any investigation of a Concern. Any Individual who refuses to cooperate, conceals information, or knowingly provides false information will be subject to disciplinary action, up to and including termination of employment.

### **REPORTING PROCEDURES AND INVESTIGATION**

All Concerns should be reported as soon as practicable consistent with this Policy.

#### **How to Report a Concern**

Concerns should be reported to the Vice President of Compliance & Legal Affairs (the "**Compliance Officer**"). When reporting Concerns, the Individual should describe in detail the specific facts that support the report. The report may be communicated to the Compliance Officer by email, regular mail, or via telephone as follows:

Peter M. Gould  
Vice President of Compliance & Legal Affairs  
1807 Ross Avenue, Suite 450  
Dallas, TX 75201  
[peter.gould@visiddallas.com](mailto:peter.gould@visiddallas.com)  
267-607-1598

If the Compliance Officer is the subject of the Concern or the Individual is not comfortable reporting the Concern to the Compliance Officer, the Concern may alternatively be reported to Baker Tilly at [AdvantageHR@bakertilly.com](mailto:AdvantageHR@bakertilly.com).

If a Concern is reported to any supervisor, manager, or other Individual, such supervisor, manager or other Individual shall:

- Explain to the person reporting the Concern the need for DCVB to conduct an investigation, inform such person of DCVB's anti-retaliation policy, and assure the person that the matter will be handled as confidentially as possible.
- Not launch their own investigation but rather immediately report the matter to the Compliance Officer, including conveying in detail the matters discussed with the person reporting the concern.

#### **Investigation of Reported Concerns**

The Compliance Officer is responsible for:

- promptly investigating or overseeing the investigation of each reported Concern;

- advising the Board Chair and/or CEO as applicable, based on the nature of the Concern, of each reported Concern; and
- on an annual basis, reporting compliance activity to the Board of Directors or designated committee(s) thereof, consisting of a summary of Concerns investigated during the previous year.

The Compliance Officer will also make reasonable efforts, taking into account the nature of a report and the Concern, to notify the reporting individual and acknowledge receipt of a reported Concern, unless the report was submitted anonymously, or no contact information is provided or available.

The Compliance Officer shall conduct a prompt, discreet, and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in the sole discretion of the Board of Directors or relevant committee thereof, the Compliance Officer may engage outside legal counsel, accountants, or other experts to assist in the investigation. The Compliance Officer may delegate investigation responsibilities to any Board committee or other individual, including third parties, so long as:

- the delegate is not a subject of the reported Concern; and
- the delegation does not compromise the identity of a person who reported anonymously or confidentially.

### **Resolution of Reported Claims**

Upon completion of the review or investigation, the Compliance Officer shall:

- Recommend appropriate corrective action to the Board Chair, relevant committee of the Board, and/or CEO, if warranted by the investigation.
- Oversee the implementation of a resolution based on the applicable determination, if warranted by the investigation.
- Follow up with the reporting individual, if possible, for closure of the reported Concern.

DCVB shall retain any records related to the investigation and resolution of a reported Concern as required by DCVB's records retention policies. All such records are considered privileged and strictly confidential.

### **Accounting and Auditing Matters**

The Compliance Officer shall promptly notify the Board Chair and CEO, as applicable, of any Concerns regarding accounting practices, internal controls, or auditing, and shall work with the Board Chair or designated committee of the Board until the matter is resolved.

### **PERIODIC REVIEW**

To ensure that DCVB operates in a manner consistent with its non-profit purpose and does not engage in activities that could jeopardize its reputation or tax-exempt status, the Board of Directors or relevant committee thereof shall conduct periodic reviews of this Policy.

### **MISCELLANEOUS**

Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Compliance Officer. No statement or representation by any Individual, whether oral or written, can supplement or modify this Policy. Any delay or failure by DCVB to enforce any portion of this Policy will not constitute a waiver of DCVB's right to do so in the future.

### **EFFECTIVE DATE**

This Policy is effective as of October 1, 2024.