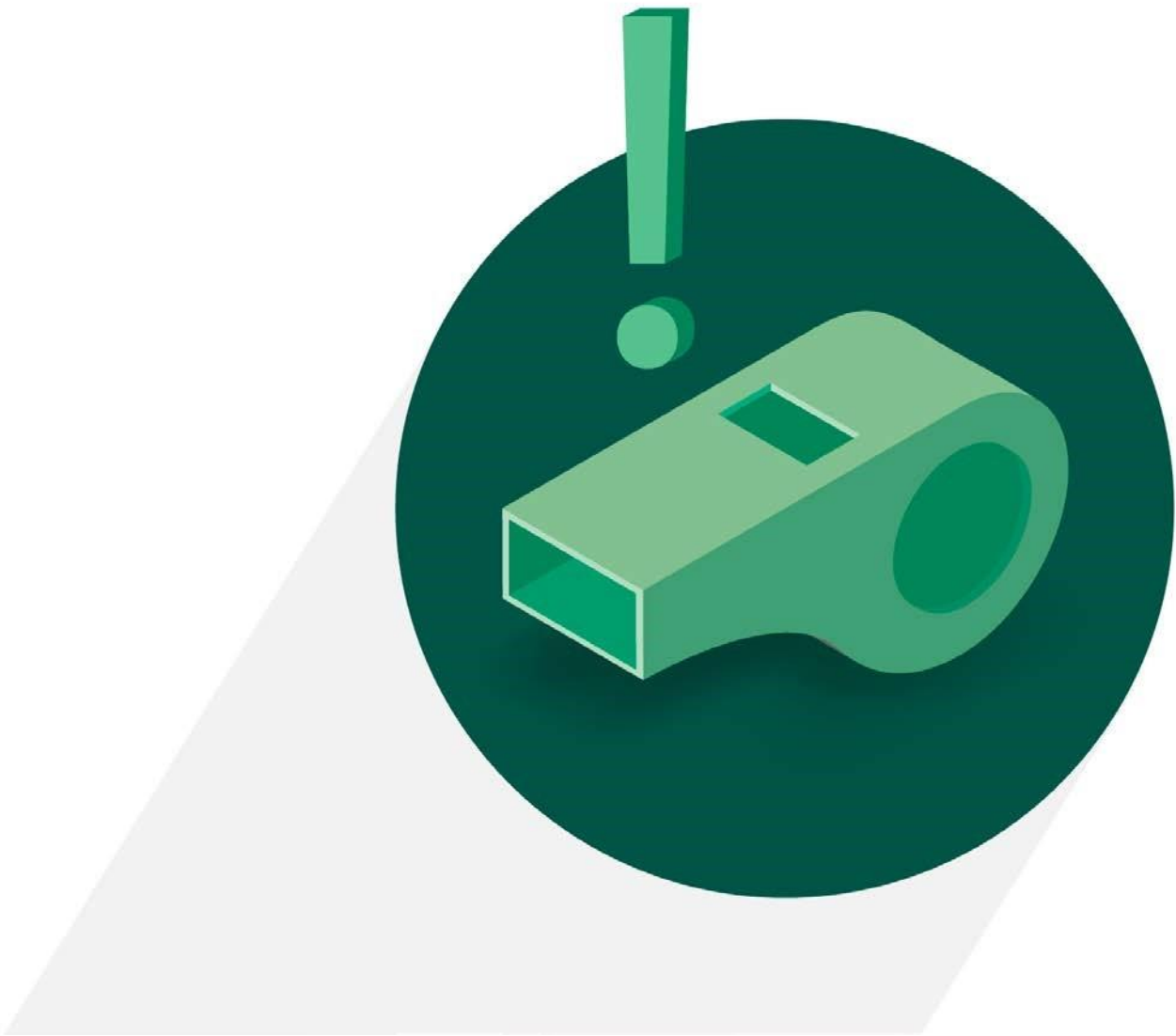





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# Open Talk Reporting and Investigation Procedure



Category	Compliance
Topic	Whistleblowing
Policy applicable to	All INSEAD employees, students, participants, and researchers. Third parties related to INSEAD, as foreseen within the Policy’s scope.
Version	3.0
Effective date	16 April 2025



	Function	Name	Signature(s)
Author	Legal Department	N/A	N/A
Approver	Dean of INSEAD	Francisco Veloso	<div>Signed by:  91E6BBFF13854D0...</div>

CHANGE HISTORY

Version	Effective date
1.0	May 2021
2.0	November 2022
3.0	16 April 2025

*\*This Procedure shall be regularly reviewed and may be complemented by other policies, procedures, and documentation.*



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## Open Talk Reporting and Investigation Procedure

Unless otherwise defined in this procedure, definitions used are defined in the Open Talk and No Retaliation Policy.

### I. Submission of a report by a Whistleblower

Any information communicated by the Whistleblower in the context of a report should be factual and have a direct link with the purpose of the report.

The Whistleblower must specify whether he or she has previously transmitted the report to a third party.

The report can be submitted using the following means:

- **INSEAD contact**

INSEAD has an open-door policy so you may raise a concern or submit a report in writing or verbally in confidence to your principal contacts within INSEAD ("**Principal Contact**") as follows:

- *For Faculty:* Area Chair or the Dean of Faculty or at someone through the CSE (only for the Europe Campus Faculty)
- *For Staff:* Line manager or HR Business Partner or at someone through the CSE (only for the Europe Campus Staff)
- *For Researchers:* Dean of Research
- *For Students or Participants:* Programme representative (officer/manager)
- *For INSEAD board and committee members:* The Dean
- *For External stakeholders:* General Counsel

These Principal Contacts will forward your report to the Open Talk Committee.

If you do not feel comfortable making your report to those mentioned above, you may submit your report by email or in person with any member of the Legal Department in Fontainebleau or Singapore or by using the INSEAD web-based reporting platform (see below).

- **Open Talk web-based platform:**

You may submit your report through the INSEAD web-based reporting platform, which is hosted by NAVEX EthicsPoint (INSEAD's external and independent third-party service provider), and which provides a web-based platform for Whistleblowers to submit their report.

The INSEAD web-based reporting platform can be accessed by using the following link:

<https://insead.ethicspoint.com>

You will be taken to a dedicated INSEAD Open Talk home page which will give you instructions how to report a concern online using the INSEAD web-based reporting platform. You may submit your report in the language of your choice.

The platform will also give instructions on how to upload information and follow up on a report that you have submitted even if you submitted the report anonymously.

- **Open Talk telephone hotline**

Alternatively, a report can be submitted using the independent international toll-free service hotlines also on the INSEAD web-based reporting platform and which can be accessed by following the <https://insead.ethicspoint.com> link described in the section immediately above.

Your call will be received by specially trained operators who will be able to receive your report in the language of your choice.

For ease of reference, the numbers are:

- France: +33-0800-917075
- Singapore: +65-800-1102074
- Abu Dhabi: +971-8000-021 or +971-855-229-9304
- For the US, please call one of the numbers above.

- ***Other mechanisms to submit your report***

At the request of the Whistleblower, a report may also be made verbally during a video conference, or a physical meeting organized no later than twenty (20) working days after receipt of the request. If the video conference or physical meeting is not recorded, there will be a transcript and the Whistleblower will have the opportunity to verify, correct and approve by signing it.

The recordings, transcripts and minutes may only be kept for as long as is strictly necessary and proportionate for the processing of the report and for the protection of the Whistleblower, the persons to whom they refer, and the third parties mentioned.

In case the report is submitted via postal mail, it must be done with a two (2) envelope system:

- the outer envelope should be addressed to one of the postal addresses below

Asia Campus  
1 Ayer Rajah Avenue  
Singapore 138676  
Singapore

Europe Campus  
Boulevard de Constance  
77305 Fontainebleau Cedex  
France

- the inner envelope should be sealed, stating “*Open Talk Committee*” and with the indication “*confidential – to be opened by the addressee only*”.

## **II. The Open Talk Committee**

The Open Talk Committee is a committee established by INSEAD. It is composed of at least three non-conflicted persons (i.e. who are not the Whistleblower or the subject of the report) selected for their specific skills and independence, with the purpose of implementing the Open Talk and No Retaliation Policy.

The Open Talk Committee has overall accountability for providing a framework for individuals to make protected disclosures confidentially in order to resolve concerns and ensuring the effective implementation of this Procedure

Where the Open Talk Committee is responsible for carrying out the investigation, it may conduct any interviews it deems necessary, particularly with the Whistleblower, witnesses, and other person(s) concerned. The Open Talk Committee may, at its sole discretion, be accompanied by a law firm, or any external advisers it deems useful, to conduct all or part of the investigation and prepare the Final Investigation Report.

Where an Open Talk Committee member is the Whistleblower or the target person of a report, that person is conflicted. The report shall not be transferred to the conflicted person who will be suspended from the Open Talk Committee during the handling of the alert.

- **Escalation mechanism to the Audit, Finance and Risk Committee (AFRC)**

When two or more of the Open Talk Committee are Whistleblowers or the target persons of a report, the Chair of the Audit, Finance and Risk Committee (AFRC) assumes the responsibility of

forming an Open Talk Committee comprised of non-conflicted persons. The Chair of the AFRC shall chair this temporary Open Talk Committee under the same conditions as described herein.

The AFRC is provided a confidential executive summary of whistleblower investigations. A description of the AFRC and its members can be found on the INSEAD website.

### III. Receipt and verification of a Whistleblower report

Your report will be received by the Open Talk Committee. Upon receipt of the report, the Open Talk Committee acknowledges receipt of the report (within a maximum of seven (7) days from the receipt of the report) in writing unless expressly waived or the report is anonymous and there is no means of contacting the Whistleblower, or the Open Talk Committee has reasonable grounds to believe that acknowledging receipt of the report would compromise the confidentiality of the Whistleblower's identity.

The acknowledgement must be timestamped, numbered and will include:

- (a) A summary of the alleged facts including any attachments communicated in the report
- (b) A copy of the Open Talk and No Retaliation Policy
- (c) Report reference number
- (d) Requests for additional information (if applicable);
- (e) Reference to: "Our Data Protection Notice<sup>1</sup> which explains how we use personal data and your rights."
- (f) The reasonable or foreseeable timeframe necessary for the examination of the report's admissibility for investigation by the Open Talk Committee; and
- (g) The process for follow-up of the report.

The Open Talk Committee makes an objective assessment and evaluation of the report to determine (1) the admissibility of the report, i.e. whether it is a protected whistleblower report falling under the scope of this policy and if not then which policy might apply; and (2) the most appropriate means of investigating the report. To make these determinations, the Open Talk Committee may request additional information from the Whistleblower to verify certain facts and circumstances referenced in or omitted from the report.

To protect and ensure the safety and well-being of Whistleblowers and/or victims, interim measures such as special leave, temporary reassignment, or legal or psychological support may be implemented while investigations are ongoing.

If, having assessed the facts, matters, and circumstances provided by the Whistleblower, the Open Talk Committee considers that the report concerns matters that must be investigated pursuant to a specific policy or process or reported to the authorities pursuant to applicable law, or where INSEAD has a choice whether to refer the report to a specific investigation process or to the authorities and it determines that it is in the best interests of INSEAD to do so, the Open Talk Committee shall notify the Whistleblower prior to investigating under another policy or process or making any such report and will endeavour to provide such assurances, support, and assistance as it reasonably can under the circumstances.

<sup>1</sup> <https://www.insead.edu/data-protection-notice>



Please note that INSEAD shall endeavour to make the referral to the authorities in such a manner that disclosure of the Whistleblower's identity is avoided however the authorities may compel INSEAD to disclose information and evidence received from the Whistleblower, as well as the identity of the Whistleblower.

In case of a non-admissible report (e.g., accusations that are out of scope, that fall under another policy, are not serious, sent in bad faith (including with the primary objective of personal gain or the disadvantage of another), abusive or slanderous, or uncheckable facts, or insufficient information), the report is destroyed. Personal data relating to a report which is considered as non-admissible by the Open Talk Committee (e.g., accusations falling outside of the scope of this Procedure or under another policy, not serious, sent in bad faith, abusive or slanderous, or uncheckable facts) will be destroyed without delay or anonymized. The Open Talk Committee will inform the Whistleblower of the grounds for non-admissibility and may refer the Whistleblower to persons with the appropriate competencies to respond to or provide support for any specific needs regarding the particular concern(s) raised in the report.

In case of an admissible report, the Open Talk Committee informs the Whistleblower together with an anticipated timeframe for the investigation and possibly an additional request for information. The Open Talk Committee will determine the conditions of the investigation and, depending on the person/s who is/are the subject of the report and their affiliation, a Designated Referent will be appointed from the following individuals:

- *For Students:* Dean of Degree Programmes
- *For Participants:* Dean of Executive Education
- *For Faculty:* Dean of Faculty
- *For Researchers:* Dean of Research
- *For Staff:* Chief People Officer
- *For Alumni:* Associate Dean of Advancement
- *For INSEAD board and committee members:* The Dean
- *For others:* Dean of Finance and Administration

The Designated Referent (or a nominated alternate who shall be deemed the Designated Referent) will be advised of the report on a confidential basis, is not involved in the investigation, and is the recipient of the final investigation report.

Where the Designated Referent is the subject of a report, the next most senior person in the INSEAD organisational reporting line will be nominated as the Designated Referent, and where the report concerns the Dean, then the Audit Finance Risk Committee Chair.

#### **IV. Investigation**

The investigation shall be conducted by investigator(s) appointed by the Open Talk Committee from within INSEAD, who may be assisted by external third parties.

To assess the accuracy of the allegations made, the Open Talk Committee may from time to time request additional information from the Whistleblower.

To ensure the confidentiality of the investigation and the stakeholders' identity, the transmission of written documentation and oral elements will be subject to strict confidentiality and security safeguards.

The Whistleblower may be contacted from time to time during the investigation for the purpose of checking whether facts reported by the Whistleblower, and other facts collected during the investigation, are correctly understood by the investigator(s).



The person(s) targeted by an admissible report under this policy (each a “Targeted Person”) shall be notified in writing, within a reasonable timeframe and at the latest within one (1) month following the report, unless the notification is likely to jeopardize the investigation or the safety of others, or where conservatory measures are needed to avoid the destruction of evidence.

The notification shall include:

- (a) A summary of the alleged facts
- (b) Reference to: “Our [Data Protection Notice](#) which explains how we use personal data and your rights.”
- (c) A reminder of the applicable procedure.

Such information shall not include any unauthorised information relating to the identity of the Whistleblower or witnesses.

At the end of the investigation procedure, the Open Talk Committee shall prepare the Final Investigation Report and submit the Final Investigation Report to the Designated Referent. This Final Investigation Report will not be shared with, and shall not be accessible by, the Whistleblower or the Targeted Person(s) of the report.

The course of investigation, its content (e.g., evidence, intermediary reports, meeting minutes) and the Final Investigation Report are strictly confidential. The elements that could allow identification of the Whistleblower and the Targeted Person(s) by the Whistleblower’s report cannot be disclosed to anyone beyond the investigation and those receiving the Final Investigation Report until the end of investigation and provided the allegations have been proven, and to the extent it is strictly necessary for the purpose of implementing the appropriate corrective measures and sanctions.

INSEAD will endeavour to conclude the investigation as quickly as it reasonably can under the circumstances when considering the complexity of the matter, legal limitations, and the completeness, accuracy, and timeliness of information disclosed by the Whistleblower, witnesses, or third parties. The Open Talk Committee will keep the Whistleblower informed in writing of progress of the investigation from time to time and at least every three (3) months following acknowledgement of the original report.

At any time during the investigation, the Whistleblower (if the subject person of the report) may ask for, or the Open Talk Committee may propose a process to resolve the matter amicably.

## **V. Outcome of the investigation**

### ***Where the Whistleblower’s report is substantiated***

Where the Final Investigation Report determines that the Whistleblower’s report is substantiated, the findings of the investigation will be passed to the Designated Referent for possible disciplinary action and corrective measures in accordance with INSEAD’s policies applicable to the person(s) concerned and/or the Legal Department for possible legal action.

Where the Final Investigation Report substantiates the Whistleblower’s claims or accusations made against one or more Targeted Person(s), each such Targeted Person shall be separately informed of the outcome of the investigation during an individual interview with the Designated Referent. The Targeted Person may be accompanied by a person of their choice. During this meeting, and subsequently in writing, the Designated Referent shall inform the Targeted Person of the outcome of the investigation, the next procedural steps (if any), and of the internal support contacts. During the interview, the Designated Referent will be accompanied by at least one member of the Open Talk Committee.





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The Whistleblower will also be informed in writing of the final outcome of the investigation. However, the Whistleblower will not be entitled to receive a copy of Final Investigation Report, or given any details relating to the investigation, or informed of the nature of any sanctions (including any referrals to the authorities) that may follow.

***Where the Whistleblower's report is not substantiated***

Where the Final Investigation Report determines that the report is not substantiated, the investigation shall be closed.

Where the Final Investigation Report determines that the report is not substantiated as it concerns one or more (but not all) of the Targeted Persons, the investigation shall be closed as it concerns those Targeted Persons.

The Whistleblower will be informed by the Open Talk Committee in writing of the closure of the investigation either in its entirety or as against the relevant Targeted Persons (as applicable) and a summary of the reasons for this decision. However the Whistleblower will not be entitled to receive a copy of Final Investigation Report, or given any details relating to the investigation.

Despite the not substantiated conclusion reached by the investigation, the Open Talk Committee may refer the Whistleblower to persons with the appropriate competencies to respond to or support any specific needs regarding the particular concern(s) raised in the report.

Any person(s) targeted by the Whistleblower's report who had been informed that they were the subject of a Whistleblower report will be informed with a brief summary of the outcome of the investigation as soon as the Final Investigation Report is issued by the Open Talk Committee.

\* \* \* \* \*

## Appendix 1 - Schematic of the Open Talk Reporting and Investigation Procedure

