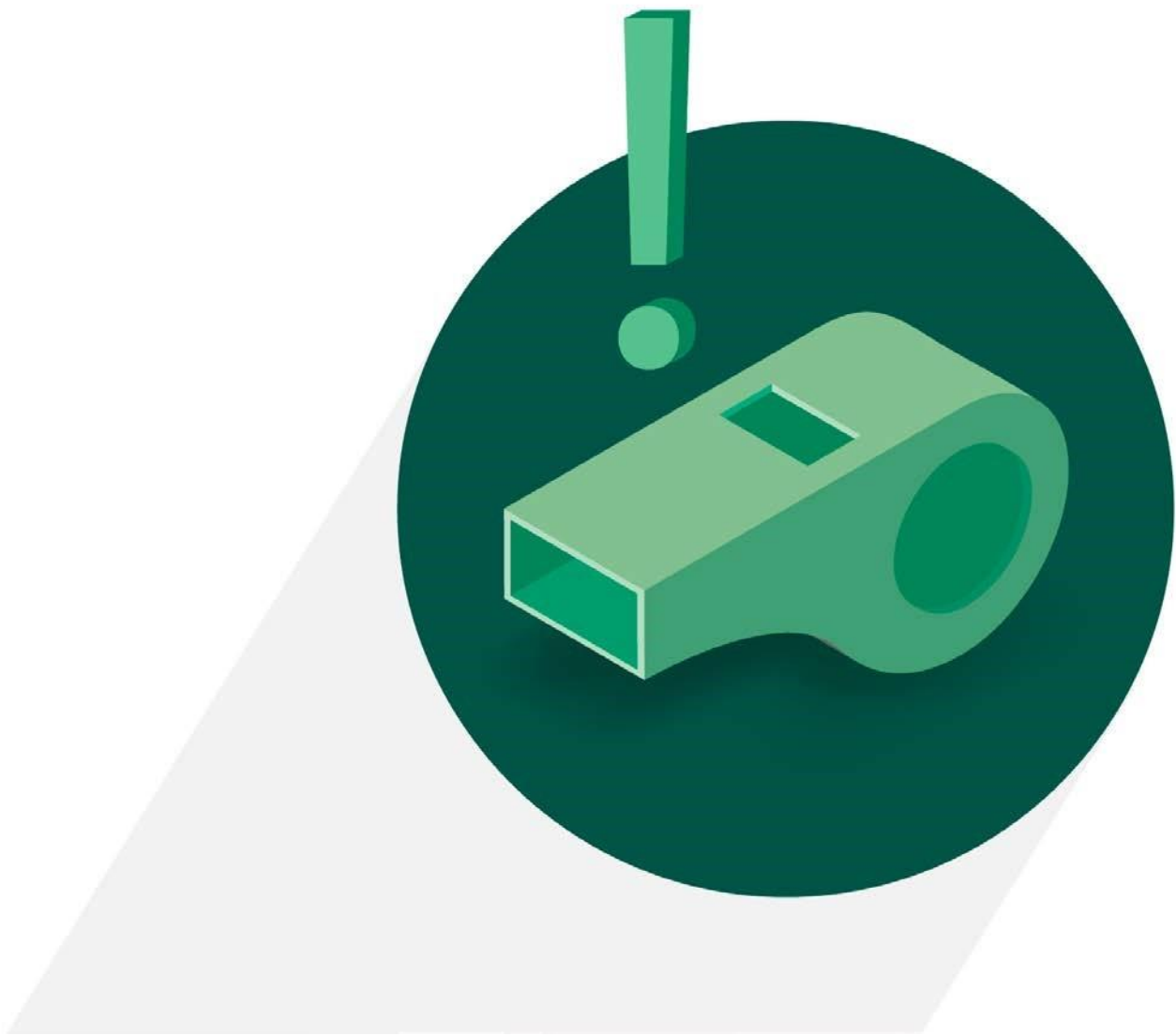




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# Open Talk and No Retaliation Policy




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



# Open Talk and No Retaliation Policy

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 Policy shall be regularly reviewed and may be complemented by other policies, procedures, and documentation.*



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## Introduction

This Open Talk and No Retaliation Policy reinforces INSEAD's commitment to providing a safe environment for all members of the INSEAD community to raise concerns and to report unethical, improper, or illegal conduct in confidence, anonymously should you prefer, and without fear of reprisals or retaliation. This policy also describes how a report can be made, whether in person or using the INSEAD web-based reporting platform. At INSEAD we feel strongly that your concerns are heard, received, and investigated and, where substantiated, the appropriate actions are taken. So doing, reflects our mission and our values.

## About this policy

INSEAD is committed to conducting its activities with honesty and integrity, and in full compliance with laws and regulations. Compliance with legal standards and INSEAD policies are a matter of responsibility for everyone.

Speaking up and reporting unethical, improper, or illegal conduct is essential if we are to prevent and detect inappropriate or non-compliant behaviours and to address them when they occur.

The decision to speak up to submit a report or raise a concern can be difficult and may not be seen as making a difference. However, each report does matter and does make a difference. When we speak up, it presents INSEAD with an opportunity to continue building a lasting culture of trust, transparency, and accountability that reflects INSEAD's mission and its values.

The purpose of this policy is to:

- (a) reassure Whistleblowers that they should be able to speak up and raise genuine concerns without fear of reprisals or retaliation, even if they turn out to be mistaken;
- (b) create awareness and encourage the persons mentioned in section 1 below to report suspected illegal, improper, or unethical conduct in breach of applicable laws, the INSEAD Code of Conduct and Ethics, or INSEAD policies;
- (c) reference an internal mechanism for investigating suspected violations of laws and regulations in accordance with French, Singaporean, UAE, and US legislation as described in the **Open Talk Reporting and Investigation Procedure**<sup>1</sup>; and
- (d) describe the conditions under which allegations reported by a Whistleblower are received.

This Open Talk and No Retaliation Policy supplements, and is not intended to replace, the other communication channels implemented on each campus including the management chain of command, student or participant contacts, and employees' representative bodies (where applicable). A person who subsequently becomes a Whistleblower cannot be blamed or sanctioned for not first raising their concerns pursuant to this policy.

This policy is available in the INSEAD Policy repository, known as PolicyTech, and is also published on the INSEAD website, and is communicated when onboarding employees, students, participants, and external collaborators.

<sup>1</sup> French regulations refer to Sapin II Law n° 2016-1691 of December 9, 2016, as amended by Wasserman Law n° 2022-401 of March 21st, 2022, and its Decree n° 2022-1284 of October 3rd, 2022, implementing the EU Whistleblower Directive of 2019. According to regulations in Singapore, INSEAD is considered a large charity and is entitled to a whistleblowing policy.



## 1. Who does this policy apply to?

This policy applies to all employees (staff and faculty), students, participants, researchers (including PhD, postdoc, pre-doc, research assistants), interns and agency workers, former employees, job applicants, INSEAD board and committee members, external and occasional collaborators, contractors (as well as their subcontractors or the members of the administrative, management or supervisory bodies of such contractors and subcontractors, as well as their staff). On making a report pursuant to this policy, such person shall be referred to as a **“Whistleblower”**.

## 2. What is whistleblowing?

Whistleblowing is the reporting of suspected illegal or dishonest wrongdoings or improper actions. Below are examples of such acts, it being specified that this list is non-exhaustive:

- Illegal or criminal activity
- Non-compliance with INSEAD's codes and policies
- Violation of an international commitment duly ratified or approved by France, of a unilateral act of an international organization adopted on the basis of such a commitment, of the law of the European Union, or of the laws or regulations of Singapore, the UAE, or the United States of America
- Misappropriation of INSEAD funds or property
- Misreporting financial information to an INSEAD manager or auditors
- Acts of bribery or corruption or theft
- Violation of antitrust laws
- Abuse of authority for illegal or unethical purpose
- Endangering health and safety of any person or damage to the environment
- Harassment of any kind, as described in the Anti-Harassment Policy
- Discrimination of any kind
- Serious undisclosed conflicts of interest
- Academic or professional malpractice (e.g. plagiarism, falsification of research results, negligence in one's professional activities)
- Security breaches, including information security incidents or personal data breaches
- Threat or harm to the general interest as defined under French law such as actions likely to endanger or harm the safety of people in the field of health or the environment
- Deliberate attempts to conceal any of the above.

## 3. Protection for whistleblowers

INSEAD will not tolerate any form of retaliation against a Whistleblower.

Subject to full compliance with the conditions set out in this policy and the respective procedure, a Whistleblower who in good faith reports suspicious activities will be protected from retaliation.

Witnesses, employees (staff and faculty) or external collaborators, students and participants who participate in an investigation and who provide truthful information will be given the same protection.

If an individual believes they have suffered reprisals for taking measures under this policy, they must immediately update their original report or submit a separate report, and a full and fair investigation will be conducted under the conditions stated in this policy.

Any employee (staff and faculty) or external collaborator, student or participant who indulges in retaliatory acts will be subject to disciplinary action, up to termination of employment, termination of their enrolment and participation in the INSEAD course, termination of their collaboration contract, as well as subject to any applicable judicial action.

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.

## 4. Open Talk

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 of 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.

Should you need support or guidance on whether or to raise a concern or submit a report, you may in confidence also contact the INSEAD psychological services, employees' representative bodies (where applicable), or any member of the INSEAD legal group.

If you do not feel comfortable making your report to the Principal Contacts mentioned above, you may submit your report by email or in person with any member of the Legal Department in Fontainebleau or Singapore or you may also make a report anonymously and in the language of your choice by using the INSEAD web-based reporting platform (<https://insead.ethicspoint.com/>), which is hosted by an external third-party service provider called NAVEX EthicsPoint. The web-based platform enables Whistleblowers to submit their report online or by calling one of the toll-free numbers and speaking to a specially trained operator who will receive your report.

Please refer to the Open Talk Reporting and Investigation Procedure if you wish to know more about how to raise a concern or submit a report and how your report will be received, reviewed, and investigated.

### 4.1 Protected Disclosure

Being granted protection from retaliation is subject to the following cumulative conditions, namely:

- Having direct and personal knowledge<sup>2</sup> of the information, which excludes reporting assumptions or hearsay evidence; and
- Acting in good faith; and
- Without having received direct financial compensation; and
- Not trying to cause harm.

The protections afforded to the Whistleblower pursuant to this policy or the law may not apply pursuant to respective legislations where the disclosure of documents is prohibited by law, such as

<sup>2</sup> In France, this condition of personal knowledge of the information is removed when the information is obtained in the context of Whistleblower's professional activities.



information and documents covered by national defense secrets, medical secrets, attorney-client privilege, and the secrecy of police / judicial investigations. If such information is disclosed, then you risk not being protected as a whistleblower and you may have severe consequences under the respective legislation.

#### 4.2 Making a report

In the interest of promoting an open and safe environment and a more efficient review of the report, Whistleblowers are encouraged to give their name and contact details when submitting a report and to provide as many details as possible under the circumstances, including names of potential witnesses.

The Whistleblower's identity will be processed in a confidential manner by INSEAD and/or any persons receiving the report. Concerns may be expressed anonymously however they are much less powerful and far more difficult to investigate.

Each report is subject to an initial assessment and evaluation which will take into consideration:

- (a) Whether the report falls within the scope of this policy;
- (b) The seriousness of the issues mentioned in the report and whether the factual elements are sufficiently detailed;
- (c) The credibility of the report and whether it has been submitted in bad faith, or constitutes an abusive accusation including slander;
- (d) The likelihood of being able to validate the allegations from alternative credible sources.

The Open Talk Reporting and Investigation Procedure describes the actions that are applied to an admissible report and a non-admissible report.

If the subject matter of a report must be investigated pursuant to a specific policy or process, rather than the process described in the Open Talk Reporting and Investigation Procedure, the Principal Contact or the Open Talk Committee shall defer to that alternate policy or process and transfer the matter to those responsible. However, for the avoidance of doubt, the protections afforded by this Open Talk and No Retaliation Policy shall continue to apply.

#### 4.3 Untrue allegations

Submitting a report in good faith under this policy or disclosing information under this policy which the Whistleblower reasonably believes shows or indicates wrongdoing, but which is not confirmed by subsequent investigation, will not lead to any detrimental or disciplinary action against that Whistleblower.

However, any abusive use of this Open Talk and No Retaliation Policy, or the use of this policy for conveying intentional false accusations, trying to cause harm or any other actions in bad faith may give rise to disciplinary and/or judicial proceedings. In such instances the Whistleblower cannot rely on the anti-retaliation protections given to whistleblowers.

#### 4.4 Obstruction of a Whistleblower report

Obstructing the reporting process described in the Open Talk Reporting and Investigation Procedure (notably discouraging or exercising pressures towards that goal) may have severe consequences under the respective legislations.

Obstructions include:

- discouraging an individual to make a report
- intercepting the report by any means whatsoever
- exercising pressure so that the report is withdrawn or considered as non-admissible.



## 5. Confidentiality

Information processed in relation to this Policy shall be treated under strict confidentiality on a need-to-know basis, including when communicating with or disclosing any information to internal or external stakeholders and Parties.

For example:

- (a) The instructions given by the Open Talk Committee to third parties involved in the investigation shall be subject to strict obligations of confidentiality;
- (b) This information may not be disclosed to people who are not authorized to know it under the Open Talk Reporting and Investigation Procedure;
- (c) The elements that could allow the identification of the Whistleblower or witnesses by the person(s) targeted cannot generally be disclosed without the Whistleblower's express written consent.

The unauthorised disclosure of any elements allowing the identification of the Whistleblower or witnesses (e.g. social security number, employee number, description of job position, team and department, classes or courses being taken, description of facts, dates and agendas) may have severe consequences under the respective legislation in force. For the avoidance of doubt, such unauthorised disclosure of information shall be subject to disciplinary or legal actions.

Confidentiality shall not apply in relation to Parties who, in connection with their own acts, have disclosed confidential information which concerns them, in an unauthorised manner or to unauthorised persons. Confidentiality shall also not apply in instances where there is a legal obligation for INSEAD to disclose information to competent authorities, to report any criminal offence, or for the establishment, exercise, or defence of legal claims by INSEAD.

Where the Whistleblower does not authorise disclosure of certain (or any) information to the person(s) targeted by the report, INSEAD will not be responsible for any consequences it may have on the progress or the outcome of the investigation.

## 6. Data protection

INSEAD will be processing personal data to enable compliance with this Policy, other internal Policies, and applicable laws, including to manage, carry out, and process reports, investigations, internal procedures, disciplinary actions, legal actions, and other compliance procedures, as required.

Personal data may be shared and/or disclosed, on a need-to-know basis and safeguarding confidentiality: (i) within INSEAD's related legal entities; (ii) with its processors and sub-processors (third-party providers strictly required to carry out the purpose); and (iii) where legally or contractually required or where required in the context of regulatory inspections or audits, with competent authorities, clients, auditors, business partners, legal counsel, or other legally or contractually foreseen recipients.

Personal data shall be securely stored and processed throughout the duration of the respective procedures, investigations, and processes, and, beyond their duration, for as long as necessary: (i) for compliance with legal obligations or (ii) for the establishment, exercise, or defence of legal claims. In this regard, non-admissible reports shall be deleted or anonymised without undue delay. Admissible reports which are finally classified, shall generally be deleted or anonymised within two months after the closure of the investigation or verification operations, save for instances where further retention is necessary, as described above.





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More information about the processing of personal data and individuals' rights may be found in INSEAD's [Data Protection Notice](https://www.insead.edu/data-protection-notice)<sup>3</sup>.

## 7. Accountability and responsibility

The Open Talk Committee has overall accountability for ensuring the effective implementation of this policy, including providing a framework for individuals to make protected disclosures confidentially and, if preferred, anonymously.

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.

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<sup>3</sup> <https://www.insead.edu/data-protection-notice>