

Cain Center for the Arts

Whistleblower Policy

Adopted by the Board

Overview

To help ensure Cain Center for the Arts complies with the highest standards of financial reporting and ethical behavior, the Board of Directors (the “Board”) establishes the following Whistleblower Policy (the “Policy”) for the reporting of illegal or unethical conduct in connection with Cain Center for the Arts’ finances or other aspects of its operations. It addresses the reporting, retention and treatment of such complaints, including confidential, anonymous submissions received from employees. This Policy is intended to address the whistleblower provisions applicable to non-profit organizations of the Sarbanes-Oxley Act of 2002, as amended.

Cain Center for the Arts requires directors, officers, employees and agents to maintain the highest standard of business and individual ethics and integrity in the conduct of their duties and responsibilities. They are expected to meet these standards and comply with all applicable laws and regulations.

Reporting Responsibility

All directors, officers and employees are obligated to report all violations or suspected violations of this Policy.

Should any individual know or have a reasonable belief that person(s) related or associated with the organization plan to engage or have engaged in illegal or unethical conduct in connection with the finances or other aspect of Cain Center for the Arts’ operations, he/she should immediately submit a complaint to the Treasurer of Cain Center for the Arts. Employees may submit complaints on a confidential, anonymous basis. If the complaint concerns the Treasurer or the complainant is not comfortable reporting to the Treasurer, then he/she should notify the Board Chair.

Handling Complaints

Cain Center for the Arts will promptly investigate and resolve all complaints and allegations concerning violations of this Policy.

All complaints received will be reported, upon or soon after receipt, to the chair of the appropriate committee, such as the Finance or Executive Committee, or if the chair is the subject of the complaint, to another member of the committee. Such reports will normally include a copy of the complaint, its date, nature and source (unless submitted by an employee who has requested confidentiality and/or anonymity). The chair or other committee member will, in turn, promptly share the complaint with the full committee, except that any individual who is the subject of the reported conduct shall not take part in the investigation and resolution of the complaint. All credible allegations will be followed up promptly, with further investigation conducted, if needed, to resolve disputed facts.

If any complaint is reasonably credible, The Executive Committee will inform and keep the Board aware of the situation. The committee, however, will continue to have authority over the treatment of any complaints reported to it, subject to the Board's oversight. Records of all complaints shall be maintained in accordance with Cain Center for the Arts' document retention policy.

Cain Center for the Arts will take appropriate action in response to any complaints, including, but not limited to, disciplinary action (up to and including termination) against any person who, in Cain Center for the Arts' assessment, has engaged in misconduct. Where appropriate, Cain Center for the Arts shall report such misconduct to the relevant civil or criminal authorities to the extent required by law.

Confidentiality

In conducting its investigations, Cain Center for the Arts will respect an employee's request for confidentiality and/or anonymity and will make all reasonable efforts to keep the identity of the complainant as confidential as reasonably and practically possible; recognizing that total confidentiality may be inconsistent with the need to conduct an adequate review and full investigation.

No Retaliation

Cain Center for the Arts or any of its directors, officers or employees, will not knowingly, with the intent to retaliate, take any adverse action against any person(s) for reporting a complaint in good faith pursuant to this Policy, whether it be to his/her supervisor or to the Treasurer or any other person designated to receive complaints; nor will there be any retaliation in the event of a complaint to law enforcement officers or governmental agencies. Similarly, there will be no retaliation for providing information in good faith or otherwise assisting in any investigation or participating in any related proceeding. Any retaliation in violation of this Policy will result in discipline up to and including termination of employment. This Policy is intended to encourage and enable employees and others to raise serious concerns within Cain Center for the Arts prior to seeking external resolution.

An individual who deliberately or maliciously provides false information may be subject to disciplinary action (up to and including termination).