

The Delaplaine Arts Center, Inc.

Whistleblower Policy

Updated & Approved by the Board of Trustees – March 25, 2024

Purpose

The Delaplaine Arts Center, Inc. (the Delaplaine) requires board members, committee members, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members, employees, and volunteers must practice honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations.

Whistleblower Defined

A whistleblower as defined by this policy is an employee or volunteer of the Delaplaine who reports an activity that the employee or volunteer considers to be illegal or dishonest to one or more of the parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state, or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

Reporting Responsibility

The Delaplaine seeks to have an “Open Door Policy” and encourages board members, employees, and volunteers to share their questions, concerns, suggestions, or complaints regarding the Delaplaine and its operations with someone who can address them properly. In most cases, a board member or committee member should present their concerns to the Board Chair. The CEO is generally in the best position to address an employee’s or volunteer’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee or volunteer is not comfortable speaking with the CEO or if the employee or volunteer is not satisfied with the CEO’s response, the board member, committee member, employee, or volunteer is encouraged to speak with anyone on the Board whom the employee or volunteer is comfortable in approaching.

Confidentiality

Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense.

No Retaliation

No board member, committee member, employee, or volunteer who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse employment consequence for doing so. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise

serious concerns within the Delaplaine prior to seeking resolution outside the organization. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Defend Trade Secrets Act (DTSA) Compliance: “Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing:

(1) Immunity—An individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that—(A) is made—(i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

(2) Use of Trade Secret Information in Anti-Retaliation Lawsuit—An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual—(A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.”

Compliance Officer

The Delaplaine CEO, working with the Board Chair, will act as the Compliance Officer. The Compliance Officer is responsible for investigating and resolving all employee and volunteer complaints and allegations concerning violations of any kind. The Board Chair or their designee will take on the Compliance Officer role if the complaint involves the CEO. If the complaint involves both the CEO and Board Chair, the Corporate Secretary will carry out the functions of the Compliance Officer.

Accounting and Auditing Matters

The Finance Committee of the Board of Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Compliance Officer shall immediately notify the Finance Committee of any such complaint and work with the Committee until the matter is resolved.

Requirement of Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.