

## ***Whistleblower Policy (updated 05/2022)***

Chautauqua Institution (the “Institution”) upholds the highest standards of ethical, moral, and legal business conduct and transparency through open communication. Furthermore, the Institution and all of its trustees, officers, employees, independent contractors, and volunteers (“Covered Persons”) are required to comply with applicable federal, state, and local statutes, including New York Not-For-Profit Corporation Law Section 715-b, New York State Labor Law Section 740, ordinances, executive orders, rules, regulations, judicial or administrative decisions, rulings or orders, and must faithfully implement and adhere to the Institution’s policies and procedures in conducting their duties and responsibilities.

This policy provides an avenue for all trustees, officers, current and former employees, and independent contractors, employees of independent contractors, and volunteers to report any suspected or actual conduct contrary to these requirements and standards (“Covered Conduct”) without the fear of intimidation, harassment, discrimination, or retaliation.

In most cases, employee, independent contractor, consultant, and volunteer concerns can be addressed by the Institution’s management in accordance with the applicable policies and procedures. As such, this Whistleblower Policy is not intended and may not be used for general complaints, employment grievances, etc. Such concerns should be pursued in accordance with the applicable policies and procedures articulated in employee handbooks and manuals or as otherwise promulgated by the Institution from time to time.

### **General Policy**

**Section 1.1. Whistleblower Protection.** No individual, including current and former employees and independent contractors, employees of independent contractors, trustees, officers, and volunteers, shall suffer intimidation, harassment, discrimination, retaliation,<sup>2</sup> or adverse employment consequences for making a report of Covered Conduct reasonably or otherwise in good faith (whether pursuant to this policy or otherwise in a manner which is protected under Section 740 of the New York State Labor Law) or for their participation in any internal or governmental investigation of a report of Covered Conduct. Retaliation against any person on one or both bases is a violation of this policy, and anyone who so retaliates is subject to disciplinary action, up to and including termination of employment.

**Section 1.2. Duty to Report.** Each Covered Person who has engaged in, or who reasonably suspects any other Covered Person of engaging in Covered Conduct has an obligation to report such activity in accordance with the procedures set forth in Article III as soon as possible.

**Section 1.3. Distribution of Policy.** This policy shall be posted on the Institution’s website and/or at the Institution’s offices in a conspicuous location accessible to trustees, officers, employees, independent contractors, and volunteers. Notification regarding the rights provided under Section 740 of the New York State Labor Law (effective January 26, 2022), which is annexed hereto as Appendix “A” (“Labor Law Section 740”), shall be included with such posting and shall also be posted conspicuously in easily accessible and well-lighted places customarily frequented by employees and applicants for employment at the Institution. In the event Labor Law Section 740 is amended,

supplemented, or replaced at any time or from time to time, this policy shall automatically be deemed amended to refer to such amendments, supplements, or replacements without any need for an amendment to this policy, and such amendments, supplements, or replacements shall be annexed hereto as Appendix "A" in place of the statutory provisions which are so amended, supplemented, or replaced.

**Section 1.4. Discipline for Retaliatory Conduct.** Retaliation should be reported immediately to the President. Depending on the nature and seriousness of the offense, the Institution will impose appropriate discipline against any Covered Person found to have engaged in any form of retaliatory conduct against an individual reporting actual or suspected Covered Conduct in accordance with this policy, up to and including dismissal or termination. Volunteers who engage in any such conduct will not be permitted to volunteer in activities at the Institution.

**Section 1.5 Good Faith Reporting.** Any individual who files a report concerning actual or suspected Covered Conduct must do so in good faith and have reasonable grounds for believing the information in the report indicates a violation under this policy. The Institution will impose appropriate discipline against any Covered Person found to have knowingly made a report in bad faith, up to and including dismissal or termination. This includes, but is not limited to, giving false information. Volunteers who engage in any such conduct will not be permitted to volunteer in activities at the Institution.

## **Oversight**

**Section 2.1. Oversight.** The Institution's [Audit Committee] shall oversee the adoption of, implementation of, and compliance with this policy in accordance with the procedures contained herein. If at any time such Audit Committee shall not exist, then the Board shall either assign this oversight responsibility to another Committee of the Board or to the Board itself, provided that no trustee who is an employee of the Institution may deliberate or vote on matters relating to the administration of this Whistleblower Policy. Unless otherwise indicated, any reference in this policy to the "Compliance Committee" shall be interpreted as a reference to the Audit Committee, such other committee or the Board, as the case may be.

**Section 2.2. Compliance Officer.** The Compliance Officer shall be the President of the Institution or another representative designated by the President. Should the President be the subject of the report, then the Audit Committee shall appoint another member thereof to perform the Compliance Officer's role regarding the allegations. The Compliance Officer shall be responsible for administering this policy. A summary of reports received under this policy containing the nature, status, and action taken, will be communicated to the Audit Committee on a quarterly basis or a more frequent basis when conditions warrant more timely action.

**Section 2.3. Institution Employees Excluded from Oversight.** Trustees who are employees of the Institution may not participate in any Audit Committee or Board deliberations or voting relating to the administration of this Whistleblower Policy.

## **Reporting Procedures**

### Section 3.1. Reporting Violations or Suspected Violations.

- A. Manner of Reporting. A report of actual or suspected Covered Conduct shall, except as otherwise provided in Labor Law Section 740, be reported using one of the following methods, as applicable:
  - i. With respect to any employee, by speaking or writing to the employee's supervisor.
  - ii. By using EthicsPoint™, an outside third-party hotline service. To make an anonymous report, a person may call the Chautauqua Institution Ethics Help Line at:
    - a. 1-855-673-1087; or
    - b. Use the online portal [www.chq.ethicspoint.com](http://www.chq.ethicspoint.com)
  - iii. By speaking or writing to the Institution's Senior Director of Human Resources.
  - iv. Any report related to the conduct of the Institution's Senior Director of Human Resources, or which might for any other reason not appropriately be made to the Senior Director of Human Resources, should be directed to the President of the Institution.
  - v. Any report related to the conduct of the President should be directed to the Audit Committee or Chair of the Board of Trustees and Dana Lundberg, Esq.
  - vi. Any report related to the Board of Trustees should be reported to the Chair of the Board and Dana Lundberg, Esq.
  - vii. Any report related to the Chair of the Board should be reported to the Audit Committee and Dana Lundberg, Esq.

The person receiving a report under this Policy shall be referred to as the "Recipient." Contact information for the persons listed in ii. through iv. above is set forth in Section 3.6 below.

- B. Form of Report. A report may be provided in person, in writing, or by electronic mail. Written reports by mail or electronic mail shall be made on the Whistleblower Disclosure Statement attached as Appendix "B". For reports made in person, the Recipient shall record the information reported on a Whistleblower Disclosure Statement. With the exception of a person's report of their own violation, the reporter shall not be required to provide their name on said form. However, anonymous reports must include sufficient information, including but not limited to the name of the person against whom the report is being made, the date of the incident, the names of any potential witnesses, and a description of the incident, so that an investigation can be conducted, or other appropriate action can be taken.

Section 3.2. Handling Reports. If the identity of the person making the report is known, the Recipient shall provide the reporter timely acknowledgement of receipt of the report, whether submitted in person, electronically, or otherwise. The report shall be reviewed by the Recipient with appropriate members of the Institution's management, the Compliance Officer, and/or the Audit Committee (the "Reviewing Authorities") and legal counsel, as appropriate. Generally, the composition of the Reviewing Authorities shall be determined in light of the nature of the reported Covered Conduct and

the individuals involved. The Reviewing Authorities shall undertake or cause to be undertaken such investigation as they deem appropriate, considering all relevant facts and circumstances.

The subject(s) of the report may be notified of the investigation, if the Reviewing Authorities deem it appropriate, unless prohibited by law.

The Institution expects full cooperation from all individuals in investigating a report. An employee's failure to participate or otherwise cooperate in an investigation may result in disciplinary action, including termination of employment.

**Section 3.3. Results of Investigation.** When the investigation is concluded, the Reviewing Authorities will determine if any disciplinary actions, including termination of employment, and other corrective measures are required or otherwise warranted, which may include reporting the investigation findings to appropriate law enforcement or governmental authorities. Any person who is the subject of a report under this policy shall not be present at or participate in any deliberation, voting, or other decision-making on any matter relating to such report, provided that nothing shall prohibit the Reviewing Authorities from requesting that the person who is the subject of the report present information as background or answer questions before such decision-making.

If, when the investigation is concluded, it is not established that Covered Conduct has occurred, the investigation will be closed. Any reports of Covered Conduct made in bad faith may result in disciplinary action, including termination of employment, and other appropriate corrective measures.

If the identity of the person making the report is known, the Reviewing Authorities may inform them of the resolution, if the Reviewing Authorities determine that it is appropriate. If the Reviewing Authorities deem it appropriate and the circumstances so require, the subject(s) of the report may be notified of the resolution.

**Section 3.4. Documentation.** The Reviewing Authorities shall document any investigation or other action carried out under this policy, including the rationale for any recommended resolution and corrective action. All documentation relating to the investigation, including the Whistleblower Disclosure Statement, and the resolution and corrective action taken shall be kept in the Institution's records in Human Resources and/or Audit Committee records for at least five years.

**Section 3.5. Confidentiality.** All violations or suspected violations may be submitted on a confidential or anonymous basis. Reports will be kept confidential to the extent possible, consistent with applicable laws and the need to conduct an adequate investigation and prevent or correct actual or suspected Covered Conduct. Information relating to a report shall be provided only to those with a need to know so that effective investigation or other action can be taken. In appropriate cases, and without limitation, the investigation documents will be shared with law enforcement personnel. Disclosure of reports to individuals not involved in the investigation shall be considered a serious disciplinary offense and may result in discipline, up to and including termination or civil lawsuits.

**Section 3.6. Contact Information.**

Amber Blashak, PHR

Senior Director of Human Resources

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Kyle Keogh

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Steve Zenczak

Audit Committee (Chair)

Current Term: 2023-2027

[AuditChair@CHQ.org](mailto:AuditChair@CHQ.org)

Laurie Branch

Board of Trustees (Chair)

Current Term: 2022-2026

[BoardChair@CHQ.org](mailto:BoardChair@CHQ.org)