



Museum of Innovation and Science

January 26, 2023

miSci, the Schenectady Museum Association

WHISTLEBLOWER POLICY

General

miSci, the Schenectady Museum Association (the “Museum”), requires voting members, trustees, officers, employees and volunteers of the Museum (each, a “Covered Person”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Museum, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations and the policies of the Museum at all times, and assist in ensuring that the Museum conducts its business and affairs accordingly.

Reporting Responsibility – When to raise a concern

It is the responsibility of each Covered Person to report to an appropriate supervisor or manager (or director or officer in lieu of a direct supervisor or manager) anything illegal, fraudulent or in violation of any adopted policy of the Museum in accordance with this Whistleblower Policy. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Museum), fraud, harassment or any other illegal, unethical or proscribed conduct. While concerns may be submitted at any time, each Covered Person should report a concern as soon as reasonably possible after becoming aware of the matter.

Notwithstanding anything herein, each Covered Person is not prevented from disclosing information to a government or law enforcement agency, to a person with authority over the employee, or to another employee who has authority to investigate, if the employee has reasonable cause to believe that the information discloses a violation of state or federal statute, or a violation of or noncompliance with a local, state, or federal rule or regulation. Moreover, the Museum cannot retaliate against a Covered Person for making such a disclosure if the employee has reasonable cause to believe that the information discloses a violation of state or federal statute, or a violation of or noncompliance with a local, state, or federal rule of regulation.

No Retaliation

No Covered Person who in good faith reports any action or suspected action taken by or within the Museum that is illegal, fraudulent or in violation of any adopted policy of the Museum or fashions or implements any corrective action or response made in connection with any such action, shall suffer harassment, intimidation, discrimination, coercion retaliation, adverse employment consequence, or otherwise, whether express or implied. 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 employees and others to raise serious concerns within the Museum prior to seeking resolution outside of the organization.

Reporting Violations

The Museum suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with his/her supervisor or is not satisfied with the supervisor's response, s/he is encouraged to speak with the Museum president and/or the Compliance Officer or anyone in management whom s/he is comfortable approaching. Supervisors and managers are required to report suspected ethics violations and should contact the Museum's Compliance Officer directly.

Compliance Officer

The Museum's Secretary is the Museum's Compliance Officer. The Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations (apart from reported or suspected violations pertaining to the conduct of the Compliance Officer) and, at his/her discretion, shall advise the Museum president and/or the audit committee. The Compliance Officer is required to report to the audit committee at least annually on compliance activity.

In cases of reported complaints or allegations concerning violations pertaining to the conduct of the Compliance Officer, the audit committee is responsible for investigating and resolving all such complaints and allegations. The Compliance Officer is prohibited from participating in any proceedings of the audit committee, provided that the audit committee is not prohibited from requesting that the Compliance Officer present information as background or answer questions at a meeting of the audit committee prior to the commencement of deliberations or voting relating thereto.

Accounting and Auditing Matters

The audit 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 audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation 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 will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The Compliance Officer will maintain a written record of the reported or suspected violations, summarizing, in reasonable detail, for each violation: (i) the nature of the violation (including any specific allegations made and the persons involved); (ii) the date of receipt of the reported violation or suspected violation; (iii) the current status of any investigation into the violation and information about such investigation (including the steps taken in the investigation, any factual findings, and the recommendations for corrective action); and (iv) any final resolution of the violation.

Distribution of this Policy

This Policy shall be distributed annually to each voting member, trustee, officer and employee. It shall also be provided to all volunteers who provide substantial services to the Museum. This distribution requirement may be satisfied by posting a copy of this Policy on the Museum's website or at the Museum's offices in a conspicuous location accessible to employees and volunteers.

Policy Adoption and Oversight

The Board of Trustees is ultimately responsible for providing oversight of the adoption and implementation of, and compliance with, this Policy.

Contact Information for Compliance Officer:

Kelly Kissane

15 Museum Drive, Schenectady, NY 12308
(518) 382-7890 ext. 251
Kelly.Kissane@misci.org

Policy Approved by miSci, the Schenectady Museum Association

Board of Trustees on _____, 2023