

MANHATTAN SCHOOL OF MUSIC

WHISTLEBLOWER POLICY

A. Policy Statement

Manhattan School of Music (the “School”) has an obligation to comply with all applicable laws, rules, regulations, ordinances, Executive Orders, judicial and administrative decisions, rulings and orders, and ethical standards, and requires its Trustees, officers, employees, independent contractors, and volunteers performing services for it to comply with the foregoing and with its policies and business procedures. The purposes of this Whistleblower Policy (the “Policy”) are to: (1) prevent conduct that is not in compliance with the foregoing or is otherwise wasteful, abusive, illegal, fraudulent, or dishonest (“Covered Conduct”); (2) detail the School’s procedures for reporting and investigating Covered Conduct; and (3) provide protections to those who report suspected or actual Covered Conduct.

Examples of Covered Conduct include, by way of example and without limitation:

- Fraud, theft, embezzlement, or other financial irregularities;
- Misuse or waste of the School’s resources or inappropriate expenditure of School funds (including, but not limited to, federal and other grant funds);
- Activities endangering the health or safety of the School community or others;
- Misuse of data (physical and electronic);
- Violations of applicable state, federal, or local laws, rules, regulations, or ordinances;
- Unlawful discrimination or illegal workplace behavior;
- Violations of ethical standards, business practices, or any corporate policy adopted by the School or its Board of Trustees, including, but not limited to, this Policy and the School’s Conflict of Interest Policy; and
- Retaliation against individuals who submit reports or voice concerns about any of the above in good faith.

The School treats any good-faith report that it receives of Covered Conduct seriously, and investigates such reports expeditiously. This Policy sets forth the School’s procedures for reporting and investigating Covered Conduct. It applies to its Trustees, officers, employees, independent contractors, and volunteers performing services for the School, and applies equally to supervisory

and non-supervisory personnel. The protections provided under this Policy also extend to the School's students, who are encouraged to report suspected Covered Conduct. Nothing in this Policy shall in any way prevent the School from acting in any manner that is consistent with its responsibilities under any applicable law with respect to any Covered Conduct, nor shall anything herein modify, replace or supplant any obligation that any individual has any other policy of the School.

Any questions regarding this Policy should be directed to the School's Vice President for Administration and Human Relations.

B. Policy and Procedures for Reporting Covered Conduct

If any individual subject to the requirements of this Policy observes, learns, or in good faith suspects that the School, or any of its Trustees, officers, employees, independent contractors, or volunteers performing services for the School, have engaged in Covered Conduct, he or she must report such Covered Conduct immediately in accordance with the procedures in this Policy. The School encourages individuals who submit reports to identify themselves, with the assurance that the School will endeavor to handle such reports confidentially, to the extent consistent with applicable law and the School's investigatory procedures. However, reports may also be made anonymously.

The School has established the procedures set forth below for the submission, investigation, and resolution of reports of Covered Conduct.

1. Reporting Process

Any individual may submit a report of Covered Conduct using one of the following methods, as applicable:

- (i) By speaking or writing to an employee's superior or supervisor (to the extent he or she is not involved in the Covered Conduct).
- (ii) By speaking or writing to the School's Vice President for Administration and Human Relations.
- (iii) By submitting a report by email to cmatos@msmnyc.edu.
- (iv) Any report related to conduct of the Vice President for Administration and Human Relations, or which might for any reason not appropriately be made to the Vice President for Administration and Human Relations, should be directed to the School's Chief Financial Officer.
- (v) Any report related to conduct of the School's President should be directed to the Chair of the Governance and Nominations Committee (the "Committee") of the School's Board of Trustees.

- (vi) In addition, any report regarding financial misconduct or inappropriate expenditure(s) of funds (including, but not limited to, grant funds), questionable internal controls, accounting practices, or auditing matters, may be made by sending a sealed letter to the Chair of the Committee.

If a person is not comfortable with any of the foregoing, a report of the matter may be made by sending a sealed letter to the President of the School.

Contact information for those to whom a report may be made is included at the end of this Policy. For your convenience, there is a form attached as Appendix A to this Policy that can be used to make any report involving Covered Conduct. (*See* Appendix A).

Reports should include, to the extent possible, a detailed description of the Covered Conduct, the name(s) of the individual(s) involved, relevant dates, the identity of any witnesses, and any documentation supporting the report. The person receiving a report under this Policy shall be referred to as the “Recipient.”

If an individual submitting a report identifies him- or herself and provides contact information, the Recipient will acknowledge receipt of the report upon request of the reporting individual.

After a report is made, the Recipient shall be available to the reporting individual to answer questions about or to explain this Policy and its procedures.

2. Investigation

The report shall be reviewed by the Recipient with appropriate members of administration and/or the 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, taking into consideration 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 School expects full cooperation by all individuals in the investigation of a report. An employee’s failure to participate or otherwise cooperate in an investigation may result in disciplinary action, up to and including termination of employment.

3. Resolution

When the investigation is concluded, the Reviewing Authorities will determine if any disciplinary action, up to and including termination of employment, and/or other corrective measures are required or otherwise warranted, which may include reporting the findings of the investigation to appropriate law 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 prior to 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 that are made in bad faith may result in disciplinary action, up to and including termination of employment and/or other appropriate corrective measures.

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

4. Report to the Committee

At the request of the Chair of the Committee, but not less than semi-annually, the President shall inform the Committee of: (a) all new reports received and reports still open at the time of the Committee meeting, regardless of when made (including reports of minor matters or reports that are ultimately found to be without merit); (b) the results of all investigations of which the Committee has not been informed previously; and (c) the disposition of all reports of which the Committee has not been informed previously.

The Committee shall review, and have custody of, all reports, investigations, and resolutions. Notwithstanding the foregoing, the President (and any other Trustee who is an employee) may not participate in any board or committee deliberations or voting relating to administration of this Policy.

5. Non-Retaliation

No individual, including current and former employees and independent contractors, Trustees and volunteers, shall suffer intimidation, harassment, discrimination, retaliation, or adverse employment¹ or academic consequences for making a good-faith or reasonable report of Covered Conduct (whether pursuant to this section B.1. of 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 of these bases is a violation of this Policy, and anyone who so retaliates is subject to disciplinary action, up to and including termination of employment.

¹ New York law includes among prohibited retaliatory actions the following, without limitation: (i) adverse employment actions or threats to take such adverse employment actions against an employee in the terms of conditions of employment including but not limited to discharge, suspension, or demotion; (ii) actions or threats to take such actions that would adversely impact a former employee's current or future employment; or (iii) threatening to contact or contacting United States immigration authorities or otherwise reporting or threatening to report an employee's suspected citizenship or immigration status or the suspected citizenship or immigration status of an employee's family or household member, as defined in subdivision two of section four hundred fifty-nine-a of the social services law, to a federal, state, or local agency.

6. Protection and Retention of Records

Records relevant to a report and/or investigation will be assembled and secured as soon as possible to protect against alteration, mutilation, destruction, or concealment.

All documents related to reports and/or investigations are confidential and shall be maintained indefinitely. Access to such documents will be granted only on a need-to-know basis and at the discretion of the Committee.

7. Distribution of Policy

This Policy shall be posted on the School's website and at the School's offices in a conspicuous location accessible to employees, volunteers, and students. Notification regarding the rights provided under Section 740 of the New York State Labor Law, which is annexed hereto as Appendix "B", 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 School.

8. Contact Information

Bill O'Connor
Chair, Governance and Nominations Committee
Manhattan School of Music
130 Claremont Avenue
New York, NY 10027
(917) 763-4680
wgocon@gmail.com

James Gandre
President
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Interim Senior Vice President
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APPENDIX A

**MANHATTAN SCHOOL OF MUSIC
WHISTLEBLOWER POLICY REPORT**

This form may be used to make a report of actual or suspected Covered Conduct as described in the Whistleblower Policy of the Manhattan School of Music (the "School"). All reports will be kept confidential to the extent consistent with applicable law and the School's investigatory procedures. Although you may make a report anonymously, you are encouraged to provide your name and contact information.

1. Name and contact information of individual making a report pursuant to the Whistleblower Policy:

Name

Address Line 1

Address Line 2

Telephone Number

E-mail Address

2. Reporting individual's position with the School:

Trustee Officer Employee Faculty
 Independent Contractor Volunteer Staff Member Student

3. Please describe the action(s) or suspected action(s) taken. Include, to the extent available, names of individuals involved and the dates and times the actions or suspected actions occurred and the location at which the actions or suspected actions occurred. Please attach additional sheets if further explanation is required and provide any documentation or records with respect to the actions or suspected actions.

This report is being submitted by the undersigned person on the date set forth next to his or her signature.

Date: _____

Name: _____