



VIRGINIA HISTORICAL SOCIETY

Whistleblower Policy

Updated November 18, 2009

General

The VHS's Code of Ethics and Conduct (Code) requires trustees, officers, and employees to observe high standards of professional and personal ethics in the conduct of their duties. As employees and representatives of the VHS, we must practice honesty and integrity in fulfilling our responsibilities and complying with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all trustees, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No trustee, officer, or employee who in good faith reports a violation of the Code shall suffer any kind of retaliation, such as firing, demotion, suspension, failure to promote, or other type of discrimination. 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 VHS prior to seeking resolution outside the society.

Reporting Violations

This policy explains how employees should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's immediate supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone on the leadership team whom you are comfortable approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the VHS's compliance officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the VHS's open door policy, individuals should contact the VHS's Compliance Officer directly.

Compliance Officer

The duties of the VHS compliance officer will be shared jointly by a member of the leadership team (the Sr. Vice President for Operations & Finance) and by a member of the board (the Vice Chairman). The VHS compliance officer (CO) is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise senior management and/or the vice chairman. The VHS compliance officer has direct access to the audit committee of the board of trustees and is required to report to the audit committee at least annually.

Virginia Museum of History & Culture

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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 VHS 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 of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense, subject to discipline up to and including termination of employment.

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 complainant in writing 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.

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