

## **Buffalo Music Hall of Fame Whistleblower Policy**

### **Introduction**

The Buffalo Music Hall of Fame (hereinafter Organization) requires its directors, officers, employees and volunteers [as well as all people who provide the organization with contracted services] (each, a “Protected Person”), to observe high standards of business and personal ethics in the performance of their duties on the Organization’s behalf. As representatives of the Organization Protected Persons are expected to practice honesty and integrity in fulfilling their responsibilities and are required to comply with all applicable laws and regulations.

The objectives of this Whistleblower Policy are to encourage and enable Protected Persons, without fear of retaliation, to raise concerns regarding suspected unethical and/or illegal conduct or practices on a confidential, and if desired, anonymous basis so that the Organization can address any allegations of inappropriate conduct and actions.

### **Report Responsibility**

It is the responsibility of all Protected Persons to report in good faith any concerns they may have regarding actual or suspected activities which may be illegal or in violation of the Organizations policies with respect to, without limitation, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, and misuse of the Organizations assets, as well as any violations or suspected violations of high business and personal ethical standards, as such standards relate to the Organization (each a “Concern”), in accordance with this Whistleblower Policy.

### **No Retaliation**

No Protected Person who in good faith reports a Concern shall suffer intimidation, harassment, retaliation, discrimination or adverse employment consequence because of such report. Any director, officer, employee or volunteer of the Organization who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including termination of employment. Notwithstanding anything contained herein, to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between the Organizations and its employees, nor does it change the fact that employees of the Organization are employees at will. Nothing contained herein is intended to provide any Protected Person with any additional rights or causes of action, other than those provided by law.

## **Reporting Concerns**

Any Concerns should be reported as soon as shall be practicable to the Chair of the Organizations Advancement Committee (the “Compliance Officer”), as well as the Vice-Chair of the Advancement Committee. Any questions with regard to the scope, interpretation or operation of this Whistleblower Policy should also be directed to the Compliance Officer.

## **Compliance Officer**

The Compliance Officer is responsible for investigating and resolving all reported Concerns and shall advise the Advancement Committee [and, if the Compliance Officer deems it appropriate, the Organization President] of all reported Concerns. The Compliance Officer shall report to the full Board of Trustees at each regularly scheduled board meeting when there has been compliance activity.

## **Accounting and Auditing Matters**

The Advancement Committee of the Board of Trustees shall address all reported Concerns regarding Organizations accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Advancement Committee of any accounting concern and shall work with the committee until its resolution. Promptly upon receipt the Advancement Committee shall evaluate whether a Concern constitutes an accounting concern and, if so, shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Advancement Committee will be free in its sole discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

## **Investigations**

The Compliance Officer may delegate the responsibility to investigate a reported Concern to one or more directors, officers, employees of the Organization or to any other individual, including persons not employed by the Corporation, selected by the Compliance Officer; provided that the Compliance Officer may not delegate such responsibility to an employee or other individual who is the subject of the reported Concern or in a manner that would compromise either the identity of an employee who reported the Concern anonymously or the confidentiality of the complaint or resulting investigation. Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Concern shall be determined by the Committee in its sole discretion and Organization and its employees shall cooperate as necessary in connection with any such investigations.

## **Acting in Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that the information disclosed may indicate a violation of law and /or ethical standards. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

## **Confidentiality**

The Organization takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Concern to identify him or herself so as to facilitate any resulting investigation. Notwithstanding the foregoing, in reporting a Concern, a Protected Person may request that such report be treated in a confidential manner (including that the Organization take reasonable steps to ensure that the identity of the reporting person remains anonymous). Concerns may also be reported on an anonymous basis. Reports of Concerns will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **Handling of Reported Concerns**

The Compliance Officer will acknowledge receipt of each reported Concern within seven business days, but only to the extent the reporting person's identity is disclosed or a return address is provided. All reports will be promptly investigated; the scope of any such investigation being within the sole discretion of the Advancement Committee, and appropriate corrective action will be taken if warranted by the investigation.

## **Records**

The Advancement Committee will retain on a strictly confidential basis for a period of five years (or otherwise as required under the Corporation's record retention policies in effect from time to time) all records relating to any reported Concern and to the investigation and resolution thereof. All such records are confidential to the Organization and such records will be considered privileged and confidential.

## **Voting**

Any Board of Trustees members who are employees of the Organization may not participate in any board or committee deliberations or voting relating to the administration of the Whistleblower Policy.

## **Distribution**

The Organization shall distribute a copy of this Whistleblower Policy to all Protected Persons.

## **Compliance Officer Contact Information**

STEVEN L. KANTOR  
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*Adopted by the Corporation's Board of Trustees at its Meeting on April 13, 2021*

On April 11, 2023 the Corporation's Board of Trustees adopted the following additional language to the above Whistleblower Policy: The person who is the subject of a whistleblower complaint shall not be present at or participate in board or committee deliberations or vote on the matter relating to such complaint (except to present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.)

VER. MARCH 12, 2024