

4 Reporting Unethical, Improper or Unlawful Behavior

4.1 Whistleblower Policy and Procedures

Purpose and Applicability

This Whistleblower Policy and Procedures (this “Policy”) is adopted by the Board of Trustees (the “Board”) of the Wood Library (the “Library”) pursuant to Not-For-Profit Corporation Law Section 715-b. It is the policy of the Library to afford certain protections to individuals who in good faith report violations of the Library’s internal policies and procedures, or any alleged illegal or unethical activity or matters involving compliance with laws and regulations, or other instances of potential wrongdoing. The primary purpose of this Policy is to provide a process for members of the Library Community and others to report to the Board Misconduct or suspected Misconduct. The Policy set forth below is intended to encourage and enable individuals to raise concerns in good faith within the Library and without fear of retaliation or adverse employment action.

Any illegal activity or misconduct in violation of internal policies by members, directors, officers or employees or volunteers of the Library, or any person having business dealings with the Library, will not be permitted or tolerated. This Policy shall apply to all members, trustees, Employees, Key Persons and volunteers of the Library (hereinafter referred to collectively as the “the Library Community”).

Definitions

Complainant: Any person, whether a member of the Library Community or not, who reports Misconduct or suspected Misconduct pursuant to this Policy.

Employee: Any person who performs services for and under the control and direction of the Library for wages or other remuneration, including former employees, or natural persons employed as independent contractors. This includes all of the Library’s Key Persons and employees (full-time, part-time, and interns).

Key Person: Any person, other than a trustee or officer, whether or not an employee of the Library, who (i) has responsibilities, or exercises powers or influence over the Library as a whole similar to the responsibilities, powers, or influence of trustees and officers; (ii) manages the Library, or a segment of the Library that represents a substantial portion of the activities, assets, income or expenses of the Library; or (iii) alone or with others controls or determines a substantial portion of the Library’s capital expenditures or operating budget.

Laws, rules, and regulations: include: (i) any duly enacted federal, state or local statute or ordinance or executive order; (ii) any rule or regulation promulgated pursuant to such statute or ordinance or executive order; or (iii) any judicial or administrative decision, ruling or order.

Misconduct: Any violation of law, rule, or regulation, or any adopted policy of the Library.

Reporting Wrongdoing

All members of the Library Community are encouraged to report Misconduct or Suspected Misconduct. Anyone who discovers or has knowledge of potential Misconduct concerning trustees, officers, employees or volunteers of the Library, or a person having business dealings with the Library, or concerning the Library itself shall promptly and timely report such activity, orally or in writing, to the Executive Director of the Library. If the Executive Director is the subject of the complaint the report shall be made to the President of the Board. Complaints may also be filed with the New York State Education Department, Division of Library Development, or an appropriate law enforcement agency.

The Executive Director, or Board president when appropriate, shall report any claim of alleged Misconduct to the Library's general counsel and the Library's Board of Trustees. Complaints may be made confidentially or anonymously and are protected from retaliation by the policies adopted by the Library. The Library will attempt to maintain confidentiality of the Complainant making a report to the extent practicable within the limitations of the law and the legitimate needs of the investigation. Although reports may be submitted anonymously, anonymity may hinder the investigation of the complaint. In addition, a Complainant may be required or asked to testify in court if the investigation reveals a violation of the law requiring an external adjudication.

Should an individual believe in good faith that disclosing information to the Executive Director or Board president may subject them to adverse personnel action or be wholly ineffective, the individual may instead disclose the information to the Library's general counsel, an appropriate law enforcement agency, or the New York State Education Department, Division of Library Development.

Investigation of Claims

The person designated to receive such claim shall investigate and handle the claim in a timely and reasonable manner, which may include engaging counsel and/or referring such information to an appropriate law enforcement agency where applicable. All investigations conducted in accordance with this Policy shall be promptly conducted under the direction and supervision of the Library's general counsel or an individual selected by the Board, utilizing any of the following, as needed: the Executive Director, Board president or designee, internal or external auditors and/or outside counsel. Investigations shall be conducted in a timely and reasonable manner, which may include referring information to the New York State Education Department, Division of Library Development, or an appropriate law enforcement agency.

Unless referred back to the Library for investigation, allegations of illegal or unethical activity reported directly to the New York State Education Department, Division of Library Development, or other outside governmental authority shall be investigated by that office. The Library's general counsel or individual selected by the Board shall serve as liaison with such outside governmental authority with respect to their investigations, including the handling of communications, information requests and any draft reports.

The Executive Director or Board president/designee shall take appropriate action upon each completed written report forwarded to it pursuant to this Policy. Appropriate action may include (i) referral to an outside governmental or law enforcement agency, (ii) referral to the Board for recommended action requiring Board approval, (iii) or referral to the Library's Executive Director for recommended disciplinary or administrative action. Periodically, but not less than once annually, the Executive Director, in consultation with the Library's general counsel, shall provide a written summary to the Board regarding the status of pending matters reported pursuant to this Policy, including all claims of whistleblower retaliation, as well as disposition of matters since the last report. Unless otherwise directed, all information obtained and work product prepared pursuant to this Policy, including but not limited to reports, statements, physical

evidence, memos and notes, shall be maintained by the Library in separate and secure files maintained and administered by the Executive Director.

In accordance with the New York Not-For-Profit Corporation Law, in cases where reports under this Policy are discussed or voted on by the Board, any individual who is the subject of the report shall not be present or participate in the deliberations or vote on matters relating to such report. However, nothing prohibits the Board from requesting that a person who is the subject of the complaint present information as background or answer questions at a Board meeting prior to the commencement of deliberations or voting relating to the report and investigation.

Retaliation or Interference

No Complainant who, in good faith, reports Misconduct shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Under this Policy, “good faith” means that the individual making the disclosure reasonably believes such information to be true and reasonably believes that it indicates an actual or suspected Misconduct. However, it shall be a violation of this Policy for anyone to report or disclose information covered by this Policy that knows or reasonably should know to be untrue, unfounded or misleading where there is no basis for the claim under any law, rule, regulation or policy.

Additionally, no Trustee, Officer, Key Person, volunteer, or employee of the Library shall interfere with the right of any Complainant by any improper means aimed at deterring disclosure of an actual or suspected Misconduct. Any such attempts at retaliation or interference are strictly prohibited.

Specifically, the Library shall not retaliate against a Complainant because the Complainant has done any of the following:

- (i) disclosed, or threatened to disclose, to a supervisor or to a public body an activity, policy, or practice that the Complainant reasonably believes is Misconduct or that the Complainant reasonably believes poses a substantial and specific danger to the public health or safety;
- (ii) provided information to, or testified before, any public body conducting an investigation, hearing, or inquiry into any such activity, policy, or practice by the Library; or
- (iii) objected to, or refused to participate in, any such activity, policy, or practice.

The protection against retaliatory action pertaining to disclosure to a public body (in the first category of protected activities listed above) shall not apply unless the employee has made a good-faith effort to bring the activity, policy, or practice to the attention of a supervisor of the Library and has afforded the Library a reasonable opportunity to correct such activity, policy, or practice. However, this good faith effort requirement shall not apply where:

- (i) there is an imminent and serious danger to the public health or safety;
- (ii) the employee reasonably believes that reporting to the supervisor would result in a destruction of evidence or other concealment of the activity, policy, or practice;

- (iii) such activity, policy, or practice could reasonably be expected to lead to endangering the welfare of a minor;
- (iv) the employee reasonably believes that reporting to the supervisor would result in physical harm to the employee or any other person; or
- (v) the employee reasonably believes that the supervisor is already aware of the activity, policy, or practice and will not correct such activity, policy or practice.

Under this Policy, “retaliation” shall include, but shall not be limited to, the following actions taken by the Library or its agents: (i) to intimidate, harass, discriminate, discharge, threaten, penalize, suspend, demote, or in any other manner take an adverse employment action (including any action affecting transfer, assignment, reassignment, reinstatement, or performance evaluation) against any employee or former employee exercising his or her rights under this Policy; (ii) to take any actions, or threaten to take such actions, that would adversely impact a former employee’s current or future employment; or (iii) to contact, or threaten to contact, the United States immigration authorities, or otherwise report or threaten 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, to a federal, state, or local agency.

A member of the Library Community who retaliates against or attempts to interfere with a Complainant will be subject to a thorough investigation by the Library as well as discipline up to and including removal from the Board, dismissal from the volunteer position, or termination of employment. Any allegation of retaliation or interference will be taken and treated seriously and independently of the outcome of the initial complaint, which will be treated as a separate matter.

Other Legal Rights Not Impaired

This Policy is not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse action. Specifically, this Policy is not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to Labor Law § 740 and State Finance Law § 191 (commonly known as the “False Claims Act”). Any individual who wishes to preserve such rights shall make a good faith effort to provide the Library with the information to be disclosed prior to disclosing such information to a government body, and shall provide the Library with a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety.

Distribution

A copy of this Policy shall be conspicuously posted on the Library’s website and distributed to all directors, officers, key persons, employees. For purposes of this paragraph, posting the Policy on the website and distributing it as noted above are among the methods the Library may use to satisfy the distribution requirement. The Library shall also inform employees of their protections, rights and obligations under New York State Labor Law § 740 by providing them with a notice of employee rights under § 740 and otherwise ensuring the notice is easily accessible by employees and applicants for employment.