

GLENBOW MUSEUM (“Glenbow”) AUDIT COMMITTEE (“A/IC”) WHISTLEBLOWER PROCEDURES

Procedures for Receipt, Retention, and Treatment of Complaints about the Glenbow’s Accounting, Internal Accounting Controls, or Auditing Matters and/or questionable conduct, which is suspected to be unethical, dishonest or fraudulent.

PRINCIPLE

The Board of the Glenbow (“Board”) is committed to the highest standards of business and personal ethics in the conduct its duties and responsibilities. The Board will foster an environment where all Directors, officers, employees and volunteers of the Glenbow can report violations or questionable conduct, which is suspected to be unethical, dishonest or fraudulent without retribution if the report is made honestly and in good faith.

PURPOSE

The Board has delegated to the A/IC, the responsibility to ensure that Glenbow has appropriate procedures for the receipt, retention, and treatment of complaints about Glenbow’s accounting, internal accounting controls, or auditing matters.

In addition, the A/IC must provide for confidential, anonymous submission by the Glenbow’s employees or volunteers of questionable conduct, which is suspected to be unethical, dishonest or fraudulent. The procedures outlined below are intended to fulfill these responsibilities and to ensure that any such complaints and concerns are promptly and effectively addressed.

MEANING OF TERMS

“Anonymous” means of unknown authorship, and without designation that might lead to information about the authorship.

“Complaint” means any adverse information provided to the Glenbow, Glenbow’s Board of Governors, or the A/IC, whether in the form of a concern, a demand for remedial action, or a report of a suspected violation of law or Glenbow policy, that relates to the Glenbow’s accounting, internal accounting controls, or auditing matters and/or questionable conduct, which is suspected to be unethical, dishonest or fraudulent.

“Confidential” means authorized for access by only those persons who have a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action.

“Confidential Designee” means a person, independent of the financial reporting function, designated by the Glenbow Board of Governors to assist the A/IC to address Complaints in a manner consistent with these Procedures and the role of the A/IC. Unless otherwise designated by the AC, the Confidential Designee shall be the Chair of the A/IC.

“Fraudulent or Dishonest Conduct” means a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include: forgery or alteration of documents; fraudulent financial reporting; misappropriation or misuse of the Glenbow’s resources such as funds, supplies, or other assets; and authorizing or receiving compensation for goods or services not performed.

“Whistleblower” means a person, an employee or volunteer, who informs a manager, CEO, or Board member about an activity which that person believes to be fraudulent or dishonest.

POLICY

1. All employees and volunteers of the Glenbow are encouraged to report questionable conduct, which is suspected to be unethical, dishonest or fraudulent as well as any concerns with respect to Glenbow’s accounting, internal accounting controls, or auditing matters.
2. The Board shall ensure that internal policies are established for handling any reports that are received from employees or volunteers as noted in 1. [above].
3. The CEO of the Glenbow is responsible for implementing a system of management controls which detects or deters fraudulent or dishonest conduct.

PROCEDURES

1. Submission and Receipt of Complaints

a. Employees and volunteers are free to bring Complaints to the attention of their supervisors and the Human Resources Department, as they would any other workplace concern. The recipients of such Complaints shall forward them promptly to the Chair of the A/IC and to the Confidential Designee.

b. Furthermore, to ensure that Complaints can be submitted confidentially or anonymously when employee complainants so choose, the Glenbow shall maintain at least two other formal means by which employees may communicate Complaints: (i) a confidential E-Mail address that is accessible only by the Chair of the A/IC and to the Confidential Designee; and (ii) the interoffice mail (or regular mail or other means of delivery, addressed to the corporate headquarters address of the Glenbow), by which Complaints may be submitted in a sealed envelope marked “Private and Strictly Confidential – Attention: A/IC Glenbow Board of Governor,” which envelope shall be forwarded unopened to the Chair, A/IC of the Glenbow Board of Governors. The Compliance E-Mail address and the mail procedure shall be posted on the Glenbow’s internal and external website, and will be disclosed in the Glenbow’s Annual Report to the Community.

c. The Chair of the AC shall ensure that the Compliance E-Mail address is administered by a designated party so as to provide a means for anonymous submission of Complaints. The Chair of the A/IC shall report to the A/IC annually about the process for receiving Complaints so that the A/IC can ensure that the process is satisfactory in its efficiency, accuracy, timeliness, protection of confidentiality or anonymity, and effectiveness.

2. Retention of Records of Complaints

Records pertaining to a Complaint are the property of the Glenbow and shall be retained for a period of three years:

- a. subject to safeguards that ensure their confidentiality, and, when applicable, the anonymity of the person making the Complaint; and
- b. in such a manner as to maximize their usefulness to the Glenbow's overall compliance program.

3. Treatment of Complaints

a. All Complaints shall be treated as confidential.

b. All complainants must identify themselves in their communications; however, the anonymity of the person making the Complaint shall be maintained until the person indicates that he or she does not wish to remain anonymous. Any system established for exchanging information with a complainant shall be designed to maintain anonymity.

c. The Chair of the A/IC shall immediately inform the A/IC, in summary form or otherwise, of all Complaints received, with an initial assessment as to the appropriate treatment of each Complaint. Assessment, investigation, and evaluation of Complaints shall be conducted by, or at the direction of, the A/IC or the Confidential Designee. If the A/IC deems it appropriate, the A/IC may engage, at the Glenbow's expense, independent advisors, such as outside counsel and accountants unaffiliated with the Glenbow's auditor.

d. Following investigation and evaluation of a Complaint, the Chair of the A/IC shall report as soon as possible to the A/IC on recommended disciplinary or remediation, if any. The action determined by the A/IC to be appropriate under the circumstances and, if applicable, in accordance with the Collective Agreement, shall then be brought to the Board or to the appropriate members of Senior Management for authorization or implementation, respectively. If the action taken to resolve a Complaint is deemed by the A/IC to be material or otherwise appropriate for inclusion in the minutes of the meetings of the A/IC, it shall be so noted in the minutes. Every reasonable effort will be made to ensure that the person who made the initial complaint receives appropriate feedback about how the complaint was dealt with.

e. Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Chair of the Audit A/IC and the Confidential Designee.

BOARD APPROVED: June 4, 2014

Confidential email address: audit.chair@webarmour.ca