

## Whistleblower Policy

The United Performing Arts Fund (“UPAF”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the United Performing Arts Fund, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

**Reporting Responsibility:** This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that UPAF can address and correct inappropriate conduct and actions. It is the responsibility of all directors, officers and employees to report concerns about violations of UPAF’s Statement of Personal and Professional Conduct or suspected violations of laws or regulations that govern UPAF’s operations.

**No Retaliation:** No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. 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 UPAF prior to seeking resolution outside of UPAF.

**Reporting Violations:** UPAF has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or are not satisfied with your supervisor’s response, you are encouraged to speak with someone in Human Resources or anyone in management whom you are comfortable approaching. Supervisors and managers are required to report suspected ethics violations to UPAF’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 UPAF’s open door policy, individuals should contact UPAF’s Compliance Officer directly.

**Compliance Officer:** UPAF’s Compliance Officer – the chair of the Audit Committee – is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the President and/or the Audit Committee. The Compliance Officer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity.

**Accounting and Auditing Matters:** The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The 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 must be acting in good faith and have reasonable grounds for believing the information

disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**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 sender 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.

**Audit Committee Compliance Officer:**

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KPMG  
777 E. Wisconsin Ave.  
Milwaukee, WI 53202-5300  
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**UPAF Management Staff:**

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Policy Approved by the UPAF Board of Directors Executive Committee on August 20, 2009.