

WILLIAMSTOWN THEATRE FESTIVAL WHISTLEBLOWER POLICY

It is WTF's intent to adhere to all applicable laws and regulations and the underlying purpose of this policy is to support WTF's goal of legal compliance. The support of all Trustees, Staff and employees is necessary to achieve compliance with these laws and regulations.

WTF requires Trustees, Staff, employees and vendors from whom it purchases goods or services to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. It is expected that they all practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws, regulations and policies.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns regarding inappropriate practices or actions within WTF without needing to seek resolution outside WTF and without fear of retribution. Any Trustee, Staff member or employee of WTF with knowledge of any behavior that might be viewed as unethical or illegal is required to report such behavior. No such person who, in good faith, reports a suspected unethical or illegal business practice will be subject to retaliation or discipline for having done so.

It is the responsibility of all Trustees, Staff and employees to report ethics, legal or regulatory violations or suspected violations in accordance with this Whistleblower Policy.

A. No Retaliation

No Trustee, Staff member 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 an alleged violation in good faith is subject to discipline up to and including termination of employment. The conduct of any Trustee, Staff member or employee who retaliates against someone who has reported an alleged violation in good faith will be subject to review by the Board of Trustees and may be subject to sanctions up to and including termination of employment and/or removal from the Board or office.

B. Reporting Violations

WTF has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with his/her supervisor or is not satisfied with the supervisor's response, he/she is encouraged to speak with the Human Resources Department or anyone in management. Supervisors and

managers are required to report suspected violations of the law, regulations or other ethical or policy violations to the Human Resources Department, which has specific responsibility to investigate all reported violations. For suspected fraud, or when someone is not satisfied or is uncomfortable with following WTF's open door policy, individuals should contact the Human Resources Department directly. A third party-operated confidential reporting mechanism will be maintained for anonymous reporting.

The Human Resources Department is responsible for investigating and resolving all reported complaints and allegations concerning alleged violations by employees and, at their discretion, shall involve other staff or outside resources in the investigation as may be required by the nature of the complaint. The Board of Trustees may appoint an independent investigating committee to conduct an investigation if a complaint is made against a member of the Human Resources Department or against a management employee. During or after the investigation, the group responsible for the investigation will advise the CEO and WTF's Board of Trustees. The Human Resources Department is required to provide a report of Whistleblower activity to the Board of Trustees and Supervisory Committee annually, or upon request by the Board. However, substantial allegations shall be promptly reported to the Board.

C. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must act 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.

D. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Regardless of their source, reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

E. Accounting and Auditing Matters

WTF's Human Resources Officer shall immediately notify the Board of Trustee's Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

F. Handling of Reported Violations

The Human Resources Department 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.