

Article XI – Formal Complaint, Review, and Anti-Retaliation Policy

Section 1 – Scope and Application

This policy applies equally to all members, directors, officers, committee chairs, appointed leadership, and any individual acting on behalf of the organization, including the Board of Directors collectively and individually.

All persons subject to this policy are bound by its reporting, confidentiality, recusal, and anti-retaliation provisions.

Section 2 – Reporting of Complaints

Any member may submit a complaint regarding alleged misconduct, policy violations, harassment, discrimination, safety concerns, or conduct adversely affecting the organization.

Complaints may be submitted:

In writing to the Board of Directors, or

Through an anonymous reporting mechanism approved by the Board.

Complaints must be made in good faith and contain sufficient detail to allow review.

Knowingly false or malicious complaints may result in disciplinary action.

Section 3 – Review Process

The Board shall review complaints in executive session.

The Board may:

Gather information,

Request written statements,

Conduct interviews,

Consult independent legal counsel if deemed necessary.

The individual named in a complaint may be provided an opportunity to respond before final determination.

Following review, the Board may determine that a complaint is:

Substantiated,

Unsubstantiated (insufficient evidence),

Or Unfounded.

The inability to substantiate a complaint does not indicate bad faith.

Findings shall be documented in summary form and retained in confidential records.

The Board retains discretion to determine whether corrective action is warranted based on the totality of circumstances, including patterns of conduct, reputational risk, organizational stability, and member safety.

Section 4 – Confidentiality

Complaints and related discussions shall be handled with discretion and shared only with those who have a legitimate governance need to know.

Board members shall not disclose, repeat, or characterize allegations outside of official proceedings.

Improper disclosure of complaint information may constitute a violation of board fiduciary duty.

Section 5 – Anti-Retaliation and Governance Accountability

Retaliation is strictly prohibited.

This prohibition applies to:

Members,

Directors,

Officers,

The Board collectively,

Individual board members,

And any person acting under board authority.

Retaliation includes, but is not limited to:

Harassment or intimidation,

Hostile treatment,

Social exclusion or ostracization intended to punish participation,
Public or private disparagement,
Removal from participation or leadership without legitimate, documented cause,
Targeted enforcement of policies,
Weaponized procedural actions,
Threats of legal action intended to silence or discourage reporting,
Coordinated efforts to undermine credibility,
Or any adverse action taken primarily because an individual filed or participated in a complaint.

No vote, removal, censure, suspension, or other official action may be initiated for the primary purpose of punishing an individual for participating in the complaint process.

Board members have a fiduciary duty of care, loyalty, and good faith to the organization as a whole. Fiduciary duty includes acting in the best interests of the organization, exercising reasonable diligence in oversight, maintaining confidentiality, avoiding conflicts of interest, and prioritizing organizational stability and member safety over personal relationships or preferences. Retaliatory conduct by a board member may constitute a breach of fiduciary duty and may subject the individual to removal from the Board in accordance with the bylaws.

Allegations of retaliation against a board member shall be reviewed in executive session, and the Board may seek independent legal counsel or third-party review if appropriate.

Section 6 – Recusal and Conflict of Interest

Any board member who:

Is the subject of a complaint,

- Is a complainant,
- Has a personal relationship with a party involved
- Or has a material interest in the matter

Shall recuse themselves from discussion and voting on that complaint.

For purposes of this section, casual acquaintance, general friendship, or routine ensemble participation alone shall not require recusal.

If a question arises regarding impartiality due to demonstrated bias, hostility, or other material conflict, the remaining disinterested board members may determine by majority vote whether recusal is required.

Failure to recuse when required may constitute a governance violation

1Section 7 – Legal Intimidation and External Action

The filing of a complaint shall not give rise to discipline or adverse action solely because a legal threat has been made in response.

The initiation or threat of litigation, including cease-and-desist communications or legal intimidation directed at a complainant or participant, may be considered retaliatory conduct if determined to be made in bad faith or primarily to suppress participation.

The organization reserves the right to obtain independent legal counsel to protect its interests and the integrity of its governance process.

Section 8 – Disciplinary Action

Violations of this policy may result in corrective action up to and including:

Written warning,

Suspension,

Removal from leadership,

Non-renewal of appointment,

Removal from the Board (where permitted by bylaws),

Termination of membership,

Or other action deemed appropriate.

Section 9 – Definitions (New Section)

Fiduciary Duty: The legal obligation of board members to act in the best interests of the organization, including duties of care, loyalty, and good faith.

Conflict of Interest: A situation in which personal, financial, relational, or professional interests could reasonably impair objective decision-making.

Material Interest: A financial, legal, or reputational interest that could be substantially Affected by the outcome of a board decision.

Article XII – Director Performance Evaluation Policy

Section 1 – Purpose

The purpose of this policy is to establish objective standards for evaluating Directors to ensure alignment with the organization’s mission, governance responsibilities, and professional conduct expectations.

Directors serve at the pleasure of the Board and are subject to periodic evaluation based on documented performance criteria.

Section 2 – Evaluation Frequency

Each Director shall undergo:

- An Annual Performance Review, and
- Interim Review if triggered by defined criteria under Section 6.

Reviews shall occur in executive session.

Section 3 – Evaluation Criteria and Data Points

Director evaluations shall consider documented, material factors, including but not limited to:

A. Attendance and Participation

- Board meeting attendance
- Timely communication with leadership
- Responsiveness to board directives

B. Member Retention and Participation Metrics

- Year-over-year retention within the director's ensemble
- Documented member complaints
- Exit feedback where available
- Recruitment and growth trends

C. Conduct and Professionalism

- Documented incidents of misconduct
- Number of substantiated complaints
- Repeated unsubstantiated complaints indicating pattern concerns
- Compliance with Code of Conduct

D. Organizational Risk Indicators

- Incidents creating reputational risk
- Behavior resulting in member withdrawal
- Safety concerns raised by multiple members
- Conflicts requiring board intervention

E. Performance and Artistic Leadership (if applicable)

- Preparedness and rehearsal efficiency

- Collaboration with other ensembles
- Achievement of program goals
- Constructive member feedback trends
- Alignment of repertoire selection with ensemble skill level, organizational mission, audience engagement, and artistic growth objectives

F. Compliance and Governance

- Adherence to board policies
 - Cooperation during investigations
 - Respect for executive session confidentiality
 - Compliance with recusal requirements
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Section 4 – Documentation Standards

Evaluations must be based on:

- Written complaints
- Meeting minutes
- Attendance records
- Membership data
- Retention reports
- Documented warnings
- Improvement plans
- Financial or risk impact reports

Hearsay or undocumented allegations alone shall not serve as the sole basis for disciplinary action.

Patterns of documented concern may be considered.

Artistic taste, isolated disagreement regarding repertoire, or subjective preference alone shall not serve as sole grounds for disciplinary action

Section 5 – Evaluation Outcomes

Following review, the Board may determine:

- Satisfactory performance
- Conditional continuation with improvement plan
- Probationary status
- Non-renewal of appointment
- Removal in accordance with bylaws

Where deficiencies are identified, the Board may issue:

- Written expectations
- Benchmarks for improvement
- A defined timeline for reassessment

Section 6 – Triggers for Interim Review

An interim review may be initiated if:

- Three or more formal complaints are filed within a 12-month period
- A single serious allegation presents material organizational risk
- Documented member attrition exceeds a defined threshold (e.g., 20% loss within a season attributable to conduct concerns)
- A violation of the Code of Conduct is substantiated
- The Board determines there is reputational or legal exposure

Article XIV – Leadership Corrective Action and Removal Procedure

Section 1 – Purpose

This policy establishes a structured and fair process for addressing performance deficiencies, misconduct, governance concerns, or fiduciary breaches involving Directors, Officers, and Members of the Board of Directors.

The purpose is to ensure due process, organizational stability, accountability, and risk mitigation at all levels of leadership.

This policy applies equally to artistic or ensemble directors, appointed leadership, officers, and board members.

Section 2 – Grounds for Review

Any Director, Officer, or Board Member may be subject to corrective action if there is:

- Substantiated misconduct,
- Repeated violations of the Code of Conduct,
- A documented pattern of complaints,
- Conduct creating material organizational risk,
- Significant member attrition attributable to leadership conduct,
- Breach of fiduciary duty (duty of care, loyalty, or good faith),
- Failure to comply with board directives or governance policies,
- Retaliatory conduct as defined in Article XI,
- Improper disclosure of executive session information.

Patterns of documented concern may be considered even where individual complaints are unsubstantiated.

Section 3 – Progressive Corrective Action

Unless immediate removal is warranted under Section 4, the Board shall typically follow a progressive framework:

Step 1 – Informal Notice

Documented verbal discussion of concern.

Step 2 – Written Warning

Formal written documentation outlining policy violations or performance deficiencies and expectations for improvement.

Step 3 – Improvement Plan

Defined corrective benchmarks and timeline (e.g., 60–90 days), including measurable expectations where applicable.

Step 4 – Review of Compliance

Evaluation of whether corrective benchmarks were met.

Failure to demonstrate sufficient improvement may result in suspension, non-renewal, or removal.

Section 4 – Immediate Removal Provision

The Board may bypass progressive steps and proceed directly to suspension or removal if:

- Conduct presents credible legal exposure,
- There is a reasonable safety concern,
- There is severe reputational harm to the organization,
- There is harassment, discrimination, or abusive behavior,
- There is intimidation or retaliatory conduct,
- There is a material breach of fiduciary duty,

- There is willful violation of confidentiality.

Immediate action must be supported by documented rationale and recorded in executive session minutes.

Section 5 – Procedure for Review and Removal

Removal or suspension shall require:

- Executive session review,
- Presentation of documented grounds,
- Opportunity for response by the individual under review (unless waived or legally inadvisable),
- Recusal of any board member with conflict of interest,
- A formal vote consistent with the bylaws.

If a Board Member is the subject of review:

- That member shall not participate in deliberation or vote on their own removal.
- Recusal shall be recorded in minutes.

The basis for removal shall reference documented policy violations, fiduciary breaches, or performance deficiencies.

Section 6 – Removal of a Board Member

Removal of a Board Member shall require:

- A defined voting threshold consistent with the bylaws (e.g., majority or two-thirds vote),
- Documentation of grounds,
- Compliance with nonprofit statutory requirements, if applicable.

Nothing in this policy limits the rights of members, if applicable, under state nonprofit law.

Section 7 – Documentation and Recordkeeping

All corrective actions, warnings, improvement plans, and removal decisions shall be documented and maintained in confidential governance records.

Documentation shall reflect:

- The policy violated,
- The evidence reviewed,
- The rationale for the decision,
- The vote outcome.