SOCIETY FOR PEDIATRIC SEDATION

WHISTLE-BLOWER CODE OF CONDUCT POLICY

The Sarbanes-Oxley Act which was signed into law on July 30, 2002 (the "Act"), was designed to add new governance standards for the corporate sector to rebuild public trust in publicly held companies. While the majority of the Act deals directly with for profit corporations, two standards in the Act, document destruction and whistle-blower protection, cover non-profit corporations.

Whistle-Blower Code of Conduct Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the Society for Pediatric Sedation (SPS) will investigate any suspected fraudulent or dishonest use or misuse of SPS's resources or property by staff, Officers, Directors, consultants or volunteers. SPS is committed to maintaining the highest standards of conduct and ethical behavior and promoting a working environment that values respect, fairness and integrity. All staff, Officers, Directors, consultants or volunteers shall act with honesty, integrity and openness in all their dealings as representatives for SPS. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from SPS's Board or volunteer duties and possible civil or criminal prosecution if warranted.

Staff, Officers, Directors, consultants or volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as a "whistle-blower"), pursuant to the procedures set forth below.

Reporting

A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member responsible for the volunteer's work. If for any reason a person finds it difficult to report his or her concerns to a supervisor or staff member responsible for the volunteer's work, the person may report the concerns directly to the Executive Director or any member of the Board of Directors. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Definitions

Baseless Allegations: Allegations which are made with reckless disregard for their truth or falsity. People who make Baseless Allegations may be subject to disciplinary action by SPS, and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct: A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- pursuit of a benefit or advantage in violation of SPS's Conflict of Interest Policy;
- misappropriation or misuse of SPS's resources, such as funds, supplies, or other assets;
- authorizing or receiving compensation for goods not received or services not performed; and
- authorizing or receiving compensation for hours not worked.

Whistle-Blower: An employee, consultant or volunteer who informs a supervisor or staff member responsible for the volunteer's work, the Executive Director or a member of the Board of Directors about an activity relating to SPS which that person believes to be fraudulent or dishonest.

Rights and Responsibilities

Supervisors: Supervisors are required to report suspected fraudulent or dishonest conduct to the Executive Director or a member of the Board of Directors.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- Baseless Allegations;
- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation; and
- violations of a person's legal rights.

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while appropriately concerned about "getting to the bottom" of such issues, should not in any circumstances perform any investigative or other follow up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution.
- should not discuss the case with attorneys, the media or anyone other than the Executive Director or a member of the Board of Directors.
- should not report the case to an authorized law enforcement officer without first discussing the case with the Executive Director or a member of the Board of Directors.

Investigation

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys.

Whistle-Blower Protection

SPS will protect whistle-blowers as described below:

- SPS will use its best efforts to protect whistle-blowers against retaliation. Whistle-blowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this means that whistle-blower complaints will only be shared with those who have a need to know so that SPS can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a whistle-blower complaint, such persons may also have right to know the identity of the whistle-blower.)

- Employees, consultants and volunteers of SPS may not retaliate against a whistle-blower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistle-blower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistle-blowers who believe that they have been retaliated against may file a written complaint with the Executive Director. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

- Whistle-blowers must be cautious to avoid Baseless Allegations.