

THE HEALTH SCIENCE CENTER AT BROOKLYN FOUNDATION, INC.

POLICIES & PROCEDURES

Title: Whistleblower	No. <u>HSCBF-0011</u>
Reviewed by: Foundation Management	Original Issue Date: <u>12/2017</u>
Approved by: HSCBF Board	Revised Date: <u>12/2017</u>
	SUNY Policy Ref. No. <u>N/A</u>

I. Summary

The Health Science Center at Brooklyn Foundation, Inc. (the “Corporation”) requires its directors, officers, employees and volunteers to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws, regulations and corporate policies. In this spirit, the Corporation encourages its directors, officers, employees and volunteers to identify any instances in which these standards may be compromised.

1. **Purpose.** This Whistleblower Policy (this “Policy”) has been established to protect from retaliation directors, officers, employees and volunteers of the Corporation who report suspected improper conduct (each, a “Covered Person”) and to provide a means for Covered Persons to raise good faith concerns about any action or suspected action taken by or within the Corporation that is or appears to be illegal, fraudulent, dishonest or in violation of any adopted policy of the Corporation (each, a “Suspected Violation”). Examples of Suspected Violations include, but are not limited to, violations of federal, state or local law; violations of corporate policies; and fraudulent or questionable financial practices. The individuals involved in such Suspected Violations may be directors, officers, employees, volunteers, auditors, vendors or other third parties. This policy ensures that no Covered Person who in good faith reports any Suspected Violation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences as a result of such report.
2. **Board Oversight.** The Board of Directors shall adopt and oversee the implementation of and compliance with this Policy or any whistleblower policy adopted by the Corporation, provided that directors who are employees of the Foundation may not participate in any Board or committee deliberations or voting relating to administration of this Policy.
3. **Compliance Officer.** The Compliance Officer (defined below) is designated to administer this Policy. The Compliance Officer is responsible for overseeing the investigation and resolution of all reported complaints of Suspected Violations and for reporting such to the Board or an

authorized committee thereof (the "Reviewing Body"). Any questions or concerns regarding this Policy should be addressed directly to the Compliance Officer.

4. **Procedure for Reporting Suspected Violations.** Any Covered Person may report a Suspected Violation, either in written or oral form, although written complaints are encouraged. The complaint submitted by the Covered Person should include whatever documentation is available to support a reasonable basis for the allegation(s) and to assist in investigating the complaint. Complaints of Suspected Violations may be made anonymously, although non-anonymous complaints are encouraged. Anonymous complaints should be detailed to the greatest extent possible because follow up questions will not be possible, making the investigation and resolution of such complaints difficult.

A Covered Person should direct all complaints to the Compliance Officer, who will report to the Reviewing Body, or through the online complaint form available at:

www.downstate.edu/compliance, which shall be forwarded to the Compliance Officer (unless the Compliance Officer is the subject of the complaint). The Compliance Officer shall create a simultaneous written record of any oral complaint. If the Compliance Officer is the subject of the Suspected Violation or a Covered Person is not comfortable reporting a complaint concerning a Suspected Violation to the Compliance Officer or is unsatisfied with the response, the Covered Person is encouraged to instead speak with his or her supervisor or anyone in management with whom s/he is comfortable. In such case, the manager to whom such Suspected Violation is reported shall in turn report such Suspected Violation to the Compliance Officer, unless the Compliance Officer is the subject of the complaint, in which case the manager shall submit the report to the Reviewing Body. If the Compliance Officer is the subject of the complaint, the Reviewing Body shall designate someone to act in the place of the Compliance Officer and all references to the Compliance Officer in this Policy with respect to such complaint shall be applicable to such designee. Reports to the Reviewing Body shall include a statement as to whether such Suspected Violation was reported first to the Compliance Officer; if it was not, the report shall indicate why the Suspected Violation was not reported to the Compliance Officer.

The Reviewing Body will determine an appropriate response to each complaint of concern. The person who is the subject of a complaint shall not be present at or participate in Board or committee deliberations or voting on the matter relating to such complaint; however, the Reviewing Body may request that such party present information as background or answer questions about a complaint at a meeting prior to commencement of deliberations or voting relating thereto. The response to and resolution of each complaint of a Suspected Violation shall be documented in the minutes of the Reviewing Body, subject to Section 5 below.

5. **Confidentiality.** Any investigation will be conducted in a manner that conceals and protects the Covered Person's identity and the reported information (if necessary under the circumstances) to the greatest extent practicable given legal requirements, consistent with the need to conduct a fair and adequate investigation and take necessary corrective action.
6. **Acting in Good Faith.** Anyone filing a complaint concerning a Suspected Violation must act in good faith and have reasonable grounds for believing the information disclosed may indicate a Suspected Violation. The Covered Person is not responsible for investigating the activity, proving the truth of the allegation(s) asserted in the complaint or determining fault or corrective measures;

however, s/he must demonstrate reasonable grounds for concern. No investigation will be made of unspecified wrongdoing or broad allegations. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowing them to be false will be viewed as a serious disciplinary offense.

7. **No Retaliation.** No director, officer, employee or volunteer of the Corporation who in good faith reports any Suspected Violation (whether reported to the Corporation, its agents or its auditors or to any law enforcement officials, government or regulatory agency), or who cooperates with an investigation of a complaint, shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of an employee, adverse employment consequences as a result of such report or cooperation. Any person who retaliates against someone for having reported a Suspected Violation in good faith may be subject to appropriate corrective action, up to and including termination of employment in the case of an employee. A Covered Person's right to protection under this Policy does not provide him or her with immunity for participating or being complicit in the Suspected Violation that is the subject of the complaint or ensuing investigations.
8. **Distribution.** A copy of this Policy shall be distributed to all directors, officers and employees of the Corporation, and to all volunteers who provide substantial services to the Corporation and shall be available on the Corporation's website.
9. **Adoption.** This Whistleblower Policy was adopted by the Board on December 5, 2017