

ACCESSCNY, a New York not-for-profit Agency (the “Agency”), requires its directors, officers, employees, key persons, contractors and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities within and on behalf of the Agency. As representatives and employees of the Agency, you must comply with all applicable laws and regulations and act with honesty and integrity in fulfilling your responsibilities.

The purpose of this Whistleblower Policy (“Policy”) is to ensure that the Agency has a governance and accountability structure that supports its mission, to encourage and enable directors, officers, employees, key persons, contractors and volunteers of the Agency to raise serious concerns about the occurrence of illegal, fraudulent or unethical actions within the Agency, and to protect those individual who report from retaliation.

Notwithstanding anything contained in this Policy, this Policy is not an employment contract and does not modify the employment relationship, if any, between the Agency and any of its directors, officers, employees, key persons, contractors or volunteers, nor does it change the at-will status of any employee of the Agency. Nothing contained in this Policy provides any director, officer, employee, key person, contractor or volunteer of the Agency with any additional rights or causes of action not otherwise available under applicable law.

It is intended that this Policy complies with the provisions of Section 715-B of the New York State Not-for-Profit Agency Law, as added by the Non-Profit Revitalization Act of 2013, as amended, and shall be interpreted and construed accordingly. This Policy applies to any matter which is related to the Agency’s business and does not relate to the private acts of an individual not connected to the business of the Agency. The rights and protections set forth in this Policy are in addition to, and not in abrogation of, the protections provided by Sections 740 and 741 of the New York State Labor Law, Section 191 of the New York State Finance Law or any applicable Federal law, including but not limited to the False Claims Act (31 USC § 3730(h)).

ARTICLE I REPORTING RESPONSIBILITY

1.1 Reporting Responsibility. All directors, officers, employees, key persons and volunteers of the Agency have a responsibility to report any action or suspected action taken by the Agency itself, by its leadership or by others on the Agency’s behalf, that is illegal, fraudulent, unethical or violates any adopted policy of the Agency (“Violations”).

1.2 Reporting in Good Faith. Anyone reporting a Violation must act in good faith, without malice to the Agency or any individual and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. A person who makes a

report does not have to prove that a Violation has occurred. However, any report which the reporter has made maliciously or any report which the reporter has good reason to believe is false will be viewed as a serious disciplinary offense.

ARTICLE II NO RETALIATION

2.1 No Retaliation. No person who in good faith reports a Violation or who in good faith cooperates in the investigation of a Violation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, any adverse employment consequence. Any individual within the Agency who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation shall be subject to discipline, including, without limitation, termination of employment or volunteer status.

2.2 Reporting of Retaliation. If you believe that an individual who has made a good faith report of a Violation or who has in good faith cooperated in the investigation of a Violation is suffering intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence, you should make a report to the Corporate Compliance Officer. *Please refer to the Non-Intimidation and Retaliation Policy.*

ARTICLE III PROCEDURES FOR REPORTING VIOLATIONS

3.1 Reporting Procedure. All directors, officers, employees and volunteers should address their concerns relating to a Violation to any person within the Agency who can properly address those concerns. In most cases, the direct supervisor of an employee or volunteer is the person best suited to address a concern. However, if you are not comfortable speaking with your supervisor or if you are not satisfied with your supervisor's response, you are encouraged to speak to the Corporate Compliance Officer, to any member of the Compliance Committee of the Board of Directors of the Agency (the "Board") or to anyone in management you feel comfortable approaching. If a direct supervisor or other person receives a report of a concern, that information should be shared with the Compliance Officer. If you are not an employee or volunteer, you should report any Violation directly to the Corporate Compliance Officer. If you are not comfortable making a report to the Compliance Officer or if the Compliance Officer is the subject of the complaint, a report can be made directly to a member of the Compliance Committee of the Board or the Executive Director.

3.2 Identity; Confidentiality. The Agency encourages anyone reporting a Violation to identify themselves when making a report to facilitate the investigation of the Violation. However, reports addressed to an individual within the Agency may be submitted on a confidential basis and reports may be submitted to the Corporate Compliance Officer anonymously by submitting them directly, without providing an identity or return address, to the Corporate Compliance Officer using the contact information set forth in **Section 5.2** below.

3.3 How to Report. The report of any Violation may be made in person, by telephone or by mail, electronic mail or other written communication. The report should contain sufficient information to permit adequate investigation. At a minimum, the following information should be provided: (a) a description of the nature of the improper activity, with sufficient detail to permit an initial investigation; (b) the name(s) of the individual(s) and/or department(s) engaging in the activity or with knowledge of the activity; (c) the approximate or actual date(s) the activity took place; and (d)

an explanation of any steps taken internally with the Agency's management to report or resolve the complaint.

ARTICLE IV COMPLIANCE AND ADMINISTRATION

4.1 Notification of Violation; Acknowledgement. Every supervisor, manager, director and other representative of the Agency is required to notify the Corporate Compliance Officer of every report of a Violation. The Corporate Compliance Officer will notify the sender and acknowledge receipt of a report of Violation within seven (7) business days, but only to the extent the sender's identity is disclosed or a return address is provided.

4.2 Investigation; Correction.

(a) The Corporate Compliance Officer is responsible for promptly investigating all reported Violations and for causing appropriate corrective action to be taken if warranted by the investigation. The Corporate Compliance Officer shall conduct an investigation into the reported Violation as soon as practicable thereafter. Such investigation shall be conducted as confidentially as possible under the circumstances, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and if appropriate, to cooperate with law enforcement authorities.

(b) The Corporate Compliance Officer shall review the policies and procedures of the Agency and make note of any alleged Violation. A log should be maintained of all Alleged Violations and the results of the investigation.

(c) The Corporate Compliance Officer shall assess, in the most confidential manner possible, the concerns of the director, officer, employee, key person or volunteer who reported the alleged Violation, as well as those of other directors, officers, employees or volunteers who may have an understanding of, or be complicit in, the alleged Violation, in order to form an informative opinion on the matter and determine potential recommendations for resolution.

(d) The Corporate Compliance Officer may contact the Agency's counsel, as needed, during an investigation of a reported Violation.

(e) The Corporate Compliance Officer will prepare and submit a written report on the reported Violation to the Board of the Agency, together with recommendations as to resolution and a timeline for implementation of recommended actions. The Corporate Compliance Officer will also forward a copy of the written report to the Board.

(f) The Board shall act on the Corporate Compliance Officer's written report as appropriate, including reviewing all findings and recommendations identified therein, and submitting a written assessment of the matter, including recommendations as to resolution and a timeline for implementation of recommended actions, to the Board.

(g) Upon receipt of the written report from the Board, the matter will be considered binding and any action items, up to and including, the suspension or removal of any director, officer, employee, key person or volunteer found to have engaged in the reported Violation will be effectuated as soon as practicable.

(h) In the event that the Compliance Officer is the subject of a complaint, The

Compliance Committee of the Board will assume all responsibilities of the investigation as identified above.

4.3 Administration.

(a) The Corporate Compliance Officer shall administer this Policy and shall report directly to the Board.

(b) Any person who is the subject of a whistleblower complaint shall not be present at or participate in Board deliberations or vote on the matter relating to such complaint; provided, however, that the Board may require that the person who is subject to the complaint present cooperate in the investigation and provide information or answer questions at the Board meeting prior to the commencement of deliberations or voting relating thereto.

(c) The Board is responsible for addressing all reported concerns or complaints of Violations relating to corporate accounting practices, internal controls or auditing. Accordingly, the Corporate Compliance Officer must immediately notify the Board of any such concern or complaint. In addition, if the Corporate Compliance Officer deems it appropriate, the Corporate Compliance Officer may advise the chair of the Board of any other reported Violations.

4.4 Reporting. The Corporate Compliance Officer has direct access to the Board and is required to report to it at least quarterly on compliance activity.

4.5 Documentation. The Board shall assure that all reported Violations and investigations are properly documented, including minutes of any meeting of any Committee or the Board where the matter was discussed. The documentation shall be maintained for a period of at least 10 years or longer in the event any investigation, audit or other inquiry is pending relating thereto.

**ARTICLE V
MISCELLANEOUS**

5.1 Access to Policy. A copy of this Policy shall be distributed to all directors, officers, employees, key persons and volunteers who provide substantial services to the Agency and available on the website and the agency's SharePoint site.

5.2 Corporate Compliance Officer. The contact information of the Corporate Compliance Officer is as follows:

Amy Eells, Associate Executive Director of Quality and Performance
6666 Manlius Center Rd.
East Syracuse, NY 13057
(315)410-3318
amy.eells@accesscny.org

5.3 Modification. The Agency may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local laws and regulations and/or to accommodate organizational changes within the Agency.