

## **FULLER ROAD MANAGEMENT CORPORATION WHISTLEBLOWER POLICY AND PROCEDURES**

### **Purpose**

It is the policy of Fuller Road Management Corporation (“Corporation”), a New York State not-for-profit corporation, to afford certain protections to individuals who in good faith report violations of New York State and federal laws, the Corporation’s Conflict of Interest Policy, or other instances of potential wrongdoing within the Corporation. This Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Corporation and without fear of retaliation or adverse employment action.

### **Definitions**

"Good Faith": Information concerning potential wrongdoing is disclosed in "good faith" when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

"Employee": All board members, officers, and staff employed at this Corporation, and employees of affiliates of the Corporation working on projects in conjunction with the Corporation, whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

“Retaliation”: Punitive action against a Whistleblower for reporting wrongdoing. This may include any material alteration to existing terms, conditions and privileges of employment including, without limitation, dismissal, demotion, suspension, compulsory leave, disciplinary action, negative performance evaluation, harassment, threats, any action resulting in loss of staff, office space or equipment or other benefit, failure to appoint, failure to promote, or any transfer or assignment or failure to transfer or assign against the wishes of the affected employee.

"Whistleblower": Any Employee (as defined herein) who in good faith discloses information concerning wrongdoing by another Corporation employee, or concerning the business of the Corporation itself.

"Wrongdoing": Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of the Corporation engaged in by an Employee (as defined herein) that relates to the Corporation.

"Personnel action": Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

### **Section 1: Reporting Wrongdoing**

All Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of this Corporation; or a person having business dealings with the Corporation; or concerning the Corporation itself, shall report such

activity in accordance with the following procedures:

- a) The Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Corporation's compliance officer, general counsel or human resources representative.
- b) All Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to an appropriate law enforcement agency where applicable.
- e) Should an Employee believe in good faith that disclosing information within the Corporation pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Employee may instead disclose the information to an appropriate law enforcement agency, if applicable.

## **Section II: No Retaliation or Interference**

No Employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no Employee shall interfere with the right of any other Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- a) No Employee who in good faith discloses potential violations of New York State and federal laws, the Corporation's Conflict of Interest Policy, or other instances of potential wrongdoing within the Corporation, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by this Corporation.
- c) Any Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of New York State and federal laws, the Corporation's Conflict of Interest Policy, or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.

- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

### **Section III: Other Legal Rights Not Impaired**

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York.
- b) Any employee who wishes to preserve rights pursuant to New York Whistleblower protection law shall, prior to disclosing information to a government body, have made a good faith effort to provide the Corporation with the information to be disclosed and shall provide the Corporation with a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety.