

CHAPTER 9: Whistleblower Policy

1.1 Policy

New York Common Pantry, Inc. (“NYCP” or “Organization”) requires its directors, officers, employees and volunteers who provide substantial services to NYCP (each, a “Covered Person”) to observe high standards of business and personal ethics, as such personal ethics relate to the Organization, in the conduct of their duties and responsibilities. Covered Persons and representatives of NYCP must practice honesty and integrity in fulfilling their responsibilities to the Organization and comply with all applicable laws and regulations and with the policies of the NYCP.

This Whistleblower Policy is not a vehicle for reporting violations of NYCP’s applicable human resources policies, problems with co-workers or managers, or for reporting issues related to alleged employment discrimination or sexual or any other form of unlawful harassment, all of which should be dealt with in accordance with the Personnel Manual of NYCP.

This Whistleblower Policy provides procedures for addressing concerns and reports (each, a “Concern”) of actual or suspected activities which may be illegal or in violation of the Organization’s policies with respect to, among other things, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of NYCP assets or suspected regulatory, compliance, or other misconduct or wrongdoing relating to applicable legal requirements or otherwise. It also prohibits retaliation against any Covered Person who reports a Concern in good faith.

1.2 Reporting Responsibility

It is the responsibility of all Covered Persons to submit in good faith Concerns regarding actual or suspected illegal activities or violations of the type described above (each, a “Violation”) in accordance with this Whistleblower Policy.

No Retaliation

No Covered Person who in good faith submits a Concern (or who assists in any investigation of, or the fashioning or implementation of any corrective action or response made in connection with a Concern) shall suffer intimidation, harassment, retaliation or adverse employment consequence because of such Concern. An person who violates this prohibition against retaliation is subject to discipline which may include termination of employment or other relationship with the Organization. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy does not modify the employment relationship between NYCP and its employees, nor does it change the fact that employees of NYCP are employees at will. Nothing contained herein provides any director, officer, or employee of NYCP with any additional rights or causes of action, other than those provided by Section 1107 of the Sarbanes-Oxley Act of 2002.

Reporting Violations

Concerns regarding any actual or suspected Violation should be submitted directly to the Executive Director of NYCP (the “Compliance Officer”) unless the Compliance Officer is the subject of the Concern, in which case the Concern should be submitted to the Chair of the Audit and Finance Committee of the Board. If the Compliance Officer and Chair of the Audit and Finance Committee are the subjects of the Concern, the Concern should be submitted to another member of the Audit and Finance Committee or the Board. The Compliance Officer and any director who receives a Concern shall take all reasonable measures to ensure that Concerns are not reported to or discussed with individuals who are the subject of any such Concern.

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9.3 Compliance Officer

Except as provided below, the Compliance Officer is responsible for investigating and resolving all reported Concerns and shall advise the Chair of the Audit and Finance Committee of all such Concerns reasonably promptly after they are filed. If the Chair of the Audit and Finance Committee is the subject of the reported Concern, the Compliance Officer shall advise another member of such committee of the Concern. Except as provided below, if the Compliance Officer is the subject of the reported Concern, the Chair or other member of the Audit and Finance Committee shall investigate and resolve the matter. The Compliance Officer is required to report to the Executive Committee and the Audit and Finance Committee prior to each regularly scheduled Board meeting and then to the full Board at each regularly scheduled Board meeting on compliance activity.

Accounting and Auditing Matters

If the Concern relates to corporate accounting practices, internal controls or auditing, the Audit and Finance Committee shall, alone or with the Compliance Officer, be responsible for investigating and resolving such Concern. Promptly upon receipt, the Audit and Finance Committee shall evaluate whether a Concern constitutes an accounting, internal controls or auditing issue and if so shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Audit and Finance Committee shall have full authority, without the requirement of any further internal approvals, to engage such outside auditors, counsel or other experts on behalf of the Organization as it deems appropriate to assist in the investigation and in the analysis of results.

9.4 Investigations

The Compliance Officer or director investigating a Concern may delegate the responsibility to investigate a reported Concern, whether relating to accounting or auditing matters or otherwise (but subject to the authority of the Audit and Finance Committee set forth above), to one or

more employees of NYCP or to any other individual, including persons not employed by NYCP, selected by the Compliance Officer or director and approved by the Audit and Finance Committee; provided, that the Compliance Officer or director may not delegate such responsibility to an employee or other individual who is the subject of the Concern or in a manner that would compromise either the identity of a person who submitted the Concern anonymously or the confidentiality of the Concern or resulting investigation. The scope, manner and parameters of any investigation of a Concern shall be determined by the Audit and Finance Committee in its sole discretion and NYCP's officers, directors and employees shall fully cooperate in connection with any such investigation.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed may indicate that a violation that would give rise to a Concern has occurred. Any Concerns that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

NYCP takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Concern to identify him or herself so as to facilitate any resulting investigation. Notwithstanding the foregoing, in reporting a Concern, a Covered Person may request that such Concern be treated in a confidential manner (including that NYCP take reasonable steps to ensure that the identity of the reporting person remains anonymous). Concerns may also be reported on an anonymous basis. Reported Concerns will be kept confidential to the extent reasonable and practicable, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will acknowledge receipt of the Concern within five business days, but only to the extent the reporting person's identity is disclosed or a return address is provided. All reported Concerns will be promptly investigated; the scope of any such investigation being within the sole discretion of the Audit and Finance Committee and the Compliance Officer, and appropriate corrective action will be taken if warranted by the investigation.

Records

The Compliance Officer will maintain a written record of all Concerns summarizing in reasonable detail for each Concern: the nature of the Concern (including any specific allegations made and the persons involved); the date of receipt of the Concern; the current status of any investigation into the Concern and information about such investigation (including the steps taken in the investigation, any factual findings, and the recommendations for corrective action); and any final resolution of the Concern. The Compliance Officer will distribute an update of this record to the Chair of the Audit and Finance Committee in advance of each regularly scheduled meeting.

The Organization will retain on a strictly confidential basis for a period of seven years (or otherwise as required under NYCP's record retention policies in effect from time to time) all records relating to any reported Concern and to the investigation and resolution thereof. All

such records are confidential to the Organization and will be considered privileged and confidential.

Policy Distribution

A copy of this Whistleblower Policy will be distributed to each Covered Person promptly following the adoption of or amendments to this Whistleblower Policy, and at such time as a person becomes a Covered Person.

Policy Adoption and Oversight

The Audit and Finance Committee is responsible for providing oversight of the adoption and implementation of, and compliance with, this Whistleblower Policy. Only directors satisfying the definition of "independence" pursuant to applicable law are permitted to participate in any Committee deliberations or vote on matters relating to this Whistleblower Policy.

Compliance Officer:

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Audit and Finance Committee Chair:

Robert Hetu
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Adopted by the New York Common Pantry Board of Directors at a Regular Meeting on June 2 2015.