

Whistleblower Policy of New York Common Pantry: Approved 12/14/09

Policy

New York Common Pantry (“NYCP” or “Organization”) requires its directors, officers and employees 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. Employees and representatives of NYCP must practice honesty and integrity in fulfilling their responsibilities to the Organization and comply with all applicable laws and regulations.

This 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 policy provides procedures for addressing complaints and reports of actual or suspected 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 (each, a “Complaint”).

Reporting Responsibility

It is the responsibility of all directors, officers and employees to submit in good faith Complaints regarding actual or suspected violations of the type described above in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith submits a Complaint shall suffer harassment, retaliation or adverse employment consequence because of such Complaint. An employee who retaliates against someone for submitting a Complaint in good faith is subject to discipline up to and including termination of employment. 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

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

Compliance Officer

Except as provided below, the Compliance Officer is responsible for investigating and resolving all reported Complaints and shall advise the Chair of the Finance Committee of all such Complaints reasonably promptly after they are filed. If the Chair of the Finance Committee is the subject of the reported Complaint, the Compliance Officer shall advise another member of such committee of the Complaint. Except as provided below, if the Compliance Officer is the subject of the reported Complaint, the Chair or other member of the Finance Committee shall investigate and resolve the matter. The Compliance Officer is required to report to the Executive 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 Complaint relates to corporate accounting practices, internal controls or auditing, the Finance Committee shall, alone or with the Compliance Officer, be responsible for investigating and resolving such Complaint. Promptly upon receipt, the Finance Committee shall evaluate whether a Complaint constitutes an accounting complaint and if so shall promptly determine what professional assistance, if any, it needs in order to conduct an investigation. The Finance Committee shall be free to recommend to the Executive Committee that the Organization engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. Either the Executive Committee or the full Board shall approve any such engagement.

Investigations

The Compliance Officer or director investigating a Complaint may delegate the responsibility to investigate a reported Complaint, whether relating to accounting and auditing matters or otherwise, 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; provided, that the Compliance Officer or director may not delegate such responsibility to an employee or other individual who is the subject of the Complaint or in a manner that would compromise either the identity of an employee who submitted the Complaint anonymously or the confidentiality of the Complaint or resulting investigation. The scope, manner and parameters of any investigation of a Complaint shall be determined by NYCP in its sole discretion and NYCP's officers, directors and employees shall cooperate as necessary in connection with any such investigation.

Acting in Good Faith

Anyone filing a Complaint 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 Complaint has occurred. Any Complaints 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

In making a Complaint, an employee of the Organization may request that such complainant be treated in a confidential manner (including that NYCP take reasonable steps to ensure that the identity of the employee making the Complaint remains anonymous). NYCP takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any employee submitting a Complaint to identify him or herself so as to facilitate any resulting investigation. Employees may, however, submit Complaints on an anonymous basis. Reported Complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the Complaint within five business days, but only to the extent the sender's identity is disclosed or a return address is provided. All Complaints will be promptly investigated, the scope of any such investigation being within the sole discretion of NYCP, and appropriate corrective action will be taken if warranted by the investigation.

Records

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 Complaint and to the investigation and resolution thereof. All such records will be kept confidential to the greatest extent possible.

Compliance Officer: [Name, Phone Number and Mailing Address]

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Finance Committee Chair: [Name, Phone Number and Mailing Address] “[

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Adopted by the New York Common Pantry Board of Directors at a Regular Meeting on December 14th, 2009.