

NEW YORK LEGAL ASSISTANCE GROUP

Whistleblower Policy

I. PURPOSES

The **New York Legal Assistance Group** (the “Organization”) is committed to honest, ethical and lawful conduct, full, fair, accurate, timely and transparent disclosure in all public communications, and compliance with applicable laws, rules and regulations. In furtherance of these commitments, all directors, officers, employees and volunteers of the Organization (each, a “Covered Person” or “you”) must act in accordance with all applicable laws and regulations, and with the policies of the Organization at all times, and assist in ensuring that the Organization conducts its business and affairs accordingly.

This Whistleblower Policy (this “Policy”) (a) establishes procedures for the reporting and handling of concerns regarding action or suspected action taken by or within the Organization that is or may be illegal, fraudulent or in violation of any policy of the Organization, as well as any other matter that could cause serious damage to the Organization’s reputation (each, a “Concern”), and (b) prohibits retaliation against any Covered Person who reports a Concern in good faith.

By appropriately responding to Concerns, we can better support an environment where compliance is valued and ensure that the Organization is meeting its ethical and legal obligations.

II. WHEN TO RAISE A CONCERN

You have an affirmative duty to disclose to and seek guidance from an appropriate supervisor or manager if you believe any Covered Person or other person associated or doing business with the Organization has engaged, is engaging, or may engage in any illegal or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the Organization. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Organization), fraud, harassment, or any other illegal, unethical, or proscribed conduct. While Concerns may be submitted at any time, you should endeavor to report a Concern as soon as reasonably possible after becoming aware of the matter.

III. HOW TO RAISE A CONCERN

Concerns may be submitted either in writing or orally. No form is required to submit a Concern, but you are encouraged to provide as much information and detail as possible so that the Concern can be properly investigated. A Concern may be submitted

- to the Chair of the Audit Committee of the Organization (the “Chair”) at New York Legal Assistance Group, 7 Hanover Square, New York, NY 10004; if the matter does not involve executive management of the Organization, the Chair will forward the Concern to the Chief Financial Officer (the “CFO”) for review where appropriate.
- by discussing it with a Unit Director or Supervising Attorney at the Organization, who will in turn forward the Concern to the Chair for review where appropriate.
- by phone to the current Chair, Paul Pearlman, at 212.715.9413.
- anonymously by email. To access the anonymous box, use the NYLAG website via the following link: <http://nylag.org/whistleblowersubmission>. The Chair will have exclusive access to the email box.

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. Any individual reporting his or her own violation shall not satisfy his or her obligation hereunder with a Concern raised anonymously.

IV. PROCEDURES FOR RECEIVING AND REVIEWING CONCERNS

Any Unit Director, Supervising Attorney, or other person receiving a Concern should contact the Chair, who will coordinate further action.

The Chair, or the CFO if the matter is referred by the Chair to the CFO, will assess each Concern on a preliminary basis to determine to what extent an investigation into the Concern is required, and will direct all aspects of the investigation of any Concern. All investigations will be conducted in a confidential and sensitive manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. You must cooperate as necessary in connection with any such investigation. In the event a Concern involves or implicates the Chair or the Audit Committee, the Chair will promptly recuse himself or herself from the investigation and inform the Executive Committee of the Board in writing. The Executive Committee may investigate such Concern or appoint impartial attorneys to investigate the Concern.

V. RECORDS OF CONCERNS AND INVESTIGATION REPORTS

The CFO will maintain a written record of all Concerns forwarded by the Chair, 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 CFO will distribute an update of this record to the Chair as requested.

The Chair will maintain a written record of all Concerns involving executive management in accordance with the guidelines set forth above. The Chair, or the CFO if designated by the Chair, shall report to the Board, at least twice annually and more frequently if warranted, regarding the nature of all whistleblower complaints during the period since the previous report.

VI. CONFIDENTIALITY

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

VII. NO RETALIATION AGAINST WHISTLEBLOWERS

It is the Organization's policy to encourage the communication of bona fide Concerns relating to the lawful and ethical conduct of the Organization's business. It is also the policy of the Organization to protect those who communicate bona fide Concerns from any retaliation for such reporting. **No adverse employment action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any director, officer, employee or volunteer of the Organization who in good faith reports any Concern or assists in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any Concern.** Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the Organization.

VIII. POLICY DISTRIBUTION

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

IX. POLICY ADOPTION AND OVERSIGHT

The Audit Committee is responsible for providing oversight of the adoption and implementation of, and compliance with this Policy. Only independent directors of the Board are permitted to participate in any deliberations or vote on matters relating to this Policy, and the Audit Committee must be comprised solely of independent directors. An “independent director” is defined to mean a member of the Board who:

1. is not and has not been within the last three years, an employee of the Organization or an affiliate of the Organization, and does not have a relative who is, or has been within the last three years, a key employee of the Organization or an affiliate of the Organization;
2. has not received and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Organization or an affiliate of the Organization (not including reasonable compensation or reimbursement for services as a director); and
3. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to or received payments from, the Organization or an affiliate of the Organization for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of: (a) \$25,000 or (b) 2% of such entity’s consolidated gross revenue (which payments do not include charitable contributions).

An “affiliate” is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Organization.

A “key employee” is a person who is in a position to exercise substantial influence over the Organization and, other than directors and officers, may include, without limitation, a person who: (i) founded the Organization, (ii) is a substantial contributor, (iii) has authority to control a substantial portion of the Organization’s capital expenditures, operating budget or employee compensation, (iv) manages a discrete segment or activity of the Organization that represents a substantial portion of the activities, assets, income or expenses of the Organization (as compared to the Organization as a whole); (v) receives compensation primarily based on revenues derived from the Organization’s activities; or (vi) is highly-compensated by the Organization (for example, receiving annual compensation greater than \$150,000).

A “relative” is a (i) spouse, domestic partner, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole- or half-blood, whether natural or adopted), cousin, other relative, person living in the same household, and (ii) spouse or domestic partner of any of the foregoing persons.

This Whistleblower Policy was revised by the Board on December 10, 2015.
(March 10, 2017 version)