

Whistleblower Policy

Purpose:

This Policy requires all Trustees, Employees (as defined below), and volunteers (hereinafter referred to collectively as the “SPAC Community”) to observe high ethical standards in the conduct of their duties and responsibilities. SPAC is committed to compliance with all applicable laws, rules, and regulations. Additionally, SPAC is committed to establishing policies and procedures that interpret and apply these laws, rules, and regulations in the workplace setting. SPAC has established internal controls and operating procedures to detect and prevent or deter improper activities. Nevertheless, even the best systems of control cannot provide absolute safeguards against improper behavior. Accordingly, SPAC is implementing this Whistleblower Policy (the “Policy”) to address how to report improper activities by a member of the SPAC Community.

The primary purpose of this Policy is to provide a process for members of the SPAC Community and others to report to SPAC Misconduct or suspected Misconduct. “Misconduct” is a violation of law, rule, or regulation, or any adopted policy of SPAC. This Policy also provides a process for SPAC to investigate and to address reports of Misconduct or suspected Misconduct. This Policy further serves to protect from retaliation, in any form, those who report Misconduct or suspected Misconduct in good faith.

Definitions:

A. **Complainant:** Any person, whether a member of the SPAC Community or not, who reports Misconduct or suspected Misconduct pursuant to this Policy.

B. **Employee:** Any person who performs services for and under the control and direction of SPAC for wages or other remuneration, including former employees, or natural persons employed as independent contractors. This includes all of SPAC’s Key Persons and employees (full-time, visiting and adjunct faculty (and full or part-time staff and administrators).

C. **Key Person:** Any person, other than a Trustee or officer, whether or not an employee of SPAC who (i) has responsibilities, or exercises powers or influence over SPAC as a whole similar to the responsibilities, powers, or influence of Trustees and officers; (ii) manages SPAC, or a segment of SPAC that represents a substantial portion of the activities, assets, income or expenses of SPAC; or (iii) alone or with others controls or determines a substantial portion of SPAC’s capital expenditures or operating budget.

D. **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 Misconduct or potential Misconduct.

E. "Laws, rules, and regulations": include: (1) any duly enacted federal, state or local statute or ordinance or executive order; (2) any rule or regulation promulgated pursuant to such statute or ordinance or executive order; or (3) any judicial or administrative decision, ruling or order.

Policy:

This Policy governs the reporting and investigation of violations and suspected violations of law, rule, or regulation, or any adopted policy of SPAC. The administrator of this Policy is the General Manager (the "Compliance Officer"). The Compliance Officer shall report on compliance activity to SPAC's Board of Trustees Audit Committee. This Policy does not replace, but rather supplements, all other existing SPAC policies. SPAC has separate policies and procedures for discrimination and harassment complaints. Complaints regarding sexual harassment should be submitted to the General Manager, under the Prohibited Discrimination, Harassment and Retaliation Policy. If a discrimination or harassment complaint is submitted under this Policy, the complaint will be referred to the appropriate official to handle under the applicable policy.

Procedures:

Reporting: All members of the SPAC Community are encouraged to report violations or suspected violations of law, rule, or regulation or SPAC policy. There are two ways that any individual can make such a report:

- A. to the General Manager by e-mail or by hard-copy letter mailed to them through interoffice mail with their name and title, or regular mail using SPAC's mailing address: 108 Avenue of the Pines, Saratoga Springs, NY 12866. If the General Manager is the subject of the report, then the report should be made to President.
- B. by using SPAC'S anonymous hotline at 838-200-8120 or via email at confidential@integra-hr.com, or by using SPAC's Confidential and Anonymous Report form, a copy of which is located in the Appendix. Anonymous reports will be referred to the General Manager.

The most effective investigations are based on the timely receipt of evidence, so Complainants are encouraged to make reports as soon as a violation is suspected, with as much information as possible.

Individuals outside of the SPAC Community who wish to report Misconduct or suspected Misconduct may use SPAC'S anonymous hotline at 838-200-8120 or via email at confidential@integra-hr.com.

Investigation Procedures:

If an officer or Trustee of SPAC or a Key Person is notified of a complaint under this Policy, they should immediately notify the General Manager, who shall then notify the President. If the President is the subject of the complaint, the General Manager shall notify the Chair

of the Board and Chair of the Audit Committee. If the General Manager is the subject of the complaint, the notification should be made directly to the President, in which case the President shall notify the Chair of the Audit Committee.

The General Manager (or the President in the event the General Manager is the subject of the complaint) will determine if the complaint falls within the ambit of this Policy. If it does, the General Manager shall immediately notify the Chair of the Audit Committee. If it does not, the General Manager shall promptly direct the complaint to the appropriate party within SPAC and provide a periodic summary to the President and the Audit Committee describing such complaints and the party to whom they were re-directed.

The President, in consultation with the General Manager will promptly determine how and in what time frame an investigation is conducted for complaints under this Policy. The General Manager and the President should ensure that the investigation is undertaken as quickly as possible without impairing the quality of the investigation.

If the President or the General Manager is the subject of the complaint, the Chair of the Audit Committee and the Chair of the Board will promptly determine how and in what time frame an investigation is conducted. In this instance, the Chair of the Audit Committee and Chair of the Board should ensure that the investigation is undertaken as quickly as possible without impairing the quality of the investigation and that the report on the investigation is made directly to the Chair of the Audit Committee and the Chair of the Board.

Nothing within this Policy shall preclude a Complainant, the President, the General Manager, the Chair of the Audit Committee, or the Chair of the Board from reporting Misconduct to appropriate external law enforcement agencies.

The investigator is responsible for interviewing witnesses and gathering information relevant to the complaint. Due to the varied nature of complaints, it is not possible to provide precise timelines for all investigations. The investigator will create a report to the Chair of the Audit Committee and the Chair of the Board rendering a finding regarding whether or not a violation of law, rule, or regulation, or SPAC policy occurred, and, if so, recommending a plan to resolve the violation. The investigators report shall be submitted for review and action by the Audit Committee, which shall periodically report its findings and actions to the Board. If and when the Audit Committee deems appropriate, it may abstain from taking action on a particular matter and promptly submit the matter to the Board (via the Chair of the Board, or if the Chair of the Board is the subject of the report, to another member of the Board as appropriate) for review and action by the Board.

Once the investigation is final and the Audit Committee or the Board has determined a plan of action, and subject to confidentiality requirements, the Complainant will be advised regarding the outcome of the investigation by a designee as authorized by the Audit Committee.

In accordance with the New York Not-For-Profit Corporation Law, in cases where reports under this Policy are discussed or voted on by the Board or a Committee of the Board, any individual who is the subject of the report shall not be present or participate in the

deliberations or vote on matters relating to such report. However, nothing prohibits the Board or Audit Committee from requesting that a person who is the subject of the complaint present information as background or answer question at a Committee or Board meeting prior to the commencement of deliberations or voting relating to the report and investigation. Any Trustee who is an employee of SPAC shall not participate in any Board or Committee deliberations or voting relating to the administration of this Policy.

Complainant Responsibility:

The confidentiality of the Complainant making a report will be maintained to the extent practicable within the limitations of the law and the legitimate needs of the investigation. Although reports may be submitted anonymously, anonymity may hinder the investigation of the complaint. In addition, a Complainant may be required or asked to testify in court if the investigation reveals a violation of the law requiring an external adjudication.

Complainants found to have knowingly made false and baseless allegations may be subject to disciplinary action up to and including termination. A false and baseless allegation is one made with an awareness of its falsity, or one made without any substantial basis and with a reckless disregard for its truth.

No Retaliation: No Trustee, officer, Key Person, employee or volunteer of SPAC who in good faith reports any Misconduct or suspected Misconduct shall be subjected to intimidation, harassment, discrimination or other retaliation, or in the case of employees, adverse employment consequence. More specifically, SPAC will not take any retaliatory action against an employee, whether or not within the scope of the employee's job duties, because such employee does any of the following:

- (1) discloses, or threatens to disclose to a supervisor or to a public body an activity, policy or practice that the employee reasonably believes is in violation of law, rule or regulation or that the employee reasonably believes poses a substantial and specific danger to the public health or safety;
- (2) provides information to, or testifies before, any public body conducting an investigation, hearing or inquiry into any such activity, policy or practice by such employer; or
- (3) objects to, or refuses to participate in any such activity, policy, or practice.

The protection against retaliatory action pertaining to disclosure to a public body (in section (1) above) shall not apply unless the employee has made a good faith effort to bring the activity, policy, or practice to the attention of a supervisor of SPAC a reasonable opportunity to correct such activity, policy or practice. However, this good faith effort requirement shall not apply where:

- (1) there is an imminent and serious danger to the public health or safety;
- (2) the employee reasonably believes that reporting to the supervisor would result in a destruction of evidence or other concealment of the activity, policy, or practice;
- (3) such activity, policy, or practice could reasonably be expected to lead to endangering the welfare of a minor;

- (4) the employee reasonably believes that reporting to the supervisor would result in physical harm to the employee or any other person; or
- (5) the employee reasonably believes that the supervisor is already aware of the activity, policy, or practice and will not correct such activity, policy or practice.

Retaliatory action includes any adverse action taken by SPAC to discharge, threaten, penalize, or in any other manner discriminate against any employee exercising rights under this Policy, including:

- (1) adverse employment actions or threats to take such adverse employment actions against an employee in the terms of conditions of employment, including but not limited to discharge, suspension, or demotion;
- (2) actions or threats to take such actions that would adversely impact a former employee's current or future employment; or
- (3) threatening to contact or contacting United States immigration authorities or otherwise reporting or threatening to report an employee's suspected citizenship or immigration status or the suspected citizenship or immigration status of an employee's family or household member, to a federal, state, or local agency.

A member of the SPAC Community who retaliates against a Complainant who has made a good faith report under this Policy may be subject to disciplinary action, up to and including termination. Complainants who believe that they, or any of their associates, have been retaliated against under this Policy should immediately notify the President or the General Manager. If the retaliation was conducted by the President or the General Manager, then the report may be made to the Chair of the Audit Committee or Chair of the Board of Trustees.

Oversight:

The General Manager will annually provide a report on Whistleblower Reports to the Audit Committee of the Board of Trustees. The report will document Whistleblower Reports received during the year and will provide an appraisal of the Policy's effectiveness in receiving and investigating reports. If a complaint comes to the General Manger's attention that involves significant risk to SPAC'S reputation or finances, the General Manager shall apprise the President and Chair of the Board of the complaint as soon as possible after the General Manager learns of the report and its risk to the institution.

Enforcement:

Failure to comply with this Policy will be addressed through SPAC'S established policies and processes. Such failure to comply may result in disciplinary action up to and including termination of employment.

Distribution:

A copy of this Policy shall be conspicuously posted on SPAC'S website and distributed to all directors, officers, employees, and to volunteers, and vendors who provide substantial services to SPAC. For purposes of this paragraph, posting the Policy on SPAC's website and in SPAC's Human Resources office and President's office in conspicuous locations accessible to employees and volunteers are among the methods SPAC may use to satisfy the distribution requirement. SPAC will also inform employees of their protections, rights and obligations under New York State Labor Law § 740, by conspicuously posting a notice in an easily accessible and well-lighted place customarily frequented by employees and applicants for employment.