



WHISTLEBLOWER POLICY

I. PURPOSE.

This Whistleblower Policy will serve to safeguard high standards of organizational and personal ethics in the Stony Brook Foundation, Inc. (the “Corporation”). It will encourage all trustees, officers, employees, volunteers and agents to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws and regulations. Toward that end, this policy addresses the submission by trustees, officers, employees, volunteers and agents of complaints, concerns, and suspected violations with respect to one or more of the following matters:

- Questionable financial practices, including, but not limited to, the misuse of the Corporation’s assets, the circumvention or attempted circumvention of accounting procedures or internal controls, or conduct that would otherwise constitute a violation of the Corporation’s financial policies (each, a “Financial Allegation”);
- Compliance with legal and regulatory requirements and violations of the Corporation’s non-financial policies (“Legal Allegation”);
- Intimidation, harassment, discrimination or other retaliation against any individuals, or adverse employment consequences in the case of employees, who make Financial Allegations or Legal Allegations (a “Retaliatory Act”); and
- Any alleged incident of discrimination or abuse by a trustee, employee or volunteer of the Corporation based on race, religion, sexual preference, place of origin, etc. (a “Discriminatory Act”).

II. RESPONSIBILITIES OF DESIGNATED OFFICERS AND THE AUDIT COMMITTEE WITH RESPECT TO SPECIFIED COMPLAINTS.

It is the responsibility of each of the Chair of the Audit Committee and each member of the Executive Committee (each, a “Designated Officer”) to administer this Policy and to report to the Audit Committee (the “Audit Committee”) of the Corporation’s Board of Trustees (the “Board”). The Audit Committee is responsible for overseeing the adoption, implementation of and compliance with this Policy.

In that regard, complaints, concerns and allegations involving Financial Allegations, Legal Allegations, Retaliatory Acts or Discriminatory Acts (“Reports”) will be reported to one of

the Designated Officers. Notwithstanding the foregoing, if a Report involves a Designated Officer, the Report will be made to another Designated Officer.

Nothing in this Policy will be interpreted to prohibit any person making a Report from taking any action, or pursuing any remedy, with respect to the reported Financial Allegations, Legal Allegations, Retaliatory Acts or Discriminatory Acts otherwise permitted by law.

III. PROCEDURES FOR RECEIVING REPORTS.

Any Report that is made directly to a Designated Officer, whether openly, confidentially or anonymously, will be promptly reported to the full Audit Committee. Concerns expressed anonymously will be investigated to the extent possible. However, anonymity could become an obstacle to full review and resolution of a concern by the Corporation and therefore an individual may be asked to provide certain additional identifying details in order for the Corporation to conduct a thorough investigation of their allegations.

The Designated Officer will notify the complainant – if his/her identity is known – and acknowledge receipt of the Report within seven days.

Each Report will be reviewed by the Audit Committee. The Audit Committee will have discretion to consult with anyone who is not the subject of the allegation and may have appropriate expertise to assist the Audit Committee, including other any other Committee of the Board. The Audit Committee will determine whether the Audit Committee should investigate the Report, taking into account the considerations set forth in Section IV below.

If the Audit Committee determines that it should investigate the Report, the Audit Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

IV. CONSIDERATIONS IN DETERMINING WHETHER THE AUDIT COMMITTEE SHOULD INVESTIGATE A REPORT.

In determining whether the Audit Committee should investigate a Report, the Audit Committee will consider, among any other factors that are appropriate under the circumstances, the following:

- Who is the alleged wrongdoer?
- How serious is the alleged wrongdoing?
- How credible is the allegation of wrongdoing?

The person who is the subject of the Report may not be present at or participate in deliberations or voting regarding the Report, including whether the Audit Committee should investigate a Report, provided that the Audit Committee or its designee may request that the person who is the subject of the Report present information as background or answer questions at a meeting prior to the commencement of deliberations or voting.

V. PROTECTION OF WHISTLEBLOWERS.

Non-retaliation.

The Corporation, including the Board and the officers, will not intimidate, harass, discriminate, or retaliate, or in the case of employees, subject to adverse employment consequences, and will not tolerate any intimidation, harassment, discrimination or other retaliation, or in the case of employees, imposition of adverse employment consequences, by any other person or group, directly or indirectly, against anyone who, in good faith, makes a Report or provides assistance to the Audit Committee or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report.

An officer, trustee, employee or volunteer who retaliates against someone who has reported a violation is subject to discipline up to and including removal from the office or from the Board or termination of employment or volunteer status.

Confidentiality.

The Corporation, including the Audit Committee, the Board and the officers, will not, unless compelled by judicial or other legal process, reveal the identity of any person who makes a Report or provides assistance to the Audit Committee, including to any governmental, regulatory or law enforcement body, in investigating a Report and who, in each case, asks that his/her identity as the person who made such Report or provided assistance in connection with such Report remain confidential. The Corporation, including the Audit Committee, the Board and the officers also will not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

VI. RECORDS.

The Corporation will retain for a period of seven years all records relating to any Report and investigation.

VII. DISTRIBUTION.

A copy of this Whistleblower Policy will be distributed to all trustees, officers, and employees, and to volunteers who provide substantial services to the Corporation.

Amended and Restated: December 13, 2017