



NEW YORK GENOME CENTER POLICIES AND PROCEDURES

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Policy Number	LEG-002
Policy Title	Whistleblower Policy
Version	2
Effective Date	October 26, 2017
Issued By	President and Chief Operating Officer
Responsible Officer	Elizabeth O'Brien
<input checked="" type="checkbox"/> Institution Policy <input type="checkbox"/> Department Policy	

1. Purpose and Scope of Policy

New York Genome Center (the "Center") requires its directors, officers, employees, faculty members, trainees and volunteers to observe high standards of business and personal ethics, and to conduct their duties and responsibilities to the Center with honesty and integrity. This Whistleblower Policy (the "Policy") has been established to (a) provide a means for directors, officers, employees, faculty members, trainees and volunteers of the Center to raise good faith concerns about conduct by or within the Center that is or appears to be illegal, fraudulent, dishonest, unethical or in violation of any adopted policy of the Center (collectively referred to as "Concerns") and (b) prohibit retaliation against individuals covered by this Policy who report a Concern in good faith.

Scope of Policy

Concerns covered by this Policy include, but are not limited to, accounting, auditing or financial reporting irregularities or actions that may lead to such irregularities; providing false information to, or withholding material information from, the Center's auditors; engaging in fraud, theft, kickbacks, or other illegal activities; destroying, altering, concealing or falsifying a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding; engaging in practices that create and present a substantial and specific danger to the public health or safety or that constitute health care fraud; or planning, facilitating or concealing any of the above. This is not intended to be an exhaustive list but rather a guide to the types of improper behavior covered by this Policy.

Reporting Responsibility

All directors, officers, employees, faculty members, trainees and volunteers are covered under this Policy. It is the responsibility of all directors, officers, employees, faculty members, trainees and volunteers to comply with this Policy and to report Concerns in accordance with the procedures set forth in this Policy. The individuals

involved in such Concerns may be directors, officers, employees, faculty members, trainees, volunteers, auditors, vendors or other third parties.

Policy Administrator

The General Counsel of the Center shall be designated to administer this Policy (the “Policy Administrator”) and report relevant information to the Audit Committee of the Board of Directors (the “Audit Committee”).

2. Policy/Principles

Procedure for Reporting Concerns

Directors, officers, employees, faculty members, trainees and volunteers may report any Concerns in writing or orally. A concern may be submitted:

- Through the Center’s compliance hotline, by phone at 855-252-7606;
- To the Policy Administrator, by phone at (646) 977-7255; or
- By discussing it with a supervisor or manager, or a member of the Human Resources, who will in turn forward the concern in writing to the Policy Administrator.

If the Policy Administrator is the subject of the Concern, information should be reported to the President and Chief Operating Officer, who shall in turn report the Concern to the Chair of the Audit Committee.

All reports of Concerns should provide sufficient information and detail so that the Concern can be properly investigated. The investigation of anonymous complaints can be difficult because follow-up questions are not possible. Therefore, anonymous complaints should be detailed to the greatest extent possible in order to aid investigation and resolution.

Handling of Reported Concerns

All reported Concerns will be promptly investigated by the Policy Administrator under the oversight of the Audit Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. No investigation will be made of unspecified wrongdoing or broad allegations.

The Policy Administrator will promptly notify the Chair of the Audit Committee of any reported Concern, as well as the Policy Administrator’s proposed plan for investigating the Concern. If the Policy Administrator believes the Concern is without merit, the Policy Administrator will explain the basis for such belief to the Chair of the Audit Committee. However, the determination of whether to proceed with an investigation and the scope of the investigation itself, remains within the discretion of the Audit Committee. The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resources deemed necessary to conduct a full and complete investigation of the Concern.

In addition to prompt notification to the Chair of the Audit Committee of reported Concerns, on a semi-annual basis or more frequently as needed, the Policy Administrator will provide a report to the Audit Committee on the Concerns received pursuant to this Policy, with a summary of their status and disposition. The Policy Administrator is required to report to the full Board of Directors at least annually regarding such Concerns, if any.

Confidentiality

Reports of Concerns will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Acting in Good Faith

Anyone reporting a Concern must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law, regulation or corporate policy. Any allegations 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.

No Retaliation

No director, officer, employee, faculty member, trainee or volunteer of the Center who in good faith reports any Concern (whether reported to the Center, its agents, auditors or to any law enforcement officials, government or regulatory agency), or who cooperates with an investigation of a complaint (whether conducted by the Center, its agents, auditors or by any law enforcement officials, government or regulatory agency), shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of an employee, faculty member or trainee, adverse employment or appointment consequences. Any person who retaliates against someone who has reported a Concern in good faith is subject to appropriate discipline and corrective action, up to and including termination of his or her employment, appointment or any other affiliation with the Center. Reporting a Concern under this Policy does not provide the person making the report with immunity for participating or being complicit in the Concern that is the subject of the Concern or ensuing investigations.

Policy Distribution

A copy of this Policy will be distributed to each director, officer, employee, faculty member, trainee and volunteer who provides substantial services to the Center promptly following the adoption of this Policy, and at such time as a person assumes his/her respective position. If distribution of this Policy in person or by mail or email is not practical under the circumstances (e.g., because of the difficulty of identifying volunteers who should receive the Policy), the Center can satisfy the distribution requirement by posting a copy of the Policy on its public website, provided that the Center shall provide a copy of this Policy to any director, officer, employee, faculty member, trainee or volunteer who has requested a copy of the Policy.

Policy Adoption and Oversight

The Audit Committee is responsible for providing oversight of the administration's adoption and implementation of, and compliance with, this Policy.

Any questions, concerns or suggestions regarding this Policy should be addressed directly to the Policy Administrator.

3. Procedure

See **2. Policy/Principles**

4. Definitions

N/A

5. Superseded & Related Policies

Policy on Whistleblower Protection (Effective Date: August 26, 2014)

6. Record of Changes

Date	Description of Change