

THE CHRISTIAN BROTHERS ACADEMY OF SYRACUSE, NEW YORK

WHISTLEBLOWER POLICY

I. PURPOSES

The Christian Brothers Academy of Syracuse, New York (“CBA”), 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 Trustees, officers, employees, and volunteers of CBA (each, a “**Covered Person**” or “**you**”) must act in accordance with all applicable laws and regulations and with the policies of CBA at all times, and assist in ensuring that CBA 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 CBA that is or may be illegal, fraudulent, or in violation of any policy of CBA, as well as any other matter that could cause serious damage to CBA’s reputation (each, a “**Concern**”), and (b) prohibits retaliation against any **Covered Person** who reports a **Concern** in good faith (as described at Section III, below). By responding to a **Concern** appropriately, we can better support an environment where compliance is valued and ensure that CBA 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 that any **Covered Person** or other person associated or doing business with CBA 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 CBA. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of CBA’s accounting policies), fraud, harassment, or any other illegal, unethical, or proscribed conduct. While a **Concern** may be submitted at any time, **you** should endeavor to report a **Concern** as soon as reasonably possible after **you** become aware of the matter.

III. HOW TO RAISE A CONCERN

A **Concern** 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 investigated properly. A **Concern** may be submitted:

- By discussing it with a supervisor or manager, who will in turn forward the **Concern** to the **Policy Administrator** for review where appropriate;

- To the administrator of this Policy (the “**Policy Administrator**”) who is the Chair of the Board of Trustees.

Concerns may be raised anonymously, but any individual reporting his or her own violation shall not satisfy his or her obligation to comply with this Policy by raising a **Concern** anonymously.

You must act in good faith when raising a **Concern**. Making allegations other than in good faith (as, for example, making allegations that prove to be unsubstantiated, or that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false) will be viewed as a serious offense that may result in discipline, up to and including termination of employment or other relationship with CBA. Such conduct may also give rise to other actions, including civil lawsuits.

IV. PROCEDURES FOR RECEIVING AND REVIEWING CONCERNS

Any supervisor, manager, or other person receiving a **Concern** should contact the **Policy Administrator**, who will coordinate further action. The **Policy Administrator** 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. If a **Concern** involves or implicates the **Policy Administrator**, then the **Policy Administrator** will promptly recuse himself or herself from the investigation and so inform the Audit Committee in writing. The Audit Committee may investigate such **Concern** or retain impartial attorneys to investigate the **Concern**.

V. RECORDS OF CONCERNS AND INVESTIGATION REPORTS

The **Policy Administrator** will maintain a written record of all **Concerns**, summarizing in reasonable detail for each **Concern**:

1. The nature of the **Concern** (including any specific allegations made and the persons involved);
2. the date of receipt of the **Concern**;
3. 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
4. any final resolution of the **Concern**.

The **Policy Administrator** will distribute an update of this record to the Chair of the Audit Committee in advance of each regularly scheduled meeting.

VI. CONFIDENTIALITY

All **Concerns** received will be treated confidentially and/or anonymously (subject to the limitation on anonymity set forth in Section III of this Policy), as applicable, to the extent reasonable and practicable under the circumstances.

VII. NO RETALIATION AGAINST WHISTLEBLOWERS

It is CBA's policy to encourage the communication of bona fide **Concerns** relating to the lawful and ethical conduct of CBA's business. It is also CBA's policy 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 Trustee, officer, employee, or volunteer of CBA 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 CBA.

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**. This Policy will also be posted on CBA's website and available to the general public.

IX. POLICY ADOPTION AND OVERSIGHT

The Board of Trustees is responsible for providing oversight of the adoption and implementation of, and compliance with, this Policy. Only Trustees satisfying the definition of "independence" pursuant to applicable law are permitted to participate in any Board deliberations or vote on matters relating to this Policy.

This Whistleblower Policy was adopted by the Board of Trustees on _____.