

THE CAMPAIGN AGAINST HUNGER, INC.

Whistleblower Policy

I. PURPOSES

The Campaign Against Hunger, Inc. (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, independent contractors, consultants, 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 or status as a not-for-profit corporation (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 are encouraged to disclose to and seek guidance from an appropriate supervisor or manager if you believe in good faith 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 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 specific form is required to be filled out in order 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 administrator of this Policy (the “Policy Administrator”), who is Stephanie Josephs, at sjosephs@tcahnyc.org, who will copy the Chair of the Board of Directors of the Organization (the “Board Chair”); or

- To the Board Chair at boardchair@tcahnyc.org, who will in turn forward the Concern to the Policy Administrator for review; or
- By discussing it with a supervisor or manager, who shall in turn forward the Concern to the Policy Administrator and Board Chair for review.

Concerns may be raised anonymously; however, any individual reporting his or her own violation shall not satisfy his/her disclosure obligation hereunder with a Concern raised anonymously. Any individual who is the subject of a Concern is prohibited from participating in any board or committee deliberations or voting relating to the evaluation of such Concern in accordance with this Policy; provided that the Board is not prohibited from requesting such individual present information as background or answer questions at a meeting of the Board prior to the commencement of deliberations or voting relating thereto.

IV. PROCEDURES FOR RECEIVING AND REVIEWING CONCERNS

Any supervisor, manager, or other person who receives a Concern should contact the Policy Administrator (whose contact information is provided in Section III above), and the Policy Administrator will coordinate further action. To the extent possible, you will receive a notice from the Organization within five business days of the Policy Administrator's receipt of the Concern.

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 (although the investigation may be conducted by impartial attorneys at the direction of the Policy Administrator). The Organization will use its best efforts to conduct the review in a confidential 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. Any person who fails to act in good faith or does not cooperate in connection with any such investigation may be subject to disciplinary action, up to and including termination of employment. In the event a Concern involves or implicates the Policy Administrator, the Policy Administrator will promptly recuse himself or herself from the investigation and inform the Board in writing. The Board may investigate such Concern or appoint impartial attorneys to investigate the Concern.

Any investigation will be conducted at no cost to you. You will receive notice of the completion of the investigation within five days of the conclusion of the investigation. As deemed appropriate by the Policy Administrator, a written report including recommendations with respect to the Concern will be submitted to the senior managers of the Corporation, the Board or an authorized committee of the Board.

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: (i) the nature of the Concern (including any specific allegations made and the persons involved); (ii) the date of receipt of the Concern; (iii) 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 (iv) any final resolution of the Concern. The Policy Administrator will distribute an update of this record to the Chair of the Board in advance of each regularly scheduled meeting thereof.

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

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 or other forms of retaliation (including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied) may be taken against any Covered Person based on such person having reported in good faith any Concern or assisted 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. Supervisors and managers will be trained on this Policy and the Organization's prohibition against retaliation in accordance with this Policy.

VIII. POLICY DISTRIBUTION

A copy of this Policy will be distributed to each Covered Person promptly following the adoption of or any amendments to this Policy, and at such time as a person becomes a Covered Person. This distribution requirement may be satisfied by posting a copy of this Policy on the Organization's website or at the Organization's offices in a conspicuous location accessible to employees and volunteers.

IX. POLICY ADOPTION AND OVERSIGHT

The Board is ultimately responsible for providing oversight of the adoption and implementation of, and compliance with, this Policy.

This Policy was adopted by the Board on this 15th day of June, 2021.