

Appendix 5

Whistleblower Policy

New York State Law and HRPT policy protect individuals who in good faith report violations of HRPT's Code of Ethics or other instances of actual or potential wrongdoing within HRPT. The Whistleblower Policy set forth below is intended to encourage and enable HRPT employees to raise concerns in good faith without fear of retaliation or adverse employment action.

A) Scope

The Whistleblower Policy is adopted pursuant to § 715-b of the Not-For-Profit Corporations Law and § 2986 of the Public Authorities Law, and applies to all HRPT directors, officers, employees, and volunteers.

B) Definitions

“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 potential wrongdoing.

“HRPT Employee”: All officers and staff employed at HRPT whether full-time, part-time, employed pursuant to contract, employees on probation, temporary employees, and volunteers.

“Whistleblower”: Any HRPT Employee (as defined herein) or Director who in good faith discloses information concerning wrongdoing by another HRPT Employee, or concerning the business of HRPT itself.

“Wrongdoing”: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a HRPT Employee or Director that relates to HRPT.

“Personnel action”: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

C) Reporting Wrongdoing

Any HRPT Employee or Director who discovers or has knowledge of potential wrongdoing concerning Directors, officers, or employees of HRPT; or a person having business dealings with HRPT; or concerning HRPT itself, shall report such activity in accordance with the following procedures:

- i) Any HRPT Employee or Director shall disclose any information concerning wrongdoing either orally or in a written report to the HRPT's ethics officer, general counsel, or human resources representative.
- ii) Any HRPT Employee or Director who discovers or has knowledge of wrongdoing shall report such wrongdoing immediately.
- iii) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the greatest extent possible.

- iv) The individual to whom the potential wrongdoing is reported shall refer the issue to the General Counsel or the Director of HR (who shall disclose the issue to the General Counsel).
- v) Should an HRPT Employee or Director who has knowledge of potential wrongdoing believe in good faith that disclosing information within the HRPT would likely subject him or her to adverse personnel action or be wholly ineffective, HRPT Employee or Director may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.

D) No Retaliation or Interference

No HRPT Employee or Director shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no HRPT Employee or Director shall interfere with the right of any other HRPT Employee or Director by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- i) No HRPT Employee or Director who in good faith discloses potential violations of HRPT's Code of Ethics or other instances of potential wrongdoing shall suffer harassment, retaliation, or adverse personnel action because of the disclosure.
- ii) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by HRPT.
- iii) Any HRPT Employee or Director who retaliates against or attempts to interfere with any individual for having in good faith disclosed potential violations of HRPT's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- iv) Any allegation of retaliation or interference will be treated seriously, and, irrespective of the outcome of the initial complaint, will be treated separately from the initial complaint.

E) Other Legal Rights Not Impaired

The Whistleblower Policy set forth herein is not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- i) Specifically, this Whistleblower Policy is not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law §740, State Finance Law § 191 (commonly known as the "False Claims Act"), and Executive Law § 55(1).
- ii) In order to preserve remedies pursuant to Civil Service Law § 75-b or Labor Law § 740 (which bar an employer from retaliatory action against an employee), an employee whistleblower must, prior to disclosing information to a government body, make a good faith effort to provide the employer the information to be disclosed, allowing a reasonable time to take appropriate action, unless there is imminent and serious danger to public health or safety.

F) Whistleblower Administrator

HRPT's General Counsel is designated as HRPT's Whistleblower Administrator, who shall report to the Board of Directors or the Board of Director's Governance Committee any violations of the law, regulations, and/or HRPT policy, and shall otherwise effectuate this policy.

G) Dissemination

A copy of this Whistleblower Policy must be distributed to all HRPT directors, officers, employees and to volunteers who provide substantial services to HRPT.