

## **HISTORIC HOUSE TRUST OF NEW YORK CITY**

### **Ethical Conduct and Whistleblower Policy**

As a nonprofit organization dedicated to the public interest, the Historic House Trust of New York City (“HHT”) confirms that its policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support HHT because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

HHT will comply with all applicable laws and regulations and expects its directors, officers, employees, and volunteers to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Directors and officers should not use their positions to obtain personal gain or inappropriate services or expertise from HHT’s staff.

In general, the use of good judgment based on high ethical principles will guide directors, officers, employees, and volunteers with respect to lines of acceptable conduct. However, if a situation arises in which it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of HHT.

This policy does not apply to direct employees of the City of New York, who are otherwise subject to Chapter 68 of the New York City Charter and the Rules of the New York City Conflict of Interest Board promulgated thereunder. Nothing in this Policy is intended to limit, alter or amend the obligations of such employees.

### **What We Will Do**

In implementing this Policy, we will do the following:

- Perform our services for HHT with integrity, honesty, and trustworthiness and dedication to HHT’s values and beliefs.
- Conduct HHT’s operations in a manner that is accountable and transparent to our constituents and to one another. We will share information when appropriate without sacrificing confidentiality.
- Treat our HHT colleagues, and the public, with respect. We will respect the opinions of others and the differences among individuals.
- Be equitable in our decisions and actions and mindful of their impact on other groups and people.

- Endeavor to keep the New York City community appropriately informed about issues affecting it.

### **What We Will Not Do**

In support of HHT's standards of high ethical conduct, each Board member, officer, employee, and volunteer WILL NOT

- Deceive, defraud, or mislead HHT board members, officers, staff members, managers, supervisors, or other associates, or those with whom HHT has business or other relationships.
- Misrepresent HHT in any negotiations, dealings, contracts, or agreements.
- Divulge or release any information of a proprietary nature relating to HHT's plans, mission, or operational databases without appropriate approval.
- Obtain a personal advantage or benefit due to relationships established by any officer, senior staff member, or board member by use of the organization's name.
- Accept individual gifts, services, loans or other things of value in connection with his/her relationship with HHT that are greater than the value of courtesies that are commonly and usually associated with common business practices and that have a value reasonably thought to be in excess of that stated in HHT's Conflict of Interest policy.
- Withhold his/her best efforts in performing HHT-related duties to acceptable standards.
- Engage in unethical business practices of any type.
- Use HHT's property, financial resources, or the services of HHT personnel for inappropriate personal benefit.
- Violate any applicable laws or ordinances.

### **Reporting Violations or Concerns**

All Personnel have an obligation to report: (a) possible violations of laws, rules, or regulations governing the operations of HHT or the conduct of HHT Personnel in the performance of their duties for HHT; (b) questionable accounting or auditing matters; (c) possible violations of this Policy (collectively referred to here as "Concerns"), where they have a reasonable basis for believing that there is such a possible violation or questionable accounting practice. Reports may be made anonymously.

With respect to all such Concerns, employees and volunteers should contact the Executive Director. If the Executive Director is the subject of the concern, the initial report should be made to the Chair of the Conflicts Committee of the Board of Directors.

Members of the Board of Directors should report: (a) to the Executive Director any Concerns with respect to the activities of Personnel who are not members of the Board of Directors; (b) to the Chair of the Conflicts Committee any Concerns with respect to the activities of members of the Board of Directors or of the Executive Director; and (c) to the Chair of the Board of Directors any concerns with respect to the activities of the Chair of the Conflicts Committee.

### **Investigating Violations or Concerns**

The person receiving the initial report of a Concern (the "Investigator") shall reduce the Concern to writing, forward a copy to the Chair of the Conflicts Committee, and shall be responsible for investigating the Concern. The Investigator (*i.e.*, the person responsible for conducting the investigation) must promptly address all reported Concerns. The Investigator will promptly notify the person who initiated the Concern that the Investigator has received the report of the Concern. The Investigator will conduct whatever investigation is called for by the circumstances of the report. The Investigator will strive to conduct the investigation as confidentially as possible considering the circumstances of the Concern. If the information obtained in the investigation warrants corrective action, the Investigator will recommend appropriate corrective measures in a written report. If the circumstances of the Concern indicate that no investigation, or only limited investigation, was warranted, the report will so state and will state the reason for that conclusion. If no corrective action is warranted, the report shall so state, with the reasons for that conclusion.

The Investigator will submit his or her written report to the Chair of the Conflicts Committee. If the report does not recommend any corrective action, the Chair of the Conflicts Committee may decide to accept that determination and no further action is required. If the report recommends corrective action, and the Chair of the Conflicts Committee agrees that corrective action is appropriate, the recommended corrective action, or a modification of that recommended action determined by the Chair of the Conflicts Committee, will be implemented. The Chair of the Conflicts Committee, with the approval of the Board, may also decide not to accept the Investigator's recommendation of corrective action and conclude that no further action is necessary.

If circumstances warrant, the Chair of the Conflicts Committee, with the approval of the Executive Committee, may retain outside legal counsel, accountants, private investigators, or other resource deemed necessary to conduct a full and complete investigation of the allegations.

In a circumstance in which the actions or inaction of the Board of Directors is a subject of the Concern, the report will be submitted to the Chair of the Conflicts Committee, and if that Chair is also a subject of the Concern, the report will be submitted to a member of the Executive Committee who is not a subject of the Concern. In any such circumstance, the uninterested member of the Executive Committee will have the same authority as described above with respect to the Chair of the Conflicts Committee.

### **Implementing the Rationale of this Policy**

Since it is not possible to anticipate every possible circumstance in which this Policy may apply, in any circumstance not addressed above, this Policy should be interpreted so that a report should be made to an appropriate person in authority at HHT who is not a subject of the Concern, and the investigation, and determination as to corrective action, should be performed by a person who is not the subject of the Concern.

### **No Retaliation**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that there is a possible violation as described above, or a questionable accounting practice. No person who reports a Concern in good faith shall be subject to any retaliation, including any adverse employment actions or consequences. Any person who retaliates against a person who has made a good faith report of a Concern will be subject to disciplinary action, up to and including termination of employment or, in the case of non-employees, disassociation from HHT.

### **Confidentiality**

Reports of Concerns, and investigations of Concerns, will be kept confidential to the extent feasible considering the nature of the Concern and the need to conduct an appropriate investigation.

Making disclosure of reports of Concerns to persons who are not involved in the investigation and are not in the chain or reporting of Concerns may result in disciplinary action, including termination of employment, or disassociation from HHT.

\*

\*

\*