



Whistleblower Policy

General

The New York Law School ("NYLS") Whistleblower Policy (this "Policy") has been established to protect directors, officers, key persons,¹ employees, vendors, and volunteers of NYLS (each, a "Covered Person") from retaliation and to provide a means for Covered Persons to raise good faith concerns about any action or suspected action taken by or within NYLS that is or appears to be illegal, fraudulent, or in violation of any adopted policy of NYLS (each, a "Suspected Violation"). This Policy is designed to be consistent with applicable federal and state law, including the New York Not-for-Profit Corporation Law, as amended ("N-PCL").

NYLS requires all Covered Persons to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. Early identification and resolution of ethical issues that might arise is critical to maintaining sound business, including but not limited to financial, practices. In this spirit, NYLS's Covered Persons are encouraged to raise good faith concerns in any instances in which these standards may be compromised.

Reporting Responsibility

This Policy applies to all Covered Persons. It is the responsibility of all Covered Persons to comply with this Policy and to report Suspected Violations in accordance with the procedures set forth in this Policy. The individuals involved in such Suspected Violations may be directors, officers, employees, volunteers, auditors, vendors, or other third parties.

Compliance Officers

The Compliance Officers, as designated by the NYLS Dean and set forth below, under the supervision of the Chair of the Audit Committee, shall administer the Policy and regularly report to the Audit Committee or the NYLS Board of Trustees (the "Board") regarding the Policy. The Audit Committee and the Board may be referred to herein as the "Reviewing Body."

Procedure for Reporting Suspected Violations

Any Covered Person may file a complaint (the "Reporting Party"), either in written or oral form, reporting a Suspected Violation to the Compliance Officers, who will report such Suspected Violation to the Audit Committee. In all cases, the Reporting Party should provide as much detail as possible regarding the specific concerns along with any supporting information and documentation.

If (i) the Reporting Party is uncomfortable reporting the complaint to the Compliance Officers, (ii) the complaint concerns the Compliance Officers, or (iii) the Reporting Party is unsatisfied with the Compliance Officers' response, the Reporting Party is encouraged to instead speak with their supervisor or any member of management or the Executive Committee with whom they are comfortable. In such case, the manager or Executive Committee member to whom such Suspected Violation is reported

¹ A "key person" includes any person, other than a director or officer, whether or not an employee of NYLS, who (i) has responsibilities, or exercises powers or influence over NYLS as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages NYLS, or a segment of NYLS that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of NYLS's capital expenditures or operating budget.

shall in turn report such Suspected Violation to the Audit Committee. The Audit Committee shall then designate someone to investigate and oversee the resolution of the complaint and all references to the Compliance Officers in this Policy with respect to such complaint shall be applicable to such designee. Such report shall include a statement as to whether such Suspected Violation was reported to the Compliance Officers; if it was not, the report shall indicate why the Suspected Violation was not reported to the Compliance Officers.

Complaints of Suspected Violations may be made anonymously. Anonymous complaints should be detailed to the greatest extent possible because follow up questions will not be possible, making the investigation and resolution of such complaints difficult.

Confidentiality

NYLS will maintain the confidentiality of the Reporting Party's identity and the information provided by the Reporting Party to the greatest extent practicable within the limitations of the law, NYLS's policies, and the need to conduct a fair and adequate investigation and take necessary corrective action.

Procedure for Handling of Reported Violations

All complaints will be promptly investigated by or under the direction of the Compliance Officers, who may recommend appropriate corrective action to the Audit Committee if warranted by the investigation. The Audit Committee may refer the matter to the Board for action, depending on the seriousness or severity of the complaint. Directors who are employees are not permitted to participate in any Reviewing Body deliberations or voting related to administration of this Policy.

A Covered Person who is the subject of a complaint shall not be present at or participate in any deliberation or related to the complaint, except to present information as background or answer questions at a meeting of any Reviewing Body prior to the commencement of deliberations or voting, in the manner requested by the Reviewing Body. The response to and resolution of each complaint of a Suspected Violation shall be documented in the minutes of the Reviewing Body.

Following investigation, the Board may take appropriate remedial and disciplinary action as it deems justified by the circumstances, including, but not limited to, terminating employment, board membership or volunteer status, seeking restitution, removal from office, or pursuing criminal prosecution.

Matters that are covered by NYLS's Human Resources Policies shall be handled in accordance with such policies.

Acting in Good Faith

Anyone filing a report concerning a Suspected Violation must act in good faith and have reasonable grounds for believing the information disclosed may indicate a Suspected Violation. Although the Reporting Party is not expected to prove the truth of the allegation(s) asserted in the complaint, she or he must demonstrate reasonable grounds for concern. No investigation will be made of unspecified wrongdoing or broad allegations. The Reporting Party is not responsible for investigating the activity or for determining fault or corrective measures.

Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowing them to be false will be viewed as a serious disciplinary offense.

Protection Against Retaliation

NYLS expressly prohibits any form of intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences against Covered Persons who in good faith report Suspected Violations.

Reports of retaliation should be immediately reported as discussed above. Any person who retaliates against someone who has reported a Suspected Violation in good faith is subject to appropriate discipline and corrective action, up to and including termination in the case of an employee.

A Reporting Party's right to protection under this Policy does not provide them with immunity for participating or being complicit in a Suspected Violation.

Policy Distribution

NYLS shall distribute the Policy to all Covered Persons who provide substantial services to NYLS. The Policy may also be posted on NYLS's website or posted at the NYLS offices in a conspicuous location accessible to all employees and volunteers.

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

Adopted by NYLS's Board of Trustees on September 30, 2015, as amended, October 2, 2024.

Compliance officers: Jody A. Pariante, Vice President of Human Resources, 212.431.2137, jody.pariante@nyls.edu; Michael Siller, Chief Compliance Officer and Counsel, michael.siller@nyls.edu, 212.431.2100, x4408.