

WHISTLEBLOWER POLICY
Of
ODCEM, Inc.
(A Delaware Non-Stock Non-Profit Corporation)

Policy

ODCEM, Inc. (and all of its related entities, which will individually or collectively be referred to as the “Organization” as the context may require) is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. The Organization requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This whistleblower policy (“the Policy”) reflects the practices and principles of behavior that support this commitment. It is important that the Organization be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

theft;
financial reporting which is fraudulent, intentionally misleading or negligent in any manner;
improper or undocumented financial transactions;
forgery or alteration of documents;
unauthorized alteration or manipulation of computer files;
improper destruction of records;
improper use of Organization assets, including, but not limited to its funds, supplies, intellectual property and other assets;
improper access and or use of confidential donor information;
authorizing or receiving compensation for goods not received or services not performed;
violations of Organization’s conflict-of-interest policy;
any other improper occurrence regarding cash, financial procedures, or reporting;
noncompliance with Organization’s internal accounting controls;
any abuse of or discrimination against an Organization employee (including harassment or employment discrimination), client, vendor or person connected with an Organization entity; and
a failure by the Organization to provide reasonable accommodation for disability or religious belief.

We request the assistance of every director, other volunteer and employee who has a reasonable belief or suspicion about any improper transaction. The Organization values this input and each director, volunteer and employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Directors, volunteers and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort.

Employees and other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation.

The Organization will investigate any possible fraudulent or dishonest use or misuse of Organization's resources, or abuse, discrimination or a failure to provide reasonable accommodation, by management, staff, or volunteers. The Organization will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive or discriminatory conduct, including disciplinary action by the Organization, or civil or criminal prosecution when warranted.

Therefore, all members of Organization staff, directors and other volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct (*i.e.*, to act as a "Whistleblower"), pursuant to the procedures set forth below.

Reporting Responsibility

Each director, volunteer, and employee of Organization has an obligation to report in accordance with this Policy (a) questionable or improper accounting, financial or auditing matters and (b) violations and suspected violations of Organization's policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as "Concerns").

Authority of Executive Committee

All reported Concerns will be forwarded to the Board of Directors in accordance with the procedures set forth herein. The Conflict of Interest Committee shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to all reported Concerns.

No Retaliation

This Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Reporting Procedures

Employees

Employees should first discuss their Concern with their immediate supervisor or any director. In addition, if the individual is uncomfortable speaking with a director, or a director is a subject of the Concern, the individual should report his or her Concern directly to the Chair of Organization's Board of Directors or the Managing Partner of the law firm of Pryor Cashman LLP, New York, New York.

If the Concern was reported orally, the reporting individual, with assistance from the person to whom the Concern was reported, shall reduce the Concern to writing. The person to whom the concern was reported is required to promptly report the Concern to the Chair of the Board of Directors, which has specific responsibility to investigate all Concerns. If the person to whom

the Concern was originally reported, for any reason, does not promptly forward the Concern to the such Chair, the reporting individual should directly report the Concern to the Chair of the Board of Directors or to the Chair of the Board of Directors. Contact information for the Chair of the Board of Directors may be obtained through the Organizations' web site, or through the Managing Partner of the law firm of Pryor Cashman LLP, New York, New York. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Board of Directors.

Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Board of Directors. Contact information for the Chair of the Board of Directors may be obtained through the Organizations' web site, or through the Managing Partner of the law firm of Pryor Cashman LLP, New York, New York.

Handling of Reported Violations

The Chair of the Board of Directors shall address all reported Concerns. The Chair of the Board of Directors shall immediately notify the Board of Directors of any such report. The Chair of the Board of Directors will notify the reporter and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Conflict of Interest Committee, or any other appropriate Committee of the Board of Directors, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the reporter for resolution of the Concern. The Conflict of Interest Committee has the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, as deemed necessary to conduct a full and complete investigation of the allegations.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of Organization's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense.

Rights and Responsibilities of Employee; Protection of Whistleblowers

The Organization will protect any Whistleblower as follows:
Organization will use its best efforts to protect Whistleblowers against retaliation. All complaints by Whistleblowers will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally this practice means that Whistleblower concerns will only be shared with those who have a need to know in order to conduct an effective investigation. (Should disciplinary or legal action be taken against a person

or persons as a result of a Whistleblower complaint, such persons may also have a right to know the identity of the Whistleblower.)

A Whistleblower shall not be subject to retaliation. No punishment for reporting issues will be allowed, even if the claims are unfounded; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the Whistleblower. No action can be taken against the Whistleblower with the intent or effect of adversely affecting the terms or conditions of the Whistleblower's employment, including but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages. Whistleblowers who believe that they have been retaliated against may file a written complaint with the Chair of the Board of Directors. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation does not prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

Whistleblowers must be cautious to avoid baseless allegations, which are allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by Organization, and/or legal claims by individuals accused of such conduct.

Posting and Notification

This Policy is to be posted in Organization's offices, including in the Employee Manual, posted on Organization's website, and communicated to all new staff and board members as part of their orientation. In addition, each year, after the annual election of the board chair and after the Chair of the Board of Directors has been selected, the Organization's outside counsel, Pryor Cashman LLP, will have the responsibility of updating the contact information below for both of those individuals and then sending the policy with the updated contact information to all staff and the Board of Directors. This Policy shall also be available to volunteers or Organization staff members upon request.

CONTACT INFORMATION:

Chair of Board of Directors:

Melissa Pearlman
Balfour LLC
110 East 59th Street
New York, NY 10022

Date Approved: December 6, 2012

Date Last Amended: N/A