

Pioneer Bank Charitable Foundation, Inc.
Whistleblower Policy
2018

Article I
Purpose

Pioneer Bank Charitable Foundation, Inc. (the “Corporation”) recognizes that it is critical to establish a culture that promotes prevention, detection, and resolution of instances of conduct that do not conform to federal, state, and local laws, as well as the Corporation’s ethical and business policies. To promote this culture, the Corporation has established this Whistleblower Policy (“Policy”) to protect from retaliation persons who report, in good faith, suspected Improper Conduct (as defined in this Policy).

Persons associated with the Corporation have an affirmative duty and responsibility for reporting perceived Improper Conduct, including actual or potential violations of laws, regulations, policies, procedures, or the Corporation’s standards/code of conduct. This Policy applies to all directors, officers, employees, and volunteers. It applies equally to supervisory and non-supervisory personnel.

This Policy is intended to supplement but not replace or supersede any applicable federal and state laws governing whistleblower protection.

Article II
Definitions

1. Improper Conduct

Any action or suspected action taken by or within the Corporation that is illegal, fraudulent, in violation of federal, state or local laws, or in violation of any adopted policy of the Corporation.

Article III
Covered Persons

The persons subject to this Policy are any director, officer, or employee of the Corporation, and any volunteer who provides substantial services to the Corporation (“Covered Persons”).

Article IV
Procedure

1. Reporting of Violations

Covered Persons shall promptly report all instances of perceived Improper Conduct to their supervisor (to the extent they are not involved), or the Corporation's Co-Chairperson. Such reports should only be made in good faith when there is legitimate concern about potential Improper Conduct.

Reports can be made directly to the Co-Chairperson by email or phone (518) 730-3059, or mail (652 Albany Shaker Road, Albany, NY 12211). Alternatively, Covered Persons may schedule an appointment to report any concerns. Covered Persons may identify themselves or remain anonymous. If the Co-Chairperson is the subject of the legitimate concern, reports can be made directly to the Chairperson of the Board of Directors.

Once a report of perceived Improper Conduct has been received, the Co-Chair (or Board Chair), along with the relevant supervisory personnel, will review the available evidence and undertake appropriate investigations.

If the investigation reveals that disciplinary action is warranted, the discipline process will proceed in accordance with Corporation policy. The CO-Chairperson, along with relevant supervisory personnel, is responsible for evaluating training and education needs and ongoing monitoring activities to prevent any reoccurrence.

In cases where the identity of the individual making the report is known, the individual will be notified of the outcome of the investigation, to the extent deemed appropriate.

Reports of potential Improper Conduct are confidential. While the Corporation will do its best to maintain this confidentiality, the Corporation may be obligated to disclose the name, if known, of the reporting person and copies of any investigation reports and/or records to governmental authorities.

2. Maintenance of Reports

Reports of Improper Conduct will be maintained by the Corporation for the latter of a period of six (6) years after the completion of the Corporation's investigation of reported Improper Conduct or a period of six (6) years after the completion of a governmental investigation, if any, of the reported Improper Conduct.

Article V
Non-Retaliation/Non-Intimidation

No Covered Person who, in good faith, makes a report of Improper Conduct or who, in

good faith, participates in any internal or governmental investigation of a report of Improper Conduct will be subject to intimidation, harassment, discrimination or other means of retaliation and, with respect to employees, adverse employment consequences.

Article VI
Policy Administrator

The Corporation's CO-Chairperson shall be responsible for administering this Policy and will report, with respect to this Policy, directly to the Corporation's Audit Committee, or if there is no such committee, the Board.

Article VII
Distribution

A copy of this Policy will be distributed to all current Covered Persons and to each new Covered Person at or prior to the Covered Person's commencement of services with the Corporation. This Policy, as amended or modified, will also be distributed to all Covered Persons annually.

Article VIII
Violation of Policy

A violation of this Policy will result in disciplinary action, including, but not limited to: (1) for a director or officer, up to removal from the Board of Directors and/or removal from office; (2) for an employee, up to termination of employment; and (3) for a volunteer, up to termination of volunteer privileges.