

THE ROCKEFELLER FOUNDATION

Whistleblower Policy

As stewards of the public trust, all staff and trustees are expected to ensure that The Rockefeller Foundation complies with the highest standards of financial accounting and reporting, and engages in lawful and ethical behavior. This policy is intended to remind staff and trustees of this expectation, to encourage reporting to management concerns about possible violations, and to lay out procedures for reporting and investigating complaints and the protections afforded under this policy.

The Board of Trustees has authorized the General Counsel to administer this policy, under the oversight of the Foundation's Audit Committee. This policy must be distributed to all staff and trustees of the Foundation.

Complaints

If any staff member or trustee knows or has a reasonable belief that persons associated with the Foundation, including but not limited to staff members, members of the Board of Trustees or its committees, and consultants, have engaged or plan to engage in illegal or unethical conduct in connection with the Foundation's resources or financial operations, that person is expected to file a complaint immediately.

Procedure for Filing Complaints

Complaints may be reported orally or in writing, giving as much detail as possible, to the General Counsel, the Chief Operating Officer or the President. If any of these three named officers is the subject of the complaint, the complaint may be reported to one of the other two named officers or may instead be reported to the chair of the Audit Committee of the Board or to the chair of the Board of Trustees. If any member of the Board of Trustees or its committees is the subject of the complaint, the complaint may be reported to any of the three named officers, to the Chair of the Audit Committee, or to the chair of the Board of Trustees. (Contact information is appended to this policy.) In all cases, the officer or trustee who receives an oral complaint will promptly prepare a written summary of the complaint, including as much detail as possible.

Handling of Complaints Received

- The trustee or officer receiving the complaint will report it to the President, unless the complaint concerns the President (see Alternate Procedures).
- The complaint will be reviewed with counsel and investigative action will be undertaken as promptly as possible, unless the President or the Chair of the Audit Committee, as the case may be, believes that the complaint was not made in good faith or unless the complaint was made anonymously and does not contain sufficient information to conduct an investigation.
- The President will report all complaints to the Audit Committee Chair. This report will generally include a copy of the complaint and the date and nature of the complaint. It

will also describe the conduct and status of any investigation and any recommendations to address the complaint.

- The President and Audit Committee Chair will agree on further actions to be taken, including additional investigation and/or legal or disciplinary action.
- The Audit Committee Chair will report to the full Audit Committee and to the Board, if appropriate, any complaint that has been determined to be credible and material, without the participation of any trustee who may be the subject of a complaint.
- The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resources deemed necessary to conduct a full and complete investigation of a complaint.
- The Audit Committee will ensure that records of all complaints are maintained in accordance with the Foundation's document retention policy.

Alternate Procedures for Handling Complaints in Certain Circumstances

Where a complaint involves the President or the Audit Committee Chair, the following alternate procedures should be followed.

- If the President is the subject of the complaint:
 - The complaint will not be presented to the President but will be presented directly to the Audit Committee Chair by the General Counsel or the Chief Operating Officer.
 - The Audit Committee Chair will proceed, with advice of counsel, to investigate the complaint in accordance with this policy.
- If the Audit Committee Chair is the subject of the complaint:
 - The President will present the complaint to the Chair of the Board of Trustees, who will be responsible for investigating the complaint, with the advice of counsel, and presenting it to the full Audit Committee or to the full Board, without the participation of the Audit Committee Chair.

Action on Complaints

The Foundation will take appropriate action in response to any complaints, including disciplinary action (up to and including termination of employment or service) against any person who, in the Foundation's assessment, has engaged in unethical conduct or misconduct and, where appropriate, reporting such misconduct to the relevant civil or criminal authorities.

Protection Under Policy

No Trustee, officer, employee or volunteer shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences, as a result of

- reporting a complaint in good faith pursuant to this policy or to law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant;
- providing in good faith information regarding a complaint to law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant, or otherwise assisting in any investigation conducted by the Foundation; or
- otherwise participating or assisting in a proceeding filed or about to be filed.

An individual who deliberately or maliciously provides false information may be subject to disciplinary action, up to and including termination of employment.

Scope of Policy

This policy covers complaints made regarding the Foundation's resources or financial operations.

Issues arising under the Foundation's equal employment opportunity policies, including policies against harassment, employee benefit policies and issues generally handled by individuals responsible for the Foundation's personnel practices and procedures, are not covered by this policy. Mechanisms for resolving such issues are addressed in separate procedures.

Confidentiality

Complaints and investigations pertaining to complaints will be kept confidential to the extent possible and practicable, in light of the need to conduct thorough investigations. However, in all cases the Foundation will use its best efforts to act with discretion.

No Contract

This policy does not create a promise or contract by the Foundation, and it may be amended at any time without prior notification. Employment at the Foundation is at will and nothing in this policy should be interpreted in any way as limiting the at-will relationship.

CONTACT INFORMATION

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