

**THE WALLACE FOUNDATION**  
**WHISTLEBLOWER POLICY FOR STAFF, INDEPENDENT CONTRACTORS AND VOLUNTEERS**

If a current or former Foundation employee, an independent contractor or a volunteer (other than members of the Board of Directors) becomes aware of or has a reasonable good faith belief that the Foundation may be involved in illegal activity, fraud or violation of an organization policy listed in Exhibit 1, or if the current or former employee, independent contractor or volunteer suspects any impropriety regarding the Foundation's accounting methods, internal controls, audit processes or any other financial matter, the employee, independent contractor or volunteer should immediately report such concern ("suspected wrongful act") to the general counsel. If it is impractical or inappropriate for the employee, independent contractor or volunteer to notify the general counsel, the employee, independent contractor or volunteer may contact the President, or if inappropriate to notify the President, the Chair of the Audit Committee of the Board of Directors.

Reports may be submitted in writing or verbally, and should contain as much detail as possible to allow an appropriate investigation to begin. Reports may be submitted at any time within two years of the suspected wrongful act. Reports may be submitted anonymously or not. Anonymous reports of suspected wrongful acts that do not contain sufficient detail may prevent an investigation from beginning. The employee, independent contractor or volunteer should retain all documents that could be relevant to an investigation of the matter.

All reports will be received and acted upon in confidence to the maximum extent possible given legal requirements and the need to gather facts, conduct an effective investigation, and take necessary corrective action.

The general counsel shall be responsible for administering this Whistleblower Policy. When the President receives a report, he or she shall inform the general counsel, unless it is inappropriate to do so. When the general counsel receives a report, he or she shall inform the President, unless it is inappropriate to do so. The general counsel or President will apprise the Audit Committee of all reports (including those not shared with the President or general counsel) and investigations. Following investigation, the Foundation will take such appropriate remedial and disciplinary action as it deems justified by the circumstances.

The person who is the subject of a report shall not be present at or participate in any Board or committee deliberations or vote on the matter relating to the report, provided that such person may present background information or answer questions at a meeting prior to the commencement of deliberations or voting at the request of the Board or committee. Board members who are employees may not participate in any Board or committee deliberations or voting relating to the administration of this Whistleblower Policy.

No adverse action, including but not limited to intimidation, harassment, discrimination, adverse employment consequences or other retaliation may be taken against a current or former employee, independent contractor or volunteer who in good faith reports allegations of

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improprieties or illegal activities which the employee, independent contractor or volunteer reasonably believes to be true, or for assisting in the investigation of a report.

The improprieties covered by this policy include, but are not limited to, the following:

- Supplying false or misleading information on the Foundation's financial documents;
- Providing false information to or withholding material information from the Foundation's auditors;
- Violations of the Foundation's policies listed in Exhibit 1;
- Foundation assets being used for personal gain or benefit;
- Payment for services or goods that are not rendered or delivered;
- Embezzlement and fraud; or
- Planning, facilitating or concealing any of the above.

A copy of this Whistleblower Policy will be distributed to all Foundation employees, independent contractors and volunteers in the Staff Guide and on the intranet.

**List of Wallace Policies covered by the Whistleblower Policy  
As of January 2022**

**Board of Directors**

1. Board Member Code of Ethics (May 2017)
2. Business Travel Reimbursement Policy for Directors (last revised 2012)
3. Director Sponsored Grants (last updated February 2020)
4. Sexual Harassment Prevention (October 2018)

**Staff**

5. Staff Code of Ethics (April 2019)
6. Travel and Expense Guidelines (March 2019)
7. Matching Gifts (October 2016)
8. Humanitarian Aid and Matching Gifts (January 2018)
9. Community Service Matching Gifts (January 2017)
10. Records Retention (May 2005)
11. American Express Corporate Credit Card Acknowledgment of Receipt (January 2012)
12. Tuition Reimbursement (March 2017)
13. Equal Opportunity and Prevention of Discriminatory Harassment (October 2018)
14. Sexual Harassment Prevention (October 2018)