

Audit Committee Procedures for the Receipt, Retention and Treatment of Complaints

To assist the Audit Committee in ensuring that the Foundation complies with the highest standards of financial accounting and reporting, the Audit Committee hereby establishes the following procedures, described below, for the receipt, retention and treatment of complaints or concerns (“complaints”) received by the Foundation, including confidential, anonymous submissions received from employees, regarding accounting, internal accounting controls or auditing matters (collectively, “accounting matters”).

A. Receipt of Complaints

1. The Associate General Counsel and the Director of the Office of Internal Audit (the “Compliance Officers”) are responsible for monitoring the receipt of complaints concerning accounting matters on behalf of the Audit Committee.
2. Complaints must be submitted to a Compliance Officer in writing. Employees submitting complaints may request confidentiality or may submit complaints anonymously.

B. Reports to the Audit Committee

1. The Compliance Officers will report all complaints relating to accounting matters to the Chair of the Audit Committee prior to the next regularly scheduled meeting. Where the complaint is not being treated as confidential, reports to the Chair of the Audit Committee may be made by any member of management whose decisions or actions are not questioned by the complaint.
2. Reports to the Chair of the Audit Committee will include a copy of the complaint, its date, nature and source and how it was communicated, as well as the manner proposed to address it. If the Compliance Officers have determined that the complaint is not credible, or have otherwise determined not to investigate the complaint further, they will report that determination to the Chair of the Audit Committee, along with the rationale. The Chair of the Audit Committee will also receive progress reports on any ongoing investigations prior to each regular meeting.
3. The Chair of the Audit Committee will determine which, if any, complaints, based on their credibility and/or materiality, will be reported to the full Audit Committee. Any member of the Audit Committee may obtain an up-to-date report of all complaints between meetings by contacting one of the Compliance Officers.
4. The Compliance Officers will maintain records of all complaints in accordance with the Foundation’s document retention policy.

C. Procedures for Addressing Complaints

1. The Audit Committee through its Chair will have ultimate authority over the treatment of complaints concerning accounting matters. The Compliance Officers, working with staff from appropriate departments of the Foundation, will be responsible for recommending how to address complaints.
2. Absent other direction from the Chair of the Audit Committee, the Compliance Officers or other identified personnel will carry out the recommendations to address complaints reported to the Chair of the Audit Committee or the full Committee, as the case may be.
3. A complaint will be considered to have been treated as “confidential” if, other than as required by law, or in a regulatory or other proceeding, the identity of the employee communicating the complaint is disclosed only to the Compliance Officers, members of the Audit Committee, the Foundation’s General Counsel, counsel to the Foundation and counsel to the Audit Committee, if any, and other Foundation employees that the Compliance Officers consider essential to the investigation; provided, however, that in all cases the identity of the complainant will not be shared with persons whose decisions or actions are questioned by the complaint.

D. Communication of Procedures. The Foundation’s Human Resources Policies Handbook will include a summary of these procedures.

E. Retaliation is Prohibited. Any employee reporting an actual or suspected complaint, or participating in an investigation of a complaint, regarding accounting matters in good faith will not be subject to retaliation of any kind. Retaliation against an individual for reporting a complaint or for participating in an investigation of a complaint is a serious violation of this policy and may be subject to disciplinary action.