

Whistleblower Policy

Effective Date: August 2023

The Code of Ethics of Carnegie Corporation of New York (the “Corporation”) requires trustees, officers, and staff members to observe high standards of organizational and personal ethics in the conduct of their duties and responsibilities. All parties must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. In that regard, the Corporation has adopted this Whistleblower Policy to address the submission by trustees, officers, current and former employees, and volunteers of complaints, concerns, and allegations of violations or suspected violations with respect to one or more of the following matters:

- Questionable accounting, internal accounting controls and auditing matters;
- Compliance with legal and regulatory requirements;
- A violation of the Corporation’s Code of Ethics;
- Theft of any kind;
- Any other action that is illegal or fraudulent; or
- A retaliatory act against a trustee, officer, current or former employee, volunteer, or independent contractor who reports a violation of any of the above.

The Audit Committee of the Board of Trustees is responsible for overseeing adoption of, and implementation and compliance with, this Policy.

Procedure for Reporting Violations: Trustees, officers, staff members, and volunteers have a duty to share their complaints, concerns and violations with someone who can address them properly. Staff members and volunteers should generally report complaints, concerns, and allegations of violations or suspected violations to their supervisors, Human Resources, or a member of the executive leadership team. In many cases, a staff member or volunteer’s supervisor is in the best position to address an area of concern. However, if a staff member or volunteer would prefer to make a confidential or anonymous report, they can do so via an external reporting tool, EthicsPoint. Reports can be made in the following ways:

- 1) By phone (844) 973-2725
- 2) By computer <https://secure.ethicspoint.com/domain/media/en/gui/75473/index.html>
- 3) By smartphone <https://carnegiecorpny.navexone.com/>
- 4) By QR code



Supervisors are required to report all complaints, concerns, and allegations of violations or suspected violations to the Compliance Officer (defined below) who will investigate reported violations in accordance with this Whistleblower Policy.

Compliance Officer: The Corporation's Compliance Officer is the Chief Administrative Officer and Corporate Secretary of the Corporation. In connection with a report made under this Whistleblower Policy involving the Chief Administrative Officer and Corporate Secretary, the Chief Human Resources Officer (the "CHRO") will carry out the functions of the Compliance Officer. In connection with a report made under this Whistleblower Policy involving both of the Chief Administrative Officer and Corporate Secretary and the CHRO, the Chair of the Audit Committee will carry out the functions of the Compliance Officer. The Compliance Officer is responsible for administering this Whistleblower Policy and is required to report to the Audit Committee annually on compliance activity.

Handling of Reported Violations: Upon receipt of a report under this Whistleblower Policy, the Compliance Officer will notify the sender and acknowledge receipt of the report within seven days. The Compliance Officer will, as appropriate, notify (i) the President and the CHRO and (ii) the Audit Committee.

The Compliance Officer will review the report promptly and determine, based on factors that are appropriate under the circumstances (including without limitation the seriousness and credibility of the allegations in the report), whether the report should be investigated by the Compliance Officer or the Audit Committee. Where a determination is made that the report should be investigated, and the report relates to the Corporation's accounting, internal accounting controls, or auditing matters or the Corporation's legal or regulatory requirements, the Compliance Officer will immediately report to the Audit Committee, and the Audit Committee will manage the investigation of the report with the assistance of the Compliance Officer.

If a determination is made that the report should be investigated, the Compliance Officer or the Audit Committee, as the case may be, will promptly determine what professional assistance, if any, they will need in order to conduct the investigation. The Compliance Officer or the Audit Committee, as the case may be, will be free in their discretion to engage outside auditors, counsel or other experts to assist in the investigation. Appropriate resolution of the report may be taken by the Compliance Officer or the Audit Committee, if warranted by the investigation.

The individual who is the subject of the report may not be present at or participate in any deliberations or voting of the Audit Committee regarding the report except, upon the request of the Audit Committee, to present background information or answer questions in advance of deliberations or voting of the Audit Committee. In addition, any trustee who is an employee of the Corporation may not participate in any deliberations or voting of the Audit Committee relating to the report.

The individual making the report will be notified in writing by the Compliance Officer of the resolution of the report. If the Compliance Officer investigates and resolves the report, the Compliance Officer will notify the Audit Committee of the results of the investigation and resolution of the report, as well as periodically update the Audit Committee during the course of the investigation as necessary.

No Retaliation: No trustee, officer, current or former employee, volunteer, or independent contractor who in good faith reports a complaint, concern, or violation in accordance with this Whistleblower Policy or discloses to a governmental, regulatory, or law enforcement body any action or suspected action taken by or within the Corporation that is illegal, fraudulent, or in violation of any adopted policy of the Corporation or who provides assistance to the Compliance Officer or the Audit Committee or any other individual, entity, or group, including any governmental, regulatory, or law enforcement body, investigating any such action or suspected action, or who objects to, or refuses to participate in, any such action or suspected action, will suffer intimidation, harassment, discrimination, adverse employment consequences, or other retaliation. A trustee, officer, supervisor, or staff member who retaliates against someone who has reported a violation is subject to disciplinary action up to and including removal from the board or termination of employment.

Confidentiality: Complaints, concerns, and violations may be submitted to the Compliance Officer on a confidential basis by the complainant or may be submitted anonymously. Reports of complaints, concerns, or violations will be kept confidential to the extent consistent with a thorough investigation unless otherwise compelled by law or other judicial process.

Records: For a period of seven years from the date of the complaint or after the employee's final date of employment, whichever is later, the Compliance Officer will retain all records relating to any complaint, concern, or violation reported to her/him in accordance with this Whistleblower Policy. If the complaint involves workplace safety, the retention period is 20 years.

Distribution: A copy of this Whistleblower Policy will be distributed to all trustees, officers, employees, and volunteers of the Corporation who provide substantial services to the Corporation. The Corporation may satisfy this distribution requirement by posting a copy of this Whistleblower Policy on its website or at its offices in a conspicuous location accessible to employees and volunteers.