

## **WHISTLEBLOWER POLICY**

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 and staff members of complaints, concerns and 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 or suspected violation of the Corporation’s Code of Ethics.
- Theft of any kind
- A retaliatory act against an employee who reports a suspected violation of any of the above.

### **Procedure for Reporting Violations**

Trustees, officers, or staff members have a duty to share their complaints, concerns and suspected violations with someone who can address them properly. In most cases, a staff member’s supervisor is in the best position to address an area of concern. However, if the staff member is not comfortable speaking with her/his supervisor, or is not satisfied with the supervisor’s response, the staff member is encouraged to speak with the Vice President, Chief Administrative Officer and Corporate Secretary or anyone in management whom the staff member is comfortable in approaching. Supervisors are required to report suspected accounting, legal or regulatory violations or violations of the Code of Ethics to the Corporation’s Compliance Officer, who, by the Corporation Charter is the Vice President, Chief Administrative Officer and Corporate Secretary, has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, an individual should contact the Corporation’s Compliance Officer directly.

### **Compliance Officer**

The Corporation’s Compliance Officer is responsible for investigating and resolving all reported complaints, concerns and suspected violations and, at her/his discretion, shall advise the President and if required as described below under “Legal and Accounting Matters,” shall advise the Audit Committee. The Compliance Officer is required to report to the Audit Committee annually on compliance activity. The Corporation’s Compliance Officer is the Vice President, Chief Administrative Officer and Corporate Secretary. If a trustee, officer, or staff member thinks that it is inappropriate to report a complaint, concern or suspected violation to the Compliance Officer, the complainant should report such matters to the Chief Financial Officer.

### **No Retaliation**

No trustee, officer, or staff member who in good faith reports a complaint, concern or suspected violation in accordance with this Whistleblower Policy shall suffer harassment or retaliation.

A trustee, officer, or staff member who retaliates against someone who has reported a violation is subject to discipline up to and including removal from the board or termination of employment.

### **Legal and Accounting Matters**

The Compliance Officer shall immediately report to the Audit Committee, and the Audit Committee shall address, all reported complaints, concerns or suspected violations regarding the Corporation's accounting, internal accounting controls or auditing matters or the Corporation's legal or regulatory requirements. The Compliance Officer shall work with the Committee toward a resolution of the issue.

### **Confidentiality**

Complaints, concerns and suspected 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 suspected violations will be kept confidential unless otherwise compelled by law or other judicial process, consistent with the need to conduct a thorough investigation.

### **Handling of Reported Violations**

The Compliance Officer will notify the sender and acknowledge receipt of the complaint, concern or suspected violation within seven days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by an investigation.

### **Records**

The Compliance Officer shall retain for a period of at least seven years all records relating to any complaint, concern or suspected violation reported to her/him in accordance with this Whistleblower Policy.