

Alfred P. Sloan Foundation (the “Foundation”)

Policy on Reporting Unethical or Illegal Conduct

GENERAL PRINCIPLES

As stewards of the public trust, all of the Foundation’s members of the Board of Trustees (the “Board”), officers, committee members, staff, and volunteers who provide substantial services to the Foundation (“volunteers”) are expected to ensure that the Foundation complies with high standards in financial accounting and reporting and engages in lawful and ethical behavior in all of the Foundation’s dealings.”). This Policy, modeled on the requirements of Section 715-b of the New York Not-for Profit Corporation Law, is intended to remind these individuals of this expectation, to encourage all to report any concerns about possible violations, to lay out procedures for reporting and investigating complaints, and to describe the protections afforded under the Policy. The Foundation is also committed to complying with Section 740 of the New York Labor Law. For more information on Section 740, please see the “Notice of Employee Rights, Protections, and Obligations Under Labor Law Section 740,” posted in the Foundation Offices.

The Audit Committee of the Foundation (the “Audit Committee”) will oversee this policy, and the Chief Compliance Officer is hereby designated to administer this policy under the oversight of the Audit Committee. This policy must be distributed to all Trustees, officers, committee members, staff and volunteers of the Foundation.

COMPLAINTS

If any Trustee, officer, committee member, current or former employee, independent contractor (as limited by N.Y. Labor Law §740(1)(a)), or volunteer (“Reporter”) knows or has a good faith or reasonable belief that persons associated with the Foundation have engaged or plan to engage in illegal, unethical, or fraudulent conduct, or conduct that is contrary to the Organization’s policies, including this Code of Conduct, such person is expected to file a complaint immediately.

PROCEDURE FOR FILING COMPLAINTS

Complaints should be reported, orally or in writing, giving as much detail as possible, to the **Chief Compliance Officer** (or to the **President** if the Chief Compliance Officer is the subject of the complaint, or to the **Board Chair or the Chair of the Audit Committee** if the President is the subject of the complaint) (in each case, the “Report Officer”). Contact information is appended to this policy. Complaints may also be communicated anonymously using the anonymous hotline information listed below. The Report Officer, upon receiving a complaint, will promptly prepare a written summary of the complaint, including as much detail as possible.

Handling of Complaints Received

- Any individual receiving a complaint will report it to the appropriate Report Officer as described above. All non-anonymous complaints will be acknowledged promptly by the Report Officer receiving the complaint. Anonymous complaints will be reported by the anonymous reporting hotline service to the appropriate Report Officer as described above.
- The individual who receives the complaint, if not the Report Officer, will report it to the appropriate Report Officer.
- The complaint will be reviewed, possibly with counsel, and investigative action will be undertaken as promptly as possible.
- The appropriate Report Officer will decide on further actions to be recommended to the Audit Committee, including additional investigation and/or legal or disciplinary action.
- The appropriate Report Officer will report to the Audit Committee any complaint that has been determined to be credible and material. 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.

ACTION ON COMPLAINTS

The Foundation will take appropriate action in response to any complaints, including disciplinary action against any person who, in the Foundation’s assessment, has engaged in illegal, unethical, or fraudulent conduct, or conduct contrary to the Foundation’s policies, and, where appropriate, reporting of such misconduct to the relevant civil, criminal, or administrative authorities.

Trustees who are employees of the Foundation (i.e., the Foundation President) may not participate in Board or Audit Committee deliberations or votes relating to administration of this Policy. In addition, any person who is the subject of a complaint made pursuant to this Policy may not be present at or participate in any Board or Audit Committee deliberations or votes on the matter relating to the

complaint. However, the Board or Audit Committee may request that such person present background information or answer questions at a meeting of the Board or the Audit Committee prior to the commencement of deliberations or voting. The President of the Foundation may attend Board or Audit Committee meetings discussing complaints under this policy as a non-voting participant but may not participate in deliberations or voting.

PROTECTION UNDER POLICY

No Reporter who, in good faith or upon reasonable belief, reports any action or suspected action taken by or within the Foundation that is illegal, fraudulent, unethical, or in violation of any adopted policy of the Foundation shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequences.

Any trustee, officer, employee, volunteer or other agent of the Foundation who retaliates against a Reporter for reporting a complaint in good faith or upon reasonable belief pursuant to this Policy will be subject to disciplinary action, up to and including termination from employment or removal from office or from the Board. Any Reporter who deliberately or maliciously provides false information may be subject to disciplinary action, up to and including termination of employment or removal from office or from the Board.

CONFIDENTIALITY

In conducting its investigations and in reporting complaints, the Foundation will strive to keep as confidential as possible the identity of any complainant or any individual who provides information during or otherwise participates in or assists an investigation, except that the Foundation may share such information as it deems necessary with appropriate Foundation personnel, advisors, law enforcement officers, or as may be required by law.

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 the employee handbook.

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 as in any way limiting such at-will relationship.

CONTACT INFORMATION

Chief Compliance Officer:

Name: Ruth Brenner

Address: 630 Fifth Avenue, Suite 2200, New York, NY 10111

Phone: (212) 649-1649

Email: brenner@sloan.org

President:

Name: Adam Falk

Address: 630 Fifth Avenue, Suite 2200, New York, NY 10111

Phone: (212) 649-1649

Email: falk@sloan.org

Chair of the Audit Committee:

Name: Paul A. Jacobson

Address: 630 Fifth Avenue, Suite 2200, New York, NY 10111

Phone: (212) 649-1649

Email: paul.jacobson@gm.com

Chair of the Board:

Name: Frederick A. Henderson

Address: 630 Fifth Avenue, Suite 2200, New York, NY 10111

Phone: (212) 649-1649

Email: hefritz58@gmail.com

Anonymous Reporting Hotline:

- **Toll-Free Telephone:**
 - English-speaking USA and Canada: **(800) 401-8004** (not available from Mexico)
 - Spanish-speaking North America: **(800) 216-1288** (from Mexico user must dial 01-800-681-5340)
- **Website:** <http://www.lighthouse-services.com/sloanfoundation>
- **Email:** reports@lighthouse-services.com (must include company name with report)
- **Fax:** (215) 689-3885 (must include company name with report)