

**AIP FOUNDATION POLICY ON PROTECTION OF INDIVIDUALS WHO REPORT FINANCIAL IMPROPRIETIES OR OTHER MISCONDUCT**

**EFFECTIVE DATE: April 20, 2022**

**Purpose.** AIP Foundation (“AIPF”) requires members of the AIPF Board of Trustees (henceforth, “trustees”), officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Corporation expects all trustees, officers, employees, and volunteers to comply with all applicable laws and regulatory requirements, accounting standards, accounting controls, audit practices, and AIPF policies. This policy establishes a framework for managing and responding to compliance issues.

**Questionable Conduct to be Reported.** If a trustee, officer, employee, or volunteer of AIPF (a “Covered Person”), in good faith, suspects an employee or any other person affiliated with AIPF has engaged in questionable conduct involving financial improprieties, misuse of AIPF’s assets, conflicts of interest, or any other action that is illegal, fraudulent or in violation of AIPF policies or detrimental to the interests of AIPF, he or she should report it. This misconduct may, for example, include outright theft (of equipment or cash), fraudulent expense reports, misstatements of any accounts to a manager or to AIPF’s auditors, or a conflict of interest that could result in financial harm or public discredit to AIPF.

**Reporting Procedure.** If a Covered Person suspects that a trustee, officer, employee, volunteer or other person affiliated with AIPF has engaged in conduct described above, the Covered Person may report it either confidentially or anonymously.

A Covered Person may make a report anonymously or confidentially through the American Institute of Physics (AIP) portal provided by NAVEX, a system managed by a third- party. Reports can be filed at [AIP.ethicspoint.com](http://AIP.ethicspoint.com) or by calling 844-800-0967. Reports relating to human resource or management policies will generally be directed to the AIP Chief Talent and Culture Officer unless that individual is the subject of the report. All other reports will generally be directed to the Chair of the AIPF Audit and Finance Committee unless such individual is the subject of the report. Through the NAVEX system, a Covered Person may choose to check their report for feedback or questions. If a Covered Person chooses not to check their report or respond to questions, that decision may hinder AIP and AIPF’s ability to fully investigate the matter, or to provide the reporting Covered Person with additional information about the investigation, but the report will be carefully investigated, nonetheless. Complaints should include as much detailed information as possible.

47 Alternatively, a Covered Person may make a confidential (but not an  
48 anonymous) report to the Chair of the Board, the Chair of the AIPF Audit and Finance  
49 Committee, the AIP CEO, the AIPF Executive Director, the AIP Chief Talent and  
50 Culture Officer, or any other officer or trustee of AIPF. When a complaint is submitted  
51 in writing, the Covered Person should include whatever documentation is available to  
52 support the complaint. For reports relating to human resource or management policies,  
53 the recipient of the report will promptly notify the AIP Chief Talent and Culture Officer  
54 or the AIP CEO if the AIP Chief Talent and Culture Officer is the subject of the report.  
55 For all other matters, the recipient of the report will promptly notify the AIPF Audit and  
56 Finance Committee Chair. Reports may also be made directly to AIPF's financial  
57 auditors in addition to the individuals described in the previous sentence. If the AIP  
58 Chief Talent and Culture Officer or the Chair of the AIPF Audit and Finance Committee  
59 is involved in the report, the AIP CEO or the trustee that receives the report will take  
60 on the responsibilities assigned to the AIP Chief Talent and Culture Officer or the  
61 Chair of the AIPF Audit and Finance Committee in the steps that follow. Under no  
62 circumstances will an individual who is the subject of a report have access to the  
63 report.

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65 Regardless of whether the report is made through NAVEX or directly to an  
66 individual at AIPF, the AIP Chief Talent and Culture Officer is responsible for ensuring  
67 that every credible complaint regarding talent and culture or management policies  
68 receives appropriate consideration and, where warranted, is investigated. At each  
69 AIPF Audit and Finance Committee meeting the AIP Chief Talent and Culture Officer  
70 will provide information on all complaints received since the last report to the  
71 Committee, including a general description of complaints received, the status of  
72 investigations, and the resolution of complaints.

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74 The Chair of the AIPF Audit and Finance Committee is responsible for ensuring  
75 that all other credible complaints, whether made through NAVEX or directly, receive  
76 appropriate consideration and, where warranted, are investigated, and reported to the  
77 AIPF Audit and Finance Committee. Subject to the confidentiality qualifications noted  
78 above, credible reports of improprieties in accounting, auditing, or other internal  
79 control systems and credit reports involving a material financial liability for the  
80 organization will be reported to the AIPF Audit and Finance Committee, together with  
81 the results of any investigation and corrective actions taken by management.

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83 Trustees who are employees of AIPF may not participate in any Board or  
84 committee deliberations or voting related to the administration of this whistleblower  
85 policy. In addition, a person who is the subject of a whistleblower complaint may not  
86 be present at or participate in Board or committee deliberations or vote on any matter  
87 relating to the complaint; provided, that nothing in the foregoing will prohibit the Board  
88 or committee from requesting that a person who is the subject of a whistleblower  
89 complaint present information as background or answer questions at a Board or  
90 committee meeting prior to the commencement of deliberations or voting relating to  
91 the complaint.

94           **Protection from Retaliation.** AIPF does not tolerate any form of retaliation  
95 against Covered Persons who act in conformance with this policy. No Covered Person  
96 who in good faith reports any action or suspected action taken by or within AIPF that is  
97 illegal, fraudulent or in violation of any adopted policy of AIPF shall suffer intimidation,  
98 harassment, discrimination, or other retaliation or, in the case of employees, adverse  
99 employment consequence. Those who provide truthful information or otherwise assist  
100 in an investigation regarding such matters are also so protected.

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102           If the AIPF Audit and Finance Committee concludes that a complainant has  
103 made false allegations that are made in bad faith or with a view to personal gain, the  
104 complainant may be subject to disciplinary action. If a Covered Person is uncertain as  
105 to whether a complaint is within the scope of this policy, he or she should seek advice  
106 from the Chair of the AIPF Audit and Finance Committee, AIP Chief Talent and  
107 Culture Officer, or from the AIP CEO if the Chair of the AIPF Audit and Finance  
108 Committee or AIP Chief Talent and Culture Officer is the subject of the complaint.  
109 Complaints filed under specific laws that provide protections against retaliation must  
110 follow the procedures, if any, required by these laws in addition to the procedures set  
111 forth in this policy.

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113           If a Covered Person believes that he or she has been subjected to retaliation for  
114 acting under this policy, the Covered Person should immediately report it through  
115 NAVEX at [AIP.ethicspoint.com](http://AIP.ethicspoint.com) or by calling 844-800-0967, or to the Chair of the AIPF  
116 Audit and Finance Committee. If the Covered Person believes that the subject of the  
117 report involves the Chair of the AIPF Audit and Finance Committee, the Covered  
118 Person should report the alleged retaliation through NAVEX. Reports of retaliation will  
119 be investigated promptly in a manner intended to protect confidentiality, consistent with  
120 a full and fair investigation. The Covered Person will be notified of the results of the  
121 investigation.

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123           Any trustee, officer, or employee who engages in such retaliation is subject to  
124 discipline, up to and including termination, and such other corrective actions  
125 management or the Board determines are appropriate.

126           **Reporting and Retention of Records of Complaints and Investigations.**  
127 The AIPF Audit and Finance Committee will maintain a log of all complaints,  
128 tracking their receipt, investigation, and resolution, and the Chair of the AIPF Audit  
129 and Finance Committee will prepare an annual summary report thereof for the  
130 Board of Trustees.

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132           **Distribution of this Policy.** This policy shall be distributed to all trustees,  
133 officers, employees and volunteers who provide substantial services to AIPF.  
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## APPENDIX A

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### Contact List

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- **AIPF Audit and Finance Committee Chair**

- Susan Avery [savery@whoi.edu](mailto:savery@whoi.edu)

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- **AIPF Financial Auditors**

- BDO: Merci Bowie, Engagement Director [mbowie@bdo.com](mailto:mbowie@bdo.com)

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- **AIPF Legal Counsel**

- Steptoe & Johnson LLP: Elinor Ramey, Partner  
[eramey@Step toe.com](mailto:eramey@Step toe.com)

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- **AIP Chief Talent and Culture Officer - *Interim***

- Angeli Elliott [aelliott@aip.org](mailto:aelliott@aip.org)

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- **AIP CEO**

- Michael H. Moloney [mmoloney@aip.org](mailto:mmoloney@aip.org)