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.

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

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

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

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

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

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

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

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

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

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


APPENDIX A

Contact List

- **AIPF Audit and Finance Committee Chair**
  - Susan Avery savery@whoi.edu

- **AIPF Financial Auditors**
  - BDO: Merci Bowie, Engagement Director mbowie@bdo.com

- **AIPF Legal Counsel**
  - Steptoe & Johnson LLP: Elinor Ramey, Partner eramey@Steptoe.com

- **AIP Chief Talent and Culture Officer**
  - Nancy Rawles nrawles@aip.org

- **AIP CEO**
  - Michael H. Moloney mmoloney@aip.org