

Whistleblower Policy

Overview

The Kresge Foundation (the “Foundation”) is committed to promoting lawful and ethical behavior in all of its activities and requires that its Trustees, Officers, employees, grantees and consultants/vendors (collectively “Foundation Persons”) conduct themselves in accordance with all applicable laws, regulations and Foundation policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

(revised December 11, 2019)

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable Foundation Persons to raise serious concerns internally so that the Foundation can address and correct inappropriate conduct and actions. It is the responsibility of Foundation Persons to report what he or she in good faith believes is a violation of law or policy, fraudulent or dishonest use or misuse of the Foundation's resources or property or questionable accounting or reporting by the Foundation, its Trustees, Officers, committee members, employees, grantees, consultants/vendors or other agents.

The following is a non-exhaustive list of the kinds of improprieties (violations) that should be reported:

- Self-dealing, private inurement and private benefit (i.e., Foundation assets being used for personal gain or benefit);
- Supplying false or misleading information on the Foundation's financial documents, including the tax return;
- Providing false information to or withholding material information from the Foundation's auditors;
- Violations of the Foundation's policies, including but not limited to, its Conflict of Interest/Duality of Interest Policy, Whistleblower Policy, Sexual and Other Unlawful Harassment Policy (Employee Handbook 703) or Code of Conduct;
- Payment for services or goods that are not rendered or delivered;
- Accepting or seeking anything of *material* value from grantees, contractors, vendors or persons providing services/materials to the Foundation. *Exception: Tokens of Appreciation as defined in the Conflict of Interest/Duality of Interest Policy.*

Foundation Persons are expected to be familiar with the types of improprieties that might occur within their area of responsibility and must be alert to any indication of irregularity. Foundation Persons who discover or suspect fraudulent, dishonest or illegal activity should follow the Reporting Process outlined in this policy.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be handled with sensitivity, discretion and confidentiality to the extent possible, consistent with the need to conduct a thorough and adequate investigation and to take any necessary corrective action. Accordingly, the Foundation cannot promise complete confidentiality, but it will act as discreetly as possible.

Reporting Process

Any Foundation Person who has a good faith concern regarding the legality or propriety of any action taken by, or contemplated to be taken by, a Foundation Person or a good faith belief that action needs to be taken for the Foundation to be in compliance with laws, policies or ethical standards, should promptly report the action/violation, by contacting **reportingcommittee@kresge.org**. If you wish to report anonymously, please use **this form**.

The Lead Attorney (the “Compliance Officer”) is responsible for the administration of this Whistleblower Policy. All correspondence to this address will be forwarded to the Compliance Officer for further review and/or action. The Compliance Officer, to the extent practicable, will treat all information received confidentially. Further, the Compliance Officer will acknowledge receipt of any complaint within five (5) business days, providing notification to the Foundation Person of the steps involved for the review, investigation and resolution of the complaint.

The Compliance Officer will coordinate all investigations with the Foundation's Reporting Committee (the "Committee") which is made up of the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chair of the Audit Committee, Chair of the Board, Director of Human Resources and the Compliance Officer. Any investigative activity required will be conducted without regard to the Foundation Persons' length of service, position/title, or relationship to the Foundation. If the Compliance Officer is the subject of the reported concern, the report should be made to any member of the Committee and the Committee will designate another person to serve as the Compliance Officer with respect to that report. Any member of the Committee included in the complaint will be excused from participating in the review or investigation.

Members of the Committee will have free and unrestricted access to all Foundation records and premises. The Committee has the primary responsibility for the investigation of all suspected fraudulent, dishonest or illegal acts as defined in this policy, which may include engaging outside counsel or experts to assist in the investigation. If the investigation substantiates that fraudulent, dishonest or illegal activities have occurred, the Committee will issue reports to appropriate personnel and, if appropriate, to the full Board of Trustees through the Audit Committee. Decisions to prosecute or refer the investigative results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made by the Committee, as will final decisions on disposition of the matter. If an investigation results in a recommendation to terminate an individual or the contractual relationship (for a vendor or grantee), the recommendation will be reviewed for approval by Human Resources and the CEO/with notice to the Board of Trustees.

No Retaliation

Foundation Persons will not intimidate, harass, discharge, threaten, discriminate or retaliate against a complainant, in any manner for his or her reporting in good faith what he or she perceives to be a wrongdoing, violation of law or policy, or other unethical or illegal conduct or for assisting in the investigation of such a report with the intent or effect of adversely affecting the terms or conditions of the complainant's employment or business relationship with the Foundation, loss of job, punitive work assignments, impact on salary or fees, loss of work or grants, or impact on grants or fees.

Complainants who believe that they have been retaliated against may file a written complaint with the Committee. Any complaint of retaliation will be promptly investigated, and appropriate corrective measures taken if allegations of retaliation are substantiated, up to and including termination or removal.

Protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance, conduct or attitude issues. It also does not extend to Foundation Persons who knowingly makes a false or misleading report of a suspected violation or who knowingly provides false or misleading information in an investigation.

Distribution and Policy Revisions

Trustees, officers and employees of the Foundation review and acknowledge receipt of the Whistleblower Policy, annually. The Foundation reserves the right to amend and/or supplement this Whistleblower Policy at any time. The policy will be reviewed annually by the Audit Committee and revised as needed. Any revisions to the policy will be submitted to the Audit Committee for approval.