
THE
HEINZ
CENTER

**THE H. JOHN HEINZ III CENTER
FOR SCIENCE, ECONOMICS AND THE ENVIRONMENT**

WHISTLEBLOWER POLICY

Policy:

This whistleblower policy provides a mechanism for reporting of illegal or unethical activity or the misuse of Heinz Center assets while protecting the employees who make such reports from retaliation. This whistleblower policy complies with the Sarbanes-Oxley Act of 2002 and is incorporated into The Heinz Center Employee Handbook.

Questionable Conduct:

This policy is designed to address situations in which an employee suspects another employee has engaged in illegal acts or questionable conduct involving Heinz Center assets. This conduct might include outright theft (of equipment or cash), fraudulent expense reports, misstatements of any accounts to any manager or to Heinz Center auditors, or even an employees' conflict of interest that results in financial harm to the Heinz Center. This policy also address situations in which an employee suspects that another employee has violated the Heinz Center's code of ethics or conflict of interest policy or has retaliated against any employee making a good faith report regarding any of the preceding matters. The Heinz Center encourages staff to report such questionable conduct and has established a system that allows them to do so anonymously.

Making a Report:

If an employee suspects illegal or unethical conduct or conduct involving misuse of Heinz Center assets, he or she may report it, anonymously if the employee wishes, and will be protected against any form of harassment, intimidation, discrimination or retaliation for making such report in good faith. Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true.

Employees can make a report to any of the following Heinz Center officers at any time: President, Vice President, Treasurer, or Secretary. Their names and contact information are available at the end of this policy statement.

All reports made by an employee involving the misuse of Heinz Center assets must be forwarded by the appropriate officer to the Chair of the Audit Committee. These issues may include:

- Questionable accounting, auditing, financial reporting or internal controls;
- Suspected illegal activity, fraud, theft or improper use of company assets;
- Violation of the Heinz Center's conflict of interest policy that results in a financial harm to the Heinz Center;
- Retaliation against an employee making a good faith report regarding these matters.

Any issue involving Heinz Center assets can also be reported directly by the employee to the Chair of the Audit Committee or any Board of Trustees member if the employee in extreme cases deems it necessary.

Any reports which do not involve the misuse of Heinz Center assets will be logged and promptly investigated by the appropriate officer. These reports may be forwarded to the Audit Committee at the discretion of the President or Vice President.

This policy presumes that employees will act in good faith and will not make false accusations when reporting of wrongdoing by Heinz Center employees. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, which may include termination. Employees who report acts of wrongdoing pursuant to this policy can and will continue to be held to the Heinz Center's general job performance standards and adherence to The Heinz Center's policies and procedures.

Protection of Employees Who Report Misuse of Heinz Center Assets:

No Retaliation. An employee who has made a report of suspicious conduct and who subsequently believes he or she has been subjected to retaliation of any kind by any Heinz Center employee is directed to immediately report it to any officer or Board of Trustees member.

Reports of retaliation will be investigated promptly in a manner intended to protect confidentiality as much as practicable, consistent with a full and fair investigation. The party conducting the investigation will notify the employee of the results of the investigation.

The Heinz Center strongly disapproves and will not tolerate any form of retaliation against employees who report concerns in good faith regarding Heinz Center operations. Any employee who engages in such retaliation will be subject to discipline up to and including termination.

Responsibilities of Audit Committee With Respect to Reports:

Each report forwarded to the Audit Committee by management and each report that is made directly to the Audit Committee or any Board of Trustees member, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in

their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Audit Committee. The Audit Committee shall determine whether the Audit Committee or management should investigate the report. If the Audit Committee determines that management should investigate the report, the Audit Committee will notify the President in writing of that conclusion. Management may thereafter promptly investigate the report and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

If the Audit Committee determines that it should investigate the report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

Protection of Whistleblowers:

Except as otherwise provided above with respect to confidential and anonymous submissions by employees, the identity of any employee who makes reports pursuant to this policy shall not be revealed except to the extent necessary to permit a thorough and effective investigation, or required by law or court proceedings. In addition, the Heinz Center will not tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith report anonymously.

Consistent with the policies of the Heinz Center, the Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes a complaint or non-complaint to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a complaint.

Retention of Records:

The Audit Committee shall retain for a period of seven years all records relating to any report and to the investigation of any such report.

THE HEINZ CENTER WHISTLEBLOWER POLICY **REPORTING PROCEDURES**

Employees who become aware of any wrongdoing or suspected wrongdoing are encouraged to make a report as soon as possible. A report may be submitted in writing, by telephone or in person. When reporting, it is not required to leave your name.

Reporting Procedures:

Contact information for the Heinz Center officers and the Chair of the Audit Committee are provided below.

Suspected illegal conduct or misuse of Heinz Center assets:

If an employee wishes to make a report of suspected illegal conduct or misuse of Heinz Center assets, he or she should contact a Heinz Center officer, the Chair of the Audit Committee or any Board of Trustees member. The officer or Board of Trustees member contacted shall forward the report to the Chair of the Audit Committee regardless of the materiality of the issue involved. The Audit Committee will dispense its responsibilities as stated in the Whistleblower Policy.

Reports not involving illegal conduct or the misuse of Heinz Center assets:

If an employee wishes to make a report on issues not involving illegal conduct or the misuse of Heinz Center assets, he or she should contact a Heinz Center officer who will log the report and determine the process for investigation. If the matter is deemed material, it may be forwarded it to the Audit Committee or to the Executive Committee.

Investigation of Report:

Each complaint is fully investigated, according as much protection to the privacy of the employee making the report as possible. A written report of the outcome of each investigation is prepared for delivery to the Chair of the Audit Committee and retained by Heinz Center management and the Board of Trustees for a period of seven years.

The Heinz Center Officers:

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