

# Whistleblower and Fraud Reporting Policy

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## **Purpose**

As explained in its Code of Conduct, HHMI is committed to conducting its activities in accordance with the highest standards of integrity and ethics. The purpose of this policy is to encourage the reporting of suspected fraudulent or dishonest use or misuse of HHMI resources or property.

## **Scope**

This policy applies to any suspected fraudulent or dishonest use or misuse of HHMI resources or property by an HHMI employee, consultant, contractor, supplier, or service provider, and to anyone who reports such activities using the Whistleblower and Fraud Reporting Procedures. Fraudulent or dishonest use or misuse of HHMI resources or property means a deliberate act or failure to act with the intention of obtaining an unauthorized private benefit or personal gain. In addition to theft of HHMI assets, examples of conduct that may be subject to this policy, if undertaken for unauthorized private benefit or personal gain, include:

- Forgery or other deliberate and wrongful alteration or destruction of HHMI documents or files;
- Unauthorized and wrongful alteration or manipulation of HHMI systems or databases;
- Deliberately reviewing confidential HHMI files, such as files that include confidential information about HHMI's banking, procurement, or investment relationships or transactions, or files that include personal information of other HHMI employees, without appropriate permission, or deliberately forwarding confidential HHMI files to others without appropriate permission;
- Misappropriating or misusing HHMI resources, including investment assets or HHMI's relationships with suppliers;
- Knowingly authorizing or receiving payment or reimbursement by HHMI for goods not received, expenses not incurred, or services not performed;
- Knowingly providing false or misleading information for HHMI's filings with government agencies, including the Internal Revenue Service;
- Knowingly providing false or misleading information about HHMI's finances or investments to HHMI's Trustees or independent auditors;

- Knowingly destroying, concealing, or falsifying records related to an official proceeding involving HHMI, in violation of federal, state, or local law or regulations, or otherwise obstructing or impeding any such proceeding in violation of federal, state, or local law or regulations; and
- Knowingly violating HHMI's Code of Conduct or another HHMI policy addressing potential conflicts of interest.

This policy does not apply to the following:

- Employee activities that are protected under federal, state, or local law regarding the terms and conditions of employment, and employee complaints regarding workplace behavior or performance, which are handled under HHMI's People and Culture policies, including the Workplace Behavior policy and the Complaint Resolution Procedure;
- Allegations of scientific misconduct, which are handled under HHMI's Research Misconduct policy; and
- Reports of suspected noncompliance with the terms of an HHMI grant or contract, which are to be directed to the HHMI department responsible for the grant or contract and are generally addressed by that department with support from the Office of the General Counsel.

For clarification, negotiating with a supplier to obtain a discount or benefit that will be available to all HHMI employees for personal transactions, or taking advantage of such a discount or benefit as an HHMI employee, is not a misuse of HHMI resources or property and would not be a basis for a report under this policy.

## Policy

### **Reporting and Investigation**

Anyone who works for, does business with, or is otherwise part of the HHMI community is expected to act as a “whistleblower” by reporting suspected fraudulent or dishonest use or misuse of HHMI resources or property by HHMI employees, consultants, contractors, suppliers, or service providers. As outlined in the Whistleblower and Fraud Reporting Procedures, you may report through any of several avenues, including HHMI supervisors; the Vice President and Chief Operating Officer; the Chief Financial Officer; the Vice President and General Counsel; or a third-party whistleblower and fraud reporting service retained by HHMI. If you wish to make an anonymous report, you may do so through the whistleblower and fraud reporting service, which will not require you to give your name or other identifying information.

Reports received via the whistleblower and fraud reporting service are automatically routed to the Vice President and Chief Operating Officer and the Vice President and General Counsel for follow-

up. The service will also provide an informational copy of reports it receives to the Chair of the Audit and Compensation Committee of HHMI's Trustees, so that he or she can ensure that appropriate follow-up is done.

In keeping with HHMI's commitment to the highest standards of integrity and ethics, HHMI will investigate suspected fraudulent or dishonest use or misuse of its resources or property by HHMI employees, consultants, contractors, suppliers, or service providers. The Office of the General Counsel, in coordination with the Vice President and Chief Operating Officer, will determine how to handle staffing and conduct of an investigation. HHMI may decline to conduct an investigation in circumstances that clearly indicate no investigation is warranted.

All HHMI employees are expected to provide assistance as requested in investigations of reports made under this policy.

### **Confidentiality**

Whistleblower reports, whether anonymous or not, will be shared only with those who have a need to know so that HHMI can conduct an effective investigation and determine an appropriate course of action. Those with a need to know may include such third parties as HHMI's external auditors, outside counsel, or law enforcement personnel to the extent necessary. Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower report, such persons may also have the legal right to know the identity of the whistleblower.

If you are a whistleblower, you are likewise expected to maintain the confidentiality of your report and any ongoing investigation and refrain from discussing these matters except as needed to assist HHMI with its investigation. You may also be asked to continue to maintain confidentiality after an investigation has been completed and any corrective action taken, depending on the circumstances. However, this policy is not intended to restrict you from conduct that you have a right to engage in under law.

### **No Retaliation against Whistleblowers or Witnesses**

HHMI will not tolerate retaliation against any person who makes a report in good faith under this policy or against any individuals (e.g., witnesses) who participate in an investigation of a report under this policy. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if the allegations of retaliation are substantiated. This policy will not prevent, limit, or delay HHMI from taking action, including disciplinary or other employment action, against any individual, when HHMI concludes that action is appropriate.

Reports are considered to be made in bad faith if they are made maliciously or with reckless disregard for their truth or falsity. If you make a report in bad faith, you may be subject to disciplinary or other employment action by HHMI and may also be subject to legal claims by the individuals about whom the bad-faith reports were made.

## Related Procedures, Forms and Policies

- [Whistleblower and Fraud Reporting Procedure](#)
- [Code of Conduct](#)
- [Workplace Behavior](#)
- [Research Misconduct](#)

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