

Whistleblower and Fraud Reporting Procedure

Reporting

If you have a concern about possible fraudulent or dishonest use or misuse of HHMI resources or property, you should report the concern to your supervisor or, if you are not an employee, to the HHMI employee with whom you work or do business. If for any reason you find it difficult to report your concerns to that person, you may report the concerns in a signed letter or email directly to any of the following members of HHMI management:

- Chief Financial Officer;
- Vice President and Chief Operating Officer; or
- Vice President and General Counsel.

If you do not wish to report concerns in writing, or if you wish to remain anonymous, you may instead choose to report concerns to the Whistleblower and Fraud Reporting Service engaged by HHMI for this purpose. You may file your report on this [website](#), or by telephone at 888-247-3213. The service will send the report to HHMI's Chief Financial Officer, Vice President and Chief Operating Officer, and Vice President and General Counsel, for follow-up. The service will also provide an informational copy of the report to the Chair of the Audit and Compensation Committee of HHMI's Trustees.

Response to a Report Made to an HHMI Supervisor

A supervisor to whom a concern within the scope of the Whistleblower and Fraud Reporting policy is brought must promptly inform at least one of the three members of HHMI management listed above, in writing, unless the concern is resolved through informal discussion with the person raising it (e.g., the concern is simply due to a misunderstanding).

Due to the important yet sensitive nature of concerns raised under the Whistleblower and Fraud Reporting policy, effective professional follow-up is critical. Supervisors should not perform any investigative or other follow-up steps on their own. Accordingly, a supervisor who becomes aware of such concerns should report them to at least one of the above members of HHMI management but should not, without prior permission from HHMI management, discuss the case with the media, law enforcement personnel, attorneys representing individuals involved in the matter, or anyone else other than the above members of HHMI management.

Response to a Report Made to a Member of HHMI Management Listed Above

If the Chief Financial Officer, the Vice President and Chief Operating Officer, or the Vice President and General Counsel receive a report that is within the scope of this policy from a source other than the whistleblower and fraud reporting service, he or she will make sure the others are aware of it. If the consensus of this group is that an investigation is warranted, the Vice President and General Counsel will advise others in HHMI leadership as appropriate (including in all cases the President), the Chair of the Audit and Compensation Committee of the Trustees, and the Chair of the Trustees. The Vice President and General Counsel will also keep this group advised of the progress and outcome of the investigation.

If the consensus of the Chief Financial Officer, the Vice President and Chief Operating Officer, and the Vice President and General Counsel is that an investigation is not warranted, the Vice President and General Counsel will follow up as appropriate with the individual who made the report (if his or her identity is known) and any supervisor involved in the reporting procedure. The Vice President and General Counsel will advise others in HHMI leadership as appropriate (including in all cases the President) of the situation. Situations in which an investigation may not be warranted include, for example:

- The alleged fraudulent or dishonest use or misuse of HHMI resources or property has already been investigated by HHMI and there are no significant new facts or information that would justify another investigation; or
- The person who is reporting fraudulent or dishonest use or misuse of HHMI resources or property made one or more previous similar reports that were found, after investigation, to be made in bad faith.

Response to a Report Made to the Whistleblower and Fraud Reporting Service

Reports received via the whistleblower and fraud reporting service are automatically routed to the Chief Financial Officer, the Vice President and Chief Operating Officer, the Vice President and General Counsel, and the Chair of the Audit and Compensation Committee of the Trustees. If a report within the scope of the policy comes in from the service, the Chief Financial Officer, the Vice President and Chief Operating Officer, and the Vice President and General Counsel will discuss it, determine whether one or more of them believe an investigation is warranted, and consult with the Chair of the Audit and Compensation Committee of the Trustees. If any of these four individuals believe that an investigation is warranted, an investigation must be done. The Vice President and General Counsel will inform others in HHMI leadership (including in all cases the President) and the Chair of the Trustees of any report that will be investigated, and will keep the President, the Chair of the Trustees, and the Chair of the Audit and Compensation Committee apprised of the progress and outcome of any investigation.

If the Chief Financial Officer, the Vice President and Chief Operating Officer, the Vice President and General Counsel, and the Chair of the Audit and Compensation Committee agree that an investigation of a report within the scope of the policy is not warranted, the Vice President and General Counsel will follow up as appropriate with the individual who made the report if their identity is known. The Vice President and General Counsel will also advise others in HHMI leadership (including in all cases the President) of the situation.

Personal Conflicts

As a general rule, if a person with a role in these procedures is alleged in a report to be personally involved in fraudulent or dishonest use or misuse of HHMI resources or property, that person must not participate in the procedures for reviewing and investigating that report. That person is responsible for recusing themselves if the report comes to their attention and forwarding the report to others to handle in accordance with these procedures. In this situation, others involved in handling the report are responsible for ensuring that the Chair of the Audit and Compensation Committee is informed of the situation and may also have an obligation to inform HHMI's external auditors.

Investigation of Reports

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.

The Vice President and General Counsel should notify the Chief of Communications of reports or investigations under this procedure if the matter is likely to receive media or other public attention. All inquiries from the media regarding a report or investigation under this policy should be directed to the Chief of Communications or their designee.

Once the investigation is complete, the Vice President and Chief Operating Officer, in coordination with the Office of the General Counsel, is responsible for making sure that appropriate corrective action is identified and taken, if necessary, and that findings are communicated to the appropriate individuals with appropriate instructions or reminders regarding confidentiality.

Related Procedures, Forms and Policies

Whistleblower and Fraud Reporting Policy

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