

**THE WALLACE FOUNDATION
WHISTLEBLOWER POLICY FOR BOARD MEMBERS**

If a Foundation board member becomes aware of or has a reasonable good faith belief that the Foundation may be involved in illegal activity, fraud or violation of organization policy (as defined in Exhibit 1), or if the board member suspects any impropriety regarding the Foundation's accounting methods, internal controls, audit processes or any other financial matter, the board member should immediately report such concern ("suspected wrongful act") to the Senior Counsel or the Chair of the Audit Committee. If it is impractical or inappropriate for the board member to notify the Senior Counsel, the board member should notify the Chair of the Audit Committee and if impractical or inappropriate for the board member to notify the Chair of the Audit Committee, the board member should notify the Senior Counsel.

Reports may be submitted in writing or verbally, and should contain as much detail as possible to allow an appropriate investigation to begin. Reports may be submitted anonymously or not. Anonymous reports of suspected wrongful acts that do not contain sufficient detail may prevent an investigation from beginning. The board member should retain all documents that could be relevant to an investigation of the matter.

All reports will be received and acted upon in confidence to the maximum extent possible given legal requirements and the need to gather facts, conduct an effective investigation, and take necessary corrective action.

The Senior Counsel shall be responsible for administering this Whistleblower Policy. When the Chair of the Audit Committee has not received a complaint directly, the Senior Counsel will apprise the Audit Committee and the President (unless it is inappropriate to inform the President) of all such complaints and investigations. Following investigation, the Foundation will take such appropriate remedial and disciplinary action as it deems justified by the circumstances.

No adverse action, including but not limited to intimidation, harassment, discrimination or other retaliation may be taken against a board member for in good faith reporting allegations of improprieties or illegal activities which the board member reasonably believes to be true, or for assisting in the investigation of a complaint.

The improprieties covered by this policy include, but are not limited to, the following:

- Supplying false or misleading information on the Foundation's financial documents;
- Providing false information to or withholding material information from the Foundation's auditors;
- Violations of the Foundation's policies as described in Exhibit 1;
- Foundation assets being used for personal gain or benefit;
- Payment for services or goods that are not rendered or delivered;
- Embezzlement; or
- Planning, facilitating or concealing any of the above.

EXHIBIT 1

List of Wallace Policies As of May 2014

Board of Directors

1. Board Member Code of Ethics (last revised April 2014)
2. Business Travel Reimbursement Policy for Directors (last revised 2012)
3. Director Sponsored Grants (last revised January 2014)

Staff

4. Staff Code of Ethics (last revised April 2014)
5. Travel and Expense Guidelines (last revised September 2011)
6. Matching Gifts (last revised October 2012)
7. Records Retention (last revised May 2005)
8. American Express Corporate Credit Card Acknowledgment of Receipt (last revised January 2012)