

Whistleblower Policy

The Andrew W. Mellon Foundation (the “Foundation”) is committed to lawful and ethical behavior in all of its activities and requires that its Trustees, officers, employees and consultants (collectively, “Foundation Persons”) conduct themselves in a manner that complies with all applicable laws and Foundation policies. Set forth below is the Foundation’s policy with respect to reporting good faith concerns about the legality or propriety of actions or plans taken by Foundation Persons.

Reporting Concerns

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 otherwise by the Foundation, 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 advise the Foundation’s Chief Legal Officer and Secretary, who is responsible for the administration of this Whistleblower Policy (the “Compliance Officer”). If the Compliance Officer is unresponsive or is the subject of the concern, the person should report the concern to the Foundation’s President or to the Chairman of the Board of Trustees’ Audit Committee. If the Compliance Officer is the subject of the reported concern, the Audit Committee will designate another person to serve as the Compliance Officer with respect to that report. Reports also may be made to EthicsPoint, a third-party reporting service authorized by the Foundation to receive such reports. Reports may be submitted to EthicsPoint via a telephone hotline: 1-844-446-5361 or website: www.mellon.ethicspoint.com.

Reports can be made verbally or in writing, in person or anonymously. To the extent possible, reports should include documentation supporting the concern. Reports should be as detailed as possible in order to facilitate investigation.

Investigation

The Foundation will investigate these reports with care. If as a result of the investigation the Foundation discovers a problem, it will promptly alert the Chair of the Board of Trustees’ Audit Committee and take corrective action as it deems necessary.

Confidentiality

The Foundation will protect the identity of the person reporting a concern to the greatest extent practicable given the needs to conduct a thorough investigation and to take any necessary corrective action. Accordingly, the Foundation cannot promise complete confidentiality, but it will act as discreetly as reasonably possible.

No Retaliation

The Foundation will not intimidate, harass, discharge, threaten, or discriminate or retaliate against a Foundation Person 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. The Foundation will impose disciplinary measures, up to and including termination or removal, against anyone who threatens or retaliates against a Foundation Person who makes such a good faith report or assists in the investigation of same.

Illustrative Types of Concerns

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

- supplying false or misleading information on the Foundation's financial or other public documents, including its tax return (990-PF);
- providing false information to or withholding material information from the Foundation's auditors or Trustees;
- embezzlement, self-dealing, private inurement (i.e., Foundation earnings inuring to the benefit of an individual) and private benefit (i.e., Foundation assets being used for personal gain or benefit);
- violations of the Foundation's Conflicts of Interest and Disclosure Policy;
- payment for services or goods that are not rendered or delivered; and
- facilitating or concealing any of the above or similar actions.

Disclosure to and Deliberation by the Audit Committee

In addition to prompt notification to the Chairman of the Audit Committee following an investigation where a problem is found, the Compliance Officer will report periodically to the Audit Committee with a summary of the reports received pursuant to this Whistleblower Policy and the disposition of those reports. The person who is the subject of the whistleblower complaint may not be present at or participate in any deliberations or vote relating to that complaint, except that, upon request of the Audit Committee, such person may appear at a meeting to present background information or answer questions prior to the start of deliberations and voting.

Distribution

A copy of this Whistleblower Policy will be distributed to all Foundation Persons and will be posted on the Foundation's website.

The Foundation reserves the right to amend and/or supplement this Whistleblower Policy at any time.