

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, consultants, and (should there be any in the future) volunteers who provide substantial services to the Foundation (collectively, “Foundation Persons”) conduct themselves in a manner that complies with all applicable laws and Foundation policies. Set forth below is the Foundation’s Whistleblower Policy (the “Policy”) to encourage the reporting of good faith concerns about the legality or propriety of actions or plans taken by Foundation Persons, to lay out procedures for reporting and investigating concerns, and to describe the protections afforded under the Policy. This Policy is modeled on the requirements of Section 715-b of the New York Not-for-Profit Corporation Law. The Foundation is also committed to complying with Section 740 of the New York Labor Law. For more information on Section 740, please see the “Notice of Employee Rights, Protections, and Obligations Under Labor Law Section 740,” posted in the Foundation’s offices.

The Foundation’s Board of Trustees (“Board”), or the Audit Committee of the Board, will oversee this Policy. The Board designates the Foundation’s Chief Legal Officer and Secretary, under the direction of the Board or the Audit Committee, to administer this Whistleblower Policy on its behalf and to report to the Board concerning such administration.

Reporting Concerns

If any Foundation Person knows or has a good faith or reasonable belief that any action taken by, or contemplated to be taken by, another Foundation Person or otherwise by the Foundation is illegal, unethical, or fraudulent conduct, or that another Foundation Person has engaged or plans to engage in conduct that is contrary to the Foundation’s policies, such Foundation Person (a “Reporter”) should promptly file a complaint with the Foundation’s Chief Legal Officer and Secretary (the “Compliance Officer”). If the Compliance Officer is the subject of the concern, the Reporter should report the concern to the Foundation’s President or to the Chair of the Board of Trustees’ Audit Committee (the “Alternate”). 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 on a confidential basis, 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.

Handling of Concerns Received

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 Audit Committee and take corrective action as it deems necessary. Any person who is the subject of a concern made pursuant to this Policy may not be present at or participate in any Board or Audit Committee deliberations or votes on the matter relating to the concern. However, the Board or an authorized committee thereof may request that such person present background information or answer questions at a meeting of the Board or Audit Committee prior to the commencement of deliberations or voting.

Confidentiality

The Foundation will strive to keep confidential to the greatest extent practicable the identity of the person reporting a concern or any person who provides information during or otherwise participates in or assists an investigation. Given the needs to conduct a thorough investigation and to take any necessary corrective action, the Foundation may share such information as it deems necessary with appropriate Foundation personnel, advisors, law enforcement officers, or as may be required by law.

No Retaliation

No Reporter who, in good faith or upon reasonable belief, reports any action or suspected action taken by or within the Foundation that is unethical, illegal, fraudulent, or in violation of any adopted policy of the Foundation shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequences.

Any Foundation Person or other agent of the Foundation who threatens or retaliates against a Reporter for reporting a concern in good faith or upon reasonable belief pursuant to this Policy will be subject to disciplinary action, up to and including termination from employment or removal from office or from the Board. Any Reporter who deliberately or maliciously provides false information may be subject to disciplinary action, up to and including termination of employment or removal from office or from the Board.

Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of illegal, unethical, or fraudulent conduct 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 or violations of any of the Foundation’s policies;
- payment for services or goods that are not rendered or delivered; and
- facilitating or concealing any of the above or similar actions.

Disclosure to the Audit Committee

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.

Distribution

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

This Policy does not create a promise or contract by the Foundation, and the Foundation reserves the right to amend and/or supplement this Whistleblower Policy at any time without prior notification. Employment at the Foundation is at will and nothing in this Policy should be interpreted as in any way limiting such at-will relationship.

As of June 3, 2026