

The David and Lucile Packard Foundation

Whistleblower Policy

POLICY FOR REPORTING CONCERNS, COMPLAINTS, OR VIOLATIONS AND PROTECTION FOR EMPLOYEE WHISTLEBLOWERS

Foundation Policy

If an employee violates or thinks he or she has violated any legal, or serious ethical provision of the Foundation's Code of Conduct, or if an employee observes, learns of, or in good faith believes it is possible that another employee has violated any such provision, that employee must immediately report the actual or suspected violation to an appropriate individual in the Foundation (e.g., the Director of Human Resources, a program director, or the Vice President and Director of Programs). Reported violations of the Code of Conduct will be investigated, addressed promptly, and treated confidentially consistent with the need to investigate, prevent, or correct the violation.

To assist the Audit Committee of the Foundation's Board of Trustees, the Foundation has established procedures for the receipt and treatment of concerns or complaints from staff members and others, including confidential, anonymous communications, regarding questionable accounting or auditing matters or perceived deficiencies in internal controls. Staff members with such complaints must report them to the persons specified in the Procedure section below. Reported violations will be investigated, addressed promptly, and treated confidentially consistent with the need to investigate, prevent, or correct the violation.

No one reporting, in good faith, an actual or suspected violation of Foundation policy or other unlawful act will be subject to retaliation of any kind. Retaliation against an individual for reporting in good faith an actual or suspected violation or for participating in an investigation of a violation is a serious violation and may be subject to disciplinary action. Persons who knowingly, with intent to retaliate, take any action harmful to a person who reports such violations may also be subject to civil remedies or criminal penalties.

Procedure with Respect to Reports of Concerns about Accounting or Auditing Matters, or Internal Controls

Reporting Concerns: Any employee or other person who has a concern or complaint about questionable accounting or auditing matters or perceived deficiencies in internal controls, **MUST** report such concern or complaint to the Chairman of the Audit Committee ("AC Chairman"), the President and CEO ("President"), or the General Counsel ("GC"). **In the alternative, reports may be made to Barbara Wright, Special Counsel to the Foundation, or to EthicsPoint by NAVEX Global, a third party vendor who is authorized by the Foundation to receive such reports.** All such reports will be treated confidentially consistent with the need to investigate, prevent, or correct the violation and will carry no risk of retribution if made in good faith. Any Foundation officers or employees who take any action in retaliation against a person who, in good faith, makes such a report will be subject to serious discipline. Nevertheless, any person may, if he or she prefers, make such a report anonymously.

Telephone communications should be directed to the numbers listed below:

Chair of the Audit Committee	Ward Woods	(208) 471-5148
President and Chief Executive Officer	Carol S. Larson	(650) 917-7177
General Counsel	Mary Anne Rodgers	(650) 917-4702
Special Counsel	Barbara P. Wright	(650) 327-0888
NAVEX Global	EthicsPoint	(800) 963-5942

Written communications to such persons should be sent to any of the following addresses:

Mary Anne Rodgers
General Counsel
The David and Lucile Packard Foundation
343 Second Street
Los Altos, CA 94022

Barbara P. Wright
Special Counsel
Finch, Montgomery, Wright & Emmer
350 Cambridge Ave., Suite 175
Palo Alto, CA 94306

EthicsPoint
NAVEX Global
<https://secure.ethicspoint.com/domain/media/en/gui/12445/index.html>

Oral Communications

Any Trustee, Officer or employee, or employee of NAVEX Global, designated above who receives an oral communication expressing a concern or complaint regarding accounting or auditing matters, or internal controls, shall promptly prepare a memorandum of such communication.

Written Communications

Any Trustee, Officer or employee, or employee of NAVEX Global, designated above who receives an oral or written communication expressing a concern or complaint regarding accounting or auditing matters, or internal controls, including anonymous communications, shall promptly deliver to the Chairman of the Audit Committee and the President and CEO (unless they already received it) a copy of the memorandum of such oral communication or a copy of such written communication.

Investigation

The President and CEO shall cause such investigation to be made with respect to the subject matter of each communication of a concern or complaint regarding questionable accounting or auditing matters, or internal controls, as he or she deems appropriate, and shall provide the Audit Committee Chairman with a written summary reporting the results of such investigation and any action taken or proposed to be taken. However, the Audit Committee Chairman, as he or she deems appropriate, may direct such investigation to be conducted by others, such as counsel or third parties.

Audit Committee Review

The Audit Committee shall (1) review all reports of concerns or complaints regarding questionable accounting or auditing matters, or internal controls, and (2) determine what action, if any, should be taken with respect to such reports.

Maintain Records

The management of the Foundation shall, in such manner as shall be determined by the Chairman of the Audit Committee, maintain a file of copies of the memoranda and written communications received by the Chairman of the Audit Committee reporting a concern or complaint regarding questionable accounting or auditing matters, or internal controls, and a written summary reporting the results of such investigation and any action taken or proposed to be taken. Each such memorandum and communication shall be retained in such file for a period of at least five years.

State Law

The public policy of the State of California is to encourage employees to notify an appropriate government or law enforcement agency when they have reason to believe their employer is violating laws that protect corporate shareholders, investors, employees, and the general public, and to protect employees who refuse to

participate in activities of an employer that would result in a violation of law.

No employer may:

- Adopt or enforce any rule preventing an employee from disclosing information to a government or law enforcement agency where an employee has reasonable cause to believe that information discloses a violation of, or noncompliance with, a state or federal statute, rule or regulation.
- Retaliate against an employee for disclosing such information about the employer or a former employer to a government or law enforcement agency.
- Retaliate against an employee for refusing to participate in an activity that would violate a state or federal statute, or cause noncompliance with a state or federal rule or regulation.
- For employees of a government agency, reporting such information to his/her employer is considered a protected disclosure to a government or law enforcement agency.

A corporation or limited liability company that violates this law is liable for a civil penalty not exceeding ten thousand dollars (\$10,000) for each violation.

Normally, suspected violations should be reported directly to the appropriate State or local agency. In addition, the California Attorney General has established a confidential Whistleblower Hotline at (800) 952-5225 to receive calls regarding possible violations of state or federal statutes, rules or regulations, or violations of fiduciary responsibility by a corporation or limited liability company to its shareholders, investors, or employees.