

DORIS DUKE CHARITABLE FOUNDATION, INC.

Compliance Policy: Accounting Allegations

Adopted May 14, 2018

Procedures and Considerations for Handling Accounting Allegations

This policy establishes the standards and procedures to ensure that accounting and related complaint handling comply with objectives of management and the Finance and Audit Committees of the Board.

Audit Committee Responsibilities with Respect to Specified Complaints

The Audit Committee of the Board (“Committee”) will receive, retain, investigate and act on employee complaints and concerns regarding questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the foundation’s accounting policies (an “Accounting Allegation”).

At the discretion of the Committee chair, Committee responsibilities created by these procedures may be delegated to any Committee member.

Procedures for Receiving Accounting Allegations

Any Accounting Allegation that is made directly to management, whether openly, confidentially or anonymously, will be promptly reported to the Committee. Each Accounting Allegation, whether forwarded to the Committee by management or made directly to the Committee, will be reviewed by the Committee members. At its discretion, the Committee will consult with any member of management or any employee it believes has appropriate expertise or information to be of assistance. The Committee will determine whether it or management should investigate the Accounting Allegation, taking into account this policy’s considerations.

If the Committee determines that management should investigate the Accounting Allegation, the Committee will notify Legal Counsel in writing. Under Legal Counsel’s direction, management will promptly investigate the Accounting Allegation and will report investigation results to the Committee in writing. Management will be free in its discretion to engage outside auditors, outside counsel or other experts to assist in the investigation and in the analysis of results.

If the Committee determines that it should investigate the Accounting Allegation, then it will promptly determine what professional assistance, if any, it needs. The Committee will be free, in its discretion, to engage outside auditors, outside counsel or other experts to assist in the investigation and in the analysis of results.

Considerations as to Whether the Committee or Management Should Investigate an Accounting Allegation

In determining whether management or the Committee should investigate an Accounting Allegation, the Committee will consider, among other appropriate factors, the following:

- **Who is the alleged wrongdoer?** If an executive officer, senior financial officer or other

high management official is alleged to have engaged in wrongdoing, that factor alone may favor the Committee conducting the investigation.

- **How serious is the alleged wrongdoing?** The more serious the alleged wrongdoing the more appropriate it is for the Committee to undertake the investigation. If the Accounting Allegation alleges a crime involving the integrity of the financial statements of the foundation, that factor alone may favor the Committee conducting the investigation.
- **How credible is the allegation of wrongdoing?** The more credible the Accounting Allegation, the more appropriate it is for the Committee to undertake the investigation. In assessing credibility, the Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

Protection of Employees

Consistent with foundation policies the Committee will not retaliate, and will not tolerate any retaliation, direct or indirect, by management or any other person or group against anyone who, in good faith, makes an Accounting Allegation. Retaliation is also not tolerated when providing assistance to the Committee, management, or any governmental, regulatory, or law enforcement body investigating an Accounting Allegation. Unless required by law and to the extent possible, the Committee will not, at the person's request, reveal their identity when they've made a good faith Accounting Allegation. The Committee will also not make any effort, or tolerate any effort made by any other person or group, to learn the identity of anyone who has anonymously made a good faith Accounting Allegation.

Records

The Committee will retain for a period of seven years all records relating to any Accounting Allegation and to the investigation of any such Accounting Allegation.

Procedures for Notifying the Committee

In addition to any other avenue available to employees, they may report directly to the Audit Committee openly, confidentially, or anonymously, any good faith Accounting Allegation. These Accounting Allegations can be made in writing and addressed to:

*Chair, Audit Committee
Board of Trustees
Doris Duke Charitable Foundation, Inc.
650 Fifth Avenue, 19TH floor
New York, NY 10019.*

Persons should indicate in their written report if they wish to remain anonymous.