

AMERICAN JEWISH COMMITTEE
WHISTLEBLOWER POLICY

Effective December 2013

Introduction:

Proper handling of whistleblower complaints can help ensure that legal concerns are brought to the attention of the Board and management, and may protect organizations from claims that employees and others are afraid of exposing wrongdoing for fear of retaliation.

Certain Federal and State laws have focused on protecting whistleblowers from retaliation. Perhaps the most well-known legislated protections are in the Sarbanes-Oxley Act (SOX), which *mostly* applies to publicly traded companies. That said, Section 1107 of SOX, *Retaliation Against Informants*, applies to all companies, public or private. In addition, pending modifications to New York's Not-for-Profit Corporation Law pursuant to the Non Profit Revitalization Act (the "NPRA") passed by the New York State Legislature provide that non-profits must have whistleblower policies that:

- Have been passed by the non-profit's "Board" or the Audit Committee or other properly constituted committee of *independent* directors.
- Require that all whistleblower claims be reported to the Audit Committee or other properly constituted committee of *independent* directors.
- Mandate that a copy of the whistleblower policy be distributed to all directors, officers, employees and volunteers who provide substantial services to the nonprofit.

While New York's NPRA has not been signed by New York's Governor¹, it is in the best interest of American Jewish Committee ("AJC") to have a policy that provides clear procedures for handling all whistleblower complaints. AJC's current whistleblower policy is written into its employee manual; now, given the prominent role that some whistleblowers recently have played in unearthing corruption in non-profits, we believe it is time to update AJC's policy so that it adopted by the Executive Council, comporting with evolving best practices, and protecting lay leaders and employees. The proposed new Whistleblower Policy follows this introduction.

Whistleblower Policy of American Jewish Committee

¹ After this Whistleblower Policy was adopted by the Executive Council on December 17, 2013, New York's Governor signed the NPRA. The NPRA currently is scheduled to become effective during the summer of 2014. (This footnote and the heading with the Effective Date were added to the Whistleblower Policy on January 8, 2014; otherwise the Whistleblower Policy is in the form adopted by the EC on December 17, 2013.)

General

AJC requires its employees and the members of its Executive Council (“EC”), Board of Governors (“BoG”), AJC’s Officers (as defined in AJC’s Bylaws), the members of all committees and subcommittees of the Executive Council and of the Board of Governors, the members of Regional Boards, advisory councils, advisory boards, and boards of wholly owned subsidiaries, affiliates and institutes and the national and regional boards of ACCESS (collectively the “Covered Persons”), to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of AJC, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

This policy provides a vehicle for reporting activity that appears to be illegal, dishonest or unethical (“Violations”), including violations of AJC’s human resources policies related to alleged ethics-related issues, employment discrimination or sexual misconduct, unlawful harassment, workplace violence and financial-management risks such as suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, issues involving internal controls or corporate accounting practices, misuse of AJC’s assets or suspected regulatory and compliance concerns or violations.

Reporting Responsibility

It is the responsibility of all Covered Persons to report Violations or suspected Violations in accordance with this Whistleblower Policy. This Whistleblower Policy is intended to encourage and enable Covered Persons to raise serious concerns within AJC prior to seeking resolution outside AJC. However this Whistleblower Policy does protect Covered Persons who seek resolution with a governmental agency before raising it within AJC.

No Retaliation

No Covered Person who in good faith reports a Violation or suspected Violation shall suffer harassment, retaliation or adverse employment consequence. A Covered Person who retaliates against someone who has reported a Violation or suspected Violation in good faith is subject to discipline up to and including termination of employment or, if not involving an employee, such other appropriate discipline as determined by the Audit Committee or the EC.

Reporting Violations

Questions, concerns, suggestions or complaints regarding the ethical and legal standards noted above generally should be addressed directly to AJC’s General Counsel (GC). However if the complaint involves the GC, or a whistleblower is not comfortable communicating concerns to the GC or is unsatisfied with the response, the whistleblower is encouraged to speak with anyone in management or any appropriate person with whom they are comfortable. Alternatively, a whistleblower may file a report using AJC’s secure and anonymous Internet and telephone based reporting system operated by EthicsPoint. From any computer having Internet access, go to <http://www.ethicspoint.com> and click on “File a new report.” A whistleblower also may also file a report by calling the toll-free helpline at 1-888-236-7502. *(To get more information about using*

the EthicsPoint system, please refer to the [EthicsPoint Reporting System](#)). If desired, EthicsPoint reporting can be anonymous.

All whistleblower claims received by the GC or any member of AJC's management, or by EthicsPoint, shall be reported immediately to the Chair of AJC's Audit Committee.

AJC's Audit Committee

The Chair of AJC's Audit Committee is responsible for investigating and resolving, or causing others to investigate and resolve, all reported complaints and allegations and shall advise the Audit Committee and, if the Chair deems it appropriate, the President and Executive Director, of all such complaints and allegations. The Chair of the Audit Committee is required to report to the full Executive Council at least annually regarding such complaints and allegations; however the report need not specify or disclose confidential information.

Where appropriate, it is presumed that the Chair of the Audit Committee may engage the assistance of AJC's management or others to conduct the investigation.

Acting in Good Faith

Anyone filing a complaint concerning a Violation or suspected Violation must act in good faith and have reasonable grounds for believing the information disclosed may indicate a violation of the standards set forth above. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense.

Confidentiality

Violations or suspected Violations may be submitted on a confidential or anonymous basis by the complainant. Reports of Violations or suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and to comply with law.

Handling of Reported Violations

The Chair of the Audit Committee or the General Counsel will notify the whistleblower and acknowledge receipt of the reported Violation or suspected Violation within ten business days. All reports will be investigated promptly and appropriate corrective action will be taken if warranted by the investigation.