



Great teachers.  
Bright futures.

## Whistleblower Policy

To help ensure that Teaching Matters, Inc. complies with the highest standards of financial reporting and lawful and ethical behavior, Teaching Matters, Inc. has established the following procedure for the reporting of illegal or unethical conduct in connection with Teaching Matters, Inc. finances or other aspects of its operations, and the retention and treatment of such complaints, including confidential, anonymous submissions received from employees.

Should any person know or have a reasonable belief that persons associated with Teaching Matters, Inc. plan to engage or have engaged in illegal or unethical conduct in connection with the finances or other aspect of Teaching Matters, Inc.'s operations, that person should immediately file a complaint with any officer of the organization (a "complaint"). Employees of Teaching Matters, Inc. may submit complaints on a confidential, anonymous basis.

Such Officer will promptly report the Complaint to the full Board, other than any officer who is the subject of the complaint. All Reports will include a copy of the complaint, its date, nature and source (unless the complainant is an employee who has requested confidentiality and/or anonymity), how it was communicated, whether the officer to whom it was communicated regards the complaint as credible, and proposals to address it. All credible allegations will be followed up promptly, with further investigation conducted if needed to resolve disputed facts. In conducting its investigations, Teaching Matters, Inc. will respect an employee's request for confidentiality and/or anonymity and will strive to keep the identity of other complainants as confidential as possible, consistent with the need to conduct an adequate review and investigation. The Board will ensure that records of all complaints are maintained in accordance with Teaching Matters, Inc.'s document retention policy. Teaching Matters, Inc. will take appropriate action in response to any complaints, including, but not limited to, disciplinary action (up to and including termination) against any person who, in Teaching Matters, Inc.'s assessment, has engaged in misconduct and reporting such misconduct to the relevant civil or criminal authorities as required by law.

Teaching Matters, Inc. will not knowingly, with the intent to retaliate, take any action harmful to any person, including interference with lawful employment or livelihood, for reporting a complaint in good faith pursuant to this policy or to law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant. Likewise, there will be no punishment or other retaliation for providing information regarding a complaint in good faith to, or otherwise assisting in any investigation regarding a complaint conducted by, Teaching Matters, Inc., law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant. Finally, there will be no punishment or other retaliation for filing a complaint in good faith, or otherwise participating or assisting in a proceeding filed or about to be filed (with any knowledge of Teaching Matters, Inc.) regarding any complaint. An individual who deliberately or maliciously provides false information may be subject to disciplinary action (up to and including termination).