



WORLD
RESOURCES
INSTITUTE

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Code of Conduct

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WRI OVERVIEW

World Resources Institute (WRI) is a global research organization that turns big ideas into action at the nexus of environment, economic opportunity, and human well-being. Our mission is to move human society to live in ways that protect Earth's environment and its capacity to provide for the needs and aspirations of current and future generations.

WRI was established in 1982. Our work now spans over 50 countries WRI staff have a deep understanding of the issues, and an understanding of the political and cultural context that shapes decision-making, as well as knowledge of how to engage effectively in the countries where we work.

WRI'S ETHICAL FOUNDATION

WRI staff regularly make decisions with ethical consequences. In a landscape where our work has increasing influence, reach and impact, it is crucial to empower our teams with the tools and guidance to make informed decisions and to better understand the implications of those decisions.

While decision making may differ within local teams or across WRI's global network, it is important we take time to understand the alternative perspectives of how information is presented to influence our understanding of each situation.

As WRI becomes a larger, more complex organization operating in increasingly challenging environments and situations, a code of conduct and ethics that endorses our mission and values and ~~which that~~ benchmarks individuals and organizational performance against excellence will ensure that all WRI staff have a clear understanding of what is expected of them as representatives of the organization.

WRI has institutionalized several acceptable, expected standards of behavior for employees. Whenever you are on WRI business, regardless of where you are working from, your actions must align with the Code of Conduct.

To be effective, we must report questionable behaviors to exercise the standards we profess to have, else we might risk diminishing trust within employees and donors. The merit of formally adopting a Code of Conduct is to provide our colleagues as well as our Board with rules and guidelines for making ethical choices and to make sure there is accountability for those choices. The staff can fall back on the Code of Conduct and Ethical Statement in times of potentially compromising situations to arrive at the right decision and approach, knowing that WRI will stand by them.

WRI'S CODE OF CONDUCT FRAMEWORK CONTAINS SEVERAL ITEMS:

1. Values – Integrity, Innovation, Urgency, Independence, Respect (Note: There is a proposal to add Accountability to our set of Values)
2. Board of Directors and the governance they provide
3. Statement of Ethical Practice (includes resolution path for ethical dilemmas)

4. Anti-Bribery and Conflict of Interest Policies
5. Standards of Conduct and selected Employment Policies from WRI's Employee Handbook (see intranet for full Employee Handbook)
6. Whistle-blower Anonymous Reporting Mechanism and No-retaliation Policy
7. Fraud Control Policy
8. How WRI Works – WRI's Dos & Don'ts

Ethical behavior cannot be easily legislated as rules can create frameworks for safe harbors, exceptions, and clearly defined loopholes. Ethical conduct is the basis for long-term success of any organization as it certifies that money, time and effort are being productively used. The vastness of our geographic spread and size exceeds the Operations group's capacity to fully monitor and manage all risks, thus all of us within the WRI network must be vigilant in protecting WRI's reputation.

VALUES

Our mission and values define WRI as an institution. Our values are not rules, but shared ideals and understanding that bind us together. Along with our mission, they articulate who we are and what we believe, influence our goals, guide our actions, and help us to explain our aspirations to others.

INTEGRITY

Honesty, candor, and openness will guide our work to ensure credibility and build trust.

- We encourage examination of our methods, analyses, and conclusions.
- We share information and ideas with our colleagues and partners.
- We recognize all who have contributed to our work.

INNOVATION

To lead change for a sustainable world, we will be creative, forward-thinking, entrepreneurial, and adaptive.

- We are willing to risk failure to achieve substantial impact.
- We nurture and reward new ideas and excellence in pursuing them.
- We reinvigorate our own ideas and approaches through continuous learning.

URGENCY

We believe that change in human behavior is urgently needed to halt the accelerating rate of environmental deterioration.

- We seek the greatest impact by responding swiftly, decisively, and strategically to opportunities and challenges.
- We work on issues that matter where we believe we can make a unique difference.

INDEPENDENCE

Our effectiveness depends on work that is uncompromised by partisan politics, institutional or personal allegiances, or sources of financial support.

We take pride in the independence of our ideas and work.

We convey to partners and funders our commitment to unbiased judgment.

RESPECT

Our relationships are based on the belief that all people deserve respect.

- We encourage diversity of experience, culture, ideas, and opinions among our staff and partners.
- We seek to ensure and to recognize that each of us can take responsibility and create opportunities.
- We help each other to reach our fullest potential.
- We treat others with fairness regardless of their views on our work.

BOARD OF DIRECTORS

WRI's Board of Directors is composed of roughly 30 directors from a variety of backgrounds, including business, government, civil society, and academia. Directors are elected to three, consecutive, three-year terms. The Board meets twice annually in person and once by conference call.

Directors serve on one of the Board's five standing committees and four advisory groups, which meet in person or by phone between full-Board meetings. The Board is expected to ensure WRI's financial integrity and effective resource management, including by approving WRI's annual budget, and to provide oversight and guidance on WRI's activities. Directors maintain a working knowledge of WRI's finances, strategic plan, goals, objectives, and legal framework.

Board members engage with WRI in a variety of ways, including providing advice and guidance to the President and to WRI staff on our strategy and their programmatic work; speaking at WRI or external events; opening doors to potential funders; and supporting WRI's work by contributing funds according to their own individual capacity.

WRI International Offices can have their own Board of Directors (e.g. Brazil, India, Indonesia, Mexico), some have directors who serve on both WRI's Board and an International Office Board. WRI International Offices that are legal subsidiaries of WRI in DC (e.g. Africa, China, DRC, Europe) may have an advisory board, but they are governed by the WRI DC Board,

STATEMENT OF ETHICAL PRACTICE

World Resources Institute (WRI) conducts its operations with integrity in all relationships, including those with donors, customers, suppliers, communities, and employees. The highest standards of ethical, moral, and professional business conduct are required of WRI employees in the performance of their responsibilities. Staff and other covered individuals including consultants, fellows, Board Members and any other categories that conduct business on behalf of WRI shall behave ethically. A commitment to ethical professional practice includes overarching principles that express our values, and standards that guide our conduct.

PRINCIPLES

WRI's overarching ethical principles overlap with at least the first three of WRI's 5 values (Integrity, Independence, Respect, Innovation, and Urgency) as follows:

1. Integrity which includes honesty, responsibility, and accountability;
2. Independence or objectivity;
3. Respect or fairness/equity.

Staff shall act in accordance with these principles and shall encourage others, associated with or within, WRI to adhere to them.

STANDARDS

Staff and other covered individuals are required to read and acknowledge their understanding of the statement of ethical practice and code of conduct by signing this agreement. Failure to comply with the following standards may result in disciplinary action up to and including termination.

Specifically, staff and other covered individuals are prohibited from:

- Not maintaining ethical practices;
- Reporting instances in bad faith for vindictive, malicious, or self-serving reasons;
- Treating others unfairly or disrespectfully in any situation or any environment;
- Unauthorized use of WRI proprietary information; WRI's proprietary information is operational, personnel, financial and technical and all other information deemed by WRI's management as integral to the success of the organization;
 - Unauthorized use includes:
 1. Use of corporate assets and business relationships for personal gain;
 2. Preferential treatment to any person or entity in a way that would be counter to WRI's values;
 3. Involvement at any level in a business transaction that is, or could be viewed as, a personal conflict between a covered individual's personal interests and those of WRI's;
 4. Engaging in outside work, accepting or giving gifts for personal gain(s) or engaging in work that creates or may create the appearance or an organizational conflict and/or reduce the ability to fulfil WRI responsibilities.
- Failing to comply with laws, regulations and other government or funding agency rules;
- Engaging in behaviors that may be tolerated in a foreign country by local custom (e.g., bribery, nepotism, conflicts of interest), but are at odds with WRI's values, mission, and policies and procedures;
- Engaging in any form of trafficking, procuring commercial sex acts, child pornography, or using forced labor; and
- Engaging in violence (including behaviors that would endanger the health and safety of colleagues) or harassment (including sexual harassment - see WRI's anti-harassment policy), discrimination, or substance abuse.

EXPECTED CONDUCT

Staff and covered individuals should seek guidance from WRI's General Legal Counsel, human resources, or WRI management when in doubt or in the event of a discrepancy, between local laws in which WRI conducts its operations;

I. COMPETENCE

Each staff member has a responsibility to:

1. Maintain an appropriate level of professional expertise by continually developing knowledge

and skills.

2. Perform professional duties in accordance with relevant laws, regulations, and technical standards.
3. Provide decision support information and recommendations that are accurate, clear, concise, and timely.
4. While in a foreign country, abide by applicable laws and regulations and show respect for the country's conventions, customs, and institutions.

II. CONFIDENTIALITY

1. Keep confidential information confidential except when disclosure is authorized by WRI's General Counsel or legally required. *Confidential information includes personal and salary information; WRI 'competitive advantage' information; information established as confidential by law or in agreements (e.g. NDA – non-disclosure agreements) with other organizations; and that which is identified as Confidential or would be recognized by a reasonable person as confidential.*
2. Inform all relevant parties regarding appropriate use of confidential information. Monitor subordinates' activities to ensure compliance.
3. Refrain from using confidential information for unethical, illegal, or personal advantage.

III. INTEGRITY

1. Mitigate actual conflicts of interest, regularly communicate with WRI's associates to avoid apparent conflicts of interest. Advise all parties of any potential conflicts.
2. Refrain from engaging in any conduct that would prejudice carrying out duties ethically.
3. Abstain from engaging in or supporting any activity that might discredit WRI or yourself.
4. Contribute to a positive ethical culture by following and promoting ethical practices above personal interests.

IV. CREDIBILITY

1. Communicate information fairly and objectively.
2. Disclose all relevant information that could reasonably be expected to influence an intended user's understanding of the reports, analyses, or recommendations.
3. Disclose delays or deficiencies in information, timeliness, processing, or internal controls in conformance with WRI's policy and/or applicable law.
4. Communicate professional limitations or other constraints that would preclude responsible judgment or successful performance of an activity.

REPORTING ETHICAL VIOLATIONS

In the course of working for WRI, staff or covered individuals may become concerned about observed or suspected violations of WRI's values and ethical standards, or legal / regulatory

obligations. Staff or covered individuals may also believe they have been asked to engage in an activity that is contrary to WRI's values, policies, ethical or moral standards or legal and regulatory obligations. When either occurs, staff or the covered individual must immediately bring the matter to the attention of WRI's management in accordance with WRI's Whistle Blower policy.

RESOLUTION OF ETHICAL CONFLICT

In applying the Standards of Ethical Practice, you may encounter problems identifying unethical behavior or resolving an ethical conflict. When faced with ethical issues, you should follow WRI's established policies on the resolution of such conflict. If these policies do not resolve the ethical conflict, you should consider the following courses of action:

1. Discuss the issue with your immediate supervisor except when it appears that the supervisor is involved. In that case, present the issue to the next level. If you cannot achieve a satisfactory resolution, submit the issue to the next management level. If your immediate superior is the chief executive officer or equivalent, the acceptable reviewing authority would be WRI's General Legal Counsel, the audit committee or executive committee of the Board. Contact with levels above the immediate superior should be initiated only with your superior's knowledge, assuming he or she is not involved. Communication of such problems to authorities or individuals not employed or engaged by WRI is not considered appropriate, unless you believe there is a clear violation of the law.
2. Clarify relevant ethical issues by initiating a confidential discussion using the whistleblower hotline (https://intranet.wri.org/system/files/documents/whistleblower_policy.pdf) with the HR Director or General Counsel.
3. Consult your own attorney on legal obligations, advice and your rights concerning the ethical conflict.

ANTI-CORRUPTION, BRIBERY, & CONFLICT OF INTEREST POLICY

WRI expects all Board of Directors (Directors) and staff, including contractors serving as employees in foreign offices, officers and non-officers to meet the highest standards of professional integrity and ethical conduct (see Institutional values) in all aspects of fulfilling our mission and their duties. This includes avoiding any corrupt or fraudulent practices, including but not limited to any offer, gift, or payment, consideration of benefit of any kind, which would or could be construed as an illegal or corrupt practice.

The [UN Convention Against Corruption](#) describes bribery and corruption as "one of the biggest obstacles to development" and both the [United Kingdom](#) and the [United States](#) have specific laws that prohibit bribery. Bribery occurs when a person offers, pays, seeks or accepts a payment, gift or favor to influence a business outcome improperly or fails to prevent bribery. Facilitation payments – which are unofficial payments made to public officials in order to secure or expedite the performance of a routine action – are also considered to be bribes. WRI expects all Directors and staff to scrupulously avoid conflicts of interest between the interests of WRI on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. Where standard practices differ between foreign and U.S.-based operations, the higher standard will be observed.

Directors and staff may not use their position, influence, confidential information, or Institutional assets for personal gain. Furthermore, each Director or staff member should manage his or her personal and business affairs so as to avoid situations that might lead to a conflict or even suspicion of a conflict between self-interest and duty to the Institute, partners, and colleagues. A

conflict of interest may exist when the direct, personal financial interest of any Director or staff member competes with the financial interest of WRI. Conflicts of interest include but are not limited to: being related to a vendor, having an ownership stake in a vendor's business, having a relative on staff, or being a paid consultant to partners or organizations who are donor or partner organizations who fund WRI. If any such conflict of interest may exist, it is incumbent on the Director or staff member to disclose the potential conflict of interest to the President, Chief Financial Officer (CFO), or Global Human Resources Director (HRD), for their review or advice. Whenever possible, this disclosure should be submitted in writing. The President, CFO or HRD may choose to discuss the issue with the Management Team, Executive Team, or Executive Committee of the Board. During such discussions with regard to a matter of conflict of interest, the interested Director or staff person shall not vote on the matter. Moreover, the person having such a conflict shall not participate in any deliberation or decision regarding the matter under consideration, and shall retire from the room in which the issue is being discussed. However, that person shall provide the Management Team, Executive Team, or Executive Committee of the Board with any and all relevant information. The fact that a Director or staff member is also a director, officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which WRI also obtains or seeks funds shall not by itself be deemed a conflict of interest. However, prior consent and disclosure to WRI's President is required to approach any WRI Board Member for donations to another NGO.

Violations of legal provisions and ethical standards can taint the credibility of the entire organization and cause the organization to be subjected to adverse publicity and distrust by the public, our partners, and the government. We take seriously our obligation to prevent these kinds of violations.

If a Director or staff member believes that WRI, through the acts of any of its directors, staff or agents, is in violation of applicable law or its ethical obligations, it is your responsibility to report such conduct immediately. Failure to report violations of law, ethical obligations or conflicts of interest could be grounds for appropriate discipline, up to and including immediate termination.

No Director or staff member who in good faith reports a violation shall suffer harassment, retaliation or adverse appointment/employment consequence. A Director, officer or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of appointment/employment. WRI's Whistleblower Policy (see Whistleblower Policy) is intended to encourage and enable directors, officers, staff, contractors, and others to raise serious concerns within WRI rather than seeking resolution outside WRI.

Directors and staff are expected to devote their best efforts to the interests of WRI. WRI recognizes the right of staff to engage in activities outside of their employment which are of a private nature and unrelated to our business. Although it is not possible to specify every action that might create a conflict of interest, this policy sets forth the ones which most frequently present problems. The purpose of this policy is to protect Directors and staff from any conflict of interest that might arise. Conflict of interest is especially relevant to anyone within the Institute who is in a position to exercise substantial influence over WRI affairs. The Internal Revenue Code refers to such Directors and staff as "disqualified persons." By statute, disqualified person status includes family members of disqualified persons who are defined as spouse, siblings and their spouses, lineal descendants and their spouses, and lineal ancestors.

STANDARDS OF CONDUCT

WRI expects employees to follow certain minimum rules of conduct. These rules of conduct apply whether you are in the office, working from home or an alternate office, or traveling on WRI business. In general, an employee must avoid any kind of action or behavior, which would impair

WRI's operations or reflect adversely upon WRI or its activities. While it is not possible to list all the forms of behavior that are considered unacceptable in the workplace, the following is a list of basic unacceptable workplace conduct:

- Breach of trust or dishonesty
- Conviction of a felony
- Willful violation of an established policy or rule
- Falsification of WRI records
- Gross negligence
- Insubordination
- Violation of the Anti-Harassment and/or Equal Employment Opportunity Policies
- Undue and unauthorized absence from duty during regularly scheduled work hours
- Deliberate non-performance of work
- Larceny or unauthorized possession of, or the use of, property belonging to any co-worker, visitor, or customer of WRI
- Possession of dangerous weapons on the premises
- Unauthorized destruction, possession, use or copying of any records that are the property of WRI
- Violence or fighting or serious breach of acceptable behavior
- Violation of the Alcohol or Drug Policy
- Theft
- Violation of the Institute's Code of Conduct or any of the policies contained within

In addition, employees are prohibited from engaging in any other conduct not set forth above that could be detrimental to the operations of WRI.

While employment at WRI remains at-will, at its option, WRI may impose disciplinary action up to and including suspension and termination for any violations of these standards of conduct.

EMPLOYMENT POLICIES

EQUAL EMPLOYMENT OPPORTUNITY POLICY STATEMENT

Greater staff diversity is an important objective for WRI. We recruit, hire, and provide opportunities for advancement without regard to race, color, religion, gender, national origin, citizenship, age, parental or marital status, gender identity, sexual orientation, genetic information, disability, political affiliation, or other status protected by applicable law.

Staff diversity also helps WRI achieve its mission. Diverse perspectives and experience enhance the way we select and approach issues, as well as the creativity and applicability of WRI's policy research and analysis.

Recognizing the value that cultural, racial, and gender diversity provides, we will take the time needed to reach beyond our established networks of contacts. WRI needs exceptional staff, and these efforts will help us find the best candidates for our open positions.

AFFIRMATIVE ACTION

WRI is committed to actively seeking a diverse staff because their experience will contribute to our global perspectives and because their presence will enhance our workplace. Specifically, WRI seeks to ensure that recruitment activities for all job openings are designed to reach qualified applicants of a diverse background and to hire and provide opportunities for advancement to individuals whose diversity will strengthen WRI's ability to accomplish its mission.

EQUAL EMPLOYMENT OPPORTUNITY

WRI is committed to ensuring equal employment opportunity and does not tolerate workplace discrimination. In compliance with applicable federal and state laws, it is WRI's policy to:

- Recruit, hire, and provide opportunities for advancement in all job classifications without regard to race, color, religion, sex, national origin, age, citizenship, marital status, gender identity, sexual orientation, parental status, genetic information, disability, or other status protected by applicable law;
- Make all employment decisions in a manner consistent with the principle of equal employment opportunity;
- Ensure that decisions regarding recruitment and selection are in accord with principles of equal employment opportunity by imposing only valid requirements for available job opportunities;
- Ensure that personnel actions with reference to such matters as compensation, benefits, promotions and transfers, Institute-sponsored training, social and recreational programs, and other terms and conditions of employment will also be administered in accordance with the principles of equal opportunity; and
- Protect from retaliation those who make good faith complaints about discrimination or violations of equal employment opportunity.

The Board of Directors and Officers of the World Resources Institute support these policies in their entirety and expect all executive, supervisory, and other employees to give their continuing support to their implementation. The Director of Human Resources has overall responsibility for implementing these policies and for monitoring and reporting on their effectiveness.

Specific concerns or complaints regarding equal employment opportunity should be brought to the immediate attention of the Director of Human Resources or Executive Vice President/Managing Director who will ensure that complaints are promptly and appropriately investigated. Any complaints involving the President will be referred directly to the Chair of the WRI Board.

AMERICANS WITH DISABILITIES ACT

WRI is committed to complying with all applicable provisions of the Americans with Disabilities Act (ADA) and applicable state and local law. It is WRI's policy not to discriminate against any qualified employee or applicant with regard to any terms or conditions of employment because of such individual's disability or perceived disability so long as the employee can perform the essential functions of the job. Consistent with this policy of nondiscrimination, WRI will provide reasonable accommodations to a qualified individual with a disability, as defined by the ADA, who has made WRI aware of his or her disability, provided that such accommodation does not

constitute an undue hardship on the Institute.

Employees with a disability who believe they need a reasonable accommodation to perform the essential functions of their job should contact the Human Resources Department. WRI encourages individuals with disabilities to come forward and request reasonable accommodation.

HARASSMENT-FREE WORKPLACE

As part of its prohibition of discriminatory practices, WRI prohibits harassment of applicants and employees on the basis of race, color, national origin, religion, gender, age, disability, parental or marital status, gender identity, sexual orientation, or any other characteristic protected by applicable law. WRI prohibits and will not tolerate any such harassment.

RETALIATION IS PROHIBITED

WRI prohibits retaliation against any individual who reports harassment or participates in an investigation of such reports. Retaliation against an individual for reporting harassment or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment itself, will be subject to disciplinary action.

DRUG-FREE WORKPLACE

WRI maintains a drug-free workplace in compliance with the Drug-Free Workplace Act. As a condition of employment, every employee is required to abide by the terms of this law and the policy set forth below.

Manufacture, distribution, dispensation, sale, purchase, possession, or use of any illegal drug, alcohol, or controlled substance while on WRI premises is strictly prohibited. Reporting to work under the influence of alcohol or drugs is not allowed. These activities constitute serious violations of Institute rules, jeopardize the Institute, and can create situations that are unsafe or that substantially interfere with job performance. Employees in violation of the policy are subject to appropriate disciplinary action, up to and including suspension and dismissal. These policies do not prohibit the proper use of over-the-counter or prescribed drugs for medicinal purposes; however, misuse of such medication is prohibited.

Any employee convicted of criminal drug activities in the workplace must notify the Human Resources Department within five calendar days of such conviction. A conviction includes a finding of guilt, a plea of *nolo contendere*, and/or the imposition of a sentence by any judicial body responsible for determining violations of federal or state criminal drug statutes. As a condition of continued employment, WRI may require an employee convicted of such criminal drug activities to participate in and satisfactorily complete a drug abuse assistance or rehabilitation program. Additionally, WRI reserves the right to require an employee to undergo a medical evaluation under appropriate circumstances.

LOBBYING POLICY

WRI is classified by the Internal Revenue Service as a tax-exempt, publicly supported, educational

institution. It is the policy of the Institute to avoid any activity which is not clearly within the letter and spirit of the applicable provisions of the Internal Revenue Code and the regulations there under.

As a charitable, tax-exempt organization under section 501(c) (3) of the Internal Revenue Code, WRI is eligible to receive grants from charitable foundations; in addition, gifts and grants to us by individuals and corporations are both tax-exempt to us and tax deductible to tax-paying persons or firms.

WRI is allowed to lobby in the US under limited circumstances, when donors permit it (lobbying cannot be supported with foundation funding), with limits on how much is spent and with careful time tracking/coding. We will address lobbying rules in other countries in the future.

WHISTLEBLOWER

Policy General

It is the policy of World Resources Institute (WRI) to abide by all applicable federal, state, and local laws, rules and regulations and to ensure that our organizational values are reflected in our work. WRI's organizational values (attachment A) set high standards of business and personal ethics that should guide the conduct of directors, officers and employees in carrying out their duties and responsibilities. WRI staff are evaluated annually on how well their work and personal performance reflect these values.

Violations of legal provisions and ethical standards can taint the credibility of the entire organization and cause the organization and its employees to be subjected to adverse publicity and distrust by the public, our partners, and the government. We take seriously our obligation to prevent these kinds of violations.

Reporting Responsibility

If an employee believes that WRI, through the acts of any of its employees or agents, is in violation of applicable law or its ethical obligations, it is your responsibility to report such conduct immediately to anyone on the management team or Human Resources department.

No Retaliation

No director, officer or employee who in good faith reports a violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within WRI rather than seeking resolution outside WRI.

Reporting Violations

WRI's open door policy encourages employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required

to report suspected violations to the Organization's Compliance Officer's (Global Human Resources Director or the General Counsel) that have specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open-door policy, individuals should contact the Organization's Compliance Officer directly.

Compliance Officer

The Organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at her/his discretion, shall advise the President and/or the audit committee. The Compliance Officer has direct access to the social responsibility and audit committees of the board of directors and is required to report to both committees at least annually on compliance activity. The Organization's Compliance Officer is the Global Human Resources (HR) Director. If the employee is not comfortable speaking with the Global HR Director or she/he is unavailable and the matter is urgent, the Chairman of the Audit Committee of the Board of Directors may be contacted.

ACCOUNTING AND AUDITING MATTERS

The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

ACTING IN GOOD FAITH

Anyone filing a complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of an applicable law or ethical obligation. 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 disciplinary offense.

CONFIDENTIALITY

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

HANDLING OF REPORTED VIOLATIONS

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action taken.

FRAUD CONTROL

Policy Background

The fraud policy is established as a component of WRI's internal control environment to aid in the detection and prevention of fraud against WRI. It complements our Anti-Bribery and Conflict of Interest Policy as well as our Statement of Ethical Practice, Whistleblower Policy and anonymous Whistleblower/Fraud Hotline (Hotline), all of which can be found on WRI's Intranet. It is the intent of WRI to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

Scope of Policy

This policy applies to any irregularity, or suspected irregularity, involving employees as well as Board members, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with WRI (also called the Organization). Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Organization.

Policy

Management is responsible for the detection AND prevention of fraud, misappropriations, and other irregularities. *Fraud* is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury or benefit. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity.

Any irregularity that is detected or suspected must be reported immediately to the Hotline. It is management's responsibility to ensure that their staff know how to report an incident. The report can be made either via phone or on-line and can also be reported anonymously (see intranet for more information). Reporting all incidents through the Hotline ensures incidents and resolutions are tracked for Management, Auditors, and the Audit and Risk Management Committee to review at least annually to make any necessary changes to internal controls.

The only exception to reporting all incidents to the Hotline is in the case where it may need to be escalated and reported to the Chair of the Audit and Risk Management Committee, because the Chief Human Resources Officer (CHRO)/Director of HR, Director of Finance, or a member of the Executive Team is believed to be complicit in the fraud incident.

Hotline incidents are immediately forwarded to the CHRO/Dir of HR, with a CC to the Dir of Finance, for investigation. The CHRO/Dir of HR coordinates all investigations with other affected areas, both internal and external, by forming a small Fraud Investigation Unit (The Unit). The membership of the Unit varies depending upon the geographic location and nature of the reported incident.

Actions Constituting Fraud

The terms *defalcation*, *misappropriation*, and *other fiscal irregularities* refer to, but are not limited to:

- Any dishonest or fraudulent act.
- Misappropriation of funds, securities, supplies, or other assets.

- Impropriety in the handling or reporting of money or financial transactions.
- Profiteering as a result of insider knowledge of a company's activities. WRI has signed Non-
- Disclosure Agreements (NDA's) with nearly every commercial company that we work with.
- Disclosing confidential and proprietary information to outside parties. Again, think NDA compliance.

- Disclosing to other persons, securities activities engaged in or contemplated by another company (Insider trading or NDA Compliance).
- Accepting or seeking anything of material value from contractors, vendors, or persons providing
- services/materials to the Organization. Exception: gifts less than US \$50 in value.
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment
- Any similar or related irregularity to those listed above
- See addendum for precursors and examples of fraud.

OTHER IRREGULARITIES

Irregularities concerning an employee's moral, ethical, or behavioral conduct should be resolved by departmental management and Human Resources. If there is any question as to whether an action constitutes fraud, contact the Chief Human Resources Officer, Dir of HR, or the General Counsel for guidance.

INVESTIGATION RESPONSIBILITIES

The CHRO or Dir of HR and the Fraud Investigation Unit (The Unit) that he/she establishes has the primary responsibility for the investigation of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent activities have occurred, the Unit will issue reports to appropriate designated personnel and, if appropriate, to the Board of Directors through the Audit and Risk Management Committee. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with legal counsel and senior management, as will final decisions on disposition of the case.

CONFIDENTIALITY

The Unit or anyone involved in reporting or investigating a potential fraud treats all information received confidentially. Any employee who suspects dishonest or fraudulent activity will report to the Hotline immediately and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (see Reporting Procedures section below). Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Organization from potential civil liability.

AUTHORIZATION FOR INVESTIGATING SUSPECTED FRAUD

Members of the Investigation Unit will have:

- Free and unrestricted access to all Organization records and premises, whether owned or rented.
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

REPORTING PROCEDURES

Great care must be taken in the investigation of suspected improprieties or irregularities so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way. An employee who discovers or suspects fraudulent activity will contact the Hotline immediately. The employee or other complainant may remain anonymous. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the CHRO/Dir of HR or the Unit that has been formed that may include Legal Counsel.

No information concerning the status of an investigation will be given out. The proper response to any inquiries is: "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by the CHRO/Dir of HR, the Unit or Legal Counsel that has been assigned to the investigation.

TERMINATION

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the CHRO/Dir of HR and Legal Counsel if necessary, before any such action is taken.

The Unit does not have the authority to terminate an employee. The decision to terminate an employee is made by the employee's management, provided that they are not complicit in the incident, in consultation with the CHRO/Dir of HR. Should the Unit believe the management decision inappropriate for the facts presented, the facts will be presented to the Executive Team OR the Audit and Risk Management Committee for a decision.

ADMINISTRATION

The VP - Chief Financial and Operations Officer or the General Counsel of WRI is responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed periodically by the Audit and Risk Management Committee and WRI Management and revised as needed.

HOW WRI WORKS

WRI Do's and Don'ts (previously known as WRI's "ways and means") documents WRI's activities (see table on [Banyan](#)) into those that are generally acceptable (green), those that are never permissible (red), and those that fall in between and are used in select circumstances with caution (yellow).