



Setting the global standard for investment professionals

**PROCEDURES FOR HANDLING COMPLAINTS REGARDING INTERNAL CONTROLS,
AUDIT MATTERS, AND CODES OF CONDUCT**

CFA Institute has adopted a Code of Conduct for Governors, a Code of Conduct for Employees, and internal controls and procedures relating to its accounting and reporting processes. These procedures relate to complaints received of violations of those codes, controls and procedures.

1. Purpose. This procedure governs the handling of complaints received by CFA Institute from any person regarding its accounting, auditing and internal controls, and any complaints received alleging noncompliance with the Code of Conduct for Employees and the Code of Conduct for Governors of CFA Institute.

2. Receipt of Complaints. CFA Institute shall provide on its website and by other appropriate media, contact information for the individuals at CFA Institute to whom complaints should be made initially or to whom they should be referred if presented to other persons. In addition, the identity and contact information for each member of the CFA Institute Audit Committee shall be made available in the same fashion. Contact information shall include the name, address, telephone and email address of each identified contact person. Complaints may be made orally or in writing and may be made anonymously and confidentially.

3. Screening of Complaints. Upon receipt of a complaint by an individual at CFA Institute or by a Governor of CFA Institute the Complaint shall be forwarded to the General Counsel for a prompt screening to assess the nature, legitimacy and significance of the Complaint. Upon conclusion of the screening, the General Counsel shall make a determination whether to (i) refer the complaint for investigation and resolution consistent with CFA Institute's existing policies (e.g., a complaint ordinarily handled by human resources should be initially handled by human resources), (ii) report such Complaint to the Chairperson of the Audit Committee, (iii) proceed with further investigation within the Office of the General Counsel or (iv) close the file. The General Counsel shall, as necessary, seek the advice and guidance of CFA Institute's outside legal counsel and independent auditors in making this determination. The General Counsel may refer a matter for investigation to CFA Institute's outside counsel for investigation.

4. Further Handling. If the General Counsel determines to proceed with further investigation, the General Counsel shall develop an appropriate investigation strategy that comports with the circumstances alleged in the Complaint. This strategy should involve consultations with appropriate senior management of CFA Institute not implicated in the Complaint and may include consultations with CFA Institute's outside counsel and independent auditors. If a complaint implicates the General Counsel or the Office of the General Counsel, the complaint may be forwarded directly to the Chairperson of the Committee or the Chairperson of the Board directly *in lieu* of the General Counsel. If the Chairperson reasonably concludes that the General Counsel cannot or should not screen or further evaluate the Complaint, the Chairperson will identify the appropriate person or persons to investigate and handle the Complaint.

560 Ray C. Hunt Drive
PO Box 3668
Charlottesville, VA
22903-0668 USA

434 951 5499 tel
434 951 5262 fax
info@cfainstitute.org
www.cfainstitute.org



5. Protections for Individuals Submitting Complaints. CFA Institute shall take all appropriate steps and comply with all applicable laws and regulations to prevent retaliation by CFA Institute against any officer, employee, contractor, subcontractor or agent of CFA Institute who submits a Complaint where such retaliation is because of the fact that such person has submitted such Complaint.

6. Reporting. The General Counsel shall provide to the Committee a quarterly report of all Complaints received by CFA Institute screened by the General Counsel and the status of those Complaints, regardless of disposition. When a Complaint alleges or otherwise suggests the existence of (i) material inaccuracies in CFA Institute's financial reporting or (ii) fraud or other intentional misconduct with respect to CFA Institute's accounting, auditing and internal controls by management of CFA Institute or those responsible for such functions, the General Counsel shall report such Complaint to the Chairperson of the Audit Committee promptly after the initial screening. Other Complaints will be reported to the Audit Committee at the next regularly scheduled quarterly meeting of the Audit Committee unless the General Counsel determines that earlier reporting is necessary. The Audit Committee will from time to time report to the Board of Governors the status of pending investigations and a summary of Complaints during the reporting period. This summary may be prepared by the General Counsel. The General Counsel may assist the Committee in making the report to the Board of Governors.