

**HAVE IT YOUR WAY FOUNDATION, INC.**  
**(the “Foundation”)**

**CODE OF ETHICS AND WHISTLEBLOWER POLICY**

(Adopted March 16, 2010)

**I. Personal and Professional Integrity**

- A. All board members, officers and employees of the Foundation and of Burger King Corporation who provide services to the Foundation or who have influence over the actions of the Foundation (collectively, “employees”) are required to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
- B. The Foundation promotes a working environment that values respect, fairness and integrity.

**II. Mission**

- A. The Foundation is the charitable arm of the BURGER KING® system. The Foundation’s mission is to build brighter futures through its BURGER KING® Scholars program and to provide hardship assistance to its global BK® family through the BK™ Family Fund..
- B. All of the Foundation’s programs support that mission and all who work for or on behalf of the Foundation understand and are loyal to that mission and purpose.
- C. The mission is responsive to the constituency and communities served by the Foundation and benefits society at large.

**[III. Governance**

- A. The Foundation’s Board of Directors is responsible for setting the mission and strategic direction of the Foundation and for oversight of the finances, operations and policies of the Foundation.
- B. The Board and individual directors and officers shall act in accordance with the Conflict of Interest Policy and any other policies adopted by the Board related to the appropriate conduct of directors and officers.
- D. Among its duties, the Board of Directors:

1. Ensures that its members have the skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the Foundation and its public purpose;
2. Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means;
3. Is responsible for the hiring, firing and regular review of the performance of the executive director;
4. Ensures that the executive director and appropriate staff provide the Board of Directors with timely and comprehensive information so that the Board can effectively carry out its duties;
5. Ensures that the Foundation conducts all transactions and dealings with integrity and honesty;
6. Ensures that the Foundation promotes working relationships with board members, staff, Burger King management and employees, franchisees and program beneficiaries that are based on mutual respect, fairness and openness;
7. Ensures that the Foundation is fair and inclusive in its hiring and promotion policies and practices for all staff positions;
8. Ensures that the resources of the Foundation are responsibly and prudently managed; and
9. Ensures that the Foundation has the capacity to carry out its programs effectively.]

#### **IV. Legal Compliance; Whistleblower Policy; Investigations**

- A. The Foundation shall comply with all governmental laws, rules and regulations in all of its activities.
- B. Directors, officers and employees are to avoid any activity that involves or could lead to the involvement of the Foundation, its assets or its directors, officers or employees in any unlawful practice.
- C. It is the responsibility of all directors, officers and employees to promptly report violations of laws, rules, regulations, Foundation policies or this Code, and questionable or improper accounting or auditing matters to the President.

- D. The Foundation encourages employees and others to raise serious concerns within the Foundation prior to seeking resolution outside the Foundation. The Foundation expressly prohibits any form of retaliation, including harassment, intimidation or adverse employment actions, against employees who raise suspected violations of law or Foundation policy, identify questionable or improper accounting matters or cooperate in inquiries or investigations. Any employee who engages in retaliation will be subject to discipline, up to and including termination of employment..
- E. Reports of suspected violations of law or Foundation policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The President of the Foundation will conduct or designate other internal or external parties to conduct the investigation. The investigating parties will notify the concerned individuals of their findings and prepare other reports as indicated by the circumstances.
- F. The Finance Committee of the Board will address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The President will immediately notify the Finance Committee of any such complaint and work with the committee until the matter is resolved. The Finance Committee has authority to retain outside legal counsel, accountants, private investigators or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

**V. Responsible Stewardship**

- A. The Foundation manages its funds responsibly and prudently. This includes the following considerations:
  - 1. It spends a reasonable percentage of its budget on programs in pursuance of its mission;
  - 2. To the extent that the Foundation has endowments or grants, it prudently draws from the endowment or grant funds consistent with donor/grantor intent, legal guidelines and to support the public purpose of the Foundation;
  - 3. The Foundation ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the Foundation; and
  - 4. All financial reports are factually accurate and complete in all material respects.

## **VI. Transparency and Disclosure**

- A. The Foundation provides appropriate and timely information to the public and all stakeholders and is responsive to reasonable requests for information;
- B. All information about the Foundation will fully and honestly reflect the policies and practices of the Foundation;
- C. Basic information data about the Foundation, such as the annual Form 990 and any audited financial statements, will be posted on the Foundation's website or will be made otherwise available to the public;
- D. All solicitation materials accurately represent the Foundation's policies and practices and will reflect the dignity of program beneficiaries.
- E. All financial, organizational and program reports will be complete and accurate in all material respects.

## **VII. Confidentiality**

- A. Directors, officers and employees will protect the Foundation's confidential information as well as that of its donors, clients, suppliers, fellow employees and others who disclose any information to the Foundation on a confidential basis.
- B. The Foundation's policy is that all information developed or shared as the result of its activities is proprietary to the Foundation and an important asset in the operation of the Foundation, and the unauthorized use or disclosure of this information is prohibited.
- C. Violations or suspected violations of law or Foundation policy 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.
- D. Disclosure of reports of violations or suspected violations to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment.

## **VIII. Program Evaluation**

- A. The Foundation regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs.

- B. The Foundation is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities.

**IX. Fundraising**

- A. To the extent that the Foundation raises funds from the public or from donor institutions, the Foundation is truthful in its solicitation materials and will disclose important and relevant information to potential donors;
- B. In raising funds from the public, the Foundation will respect the rights of donors, as follows:
  - 1. To be informed of the mission of the Foundation, the way the resources will be used and their capacity to use donations effectively for their intended purpose;
  - 2. To be informed of the identity of those serving on the Foundation's board of directors and to expect the board to exercise prudent judgment in its stewardship responsibilities;
  - 3. To have access to the Foundation's most recent financial reports;
  - 4. To be assured their gifts will be used for the purposes for which they were given;
  - 5. To receive appropriate acknowledgment and recognition;
  - 6. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
  - 7. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature; and
  - 8. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

**X. Grantmaker Guidelines**

- A. The Foundation will have constructive relations with grantseekers based on mutual respect and shared goals;

- B. The Foundation will communicate clearly and on a timely basis with potential grantees;
- C. The Foundation will treat grantseekers fairly and with respect;
- D. The Foundation will seek to understand and respect the organizational capacity and needs of grantseeking organizations; and
- E. The Foundation will respect the integrity of the mission of grantseeking organizations.