

Governance Policies Including Code of Ethics, Conflict of Interest and Whistleblower Policies

ALZHEIMER'S ASSOCIATION CODE OF ETHICS FOR BOARD MEMBERS

As a nonprofit organization at the forefront of ending Alzheimer's disease, members of the Board of Directors of the Alzheimer's Association uphold the highest legal, ethical, and moral standards. Our donors and volunteers support the Association, because they trust the Board to be good stewards of their resources, and to uphold rigorous standards of conduct. Therefore, Board members agree to:

Act with integrity

- Maintain a professional level of courtesy, respect and objectivity in all Association activities
- Ensure that his or her actions (whether in person, on social media, online, etc.) do not embarrass and/or harm the Association
- Respect the diversity of opinions as expressed or acted upon by the Board, committees and chapters, and formally register dissent as appropriate
- Treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, sexual orientation, geographic distribution, culture or ethnic origin
- Promote collaboration and cooperation among all Association constituencies
- Abide by the Association's Confidential Information Policy

Be independent

- Abide by the Association's Conflict of Interest Policy
- Abide by the Association's Insider Knowledge and Trading Policy
- Exercise the powers invested in Board members for the good of the Association rather than for personal benefit

Act responsibly

- Abide by the Association's Articles of Incorporation, bylaws and policies
- Abide by the Association's Board policies, including but not limited to the Board Diversity Policy and the Volunteer Harassment Policy
- Comply with applicable legal requirements
- Provide appropriate oversight with respect to the Association's fiscal management

- Regularly measure the effectiveness of the Association's programs in achieving strategic goals
- Ensure that effective Association leadership is in place to achieve strategic goals

Annual Certification

All Board members will be asked to acknowledge compliance with this Code of Ethics annually. Any violations will be reported to the Governance & Nominating Committee (G&N) and may result in disciplinary action, up to and including removal from the Board.

Policy Review

G&N will review this Policy no less frequently than every three years. G&N will identify any revisions to the Policy that may be required and recommend such revisions to the Board for approval.

ACKNOWLEDGEMENT OF POLICY

I hereby acknowledge that I have received and read the Board Member Code of Ethics. I recognize that any failure to comply with the Code of Ethics may result in disciplinary action, including removal from the Board of Directors.

Signature

Date

Print Name

GUIDELINES REGARDING COMPENSATION AND CONFLICT OF INTEREST

PURPOSE AND POLICY

- A. The purpose of the following guidelines is to supplement and implement the Association's policy on compensation and conflict of interest as stated in Article XII of the Association's Bylaws, a copy of which is attached hereto.
- B. The Association recognizes the myriad relationships, interests and memberships of individuals seeking nomination or appointment to serve the Association and of its Board of Directors, officers, committee, task force and work group members, and such other person or persons as may be designated from time to time by the Board of Directors (hereinafter "interested person"). In this regard, an interested person is assumed to be an individual with high ethical standards, good values, and integrity. Accordingly, these guidelines and Article XII of the Association's Bylaws are intended to help interested persons avoid situations that could compromise the integrity and independence of the Association's decision-making processes, public confidence, or reputation; and it is therefore presumed that these guidelines will be supplemented by the good judgment of interested persons since the guidelines do not contemplate all possible situations of actual or potential conflict of interest or appropriate responses to any such conflict situation or the appearance thereof. The failure of an interested person to comply with the Association's Bylaws, guidelines or any other ethical or policy guideline adopted by the Board of Directors regarding compensation and conflict of interest shall be reason to remove such interested person immediately from his or her position with the Association or to terminate the nomination or appointment of such individual, as the case may be.
- C. The Association requires as a condition for service to the Association, disclosure of any known or reasonably foreseeable actual or potential conflicts of interest by all interested persons.

COMPENSATION

Except as may be specifically provided from time to time by resolution of the Board of Directors, no interested person shall receive any salary, fee, payment, honorarium, or other compensation or thing of value of any kind from the Association or other party as compensation for such interested person's service to the Association. Salary and defined benefits for the Association's professional staff are excluded from this provision.

CONFLICT OF INTEREST

- A. 1. A conflict of interest exists when:

The direct or indirect familial, personal, professional, proprietary or pecuniary interests of an interested person or an individual with whom the interested person has a "family relationship", as defined in Article XIII of the Bylaws¹, may influence or appear to influence the actions or decisions of that interested person in a manner contrary to the best interests of the Association.

2. Categorically, a potential conflict of interest exists when:

A situation involving an interested person or a family relationship of that person presents a foreseeable likelihood that the interested person will confront an action or decision affected by opposing loyalties between the familial, personal, professional, proprietary or pecuniary interests of the interested person or a family relationship of that person and the interests of the Association.

3. Categorically, an actual conflict of interest exists when:

A situation involving an interested person or a family relationship of that person presents a foreseeable certainty that the interested person will confront an action or decision affected by opposing loyalties between the familial personal, professional, proprietary or pecuniary interests of the interested person or a family relationship of that person and the interests of the Association.

B. Situations involving actual or potential conflicts of interest include, for example:

1. *Conducting business with the Association.* An interested person or a family relationship of that person contracts with the Association to buy or sell goods or otherwise directly or indirectly derive some personal, professional, proprietary or pecuniary benefit.

2. *Usurping an Association opportunity.* An interested person or a family relationship of that person acquires for his or her own direct or indirect personal, professional, proprietary or pecuniary benefit a business or other positional opportunity that would have been beneficial and appropriate for the Association.

¹ Article XIII defines "family relationship" as: "An individual is deemed to have a "family relationship" with another individual if any of the following relationships (whether by birth, adoption, marriage, or civil union) exist: spouse, ancestors, brothers and sisters (whether whole or half-blood), children, grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren."

3. *Competing with the Association.* An interested person or a family relationship of that person competes directly or indirectly with the Association for a business or other opportunity from which he or she will derive some personal, professional, pecuniary or proprietary gain.

4. *Misusing Association information.* An interested person or a family relationship of that person uses information concerning the Association's affairs for a business or other opportunity from which he or she derives some personal, professional or proprietary gain to the detriment of the Association.

DISCLOSURE RESPONSIBILITY

The responsibility of disclosing any known or reasonably foreseeable actual or potential conflicts of interest shall be upon the interested person whose interests are or may appear to be in conflict with the Association. Interested persons should err on the side of prudence and disclose an actual or potential conflict if in doubt as to whether such conflict exists. Disclosure shall be made in writing to the Governance and Nominating Committee on disclosure forms provided by the Association.

In this regard, all interested persons shall be required to file with the Association a disclosure statement prior to such individual commencing his or her service with the Association, and thereafter shall file with the Association an updated disclosure statement as may be required from time to time by the Board of Directors, or its Committee designee, and in no event less often than annually.

DISCLOSURE STATEMENT

A copy of the attached Disclosure Statement shall be completed, executed, and filed with the Association by such individuals determined from time to time by the Board of Directors, or its Committee designee, to be interested persons. Specifically, if such interested person (i) shall be a nominee for the Board of Directors or for a Board of Directors officer position, he or she shall complete, execute and file a Disclosure Statement within thirty (30) days after nomination but in any event prior to election, or (ii) shall be an appointee as a chair or vice chair of a task force, work group, or committee of the Association, then he or she shall complete, execute and file a Disclosure Statement within (30) days after notice and acceptance of appointment.

GUIDELINES IMPLEMENTATION AND POLICY OVERSIGHT

The Governance and Nominating Committee shall report to the Board of Directors from time to time on the implementation of these guidelines and the status of any policy developments regarding compensation and conflicts of interest. Further, the Governance and Nominating Committee shall report to the Board as soon as reasonable after having been alerted to specific instances when these guidelines or the Association's Bylaws regarding Compensation and

Conflicts of Interest have not been followed or any other issue regarding compensation or conflict of interest is determined to exist.

(Extract from the Bylaws as updated through October 2022)

ARTICLE XII

Compensation and Conflicts of Interest

SECTION 1: Compensation

Except as may be specifically provided from time to time by resolution of the Board of Directors, no Director, officer of the Board of Directors, or such other person or persons as may be designated from time to time in guidelines adopted by the Board of Directors (hereinafter "interested person") shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Association or other party as compensation for such interested person's service to the Association.

SECTION 2: Conflicts of Interest

- A. Unless approved by the board of Directors or the Executive Committee in accordance with these provisions, no individual, or interested person shall (i) engage in any course of conduct which may result in an actual or potential conflict of interest with the Association or (ii) take any position publicly as a representative of the Association which has not been approved by the Association.
- B. Any known or reasonably foreseeable actual or potential conflict of interest shall be disclosed to the Board of Directors, or its committee designee, by the interested person whose interests are or may appear to be in conflict with the Association.
- C. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors or any committee of the Board of Directors, the interested person shall disclose such conflict to the Board of Directors or such committee, and such interested person shall not vote on the matter. Further, the interested person having a conflict shall not participate in any deliberation or decision regarding the matter under consideration. However, that interested person shall provide the Board or committee, upon request, with all information relevant to the matter under consideration. If requested by the Chair or resolution of the Board or any such committee, such interested person shall leave the meeting of the Board or

committee, as the case may be, during the time the matter in question is being considered or acted upon.

- D. The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person did not participate in any discussion of the matter and did not vote on the matter in person or by proxy. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or the committee, as the case may be, excluding the interested person concerning whom the doubt has arisen.
- E. A copy of this Bylaws Article and any related Board Policy shall be presented: (i) to all interested persons serving the Association at the time of any such adoption or amendment and in no event less often than annually; and (ii) to all individuals seeking to serve the Association as an interested person prior to requesting any such individual to execute a conflict of interest disclosure statement.
- F. A conflict of interest disclosure statement shall be completed, executed and filed with the Association by:
 - (i) All individuals seeking to serve the Association as an interested person prior to such individual commencing his or her service to the Association at such time and in such manner as may be provided in guidelines adopted by the Board of Directors.
 - (ii) All interested persons serving the Association, from time to time, as may be required by the Board of Directors, this Bylaws Article or any other Board Policy, and in no event less often than annually.

SECTION 3: Failure to Comply

The failure of an individual, interested person to comply with this Bylaws Article or any other Board Policy shall be cause:

- (i) For an individual not yet serving the Association as an interested person, to terminate said individual's application or nomination to serve the Association as an interested person.
- (ii) For an interested person, to remove such interested person immediately from his or her position with the Association.

DISCLOSURE STATEMENT

The Alzheimer's Association Board of Directors has adopted policy guidelines to implement Article XII of the Association's Bylaws regarding compensation and conflicts of interest. A copy of those policy guidelines and Bylaws is attached. Disclosure of information that may be important to determination of the existence of a broad-based conflict of interest or in a particular situation is a condition of service to the Association. The purpose of this disclosure statement is to enable volunteer board members, members of board committees, senior staff and others who may potentially influence board decision making to identify and manage or eliminate conflicts between their primary responsibilities to the Association and their other outside interests or activities. This statement identifies information to enable these individuals to identify and manage, minimize or eliminate potential conflicts.

DISCLOSURE (Complete the blanks or "check-the-line", as appropriate, sign, date and return to the attention of the Office of the President and CEO, home office.):

1. **Name:** _____

2. **Level of Service:**

- ☐ Board or Board Committee Member
☐ Publication Author/Contributor
☐ Program Speaker/Participant
☐ Association Sr. Staff and Association Directors
☐ Other _____

3. I have read the Association's Bylaws and the Board's policy guidelines policy regarding compensation and conflict of interest for an interested person or a family relationship of an interested person and I have the following response:

- ☐ Based on the Bylaws and policy, no disclosure is necessary. (*Skip item 4.*)
☐ Based on the Bylaws policy, certain disclosure is necessary. (*Answer item 4.*)

4. Ownership or equity interest in life science, biotech and dementia-related companies. (I understand that for this purpose I may exclude holdings of publicly traded securities when those securities are not managed by me, such as situations where the purchase and sale decisions are made by an investment advisor or trustee without direction by me.)

- *Ownership or equity interest* in life science, biotech and dementia-related companies.
☐ Yes ☐ No Describe (organizations, locations, nature of business, your interests):

- *Offices and/or positions* (director, officer, partner, employee or agent) in an organization that might be affected by your involvement with the Alzheimer's Association?

____ Yes ____ No Describe (organization, location, nature of business, your interest):

- *Compensation* in cash or in kind, related to your leadership position with the Alzheimer's Association, from any other organization?

____ Yes ____ No Describe (organizations, locations, nature of business, your compensation):

- *Interest in any transactions with the Alzheimer's Association* involving a contract, sale or fee that may be perceived as an actual or potential conflict of interest?

____ Yes ____ No Describe (part of the organization, transaction, your interest):

- Any other potential conflict of interest that should be disclosed?

____ Yes ____ No Describe (part of the organization, transaction, your interest):

5. In regard to the dissemination of this disclosure:

____ I request that this disclosure not be disseminated beyond the Executive and Governance & Nominating Committees and the designated staff without my consent.

____ I do not have any objection to dissemination of this disclosure.

Signed: _____

Date: _____

Whistleblower Policy

Effective date:	January 2009
Last review/approved date:	October 15, 2022
Approved by:	Board of Directors
Policy owner:	Jay Alverson - VP, Enterprise Risk Management and Internal Audit

Introduction

General

The Code of Conduct ("Code") of the Alzheimer's Association ("Association") requires its directors, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to comply with all applicable laws and regulations. In fulfillment of those responsibilities, the Alzheimer's Association Whistleblower Policy ("Policy") is established to facilitate:

- The confidential or anonymous submission of concerns regarding suspected criminal, fraudulent, or unethical acts by directors, employees, volunteers, and other stakeholders of the Association.
- The receipt, retention, and treatment of complaints received by the Association regarding such matters.
- The protection from retaliatory actions of directors, employees, and volunteers that report in good faith.

Policy Statement

Reporting Responsibility

Each director, employee, and volunteer of the Association has an obligation to report in accordance with the Whistleblower Policy (a) suspected violations of state or federal laws including, but not limited to, criminal, fraudulent, or unethical behavior such as discrimination or harassment, embezzlement, falsification of contracts/reports/records, sabotage or vandalism, theft, unsafe working conditions, and violence or threats, (b) questionable or improper accounting, internal control or auditing matters, and (c) violations and suspected violations of the

Association's Code of Conduct or other policies (hereinafter referred to individually as a "Concern" and collectively as "Concerns"). The preceding definition of Concerns is not intended to be an exhaustive list of the improper conduct encompassed by the Whistleblower Policy. Rather this policy is intended to serve as a means of reporting all suspected serious improprieties that may potentially impact the integrity or effective operation of the Association.

No Retaliation

This Whistleblower Policy is intended to encourage and enable directors, employees, and volunteers to raise Concerns prior to seeking resolution outside of the Association. With this goal in mind, no director, employee, or volunteer, who, in good faith, reports a Concern shall be subject to harassment, retaliation, or adverse employment consequences as a result of making the report. Moreover, a director, employee, or volunteer who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including removal from the Board of Directors, termination of employment, or dismissal from the volunteer position.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates improper conduct, as outlined above. The act of making false allegations that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board of Directors, termination of employment, or dismissal from the volunteer position.

Procedure for Reporting Concerns

Employees

As appropriate, employees should first discuss any Concern with their immediate supervisor. If the employee is not comfortable speaking with their supervisor, or the supervisor is the subject of the Concern, the employee may report the Concern to the Human Resources Department, Legal Department, or Internal Audit Department, or via the Association's Compliance Line phone number (1-844-905-2961) or website accessed via the link at the bottom of the homepage on The Hub. If reported through the Compliance Line via phone or website, the employee has the option to report the Concern anonymously.

Alternatively, Concerns may be reported directly to the Audit Committee Chair listed on the Governance page at alz.org.

Directors and Other Volunteers

Directors and volunteers may submit Concerns in writing directly to either the Association's Legal Department or Internal Audit Department at: Alzheimer's Association, Attn: (Legal/Internal Audit) Department, 225 N. Michigan Ave. Floor 17, Chicago, Illinois 60601, or via the Association's Compliance Line phone number (1-844-905-2961). If reported through the Compliance Line, there is the option to report the Concern anonymously.

Alternatively, Concerns may be reported directly to the Audit Committee Chair listed on the Governance page at alz.org.

Handling of Reported Concerns and Confidentiality

All reported Concerns will be promptly reviewed and investigated and appropriate corrective action will be taken if and as warranted by the investigation. Reports of Concerns and the resulting investigation will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of Concerns by anyone other than the reporting individual to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board of Directors, termination of employment, or dismissal from a volunteer position.

Related Resources	
Policies	<i>Not applicable</i>
Procedures	https://www.alz.org/about/governance
Forms	<i>Not applicable</i>
Guidelines	<i>Not applicable</i>
Frequently Asked Questions	<i>Not applicable</i>
Training Materials	<i>Not applicable</i>

Our Commitment to Transparency: The Alzheimer's Association[®] is dedicated to the transparent sharing of financial information, as well as information about our partnerships with companies, organizations and individuals. Learn more at alz.org/transparency.

This document is reviewed regularly. Last approved Oct. 2022.