

Code of Ethics

Carnegie Corporation of New York

Updated January 9, 2009

The following Code of Ethics for Carnegie Corporation of New York (the "Corporation") is intended to guide ethical decision-making by its trustees, officers, and staff members. It is based on the following key values:

- Respect for all persons
- Transparency for our actions
- Responsibility for our decisions and their consequences
- Accountability to our constituents
 - We are committed to being responsible, transparent, and accountable for all our actions.
 - We are committed to avoiding conflicts of interest.
 - We are committed to complying with the spirit and the letter of all applicable laws.
 - We are committed to treating our grantees fairly.
 - We are committed to treating our staff members with respect and fairness in a workplace that safeguards the rights and welfare of all.
 - We are committed to a philanthropic community that is transparent and accountable.

Policies and Procedures Supporting the Code of Ethics

The Corporation has a number of policies and practices in place to assure ethical conduct. The following are examples of the major policies and procedures that support and reflect our Code of Ethics.

There are detailed conflict of interest guidelines for the Corporation's trustees and staff. Trustees and staff complete a Conflict of Interest Disclosure Questionnaire at the beginning of each fiscal year and submit it to the Corporate Secretary's office. The Corporate Secretary is required to report potential conflicts, if any, to the full board membership at its annual meeting in March each year. For example, each trustee is required to provide information to the Corporation Secretary regarding any trustee/related party affiliations with recommended grantees before the grants are discussed or a vote is taken. The Corporate Secretary informs the full board membership of these affiliations before a vote is taken. If there is an affiliation, the trustee must abstain from voting on the particular proposed grant and the abstaining trustee is not counted toward a quorum for a grant vote.

The Audit Committee was established in February 2003. Prior to that date, there was an audit subcommittee of the Planning & Finance Committee which served as a de facto Audit Committee. The Audit Committee selects the independent auditors; reviews the quality and integrity of the Corporation's annual financial statements; oversees the performance of the Corporation's internal accounting functions and handles complaints and concerns regarding accounting, auditing and legal matters, in accordance with the Corporation's Whistleblower Policy. All current members of the Committee are financially literate. The Corporation has

consistently received a "clean opinion" from its independent auditors and has never been cited for "material weaknesses" in its internal controls.

Compensation of officers is reviewed each year by the trustee's Committee on Compensation. The Committee presents recommendations to the full board membership. The full board membership approves the annual compensation of each officer at the annual board meeting in September for all officers except the Chief Investment Officer and team, which is, approved by the Compensation Committee in the 1st quarter of each year.

There is a formal Authorship Agreement which each staff member must sign. This Agreement provides a clear statement regarding ownership of works produced by staff. There are detailed policies and procedures for securing contracted services. The Corporation has a copyright policy which governs our transactions with grantees. Personal use of Corporation resources is strictly monitored.