

# WOMEN IN ANIMATION, INC.

## Whistleblower Policy

### 1. **Introduction.**

Women in Animation, Inc., a California non-profit corporation (the “Corporation”), requires its directors, officers, employees and volunteers, (each a “Protected Person”), to observe high standards of business and personal ethics in the performance of their duties on the Corporation’s behalf. As employees and representatives of the Corporation, Protected Persons are expected to practice honesty and integrity in fulfilling their responsibilities and are required to comply with all applicable laws and regulations.

The objectives of this Whistleblower Policy are to encourage and enable Protected Persons, without fear of retaliation, to raise concerns regarding suspected unethical and/or illegal conduct or practices on a confidential and, if desired, anonymous basis so that the Corporation can address and correct inappropriate conduct and actions.

2. **Reporting Responsibility.** It is the responsibility of all protected Persons to report in good faith any concerns they may have regarding actual or suspected activities which may be illegal, fraudulent or in violation of the Corporation’s policies with respect to, without limitation, fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misappropriation or misuse of the Corporation’s assets, forgery or alteration of documents, unauthorized alteration or manipulation of computer files, pursuit of a benefit or advantage in violation of the Corporation’s Conflict of Interest Policy and authorizing or receiving compensation for hours not worked, goods not received or services not performed, as well as any violations or suspected violations of high business and personal ethical standards, as such standards relate to the Corporation (each a “Concern”), in accordance with this Whistleblower Policy.

3. **No Retaliation.** No Protected Person who in good faith reports a Concern shall suffer intimidation, harassment, retaliation, discrimination or adverse employment consequence because of such report. Any employee of the Corporation who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including termination of employment. Notwithstanding anything contained herein to the contrary, this Whistleblower Policy is not an employment contract and does not modify the employment relationship between the Corporation and its employees, nor does it change the fact that employees of the Corporation are employees at will. Nothing contained herein is intended to provide any Protected Person with any additional rights or causes of action, other than those provided by law.

4. **Reporting Concerns.** Any Concerns should be reported as soon as shall be practicable to the Chairperson of the Corporation’s Board of Directors (the “Compliance Officer”). Any questions with regard to the scope, interpretation or operation of this Whistleblower Policy should also be directed to the Compliance Officer.

**5. Compliance Officer.** The Compliance Officer is responsible for investigating and resolving all reported Concerns and shall advise the [Audit Committee]<sup>1</sup> of all reported Concerns. The Compliance Officer shall report to the full Board of Directors at each regularly scheduled board meeting on compliance activity.

**6. Handling of Reported Concerns.** The Compliance Officer will acknowledge the receipt of each reported Concern within five business days, but only to the extent that reporting person's identity is disclosed or a return address is provided. The Compliance Officer shall immediately notify the Audit Committee of any reported Concern. All reports will be promptly investigated; the scope of any such investigation being within the sole discretion of the Audit Committee, and appropriate corrective action will be taken if warranted by the investigation.

**7. Investigation.**

The Compliance Officer may delegate the responsibility to investigate a reported Concern to one or more employees of the Corporation or to any other individual, including persons not employed by the Corporation, selected by the Compliance Officer; provided that the Compliance Officer may not delegate such responsibility to an employee or another individual who is the subject of the reported Concern or in a manner that would compromise either the identity of an employee who reported the Concern anonymously or the confidentiality of the complaint or resulting investigation.

Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of a reported Concern, shall be determined by the Audit Committee in its sole discretion and the Corporation and its employees shall cooperate as necessary in connection with any such investigation. The Audit Committee shall determine what professional assistance, if any, is needed in order to conduct an investigation. The Audit Committee will be free in its sole discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

**8. Acting in Good Faith.** Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that the information disclosed may indicate a violation of ethical standards. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**9. Confidentiality.** The Corporation takes seriously its responsibility to enforce this Whistleblower Policy and therefore encourages any person reporting a Concern to identify him or herself so as to facilitate any resulting investigation. Notwithstanding the foregoing, in reporting a Concern, a Protected Person may request that such report be treated in a confidential manner (including that the Corporation take reasonable steps to ensure that the identity of the reporting person remains anonymous). Concerns may also be reported on an anonymous basis. Reports of Concerns will be kept confidential to the extent possible and consistent with the need to conduct an adequate investigation.

**10. Distribution.** The Corporation shall distribute a copy of this Whistleblower Policy to all

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<sup>1</sup> Note to draft: To be discussed.

protected Persons.

**11. Compliance Officer Contact Information.**

[CHAIRPERSON]

eMail: [marge.dean@womeninanimation.org](mailto:marge.dean@womeninanimation.org)

[END OF WHISTLEBLOWER POLICY]