



WHISTLEBLOWER POLICY

1. Purpose. Spay Neuter Network (hereinafter the “Organization”) requires board members, committee members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

2. Reporting Responsibility. The Organization seeks to have an “open door policy” and encourages board members and employees to share their questions, concerns, suggestions, or complaints regarding the Organization and its operations with someone who can address them properly. In most cases, a board member or committee member should present his or her concerns to the Chair of the Board. The President/CEO is generally in the best position to address an employee’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee is not comfortable speaking with the President/CEO or if the employee is not satisfied with the President/CEO’s response, the board member, committee member or employee is encouraged to speak with anyone on the Board whom the employee is comfortable in approaching, or to directly contact the Organization’s outside legal counsel, whose contact information can be obtained from the President/CEO.

3. No Retaliation. No board member, committee member, or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

4. Compliance Officer. The Compliance Officer is responsible for investigating and resolving all employee complaints and allegations concerning violations of any ethical or legal principles or code applicable to the Organization and its employees. The Board Chair or his or her designee will take on the Compliance Officer role if the complaint involves the President/CEO. If the complaint involves both the President/CEO and Board Chair, outside legal counsel will carry out the functions of the Compliance Officer.

5. Accounting and Auditing Matters. The Finance Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal

controls or auditing. The Compliance Officer shall immediately notify the Finance Committee of any such complaint and work with the Committee until the matter is resolved.

6. Requirement of Good Faith. Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

7. Confidentiality. Violations or suspected violations 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.

8. Handling of Reported Violations. The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.