

**ACADEMY OF TELEVISION ARTS & SCIENCES
And
ACADEMY OF TELEVISION ARTS & SCIENCES FOUNDATION**

STANDARDS OF CONDUCT AND CONFIDENTIALITY

(May 2014)

The governing Boards of both the Academy and the Foundation and the staff are committed to upholding a positive environment in which both Board members and other members of the organizations and staff employees may conduct the business of the organizations in a professional manner reflecting constructive relationships and mutual respect.

The Employee Hand Book that each employee receives and must adhere to currently provides that "it is the Academy's policy to provide employees with a workplace free of discrimination and harassment, to provide for the prompt and thorough investigation of harassment complaints and to provide a process for eliminating any such abuse. Harassment of employees in any form is unacceptable conduct and will not be tolerated." (The balance of the provisions of the Hand Book, dealing with discrimination and harassment, are available at the Academy's offices for review).

The provisions of the Hand Book are, in turn, based upon the requirements of both California and federal law, which mandate a working environment, which is free from discrimination or harassment. For example, one California law (i.e. §12940 Calif. Government Code) provides as follows:

It shall be an unlawful employment practice...

(a) For an employer, because of the race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age or sexual orientation of any person,* to refuse to hire or employ the person or to refuse to select the person for a training program leading to employment, or to bar or to discharge the person from employment or from a training program leading to employment, or to discriminate against the person in compensation or in terms, conditions, or privileges of employment.....

(h) For any employer, labor organization, employment agency, or person to discharge, expel, or otherwise discriminate against any person because the person has opposed any practices forbidden under this part or because the person has filed a complaint, testified, or assisted in any proceeding under this part.

(i) For any person to aid, abet, incite, compel, or coerce the

doing of any of the acts forbidden under this part, or to attempt to do so.....

*There are other state and federal laws that deal with matters such as disability and age discrimination.

The Academy has employed a Human Resources Director to carry out the guidelines of the organizations. Under the guidelines which have been established for employees, if an employee believes that he/she has been discriminated against or harassed by any other employee or by any Governor or other member for reasons of race, color, national origin and ancestry, religion, age, sex, sexual orientation, marital status, medical condition, disability, veteran status and/or any other protected basis, that employee is advised to report the complaint to their supervisor or other supervisors, to the Human Resources Director, or directly to the Chief Operating Officer for investigation by the Human Resources Director. Employees are assured that in doing so there will be no retaliation. *By the same token, if a Governor or other member of the organization believes that he/she has been discriminated against or harassed by another member or staff person, for any of the foregoing reasons, that individual is advised to report the complaint to the Chief Operating Officer or the Chair for referral to the Human Resources Director or for other appropriate action*

It is important for Board members and other members of the organization to understand the implications of this procedure. Because of legal requirements of care, all allegations of discrimination or harassment, which come to the attention of the staff or other responsible parties, will be investigated by the Human Resources Director, including those involving members of the organizations. Under recent cases, the law is quite clear that organizations such as the Academy and the Foundation can be the subject of discrimination and harassment suits from an employee arising out of conduct of other employees and from conduct of executives and elected officials.

It is important to understand that the Academy is legally obligated to promptly investigate all complaints of misconduct among any staff and/or member of the organization and to take the appropriate corrective action, including corrective actions which may involve a member.

Although the Academy carries insurance, coverage may not be available where discriminatory or harassing conduct of a member or employee is found to be malicious or intentional. In short, there could be personal liability of which all persons should be aware.

With these admonitions in mind, to support the Standards of Conduct which are required to meet our goals, members, elected and appointed officials, executives and staff employees alike will

- Deal with others on a professional basis, having respect for the concerns of the other and the need to get jobs done;
- Discuss differences in a professional manner; in this regard, if a member has problems with a member of the staff, these concerns should be expressed to that person's supervisor or to the Chief Operating Officer so that the matter may be handled in an appropriate manner as outlined below; employees should direct their concerns to their supervisors or the Human Resources Director; neither should engage directly in personal confrontations with the other because that may merely aggravate a situation which could be handled by intervention of others;
- Avoid any form of discrimination or harassment (as described above or in general) or retaliation with the knowledge that the failure to do so may well result in an investigation and possible liability, including personal liability;
- Act in the best interests of the organizations and not lodge or pursue any false or fraudulent complaints;
- Avoid actions that cause (or may appear to cause) a conflict of interest.

In action taken by the Board the Board has adopted procedures for complaint resolution (including complaints regarding violations of the Standards of Conduct), as follows:

1. *Issues involving staff members only:* will be reported to the immediate supervisors or, at the staff member's request, to the Human Resources Director. If not resolvable, or if the issue needs further guidance, the issue is then to be resolved by the Chief Operating Officer in consultation with the Human Resources Director.
2. *Issues involving staff members and members including, Board members (including officers), committee chairs, or the like:* will be resolved by the Chief Operating Officer with the assistance of the Human Resources Director; if not resolvable or if the issue needs further guidance the issue is then to be referred to the Chair for further action.
3. *Issues between members (other than staff) other than Governors (including officers):* will be resolved by the Chief Operating Officer with the assistance of the Human Resources Director. If not, the issue will be resolved pursuant to the provisions of the Bylaws providing for resolution of disputes between members.
4. *Issues involving the Chief Operating Officer and other staff members or members:* will be first submitted to the Human Resources Director

for evaluation and possible resolution and if not resolved the issue will be resolved pursuant to the provisions of the Bylaws providing for resolution of disputes between members.

5. *Issues involving the Chair and other members:* will be resolved by the remaining officers or the issue will be resolved pursuant to the provisions of the Bylaws providing for resolution of disputes between members.
6. *Issues between elected or appointed officials, e.g. between Governors (including officers), PGEC members and the like:* will be resolved pursuant to the provisions of the Bylaws providing for resolution of disputes between members.

Standards Regarding Confidential Information: Further, it is important for staff members and members who are elected or appointed officials of the Academy and the Foundation to understand and adhere to Standards of Conduct relating to confidentiality. Basically such individuals should not disclose information (i.e. “Confidential Information”) about the organization’s activities, proposed activities and trade secrets unless such Confidential Information is already known by the public or is of public record. The presumption that information is Confidential Information should apply to all current information about any legitimate board or organizational activities or proposed activities or trade secrets, *and failure to adhere to this presumption is a breach of these Standards of Conduct.* and “leaks” will not be tolerated. In the normal course, of business, such persons should treat as Confidential Information all matters involving the organization and any proposed actions which may be considered until there has been general public disclosure or unless the information is a matter of public record or common knowledge. The individual is not a spokesperson for the organization and thus disclosure to the public of organizational activities should be made only through the organization’s designated spokesperson, usually the Chair, the Chief Operating Officer or in some cases the public relations firm that represents the organization.

Censure, Suspension or Expulsion: Additionally, members should be aware of the provisions of the Academy’s By-laws dealing with censure, suspension or removal of members, and the impact that these provisions may have on members and on elected or appointed officials such as Governors, and officers. These are as follows:

Section 3.6. Resignation, Censure, Suspension and Expulsion. Any member may resign by delivering a written notice of resignation to the Secretary of the corporation at its principal office. A member who has resigned other than because of pending disciplinary complaints may be reinstated by the Membership Committee if the person meets the membership qualifications and if

any delinquent dues or fees have been paid. Any member may be suspended or expelled for failure to pay dues. Additionally, any member may be censured, suspended or expelled for violations of the Standards of Conduct as adopted by the Board from time to time or for other good and sufficient cause in accordance with the following:

(a) The Standards of Conduct provide for resolution of complaints between members; however, if a complaint between members is not resolved under the procedures outlined in the Standards of Conduct, the complaining party or parties may file a request that the party or parties complained against be censured, suspended or expelled. Such request shall be accompanied by such documentation or other evidence that the Complainant desires to furnish regarding the complaint.

(b) All such documents and other evidence shall be assembled under supervision of the Director of Human Resources and shall be presented to the officers of the corporation for their determination as to action to be taken. The Chair of the corporation shall set a time and place for a hearing to consider the complaint and shall advise all parties of the same. Each party shall be entitled to be present at the hearing (with or without a representative) and shall be entitled to present such evidence as the officers may consider relevant. Upon conclusion of the hearing, the officers shall convene privately and shall make their recommendations regarding the complaint, which recommendation shall be made upon a majority vote of the officers present. If any officer has a conflict such officer shall recuse himself/herself from the entire proceeding. The decision of the officers shall be communicated to all parties by written notice (delivered personally or by certified mail, return receipt requested). If discipline is recommended, the notice shall specify the reasons for the censure, suspension or expulsion and the date it will be effective, which date will be at least fifteen working days after the date the notice is given or upon conclusion of the appeal of the recommendation as provided below, whichever is later.

(c) There is hereby established a committee to be known as the "Discipline Review Committee" composed of a single member, i.e. the "chair" who shall be a Governor appointed by the Chair of the corporation to serve during the balance of the Operating Year during which such individual is appointed. If any party involved in a complaint is dissatisfied with the recommendations of the officers made as provided above, such party may appeal the officers' recommendations to the Discipline Review Committee. If an appeal is requested, the chair of the Discipline Review Committee shall convene a meeting of a "hearing board" on a date and at a place designated by the chair at which all parties may appear (with or without representation) and present such arguments and evidence as the hearing board considers relevant. The hearing board convened in each instance shall consist of the chair of the Discipline Review Committee and of four additional members of the Board who shall be selected by a random drawing, to be done by the Secretary of the corporation, from the names of all Peer Group (including Los Angeles Area) Governors and any action taken by such hearing board shall be by a majority vote (the chair of the committee shall vote only in the event of a tie), the results of which shall be furnished to all parties in writing by personal delivery or certified mail, return

receipt requested. No Governor shall serve on a committee if such Governor has any conflict of interest with respect to the complaint being considered; no Governor shall be required to participate in a committee more often than once per Operating Year; if the chair of the committee is conflicted with respect to any complaint being considered the Chair of the corporation shall appoint a substitute chair for that one committee meeting.

(d) If a recommendation of censure, suspension or expulsion is confirmed by the committee that is convened to consider such recommendation, such recommendation shall be considered for all purposes as the action of the Board and shall be permanent, final and incontestable. Any member who has been expelled or suspended may not thereafter vote or hold office, and any office, including committee memberships, held by the member shall be deemed vacant. Any member who has been censured shall be permanently ineligible thereafter to be elected or re-elected or appointed to any office and, to extent permitted by law, any office, including committee memberships, held by the member shall be deemed vacant.

(e) The foregoing procedures apply only as to complaints between members including both members who hold elective or appointed offices and other members which are not resolved by the procedures outlined in the Standards of Conduct. In no event do these procedures apply to complaints or disputes involving staff personnel (including staff personnel who may be members of the corporation), all of which are handled as outlined in the Standards of Conduct and relevant employee directives.

Section 3.7. Standards of Conduct. The Board may from time to time and at any time adopt and/or revise Standards of Conduct, which Standards of Conduct as so adopted shall be binding upon all members of the corporation and govern their conduct as members and/or as elected or appointed officials thereof.

Removal of Academy Governors

Section 5.8. Removal. A majority of the Board at any duly constituted meeting shall have the right to remove any Governor if (i) the Governor has failed to attend three consecutive regular meetings of the Board unless excused by the Board of Governors, or (ii) has been disqualified as an Active Member, or (iii) as otherwise permitted under applicable law.* Governors shall be entitled to at least 15 days written notice of the meeting at which a vote for removal is to be taken (which notification shall state that his/her removal is to be considered) and shall be entitled to attend the meeting and speak on his/her own behalf unless such removal is occasioned by reason of a hearing under Section 3.6 above.

*California Corporations Code Sec. 7222(b)2 provides that when directors [i.e. Governors] are elected by a class [such as a peer group] such directors may only be removed by the members of that class or, in the event of fraud, dishonest acts, or gross abuse of authority, by an action at law.

Removal of Academy Officers

Section 6.6. Removal. A majority of the Board, at any duly constituted meeting of the Board, shall have the right to remove any officer if (i) the officer has not attended three consecutive meetings of the Board without being excused by the Board, or (ii) has been disqualified as an Active Member, or (iii) for any other good and sufficient cause, provided, however, that the officer shall be entitled to at least 15 days prior written notice of the meeting at which his/her removal is to be voted upon (which notification shall state that his/her removal is to be considered). The person shall be entitled to attend the meeting and speak on his/her own behalf.

Removal of Foundation Board Members and Officers

The Foundation members are its Board. The By-laws provide that a Director may be removed at any time by a majority of the other Directors at any duly constituted meeting, by taking appropriate action. Such Director shall be entitled to at least fifteen days prior written notice of the meeting at which a vote of removal is to be taken (which notification shall state that his/her removal is to be considered) and shall be entitled to attend the meeting and speak on his/her own behalf. Officers may be removed by a vote of two-thirds of the Directors.