



OCEAN ALLIANCE
Conserving whales and our ocean
through research and education

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MISSION STATEMENT

Ocean Alliance, Inc., a 501(c)(3) not-for-profit Organization, was founded in 1971 by renowned biologist Dr. Roger Payne, Ocean Alliance strives to increase public awareness of the importance of whale and ocean health through research and public education. Led by Dr. Payne and CEO Dr. Iain Kerr, we work with our scientific partners to collect a broad spectrum of data on whales and ocean life. Ocean Alliance uses this data to advise educators, policy makers, and the general public on wise stewardship of the oceans to mitigate pollution, prevent the collapse of marine mammal populations, and promote ocean and human health.

We collect a broad spectrum of data on whales relating particularly to toxicology, bioacoustics, and genetics. From that data we and our scientific partners advise education and policy makers on wise stewardship of the oceans, to reduce pollution, to prevent the collapse of marine mammals, fish populations, and other sea life.

OCEAN ALLIANCE CONFLICT OF INTEREST POLICY

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- ∞ The interest of such officer or director is fully disclosed to the board of directors.
- ∞ No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- ∞ Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
- ∞ Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- ∞ The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

WHISTLEBLOWER PROTECTION POLICY

APPLICATION

This Whistleblower Protection Policy applies to all of the Ocean Alliance's staff, whether full-time, part-time, or temporary employees, to all volunteers, to all who provide contract services, and to all officers and directors, each of whom shall be entitled to protection.

REPORTING CREDIBLE INFORMATION

32 HORTON STREET | GLOUCESTER MA 01930 - USA

WWW.OCEANALLIANCE.ORG | WWW.WHALE.ORG



A protected person shall be encouraged to report information relating to illegal practices or violations of policies of the Ocean Alliance (the “Organization”) that such person in good faith has reasonable cause to believe is credible. Information shall be reported to the Chairman, Board of Directors (the “Compliance Officer”), unless the report relates to the Compliance Officer, in which case the report shall be made to the President who shall be responsible to provide an alternative procedure.

Anyone reporting a Violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred.

INVESTIGATING INFORMATION

The Compliance Officer shall promptly investigate each such report and prepare a written report to the Board of Directors. In connection with such investigation all persons entitled to protection shall provide the Compliance Officer with credible information. All actions of the Compliance Officer in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection.

CONFIDENTIALITY

The Organization encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, reports may be submitted anonymously by mail to Ocean Alliance, 32 Horton St, Gloucester, MA 01930. Reports of Violations or suspected Violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the Organization or law enforcement to conduct an adequate investigation.

PROTECTION FROM RETALIATION

No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy. Any person entitled to protection who believes that he or she is the subject of any form of retaliation for such participation should immediately report the same as a violation of and in accordance with this Policy.



Any individual within the Organization who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.

DISSEMINATION AND IMPLEMENTATION OF POLICY

This Policy shall be disseminated in writing to all affected constituencies. The Organization shall use any or all of the following procedures for implementation of this Policy:

1. Documenting reported Violations;
2. Working with legal counsel to decide whether the reported Violation requires review by the Compliance Officer or should be directed to another person or department;
3. Keeping the board of directors [or other applicable committee] informed of the progress of the investigation;
4. Interviewing employees;
5. Requesting and reviewing relevant documents, and/or requesting that an auditor or counsel investigate the complaint; and
6. Preparing a written record of the reported violation and its disposition, to be retained for a specified period of time.
7. Communicating with a complainant about the status of the complaint, to the extent that the complainant's identity is disclosed, and to the extent consistent with any privacy or confidentiality limitations.

DOCUMENT RETENTION AND DESTRUCTION POLICY

1. POLICY AND PURPOSES

This Policy represents the policy of Ocean Alliance, Inc., (the “organization”) with respect to the retention and destruction of documents and other records, both in hard copy and electronic media (which may merely be referred to as “documents” in this Policy). Purposes of the Policy include (a) retention and maintenance of documents necessary for the proper functioning of the organization as well as to comply with applicable legal requirements; (b) destruction of documents which no longer need to be retained; and (c) guidance for the



Board of Directors, officers, staff and other constituencies with respect to their responsibilities concerning document retention and destruction. Notwithstanding the foregoing, the organization reserves the right to revise or revoke this Policy at any time.

2. ADMINISTRATION

2.1 RESPONSIBILITIES OF THE ADMINISTRATOR. The organization's CEO, shall be the administrator ("Administrator") in charge of the administration of this Policy. The Administrator's responsibilities shall include supervising and coordinating the retention and destruction of documents pursuant to this Policy and particularly the Document Retention Schedule included below. The Administrator shall also be responsible for documenting the actions taken to maintain and/or destroy organization documents and retaining such documentation. The Administrator may also modify the Document Retention Schedule from time to time as necessary to comply with law and/or to include additional or revised document categories as may be appropriate to reflect organizational policies and procedures. The Administrator is also authorized to periodically review this Policy and Policy compliance with legal counsel and to report to the Board of Directors as to compliance. The Administrator may also appoint one or more assistants to assist in carrying out the Administrator's responsibilities, with the Administrator, however, retaining ultimate responsibility for administration of this Policy.

2.2 RESPONSIBILITIES OF CONSTITUENCIES. This Policy also relates to the responsibilities of board members, staff, volunteers and outsiders with respect to maintaining and documenting the storage and destruction of the organization's documents. The Administrator shall report to the Board of Directors (the board members acting as a body), which maintains the ultimate direction of management. The organization's staff shall be familiar with this Policy, shall act in accordance therewith, and shall assist the Administrator, as requested, in implementing it. The responsibility of volunteers with respect to this Policy shall be to produce specifically identified documents upon request of management, if the volunteer still retains such documents. In that regard, after each project in which a volunteer has been involved, or each term which the volunteer has served, it shall be the responsibility of the Administrator to confirm whatever types of documents the volunteer retained and to request any such documents which the Administrator feels will be necessary for retention by the organization (not by the volunteer). Outsiders may include vendors or other service providers. Depending upon the sensitivity of the documents involved with the particular outsider relationship, the organization, through the Administrator, shall share this Policy with the outsider, requesting compliance. In particular instances, the Administrator may require that the contract with the outsider specify the particular responsibilities of the outsider with respect to this Policy.



3. SUSPENSION OF DOCUMENT DESTRUCTION; COMPLIANCE. The organization becomes subject to a duty to preserve (or halt the destruction of) documents once litigation, an audit or a government investigation is reasonably anticipated. Further, federal law imposes criminal liability (with fines and/or imprisonment for not more than 20 years) upon whomever “knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or in relation to or contemplation of any such matter or case.” Therefore, if the Administrator becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, the Administrator shall immediately order a halt to all document destruction under this Policy, communicating the order to all affected constituencies in writing. The Administrator may thereafter amend or rescind the order only after conferring with legal counsel. If any board member or staff member becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, with respect to the organization, and they are not sure whether the Administrator is aware of it, they shall make the Administrator aware of it. Failure to comply with this Policy, including, particularly, disobeying any destruction halt order, could result in possible civil or criminal sanctions. In addition, for staff, it could lead to disciplinary action including possible termination.

4. ELECTRONIC DOCUMENTS; DOCUMENT INTEGRITY. Documents in electronic format shall be maintained just as hard copy or paper documents are, in accordance with the Document Retention Schedule. Due to the fact that the integrity of electronic documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the Administrator shall attempt to establish standards for document integrity, including guidelines for handling electronic files, backup procedures, archiving of documents, and regular checkups of the reliability of the system; provided, that such standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the organization.

5. Privacy. It shall be the responsibility of the Administrator, after consultation with counsel, to determine how privacy laws will apply to the organization’s documents from and with respect to employees and other constituencies; to establish reasonable procedures for compliance with such privacy laws; and to allow for their audit and review on a regular basis.

6. EMERGENCY PLANNING. To the extent possible, documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emer-



gency shall be regularly duplicated or backed up and maintained in an off-site location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

7. DOCUMENT CREATION AND GENERATION. The Administrator shall discuss with staff the ways in which documents are created or generated. With respect to each employee or organizational function, the Administrator shall attempt to determine whether documents are created which can be easily segregated from others, so that, when it comes time to destroy (or retain) those documents, they can be easily culled from the others for disposition. For example, on an employee-by-employee basis, are e-mails and other documents of a significantly non-sensitive nature so that they might be deleted, even in the face of a litigation hold with respect to other, more sensitive, documents? This dialogue may help in achieving a major purpose of the Policy -- to conserve resources -- by identifying document streams in a way that will allow the Policy to routinely provide for destruction of documents. Ideally, the organization will create and archive documents in a way that can readily identify and destroy documents with similar expirations.

COMPENSATION POLICY FOR OFFICERS, DIRECTORS, TOP MANAGEMENT OFFICIAL AND KEY EMPLOYEES

1. POLICY AND PURPOSES

It is the policy of Ocean Alliance, Inc. that all compensation paid by the organization is reasonable based upon a review of comparability information. This policy provides a procedure for the review and approval of the compensation of the officers, directors, CEO, executive director, and key employees of the organization (“Compensated Individuals”) consistent with applicable federal tax law and California law.

2. PROCEDURE FOR APPROVAL OF COMPENSATION

A.General. The board of directors or trustees or authorized committee (for this purpose, all shall be considered “Governing Body”) shall review and approve the compensation of Compensated Individuals.

B.Specific Requirements. The Governing Body reviewing and approving compensation for Compensated Individuals shall satisfy the following requirements or procedures:

(1) **Approval by Persons Without a Conflict of Interest.** Compensation shall be reviewed and approved by the Governing Body, provided that persons with a conflict of interest with respect to the compensation ar-



agement at issue are not involved. Members of the Governing Body do not have a conflict of interest if they (a) are not benefitting from or participating in the compensation arrangement; (b) are not in an employment relationship subject to the direction or control of any person benefitting from or participating in the compensation arrangement; (c) do not receive compensation or other payments subject to the approval of any person benefitting from or participating in the compensation arrangement; (d) have no material financial interest affected by the compensation arrangement; and (e) do not approve a transaction providing economic benefits to any person participating in the compensation arrangement, who in turn has or will approve a transaction providing economic benefits to the member.

(2)Use of Comparability Data. In its review and approval of compensation, the Governing Body shall review and use data and surveys of comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

(3)Recording Compensation Deliberations. The Governing Body shall contemporaneously document and maintain records with respect to the deliberations and decisions regarding the compensation arrangement.

DONOR PRIVACY POLICY

All donors to Ocean Alliance have the right to request outreach, participation levels related to the organization's fundraising efforts to be guided by their personal requirements. As a donor, we want to respect your privacy and will act in accordance with your directions at the time a donation is received.

We do not sell lists of donors, but from time to time, we do share unrestricted donor bases with other organizations aligned to our mission. If you desire to not have your information shared or used in our outreach campaigns, please indicate this along with your donation.

PHOTO POLICY:

1. Each person must sign photo release before boarding.
2. Only 2 digital cameras (i.e. not cell phone) on board. Both are Wise Laboratory lab camera's. One will be dedicated to photo id and one to action shots of any sort.
3. The only other cameras allowed will be the Captain's film camera and any cell phone cameras.
4. Each person will be expected to take photos using these cameras each day.



5. At the end of each day, Sandy will clear the memory disks onto a secure location on a computer. Thus, each day starts with a fresh empty memory disk.
6. At the end of each day, Sandy will import the photos into Picassa to sort them. One set will be sorted into “leg photos”, one set will be sorted into “photo id photos”, one set will be proprietary photos. (i.e. not for distribution)
7. At the end of each day, cell phone photos will be copied by each student into Picassa to be sorted into the leg photos as well.
8. The following day, a student assigned to photo processing will sort the leg photos into three groups:
 - a. wildlife
 - b. general activity
 - c. Task photos (i.e those that illustrate a particular task of the process)
9. The following day or as they go into Picassa, Sandy will match the photo id to the biopsy information.
10. Each day John, Sr. will review the proprietary photos to confirm or change.
11. At the end of each leg, each person leaving will be given a cd of leg photos with a gentle watermark on each indicating date, voyage, Ocean Alliance/Wise Lab etc. Something like “2011 Gulf Voyage with the Wise Laboratory and Ocean Alliance”.

VIDEO POLICY:

1. Video cameras will be provided on the voyage. A listing will follow as we get closer
2. The only other video cameras allowed will be cell phone and ipad video cameras.
3. Video will be planned for each day with a person assigned.
4. At the end of each day, Sandy will clear the memory disks onto a secure location on a computer. Thus, each day starts with a fresh empty memory disk.
5. At the end of each day, cell phone videos will be copied to the computer.
6. Bowcam will record automatically to a computer deck
7. The following day, a student assigned to video processing will copy the usable videos onto duplicate DVDs. If possible, the video will be transferred to shore via file transfers. If not, in port video will be carried back to the office by returning crew.
8. Exceptions must be agreed upon ahead of time by Drs. Wise and Kerr