



SAMPLE VENDOR CODE OF CONDUCT

Company works with Vendors who treat their employees¹ with dignity and respect and actively seek to prevent discrimination, harassment, retaliation, bullying, and other misconduct in the workplace. We take an active role to make sure that we work with those who believe in and reflect our values. This Vendor Code of Conduct sets forth Company's expectations for current and future supplier of content, products, or services (Vendors).

We understand that vendors are independent entities, but the business practices and actions of a vendor may significantly impact and/or reflect up on the Company, our reputation, and our brand. This Code defines the Company's minimum expectations. No code of conduct can be all-inclusive. But the Company expects those with whom it does business to act reasonably and professionally in all respects and to ensure that no abusive, exploitative, or illegal conditions exist in their workplace.

A Vendor's certification of compliance with this Code is required before Company's executes a contract with Vendor or to the Company's continued business relationship with a Vendor. Company may terminate its contract and business relationship with a Vendor if a Vendor fails to comply with this Code. Any facts or circumstances that are likely to lead to an inability to meet the requirements and expectations of this Code should be reported immediately to Company point of contact.

REQUIREMENTS

A. Legal compliance

Vendor agrees to comply with applicable federal laws and regulations as well as those of any state, local, or other governmental jurisdiction in which they physically or legally operate (Relevant Laws). If Vendor conducts international business or if their primary place of business is outside the United States, Vendor agrees to comply with Relevant Laws where they are doing business.

B. Policy compliance

Vendor and its employees agree to comply with Company policies, including Company's Policy to Promote Safe, Equitable, and Harassment-Free Workplaces, while at the Company workplace or when performing work with or on behalf of Company.

C. Employment policies and practices: respect, inclusion and non-discrimination

Workers should be treated with respect and dignity at all times. Vendor agrees to provide equal employment opportunity to its employees and applicants for employment consistent with Relevant Laws. We expect vendors to maintain a workplace free of discrimination, harassment, bullying, retaliation and any other form of inappropriate behavior or abuse on any grounds.

D. Vendor Diversity and Inclusion

Company believes that diversity is a social and economic imperative. We look to vendors to share this commitment in their operations and within their supply chain. Vendors are expected to take proactive steps to provide a full spectrum of businesses – based on the ownership structure, scale, or nature of the enterprise – with the opportunity to compete on a fair and equal basis for business.

E. Training

On at least an annual basis, Vendor agrees to provide education and training to its employees about discrimination, harassment, sexual harassment, retaliation, and bullying behaviors that meets or exceeds the requirements of Relevant Laws.

CERTIFICATION AND DOCUMENTATION

¹ The term "employee" or "workers" in this document means Vendor's own hired workers, as well as onsite temporary workers, day rate workers, contracted workers, interns, volunteers, and trainees.

Vendor agrees to provide to Company a verification of its compliance with this Code before signing a contract with or performing any work on behalf of the Company and every six months thereafter.

SUSPECTED VIOLATIONS

To report any known or suspected violations of this Code, please contact: _____. Vendors may also anonymously report any known or suspected violations of the Code by using Company's hotline number, _____, or reporting online, _____. Company will not tolerate retribution or retaliation against any individual who has in good faith sought out advice or reported concerns or possible violations.

CONSEQUENCES FOR VIOLATING REQUIREMENTS

If a Vendor has a reasonable basis to believe it is in violation of the Code, the Company expects the Vendor to inform the Company immediately or as soon as practicable and remedy any such violation in a timely manner. Failure by a Vendor to do so may lead to review or termination of any contract or business relationship.

If a Vendor violates this Code, the Company may also pursue remedies. In the case of a violation of Relevant Law, the Company may be required, or choose, to report those violations to proper authorities. The Company reserves the right to terminate its relationship with any Vendor under the terms of the existing contract, including the representation and warranty concerning compliance with this Vendor Code.

DISCLAIMER

This Code and the remedies set forth herein supplement and do not in any way affect or prejudice any of Company's rights and remedies under the relevant contracts with Vendor, if any. In the event of non-compliance with the Code requirements, the Company reserves its rights and retains the sole discretion to exercise any rights under this Code, any relevant contract, and/or Relevant Laws. The failure or omission by the Company to insist upon strict performance and compliance with any of the provisions of this Code at any time shall in no way constitute a waiver of its rights to do so in the future.

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