

Number

P-17

OPEN DOOR POLICY

Brazilian Biodiversity Fund
FUNBIO



OPEN DOOR POLICY

FUNBIO - Fundo Brasileiro para Biodiversidade

Responsible Unit: Legal Advisory

Version	Date	Responsible Person	Status
0	02/14/2013	Flávia Neviani	Preparation
0	02/28/2013	Jacqueline Ricarte	Review
0	03/01/2013	Rosa Lemos de Sá	Approval

CONTENTS

1. INTRODUCTION
2. RELATED DOCUMENTS
3. DEFINITIONS
4. DESCRIPTION OF PROCEDURE
 - 4.1 - Procedures for Making Reports
 - 4.2 - Policy for Receiving and Investigating Reports
 - 4.3 - Ethics Committee
 - 4.4 - Policy of Non-Retaliation
 - 4.5 - Retention of Reports
 - 4.6 - Periodic review of reports' channels

1. INTRODUCTION

Funbio is committed to full compliance with all applicable laws and regulations by our employees and agents. Funbio does not tolerate unethical activities or any conduct in violation of our policies. Each employee is required to promptly report any activities which he/she reasonably believes, in good faith, constitute unlawful conduct, conflicts of interest, or activities that are in violation of Funbio's policies. In addition, employees are encouraged to report any issues, concerns or activities that he/she believes in good faith are unethical, suspect, questionable or may be contrary to the institution's policies, practices or operations. Accordingly, Funbio has established procedures for (i) reporting by employees of suspected violations or other concerns, and (ii) the receipt, investigation, and treatment of these reports.

2. RELATED DOCUMENTS

Documents – Funbio Code of Ethical Conduct
Funbio Employee Handbook

3. DEFINITIONS

Professional Ethics: Is a set of positive attitudes and values that are enforced in the workplace. Ethics in the workplace and in the conduct of professional activities and actions is crucial for the good running of the organization's activities and for good interpersonal relations between employees.

Report: To make a report is to give based information about something related to ethical misconduct in disagreement with Funbio's Code of Ethical Conduct

Ethics Committee: Collegiate body established by Funbio to ensure the observance of Funbio's Code of Ethical Conduct and its related Policy.

4. DESCRIPTION OF PROCEDURE

4.1 Procedures for Making Reports:

Reports under this Policy may, at the employee's option, be reported using any of the following channels:

If an employee wishes to remain anonymous, a report may be made to João de Lima Teixeira Neto at 00 55 21-25330471 (www.limateixeira.com) - independent law firm.

If an employee does not wish to remain anonymous, a report may be made to any of the following:

Lima Teixeira Advocacia e Consultoria	João de Lima Teixeira Neto	(21) 25330471 denuncia.etica@funbio.org.br
Secretary-General	Rosa Maria Lemos de Sá	(21) 21235302 etica@funbio.org.br
Manager Human Resources	Heloísa Henriques	(21) 21235333 eticarh@funbio.org.br
General Counsel	Flávia Neviani	(21) 21235303 eticasjur@funbio.org.br
Finance and Auditing Committee	Finance and Auditing Committee's members	denuncia.auditoria@funbio.org.br
Funbio's Governing Council President	Bruno Mariani	presidenciafunbio@funbio.org.br

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, Funbio may find it necessary to share information with others on a "need to know" basis.

Employees are to report their concerns using one or more of the channels specified above. The procedures set forth in this Policy are specifically designed so that an employee can bypass a supervisor he/she believes is engaged in improper conduct.

All reports, but particularly those that are anonymous, should be factual rather than speculative or conclusory, and should contain as much specific information as possible so that the Compliance Officer, and any other persons assigned to investigate the report, are able to adequately assess the nature, extent and urgency of the allegations, and to conduct a thorough investigation. If an anonymous complaint cannot be properly investigated because insufficient information has been provided, the Compliance Officer will have no option but to close the matter. Therefore, it is critical that reports are as factual and specific as possible.

All reports will be reviewed by the Compliance Officer, and will be investigated in accordance with the procedures described below. If reports involve Secretary-General or Compliance Officer it will be sent and reviewed by Funbio's Governing Council President.

4.2 Policy for Receiving and Investigating Reports

Upon receipt of a report, the Compliance Officer will determine whether the information provided is sufficient to warrant an investigation.

Anonymous reports made to Funbio's external consultant will be forwarded to the Compliance Officer for investigation.

For reports involving accounting, internal accounting controls, and/or auditing concerns, the Compliance Officer will promptly notify the Finance and Audit Committee. The Finance and Audit Committee will, to the extent their members deem appropriate, appoint one or more internal and/or external investigators to promptly and fully investigate such reports.

Reports that do not involve accounting, internal accounting controls, or auditing concerns will be investigated by or under the supervision of the Compliance Officer, who may, to the extent he/she deems appropriate, appoint one or more internal and/or external investigators to promptly and fully investigate such reports.

The Compliance Officer will confidentially inform the reporting employee (if his/her identity is known) that the report has been received and, to the extent appropriate, provide him/her with the name of, and contact information for, the investigator assigned to the report.

If the investigation confirms that a violation has occurred, Funbio will take appropriate corrective action, which may include disciplinary action, up to and including the termination of employment of any person(s) involved in the violation, as well as any other appropriate remedial action.

4.3 Ethics Committee

The Ethics Committee will be composed by one member of the Human Resources Department and one member of the Legal Advisory plus two members' representatives of any one of Funbio's areas. All Ethics Committee members will be indicated by the Secretary-General.

The Ethics Committee will be coordinated by the Compliance Officer that will be elected by the members of the Ethics Committee at the Ethics Committee's installation meeting.

The Ethics Committee might be integrated by other external members that may be able to contribute to investigation by the Compliance Officer's invitation.

Ethics Committee's members shall have a term of office of 2 (two) years, one re-admission being allowed.

The Compliance Officer shall convene the Ethics Committee in the beginning of each investigation and as many times as necessary during investigations.

Each member of the Committee will have the right to one vote. Each vote shall be grounded.

The Ethics Committee's decisions shall be taken by simple majority vote of those present at the meetings. The Compliance Officer shall have the casting vote.

Votes, fundamentals of votes and result of the Ethics Committee's meetings shall be tilled in minutes that shall be signed by those present.

All minutes shall contain: a) list of the members present; b) reasons for absence, if any; c) ethical misconduct evaluated at the meeting; d) discussions of relevant points; e) fundamentals of votes; f) Ethics Committee's recommendations to the involved areas, if any; and g) given solution to the report.

4.4 - Policy of Non-Retaliation

Funbio is committed to protecting our employees from unlawful discrimination or retaliation as a result of their reporting information regarding, or their participation in investigations involving, allegations of improper, unethical or suspect conduct or suspected violations of the applicable law or regulation of any jurisdiction, foreign or domestic, where Funbio conducts its activities, or of Funbio's policies, by any Funbio employee or agent. Specifically, our policy is designed to prevent employees from being subject to disciplinary or retaliatory action by Funbio because the employee has, in good faith:

- disclosed information to a representative of Funbio where the employee has a reasonable belief that the information demonstrates a violation or possible violation of applicable law or regulation, or of Funbio's policies;

- made a report, or disclosed information, to a representative of Funbio regarding any activity or conduct that is suspect, questionable or may be contrary to any law or Funbio's policy, practice or operations;
- provided information in connection with a governmental, regulatory or law enforcement investigation or proceeding filed or about to be filed, or otherwise assisted in any such investigation or proceeding, regarding any conduct that the employee reasonably believes involves a violation or possible violation of applicable law or regulation;
- reported to a representative of Funbio suspected conflicts of interest, self-dealing, unethical behavior, or concerns about the integrity or effectiveness of the Funbio's internal controls, auditing function or accounting systems; or
- reported to a representative of Funbio or a governmental agency unlawful harassment or discrimination.

If any employee believes that he/she has been subject to any discrimination or retaliation or other adverse action by Funbio or its agents for making a report in accordance with this Policy, he/she may use the procedures set forth below to report such discrimination or retaliation. If it is determined that an employee has experienced any improper employment action in violation of this Policy, Funbio will take appropriate corrective action.

Any employee who willfully files a false report, or who provides evidence which is known by the employee to be false or as to which the employee has no reasonable basis for believing the information to be true, will not be protected by this Policy, and may be subject to disciplinary action, up to and including termination of employment.

Funbio has designated the Funbio's Chief Compliance Officer as the person responsible for administering this Policy (the "Compliance Officer"). To the extent a report alleges misconduct by the Chief Compliance Officer or the Secretary-General, Funbio's Governing Council President will designate a replacement Compliance Officer for the purposes of this Policy.

4.5 - Retention of Reports

The Compliance Officer will maintain a log of all reports, tracking their receipt, investigation and resolution (the "Compliance Log"). The Compliance Log, and all documents obtained or created in connection with any investigation, will be retained for a period of three years. Access to the Compliance Log, and to any materials relating to any investigation, will be limited to those individuals within Funbio who have a need to know, and to any outside investigators, attorneys, accountants, or other persons who have a need to know this information in order to assist Funbio.

4.6 - Periodic review of reports' channels

Reporting channels shall be weekly revised and monthly informed to the Compliance Officer until the tenth day of each month. These information reports will be stored by the Compliance Officer for a 3 (three) year's period.