

# GMS – Code of Conduct Policy




Incorporating Occupational Health and Safety  
and Environmental and Social Responsibility Requirements

Version 3 | August 2020

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## 1 PURPOSE OF THE CODE OF CONDUCT POLICY

The aims of this policy are as far as is reasonably practicable to:


- (a) ensure that those covered understand their obligations and do not engage in breaches of Grange policies and procedures and the law;
- (b) provide a framework for those covered to make decisions and engage in behaviours that are ethical and appropriate for Grange and other employees/ directors or contractors or visitors the workplace;
- (c) provide broad principles to guide the conduct so that Grange’s business ethics will meet or exceed legally applicable standards – not to provide specific answers to unique legal questions;
- (d) provide guidance on how to conduct Grange business, and to help identify issues that require technical expertise;
- (e) reflect Grange’s commitment to the highest standards of honesty and integrity in meeting the needs of Grange and the community we serve;
- (f) outline the standards of conduct or behaviour expected at all times relevant to work and responsibilities;
- (g) provide an effective program to prevent and detect violations of law, and for the ongoing education and training of those covered;
- (h) recognise that those covered are ultimately responsible for their own behaviour;
- (i) operate with the law, industrial instruments and other Grange policies and procedures; and
- (j) to complement Grange’s Vision and Values Statement.

## 2 COVERAGE

This policy covers and applies to employees and directors in relation to:

- (a) behaviour at the workplace;
- (b) the performance of work for or in connection with Grange; and
- (c) conduct outside the workplace or working hours if the acts or omissions:

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- (i) are likely to cause serious damage to the relationship between Grange, employees, directors, contractors or visitors to the workplace; or
- (ii) are incompatible with an employee or contractor's duty to Grange; or
- (iii) damage or are likely to damage Grange's interests or reputation.

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### 3 REQUIREMENTS

- (a) Persons covered by this policy are required to:
  - (i) comply with this policy as lawful and reasonable directions;
  - (ii) comply with any applicable law;
  - (iii) not directly or indirectly engage in or aid, abet or encourage behaviour in breach of this policy/ law; and
  - (iv) meet their duty of care obligations and be accountable for their own safety and the safety of others at the workplace.
- (b) Managers/supervisors are required to:
  - (i) promote this policy within their area of responsibility; and
  - (ii) take reasonable steps to ensure that any potential breaches of this policy are identified, taken seriously and acted upon appropriately.
- (c) Directors are required to:
  - (i) report any breaches by themselves or another director to the Chairman of the Audit Committee, or in the event that would be inappropriate, the Chairman of the Committee of Independent directors;
  - (ii) comply with all Human Resources policies when dealing with directors and employees; and
  - (iii) act in the best interests of all shareholders.
- (d) If employees or directors are unsure as to compliance then consider:
  - (i) having a discussion with other employees or directors, to get an objective viewpoint;
  - (ii) what you would do if it was your money, time or equipment;
  - (iii) being on the receiving end of your decision or action;

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- (iv) whether you could adequately defend your actions to your immediate manager/supervisor;
  - (v) the potential consequences of your behaviours or decisions for other employees or directors or contractors, your family, or visitors to the workplace and wider community including whether you would feel comfortable with it reported in the media; and
  - (vi) who will benefit? Will it be fair to Grange, the parties involved and yourself?
- (e) If employees or directors still have doubts about the 'correct thing to do' they must refer the matter to the director for advice.

## **4 GENERAL PRINCIPLES**

### **4.1 Acting with honesty and integrity**

Acting with honesty and integrity will maintain the respect and confidence in Grange. Employees and directors will:


- (a) treat employees, directors, contractors and visitors to the workplace with honesty, respect and courtesy;
- (b) not make promises or commitments to employees or other people or entities that they know Grange does not intend, or is unable, to honour;
- (c) comply with Grange's Anti-Bribery and Corruption Policy;
- (d) report dishonest, unethical, fraudulent or corrupt behaviour or maladministration by employees, directors, contractors or visitors to the workplace; and
- (e) encourage and support good faith reporting of breaches of this policy without retribution.

### **4.2 Acting with professionalism**

Professionalism is conduct that fosters and preserves reputations as individuals and that of Grange. To demonstrate professionalism employees and directors will:

- (a) not engage in or tolerate breaches of Grange policies or procedures or the law;
- (b) with the exception of comments made not in contravention of the *Fair Work Act* 2009 (Cth) support, and not publicly criticise, decisions of Grange;

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- (c) not undermine or bring Grange’s integrity or reputation into disrepute;
- (d) be cognisant of their obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board;
- (e) work co-operatively as a team and treat employees, directors, contractors and visitors to the workplace with respect and dignity;
- (f) exercise care and diligence, and use their best endeavours and sound judgment when carrying out their duties or providing services;
- (g) maintain a professional relationship with third parties when engaged as an employee, director or contractor;
- (h) complete all required induction and education programs as directed by Grange;
- (i) provide levels of service that they are competent and authorised to provide; and
- (j) not make unauthorised statements or commitments on behalf of Grange.

#### 4.3 Acting in accordance with the law and policies and procedures

Employees and directors should be familiar with and comply with all relevant laws and policies and procedures governing Granges activities and strive to be familiar with and comply with all relevant laws and policies and procedures. To demonstrate this commitment employees and directors must:

- (a) respect and abide by the law and Grange policies and procedures;
- (b) maintain their awareness of relevant law and all Grange policies and procedures;
- (c) comply with extensive and complex accounting requirements in both public and taxation reporting;
- (d) seek guidance from the relevant regulator/ agency/ government department if uncertain of legal requirements;
- (e) report violations, or suspected violations, of legal requirements to the relevant regulator/ agency/ government department;
- (f) not make payments in cash other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation;
- (g) comply with all lawful and reasonable directions from authorised persons;

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- (h) only act within their authority;
- (i) not hire or employ persons which are not authorised by the laws of Australia to be employed;
- (j) not take advantage of foreign banking laws (such as bank secrecy laws) to avoid Australian banking laws;
- (k) protect Grange’s property, in particular, take care to avoid or minimise the possibility of theft or misuse of Grange’s property;
- (l) only use Grange’s property for Grange purposes and in accordance with appropriate authority;
- (m) not use Grange’s property for private purposes unless authorised in writing by their manager/supervisor; and
- (n) comply with delegations, and other authorisations as directed.

#### **4.4 Avoiding Specific Illegal or Dangerous Conduct**

In addition to following the law and all Grange policies and procedures, employees and directors are expected to use common sense while on Grange premises and while on company business and to avoid illegal or dangerous conduct. Specific activities that constitute illegal or dangerous conduct include but are not limited to:

- (a) consumption and/or storage of alcoholic beverages, except where in compliance with Grange’s Drug and Alcohol Policy;
- (b) unlawful manufacture, distribution, dispensation, possession, transfer, sale, purchase or usage of illegal drugs;
- (c) driving vehicles or operating Grange equipment while under the influence of alcohol or illegal drugs;
- (d) Illegal betting or gambling;
- (e) possessing weapons of any sort on Grange premises, in Grange vehicles or while on Grange business, except by security or other personnel who are authorised by Grange; and
- (f) using Grange IT system for the transmission and/or storage and use of material, images or media which is illegal or contravenes Grange’s policies.

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#### 4.5 Declaring and avoiding Conflicts of Interest


Conflict of Interests can jeopardise confidence in Grange. A conflict of interest occurs when an individual's private interest interferes – or even appears to interfere – with the interests of Grange. Conflicts of interest can be potential, perceived or actual.

Employees and directors will:

- (a) not take on personal business or financial or private interests that compete or conflict with Grange's interests;
- (b) disclose to their manager/supervisor situations that may create a conflict of interest before a conflict arises, or if one does occur, immediately on becoming aware;
- (c) seek approval before taking up other employment or engagements outside of their position with Grange where they may create a conflict of interest;
- (d) declare any conflict of interest that could occur through share-holdings, ownership of real estate or being the trustee or beneficiary of a trust;
- (e) not place other employees or directors in compromising or conflicted situations;
- (f) not use or take advantage of any Grange property or information belonging to Grange for personal benefit or for the benefit of any other person;
- (g) not accept or offer any improper payment or benefit in connection with their role as an employee or director;
- (h) not accept any gift, reward or entertainment (including discounts on goods and services) that could create an obligation or expectation that could conflict with their role as an employee or director;
- (i) not attempt to improperly influence the outcome of an official Board decision;
- (j) not engage directly or indirectly in any outside business activity involving commercial contact with Grange or work for the benefit of Grange commercial customers, suppliers or competitors without the prior written consent of the director;
- (k) disclose ownership of shares in a listed entity which deals with or competes with Grange to their manager or Chair or the Board as applicable; and
- (l) avoid, as far as practicable, the appearance of a conflict of interest.

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#### 4.6 Respect privacy and do not misuse information

Maintenance of privacy and the proper use of information (public or personal) is critical to build trust and confidence in Grange.

Employees and directors will:

- (a) not disclose Confidential Information to any person or entity (even between Grange entities) without the prior written consent of an executive or director as appropriate.
- (b) disclose Confidential Information if required by the law (eg Court or Tribunal order etc) provided that before such disclosures are made the executive is advised of the pending disclosure;
- (c) where directed, declare any security transaction (trading, purchasing or selling of Grange shares, exercising options etc) and those of any affiliated interests (close associate, family member, personal superannuation fund etc within any nominated period;
- (d) not use Confidential Information for the purpose of directly or indirectly obtaining personal gain or another benefit;
- (e) not copy or distribute the software unless expressly permitted to do so under the applicable license;
- (f) not copy all or parts of articles, books or other publications if another individual owns a copyright on such materials, unless Grange has obtained a license to copy the materials;
- (g) not use improper means (such as industrial espionage, trespassing or deception) to seek out, accept or use Confidential Information belonging to Grange or to third parties
- (h) only access Confidential Information for authorised work-related tasks;
- (i) not encourage others to disclose Confidential Information or sensitive information or privileged Information;
- (j) ensure the secure collection, storage and disposal of Confidential Information and sensitive information regardless of its medium; and
- (k) comply with the law regarding declaration of any financial interest they or a close associate of theirs may have regarding any matter in which they provide advice

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to Grange, make a decision or determination or make a recommendation to Grange about.

- (l) When a Grange employee leaves the Company to work elsewhere, the employee may not remove, disclose or use Grange's confidential information.

#### **4.7 Corporate and personal responsibility**

Grange is committed to service excellence and aims to maintain public confidence and respect. Employees and directors will:

- (a) commit to taking reasonable care to avoid acts and omissions that may adversely affect themselves, other employees, directors or contractors and visitors to the workplace;
- (b) not trade in Grange shares or securities when they are restricted or otherwise prevented;
- (c) accurately and fairly recorded transactions with reasonable detail in Grange's accounting records;
- (d) ensure Grange receives good value from any transactions;
- (e) not create false invoices or other misleading documentation;
- (f) not improperly influence auditors or the conduct of audits for the purpose of rendering Grange' financial statements misleading;
- (g) not engaged in unrecorded or "off the books" funds, assets or transactions unless permitted by law;
- (h) not invent or use of fictitious sales, purchases, services, loans, entities or other financial arrangements;
- (i) deal fairly and honestly with all persons with whom Grange does business, so as to maintain its reputation for integrity in all its business relationships;
- (j) aim to be socially, financially and environmentally responsible in the use of Grange's resources; and
- (k) report any corrupt or fraudulent conduct or any maladministration.

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## 5 VARIATION

This policy may be reasonably varied, terminated or replaced by Grange in its sole discretion from time to time.

## 6 DEFINITIONS


In this policy:

**Confidential Information** means:

- (a) Grange' plans, strategies or opportunities relating to the business;
- (b) information concerning technology used by Grange;
- (c) information concerning employees/ directors, customers, suppliers, contractors, consultants and other associated entities (eg litigation, changes in operations/personnel etc); and
- (d) financial information (e.g. trading or exercising of securities, financial results other than those which have been publicly disclosed to the ASX, profit forecasts, propose share issues, borrowings or credit arrangements, impending takeovers acquisitions, mergers, reconstructions, liquidity, major purchases or sales of assets etc).

## 7 REFERENCE/ASSOCIATED DOCUMENTS

Document Number	Document Title or Information Source	Location
	Diversity and Inclusion Policy	
	Drug and Alcohol Policy	
	Workplace Behaviour Policy	
	Anti-bribery and Corruption Policy	
	Anti-slavery Policy	
	Whistleblower Policy	

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## 8 DOCUMENT CONTROL

Version	Date	Description	Author	Approved
V1	19-Mar-2009	Code Ethics and Conduct initial code incorporating detailed guidelines	M Crawford	
V2	29-Oct-2013	Board Code of Conduct developed specifically for directors	R Mehan	
V3	10-Aug-2020	Code of Conduct Policy updated to consolidate previous documents.	A Smith	

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