

Supplier Code of Conduct

Minimum standards for ethical, lawful, and responsible suppliers

The minimum expectations the organization sets for suppliers across ethics, human rights, labor, environment, audit rights, and consequences for non-compliance

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WHY IT MATTERS

Why a Supplier Code Matters

Your standards are only as strong as your weakest supplier

Standards extend down-chain

Suppliers must ensure their own subcontractors and agents meet the same principles

Conduct reflects the brand

Supplier misconduct creates legal, reputational, and operational exposure for the organization

Minimums, not ceilings

Suppliers are encouraged to exceed standards, especially where local law is weak

Compliance is enforceable

Breach may be a material breach of contract, triggering remedies and termination

EXPECTATIONS These principles are minimum standards—suppliers must ensure their subcontractors and agents comply too

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BUSINESS INTEGRITY

Ethics & Anti-Corruption

Lawful, honest dealing with zero tolerance for corruption

Compliance with laws

Comply with all applicable laws, regulations, and standards where they operate

Anti-bribery

Zero tolerance for bribery, kickbacks, extortion, and facilitation payments

Conflicts of interest

Disclose actual, potential, or perceived conflicts in dealings with the organization

Gifts & entertainment

Nominal value only; never during bidding, tender, or contract award

Accurate records

Maintain truthful books; no falsification, money laundering, or tax evasion

Confidentiality & IP

Safeguard confidential information and respect intellectual-property rights

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PEOPLE STANDARDS

Human Rights & Labor

Dignity, safety, and freely chosen work

No forced labor

No compulsory, bonded, trafficked, or indentured labor; coercion is prohibited

No child labor

No employment below the legal minimum or mandatory schooling age

Fair wages & hours

Pay meets or exceeds minimums; hours and overtime stay lawful

Health & safety

Provide safe, sanitary workplaces and control foreseeable hazards

Non-discrimination

Equal opportunity; no harassment, abuse, intimidation, or unlawful discrimination

Freedom of association

Workers may join, or decline to join, unions and bargain collectively

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EXPECTATIONS

What Suppliers Must Uphold

Core commitments the code requires

Conduct business lawfully

Treat people with dignity

Protect human rights

Provide safe conditions

Minimize environmental impact

Respect local communities

Source materials responsibly

Report concerns freely

Grant audit access

AUDIT

The organization may inspect records and audit compliance; breach may justify termination

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KEY TERMS

Definitions

Supplier

Any vendor, contractor, distributor, or consultant providing goods or services to the organization

Forced labor

Compulsory, bonded, trafficked, or indentured work obtained through coercion

Conflict of interest

Any circumstance that could bias a party's business judgment or decisions

Conflict minerals

Tantalum, tungsten, tin, or gold sourced from conflict-affected zones

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FOR THE BOARD

Questions the Board Should Ask

A few questions test how far the code really reaches

- 01 Do suppliers flow these standards to subcontractors?**
The expectations must reach the full supply chain, not just tier one

- 02 How is supplier compliance audited and verified?**
Audit rights matter only if they are actually exercised

- 03 What triggers termination for code breaches?**
Consequences must be real and enforced to have effect

- 04 Are labor and human-rights risks mapped?**
Forced-labor and child-labor exposure should be visible to oversight

Firm Lawyers

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