



Supplier Code

Introduction

Open Colleges' purpose is to deliver high quality education. In doing so, we are committed to acting with honesty and integrity and ensuring that our business activities are conducted in full compliance with all applicable laws and regulations.

We have a Code of Business Ethics that establishes certain values and principles, to which our employees need to adhere. We (and our stakeholders) expect similar behaviour from all parties we deal with, including suppliers, collaborators and business partners (as well as their employees, agents and subcontractors) (Suppliers).

This Supplier Code helps implement our Code of Business Ethics and details the non-negotiable minimum standards which we expect from our suppliers in order to establish and maintain a business relationship with Open Colleges.

We require all suppliers who work with or for Open Colleges to respect and comply with this Supplier Code as it is an important and integral part of the value chain for Open Colleges.

Business is conducted lawfully and with integrity

Compliance with Laws & Regulations

Suppliers shall fully comply with all laws and regulations applicable to them including all applicable international laws and regulations including those that relate to international trade e.g. those relating to trade sanctions, import and export controls, transfers and reporting obligations, data protection and anti-trust/ competition laws.

Conflicts of Interest

Suppliers must declare all and any conflicts of interest in any business dealing with Open Colleges, to allow us an opportunity to determine the most appropriate action to be taken. This is a continuing obligation on a Supplier that applies prior to entering into a business relationship with Open Colleges, and then for the term of that relationship.

If there is any ownership or business interest in a Supplier's business by a government official or political party representative or any Open Colleges' employee or contractor (past or present), then this must be declared by the Supplier prior to entry into the business relationship.

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Financial Records & Money Laundering

Suppliers must ensure that all business and commercial dealings with Open Colleges are transparently performed and accurately recorded in the Supplier's books and records – including expenses incurred, time records, payments made to others, and in relation to services rendered.

There is zero tolerance for any actual or attempted money laundering.

Care of Information

Suppliers must ensure they respect and safeguard the assets and information of Open Colleges e.g. by adhering to confidentiality obligations, protection of personal information and intellectual property rights.

Suppliers must not attempt to divulge to Open Colleges any information about their competitors. Likewise, Open Colleges' competitive and confidential information must not be shared with any third party unless expressly permitted by Open Colleges. Suppliers must not undertake any collusive conduct with any other third parties to Open Colleges, with respect to any proposed, pending or current Open Colleges' procurement.

Suppliers are required to immediately notify Open Colleges if they suspect there has been inadvertent or unauthorised disclosure of such information.

Quality & Safety

All products and services delivered by a Supplier must meet all legally required quality and safety standards.

Human Rights

The Supplier must comply with all practices designed to protect the human rights of its own employees, agents and contractors, and of those within the Supplier's own supply chain.

Labour

The use of forced labour, whether in the form of compulsory or trafficked labour, indentured labour, bonded labour or other forms is not accepted by Open Colleges. Mental and physical coercion, slavery and human trafficking are prohibited.

Suppliers shall ensure that no exploitation of child labour or any other vulnerable group (e.g. illegal immigrants) takes place within their business or supply chain.

Working Conditions

Suppliers must ensure that the working conditions for their employees meet or exceed the minimum legal standards or prevailing industry standard (whichever is higher) including in relation to their total compensation package (wages, overtime pay, benefits and paid leave) and the total number of hours (regular and overtime) to be worked.

The rights of employees to freedom of association and collective bargaining must be recognised and respected, and workers are not to be intimidated or harassed in the exercise of their right to join or refrain from joining any organisation.

Employees must have grievance mechanisms available to them.

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No Discrimination

Suppliers must ensure they treat all employees with respect and dignity, and that there is no discrimination in employment (including hiring, compensation, opportunities, discipline and termination) on basis of race, ethnicity, age, role, gender, gender identity, colour, religion, country of origin, sexual orientation, marital status, pregnancy, dependants, disability, social class, union membership or political views.

Diversity & Inclusion

The Supplier should be committed to diversity and inclusion in its workplace and business practices.

Safety & Health

Suppliers must provide their employees with a safe and healthy workplace, to protect employees from risk of accident and injury, but also to ensure that employees are not subject to any physical, sexual, psychological or verbal harassment, abuse or other form of intimidation.

Environment & Sustainability

Open Colleges expects its Suppliers to:

- demonstrate a clear understanding of the environmental risks, impacts and responsibilities associated with the goods and services they provide;
- operate with respect for the environment in their business operations; and
- comply with all applicable laws and regulations for the protection of the environment.

Open Colleges supports and encourages operating practices that are sustainable, and looks for Suppliers who are continuously seeking to improve the sustainability and efficiency of their operation, including in reducing waste, energy and water usage, and considering climate-related risks in their decision making.

Bribery & Corruption

There is a prohibition on any and all forms of bribery, corruption, extortion or embezzlement and Suppliers must comply with all applicable anti-bribery laws.

Suppliers must not (directly or through intermediaries) offer, make, solicit or accept any bribes or kickbacks, or offer or promise any personal or improper advantage, in order to obtain or retain any preferential treatment, improper advantage or benefit.

This prohibition applies to all dealings that in any way may involve Open Colleges, including from and for government officials or government-controlled entities.

Suppliers must have in place adequate procedures to prevent bribery in the Supplier's business relationships.

Reporting Concerns

If a Supplier is aware of any failure to comply with this Supplier Code (including any failure by an Open Colleges employee, or anyone acting on behalf of Open Colleges), then this should be reported to Open Colleges as soon as possible. A failure to report will itself be a breach.

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Actual or suspected breaches can be reported by Suppliers (including their employees or contractors) confidentially and anonymously through the Open Colleges ethics helpline here:

www.integritycounts.ca/org/OpenColleges

Following receipt of a report, Open Colleges will investigate the complaint and discuss findings with the Supplier. If remediation is required, the Supplier will work with Open Colleges in relation to corrective actions and timelines to effectively and promptly resolve the breach.

Open Colleges prohibits any type of retaliation against Suppliers (and their employees) who speak up and report actual or suspected breaches.

Compliance with Supplier Code

Open Colleges reserves the right to:

- verify a Supplier's compliance with this Supplier Code, including requiring a Supplier to submit third party audits (e.g. SMETA4 or EcoVardis);
- require a Supplier to take corrective action if it determines a Supplier is not complying with this Supplier Code; and
- to terminate any agreement or business relationship it has with a Supplier who does not comply with this Supplier Code.