

ETHICAL CODE OF CONDUCT

PREAMBLE

As the apex business organisation in South Africa, BUSA and all who represent it – BUSA Directors, employees, members, suppliers and other Office Bearers nominated by BUSA – are required to conduct themselves ethically and legally at all times, in the best interests of BUSA, and to avoid any course of action that may reflect negatively on BUSA or place the representative in a situation where a conflict of interest may arise.

APPLICATION

This Code of Conduct applies to and is binding on BUSA Directors, BUSA employees, BUSA members, or other Office Bearers representing BUSA ('BUSA representatives'). While BUSA has no direct authority over its members, nevertheless BUSA commits to actively promoting this Code of Conduct among its members.

ETHICAL STANDARDS

No BUSA representative may, directly or indirectly, seek or do remunerated business, or secure a financial interest or benefit for themselves or related persons or businesses as a result of representing BUSA, unless this is disclosed and duly approved by the Board. BUSA representatives may not directly or indirectly be unfairly advantaged due to their association with BUSA.

BUSA representatives are required to conduct themselves ethically and lawfully in a manner that upholds fundamental principles of human rights and protects the dignity and independence of BUSA.

BUSA representatives are expected:

1. To treat other representatives and BUSA stakeholders with dignity and respect.
2. To act in a manner that is compatible with respect for human rights, and not engage in any racial, sexual or other forms of harassment or abuse.
3. To comply with the laws of South Africa.
4. To conduct themselves ethically and not engage in illegal acts, indirect contributions, rebates or bribery.
5. To declare and obtain permission, or refuse any preferential treatment, entertainment, gifts or personal favours that could in any way influence or appear to influence BUSA's decisions.
6. To declare any matters that may be of interest to BUSA and its reputation.

7. When utilizing BUSA resources or incurring any reimbursable personal expenses, to ensure that the funds are used for the intended purposes and not for personal benefit. BUSA representatives are expected to keep accurate and reliable records of expenses and submit them timeously. BUSA representatives must honestly record and communicate on expenses, attendance or absence and any related issues.
8. To carry out representative functions in the best interests of BUSA, and not create a conflict of interest between the representatives' personal or business interests and the interests of BUSA.
9. To act with integrity and avoid investing in or acquiring a financial interest for their own or their business organisation's account with any organisation that provides services to BUSA.
10. To protect BUSA's potential or actual money or funds and take steps to avoid or prevent fraud and dishonesty.
11. To behave professionally and not engage in conduct that would bring BUSA into disrepute or compromise BUSA in any manner.
12. To report to BUSA any concerns relating to actual or potential fraud, misrepresentation or dishonesty.
13. To separate personal and organisational roles.
14. To respond or act promptly and cordially to correspondence or communication on issues related to BUSA.
15. To treat BUSA-related information confidentially in order not to compromise BUSA and the implementation of BUSA's strategies.
16. To act ethically and consistently in line with the BUSA mandate and purpose and BUSA policies and procedures at all times.
17. Not to receive payment or compensation of any kind, except as authorised by BUSA and payroll policies, for any work done for or on behalf of BUSA. In particular, BUSA strictly prohibits any acceptance of kickbacks and commissions from suppliers and other parties.
18. Not to use the information or privileges acquired by virtue of their position for private gain or to improperly benefit another person.
19. To avoid taking a decision on behalf of BUSA concerning a matter in which they, or their associates or relatives, have a direct or indirect personal or private business interest.
20. To ensure that they work and conduct themselves within their assigned limits of authority and not to communicate in a manner that purports to represent BUSA, unless duly mandated or authorised to do so.

BREACH OF ETHICAL STANDARDS

Reporting a breach

Any potential or actual breach of ethical standards should be formally reported for investigation to the Chairperson of the Social and Ethics Committee, any member of the Social and Ethics Committee, the President or Vice President of BUSA and/or the CEO ('key office bearers').

The only exception to this requirement is in the case that a report is made against any of the key office bearers. In such an event, the following persons should be advised.

- If the report concerns the Chairperson of the Social and Ethics Committee, the BUSA President and/or Vice President;
- If the report concerns a member of the Social and Ethics Committee, the Chairperson of the Social and Ethics Committee and the BUSA President and/or Vice President;
- If the report concerns the BUSA President, the BUSA Vice President and the Chairperson of the Social and Ethics Committee;
- If the report concerns the Vice President, the BUSA President and the Chairperson of the Social and Ethics Committee; or
- If the report concerns the CEO, the Chairperson of the Social and Ethics Committee and the BUSA President and/or Vice-President.

Steps to be taken once a breach is reported

Once reported to any of the above persons other than the Chairperson of the Social and Ethics Committee, such person should immediately advise the Chairperson of the Social and Ethics Committee of the report and the Chairperson of the Social and Ethics Committee shall direct that an investigation be conducted subject to the process set out below. The only exception to this provision would be in the event that the report concerns the Chairperson of the Social and Ethics Committee, in which event the BUSA President should direct that an investigation be conducted subject to the process set out below.

Once reported, the breach should be investigated:

1. If the matter concerns an employee of BUSA, the CEO should ensure that an investigation is conducted in terms of BUSA's employment policies and procedures and applicable labour laws;
2. If the matter concerns BUSA Directors, members, representatives or Office Bearers appointed through BUSA, the Chairperson of the Social and Ethics Committee shall promptly, together with the Social and Ethics Committee, determine the nature and structure of the investigation as appropriate, including reference to the financial implications thereof.
3. If the report is against a member of the Social and Ethics Committee or the Chief Executive Officer, the Chairperson of the Social and Ethics should take responsibility for such determination, together with the President and/or Vice President of BUSA.

Consequences if a breach is demonstrated

If the investigation reveals a potential breach, steps should be taken to address the issue with the BUSA representative with a view to rectifying the breach, or taking further disciplinary and/ or remedial steps.

Depending on the circumstances and severity of the breach:

- Employees may face disciplinary action that could lead to dismissal;
- Directors may be removed from the Board on the basis of misconduct or incapacity;
- Representative members or Office Bearers of BUSA may be removed from relevant structures and processes.

APPROVED: BUSA BOARD

16 AUGUST 2017