

Code of Conduct for Suppliers

for Landcom

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Definitions

Term	Definition
Code, the Code	This Code of Conduct
Conflict of Interest	An interest which influences (whether actual, potential or reasonably perceived) the performance of your duties to Landcom
Credit Card	Includes purchasing cards
EGM	Executive General Manager
Executive Committee or ExCo	Landcom's senior leadership team which consists of the CEO and direct reports to the CEO
GIPA Act	<i>Government Information (Public Access) Act 2009 (NSW)</i>
Management	A member of ExCo or a member of Staff with the title of Development Director or Director in Landcom's Corporate Division
Landcom Representative	The Staff member nominated as your contact person within Landcom
Manager	Any member of Staff who is responsible for supervising or managing an individual or group of Staff
Policy	Refers to a Landcom policy document and any supporting documents including but not limited to procedures or frameworks, all sitting within Landcom's policy framework
PID Act	<i>Public Interest Disclosures Act 1994 (NSW)</i>
Staff	An individual or group of people directly employed by Landcom
Supplier	Contractors, subcontractors and consultants engaged or completing work for or on behalf of Landcom
WHS	Work health and safety
You or you	Suppliers (including the staff of Suppliers)

About the Landcom Code of Conduct for Suppliers

Message from the Chief Executive Officer

As the NSW Government's land and property developer, Landcom must do the right thing at all times – it is the way we conduct business. For this reason, we set the bar high in the way we approach our work and we measure everything we do against the highest possible standards of ethical conduct.

As a Landcom Supplier, you are a part of the Landcom team and your actions and conduct, and those of your staff when working on Landcom projects or matters, are a reflection on Landcom. This Code of Conduct outlines the commitments you make when you agree to work for or on behalf of Landcom. It guides you to navigate the framework of policies, legislation, principles and practices so you always make the best decision.

Being a valued member of the Landcom team, Landcom requires you to incorporate the principles of the Code and our culture into the work that you do for or on behalf of Landcom. Being part of the Landcom team also means you have support around you – we are all responsible for enabling each other to put these principles into practice.

This Code is issued with the full support of the Landcom Executive Committee, who take adherence to the Code very seriously. We rely on all Suppliers to be diligent and committed to upholding the Code. This includes addressing any concerns or violations as soon as they arise, without exception. It also means maintaining an environment which enables people to raise concerns without fear of retribution. We will not tolerate any negativity towards those who raise legitimate compliance concerns in good faith.

I thank you for upholding the Code and using it to build on the strong reputation of Landcom.

John Brogden AM

CEO

Why do we need a Code of Conduct?

The Code of Conduct is one of the ways we put our Landcom values into action to achieve our strategy. It sets the expectation that everyone who works for or on behalf of Landcom demonstrates high standards of conduct and ethics in the performance of their duties.

Working in conjunction with Landcom's policy framework, the Code guides you through the factors you need to consider in how you approach the work that you undertake for Landcom. It is important that you understand and follow the Code to preserve Landcom's reputation for ethical and principled behaviour.

Who needs to follow the Code of Conduct for Suppliers?

The Code of Conduct for Suppliers provides guiding principles that we expect and require every person who is engaged to work for or on behalf of Landcom to follow when undertaking work related to Landcom.

Where the Supplier is a corporate entity or organisation, the corporate entity or organisation must ensure that its staff and/or employees who undertake work related to Landcom comply with this Code of Conduct.

Failure to meet the Code by you or your staff or employees can result in termination of your relationship with Landcom.

What is expected?

You are responsible for reading and understanding the Code and any relevant policies provided by Landcom. You are also responsible for applying the Code and relevant policies..

The Code is a great resource, but it does not cover every situation you may face. It is important that you use good judgment in everything you do when working for or on behalf of Landcom. Always ask for help from your Landcom Representative if you are unsure of what behaviour or action is expected.

What if I have a Code-related question or concern?

If you have a question or concern contact your Landcom Representative or Landcom directly.

Landcom is committed to protecting any person who reports or participates in an investigation of a possible violation of the Code, Policies, procedures or the law against retaliation. If you believe you are being retaliated against, please contact your Landcom Representative or Landcom directly.

Our guiding principles

The Code of Conduct operates on six guiding principles that inform every decision and action you take when working for or on behalf of Landcom.

1. Act with honesty and integrity in everything we do.
2. Build relationships, treating all others with respect and dignity.
3. Ensure the safety and wellbeing of ourselves and others.
4. Respect confidentiality and use information appropriately.
5. Use and manage public resources economically and efficiently.
6. Hold each other accountable to the Code of Conduct.

1 Act with honesty and integrity in everything you do

The only way to uphold the trust and confidence in Landcom by our shareholders, stakeholders and the general public is, for each member of the Landcom team, to always act with honesty and integrity. This includes complying with any relevant legislative, industrial and administrative requirements and any lawful direction made by a person with the authority to give such a direction.

Familiarise yourself with and abide by all applicable Policies and procedures in operation within Landcom, as notified to you by your Landcom Representative. If you are still uncertain as to the application of any Policy or procedure, please seek guidance from the Landcom Legal team or Landcom's EGM Legal & Compliance.

Conflicts of interest

Handling actual, potential or reasonably perceived conflicts of interest ethically, transparently and honestly is essential to upholding public trust and confidence in Landcom and the NSW Government. Landcom is committed to providing a fair, ethical and accountable environment for the conduct of its business but the integrity and fairness of Landcom's decisions and actions can be undermined where conflicts of interest are not identified and appropriately managed.

A conflict of interest can be:

- Actual – where a person's performance of their work for or on behalf of Landcom may be unduly influenced by competing secondary interests;
- Perceived or apparent – where it could be reasonably perceived that competing or private interests could improperly influence the performance of the work you are undertaking for or on behalf of Landcom ; or
- Potential – where private interests have the potential to conflict or unduly influence the work you may undertake for or on behalf of Landcom in the future.

You may be faced with a conflict of interest if competing loyalties influence you (conscious or otherwise) to pursue a benefit for you, your friends, or your family at the expense of the work you are undertaking for or on behalf of Landcom. As a member of the Landcom team, we expect you to avoid conflicts of interest or creating conflicts of interest for others that compete with your or their duties to Landcom. You should also avoid conflicts of interests that compete or could compete with Landcom's interests in respect to the work you undertake (or have previously undertaken) for or on behalf of Landcom.

If a conflict of interest arises, be it actual, potential or reasonably perceived, you need to declare it to your Landcom Representative at the earliest opportunity. Your Landcom Representative will provide advice and guidance in respect to managing the conflict in accordance with Landcom's [Handling Conflicts of Interest Policy](#). This action will help to ensure that all decisions made on behalf of Landcom lead to the best possible outcomes and reduce the risk of corrupt conduct.

Possible activities that may give rise to conflicts of interest include:

- Dealings in land or other business activities that relate to Landcom's projects - please inform your Landcom Representative if you are considering purchasing land in a Landcom project where you are currently undertaking or have recently undertaken work for or on behalf of Landcom;
- Competing Employment - If you are considering engaging in a business activity outside your engagement with Landcom which could adversely affect performance of your engagement with Landcom or give rise to an actual, potential or perceived conflict of interest, you should inform your Landcom Representative. Examples of this include if you wish to provide services to a counterparty in a Landcom transaction or be engaged by a prospective tenderer to a Landcom process where you are currently or have previously advised Landcom. Landcom will review and determine what actions could be put in place; or
- Participation in political, volunteering or other activities - If engaging in these activities interferes with your engagement with Landcom, you should consider informing your Landcom Representative. Landcom will then consider the nature of the issue, your engagement with Landcom, the extent of your participation, and your public prominence.

Gifts and benefits

Giving and receiving gifts, benefits or hospitality may be perceived as having an undue influence on the work we undertake and has the potential to compromise current and future impartial decision making.

While most gifts and benefits are intended simply as a memento or a small token of appreciation, sometimes a gift or benefit may be offered to influence you, in your role as a Landcom Supplier, to make a decision, or to provide a favour that will advance the interests of the giver, either now or in the future.

Landcom Staff are required to comply with Landcom's Gifts and Hospitality Policy which states that they cannot accept a gift, benefit or hospitality where a conflict of interest may arise. Given the relationship between Landcom and its Suppliers, you must not offer gifts, benefits or hospitality to Landcom Staff.

If you are offered a substantial gift, benefit or hospitality or bribe (i.e. anything given in order to persuade you to act improperly in undertaking work for or on behalf of Landcom), you must:

- Refuse it;
- Indicate it is not appropriate and that you are obliged to report the offer to Landcom; and
- Immediately report the matter to your Landcom Representative, the Fraud Control and Corruption Prevention Coordinator, EGM Legal & Compliance, Management or Landcom's Chief Executive Officer.

Attempts to bribe Landcom Staff or Suppliers and/or the acceptance of a bribe, is corrupt conduct and must be reported. It may also be referred to the NSW Independent Commission Against Corruption or the NSW Police, as it may constitute a criminal offence.

2 Build relationships, treating all others with respect and dignity

Landcom's success is built on the relationships we form and our trusted reputation. The diversity of thought, ability, and experience we gain through these relationships improves our decision-making and enables us to make a difference through the work we do.

It is up to all of us to continually build relationships and earn that trust by treating stakeholders and members of the public with dignity and respect. As a Landcom Supplier, your actions and conduct are a reflection on Landcom. Please ensure that every interaction, communication and action you take when undertaking work for or on behalf of Landcom increases trust, builds relationships, and in no way prejudices the operations, security or reputation of Landcom.

Landcom will not tolerate any form of discrimination, harassment and bullying. This includes no tolerance for the use of obscene or suggestive language, sexual banter, and the mistreatment of any person in a position of vulnerability.

If you encounter vulnerable members of the community, you must treat them with the utmost respect and dignity, taking special care in your interactions with them.

You are required to report any incident or allegation of inappropriate conduct you observe at a Landcom workplace or in relation to the work you are undertaking for or on behalf of Landcom, to your Landcom Representative. If you need help or advice, speak with your Landcom Representative.

3 Ensure the safety and wellbeing of ourselves and others

Landcom is in the business of creating vibrant, thriving communities that look after the wellbeing of its residents.

Landcom believes Health Safety and Environment is of fundamental importance. We aim to ensure, so far as reasonably practicable, that all Landcom operations are conducted in a manner which safeguards the health, safety and welfare of its Staff, Suppliers, customers and the community who are affected by Landcom operations.

One element in achieving this goal is to ensure that our delivery partners (which includes Suppliers) deliver health and safety excellence on all Landcom projects. Safety is paramount and therefore everyone should protect their own safety and that of others in the work environment and the public arena. All delivery partners must abide by relevant health and safety legislation when conducting work for and on behalf of Landcom.

While at a Landcom workplace, work site or event, as our delivery partner you must ensure that:

- No work is conducted when you are impaired by the use of alcohol, illicit drugs, or prescribed or over the counter medication;
- No alcohol and/or illicit drugs are consumed when in control of or operating a vehicle, machinery, plant or equipment ;
- Possessing, selling, using, transferring or distributing illegal drugs of controlled substance while undertaking your engagement with Landcom is strictly prohibited;

- Behaviour should be courteous towards the public, Landcom staff, Landcom's customers and people from other contractors and government agencies, and should not bring Landcom into disrepute; and
- Aggressive and violent behaviour is strictly prohibited.

4 Respect confidentiality and use information appropriately

Owning a position of leadership and innovation means Landcom attracts a lot of attention from people wanting to find out how we deliver our projects. We need to manage this carefully as sharing certain kinds of information prematurely can have a negative impact on our projects, our reputation and our competitive advantage, and can prove costly to Landcom.

As a Landcom Supplier, you may have access to confidential information during the course of the work you undertake for or on behalf of Landcom. You have a responsibility to:

- Not reveal confidential material;
- Properly secure, label, and (when appropriate) dispose of official information and confidential material;
- Only accept confidential, sensitive or personal information if all parties have previously signed an appropriate agreement to enable the sharing of information; and
- Safeguard the personal, sensitive and confidential information received from others, particularly under non-disclosure agreements.

If you are uncertain, err on the side of caution to ensure you do not disclose information inappropriately and ask for help from your Landcom Representative or a member of the Landcom Legal team.

Confidentiality of information

At all times, you must maintain the confidentiality of any official information and documents you have access to which are not published or normally made available to the public.

The only exceptions to this confidentiality will arise where Landcom or you are compelled by law to deliver confidential information to a court, authority, agency or other third party or where the disclosure is otherwise required by legislation or by the public interest, such as the GIPA Act, the PID Act or a call for papers under Standing Order 52.

This principle of confidentiality applies equally to ex-Suppliers in relation to confidential information acquired during engagement with Landcom and its predecessor organisations.

Protecting personal information

Landcom takes the privacy of its Staff, Suppliers, members of the public and stakeholders seriously and will manage and protect the personal and health information it handles in accordance with the *Privacy and Personal Information Protection Act 1998* (NSW) and the *Health Records and Information Privacy Act 2002* (NSW) and Landcom's Privacy Policy.

Please familiarise yourself and comply with [Landcom's Privacy Policy](#). All enquiries relating to privacy must be referred to Landcom's Right to Information Officer who can be contacted by email on privacy@landcom.nsw.gov.au.

Protecting our intellectual property

Your obligation not to disclose information extends to all intellectual property owned by Landcom. This means you may not use, deal with or disclose the intellectual property of Landcom without the express written consent of Landcom, regardless of whether you created or produced (either solely or with others) the intellectual property.

Misuse of information

You must not misuse the access gained through your engagement with Landcom, or other government-held information, to secure future employment advantages within or outside Landcom, or to benefit any other person or organisation, including those who have worked for Landcom in the past.

Security and management of records and information

You are to ensure that any information gained through your engagement with Landcom in any form (printed or electronic) cannot be accessed by unauthorised persons and that sensitive information is only discussed with persons (inside or outside Landcom) who are authorised to have access to it.

You must ensure you create and maintain full and accurate records of your engagement with Landcom, that these records are provided to Landcom as required, stored appropriately and not destroyed inappropriately. Please ask your Landcom Representative if you require more information regarding this.

Signing documentation

Suppliers are not permitted to sign any documentation for or on behalf of Landcom unless specifically authorised to do so in their conditions of engagement or in writing by Landcom.

Media or press communication

You are not to communicate with the media/press concerning Landcom's business activities unless expressly authorised in writing by Landcom to do so. Any media enquiries should be directed to the Director Government Relations & Media.

Social media

Suppliers should consider the risks, benefits and implications that may arise from making private statements that relate to their work on Landcom projects on social media platforms. Even positive and supportive comments can become contentious when engaging in personal use of social media. Suppliers must:

- Not post official Landcom content. You can, however, repost, or retweet Landcom posts, material or comment without substantial or meaningful change as part of showing affiliation or support for the organisation;
- Not purport to be communicating on behalf of Landcom in an official capacity;
- Not comment or post any material that might cause damage to Landcom or the NSW Government's reputation; and
- Use a private social media account, established with a non-Landcom email address.

Lobbyists

Landcom complies with the [NSW Government Lobbyist Code of Conduct](#) in connection with the lobbying of NSW Government officials and will only engage with professional (third-party) lobbyists if they are listed on the [NSW Electoral Commission's Register of Lobbyists](#). Please advise your Landcom Representative if you are contacted by a lobbyist.

5 Use and manage public resources economically and efficiently

Landcom's ability to deliver projects and create thriving communities depends on how well we manage our company's resources.

Delegations of Authority

Suppliers do not have any delegation of authority to make decisions regarding the use of Landcom's financial resources. If you are asked to make a decision regarding use of Landcom's financial resources, you should immediately confirm that you do not have delegation to approve the request and, if necessary, inform your Landcom Representative.

Use of resources

Always ensure you make decisions relating to the use of resources, facilities and equipment that in relation to the work you undertake for and on behalf of Landcom are reasonable, appropriately authorised and able to withstand public scrutiny.

Treat Landcom property and assets with care and ensure they are secured against theft, loss, damage or misuse. You also need to ensure the use of any property or assets in relation to the work you undertake for and on behalf of Landcom is lawful, appropriate and ethical and does not create a risk or liability for Landcom.

Avoid any personal use of Landcom resources and equipment such as computers and phones.

Use of Landcom facilities and equipment, including software, for private employment or for private financial gain is prohibited. The only exception is where you have been formally contracted to supply services to Landcom. In this case, the use of Landcom's facilities must be specified in the contract.

Procurement

If your engagement with Landcom involves the procurement of goods or services which will be directly charged to Landcom in addition to the agreed fees payable to you, we expect you to act with honesty and integrity, taking into account that our purchasing practices require Landcom to achieve value for money and ensure that public money is spent appropriately.

6 Hold each other accountable to the Code of Conduct

Any violation of the Code not only erodes the trust we have built, it puts our Staff and Landcom's business at risk. It also undermines productive working relationships and prevents Landcom from doing its best work. For this reason, every person who is engaged to undertake works for or on behalf of Landcom is obligated to raise concerns promptly.

Landcom is committed to protecting any person who raises concerns about a breach of the Code from retaliation or reprisals. Any attempt to take detrimental action against a person who raises a legitimate breach of the Code will be treated seriously and may lead to the termination of your engagement with Landcom. It may also involve referral to the NSW Ombudsman, the NSW Independent Commission Against Corruption or the NSW Police.

Addressing suspected violations

If you become aware of a potential or suspected violation of the Code, you must promptly raise the matter with your Landcom Representative.

Reporting breaches of the Code

If you see anyone act in a way that is contrary to the Code, you must report the incident immediately by contacting:

- Your Landcom Representative;
- Landcom's EGM Legal & Compliance, Landcom's Fraud Control and Corruption Prevention Coordinator (by email on fraudcontrol@landcom.nsw.gov.au) or a member of the Landcom Legal team; or
- Contact our Chief Executive Officer or write to our Board.

If the breach is by your Landcom Representative, then report the incident to Landcom Management, Landcom's EGM Legal & Compliance, a member of ExCo or the Chief Executive Officer.

If you have reported a breach of the Code and feel the report has not been adequately addressed or resolved, you are encouraged to bring the concern to the attention of the Chief Executive Officer or Board directly, who will carefully consider the report and take appropriate action.

Reporting bankruptcy and serious criminal offences

If you become bankrupt or are charged, convicted or found guilty of a serious indictable offence or any offence that may impact your ability to undertake part or all of the inherent requirements of your engagement with Landcom, you must immediately notify your Landcom Representative.

A 'serious indictable offence' means an offence punishable by imprisonment for five years or more.

Your engagement with Landcom may be suspended or terminated until the bankruptcy proceeding is resolved or there is an outcome in respect to the offence.

Reporting suspected wrongdoing

Landcom does not tolerate any act of fraud or corruption and immediate action will be taken whenever fraudulent or corrupt behaviour is detected, reported or suspected.

Always report any behaviour that you observe, consider or suspect may be unethical, fraudulent or corrupt to your Landcom Representative in the first instance. They will provide guidance and assistance, including when and how to make a report and how the report will be escalated.

Please also be aware of the PID Act, which will provide protection against reprisal to you if you make a report that you honestly believe, on reasonable grounds, shows, or tends to show one of the following categories of behaviour:

- Corruption;
- Maladministration;
- Serious and substantial waste of public money;
- A GIPA Act contravention; or
- Local government pecuniary interest contravention.

Your Landcom Representative or Landcom's EGM Legal & Compliance can provide a copy of Landcom's PID and Internal Reporting Policy and Procedure and provide advice as to how to make a public interest disclosure in such a way as to obtain the protections against reprisal offered by the PID Act, if requested.

What happens if you breach the Code?

Landcom will address alleged breaches of the Code promptly, in a fair and reasonable manner. Actions to deal with any alleged breaches will be based on:

- Whether the breach was deliberate;
- The seriousness of the breach;
- The likelihood of the breach occurring again;
- Whether the person has committed the breach more than once;
- The risk the breach poses to Staff, stakeholders, and any other persons; and
- Whether the breach would be serious enough to warrant action for misconduct.

If you breach the Code, the matter may be reported to an external organisation such as relevant registration boards, the NSW Police or other government agencies such as the NSW Independent Commission Against Corruption. In addition to any action taken by Landcom, referral to external agencies may result in criminal proceedings against you if there is sufficient evidence.

Once an alleged breach is reported, your engagement with Landcom may be suspended until an allegation of misconduct or criminal charge or investigation of corrupt conduct has been dealt

with. Depending on the outcomes of the investigation, your engagement with Landcom may be terminated.

If you have reported a breach of the Code and feel the report has not been adequately addressed or resolved, you are encouraged to bring the concern directly to the attention of the Chief Executive Officer who will carefully consider the report and take appropriate action.