

Code of Conduct

Purpose

The Code of Conduct (Code) sets out how employees should conduct themselves when acting in the course of a Southern Cross business. Its purpose is to ensure employees act ethically and with integrity in the specific situations addressed in this Code and in their day-to-day business dealings.

Scope

The Code applies to all employees of Southern Cross Medical Care Society (Society) and Southern Cross Health Trust (Trust) and their respective subsidiary companies (together, Southern Cross). It should be read in conjunction with other policies relevant to an employee's business and role.

In this Code the term:

- "employee" includes temporary and fixed term employees and contractors, and
- "customer" includes members and patients.

Directors and Trustees will also conduct themselves ethically and with integrity - in a manner consistent with this Code - in all interactions connected with Southern Cross. Each Board will ensure that the principles contained in this Code are referred to in the relevant Board Charter(s).

Policy

Southern Cross is a long-standing and trusted brand and all entities operating under the brand are committed to sustainable business practices and to making the right (ethical) choices in balancing financial, social and environmental risks, obligations and opportunities

To this end, Southern Cross expects and will support employees in achieving the highest ethical standards. Employees must:

- Comply with all relevant laws, policies and regulations – in spirit and letter;
- Be familiar and act consistently with relevant organisational values;
- Deal fairly, honestly and transparently with customers, suppliers, contractors, joint venture partners and each other, having due regard to each of their respective interests;
- Use due care, diligence and skill and exercise professional judgement, including when exercising the controls, monitoring and approvals associated with their roles;
- Understand and adhere to ethical principles and relevant standards of competence, knowledge and skill laid out in industry or profession-specific codes of conduct that may apply to them;
- Recognise that every individual deserves to be treated with equal respect and that we're a welcoming, safe and inclusive workplace;
- Support initiatives and make choices that are environmentally responsible and consistent with employee health and wellbeing;
- Understand and adhere to the guidelines in this Code.

If a situation or action seems unethical or improper, or contrary to this Code or any approved policies and procedures, employees should raise it with their manager or human resources manager; if an employee is unsure, they must seek further guidance before they act.

Guidelines

Diversity & Inclusion

Southern Cross is committed to achieving a diverse and inclusive workforce in order to:

- Harness the business benefits of diversity
- Further social justice; and
- Comply with legislation.

We regard to diversity and inclusion as essential to successfully and sustainably achieving our organisation's goals and we respect and value the potential contribution of each employee. Discrimination is unfair, unacceptable and unlawful so we will not tolerate its active practice and are dedicated to eliminating its passive practice.

Southern Cross has a key role in educating its managers about the business benefits of diversity and inclusion, how to recognise discrimination and knowing what action to take. We embrace the key concepts of equal employment opportunities, equitable pay, flexibility & work life balance, accessibility, and cultural sensitivity & celebration amongst others.

Customer-centric conduct

Southern Cross employees must:

- Treat customers fairly and with due care, skill and diligence;
- Provide services appropriate to customers' needs;
- Communicate with customers in a clear, timely and transparent manner;
- Not mislead or attempt to mislead customers;
- Take reasonable steps to ensure that customers understand the nature and scope of the service being provided to them.

In managing customer complaints, our processes and employee conduct will be fair, timely and transparent. Our systems and processes will encourage and support good conduct with customers, and any material or systemic instances of poor conduct must be escalated to leaders for timely resolution.

Conflict of interest

Southern Cross and its employees are required to manage conflicts of interests fairly and transparently. Where there is a conflict between the interests of Southern Cross and its customers, we will prioritise the customers' interests as far as reasonably practicable under the circumstances.

Southern Cross employees must avoid conflicts (real or perceived) between their private interests and the conduct of Southern Cross business. Employees must ensure they avoid any activity or circumstance that has the potential to compromise, or to be seen to compromise, their judgment or objectivity in the performance of their legitimate work duties. Southern Cross employees who are also customers or patients must not access, use or change their own customer/patient information via internal systems, but utilise normal external customer channels such as call centres, Apps or online channels.

Where a real or perceived conflict of interest is unavoidable in an employee's work duty, then this is to be escalated to their leader for timely resolution or oversight.

Employees facing criminal charges

Employees must immediately notify Southern Cross if, during their employment, they are charged or prosecuted with a criminal offence and must keep Southern Cross regularly updated on the status of the charges and the outcome.

If an employee fails to notify Southern Cross of such charge or prosecution, or upon receipt of such notice Southern Cross believes the criminal conviction materially impacts or may impact on that employee's ability to do their job and/or exposes Southern Cross to reputational risk or brand damage, Southern Cross may terminate that employee's employment with immediate effect.

Gifts, entertainment and bribery

The purpose of business gifts and entertainment in a commercial setting should be to encourage good-will and sound working relationships; not to gain unfair advantage or personal benefit.

As a general rule, employees should not give or accept gifts, entertainment, or any other personal benefit or privilege that:

- Could in any way influence, or appear to influence, their involvement in Southern Cross business dealings; or
- Which either party would feel embarrassed to disclose to a third party (e.g: the Board, colleagues, customers, media, external or internal auditors or a regulator).

Personal benefits (including invitations to conferences, functions, domestic and international travel and entertainment) may be given or received at a level that does not compromise any ethical business practices, decisions or actions of Southern Cross.

From time to time (particularly at Christmas) it is standard business practice in New Zealand for a customer or supplier to thank an individual employee/team as part of the client/business relationship by gift giving. Such gifts - whether giving or receiving - should not be anything more than a token and should not exceed a value that could compromise individual employee integrity or be perceived as creating a conflict of interest.

Southern Cross businesses (or teams within those businesses) should implement appropriate guidelines and procedures to help employees understand what is required of them, and employees must adhere to those guidelines and procedures. If employees are uncertain about any aspect of this Code and/or the guidelines and procedures that apply to them, they should consult with their manager in the first instance.

The direct or indirect offer, payment, inducement, solicitation, or acceptance of bribes in any form is unacceptable. Any attempted transaction of this nature should be immediately reported to a Southern Cross manager, or to Southern Cross' internal auditors.

Integrity of financial transactions and information

All business transactions on behalf of Southern Cross must be reflected accurately and fairly in the accounting records of Southern Cross, in accordance with New Zealand generally accepted accounting practice and established procedures and are subject to audit.

Many Southern Cross employees have a role in ensuring the integrity of Southern Cross' external financial statements and internal management reports. Such employees must ensure applicable professional accounting practices and standards are adhered to, and any known inaccuracies or departures from applicable standards are reported immediately.

Employees should ensure that financial transactions they are involved with:

- Comply with policies, procedures, controls and authorities that apply to them; and
- Are appropriately, promptly and accurately lodged in Southern Cross' accounting

Omissions or misrepresentations that result from intentional acts that may conceal or obscure the true nature of a transaction are clear contraventions of this Code.

Protection and proper use of property

Employees are responsible for the protection of all Southern Cross property they use and must take reasonable steps to prevent the theft, waste, unauthorised access or damage to, or misuse of, such property.

Southern Cross property includes physical assets, corporate information and intellectual property such as inventions, copyrights, patents, trademarks and technology. As Southern Cross may license intellectual property from other companies or organisations, employees must also ensure that property of this nature is protected in accordance with the agreements that give Southern Cross the right to use the property.

Equipment, materials, supplies, intellectual property and employee time are to be used only for the legitimate business interests of Southern Cross. Southern Cross property must not be borrowed, loaned, or disposed of, except in accordance with the appropriate Southern Cross policies.

Employees must not use any Southern Cross property or information, or opportunities arising from these, for personal gain or to compete with Southern Cross.

Confidential information

It is vital that confidential information relating to Southern Cross is kept confidential.

Confidential information includes proprietary, technical, business, financial, joint venture, customer and employee information and data that is not available publicly. It is the employee's responsibility to know what information is confidential, adhere to applicable information management policies and procedures, and to obtain clarification when in doubt.

Within Southern Cross, employees should only access confidential information if it is necessary for them to do their job, and such information should be disclosed to other employees only on a "need-to-know" basis. Employees must not access or use confidential information for unauthorised purposes. They must also take reasonable care to protect confidential information against loss, theft, unauthorised access, unauthorised alteration, or misuse. Confidential information must not be disclosed without proper authorisation.

Confidential information held by any business may only be shared with other Southern Cross businesses in accordance with the Group Information Sharing Policy.

Where properly authorised disclosure of confidential information is made to third parties outside of Southern Cross, efforts must be made to ensure the continuing protection and confidentiality of that information including, where appropriate, incorporation of confidentiality obligations/provisions in contractual or service level agreements prior to any disclosure being made.

Departing Southern Cross employees who have had access to confidential information will be reminded of their continuing responsibility to protect it and maintain its confidentiality and return to Southern Cross any documents, records, and other property in their possession. Southern Cross expects employees joining it from other companies will not disclose the confidential information of those companies.

Privacy/Data protection

Customers trust Southern Cross to look after the personal and health information it holds about them. Without limiting any other obligations, Southern Cross employees must comply with applicable privacy laws when dealing with customer information and not disclose any such information to any person outside of Southern Cross (including friends and family) or use it for any purpose other than as set out in the applicable Southern Cross business's privacy statement, unless so doing is properly authorised.

Protection of our customers' privacy is something Southern Cross takes very seriously. Employees should not access or amend customer information unless it is in the proper performance of their duties and they are authorised to do so.

Unauthorised access includes browsing or snooping or "taking a peek" at customer information (including but not limited to) family members, ex-spouse or partner, friends, colleagues, celebrities or other high-profile customers.

Any unauthorised access of customer information is considered a breach of the Code of Conduct and is likely to result in disciplinary action.

Environmental responsibility

Southern Cross is committed to good environmental practice and, to this end, expects employees to adhere to such practices, wherever practical. This includes:

- Complying with all relevant laws and regulations consistent with high standards of environmental business performance
- Conducting activities in an environmentally sustainable manner
- Creating, supporting and participating in programmes in the workplace that address material recycling, waste reduction, energy efficiency, best practice management of medical waste, reducing carbon emissions through use of alternative transport options, and furthering e-commerce to reduce administration, paper waste and improve service delivery
- Understanding business risks and contingency plans for an effective response to any environmental incident.

Non-compliance

All Southern Cross employees must understand and conduct themselves in accordance with this Code. They are expected to observe both the spirit and the letter of the Code in all of their interactions with external parties and each other. Non-compliance with this Code may result in legal liability and brand or reputational damage for Southern Cross and/or individuals who work here. As a consequence, any breach of this Code is a serious matter that may result in disciplinary action taken against an employee or employees.

Reporting wrongdoing (whistleblowing)

Southern Cross seeks to promote a culture where employees, acting in good faith, feel comfortable questioning and/or reporting breaches of this Code or other wrongdoing. If an employee reasonably believes that wrongdoing has occurred, he or she should report it to an appropriate authority within Southern Cross (for example, to an independent, external whistleblowing hotline provided by the relevant Southern Cross entity, their immediate manager, a human resources, risk or compliance manager, ethics committee if applicable, Legal Counsel, CEO, the Chair of the Board's Audit & Risk Committee).

Southern Cross businesses should consider what training or communication may be appropriate to their employees (potential whistleblowers) and/or management (potential recipients of reported wrongdoing) to ensure these outcomes are achieved.

This Code does not prevent employees from reporting a wrongdoing to an appropriate external party under an applicable law, regulation or prudential standard.

Protected Disclosures (Protection of Whistleblowers) Act 2022

If the conduct being reported constitutes "serious wrongdoing" as defined in the Protected Disclosures (Protection of Whistleblowers) Act 2022 (Act), that disclosure may be protected under the Act, subject to the following requirements.

"Serious wrongdoing" in the Act and this Code includes any act, omission, or course of conduct in (or by) any organisation that is:

- A serious risk to public health or public safety or the health or safety of any individual or the environment; or
- A serious risk to the maintenance of law, including the prevention, investigation, and detection of offences or the right to a fair trial;
- An unlawful, a corrupt, or an irregular use of public funds or public resources; or
- An offence; or
- An action or omission of an employee that is oppressive, unlawfully discriminatory, grossly negligent or gross management.

If an employee believes on reasonable grounds that there is, or has been, serious wrongdoing within or by their business, makes disclosure in accordance with the requirements and procedure set out below and does not disclose the information in bad faith, then that disclosure will be protected under the Act even if the discloser is mistaken. In these circumstances Southern Cross will protect employees who make protected disclosures (in accordance with the requirements and procedure) from dismissal or disadvantage as provided by the Act.

Protection will not be available under the Act or this Code for an employee who discloses information publicly or through the media, or if an employee knowingly makes a false disclosure or otherwise acts in bad faith. An employee is not authorised under the Act or this Code to disclose information which is protected by legal privilege. This Code remains subject to any other applicable rights and provisions under the Act.

Disclosure requirements and procedure

To make a protected disclosure the employee must:

- Identify themselves;
- Identify the person(s) the employee believes is(are) involved in the serious wrongdoing; and
- Specify the nature of the serious

Disclosure must be made to a relevant Southern Cross Legal Counsel except where the employee believes that they may be involved in the serious wrongdoing, in which case the disclosure should be made to the relevant Southern Cross CEO. Disclosure may also be made at any time to an appropriate authority (which includes a relevant regulator, an officer of Parliament, or a relevant professional disciplinary body).

Unless it is impracticable to do so, within 20 working days of receiving a protected disclosure, Southern Cross will:

- Acknowledge the date the disclosure was
- Consider the disclosure and whether it warrants
- Check with the employee whether the disclosure has been made
- Deal with the matter by doing one or more of the following:
 - investigating the disclosure,
 - addressing any serious wrongdoing or recommending action,
 - referring the disclosure to an appropriate authority,
 - deciding that no action is
- Inform the discloser about what has been done or is being done to deal with the

If no action is taken within 20 working days, there is urgency, or the employee believes the relevant Legal Counsel or CEO may be involved in the serious wrongdoing, then the employee may disclose the information to the Chair of the appropriate Audit & Risk Committee.

Under the Act a person to whom a protected disclosure is made must use his or her best endeavours not to disclose information that might identify the person who made the protected disclosure unless:

1. That person consents in writing to the disclosure of that information; or
2. The person who has acquired knowledge of the protected disclosure reasonably believes that disclosure of identifying information is essential:
 - a. for the effective investigation of the allegations in the protected disclosure; or
 - b. to prevent serious risk to public health, public safety, the health or safety of any individual or the environment;
 - c. to comply with the principles of natural justice; or
 - d. to an investigation by a law enforcement authority or regulatory agency for the purpose of law enforcement.

Code maintenance and changes

This Code is approved by the Boards of the Society and Trust and is intended to apply to all entities operating under the Southern Cross brand.

The Company Secretary has administrative responsibility for this Code, including regular reviews (in consultation with the businesses) to ensure the Code remains appropriate, legally compliant and fit for purpose.

In accordance with each employee's employment or engagement agreement, Southern Cross reserves the right at its discretion to amend all or part of this Code. Any changes to this Code must first be approved by the Society and Trust Boards before becoming effective.

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Authorised By: **Chief of People and Culture**



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