

Code of Conduct and Business Ethics



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1 Introduction

- 1.1 Horticulture Innovation Australia Limited ('Hort Innovation') wishes to ensure that high ethical standards and practices are adopted across its business, and that a strong culture of respect, integrity, and fair dealing is promoted at all times.
- 1.2 Hort Innovation has developed this Code of Conduct and Business Ethics ('Code') to assist in the achievement of this goal. This Code sets out Hort Innovation's expectations as to how Hort Innovation People carry out their duties and responsibilities.
- 1.3 The Board has endorsed this Code of Conduct.
- 1.4 The Code of Conduct will be periodically reviewed and updated as appropriate.

2 Scope and Application of Code

- 2.1 The Code applies to:
 - a. Directors and Officers (an Officer being any person who makes or participates in decision making that affects the whole or a substantial part of Hort Innovation's business);
 - b. Employees; and
 - c. Contractors and Consultants.(Collectively 'Hort Innovation People' or 'Hort Innovation Person')
- 2.2 The Code applies to conduct and behaviour whilst Hort Innovation People are 'at work' or representing Hort Innovation. This includes occasions when Hort Innovation People are entertaining or being entertained by Hort Innovation stakeholders or attending Hort Innovation sponsored events or events related to the business of Hort Innovation (such as marketing events, Hort Innovation social events, industry conferences or dinners), whether at the workplace or elsewhere during and outside normal working hours.
- 2.3 It also extends to conduct and behaviour which may not be 'at work', but may nevertheless impact on the business and/or reputation of Hort Innovation, the Australian horticultural industry or the working relationship between Hort Innovation and Hort Innovation People.

3 Status of this Code and Consequences of Non-Compliance

- 3.1 Except where expressly agreed otherwise in writing, this Code does not constitute or form part of any agreement between Hort Innovation and any Hort Innovation Person. However, Hort Innovation may rely on non-compliance of this Code to take disciplinary action against a Hort Innovation Person (which may include the termination of employment or an engagement), or in its decisions as to whether or not to enter into any further agreements or arrangements with a Hort Innovation Person.

4 Responsibilities to Hort Innovation Stakeholders and the Australian Horticultural Industry

- 4.1 Hort Innovation People are expected at all times to have regard to the best interests of Hort Innovation and Hort Innovation's collective stakeholders and must strive to meet legitimate expectations of the Australian horticultural industry and the Federal Government in performance of their work.
- 4.2 Hort Innovation's guiding values are as follows:
- a. Growth – We're for growers
 - b. Innovation – We're for innovators
 - c. Courage – We're for the brave
 - d. Collaboration – We're for achieving together.
- 4.3 Hort Innovation aspires to promote 'can-do' culture that is constructive, collaborative and high performing where our people, through our deep relationships, lead and inspire our stakeholders, our communities and each other to achieve full potential. Hort Innovation People are expected to adopt these cultural attributes in undertaking their work at all times, as follows:
- a. Continuously pursue fresh approaches and ideas in research, development, and marketing throughout the supply chain;
 - b. In all operations and dealings internally and externally, seek to be transparent about what Hort Innovation does, why and how;
 - c. Adopt principles of measurement and accountability in all activities;
 - d. Work with third parties throughout the supply chain to ensure results are achieved through collaboration and partnership; and
 - e. Seek to understand future trends, anticipate market needs and drive growth opportunities.
- 4.4 As part of the implementation of its corporate culture and guiding values, Hort Innovation expects Hort Innovation People to:
- a. Act honestly, professionally, ethically and fairly in all transactions and dealings which relate to the performance or undertaking of their work;
 - b. Not only comply with their contractual commitments to Hort Innovation, but also to perform their work to a high professional standard;
 - c. Respond to all reasonable stakeholder enquiries in a timely and diligent manner;
 - d. Use their best efforts to maximise stakeholder benefits and deliver value across all stakeholders;
 - e. Treat all Hort Innovation People and other persons with whom they have dealings with, for or on behalf of Hort Innovation, with courtesy and respect at all times;
 - f. Operate within the requirements of all Federal and State laws governing the operation of corporate entities, such as Hort Innovation; and
 - g. Not engage in conduct likely to bring discredit upon Hort Innovation.
- 4.5 Hort Innovation will strive to achieve commercially attractive business outcomes for Australian horticultural growers wherever possible.

- 4.6 Hort Innovation will consider the impact and effect of potential market failure when making decisions pertaining to Hort Innovation's Research, Development and Marketing Investments.
- 4.7 Hort Innovation seeks to engage in effective and extensive consultation with all stakeholders in both the framing of its projects and the evaluation of the results of projects.
- 4.8 Hort Innovation is committed to providing Hort Innovation People with a work environment that is safe, rewarding, inclusive and supportive.
- 4.9 Hort Innovation is committed to ensuring that its operations and supply chains are free from modern slavery practices.

5 Responsibilities of Directors and Officers

- 5.1 The main responsibilities of Directors of Hort Innovation are set out in the Board Charter. The Board Charter requires that the individual Directors comply with this Code.
- 5.2 While Directors and Officers must comply with the general terms of this Code, they are also expected to comply with the following specific requirements:
 - a. Comply with the spirit, as well as the letter, of the law;
 - b. Act honestly, in good faith and in the best interests of Hort Innovation as a whole;
 - c. Use due care and diligence in fulfilling the functions of their office and exercising the powers attached to that office, including use of powers of their office for a proper purpose;
 - d. Recognise that confidential information received in the course of the exercise of their duties remains the property of Hort Innovation and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Hort Innovation, or the disclosure is required by law;
 - e. Respect the confidentiality and privacy of all information as it pertains to individuals;
 - f. Not take improper advantage of their position as an Officer or Director to gain advantage for them or for any other person;
 - g. Recognise that while their primary responsibility is to Hort Innovation's members, they must also have regard, where appropriate, to the interests of all Hort Innovation's stakeholders;
 - h. Disclose any personal or business interests which may give rise to actual, potential or perceived conflicts of interest, as soon as they arise;
 - i. Not allow personal or business interests, the interests of any associated person or the interests of a third party, to conflict with the interests of Hort Innovation, or compromise their ability to act in the best interests of Hort Innovation;
 - j. Exercise independent judgement and make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
 - k. Take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of Hort Innovation, the Board and Hort Innovation People; and
 - l. Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that comes before them.

- 5.3 Each Director of Hort Innovation has an obligation to:
- a. Take all reasonable steps to be satisfied as to the soundness of all decisions made by the Board;
 - b. Support, adhere to and not contradict the formal decisions of the Board made in its meetings; and
 - c. Not make any unauthorised public statements regarding the business of Hort Innovation.

6 Safe Working Environment

- 6.1 The health and safety of all Hort Innovation People and other persons visiting Hort Innovation's workplace is considered to be of the utmost importance to Hort Innovation.
- 6.2 Hort Innovation aims to ensure that Hort Innovation People and other persons visiting its workplaces are provided with a safe and healthy working environment. It also aims to ensure that work health and safety laws are complied with at all times in relation to its business operations and places of work.
- 6.3 In order for Hort Innovation to provide a safe and healthy working environment, Hort Innovation People are expected to cooperate with Hort Innovation in respect of all work health and safety matters. This includes adherence by all Hort Innovation People to Hort Innovation's Health and Safety Policy.
- 6.4 All Hort Innovation People are expected to treat work health and safety as a paramount responsibility.
- 6.5 Concerns regarding breaches of work health and safety obligations or other health and safety issues should be promptly raised by either completing an 'Incident Report Form', alerting Human Resources or the Workplace Health and Safety Representative.

7 Equal Employment Opportunity

- 7.1 Hort Innovation is an equal opportunity employer. This means Hort Innovation strives to ensure that employment opportunities for all Hort Innovation People and potential Hort Innovation People are determined on merit and not on the basis of race, sex, disability, age, religion or philosophical beliefs, marital status, sexuality, transgender status, family responsibilities, political affiliation or other protected grounds under discrimination legislation.
- 7.2 Hort Innovation strives to ensure that Hort Innovation People are offered equal employment opportunities in all its employment practices. Hort Innovation does not condone or authorise practices that are unlawfully discriminatory in the process of hiring, assignments, performance assessment, promotion and/or performance management (including up to termination of employment or an engagement).
- 7.3 Hort Innovation strives to provide a work environment that is free from unlawful harassment (including sexual harassment), bullying and victimisation. This behaviour is defined in Hort Innovation's Bullying and Harassment Policy and Hort Innovation People should refer to this Policy for more information. Hort Innovation does not condone or authorise such behaviour in its workplace. This Code also sets out procedures for the raising of concerns in this area.
- 7.4 Hort Innovation People are expected to cooperate with Hort Innovation in respect of all such matters. This includes adherence by all Hort Innovation People to Hort Innovation's Bullying and Harassment Policy.

8 Use of Hort Innovation Assets and Resources

- 8.1 Hort Innovation People must take all steps reasonably necessary to protect Hort Innovation's assets and resources. These include Hort Innovation's buildings, facilities, equipment, property, money and materials, confidential information, intellectual property (such as inventions, trade secrets, formulae, databases, customer/stakeholder lists, software and reports).
- 8.2 The use of Hort Innovation's assets and resources must be for purposes directly related to company business and not for any unauthorised purpose, including for a personal benefit of any Hort Innovation Person or unauthorised third party.
- 8.3 Hort Innovation funds may only be used for the purpose authorised by Hort Innovation, in an efficient and effective manner and not for the personal benefit of any Hort Innovation Person or unauthorised third party under any circumstances.
- 8.4 Expenditure reports prepared and submitted by Hort Innovation People must be true and accurate. Hort Innovation may treat submission of inaccurate expense reports as serious misconduct and deal with the relevant Hort Innovation People accordingly. All inaccurate expense reports found to be fraudulent will be deemed serious misconduct.

9 Confidentiality

- 9.1 Hort Innovation People, may, in the course of their employment or engagement, become aware of information relating to the business or affairs of Hort Innovation including, but not limited to, its member and stakeholder lists, trade secrets, client details, project information, intellectual property and financial information ('Confidential Information'). Confidential Information does not include information that is available in the public domain, other than due to a breach of confidentiality obligations owed by Hort Innovation People.
- 9.2 During the course of employment or an engagement:
 - a. All Confidential Information remains the sole property of Hort Innovation;
 - b. Hort Innovation People must not, either during (except in the proper course of their duties) or after the termination of their employment or engagement, without the prior written consent of Hort Innovation, directly or indirectly, divulge, use or otherwise disclose to any person whatsoever, Confidential Information, either for their own benefit or for another's benefit; and
 - c. Hort Innovation People must immediately notify Hort Innovation should they suspect a misuse of Confidential Information and assist Hort Innovation in any investigations or proceedings undertaken by Hort Innovation pertaining to alleged misuse of Confidential Information.
 - d. Hort Innovation People must ensure that they take all reasonably practicable steps to protect Confidential Information during their employment and/or engagement. This includes:
 - e. Ensuring that all such information is marked 'confidential';
 - f. Not making any unnecessary copies of Confidential Information, and destroying all unnecessary copies;
 - g. Not removing Confidential Information from Hort Innovation's premises (including from its computer systems);

- h. Not sending Confidential Information to any external email addresses (without Hort Innovation's authority to do so);
- i. Keeping Confidential Information in a secure place;
- j. Ensuring that Confidential Information is not saved or transferred onto any memory stick, hard drive, computer or other storage device which is not the property of Hort Innovation, without Hort Innovation's authority to do so;
- k. Not distributing Confidential Information to persons who are not authorised to receive it;
- l. Ensuring that any person receiving Confidential Information is aware that it is in fact confidential and to treat it as such; and
- m. Immediately informing Hort Innovation of any suspected breaches of confidentiality.
- n. Upon termination of employment or an engagement, or upon request by Hort Innovation, Hort Innovation People must immediately deliver up to Hort Innovation all property belonging to Hort Innovation in their possession, custody or control.

10 Conflict of Interest

- 10.1 Hort Innovation People are expected to act at all times in Hort Innovation's best interests and to exercise sound judgement unclouded by personal interests or divided loyalties.
- 10.2 Both in their performance of duties for Hort Innovation and in outside activities, Hort Innovation People must avoid conflicts of interest and circumstances which may give rise to a perception that the Hort Innovation Person may favour his or her interests, or the interests of a third party, over those of Hort Innovation.
- 10.3 It is expected that all Hort Innovation People will avoid financial, business or other relationships that might be opposed to the best interests of Hort Innovation or may compromise the proper performance of their duties. For example conflicts of interest may arise where:
 - a. Hort Innovation Person engages an employee, contractor, or supplier where the Hort Innovation Person has a family relationship with that person;
 - b. A Hort Innovation Person has a financial investment in an organisation which competes with Hort Innovation or provides goods or services to Hort Innovation; or
 - c. A Hort Innovation Person receives a secret profit or benefit from a person who is seeking to do business with Hort Innovation.
- 10.4 Accepting Suspect Benefits (defined in section 14.4) may create a conflict of interest, giving the appearance that a Hort Innovation Person has or may have been influenced to do something in violation of their obligations to Hort Innovation, Hort Innovation's policies and procedures, or Federal or State laws.
- 10.5 Hort Innovation People are expected to disclose fully and frankly all potential or actual conflicts of interest, as soon as they become aware. Hort Innovation may take steps to remove the Hort Innovation Person from the conflict situation. If a Hort Innovation Person becomes aware that they have or may have a conflict of interest, the Hort Innovation Person should immediately notify their manager in the first instance, or if more appropriate, the Company Secretary.

11 Drug and Alcohol Use

- 11.1 Hort Innovation recognises that the use of drugs and alcohol may impair the capacity of Hort Innovation People to perform their jobs safely, efficiently and with respect for work colleagues, Hort Innovation stakeholders and other individuals. The use of such substances may result in the risk of injury or a threat to the wellbeing of the impaired Hort Innovation Person, other Hort Innovation People, stakeholders or other parties.
- 11.2 It is a Hort Innovation requirement that:
- a. No Hort Innovation Person should report to work to perform work duties if their performance is or could be adversely affected by drugs or alcohol;
 - b. Hort Innovation People performing work for Hort Innovation should not take, manufacture, possess, sell, trade, distribute and/or offer for sale or be under the influence of any illicit drugs or intoxicants at any Hort Innovation workplace;
 - c. When alcohol is consumed at a Hort Innovation sponsored event, or at a Hort Innovation function, Hort Innovation People are expected to behave in a responsible manner, consistent with Hort Innovation's values;
 - d. When travelling on company business, Hort Innovation People must ensure that alcohol consumption does not compromise their own health and safety or breach local regulations and customs; and
 - e. No vehicle is to be driven by any Hort Innovation Person who is under the influence of alcohol or drugs. Hort Innovation accepts no liability for any damage to a company vehicle, injury to any person, or damage or injury to any third party incurred while the driver of a vehicle is in breach of this policy, or the law. All liabilities shall rest with the driver concerned.
- 11.3 A breach of the above may result in a Hort Innovation Person being subjected to disciplinary action, which may include termination of employment or engagement.
- 11.4 Hort Innovation recognises that Hort Innovation People may have legitimate medicinal reasons for taking certain drugs, for example where a doctor has prescribed drugs for medicinal purposes or where the drug is lawfully available at a pharmacy and is being used for a proper purpose. This Code is not intended to prevent Hort Innovation People from taking such substances. However Hort Innovation People taking such medication are advised to ensure that such medication is taken strictly as directed and ensure that the medication does not have a detrimental impact upon their safe performance of work.

12 Protecting Hort Innovation's Reputation

- 12.1 Hort Innovation People must not directly engage in any of the following conduct:
- a. Participate in any dishonest or unfair conduct in any business transaction or dealing:
 - I. Which relates to the provision of work by Hort Innovation People; or
 - II. With Hort Innovation or its stakeholders, contractors, suppliers, officers or employees or any other person with whom Hort Innovation People deal, in the performance of their obligations to Hort Innovation;
- 12.2 Divert employees, stakeholders, suppliers or business away from Hort Innovation;
- 12.3 Encourage other Hort Innovation People to leave the business of Hort Innovation;

- 12.4 Create discontent amongst other Hort Innovation People; or
- 12.5 Act in a manner that in any way damages, or may damage, the standing of Hort Innovation.

13 Gifts, Gratuities and Entertainment

- 13.1 Hort Innovation People must exercise great care when giving or receiving business related gifts.
- 13.2 Particular caution must be exercised regarding any offers of value, including hospitality, travel, accommodation, entertainment, cash and other gifts or benefits when Hort Innovation is negotiating a contract and/or is in a contractual relationship with the giver of the gift. There must not be an impression of an improper connection between any gift and business opportunities and/or decision.
- 13.3 Hort Innovation People must:
 - b. Consider the monetary value of a gift offered in addition to local custom and legal requirements when considering whether a gift is to be retained, declined and/or returned;
 - c. Consider whether the gift was given to them on behalf of Hort Innovation or to them as a personal gift;
 - d. Refuse all offers of gifts, benefits or hospitality that could be reasonably perceived as undermining the integrity and impartiality of Hort Innovation or themselves; and
 - e. Refuse all offers of gifts, benefits or hospitality from people or organisations about whom they or Hort Innovation are likely to make material business decisions.
- 13.4 All gifts, benefits and hospitality received by Hort Innovation People must be reported to the Company Secretary, who maintains a Gift Register for the recording of gifts. The Company Secretary will guide the determination as to whether the gift, benefit or hospitality may be accepted.
- 13.5 Hort Innovation People must not request gifts, benefits or hospitality from any third party under any circumstances.

14 Bribes and Secret Commissions

- 14.1 Hort Innovation adopts a no tolerance policy in relation to bribery, corruption and secret commissions and/or profits. Hort Innovation does not authorise and will not tolerate any form of such conduct by Hort Innovation People.
- 14.2 Hort Innovation People must ensure that they are in compliance with anti-bribery and anti-corruption laws of Australia and, where relevant, anti-bribery and anti-corruption laws of countries in which Hort Innovation conducts business. Hort Innovation People must not engage in this type of conduct, whether or not it is unlawful under statute.
- 14.3 Without limiting the above, Hort Innovation People must not provide (or cause to be provided) any Suspect Benefits to obtain an improper advantage for Hort Innovation (or its clients), a Hort Innovation Person or other unauthorised third party. This includes the making of Suspect Benefits to Government Officials or stakeholders or potential stakeholders of Hort Innovation and any associates of these persons or persons who are capable of influencing them.

- 14.4 A 'Suspect Benefit' is defined to include a benefit (including an offer or promise to provide or authorise a benefit), a payment, a tangible or intangible gift, a right, a favour, free or discounted goods or services, a loan, entertainment and travel. It will not include a benefit that is of a modest or insignificant value, and is proper, reasonable and lawful to provide in the circumstances, and which is unlikely to influence behaviour.
- 14.5 A 'Government Official' is defined to include an Executive, Director, Official, Officer, Employee, Minister or Agent of:
- Any government department, agency or instrumentality;
 - A wholly or partially government-owned or government controlled company, authority or business;
 - A political party or candidate for political office; or
 - A public international organisation.
- 14.6 A breach of the above may result in a Hort Innovation Person being subjected to disciplinary action, which may include termination of employment or engagement.

15 Media

- 15.1 In all instances of public comment, Hort Innovation will not participate or provide comment in situations where:
- It does not relate to or is not associated with Hort Innovation's functions or activities
 - The subject matter is agri-political in nature
 - In accordance with any matter considered by the CEO or the Board of Directors, it does not relate to or is not associated with Hort Innovation.
- 15.2 Only the Chairman or CEO, their delegates or employees specifically designated to do so may speak to media on behalf of Hort Innovation.

16 Complying with the Law

- 16.1 Hort Innovation People must conduct Hort Innovation business lawfully at all times.
- 16.2 All Hort Innovation people have a responsibility to meet their legal responsibilities and, to do this, must keep themselves informed as to those responsibilities in all aspects of their work.
- 16.3 Where Hort Innovation operates its business or a workplace outside of Australia, Hort Innovation People in overseas countries are expected to comply with this Code and comply with the relevant laws in the country in which Hort Innovation is conducting business.
- 16.4 A breach of laws may result in a Hort Innovation Person being subjected to disciplinary action, which may include termination of employment or engagement.

17 Integrity in Financial Reporting

- 17.1 Hort Innovation strives to provide accurate, timely and clearly understandable disclosures in its financial and other reports to Government authorities and other relevant stakeholders.
- 17.2 All material financial information and disclosures need to be accurately represented in Hort Innovation's financial accounts.
- 17.3 No Hort Innovation Person may take any action to influence, coerce, manipulate, or mislead Hort Innovation's internal or external auditors in order to produce misleading financial statements.

18 Compliance with the Code

- 18.1 It is the responsibility of all Hort Innovation People to ensure compliance with this Code.
- 18.2 Whilst this Code is a policy only and does not form a term of Hort Innovation's agreements with Hort Innovation People, where this Code requires Hort Innovation People to do or refrain from doing any act, it constitutes a direction from Hort Innovation which Hort Innovation People must comply with or face possible disciplinary action. Disciplinary action may include termination of employment or engagement.
- 18.3 Hort Innovation People who are concerned about a possible breach of this Code should report the matter to their Manager, or if more appropriate, the CEO or the Whistleblower Protection Officer (or other people referenced in the Hort Innovation Whistleblower Policy). Alternatively, Hort Innovation People can utilise the services of Stopline which is the Hort Innovation appointed independent whistleblower service. Stopline has been authorised by Hort Innovation to receive disclosures under the Whistleblower Laws. Disclosures will be handled in the manner set out in the Hort Innovation Whistleblower Policy and applicable legislation.
- 18.4 Hort Innovation will not tolerate any form of victimisation or retaliation against any person who reports known or suspected violations of this Code or any other related Hort Innovation policy.
- 18.5 Conversely, Hort Innovation People must not make a complaint or claim in relation to this Code with a reckless disregard for the truth.

19 Other Documents Relating to the Code

- 19.1 Hort Innovation may from time to time publish related policies and procedures which supplement or clarify the provisions of the Code. Compliance with all such policies or procedures is required by all Hort Innovation People.