



# Code of Conduct

**Version 4.0**

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## 1 PURPOSE & OBJECTIVE

The Council, Boards and RAC Executive are committed to promoting the highest standard of corporate responsibility and sustainable business practices.

RAC seeks to build value for Members, Customers, Employees and the community in which We operate.

This Code of Conduct (**Code**) is an embodiment of our Purpose, Vision and Mission. In addition to our Values and Behaviours, the Code provides a set of specific principles to guide your conduct, actions and decisions:

- in the performance of your role;
- when representing our brand and businesses; or
- at any time you can be identified as part of RAC, including during activities outside of your normal working hours.

## 2 RAC'S COMMITMENT

RAC is proud of its position in the WA community and is committed to ensuring Employees and Workplace Participants behave in a responsible, ethical, and trustworthy manner in the course of their employment.

RAC will comply with all of its obligations under applicable legislation.

RAC Group Executive is responsible for actively promoting and ensuring compliance with the Code.

RAC will make the Code available and will provide awareness training to Employees and Workplace Participants as appropriate.

## 3 WHO DOES THIS POLICY APPLY TO?

This Code applies to RAC and anyone working with or representing RAC, including all RAC employees, Workplace Participants, Councillors and Directors ("**you**" and "**We**"). RAC views anyone working with or representing RAC as ambassadors of our brand and businesses and expects those individuals to represent, promote and protect RAC's brand and reputation by conducting themselves in accordance with this Code.

The Code is supplemented by other documentation and should be reviewed together with RAC policies and in accordance with its Remuneration Framework. The Code may be amended from time to time.

This Code does not form part of any agreement or contract to which RAC is a party.

## **4 VALUES AND BEHAVIOURS**

Our Code is underpinned by our Values and LEAD behaviours which define the way We act, how We communicate, what We say and what We do.

### **Values**

- Members at heart
- Achieving for the better
- Keeping safe

### **Behaviours**

- Look out for each other
- Every interaction counts
- Achieve together
- Deliver on Promises

## **5 SPECIFIC PRINCIPLES**

### **5.1 Honesty and Integrity**

What we will always do:

- Act in the interests of RAC as a whole, honestly and in good faith.
- Use care and diligence in fulfilling our role and in exercising the responsibilities attached to that role.
- Support and encourage ethical behaviour and fair dealings with Members, Customers, suppliers, competitors and other Employees or Workplace Participants.
- Comply with all applicable legislation and the reasonable and lawful directions of RAC.
- Report unlawful or unethical behaviour and not victimise those who report unlawful or unethical behaviour.
- Disclose all private or other business interests which may lead to potential or actual conflict of interest or duty.
- Not use the name of RAC to inappropriately further any personal or other business interest.

### **5.2 Interactions with Members, Customers, suppliers and stakeholders**

We will not solicit, accept, receive or offer money, Gifts or Entertainment which may influence our business judgement or which contain any obligation on the recipient or donor.

We must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission, or questionable payment.

Gifts must never be accepted from suppliers or potential suppliers during a period of tender or contract renegotiation, or as part of any procurement process. Any decision that affects RAC must be objective and based solely upon the best interests of RAC.

Where you receive a Gift or Entertainment, you must declare it to your Leader as soon as possible. In the case of Entertainment, you must notify your Leader and gain approval prior to accepting the

entertainment. Gifts and Entertainment of up to \$200 in value, where it is not considered by their Leader to influence a behaviour, may be accepted.

Gifts or Entertainment of a value greater than \$200 must not be accepted without the approval of the relevant Executive. Pursuant to this subclause, a Councillor must notify the President and the CEO and a Director must notify the Chair of the relevant Board prior to accepting Gifts or Entertainment, or if not possible to notify beforehand, to notify as soon as possible after accepting. Any notification made to the President or Chair are to be notified to the Company Secretary for recording.

Any Gifts or Entertainment valued at more than \$50 are to be recorded in the Gifts and Entertainment Register, located on the RAC Intranet "Yello". Gifts and Entertainment of a value of less than \$50 do not need to be registered. Councillors and Directors must notify the Company Secretary.

Unacceptable Gifts are not to be accepted in any circumstance.

### **5.3 Professionalism**

- We conduct the responsibilities of our role with honesty and integrity, and with due skill, care and diligence
- We take reasonable steps to prevent matters from arising that would (or would likely to) adversely affect RAC's brand, reputation or prudential standing
- We take reasonable steps to prevent matters arising that would (or would likely to) result in a material contravention by RAC of any applicable legislation.
- We will show respect for Employees, Workplace Participants, Members, Customers and other people.
- We will always adopt positive methods of communication while maintaining an awareness and consideration for personal accountability, right to privacy, punctuality, seniority, expertise and diversity.
- We will always maintain professional presentation and behavioural standards.
- We are committed to providing a working environment free from unlawful discrimination, harassment, bullying, victimization, aggression, violence and prolonged or unresolved conflict.

### **5.4 Confidentiality and Security**

#### **5.4.1 Trust and integrity are fundamental to the RAC**

##### **Colleagues**

We recognise our relationships with colleagues will lead to the sharing of business and personal information. All information gained or shared during the course of business must be respected, treated with appropriate confidentiality and dealt with in consideration for the rights and expectations of others. This obligation extends beyond our employment at RAC.

##### **Members and Customers**

We will ensure any personal or contractual information held by us in any form, pertaining to Members or Customers, will always remain the confidential property of RAC and will not be disclosed to other parties without the permission of RAC and the relevant Member or Customer.

## **Intellectual Property**

During and after our employment with the RAC We will not use any information pertaining to RAC and its activities, for personal gain or for the gain of our associates. Information concerning the activities or proposed activities of RAC is highly confidential and must not be used for any purpose other than valid RAC requirements. We confirm the development of intellectual property and moral rights (as defined in applicable legislation) includes, but is not limited to, development of any new property or process and procedure. The intellectual property generated during the course of our employment remains the property of RAC at all times.

## **5.5 Conflicts of Interest**

All RAC Employees, Councillors and Directors are required to recognise and report any actual or perceived conflicts of interest regarding themselves or their employees and workplace participants to Risk and Compliance. All potential perceived or actual conflicts of interest are to be reported and managed in accordance with the RAC Conflict of Interest Policy.

RAC Employees and Workplace Participants will not:

- make improper use of information acquired in the course of employment, or take improper advantage of our position for personal, financial or non-monetary gain, for ourselves or another person or business;
- allow our own personal interests, or the interests of any associated person, to conflict with the interests of the RAC;
- be involved in any unethical behaviour which could constitute a conflict of interest with RAC; and
- process our own transactions or those of our friends, relatives, work colleagues or business associates.

## **5.6 Reporting and Management of Conflict of Interest**

All potential perceived or actual conflict of interests are to be reported and managed in accordance with the RAC Conflict of Interest Policy.

## **5.7 Financial Reporting and Risk**

If We are involved in the financial reporting process during our employment, We must exercise diligence and good faith in preparation of information, ensuring it is accurate, timely and that it represents a true and fair view of the performance and state of affairs of RAC.

We understand that We are required to maintain accurate and reliable records and reports in relation to the many financial, accounting and internal controls in place to ensure the protection of Members' assets.

## **5.8 Insider Trading**

We understand that the information We access in the course of our employment with RAC may be insider or commercially sensitive information or information that has not been disclosed to the market. We must not trade in shares, financial products or make investments, or induce others to do so, on the basis of such information. Insider trading is illegal and there are severe regulatory penalties for such offences.

## **6 COUNCILLORS / DIRECTORS**

All aspects of this Code apply to Councillors and Directors (unless otherwise stated).

Additional requirements for Councillors and Directors:

- To be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken.
- To abide by the reasonable directions of the President or Chair of the relevant Board for managing disclosure and situations where a conflict of interest has arisen or may potentially arise.

## **7 COMPLIANCE WITH THIS CODE**

RAC will seek to monitor compliance with this Code through mechanisms which include, but are not limited to, the following:

- analysis of feedback from Members, Customers, Employees, Workplace Participants and other stakeholders; and
- maintaining a robust internal audit program.
- An independent, secure Whistleblower reporting service

## **8 BREACHES OF THIS CODE**

- (a) We must abide by this Code and understand that breaches will be reported as an incident to Risk and Compliance, and may result in disciplinary action up to, and including termination of employment.
- (b) If the situation involves a breach of legislation, the matter may also be referred to the appropriate agency for enforcement of the legislation.
- (c) If Employees or Workplace Participants suspect the occurrence of a breach of the Code, they must immediately report the matter to their leader or People & Capability. Employees or Workplace Participants will not be disadvantaged or prejudiced if a breach is reported in good faith and our confidentiality will be maintained.
- (d) Any matter involving an Employee or Workplace Participant will be investigated by People & Capability. RAC may engage of an independent and qualified external investigator where deemed necessary, either in conjunction with People & Capability or independently.
- (e) For the purpose of this clause 8:
  - i. a Councillor must raise any matter under this Code with the President and the CEO who will determine the method of investigation; and
  - ii. a Director must raise the matter with the Chair of the relevant Board who will determine the method of investigation.
- (f) RAC will act in accordance with any applicable laws and within the provisions of the RAC Whistle Blower Policy and Procedure, in relation to a complaint by a whistle blower about a possible breach of this Code.

## 9 MONITORING AND REVIEW

The General Manager People Experience is responsible for administering, implementing, and reviewing this Code in consultation with the Manager Risk and Compliance.

The Code will be reviewed every two years, or sooner where required.

This Code must be approved by and can only be amended with the approval of the Council and the Board.

## 10 APPENDICES

### 10.1 Definitions

**Board** – means the Board of directors of each RAC entity.

**CEO** – means RAC Group Chief Executive Officer.

**Chair** – means the Chair of the relevant Board.

**Code** – means this Code of Conduct as adopted and approved by the Council from time to time.

**Council** – means the Council of The Royal Automobile Club of W.A. (Inc.).

**Councillor** – means a member of the Council.

**Customers** – means customers of RAC.

**Director** – means a director of an RAC entity.

**Employees** – means all persons employed by RAC and includes non-executive Directors and Councillors.

**Entertainment** – means where a Member, Customer, Supplier, potential Supplier, external organisation, or body pays for the recipient to attend or participate in an event such as drinks, a meal or a function which could influence, or be perceived to influence the recipient if a decision is being made by the recipient in the course of their role with RAC.

**Executive** – means a person designated as an Executive by the RAC Group CEO.

**Gift** – means any item, service, prize, or travel provided by a Member, Customer, Supplier, potential Supplier, external organisation or body which has intrinsic value and/or a value to the recipient, or to a friend, associate, family member or relation of the recipient. For example, a Member thanking a consultant for their assistance and giving them a bunch of flowers or a bottle of wine.

**Leader** – includes any position that is responsible for RAC Employees or Workplace Participants, including, but not limited to, Supervisors; Team Leaders; Managers; General Managers; Chief Information Officer;; Chief Financial Officer; Chief Operating Officer; Insurance CEO and RAC Group CEO.

**Members** - means members of RAC.



**People & Capability** – includes those employees working in Organisation Solutions, People Experience, Business Enablement and Health, Safety and Wellbeing or any position delegated.

**President** – means the President of The Royal Automobile Club of W.A. (Inc.).

**RAC** – means the Royal Automobile Club of W.A. (Inc.), RACWA Holdings Pty Ltd and each of its related bodies corporate excluding BetterLabs Pty Ltd (and its subsidiaries) and St Ives Group Pty Ltd (and its subsidiaries)

**Risk and Compliance** – means either RAC Group Risk and Compliance or RAC Insurance Risk and Compliance.

**Supplier** – means a person or organization that provides something needed such as a product or service to RAC. An example of a product could be an IT system RAC utilises such as CXOne, and a service could be a contractor we use to tow broken down vehicles.

**Unacceptable Gift** – means any gift of money or of a nature easily converted to cash, or any gift capable of creating a perception of a bribe, benefit or gained advantage. For example, cash, a voucher, gift card, shares, lotto tickets or similar.

**We** – means Employees and Workplace Participants.

**Workplace** – means a place where work is carried out for business and includes any place where an Employee or Workplace Participant goes or is likely to be while at work for RAC. Place includes a vehicle or mobile structure events such as approved RAC functions, conferences, and business meetings.

**Workplace Participant** – means a person performing work at an RAC workplace who is not an RAC Employee.

## **10.2 Referenced and Associated Documents:**

- RAC Inclusive and Respectful Workplace Behaviour Policy
- RAC Fitness for Work Policy
- RAC Health and Safety Policy
- RAC Whistle Blower Policy
- RAC Conflict of Interest Policy

Revisions			
Version	Approvals	Approval Date	Effective Date
V4.0	RAC Council Minute Dated 27 November 2023 RACWA Holdings Board Minute Dated 21 November 2023 Group Audit and Risk Committee 14 November 2023	27 November 2023	27 November 2023
V3.3	RAC Council Minute Dated 24 May 2021 RACWA Holdings Board Minute Dated 18 May 2021 Group Audit and Risk Committee 11 May 2021	24 May 2021	24 May 2021
V3.2	Kylie Johnston	01 July 2020	01 July 2020
V3.1	Kylie Johnston	30 May 2018	30 May 2018
V3.0	RACWA Holdings Board RAC Council Group Audit and Risk Committee	16 May 2017 22 May 2017 9 May 2017	22 May 2017
	RACWA Holdings Board & RAC Council	21 February 2012 & 23 April 2012	
V2.0	Colin O'Sullivan Chair Group Audit & Risk Committee	23 April 2012	23 April 2012
V1.0	Board	28 February 2007	