



Integrity Management Standard

11 December 2024

→ **The Power of Commitment**



Project name		GHD Governance				
Document title		Integrity Management Standard				
Project number		11920107				
File name		Standard - Integrity Management Standard.docx				
Revision	Author	Reviewer		Approved for issue		
		Name	Signature	Name	Signature	Date
00	A Wilson	W Traves	*W Traves	ELT (Oct 2024)	*Minutes	24 Oct 2024
01	A Wilson	W Traves	*W Traves	Board	*Minutes	11 Dec 2024

GHD Group Limited ACN 118 062 258

Level 15, 133 Castlereagh Street,
 Sydney, NSW 2000, Australia

T +61 2 9239 7100 | **E** sydmail@ghd.com | **ghd.com**

© GHD 2025

This document is and shall remain the property of GHD. Unauthorised use of this document in any form whatsoever is prohibited.

Contents

1. Purpose	1
2. Scope	1
3. Basic requirements of conduct	1
3.1 GHD's commitments	1
3.2 Compliance with law	2
3.3 GHD reputation	2
3.4 Management responsibility	2
4. Prohibited Conduct	3
4.1 Bribery	3
4.2 Fraud	3
4.3 Failure to identify and address conflicts of interest:	3
4.4 Anti-competitive activities	3
4.4.1 Practices	3
4.4.2 Behaviours	4
4.4.3 Competitively sensitive information	4
4.5 Political donations	5
4.6 Use of non-public price sensitive information	5
5. Controlled conduct	5
5.1 Charitable donations	5
5.2 Sponsorship	6
5.3 Gifts and Entertainment	6
6. Confidentiality	6
6.1 Information Protection	6
6.2 Non-disclosure	6
7. Record keeping	7
8. Conflicts of interest	7
9. Sideline work	7
10. Working with Subconsultants and Suppliers	7
11. Sanctions	8
12. Reporting	8
13. Whistleblower protections	9
14. Training and awareness	9
15. Disciplinary actions	9

1. Purpose

Since 1928 GHD has established a strong reputation for technical performance, quality, reliability and client relationships. This performance has been built on the foundations of our core values of Safety, Teamwork, Respect and Integrity. GHD's Integrity Management System supports GHD in minimising integrity risks across the Enterprise.

This Standard establishes a framework for maintaining the highest standards of integrity and preventing fraud, corruption and inappropriate business practices at GHD.

Our Integrity Management System consists of the following core documents:

- **Integrity Policy:** expresses the commitment of the Board and Executive to ethical business conduct
- **Integrity Management Standard:** establishes the standards of business behaviour and conduct required to give effect to the Integrity Policy. It applies to our internal conduct and engagement with external stakeholders and the public
- **Integrity Management Procedure:** documents processes relating to monitoring of compliance, investigating possible breaches, and reporting to management and the Board
- **Integrity Investigation and Reporting Guidelines** provides guidance on how integrity incidents should be investigated and reported

These documents support and enforce GHD Codes, Policies, Standards and Guidance and apply to all employees, contractors, subconsultants, suppliers, and third-party partners globally.

2. Scope

The Integrity Management Standard (**IM Standard**) mandates the conduct expected at GHD - internally and in how we engage with external stakeholders and the public.

The IM Standard applies to all activities of GHD and our people (GHD employees [regular and casual] and personnel contracted to work for GHD ["contract staff"] / contingent workers, employees of all GHD entities and individuals whose conduct is controlled by GHD).

GHD requires all subconsultants, subcontractors and suppliers to embrace the principles in the IM Standard in their business affairs and to either meet or exceed these principles. This IM Standard is to be read in conjunction with the relevant contract agreements between the parties.

Outside scope: GHD is committed to providing a safe and enjoyable working environment for all of our people - one that is free from discrimination, harassment, and bullying. GHD's Integrity Management System does not cover workplace grievances and personal conflicts. Any such matters should be escalated through the appropriate People channels in accordance with GHD's People Policies and Standards. Refer to iConnect for guidance.

3. Basic requirements of conduct

3.1 GHD's commitments

GHD has zero tolerance of illegal, unethical, or unacceptable business conduct. All GHD people (employees and contract staff) are required to be familiar and comply with the IM Standard.

GHD's commitment to ethical business behaviour means that we embrace honesty and trustworthiness through professional and ethical behaviour with our clients, communities and ourselves. GHD and its employees:

1. abide by applicable laws, regulations and customs applicable at that time and in that location
2. comply with GHD Codes of Conduct, Policies, Standards and associated instructions

3. act honestly and fairly in dealings with colleagues, clients and the general public and look after GHD's business interests
4. may not accept or offer gifts, financial payments, favours or benefits that are intended to or may be perceived to cause GHD or another party to act in a biased manner in the course of their duties, or provide GHD or another party with an improper, unfair, or illegitimate commercial advantage.
5. do not engage in fraudulent activity
6. never participate in cartels, anti-competitive activities, money laundering or any other form of corrupt practices
7. maintain the confidentiality of proprietary information, records or materials, whether GHD's or a client's, during and beyond employment at GHD
8. respect GHD and client's intellectual property rights
9. respect the privacy of individuals and comply with privacy laws in relation to the collection, use, handling and storage of other people's personal information
10. ensure that we identify real or perceived conflicts of interest and these are managed, disclosed or avoided consistent with GHD guidance
11. take responsibility for our actions and report any suspected improper business conduct

3.2 Compliance with law

Compliance with the law is fundamental to GHD and as such, all GHD employees are expected to be aware of and comply with all relevant laws and regulations as applicable to their roles and responsibilities. Violations of the law must not occur.

All work undertaken by GHD must be in accordance with relevant licensing or registration requirements, including the licensing and registration of individual professionals including Engineers and Architects who must ensure their own individual compliance.

Regardless of legal sanctions that could be imposed on GHD, any person guilty of a violation will be in breach of their employment duties and therefore subject to disciplinary consequences up to and including termination of employment.

3.3 GHD reputation

GHD's reputation is largely dependent upon the actions and behaviour of its employees and particularly its leaders and managers. Illegal activity or misconduct of individuals can seriously damage the whole company. Every employee should maintain and promote the proud reputation of the company.

3.4 Management responsibility

The culture of integrity and compliance starts with all leaders and managers across the organisation. All managers are role models, performing their duties of supervision diligently, bearing responsibility for their people and earning respect through exemplary personal behaviour.

Managers provide their people with appropriate latitude and leeway for individual responsibility while making the need for compliance very clear. They always remain accessible to assist with people who need to raise compliance concerns, ask questions or discuss a professional or personal problem.

Managers are responsible to ensure there are no violations of laws within the area of responsibility that proper supervision could prevent. They remain responsible, even if they delegate the particular task.

4. Prohibited Conduct

4.1 Bribery

We do not offer or accept bribes. A bribe is not limited to cash or cash like payments, it can be anything of value. This might include favours, offers of employment, discounts, gifts, use of materials, or charitable donations with the intent of winning work.

At GHD we compete fairly for our commissions based on client understanding, technical capability, quality delivery and value for money. We do not offer improper benefits to others. No one may directly or indirectly give, offer, promise, grant or authorise the giving of money, something of value or a benefit to any person, including clients and government officials, to obtain an improper advantage. We do not offer inducements or rewards for a person to act in an inappropriate manner or refrain from acting in an appropriate manner.

Employees are not to give money or anything of value directly or indirectly to a subconsultant, agent, intermediary, business partner or other third party if there is a possibility that it may be passed directly or indirectly to a government official, or client, to influence official action or obtain improper advantage in any business transaction.

Employees must not use their jobs to solicit, demand, accept, obtain or be promised advantages to influence a business decision.

Similarly, GHD does not make or authorise facilitation payments. A facilitation payment is generally small in value and is made to expedite or secure the performance of a routine, nondiscretionary governmental action that is ordinarily performed by a Government Official.

Refer to GHD's [Gifts and Entertainment Standard](#) for additional information.

4.2 Fraud

GHD does not tolerate fraud of any kind, whether a fraud on GHD, our clients or third parties.

4.3 Failure to identify and address conflicts of interest:

GHD recognises that conflicts exist in everyday business. A failure to identify and appropriately deal with a conflict through management, disclosure or avoidance can lead to significant consequences for GHD.

Refer to GHD's [Conflicts of Interest Standard](#) for full details.

4.4 Anti-competitive activities

4.4.1 Practices

GHD is committed to complying with all competition and antitrust laws in the countries in which we do business. Competition and antitrust laws promote fair competition and prevent anti-competitive practices such as price fixing, market sharing, bid rigging, exclusive dealing arrangements or abuses of a dominant position. A Breach of competition laws may lead to significant penalties being imposed on GHD and those employees or officers involved in the conduct, including fines, civil liabilities, imprisonment and reputational damage.

Accordingly, GHD prohibits engaging in practices that unfairly restrict competition or violate antitrust laws. All employees must abide by laws and rules for fair competition and must not engage in anti-competitive business practices that may inhibit competition.

Fair competition and anti-trust laws can differ from country to country and case by case. As a minimum, the following behaviour is likely to lead to a violation of anti-trust laws in most jurisdictions and therefore not permitted at GHD:

- exchange competitively sensitive information (see below for description) with an actual or potential competitor either directly or indirectly without advice from your Legal Counsel

- agreement with an actual or potential competitor to behave in the same way regarding prices, output, capacities, sales, bids, profits, profit margins, costs or any other parameter that otherwise provides a basis for fair competition
- rigging bids, which includes submitting a fictitious bid for work, sometimes at an inflated price, with no intention to undertake the work, for the benefit of a third party.
- agreeing to share markets profits, profit margins, costs or any other parameter that otherwise provides a basis for fair competition
- entering into an agreement (even informal or unwritten) with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up clients, markets, territories or service programs
- using competitively sensitive information obtained about an actual or potential competitor through a prior teaming arrangement, and
- obtaining competitive intelligence by using industrial espionage, bribery, theft or electronic surveillance or communicate knowingly false information about a competitor or its products or services

4.4.2 Behaviours

Employees must:

- consider the appearance and implications of interacting with an actual or potential competitor, whether at an industry event, conference, meeting or even in a personal setting, and ensure discussions are kept at a general level and do not involve discussion of competitively sensitive topics
- if attending industry meetings or informal gatherings amongst competitors, remind fellow attendees at the outset of the event regarding competition law requirements. In particular, frame the discussion by specifically stating that attendees cannot share any competitively sensitive information and if necessary, walk away or leave an event and record your concerns with your local Legal Team or GHD's Integrity Compliance Officer
- if involved in a teaming arrangement such as a joint venture, comply with protocols to ring-fence competitively sensitive information
- contact your local Legal Counsel or GHD's Integrity Compliance Officer:
 - when considering new teaming or cooperation arrangements with an actual or potential competitor
 - before exchanging competitively sensitive information, directly or indirectly, with an actual or potential competitor
- Speak up immediately by contacting GHD's Integrity Compliance Officer:
 - when a complaint is made about the competitive behaviour of GHD
 - when you suspect an employee, contractor or third party is acting in an anti-competitive manner
 - if you are contacted by a competition authority

4.4.3 Competitively sensitive information

Competitively sensitive information is any non-public information which may be of use or interest to an actual or potential competitor in setting their own commercial strategy. It is information that is specific, detailed or about future intentions. Depending upon the context and situation, competitively sensitive information may include, but is not limited, to the following matters:

- all current or future pricing information and strategy
- projected revenue
- margins for particular services
- information on costs, expenses and overheads (including current or future information on employee salaries and benefits)
- costs, profits, discounts applicable to current or future clients (or vendors)
- actual/potential/recent clients – identity of clients and terms of contractual arrangements with clients

- actual/potential/recent vendors – identity of vendors and terms of contractual arrangements with vendors
- information on prospective bids and/or plans for future acquisitions or unannounced plans to make investments
- allocation of work, markets, territories or clients, or
- any other non-public information which may be of use or interest to an actual or potential competitor in setting their own commercial strategy

It does not include information which is:

- in the public domain prior to the disclosure
- is lawfully in another organisation's possession prior to the disclosure, or
- becomes part of the public domain by publication or otherwise through no unauthorised act or omission on the part of another organisation

4.5 Political donations

Any form of political donation on behalf of GHD is prohibited. GHD does not make direct or indirect political contributions including donations to politicians, political parties or political candidates. This includes in-kind donations. GHD employees contributing personal donations or payments will not be reimbursed by GHD. This prohibition is not intended to restrict or limit GHD employees from making personal political donations permitted by law, however, they must not be made to influence decisions relating to, or obtain an improper advantage for, GHD.

Where legislation or government guidelines exist for the attendance at political lunches, dinners and other activities, they must be strictly adhered to.

4.6 Use of non-public price sensitive information

GHD employees may receive information in the course of their work about clients and third-parties that may impact the share price of those entities (price sensitive information). If this information is not publicly available, most countries prohibit using or sharing this information with others to inform the trading of shares, either on their own behalf or on behalf of others.

Sharing of non-public, price sensitive information is not tolerated by GHD. In many jurisdictions, this is also a criminal offence.

5. Controlled conduct

The following activities could lead to consequences to GHD if they are not undertaken in strict accordance with GHD policies.

5.1 Charitable donations

As a responsible community member, GHD makes monetary donations and provides pro bono services to selected and worthy community causes via GHD in the Community (GITC). GHD must be mindful of contributions to charities where there is an association with an individual or a client who may then be influenced in awarding work to GHD. GHD will not make charitable donations to guarantee, or provide a better chance of, winning work.

Donations that are not considered charitable donations include payment to:

- individuals and for-profit organisations
- private accounts
- payment to organisations whose goals and values are incompatible with GHD
- paid to organisations that by association could damage GHD's reputation

All donations must be transparent and clearly documented including the recipient's identity and confirmation that it was used for the intended purpose.

5.2 Sponsorship

Sponsoring of events organised by a third party in return for the opportunity to advertise at an event and or participate as a speaker and receive entry tickets is acceptable subject to the following conditions:

- a transparent process is followed
- a written agreement is in place
- sponsorship is for a legitimate business purpose
- commensurate value is offered by the host

Contributions may not be promised, offered or made to secure competitive advantages or other improper purposes. Also, they may not be made to organisations that:

- have incompatible goals with GHD; and
- by association may damage GHD's reputation.

5.3 Gifts and Entertainment

GHD and its employees do not accept or offer any gift that could be perceived as seeking to provide GHD or its people with an improper, unfair, or illegitimate commercial advantage.

Any gift or entertainment offered or received must comply with GHD's [Gifts and Entertainment Standard](#) and be approved and recorded as and when required.

6. Confidentiality

GHD requires its employees to maintain the confidentiality of GHD, its clients and project information. This is required by employment contracts and is an expectation and usual condition of contract with our clients.

Information, data and intellectual property of GHD and its clients may only be used for a legitimate business purpose.

6.1 Information Protection

In addition to the provisions of 4.6 above, GHD ensures that confidential information is protected. Confidential information may include non-public client or GHD information and intellectual property, financial information, product information and project details. Project information is to be protected in accordance with the relevant Information Services Standard and the information not shared either within or external to GHD without authorisation.

Employees may breach confidentiality provisions if they share information relating to a confidential project with people from the same client, but who were not involved originally with the confidential project.

If there is any doubt as to whether information can be shared, employees should always check.

6.2 Non-disclosure

GHD and its employees may not disclose confidential information to unauthorised parties. There is an obligation to maintain confidentiality beyond the termination of a particular relationship, as future disclosure may still cause damage to GHD's or the client's business at that time.

Improper disclosure may result in legal action for breach of confidentiality and for the recovery of damages and/or violations of codes of conduct of professional licensing authorities.

7. Record keeping

GHD's reputation with clients and stakeholders is enhanced through open and effective communication based upon accurate and truthful reporting and record keeping. GHD will maintain sound processes and controls for record keeping. All employees are required to ensure all inputs to any GHD systems are complete and accurate.

8. Conflicts of interest

It is expected that employees make business decisions in the best interests of GHD and not based on their personal interests. All employees must inform their manager of any possible personal or business interest that may potentially conflict or give the appearance of conflicting with their employment obligations. Such interests include family, financial or other connection.

Employees must not operate a business or assist a company that is in competition with GHD. Generally, GHD employees must not have any direct or indirect interest in any outside work or business activity that conflicts with their duties as GHD employees. Any external interest must be disclosed at the earliest possible opportunity.

A failure to appropriately identify, manage and avoid if necessary conflicts can have significant consequences for GHD. For full details of requirements relating to conflicts, refer to GHD's [Conflicts of Interest Standard](#).

9. Sideline work

GHD employees must not have employment external to GHD:

- that conflicts with their duties as GHD employees
- which will require use of their knowledge or confidential plans, projects or information, or use of equipment, of GHD or its clients
- that will or is likely to negatively influence or affect them in carrying out their duties as GHD employees; or
- that would present the appearance of conflict with a client's interests

Employees must seek written permission to engage directly or indirectly in any sideline work. Permission will not be granted if it is considered potentially detrimental to GHD's interests. Approved sideline work must be conducted during the individual's own time and not at a GHD workplace or using GHD property.

10. Working with Subconsultants and Suppliers

GHD requires that its suppliers and subconsultants act in accordance with the following principles:

- prevent bribery and corruption
- comply with all legal obligations

Employees who are responsible for engaging contract staff, subconsultants, project partners and agents must take appropriate action to:

- complete a thorough due diligence on all external parties including qualifications, experience, financial status and reputation prior to engagement for any work
- ensure that all external parties understand and will abide by GHD's anti-corruption policies, or their own policies of a similar standard
- include appropriate integrity provisions in agreements and contracts designed to protect GHD

GHD processes and approvals are required to be completed prior to engagement, even in circumstances where the GHD client may have requested that a specific sub-consultant/contractor is engaged by GHD. If a client is instructing GHD to appoint a sub-consultant/contractor without following our processes this could indicate an integrity issue.

11. Sanctions

Sanctions may be applied by the UN or countries in which GHD operates against individuals or countries and may include technical assistance prohibitions, export restrictions, trade embargoes and prohibitions of dealing with a designated person/entity. GHD does not deal with sanctioned entities and complies with all sanction requirements. Employees must ensure that appropriate checks are undertaken prior to engaging with any client or project to ensure that they are not subject to sanctions. This is particularly important when working for a client or undertaking a project in a jurisdiction where GHD does not have a full-time office.


12. Reporting

Any actual or suspected breaches of this policy including any subordinate documents must be reported to the GHD Integrity Compliance Officer. Any report will be investigated and handled in accordance with the [Whistleblower Standard](#) and the [Integrity Investigation and Reporting Guidelines](#).

Reports may be made directly in GRC or alternatively:

- via email – integrity.officer@ghd.com
- by calling the Integrity Hotline (+61 7 3316 4187, or VOIP 414187)

Notifications can be made through Navex EthicsPoint on an anonymous basis.

EthicsPoint - GHD		CONTACT DETAILS	
Online	https://secure.ethicspoint.com/domain/media/en/gui/60398/index.html		
Mobile QR Code			
PHONE	Telephone Number		
Australia	1-800-370-826		
Canada	1-(844) 470-6621 Primary language: English		
Chile	1. Dial the direct access number for your location: Chile (Telmex - 800) - 800-225-288 Chile (Telefonica) - 800-800-288 Chile (ENTEL) - 800-360-311 Chile (ENTEL - Spanish Operator) - 800-360-312 Chile (Easter Island) - 800-800-311 Chile (Easter Island Spanish Operator) - 800-800-312 2. At the English prompt dial - 844) 470-6621		
New Zealand	0508-717-066		
Papua New Guinea	000 861 265		

EthicsPoint - GHD	CONTACT DETAILS
Philippines	1. Dial the direct access number for your location: Philippines (PLDT - Tagalog Operator) - 1010-5511-00 Philippines (Globe, Philcom, Digitel, Smart) - 105-1 2. At the English prompt dial - (844) 470-6621
Qatar	0800 100 957
UAE	1. Dial the direct access number for your location: UAE - 8000-021 UAE (du) - 8000-555-66 UAE (Military - USO and cellular) - 8000-061 2. At the English prompt dial - (844) 470-6621
United Kingdom	0808-234-9145
United States	1-(844) 470-6621

13. Whistleblower protections

GHD fosters an open environment where all our people are required to report any suspected improper business practices.

GHD systems and policies enable employees to report any suspected, fraudulent or other improper practice without fear of reprisal. Once reported GHD is committed to investigating genuine incidents in accordance with the Investigating Guidelines.

Any reports of potential breaches of this Standard will be investigated thoroughly and on an impartial basis.

For full details of whistleblower protections refer to GHD’s [Whistleblower Standard](#).

14. Training and awareness

GHD provides regular training on Integrity to its employees. All employees who have been allocated integrity training must complete the training within the required timeframes. Consequences may apply for a failure to complete any mandatory training.

15. Disciplinary actions

Following investigation of allegations or concerns, any GHD employees found to be in breach of this Standard will be subject to disciplinary processes. The consequence applied will be proportionate to the severity of the violation, and may include termination of employment. Each case will be evaluated individually to ensure that the response is fair and appropriate to the circumstances



ghd.com

→ **The Power of Commitment**