



Savings | Choice | Service

Supplier Code of Conduct

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1 Introduction

OECM is a trusted not-for-profit collaborative sourcing partner serving Ontario's education and broader public sector organizations. Together with its suppliers, OECM has established trusting and successful relationships with our customers. The Supplier Code of Conduct (SCC) establishes standards applicable to all OECM suppliers within its Marketplace. By promoting these standards and applying measures to ensure compliance, OECM demonstrates its intention to do business with suppliers that conduct themselves in a manner that aligns with OECM's core values.

OECM recognizes that its suppliers must conduct their business according to their objectives, corporate values and the local legislative framework and that the attainment and upholding of responsible procurement standards constitute an ongoing long-term commitment. OECM also expects all suppliers to take every measure to comply with the principles set out in the SCC and to adopt behaviors and practices that are in alignment with these principles or those of its customers.

The SCC applies to OECM suppliers, including their owners, employees, agents, partners and subcontractors who provide products and/or services to OECM and our customers.

The SCC does not create any binding obligation on OECM and OECM reserves the right to amend the SCC from time to time. The SCC can also be found at the following website: <https://oecm.ca/suppliers/#code-of-conduct>.

2 OECM Core Values

OECM's values establish the framework for its practices and policies. OECM has entrenched its values in daily operations and expects the same commitment from its suppliers when conducting business within its Marketplace.

The SCC is based on core values including:

Collaboration: We are committed to working together to achieve common goals.

Responsiveness: We deliver on our promises in a timely manner.

Integrity: We are open, honest, and accountable.

Innovation: We pursue creative solutions to foster exceptional customer experience.

Respect: We listen to and value everyone's ideas and opinions in a fair, open, and attentive way.

3 Applicability of the Supplier Code of Conduct

The SCC applies to all OECM suppliers delivering products and/or services to the Marketplace. All OECM suppliers are expected to:

- Abide by the SCC;
- Report violations of the SCC or identify any customer requests that might constitute violations; and,
- Cooperate and collaborate with OECM and bring about the resolution of SCC compliance issues.

The SCC is not to be read in lieu of, but in addition to, the supplier's obligations as set out in any agreements between OECM and/or its customers and the supplier. In the event of a conflict between the SCC and the supplier's obligations as set out in any agreements between OECM and/or its customers and the supplier

which include, the Master Agreements, and the Customer-Supplier related Agreements thereunder. The supplier's obligations as set out in those agreements will govern.

4 Key Principles of the Supplier Code of Conduct

OECM's core values are in alignment with and entrenched within the key principles of the SCC. OECM expects suppliers to manage their operations according to the most stringent standards of ethical business, integrity, and equity. OECM suppliers must, therefore:

- refrain from engaging in any form of non-competitive or corrupt practice, including collusion, unethical bidding practices, extortion, misinterpretation, bribery and fraud;
- never place an OECM employee in a situation that may compromise or may be perceived to compromise his/her ethical behaviour or integrity or create a conflict of interest;
- Comply with intellectual property rights relating to the products and services they provide to OECM and its customers.
- divulge all actual and potential conflicts of interest to OECM; and
- disclose to OECM any behaviour deemed unethical on the part of an OECM employee.

4.1 Compliance with Applicable Laws and Regulations

Suppliers must comply with all foreign and domestic applicable federal/provincial/municipal laws and regulations including, but not limited to the environment, health and safety, labour and employment, human rights and product safety and anti-corruption laws, trade agreements, conventions, standards, and guidelines, where the products and/or services are provided to OECM customers. Fair competition is to be practiced in accordance with applicable laws. All business activities and commercial decisions that restrict competition or may be deemed to be uncompetitive are to be avoided. Suppliers are also expected to respect and follow the internal policies of OECM customers.

4.2 Conflicts of Interest

Suppliers must not try to gain improper advantage or engage in preferential treatment with OECM employees and customers. Suppliers must avoid situations that may adversely influence their business relationship with OECM or can be directly or indirectly perceived as a conflict of interest and interfere with the provision of the products and/or services to OECM or its customers. The Supplier must disclose any actual or potential conflicts of interest promptly to OECM.

4.3 Gifts and Entertainment

Suppliers must never offer to OECM staff, payments, gifts of entertainment or any type of inducements, services, discounts and/or personal benefits that may compromise or appear to compromise OECM employees' ability to make business decisions in the best interest of OECM and its customers. If a supplier is unsure whether a gift or entertainment offer to an OECM employee complies with OECM's SCC, the supplier should consult with the intended recipient's manager.

4.4 Anti-bribery and Anti-corruption

Suppliers must not engage in any improper conduct to gain influence or competitive advantage especially that which would put OECM or its customers at risk of violating anti-bribery and/or anti-corruption laws. Suppliers must ensure that the requirements of all these applicable laws are met, and not engage in any form of corrupt practices including extortion, fraud or bribery.

4.5 Outsourcing and Subcontracting

Suppliers will ensure that any outsourcing and/or subcontracting services used to fulfill deliverables are identified and approved by customers and monitored to ensure compliancy with contractual obligations and adherence to OECM's SCC. Supplier's employees, subcontractors and other service providers must adhere to the requirements of the SCC, which must be made available as necessary. Suppliers must also ensure that its subcontractors and other service providers are paid properly and promptly to avoid any disruption in the provision of the products and/or services by the supplier to OECM or its customers.

4.6 Diversity, Equity, and Inclusion

Suppliers must maintain workplace professionalism and respect for the dignity of all employees, customers, and individuals, fostering inclusion and respect of all individuals, regardless of race, color, sex, gender, sexual orientation, gender identity or expression, age, national or ethnic origin, disability, religion, creed, marital status or family status.

4.7 Employment Practices

Suppliers must abide by applicable employment standards, labour, non-discrimination and human rights legislation. Where laws do not prohibit discrimination, or where they allow for differential treatment, the expectation of suppliers is to be committed to non-discrimination principles and not to operate in an unfair manner. Suppliers must be able to demonstrate that their workplaces operate under the following principles:

- 4.7.1 **Forced Labour and Child Labour:** No individuals shall be employed under the age of 15 or below the legal age for completing compulsory education in the country of manufacture, whichever is higher. Workers under the age of 18 shall not be assigned tasks that could endanger their health and safety. Child labour will not be accepted. All work shall be voluntary, free from forced labour, including indentured labour, prison labour, bonded labour, or other forms of forced labour. Workers shall be free to leave upon reasonable notice.
- 4.7.2 **Discrimination and Harassment:** Suppliers must never exercise, tolerate or condone harassment, discrimination, violence, retaliation, and any other inappropriate behavior, including discrimination or harassment based on any characteristic protected by law.
- 4.7.3 **Freedom of Association and Collective Bargaining:** Employees are free to raise concerns and speak up without fear of reprisal. Suppliers shall recognize and respect employees' rights to freedom of association and collective bargaining. Workers and employers have the right to form and join labor organizations of their choice and elect representatives to protect their interests.
- 4.7.4 **Appropriate Screening and Integrity of Employees:** Appropriate and reasonable background screenings, including investigations for prior criminal activity, have been completed to ensure integrity and character of the supplier's employees.
- 4.7.5 **Employment Standards:** All suppliers are required to comply with, at a minimum, the standards set forth in the Employment Standards Act and must ensure that their practices fully align with these legal requirements. Suppliers must pay all employees at least the minimum or prevailing wage, comply with all legal wage requirements, and provide legally mandated benefits. Wage deductions as discipline are prohibited, and timely payment with documentation is required. Overtime compensation must meet or exceed legal requirements or at least match regular hourly rates where no such laws exist.

4.8 Health and Safety

Suppliers must provide healthy and safe workplaces for their employees. These workplaces must comply with applicable health and safety laws, statutes, and regulations to ensure a safe and healthy work environment. Employers must also ensure that their employees are properly trained and that they have easy access to information and instructions pertaining to health and safety practices.

4.9 Environmental, Social and Governance (ESG)

Suppliers must give high priority to environmental issues and implement initiatives to foster sound environmental management through practices that prevent pollution and preserve resources. Suppliers must conduct business in an environmentally responsible and sustainable manner. Suppliers must comply with all applicable environmental laws, statutes, and regulations, including, but not limited to those pertaining to waste disposal (proper handling of toxic and hazardous waste), and air emissions and pollution, to ensure that they meet all legal requirements and strive to prevent or mitigate adverse effects on the environment with a long-term objective of continual improvement.

4.9.1 Environmental Risk Management: Suppliers must aim to establish processes and controls to identify environmental risks and form mitigation and adaptation strategies where applicable.

4.9.2 ESG Objectives: Suppliers are required to actively pursue and achieve procurement objectives, encompassing both environmental and socio-economic dimensions. These objectives include but are not limited to:

- **Social Procurement:** Prioritization of diverse or underrepresented groups, supporting inclusive economic growth, to create a more equitable supply chain.
- **Climate Change:** Fostering efforts to remediate and mitigate climate change by transitioning to sustainable energy sources, and reducing greenhouse gas emissions, as well as improving energy efficiency within all functions of operations.
- **Circular Economy:** Commitment to designing waste-free and pollutant-free strategies, such as recycling, and material reuse to promote a circular economy.
- **Community Relations:** Enhance community relations through investments, donations and volunteer work to contribute to community development and social well-being.
- **Human Capital Management:** Establish policies and projects to manage and develop the workforce that undertake diversity, inclusion, and fair labor practices.

- **Data Security and Privacy:** Implementation of policies and projects to protect sensitive information and secure privacy across all functions of the supply chain.
- **ESG Governance:** Consideration of ESG factors within the decision-making processes of the supply chain, including but not limited to; policies, projects and monitoring.
- **Animal Welfare:** Suppliers whose operations involve animals commit to follow best practices in supporting animal welfare.

4.9.3 OECM and Supplier Collaboration: Actively collaborate with OECM to promote the procurement of goods and services that are environmentally preferable and aim to address the objectives stated above.

4.9.4 Monitoring Sustainable Procurement Practices: OECM encourages suppliers to monitor and record sustainable procurement performance to meet organizational sustainable procurement targets.

4.9.5 Environmental Stewardship: Suppliers commit to integrate environmental stewardship and life-cycle principles in procurement planning and practices.

4.10 Data Information Security and Privacy Policy

Suppliers must ensure the protection of the confidential and personal information they receive from OECM, and only use this information as part of their business relations with OECM. Responsible business practices must be used, including ensuring that business continuity and disaster recovery plans are developed, maintained, and tested in accordance with applicable regulatory, contractual, and service-level requirements. Additionally, Suppliers must adhere to all terms and conditions highlighted in OECM's Supplier Security Policy.

5 Supplier Compliance

Compliance with the principles contained in the SCC is a criterion that is taken into consideration in OECM's supplier selection process and ongoing performance and relationship management. Failure to comply with OECM's SCC may result in the termination of a supplier's contract with OECM. In the event that a supplier chooses to include subcontractors, manufacturers, and/or other source of goods in order to deliver products and/or services. All subcontractors, manufacturers and/or other source of goods must adhere to all relevant local and national laws, ensuring supply chains remain transparent and traceable. It is the supplier's responsibility to ensure that the subcontractor complies with OECM's SCC.

The practices adopted by suppliers must be verifiable. Such verification may be conducted by way of a supplier's self-evaluation and/or an audit completed by OECM at its discretion. Suppliers must be able to maintain detailed records to substantiate their compliance and provide OECM with documents attesting to their compliance with the SCC upon request. To ensure the optimal implementation of the SCC, OECM also encourages suppliers to inform OECM of the measures taken to enhance their corporate practices and share their suggestions on how OECM can best contribute to the implementation of the principles set out in the SCC. OECM expects to be informed by suppliers of any obstacles to the application of this SCC.

In addition, OECEM may elect to visit the suppliers' facilities. If OECEM so chooses, appropriate notice will be provided to the supplier. Whenever a situation of non-compliance is identified, OECEM will endeavor to work with the supplier in order to develop a corrective plan to resolve the non-compliant issue(s).

A supplier may obtain more information about OECEM's SCC by calling 647-800-8811 or emailing supplierpartner@oecm.ca.