



NORTHFIELDS
Virtus et Honor

CODE OF ETHICS

November 2018

NORTHFIELDS COMMITMENT TO DOING WHAT IS RIGHT



Finding your way around – version 1 – Nov 18

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A Message from Leadership

At Northfields International High School Limited which includes our subsidiaries (Northfields) we are fully committed to doing what is right for our employees, students, suppliers, shareholders, community and environment. Our Code of Ethics (the Code), sets out the key principles, firmly rooted in our School values that we hold in the highest regard and strive to fully comply with. The Code enables us to ensure that the highest standards of honesty and integrity are maintained by all of us.

Leadership, including the Board are fully committed to ensure compliance with the Code. Having said this, we need the support of all employees and other stakeholders to ensure that we uphold the Code in our daily operations and keep on doing what is right.

The Code requires that you act honestly, with integrity and with good judgement. If you are ever in a position and you are not sure about the most appropriate behavior or action, you need to speak up and ask so that Northfields can assist you in making the right decisions.

We all have an obligation and a responsibility to report wrong doing. We will ensure that any reports of misconduct filed are investigated to ensure the misconduct is addressed. A zero-tolerance approach will be followed if instances of retaliation against individuals reporting misconduct is noted or reported.

Our parents, students and regulators demand the best and we are driven to exceed the expectations of our parents, students and regulators by demonstrating our commitment to educational quality and student safety. In doing what we do on a daily basis we have gained the trust of our stakeholders as we have proven to be capable of sustaining and delivering consistent, reliable and safe educational services in Mauritius.

It is your responsibility to understand what is contained in the Code and ensure compliance with the principles noted, so together we can build on our good reputation in the market we operate in and demonstrate our commitment to Corporate Governance.

Our School is great due to your commitment to doing what is right, all the time. Keep on living by the standards of honesty and integrity as it starts with you!

John McIlraith
Executive Director



Our Promise

At Northfields we pride ourselves in providing world class educational services safely, reliably, comfortably and cost-effectively.

Our Vision

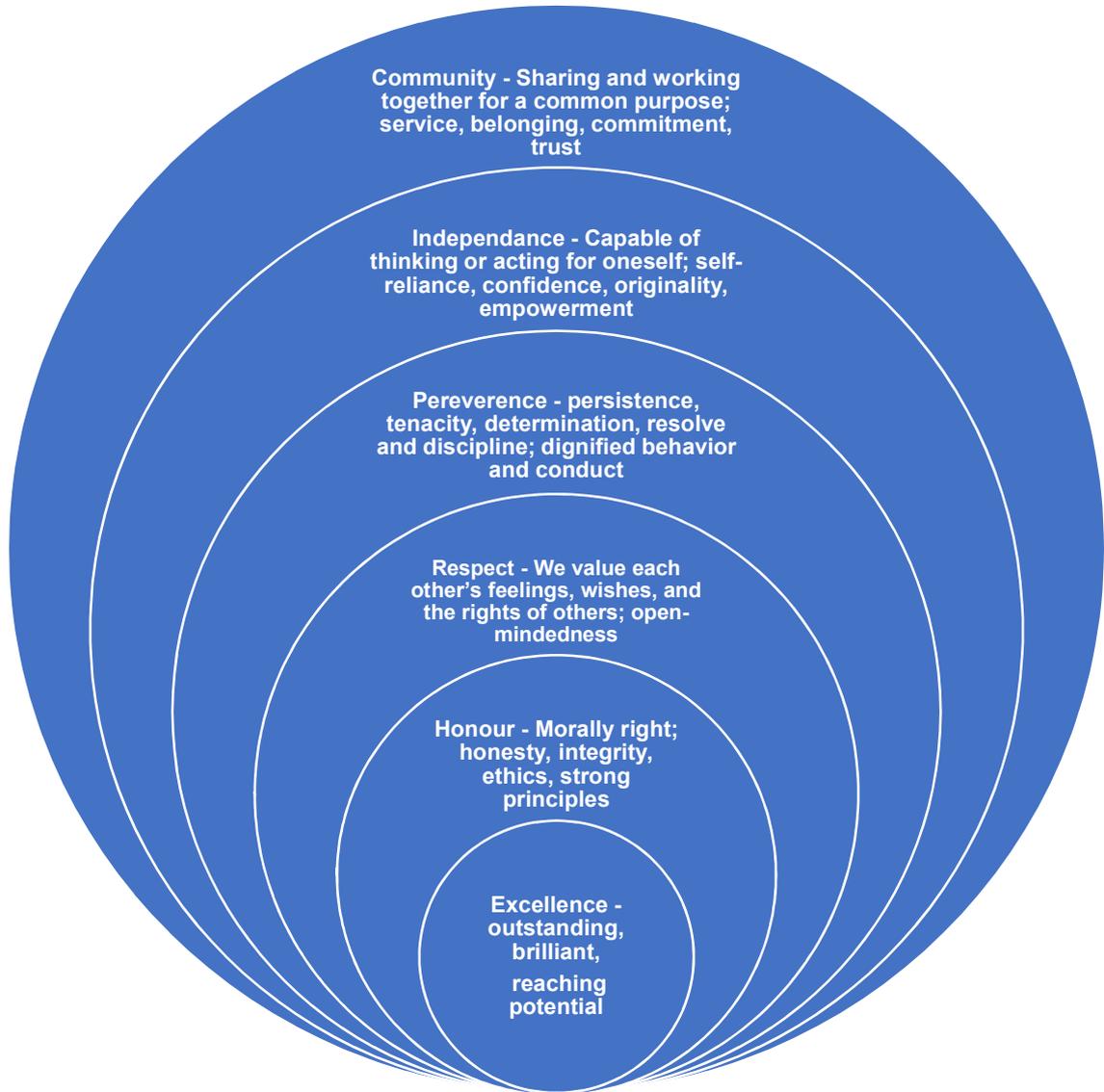
We are committed to empowering learners to reach their full potential through a holistic education. Our students develop an appreciation for cultural diversity while being prepared to become confident, responsible and active world citizens.

Mission Statement

We shall achieve this by:

- Providing our pupils with learning opportunities that maximize their potential through structured programmes of academic and extracurricular activities
 - Offering challenging, internationally recognized qualifications
- Developing world citizens, with compassion for others and the courage to act on their beliefs in accordance with our school values
 - Providing a platform to develop principled leaders

Our values remain our number one priority and form the basis of how we will achieve our vision and mission. Below are our values we strive to live by daily:





Introduction

A Code of Ethics (the Code) is a set of principles of conduct within an organisation that guide decision making and behavior. The purpose of the Code is to provide employees, Board members and third parties connected to Northfields, with guidelines for making ethical choices in the conduct of their work.

This Code applies to all employees and Board members within Northfields, including the subsidiaries, and third parties engaged by the Group. Failure to comply with the Code can result in disciplinary action, including termination of employment.

The Code is aligned to our values that require all employees and Board members at all times to be honest, to act ethically and at all times act respectfully towards others, while producing work of excellent quality. Therefore, in implementing the principles of the Code on a daily basis, you are living the values of Northfields.

How employees conduct themselves is a reflection on how third parties perceive Northfields to be. It is therefore the responsibility of all employees to act in an ethical and professional manner at all times.

The Code provides a framework; however, it does not include examples of all situations you may be faced with on the job, and therefore it is important to apply good judgement and to ask or consult with your HR and/or Head of Faculty if you are not sure.

The Board is committed to ensure good Corporate Governance within Northfields and therefore will provide their full support to ensure that the Code is adequately implemented.

Understand what is expected from you

It is expected that all employees understand and comply with the Code at all times. For Heads of Faculty it is crucial that employees reporting to them are aware of the Code, and understand the contents thereof. They must also ensure that employees on a regular basis are made aware of the Code, and that an environment is created where employees feel comfortable raising concerns without fear of retaliation.

Heads of Faculty should lead by example at all times making it clear that their actions are deemed to be acceptable conduct for all employees reporting to the Head of Faculty.

If in a situation of doubt, employees should ask themselves the following questions listed below:

- Does it reflect the values of Northfields?
- Is it ethical?



- Is it legal?
- Will it reflect well on me and Northfields?
- Would I want to read about it in the newspaper?

If you answer **NO** to anyone of the above questions, do not do it. If you are still not sure ask your Head of Faculty or HR Manager for assistance and guidance.

All employees have the responsibility to report wrongdoing without fear of being victimised. Northfields understands that it is not always easy to report wrongdoing, however it is the right thing to do as misconduct affects Northfields as a whole. All reports will be treated as strictly confidential and employees can rest assured that reports filed in good faith, will be treated confidentially and will be duly investigated.

A report filed in good faith means disclosing the information you have at the time of the incident that you, based on your sound judgement believe to be true. If after an investigation, it is found that the incident is not considered to be misconduct, retaliation by the effected parties will not in any way be tolerated by Northfields.

Even though it is not encouraged, as reports of misconduct require in most instances follow up communication, reports of wrongdoing can be filed anonymously.

Employees should further understand that making false accusations is deemed to be a violation of the Code and could result in disciplinary action or dismissal.

Northfields operations and staff are subject to the laws of Mauritius. Employees are expected to comply with the Code and all applicable government laws, rules and regulations. If a provision of the Code conflicts with applicable law, the law controls.

What if?

You observe behavior that appears to be unethical however you are not sure. Should you report this behavior?

Yes. If you suspect unethical behavior, this has to be reported. If you wait you run the risk of harm to others or to Northfields. Reporting in good faith means you are coming forward honestly with information that you believe to be true, even if, after investigation, it turns out that you were mistaken.

You observe behavior by an individual in a Leadership position or your direct Head of Faculty that is unethical. Should you report this behavior?

Yes. Irrespective of roles or positions, all incidents should be reported and employees can be comfortable that reports to the best of Northfields' ability, will be kept confidential.



There is a conflict between what's in the Code and the laws in the country where I work. Which approach should I take?

The best approach will always be to follow the stricter requirement, if it's still not clear, always seek guidance from your HR and Legal advisor.

Reporting channels

If you find yourself in a situation that is unclear to you, the first step to take is to discuss this with your Head of Faculty. In an event that you have discussed an issue with your Head of Faculty and it is clear that no action has been taken to resolve the matter, or if you do not feel comfortable to discuss the incident with your Head of Faculty, reach out to Northfield's HR Manager.

If you wish to remain anonymous please report the incident as set out in the Anti-fraud, Anti-Bribery and Anti-Corruption Policy.

All incidents reported in good faith should preferably not be made anonymously as investigations require direct communication with the reporter of the incident to ensure all the facts required to perform an investigation can be obtained.

Maintaining an Ethical workplace

Delivering a service of exceptional quality requires an excellent team of people. We value and respect all employees committed to making Northfields great. In return it is expected that all staff members contribute in creating a work environment based on integrity and high ethical standards. This is achieved by:

- Providing an environment in which all people are treated fairly, equally, with respect and provided with the necessary support to ensure the Company's strategic objectives are achieved.
- Developing and maintaining a diverse and inclusive workforce.

Northfields does not tolerate harassment, discrimination, bullying, occupational violence or victimisation on any grounds, whether by race, gender, sexual preference, marital status, age, religion, color, national extraction, social origin, political opinion, disability, family responsibilities, or pregnancy.

You must not at any time engage in unacceptable workplace behavior by acting inappropriately, including:

- Offensive conduct or remarks directed at a person
- Generating or distributing material that is generally offensive
- Sexual harassment
- Discrimination



For further information, please refer to the HR Manual that contains policies and acceptable behavior in the work place.

How can I behave in a manner that is respectful towards others?

- Celebrate the diversity of employees within Northfields. Listen to their experiences and learn from this.
- Be open to the inputs from others.
- Treat people with respect and in a manner that you would like to be treated.
- Report incidents of unacceptable behavior.

What if?

You observe an employee being treated without respect however for any apparent reason the perpetrator does not treat you in an unacceptable manner. As this does not have an impact on you, should you remain silent on this kind of behavior?

No. The correct thing would be to report the behavior of the perpetrator in accordance with the reporting platforms provided.

Quality and Safety in the workplace

One of our key values is to ensure that in doing our work we actively pay attention that our work is performed correctly, safely and of a high standard. We are therefore fully committed to following all quality and safety procedures, and that entails encouraging reporting of incidents in a timely manner for which staff, if not found to be grossly negligent, will not be punished for bringing the issue's to light.

If you observe a situation that you believe could put anyone at risk, it is crucial for you to act and report the incident with immediate effect.

Providing quality education in a safe and efficient manner can be very challenging. So, to deal with these pressures we have created a performance and safety culture at Northfields as we believe that an effective educational and safety culture will result in good quality and safety performance.

We strive to ensure that our performance and safety culture results in the following:

- Evidence of upper management support
- Educational training program
- Strong “new” ideas reporting culture
- No repeated education and safety failures/incidents
- Employees comply with procedures
- Quality and Safety issues and corrective actions are completed on time



- Low employee turnover rate

To assist with the Educational Culture, the Performance program at Northfields includes the following categories that are explained below.

Performance Policy

- Management commitment
- Performance Accountabilities and Key Performance Indicators (KPI's)
- Appointment of quality educational personal
- Coordination of ongoing education training

Result and Risk Management

- Hazard identification of education risks and safety risks
- Risk assessment and mitigation

Quality Assurance

- Quality performance monitoring and measurement through the use of KPI's
- Management of Change
- Continuous improvement of Performance through valid feedback on employee KPI's

Quality and Safety Promotion

- Training and education
- Quality and Safety communication

Educational Quality is important because it helps reduce the risk of educational failures and systemic failures to persons and property

Northfields supports a zero-tolerance policy towards the use of drugs and alcohol by its employees. Report the use of substance abuse to your Head of Faculty with immediate effect if this comes to your attention.

What if?

I suspect a coworker has a possible drinking problem however in most situations this does not appear to affect his or her quality of work. What should I do in this situation?

Compromises should never be made when it comes to safety. Report your concerns regarding safety to your Safety Officer.

How can I behave in a manner that creates a quality and safe work environment?

- Be aware of the environment you operate in.
- Attend all the required training you have been planned on.
- Request additional training in areas that you feel you are not equipped to deal with.



- If you are unsure whether a situation appears to be safe, report it immediately.

Safeguarding our assets

Our assets include everything owned by Northfields in order to operate effectively and generate revenue on a daily basis to ensure the sustainability of Northfields. This includes furniture, computer hardware and software, inventory, phones, equipment and tools. All staff have the responsibility to ensure that our assets are looked after and treated with respect to prevent damage, waste or theft resulting in fruitless and wasteful expenditure for Northfields.

Consider what you store on Northfield's systems as this is the property of Northfields and is from time to time monitored. Information is a critical asset and should at all times be kept confidential. This includes documents regarding operations, technical matters, strategic plans and all financial matters. This information is the accumulation of years and years of work and should therefore be regarded as highly confidential.

What if?

If you observe one of your colleagues poorly treating a School computer and you are further aware of the fact that your colleague makes use of the computer for her own personal use. What should you do in these circumstances if you feel you do not want to get your colleagues into trouble?

It is everyone's responsibility to report abuse or misappropriation of assets as this has an effect on Northfields as a whole and therefore all employees working for Northfields. Report the incidents noted above to the HR and legal advisor for further investigation. Remaining silent is not the right thing to do.

How can I behave in a manner that protects Northfield's assets?

- Report instances of damage of any assets to the safety officer.
- Treat all School assets as if they were your own.
- Protect passwords allocated to you.
- Do not install hardware/software prohibited by Northfields.
- Never use unlicensed software or make copies of any software provided to you for personal use.
- Never open suspicious emails or links.
- Be alert to phishing scams.
- Do not share any School information while in the employ or after.
- Do not share any stakeholder information that has come to your attention while in the employ of Northfields. This includes information on fellow colleagues, suppliers and students.

Data protection

We have a responsibility to keep the data of our relevant stakeholders confidential at all times. Over the years the emphasis has increased on accountability, traceability, and a more stringent approach to privacy has been adopted word wide.

We respect the privacy of our students and staff and any other relevant party we do business with and therefore we handle all personal information with care. Personal information refers to documents that can be used to identify someone. We further respect the fact that everyone has the right to the protection of their private life, of which personal data forms an integral part.

The Mauritius data Protection Act of 2017 prescribes how to responsibly deal with data to ensure compliance with the act in a clear manner that we strive to comply with.

What if?

One of our suppliers has requested the addresses of a few employees that they deal with on a regular basis within Northfields in order to deliver a gift to them. Is it okay to send them this information?

Before providing personal details of any employee within Northfields, contact your HR Manager or Head of Faculty even if the intent of the request is of a good nature, and even if the employees will enjoy receiving gifts from the supplier, providing personal information of our co-workers could be a violation of the Mauritius Data Protection Act that could expose Northfields.

It is all of our responsibilities to ensure that personal information entrusted to an individual is protected. For more information refer to *the Policy on Data Protection*.

How can I behave in a manner to ensure compliance with the Data Protection Act?

- Understand what is considered to be personal information.
- Understand and comply with the data protection laws of Mauritius.
- Report any breaches of data protection laws to your HR Manager.
- Be responsible and act with good judgement at all times if personal information is entrusted to you.

Human rights

We employ individuals from all over the world and we understand and respect the rights of individuals. Further we at all costs abstain from doing business with persons or Companies that participate in unacceptable behavior such as child labor, physical punishment, forced or prison labor, human trafficking and the likes.



We expect that all of our stakeholders and suppliers share our commitment and standards to ensure that all individuals are treated fairly, with respect and no human's rights are violated in any way.

What if?

You become aware of the fact that a supplier to Northfields is involved in unsavory practice. What should you do?

Report the incident to the HR Manager for further investigation.

How can I behave in an acceptable manner in relation to Human rights?

- Treat others with respect at all times and report instances of non-compliance with the Code with immediate effect.
- Do not do business or associate yourself with persons and Companies who do not have regard for human rights.

Abstain from Bribery

One of our values we live by at Northfields is that we at all times will act with honesty; that includes having strong moral principles. Never offer bribes, accept bribes or let others bribe you in any way. A bribe can be in various forms including cash, gifts, or loans and is exchanged for some kind of influence or action in return, that the recipient would otherwise not alter.

We deem any form of bribe to be wrong and have a zero-tolerance at Northfields to this form of behavior.

What if?

A parent offers a gift that is disproportionately large relative to what is usual. What should you do?

Report the occasion and the gift to the HR Manager for further investigation.

How can I behave in an acceptable manner in relation to Bribery?

- Be vigilant and apply sound judgement to identify situations that include providing favors in return for certain actions.
- Report to your HR Manager when you as employee are offered a bribe.

- Avoid all situations that could be perceived to contain an element of bribery.
- Understand and comply with the laws and regulations in Mauritius and seek guidance from your HR Manager in situations you find yourself in.

Gifts and entertainment

A gift that is reasonably considered to impair effective judgement, improperly influence a decision, or create a sense of obligation must not be offered or accepted by any Employee of Northfields.

When a gift is offered or received in good faith and the main objective of the gift is to create a good business relationship it's considered to be acceptable as this is a normal part of doing business.

All gifts received should be declared in accordance with the school's gift policy that is in place from time to time.

What if?

You receive a gift from a parent or supplier that you know should not be accepted as the reason behind the gift is to provide a favorable condition in their child's review or supplier payment terms?

In a polite and respectful manner return the gift and explain to the parent/third party you are not at liberty to accept gifts as prescribed by Northfield's policies and procedures.

How can I behave in an acceptable manner in relation to gifts received?

- Never provide a gift to a government official.
- Never ask for a gift, meal or any form of entertainment.
- Declare all gifts in the gift register, even if the gift was not accepted.

Gifts received should be:

- Nominal in value
- Declared in accordance with the policies and procedures
- In order to satisfy an actual purpose
- Infrequent
- Not lavish

Fair Competition

We are committed to the principles of free and fair competition in the market place and therefore we ensure that we compete vigorously but fairly, and comply with all applicable competition laws.



All staff should ensure that they maintain the independence of Northfields and avoid anti-competitive conduct in all their dealings.

In becoming aware of competitive information based on your position within Northfields, ensure that you treat that information ethically and lawfully at all times. In speaking to parents and students, always provide truthful information about the services that Northfields provides.

What if?

You run into an old friend that is in the employ of a competitor school and he asks you how the school is doing in a certain area that you teach or work in. How should you respond to this?

Keep your answers very general and do not provide detailed feedback of any sorts. Also keep in mind that a simple conversation with a competitor may be perceived to be improper even though this was not the intention.

How can I behave in an acceptable manner in relation to fair competition?

- In seeking competitive information, use public sources such as the internet and news articles.
- Always be factual in any form of advertising, be it in writing or by discussion you do on behalf of Northfields.
- Never enter into any form of a contract, be it verbal or in writing without following the approval process that is in place from time to time.
- Never tamper or collude with third parties during a bidding process in anyway.

Accurate Record keeping

Each employee of Northfields has an obligation to follow all the internal controls as set within Northfields at all times to produce valid, accurate and complete accounts as these records form the basis of what we use to make important strategic decisions, keep us accountable towards our shareholders and investors and help us fulfill our financial obligations ensuring the long-term success of Northfields.

Accurate record keeping includes not only the preparation of accounts but also the documents that feed into these documents. It is therefore vital that all staff members completing documents, for example a subsistence and travel claim, do this honestly and accurately, in line with the policies and procedures.

What if?

You work as a teacher, so you therefore do not play any role in ensuring Accounts are prepared accurately, so financial reporting is therefore not your responsibility?

No. Accuracy of Accounts is the responsibility of all staff members and not just those working in finance. Budgeting requires critical information from maintenance departments and preparing valid, accurate and complete accounts require that the documents feeding into the accounts, for example school fees invoices and expense claims, are prepared accurately, honestly and are complete.

How can I behave in an acceptable manner in relation to accurate record keeping?

- Be mindful to ensure adherence of all controls set in place to ensure accurate and complete record keeping.
- In instances that you identify possible loop holes the controls as set in place or a lack of controls, report this matter to your Head of Faculty immediately.
- Report instances in which employees are not complying with Northfields' relevant policies and procedures. Ensure that daily disciplines are adhered to at all times to ensure there is no breakdown in controls that will result in inaccurate reporting and financial loss to Northfields.
- Co-operate with internal and external auditors with regards to requesting information as required to perform their duties.

Conflict of interest

All employees and Board members must ensure that personal activities and interests do not conflict with their responsibilities to Northfields. It is important to avoid even the appearance of a conflict of interest.

Employees in terms of their employment contracts shall not earn additional remuneration without disclosing the full details and nature of work to be performed to the Principal, who will, based on the evaluation performed either approve this or not. It is further critical that all employees as part of the annual performance review process disclose all interests or potential interest they may have to Northfields.

What if?

I run a business on the sideline, apart from my employment with Northfields. Do I need to disclose this to Northfields?

Yes. Employees should seek approval from the Principal before any additional work commitments and other income is earned.

I have been asked by another School to assist with certain subjects and teaching of students. Do I need to seek approval from Northfields before accepting the role?



Yes. You should report the situation to your HR manager before the starting to assist that school/student.

How can I behave in an acceptable manner in relation to conflicts of interest?

- Disclose to your Head of Faculty or HR Manager any existing or potential conflict of interest that affects you.
- Understand the Conflict of Interest policy in place from time to time and ensure compliance with all aspects.
- Avoid any dealings or relationships that may create a conflict with your obligations to Northfields.
- Not be involved in any decision-making where you may not be able to make an objective decision.
- Not be directly involved in the potential or actual employment of a relative, close friend or associate.

Environmental responsibilities

We understand the importance of ensuring that we operate in a responsible manner towards the environment. It is the responsibility of all employees to ensure that resources are used responsibly at all times and we strive to ensure compliance with all laws and regulations to address sustainability challenges worldwide.

How can I behave in an acceptable manner to ensure social responsibility?

- Conserve the use of energy and water at all times be it at home or at work.

How we make a difference

Parent, Student, supplier and shareholders relations

Our students are high on our priority list and our passion is to deliver a service that ensures that our students will reach their full potential as a budding citizens of the world, safely, comfortably and effectively.

We strive to ensure that in our business dealings with our suppliers, goods or services rendered to Northfields will be promptly settled to ensure that we contribute to the long-term success of our suppliers.

In our daily operations, by following internal controls designed and implemented by the Board, we protect the value of our shareholders' interests and instill a culture that is driven by compliance.

Assurance, reporting and reviews.



On an annual basis, the Code will be reviewed by the Audit and Risk Committee (ARC) to ensure its relevance in the environment Northfields operates in. Any changes will further be affected to the HR resources manual. The ARC will further ensure compliance with the Code and will report, to the Board of Directors on an annual basis as to how the Code was applied during the financial year and further instances and resulting risk of non-compliance.

Closing remarks

If you find yourself in an ethical dilemma, you may be tempted to do the wrong thing once, because you believe that nobody will be aware of this or you know of many people who engage in this behavior. However, it is crucial to remain honest and act with integrity at all times as you are the face of Northfields and represent the values and promise made to the various stakeholders.

Never compromise Northfields corporate's as well as your own standards and if you are not sure what to do in a situation, seek guidance from the reporting lines within Northfields.

Always remember that it is our commitment that employees who report wrongdoing will be supported in all ways possible from retaliation due to the fact that the incident was reported.