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## Policy Statement

The Stanwell Board and management are committed to maintaining the highest standards of corporate behaviour. Stanwell believes it is important to set out expectations about how employees, contractors and visitors should behave.

This code clarifies standards of corporate behaviour for Stanwell people in:

- Policies which provide a statement of general expectations and;
- Procedures which provide specific details of behaviour and processes to be followed.

As part of continuous improvement, this policy may change from time to time.

## Scope

This code applies to all Stanwell employees including Directors, Chief Executive Officer, General Managers, contractors and visitors.

All Stanwell employees are responsible for ensuring their behaviour in the workplace is consistent with the Code of Conduct and for alerting their manager or supervisor to any known breaches of the Code. The Policies in the Code of Conduct outline responsibilities and obligations and to whom they apply.

## Objectives

The Code of Conduct incorporates a number of policies which are an important part of this Code. These policies seek to set out what is expected of employees who work at Stanwell.

## Policy Outline

Stanwell expects all employees to be committed to doing the right thing by complying with the policies which deal with the following principles:

### 1. Ethical Behaviour

*How do we ensure this is done?*

Stanwell employees follow [Ethical Behaviour Policy](#) which is a part of this Code.



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## 2. Fair Treatment

*How do we ensure this is done?*

Stanwell employees follow [Fair Treatment Policy](#) which is a part of this Code.

## 3. Conflict of Interest

*How do we ensure this is done?*

Stanwell employees follow [Conflict of Interest Policy](#) and [Gifts and Benefits Policy](#) which is a part of this Code.

## 4. Confidential Information

*How do we ensure this is done?*

Stanwell employees follow [Confidential Information Policy](#) and [Securities of Trading Policy](#) which is a part of this Code.

## 5. Fitness for Work

*How do we ensure this is done?*

Stanwell employees follow [Fitness for Work \(SCL\)](#) or [Capacity for Work Policy \(TE\)](#) which are part of this Code.

## REPORTING BREACHES OF THE CODE

All Stanwell employees and contractors have a responsibility to report suspected or actual instances of misconduct or breaches of this Code to the relevant person in accordance with the [Ethical Behaviour Policy](#) and [Prevention of Fraud, Dishonesty / Whistleblower](#) Procedure.

Stanwell will not tolerate any harassment or victimisation of the person making the report and will treat this as a serious disciplinary matter.

For further information, please read the Stanwell [Prevention of Fraud and Official Misconduct/ Whistleblower](#) Policy and the [Prevention of Fraud and Official Misconduct/ Whistleblower](#) Procedure.

Except where prevented by law, the Chief Executive Officer is responsible for informing Shareholding Ministers in a timely manner of any potential or actual breach of this Code of Conduct by Senior Executives and where material, employees.

The Board has ultimate accountability for the Code of Conduct. The Code of Conduct will be reviewed by the Board at least every three years.



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#### + **MANAGING BREACHES OF THE CODE OF CONDUCT**

+ Stanwell takes very seriously any failure to comply with this Code. Fraud and/or misconduct within the organisation will not be tolerated.

+ Where suspected or actual instances of misconduct or breaches of this Code involve or may involve official misconduct under the Crime and Misconduct Act 2001 (Cth), Stanwell will refer these matters to the Crime and Misconduct Commission for review.

Whether or not disciplinary action is taken and a penalty is imposed will depend on the facts and circumstances of each case. Factors such as time, place, manner, cause of the incident, and the number of occasions a breach has occurred, are to be considered. The seriousness of the breach and whether or not there are mitigating circumstances or other factors will be considered in deciding the extent of disciplinary action to be taken. A number of consequences may flow from a breach, including, in serious matters, termination of employment or contract.



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## Policy Statement

The Ethical Behaviour Policy (policy) sets out Stanwell's expectations about the manner in which our people behave.

Stanwell wants to ensure that its people understand our expectations about how our people are expected to behave.

## Scope

This policy must be followed by Stanwell's Directors and employees, and by all contractors and visitors working at or for Stanwell.

## Objectives

Stanwell is committed to ensuring that all activities related to Stanwell are conducted with impartiality, openness, integrity and professionalism. Ethical behaviour is valued and we seek to act consistently in line with our values and code of ethics.

## Policy Outline

Through our people, Stanwell will comply with all legislation, codes and guidelines concerning ethical behaviour that relate to Stanwell.

If a complaint is made or a concern is raised about how someone is conducting themselves, the Ethical Behaviour Procedure must be followed.

These Procedures provide details of ethical behaviour. For example, while carrying out their responsibilities for Stanwell, it is expected that employees:

- (a) act with impartiality and integrity;
- (b) not engage in any misleading or deceptive conduct;
- (c) not make improper use of information obtained as part of your duties;
- (d) not use information obtained as part of their duties to gain a benefit for themselves or someone else;
- (e) use open and accountable procurement methods
- (f) not misuse equipment, including computers, telephones and software

To help employees follow this policy Stanwell will:

- (a) Provide education and training about this policy, the procedure and employee obligations under the relevant legislation, codes and guidelines;
- (b) maintain a procedure to set out what must be done if a concern is raised about how someone is conducting themselves or a breach of this policy is reported;



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- (c) Promote awareness of this policy;
  - (d) Provide adequate resources to manage and investigate concerns and reports of any breach of this policy; and
  - (e) Encourage employees to tell their supervisor or another person in charge if they notice conduct which is not in line with this policy.
- + Stanwell will comply with the *Public Interest Disclosure Act 2010 (Qld)*. Employees and contractors are encouraged, to report instances of misconduct or potential misconduct. Stanwell will ensure that whistleblowers are protected against reprisals.

The [Prevention of Fraud and Official Misconduct / Whistleblower Control](#) Procedure provides specific information regarding the processes Stanwell uses to deal with the prevention of fraud and official misconduct. This Procedure also outlines how to notify a suspicion or complaint of official misconduct to your manager or the CMC Liaison Officer.

## Responsibilities

All Stanwell employees are responsible for making the Ethical Behaviour Policy work.

### **Everyone must:**

- (a) Comply with the policy and procedure
- (b) Report breaches of the policy or procedure to their supervisor or another person in charge;
- (c) Comply with the relevant legislation, codes and guideline; and
- (d) Notify their manager or supervisor if they do not understand any part of the policy or procedure.

### **Managers and Supervisor must:**

- (a) Make sure their staff know about the policy and procedure
- (b) Monitor the workplace to make sure that everyone's conduct is in line with the policy;
- (c) Model appropriate standards of behaviour at all times; and
- (d) Follow the procedure if a complaint is made or a concern is raised or if they become aware of inappropriate behaviour even if no complaint is made.

### **Executive and General Managers must:**

- (a) Ensure all out people are trained about the policy and procedure and the relevant legislation, codes and guidelines;
- (b) Give advice, assistance and encouragement about the policy and procedure;
- (c) Ensure appropriate records are kept about every complaint or concern; and
- (d) Model appropriate standards of behaviour at all times.

### **The Chief Executive Officer (or delegate) must:**



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- (a) Notify the Crime and Misconduct Commission if the Chief Executive Officer or delegate suspects that a complaint, information or matter involves, or may involve, official misconduct under the Crime and Misconduct Act 2001 (Qld).
- (b) The Board has ultimate accountability for the Ethical Behaviour Policy and the Prevention of Fraud and Official Misconduct / Whistleblower Control Procedure.

**Examples:**

- A colleague tells a supplier that other suppliers are offering lower prices and that to win the job it must also lower its price. That information is not correct. You must inform your supervisor or Manager about the conduct.
- In your job, you obtain personal information about an employee of Stanwell. You must not disclose that information to any other person.

# Fair Treatment



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## Policy Statement

Stanwell is committed to providing an environment free of discrimination and harassment and will not tolerate such behaviour. All concerns and issues will be addressed promptly, professionally and confidentially, while treating all parties fairly

This Policy provides a framework for the achievement of a workplace free of unlawful discrimination. It aims to ensure that all Stanwell employees are aware of their rights and responsibilities in relation to unlawful discrimination, workplace harassment and bullying.

This Policy should be read in conjunction with the Fair Treatment Procedure

## Scope

This policy must be followed by Stanwell's Directors and employees, and by all contractors and visitors working at or for Stanwell including Stanwell social functions.

## Objectives

Stanwell is committed to ensuring that all activities to Stanwell are conducted with impartiality, openness, integrity and professionalism. Ethical behaviour is valued and we seek to act consistently in line with our values and code of ethics.

## Policy Outline

Stanwell has a commitment to the preservation of a work environment where all people are treated fairly and with dignity and respect. This involves accepting the differences that exist among individuals, showing empathy and tolerance for these differences.

We are committed to providing an environment free of discrimination and harassment. Workplace harassment and any other form of unlawful discrimination, including intimidation, vilification or bullying, will not be tolerated in Stanwell workplaces.

Through our people, we will comply with all legislation, codes and guidelines concerning fair treatment that relate to Stanwell.

We aim to resolve any complaints or concerns promptly, professionally and confidentially while treating all parties fairly. If a complaint is made or a concern is raised about how someone is being treated, the Fair Treatment Procedure must be followed.

To help you follow this Policy, we will:

- (a) Train you about this Policy, the accompanying procedure and your obligations under the relevant legislation, codes and guideline;
- (b) Follow the procedure if a complaint is made or a concern is raised about how someone is being treated;
- (c) Provide adequate resources to manage and investigate complaints and concerns; and

## + Fair Treatment



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+ (d) Encourage you to inform your Line Manager or another person in charge if you notice anyone being unfairly treated.

+ **1.1. What is Workplace Harassment?**

+ Workplace Harassment is any form of offensive, belittling or threatening behaviour that is directed at, or affects another person and is unwelcome and unwanted. Workplace harassment is any unwelcome, unsolicited, unreciprocated behaviour that is of, but not limited to, a sexual, racial or bullying nature or other harassment that is unacceptable in the workplace.

Workplace harassment could occur between:

- A person of authority i.e. a manager or mentor and an employee;
- Between co-workers and;
- Between employees and a client or customer.

Harassment can take many forms. Sexual harassment and bullying are common forms of workplace harassment. Harassment can also be based on:

- Sex
- Relationship status
- Pregnancy
- Parental status
- Breastfeeding
- Age
- Race
- Impairment
- Religious belief or religious activity
- Political belief or activity
- Trade union activity
- Lawful Sexual Activity
- Gender Identity
- Sexuality
- Family responsibilities
- Association with, or relation to, a person identified on the basis of any of the above attributes;

**Sexual Harassment**

Sexual harassment is any form of unwelcome sexual attention and may result from a single incident or series of incidents. Sexual harassment is prohibited under the terms of the *Anti-Discrimination Act 1991 (Qld)* and the *Federal Sex Discrimination Act 1984*. It also has a negative impact on the wellbeing of people and their productivity.



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## + + **Bullying**

+ Workplace bullying is a form of workplace harassment. Bullying is the repeated less favourable treatment of a person by another or others, which may be considered unreasonable and inappropriate practice. It includes behaviour that intimidates, offends, degrades or humiliates another person.

### + **What is NOT Workplace Harassment and Bullying**

+ Single Incidents:

Workplace harassment and bullying is repeated or a pattern of behaviour. Therefore, a single incident of harassing type behaviour is not considered to be workplace harassment or bullying. However, single incidents should not be ignored or allowed and must be managed to prevent the situation from escalating.

Reasonable Management Action:

Legitimate reasonable management action conducted in a reasonable manner is not workplace harassment or bullying. This includes action taken to discipline an employee, conduct an investigation into a grievance, manage unsatisfactory work performance, a decision not to promote an employee, change salary level, and approve leave requests or another benefit of employment.

Discrimination

Discrimination is prohibited under the *Anti-discrimination Act 1991*. The *Anti-discrimination Act 1991* prohibits discrimination in employment on a number of grounds, including (but not limited to):

- Sex
- Relationship status
- Pregnancy
- Parental status
- Breastfeeding
- Age
- Race
- Impairment
- Religious belief or religious activity
- Political belief or activity
- Trade union activity
- Lawful Sexual Activity
- Gender Identity
- Sexuality
- Family responsibilities
- Association with, or relation to, a person identified on the basis of any of the above attributes

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Discrimination occurs when someone is treated unfavourably because of a personal characteristic.

## Vilification

Vilification is behaviour that:

- (a) Happens in a public place;
- (b) Incites others to hate, to have serious contempt for or to severely ridicule individuals or groups because of their race, religion, sexuality or gender identity.

## Recruitment and Selection

Stanwell is an equal opportunity employer where all employees are treated on their merits, without regard to race, age, sex, marital status or any other factor not applicable to the position. Stanwell aims to ensure that its recruitment practices are free from discrimination where all applicants for employment are selected and treated on the basis of merit.

In deciding the relative merits of applicants, the following matters are taken into account:

- the extent of each applicant's abilities, aptitude, skills, qualifications, knowledge, experience and personal qualities relevant to carrying out the duties in question, and
- if relevant, the way in which each applicant carried out any previous employment or occupational duties

In all recruitment activities positions will be reviewed to ensure that all selection criteria are true and genuine requirements of the job.

## Responsibilities

**All employees and contractors** must:

- (a) Treat others fairly and with courtesy and respect, and hold one another to account for demonstrating this behaviour;
- (b) Ensure that their behaviour complies with this Policy and accompanying procedure
- (c) Comply with the relevant legislation, codes and guideline;
- (d) Report any behaviour that breaches this policy;
- (e) Notify their line manager or supervisor, or seek other advice, if they do not understand any part of this Policy or procedure, and;
- (f) Notify the CMC Liaison Officer of any suspicion that a complaint, information or matter involves, or may involve official misconduct under the Crime and Misconduct Act 2001 (Qld).

**Line Managers and Supervisors** must:

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- (a) Make sure their people are aware of this Policy and accompanying procedure by discussing, reinforcing and promoting this policy
- (b) Monitoring the work environment to ensure that everyone's conduct is acceptable and in line with this Policy;
- (c) Treating all complaints seriously and following the Fair Treatment Procedure if a complaint is made or a concern is raised or if they become aware of inappropriate behaviour, even if no complaint is made; and
- (d) Notifying the CMC Liaison Officer of any suspicion that a complaint, information or matter involves, or may involve, official misconduct under the *Crime and Misconduct Act 2001 (Qld)*,
- (e) Demonstrate appropriate behaviour.

**Equity Referral Officers (ERO) must:**

- (a) Provide advice and support in the information resolution of incidents as detailed in the Corporate Procedure for Managing Workplace Harassment and Discrimination;
- (b) Provide information and support to employees who approach them with a concern about fair treatment. However, an ERO cannot support both parties to a complaint, and should refer one of the parties to another ERO.
- (c) Provide information and support to Line Managers in dealing with and resolving complaints of unfair treatment as defined in this Policy;
- (d) Ensure all details of the complaint are kept confidential and secure.
- (e) Advising the complainant to notify the CMC Liaison Officer if they have any suspicion that a complaint, information or matter involves, or may involve, official misconduct under the Crime and Misconduct Act 2001 (Qld); and
- (f) in the event that the complainant does not notify the CMC Liaison Officer, if they have any suspicion that a complaint, information or matter involves, or may involve, official misconduct under the Crime and Misconduct Act 2001 (Qld), then notify the CMC Liaison Officer.

**The Executive General Manager Human Resources and Stakeholder Engagement must**

- (a) Ensure all our people are trained about this Policy, accompanying procedure and the relevant legislation, codes and guidelines;
- (b) Give advice, assistance and encouragement about the policy and procedure; and
- (c) Ensure appropriate records are kept about every complaint or concern

The Board has ultimate accountability for this Fair Treatment Policy however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

**Examples:**

- You witness a fellow employee being disrespectful towards a particular junior employee on a number of occasions. The junior employee does not want to make a complaint. You must speak to your supervisor about the matter so that the supervisor can investigate the matter and take appropriate action.
- You are interviewing people for a job. You have two candidates, both of equal merit. One candidate is a single mother who may require some parental leave. You must assess the

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candidates on their merits and fitness for the role and not take their personal situation into account in your decision.

## + Conflicts of Interest



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## + + Policy Statement

This Conflicts of Interest Policy sets out Stanwell's expectations about the way in which conflicts of interest will be addressed and managed at Stanwell.

Stanwell wants to ensure that all employees understand what is expected of them and about how conflicts of interest will be addressed and managed.

Under the Corporations Act 2001 (Cth), directors of companies are required to declare any interests which may conflict with the interests of Stanwell, or may lead to a perception of conflict.

## Scope

This Policy applies to all Stanwell employees including Directors, Chief Executive Officer, General Managers and contractors.

## Objectives

Stanwell is committed to:

- Seeking to avoid any actual, potential or perceived conflicts of interest;
- Identifying any actual, potential or perceived conflicts of interest; and
- Where any actual, potential or perceived conflict of interest is identified, addressing and managing that conflict in an open and transparent manner.

## Policy Outline

All employees have a duty to ensure they disclose any actual, potential or perceived conflicts of interest. Failure to comply with this policy could compromise or appear to compromise an employee's ability to make impartial business decisions. This includes improperly using official powers or position to gain a benefit for themselves or for another person (for example, their partner or child).

Employees must disclose any conflicts of interest in the way set out in our Conflicts of Interest Procedure.

This procedure sets out what a conflict of interest is, and when a conflict of interest may arise, or may be perceived to arise. Generally employees must:

- Disclose all conflict of interest they are aware of to the best of their knowledge; and
- If circumstance change over time, make further disclosures under the procedure

If an employee has any doubt about whether a conflict of interest exists or may be perceived to exist, speak with their supervisor.

Directors or Senior Executives must also comply with the Procedure for management of [Conflicts of Interest for Directors, CEO and Senior Executives](#).

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Through our people, Stanwell will comply with all legislation, codes and guidelines concerning conflicts of interest that relate to our organisation.

To help employees follow this policy, Stanwell will:

- (a) Provide education and training about this Policy, the procedure and obligations under the relevant legislation, codes and guidelines;
- (b) Maintain a procedure to set out what constitutes a conflict of interest and how they should be dealt with;
- (c) Promote awareness of this policy; and
- (d) Provide adequate resources to manage and investigate breaches of this policy.

## Responsibilities

All Stanwell employees are responsible for making this policy work.

**All employees** must:

- (a) Avoid any actual, potential or perceived conflicts of interest, including those that may arise through engagement in secondary employment activities outside of Stanwell;
- (b) Disclose any conflicts of interest in accordance with the procedure as soon as they become aware of the conflict.
- (c) Comply with the policy and procedure for example:
  - Directors or Officers, may be required to absent themselves from any decision-making which might create a perception of conflict; and
  - Individual employees, or those on a panel, responsible for awarding a tender or contract, may be required to absent yourself from any decision-making which might create a perception of conflict.
- (d) Report any breaches of policy or procedure to their supervisor or another person in charge;
- (e) Comply with the relevant legislation, codes and guidelines; and
- (f) Notify their manager or supervisor if they do not understand any part of the policy or procedure

**Managers and Supervisors** must:

- (a) Make sure their people are aware of this Policy and accompanying procedure by discussing, reinforcing and promoting this policy
- (b) Ensure the procedures for addressing and managing conflicts of interest are complied with in line with policy and procedure; and
- (c) Follow the procedure if an actual or perceived conflict of interest arises.

The Company Secretary must maintain the Conflict of Interest Register of Declarations.

**The Executive General Manager** Human Resources and Stakeholder Engagement must:

- (a) Ensure all Stanwell people are trained about this Policy, procedure and the relevant legislation, codes and guidelines;

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- (b) Give advice, assistance and encouragement about the policy and procedure;
- + + (c) From time to time, review the Conflict of Interest Register of Declarations, policy, procedure and any changes in the law, and make recommendations regarding any necessary policy changes and implications; and
- + (d) Advise the Stanwell Board and Executive Management Team about policy changes and implications for the policy and procedure.
- + The Executive Management Team members must comply with the procedure and make sure that the policy and procedure are followed.

The Board must comply with this Conflicts of Interest Procedure and have ultimate accountability for the Conflicts of Interest Policy and Conflicts of Interest Procedure however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

**Examples:**

- During a tendering process you become aware that a family member's company is tendering for the contract. You are on the selection panel. You must withdraw from the tendering process and advise the General Manager of the situation.
- A project that you are involved in is located in an area where you own property. The project may affect your land. Your personal interests may be in conflict with Stanwell's interest and you should speak with your supervisor about how to manage the situation in line with the Procedure.



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## Policy Statement

The Gifts and Benefits Policy sets out expectations of Stanwell employees when accepting gifts and benefits from other parties.

It is not wrong to receive a gift or benefit, however, sometimes it may appear to compromise an employee's integrity or create an actual, potential or perceived conflict of interest for those who do so.

Stanwell wants to ensure that all employees understand what to do if offered a gift or benefit while working for the organisation.

## Scope

This Policy applies to all employees including Directors, Chief Executive Officer, General Managers and contractors working at or for Stanwell.

## Objectives

At Stanwell we have an obligation to demonstrate accountability and transparency of all our actions/dealings in commercial and business activities. Employees must only accept a gift or benefit if they follow the Gifts and Benefits Procedure.

## Policy Outline

Stanwell employees must take particular care in offering gifts or benefit to others in order to avoid any possible conflict of interest and any potential perception of commercial incentive. If accepting a gift or benefit in accordance with the procedure it belongs to Stanwell, but the procedure sets out when an employee may keep that gift or benefit.

The procedure also sets out when employees **may** and when they **may not** accept a gift or benefit.

In particular:

- Employees must never accept a gift or benefit or invitation that might be seen to influence them in carrying out their duties with Stanwell;
- Employees must never accept money or items that can be readily converted to cash such as cheques, money orders, travellers' cheques, lottery tickets or shares. If an employee is offered any of those, they must decline it and tell their supervisor immediately about the offer;
- Employees must not accept questionable gifts such as interstate or overseas sporting events, pleasure trips, services, payments, refunds, rebates, special discounts and loans not on commercial terms or not from lending institutions.
- Extravagant gifts of any kind such as excessive entertaining or excessive use of corporate boxes should be avoided as it creates the perception that the giver and receiver may be open to subtle persuasion.
- Employees must never accept drugs or other controlled substances.
- Employees must tell their supervisor about all gifts, benefits and invitations offered to them.



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+ + **All gifts and benefits (excluding food and beverage less than \$75 are reportable and must be recorded in the Stanwell Register of Gifts and Benefits.)**

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+ Employees do not have to report gifts such as:

- + • benefits obtained through normal performance based contractual arrangements;
- donations, bequeaths and transfers;
- recognition of work performance or the company's significant achievements; and
- low value promotional items displaying company logos.

If an employee has any doubt about whether to accept a gift, benefit or invitation, they must speak with their supervisor.

To help employees follow this policy, Stanwell will:

- (e) Provide education and training about this policy and procedure;
- (f) Maintain a procedure to explain what employees must do if offered a gift;
- (g) Maintain a register to record the receipt of all gifts and benefits; and
- (h) Tell suppliers and potential suppliers about the policy.

## Responsibilities

All Stanwell people are responsible for making this policy work.

**All employees** must:

- (a) Perform their duties with fairness and integrity;
- (b) Comply with the policy and procedure; and
- (c) Notify their manager or supervisor if they do not understand any part of the policy and procedure.

**Managers and Supervisors** must:

- Ensure their staff and contractors know about the policy and procedure

The Company Secretary must maintain the Register of Gifts and Benefits.

**The Executive General Manager Human Resources and Stakeholder Engagement** must:

- (d) Ensure all employees are trained about this Policy, procedure and the relevant legislation, codes and guideline;
- (e) Give advice, assistance and encouragement about the policy and procedure;
- (f) From time to time, review the Register of Gifts and Benefits, policy, procedure and any changes in the law, and make recommendations regarding any necessary policy changes and implications; and



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- (g) Advise the Stanwell Board and the Executive Management Team about policy changes and implications for the policy and procedure.

The Executive Management Team members must comply with the procedure and make sure that the policy and procedure are followed.

The Board must comply with this Conflicts of Interest Procedure and has ultimate accountability for the Gifts and Benefits Policy and the Gifts and Benefits Procedure however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

**Examples:**

- A long-term supplier and contract invites you to the football. The ticket is worth \$50. you must tell your supervisor about the invitation. If you can accept the invitation in accordance with the Gifts and Benefit Procedure and other relevant Policies, you have to ensure it is recorded in the Register of Gifts and Benefits.
- You are negotiating a contract with several tenderers. One of the tenderers offers you a weekend away at a resort for you and your partner. You must refuse the offer and immediately report the matter to your supervisors.



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## Policy Statement

This Confidential Information Policy sets out expectations about the way in which confidential information is to be dealt with at Stanwell.

Information about Stanwell and its business may be commercially sensitive and confidential. Stanwell may also owe obligations of confidentiality to the third party in relation to confidential information of that party.

Stanwell wants to ensure that all employees understand their obligations concerning confidential information.

## Scope

This Confidential Information Policy applies to all confidential information which is defined as:

- Information of a sensitive, personal or commercial nature made available to you in connection with your role that could cause harm if disclosed other than in accordance with its intended purpose or target audience. It includes but is not limited to trade secrets, techniques, administration, marketing and business methods and unpublished financial information.

## Objectives

All employees have a duty to Stanwell not to use or disclose any confidential information obtained because of their relationship with Stanwell. Stanwell may also owe obligations of confidentiality to the third party in relation to confidential information of that party. All employees must comply with these obligations when dealing with any confidential information of that third party.

## Policy Outline

Employees must only deal with confidential information in the way set out in our Confidential Information Procedure.

The procedure sets out how and when employees may deal with confidential information.

Generally:

- Employee must not disclose confidential information to anyone outside of Stanwell;
- Sometimes an employee may not disclose it to other Stanwell employees or contractors; and
- Must immediately report any breach of obligations of confidentiality of which an employee becomes aware.

**In particular, employees must never use or disclose confidential information to gain a benefit for themselves or someone else.**

If an employee has any doubt about whether they can use or disclose confidential information, they must speak with their supervisor.



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Stanwell aims to address breaches or concerns promptly and professionally. If a breach is reported or a concern is raised, the procedure must be followed.

To help employees follow this policy, Stanwell will:

- (a) Provide education and training about this Policy, the procedure and obligations under the relevant legislation, codes and guidelines;
- (b) Maintain a procedure to set out what confidential information is and how to deal with it;
- (c) Provide adequate resources to manage and investigate breaches of the policy and procedure; and
- (d) Encourage employees to tell their supervisor or another person in charge if they become aware of a breach relating to confidential information.

## Responsibilities

All Stanwell employees are responsible for making this policy work.

**All employees** must:

- (a) Not use or disclose any confidential information for any purposes other than to carry out their responsibilities for Stanwell or as permitted by Stanwell;
- (b) Maintain any confidential information for which they are responsible in the manner required by the policy and procedure.
- (c) Comply with the policy, procedure relevant legislation, codes and guidelines;
- (d) Report any breaches of policy or procedure to their supervisor or another person in charge;
- (e) Comply with the relevant legislation, codes and guidelines; and
- (f) Ask their manager or supervisor if they do not understand any part of the policy and/or procedure, or if they are unsure if the information is confidential.

**Managers and Supervisors** must:

- (a) Make sure their people are aware of this Policy and procedure by discussing, reinforcing and promoting this policy
- (b) Ensure the procedures for using, disclosing and maintaining confidential information are complied with in line with policy and procedure; and
- (c) Follow the procedure if a concern is raised or a breach is reported.

**Executive and General Managers** must:

- (a) Ensure all employees are trained about this policy and procedure;
- (b) Give advice, assistance and encouragement about the policy and procedure;
- (c) Ensure appropriate records are kept about every breach.

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The Board has ultimate accountability for the Confidential Information Policy and Confidential Information Procedure however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

#### Examples:

- A contractor who is working for Stanwell needs plans and documents to do their work. You must ensure that:
  1. you are able to provide this information to the contractor; and
  2. if the information can be provided to the contractor, the contractor signs a confidentiality agreement before giving them information about Stanwell.
- You have left Stanwell to work at another company. You must not use confidential information about Stanwell at your new employer.



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## Policy Statement

This Securities Trading Policy sets out the position on trading in securities by Stanwell's directors and employees.

In working with Stanwell employees may obtain information about a company which isn't generally available. Under the *Corporations Act 2001 (Cth)*, insider trading is a criminal offence. It also damages Stanwell's reputation and business interests.

Stanwell wants to ensure that all employees understand their obligation not to engage in insider trading.

## Scope

This Securities Trading Policy applies to Stanwell's Directors and employees, and all contractors working at or for Stanwell.

## Objectives

This Securities Trading Policy applies to trading in securities:

- **Trading in** means buying, selling or otherwise dealing in (for example getting an option to buy).
- **Securities** includes any listed class of share, right, share option, convertible note, bond or warrant in respect of any entity listed on the Australian Stock Exchange or a foreign stock exchange.

## Policy Outline

This policy is about the use of inside information.

Inside information is information that:

- Isn't generally available; and
- If it were generally available, it would – or would be likely to – influence people in deciding whether to buy or sell particular securities.

If an employee has any doubt about whether they can use or disclose confidential information, they must speak with their supervisor.

Stanwell aims to address breaches or concerns promptly and professionally. If a breach is reported or a concern is raised, the procedure must be followed.

To help employees follow this policy, Stanwell will:

- (e) Provide education and training about this Policy, the procedure and obligations under the relevant legislation, codes and guidelines;
- (f) Maintain a procedure to set out what confidential information is and how deal with it;
- (g) Provide adequate resources to manage and investigate breaches of the policy and procedure; and



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- (h) Encourage all employees to tell their supervisor or another person in charge if they become aware of a breach relating to confidential information.

## Responsibilities

All Stanwell employees are responsible for making this policy work.

**All employees** must:

- (g) Not use or disclose any confidential information for any purposes other than to carry out their responsibilities for Stanwell or as permitted by Stanwell;
- (h) Maintain any confidential information for which they are responsible in the manner required by the policy and procedure.
- (i) Comply with the policy, procedure relevant legislation, codes and guidelines;
- (j) Report any breaches of policy or procedure to their supervisor or another person in charge;
- (k) Comply with the relevant legislation, codes and guidelines; and
- (l) Ask their manager or supervisor if they do not understand any part of the policy and/or procedure, or if they are unsure if the information is confidential.

**Managers and Supervisors** must:

- (d) Make sure their people are aware of this Policy and procedure by discussing, reinforcing and promoting the this policy
- (e) Ensure the procedures for using, disclosing and maintaining confidential information are complied with in line with policy and procedure; and
- (f) Follow the procedure if a concern is raised or a breach is reported.

**Executive and General Managers** must:

- (d) Ensure all employees are trained about this policy and procedure;
- (e) Give advice, assistance and encouragement about the policy and procedure;
- (f) Ensure appropriate records are kept about every breach.

The Board has ultimate accountability for the Confidential Information Policy and Confidential Information Procedure however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

Examples:

- A contractor who is working for Stanwell needs plans and document to do their work. You must ensure that:
  - 3. you are able to provide this information to the contractor; and
  - 4. if the information can be provided to the contractor, the contractor signs a confidentiality agreement before giving them information about Stanwell.
- You have left Stanwell to work at another company. You must not use confidential information about Stanwell at your new employer.



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# Policy

## GOC Corporate Responsibility



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## Policy Statement

This GOC Corporate Responsibility Policy sets out the expectations about the way in which Stanwell will comply with its obligations as a Queensland Government owned corporation (GOC) established under the Government Owned Corporations Act 1993 (Cth) (GOC Act).

Stanwell wants to ensure that all employees understand what is expected from Stanwell as a GOC.

## Scope

This policy applies to Stanwell generally and more specifically the Board and the Executive Management Team (EMT).

This policy must be followed by Stanwell directors and employees, and by all contractors working at or for Stanwell.

## Objectives

Stanwell will comply with all of the obligations of Stanwell as a GOC and as a corporation generally under all legislation, codes and guidelines that relate to us.

## Policy Outline

Stanwell will conduct the activities of Stanwell and provide information to Stanwell shareholders in accordance with the requirements set out in the GOC Act.

To help employees follow this policy, Stanwell will:

- (a) Provide education and training about this policy and obligations under the relevant legislation codes and guidelines; and
- (b) Promote awareness of this policy.

## Responsibilities

All Stanwell employees are responsible for making this policy work.

**Everyone** must:

- (a) Comply with this policy, for example:
  - i) Directors, may be responsible for reporting to the Shareholding Ministers
  - ii) Employees or contractors working at Stanwell may have decision-making responsibilities which require them to make decisions with reference to the principle set out in the GOC Act;

The Executive Management Team must follow this policy and must also ensure that this policy is followed.

# Policy

## GOC Corporate Responsibility



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The Board has ultimate accountability for the GOC Responsibility Policy and any procedures which may be implemented however this may be delegated to the Chief Executive Officer to review and amend this Policy where required.

## Communication Plan

The policy will be communicated to key stakeholders using education and training as detailed above and via email using the Hummingbird Workflow distribution mechanism.

## Definitions

**Benefit:** Includes gifts, hospitality, travel, gratuity, remuneration (other than salary), allowances, fees, subsidies, consideration, free service, privilege and entertainment or any gift of valuable property, whether of a personal nature or otherwise including money, display items, furniture, jewellery, and personal items containing precious metals and stones.

**Compliance:** Ensuring that the requirements of laws, regulations, by laws, Codes and organisational standards are met.

**CMC Liaison Officer:** Manager – Internal Audit is the Crime and Misconduct Liaison Officer within Stanwell

**Confidential information:** Information of a sensitive, personal or commercial nature made available to you in connection with your role that could cause harm if disclosed other than in accordance with its intended purpose or target audience.

**Conflict of interest:** Refers to a conflict between a private interest and official duty. For example, being in a position to use knowledge, access to resources or influence for improper purposes or private interests, or for any gain or benefit to you or another person.

An actual conflict of interest exists when a reasonable person, in possession of the relevant facts, would conclude that a person's private interests interfere, or are likely to interfere, with the proper performance of his or her duties. Some examples include where you are in a position to authorise contracts for services when you have a direct or indirect interest in the contracted company, or the provision of private consultancy services in a field of work which is the same or in direct competition with your role.

A potential conflict of interest arises where a person's private interests may be the basis for a conflict with the person's duties and responsibilities. For example, where a person is planning to become involved in the business of a supplier to Stanwell while still working for Stanwell.

**Contractor:** means any person engaged by Stanwell to provide services who is not an employee.

**Disciplinary action:** Action taken as a result of the disciplinary process and is always the outcome of a substantiated allegation or assessment which involves a penalty.

**Employee:** means any person employed by Stanwell

# Policy

## GOC Corporate Responsibility



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**Executive Management:** Chief Executive Officer, Executive General Managers and General Managers.

**Fraud:** The intentional use of false representations or deception to avoid an obligation or gain unjust advantage.

**Legal Compliance:** Effective control of legal risks in order to ensure that the law is complied with (due diligence).

**Impartiality:** Complying with the law and company policies without bias or favour.

**Integrity:** Acting honestly and to be seen to be acting honestly.

**Intellectual property:** An invention, original work or a product development, which can be protected under legislation and common law depending on the type of intellectual property involved.

**Managers:** Managers, Team leaders, Site Managers and Department Heads (excluding Executive General Managers).

**Organisational standards:** Any code of ethics, codes of conduct, good practices and charters that Stanwell may deem appropriate standards for day to day operations.

**Representatives:** Representatives include Board members, employees (full-time, part-time and casual), agents and contractors.

**Visitor:** means any person visiting sites operated and maintained by Stanwell.

## Review

This Policy will be reviewed by the Board at least every three years.

## Links and References

- All Commonwealth and State laws, regulations, standards, guidelines, policies applicable to Stanwell's operations (as listed in Schedule 2 of the Legal Compliance System);
- [Prevention of Fraud and Dishonesty / Whistleblower Procedure](#)
- [Integrity Act 2009 \(Qld\)](#)
- [Crime and Misconduct Act 2001 \(Qld\)](#)

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