MHR CODE OF BUSINESS CONDUCT AND ETHICS

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Approving body		Risk Management team	
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1. PURPOSE

This Code sets the minimum standards of ethical and professional conduct for people who work for, represent, or provide services through MHR. It supports responsible decision-making across recruitment, registration, credentialing, onboarding, placement, booking, payroll and billing support, client service, marketing, digital platforms, and administration.

Where this Code does not provide a clear answer, guidance must be sought before acting. More specific legal, professional, contractual, client, or policy requirements continue to apply. Questions regarding the interpretation or application of this Code must be referred to the appropriate MHR regional management team or designated document owner before proceeding.

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2. SCOPE

This Code applies to:

- All MHR permanent employees since they are responsible for implementing MHR's business procedures;
- MHR panel members;
- contractors, consultants, service providers, suppliers and other parties acting for or on behalf of MHR;
- directors or members of governing structures, where applicable; and
- applicants and candidates participating in an MHR process.

Panel members must also comply with the rules, policies, procedures and lawful instructions of the client facility where they are assigned, as well as the ethical and professional standards of their relevant statutory or professional body.

The requirements, responsibilities and consequences applicable to a person will depend on the nature of that person's relationship with MHR. Nothing in this Code creates an employment relationship where one does not otherwise exist.

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3. ETHICAL FOUNDATION

- **Client centred:** Understand needs, communicate clearly, deliver on commitments and manage service experiences responsibly.
- **Trusting and respectful:** Treat people with dignity, respect privacy, welcome constructive feedback and value different perspectives.
- **Patient safety focused:** Place appropriately registered, competent and suitably experienced professionals, and address safety risks promptly.
- **Performance driven:** Take ownership, maintain accurate records, address problems and use resources responsibly.
- **Team orientated:** Share relevant information, collaborate and raise concerns early.

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4. DEFINITIONS

Term/Abbreviation	Definition/Description
MHR panel member	A candidate successfully registered with MHR.
Confidential information	Non-public personal, professional, health, commercial, client or MHR information.
Conflict of interest	A personal, family, financial or outside interest that could influence, or appear to influence, an MHR decision or duty.

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5. INDIVIDUAL RESPONSIBILITY

Everyone within the scope of this Code must:

- comply with this Code and requirements relevant to their role;
- act only within delegated authority and not enter into contracts, make commitments, sign documents, represent MHR or use MHR branding, letterheads or other official communications unless properly authorised;
- keep required registrations, licences, certificates, training and personal details current;
- provide accurate, complete and truthful information and records;
- complete required training and cooperate with lawful audits and investigations;
- seek guidance and report suspected misconduct, risks or breaches promptly; and
- refuse to participate in conduct that the person reasonably believes to be unlawful, fraudulent, corrupt, unsafe or contrary to this Code.

Managers must foster an ethical and respectful working environment, communicate expectations clearly, consider concerns impartially, protect confidentiality as far as reasonably possible, support individuals who raise concerns in good faith, and take appropriate action to address misconduct, risks or non-compliance.

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6. ETHICAL DECISION MAKING

Before acting, ask:

- Is it lawful and permitted by MHR and the client facility?
- Is it consistent with the relevant agreement, policy, procedure and professional standard?
- Does it protect patients, colleagues, panel members, applicants, clients and MHR from harm or unnecessary risk?
- Is the information accurate, complete and appropriately authorised?
- Would I be comfortable if this decision were reviewed by my manager, the client, a regulator or the public?
- Is my decision or judgement free from any undisclosed personal, family, financial or outside interest that could influence, or appear to influence, it?

If the answer to any of these questions is **'No'**, unclear or uncomfortable, stop and seek guidance before proceeding.

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7. REPORTING CONCERNS

Report concerns relating to misconduct, unethical conduct, fraud, corruption, non-compliance, patient safety, information security, workplace conduct, or other risks promptly through an authorised MHR reporting channel.

Emergency or immediate patient safety matters must first be escalated through the client facility's clinical or emergency processes and then reported to MHR.

Reports and concerns will be handled as sensitively as reasonably possible, subject to legal and operational requirements.

No person may be disadvantaged, victimised, intimidated, retaliated against, or otherwise suffer any occupational detriment for making a good-faith or protected report, raising a concern, seeking guidance, cooperating with an investigation, or refusing to participate in conduct they reasonably believe to be unlawful, fraudulent, unsafe, or contrary to this Code.

A person who is the subject of a report, or whose independence could reasonably be questioned, may not receive, assess, investigate, review, or make decisions on the matter.

Permanent MHR employees must report concerns in accordance with the reporting procedures and channels prescribed in the policies and procedures applicable to permanent employees.

All other individuals and parties within the scope of this Code may report concerns through the MHR reporting channels set out below:

7.1 MHR internal reporting channels

- **MHR Central (Eastern Cape, Free State, KwaZulu-Natal and Northern Cape)**
  events.central@mhr.co.za
- **MHR North (Gauteng, Limpopo, Mpumalanga and North West)**
  events.north@mhr.co.za
- **MHR Western Cape (all Southern and Western Cape locations)**
  events.wc@mhr.co.za

Where a concern is received by a person who is not authorised to manage it, that person must maintain appropriate confidentiality and refer it promptly to the appropriate authorised function.

7.2 Anonymous reporting

Concerns may be submitted anonymously through the MHR Anonymous Feedback Page. Anonymous reporting may limit MHR's ability to investigate the matter, obtain additional information, provide feedback or protect the reporting person.

7.3 Alternative reporting

Where the usual recipient is implicated in the matter or cannot reasonably be regarded as independent, the concern must be reported through the approved alternative reporting channel.

For detailed reporting procedures, confidentiality requirements, investigation processes, reporting channels, external disclosures and protections available under applicable legislation, refer to the **MHR Whistleblowing and Protected Disclosures Policy**.

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8. RESPECTFUL AND FAIR TREATMENT

MHR is committed to maintaining a professional, inclusive and respectful environment in which all persons are treated with dignity, fairness and respect.

Bullying, harassment, victimisation, intimidation, unfair discrimination, retaliation and other forms of inappropriate or abusive conduct are prohibited.

Concerns relating to workplace behaviour must be addressed promptly, objectively and in accordance with the applicable policy, procedure and legal requirements.

For detailed requirements and procedures, refer to the **MHR Workplace Behaviour and Harassment Policy**, **MHR Grievance Procedure** and the applicable **MHR Corrective Counselling and Disciplinary Procedure**.

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9. PATIENT SAFETY, PROFESSIONAL PRACTICE AND QUALITY

Patient safety is a fundamental priority. MHR employees and panel members must:

- ensure that placements and bookings are consistent with verified qualifications, professional council registration status, competence, experience and scope of practice;
- provide accurate, complete and truthful information regarding identity, criminal record, qualifications, professional registration status, experience and any other information required by MHR or its clients;

- comply with applicable clinical, safety, infection prevention, occupational health and client-facility requirements;
- promptly report incidents, near misses, injuries, exposures, concerns and unsafe conditions through the required client and MHR reporting channels;
- maintain professional boundaries and report for duty fit, able and appropriately authorised to perform their duties safely;
- perform only work that falls within their competence, scope of practice and registration requirements; and
- prioritise patient welfare and take reasonable steps to prevent or reduce risks to patient safety.

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10. HONEST RECORDS, TIME, BOOKINGS, BILLING, PAYMENTS AND FRAUD PREVENTION

MHR records must be accurate, complete, timely and supported by appropriate documentation where required.

No person may:

- falsify, conceal or improperly alter any record;
- claim for time worked, expenses incurred or services provided that were not actually worked, incurred or provided;
- conceal an error, duplicate payment, overpayment or other irregularity;
- create or process a fictitious transaction, booking, claim or payment; or
- manipulate a process, approval, record, report or system for personal gain or any other improper benefit.

Known or suspected errors, fraud, irregularities or financial misconduct must be reported promptly through the approved MHR reporting channels.

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11. ANTI-BRIBERY, CORRUPTION AND IMPROPER BENEFITS

MHR does not tolerate bribery, corruption, kickbacks, facilitation payments, or any other improper benefit. No person may offer, request, give, or accept anything intended to influence a recruitment, registration, placement, booking, supplier, procurement, payment, or other business decision.

Recruitment referral fees may only be paid in accordance with the **MHR Recruitment Referral Fee Policy** and applicable eligibility criteria.

Gifts, hospitality, entertainment, travel, discounts, or other benefits may be offered or accepted only when lawful, modest, infrequent, transparent, and permitted by an applicable approval process. Cash and cash equivalents may not be offered or accepted.

All gifts, hospitality, sponsorships, donations, discounts and related expenditure must be properly authorised, accurately recorded, and processed in accordance with applicable approval, accounting, and record-keeping requirements.

Bribes, improper benefits, or other prohibited payments may not be offered, requested, given, or accepted directly or indirectly through an employee, panel member, agent, intermediary, supplier, consultant, candidate or other third party.

Report suspected bribery, corruption, fraud, financial misconduct, or improper influence promptly through an authorised reporting channel.

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12. INCENTIVES, REWARDS AND TAX COMPLIANCE

All incentives, bonuses, commissions, awards, vouchers, allowances, reimbursements and other employee benefits must be lawful, properly authorised, accurately recorded, and processed through approved MHR processes and controls.

No person may:

- offer, approve, process or accept an incentive or benefit intended to improperly influence a business decision;
- disguise remuneration, taxable benefits or any payment as another type of transaction;
- make or receive unauthorised payments outside approved processes;
- provide false or misleading information relating to incentives, benefits or tax matters; or
- structure payments or benefits to avoid approval, reporting or tax requirements.

Incentives, rewards and benefits must comply with applicable tax legislation. Where a payment or benefit constitutes remuneration or a taxable fringe benefit, it must be recorded, reported and taxed in accordance with legal requirements.

Any suspected irregularity relating to incentives, benefits, payroll transactions or tax compliance must be reported promptly through an authorised reporting channel.

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13. CONFLICTS OF INTEREST AND OUTSIDE WORK

A conflict of interest arises when personal, family, financial or outside interests could influence, or appear to influence, an MHR decision or duty. Actual, potential and perceived conflicts of interest must be disclosed promptly and managed through the approved process.

Examples include:

- participating in recruitment, placement, supplier, procurement or payment decisions involving a family member, close associate or personal business interest;
- using confidential MHR or client information for personal benefit;
- directing candidates, panel members or suppliers to a business in which the employee or a related person has an interest;
- working for or assisting a competitor, supplier or client in a manner that conflicts with MHR duties;
- using MHR time, systems, contacts, equipment or business opportunities to operate a private business; and
- accepting outside work that affects availability, performance, confidentiality, patient safety or compliance with working-hour requirements.

Outside work is not automatically prohibited, but it must comply with contractual requirements, be disclosed where required, and must not create a conflict of interest, confidentiality risk, patient-safety risk or other business risk.

Until a conflict of interest has been assessed and an appropriate management measure approved, the person must not participate in, influence or attempt to influence the relevant decision, transaction, appointment, placement, booking, procurement or payment.

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14. FAIR COMPETITION, SUPPLIERS AND BUSINESS PARTNERS

MHR competes and conducts procurement fairly, ethically and lawfully. Employees must not enter into improper arrangements with competitors, misuse confidential information, manipulate quotations, improperly share commercially sensitive information, or favour a supplier, client, or business partner for personal benefit.

Suppliers and business partners must be selected using approved, transparent, objective, and business-related criteria. They are expected to comply with applicable legal, ethical, privacy, labour, health, safety, and human rights requirements relevant to the services they provide.

Risk-based due diligence, approvals and reasonable monitoring must be completed where required before and during the business relationship. No person may bypass procurement or onboarding controls, manipulate quotations, or use an intermediary to avoid an approval or compliance requirement.

Business decisions must be made in the best interests of MHR and must not be influenced by personal interests, improper benefits, or undisclosed conflicts of interest.

Employees may not engage in anti-competitive conduct. This includes price-fixing, market allocation, collusive tendering (bid-rigging), the exchange of commercially sensitive information with competitors, or any agreement, arrangement, or concerted practice that unlawfully restricts competition or contravenes applicable competition legislation.

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15. MHR AND CLIENT RESOURCES

MHR and client funds, equipment, systems, data, information, intellectual property, work time, and facilities must be used responsibly and securely, and only for authorised business purposes. Theft, fraud, waste, misuse, deliberate damage and unauthorised use are prohibited.

Only approved and licensed software, approved systems and authorised applications may be used for business activities.

Documents, training material, databases, reports, templates, processes, trademarks, copyrights and other intellectual property belonging to MHR, its clients or other authorised parties may not be copied, shared, altered, disclosed or used except as authorised and for legitimate business purposes.

Any loss, theft, damage, misuse or unauthorised access to MHR or client resources must be reported promptly through the appropriate reporting channels.

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16. CONFIDENTIALITY, PRIVACY AND INFORMATION SECURITY

MHR employees and panel members must protect personal, confidential, commercial, professional and health-related information and use it only for authorised purposes. They must access only information required for their duties, use approved systems and channels, safeguard access credentials and promptly report actual or suspected privacy or information-security incidents.

Patient information must remain within the authorised clinical and client environment and may not be photographed, copied, disclosed, posted on social media or used for personal purposes.

For detailed requirements, refer to:

- **MHR Confidentiality Policy**, applicable to MHR panel members; and
- **MHR Data Privacy Policy**, applicable to permanent MHR employees and temporary employees working in an MHR office.

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17. DIGITAL CONDUCT, SOCIAL MEDIA AND ELECTRONIC COMMUNICATION

Only the MHR Managing Director may communicate with the media, issue official statements, or otherwise represent MHR externally. Enquiries from journalists, media representatives, or other external parties must be referred to the MHR Managing Director.

When using digital platforms, social media, messaging applications, or other electronic communication channels, employees and panel members must not:

- disclose confidential, personal, patient, candidate, panel member, client, or business information;
- post, share, or distribute photographs, recordings, documents, or information obtained through MHR or a client facility without proper authorisation;
- present personal views as the official position of MHR or its clients;
- make false, misleading, defamatory, discriminatory, harassing, abusive, or otherwise inappropriate statements relating to MHR, its clients, colleagues, candidates, panel members, or patients;
- use MHR or client branding, logos, intellectual property, or content without authorisation; or
- use digital platforms in any manner that could compromise confidentiality, information security, professional standards, or the reputation of MHR or its clients.

Refer to the **Social Media Usage Policy** for permanent MHR employees and panel members for further guidance.

Nothing in this section prevents the lawful reporting of concerns through authorised reporting channels or the making of protected disclosures in accordance with applicable legislation and the **MHR Whistleblowing and Protected Disclosures Policy**.

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18. RESPONSIBLE USE OF ARTIFICIAL INTELLIGENCE

Use artificial intelligence tools only when authorised and in accordance with MHR requirements. Users remain accountable for the accuracy, fairness, confidentiality and appropriateness of AI-assisted work.

Do not enter patient information, candidate or panel member personal information, confidential business information, credentials or client data into an unapproved AI tool. AI output must be checked by a competent person before it is used for recruitment, communication, reporting, operational or clinical-support purposes. AI must not be used as the sole basis for decisions that materially affect a person.

AI-generated content must not be represented as verified fact until it has been reviewed, corrected where necessary and approved by a person with the appropriate authority and subject-matter competence.

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19. HEALTH, SAFETY AND ENVIRONMENT

Everyone must take reasonable care of their own health and safety and that of others who may be affected by their conduct. Report hazards, injuries, unsafe practices, defective equipment and environmental incidents through the applicable MHR or client process.

MHR encourages the responsible use of paper, energy, water, travel and other resources, and expects waste to be reduced and disposed of appropriately, particularly where confidential information or healthcare-related materials are involved.

Employees and panel members must not report for duty or perform work while impaired by alcohol, medication, cannabis, any other substance, or any condition that could compromise safety, judgement, performance, patient care, or compliance with applicable requirements.

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20. COMPLIANCE, INVESTIGATIONS AND CONSEQUENCES

A suspected breach will be addressed fairly, impartially and proportionately under the agreement, policy or procedure applicable to the person’s relationship with MHR. Everyone is expected to cooperate honestly, preserve relevant information and maintain confidentiality. Interference with an investigation, destruction or alteration of records, intimidation of witnesses and retaliation are prohibited.

A breach of this Code may result in corrective, contractual, or disciplinary action; removal from an assignment or the MHR panel; termination of a business relationship; recovery of losses; referral to a client, professional body, regulator or law-enforcement authority; or other lawful action, depending on the circumstances. Any action taken must follow the applicable agreement, policy and legal requirements.

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21. GOVERNANCE AND IMPLEMENTATION

The designated MHR document owner is responsible for coordinating implementation, communication, training, monitoring and review of this Code.
MHR leadership is responsible for promoting an ethical culture and ensuring that appropriate procedures and reporting channels are available.

The Code must be reviewed periodically when significant legal, organisational, operational or policy changes occur. Current approved policies and procedures take precedence where they impose more specific or stricter requirements.

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22. LEGISLATIVE AND REGULATORY FRAMEWORK

Legislative references

This Code supports compliance with applicable South African legislation, regulations, professional standards, contractual obligations and client requirements, including the following where relevant:

- **Basic Conditions of Employment Act 75 of 1997** – employment conditions and working time.
- **Code of Good Practice on the Prevention and Elimination of Harassment in the Workplace, 2022** – workplace conduct and harassment prevention.
- **Companies Act 71 of 2008** – corporate governance and accountability.
- **Competition Act 89 of 1998** – fair competition and anti-competitive conduct.
- **Constitution of the Republic of South Africa, 1996** – dignity, equality and fair labour practices.
- **Consumer Protection Act 68 of 2008** – fair and lawful business practices.
- **Copyright Act 98 of 1978** and **Trade Marks Act 194 of 1993** – intellectual property protection.
- **Cybercrimes Act 19 of 2020** – cybercrime, systems and data protection.
- **Electronic Communications and Transactions Act 25 of 2002** – electronic communications, records and transactions.
- **Employment Equity Act 55 of 1998** – equality, non-discrimination and fair treatment.
- **Employment Services Act 4 of 2014** – recruitment and employment services.
- **Income Tax Act 58 of 1962** (including the Fourth and Seventh Schedules) – remuneration, employees' tax and taxable benefits.
- **Labour Relations Act 66 of 1995** – labour relations, discipline and workplace rights.
- **National Health Act 61 of 2003** – patient rights, health services and health information.
- **Occupational Health and Safety Act 85 of 1993** – workplace health and safety.
- **Prevention and Combating of Corrupt Activities Act 12 of 2004** – bribery, corruption and improper influence.
- **Protected Disclosures Act 26 of 2000**, as amended – reporting of wrongdoing and protection against occupational detriment.
- **Protection of Personal Information Act 4 of 2013 (POPIA)** – privacy and protection of personal information.
- **Tax Administration Act 28 of 2011** – tax administration, reporting and compliance.
- Professional legislation, ethical rules and standards applicable to healthcare professionals.

This list is not exhaustive. Additional legal, regulatory, professional, contractual and client-specific requirements may apply depending on the circumstances and the individual's role.

Policies and Procedures

- Applicable client clinical, safety, privacy, information security and incident reporting policies;
- Applicable client and Mediclinic anti-bribery, fraud risk, information security, acceptable use, social media, artificial intelligence (AI), records management, and occupational health and safety policies;
- Applicable recruitment, screening, registration, credentialing, onboarding, booking, attendance, timesheet, payroll, billing and expense procedures;
- MHR Client Agreement;
- MHR Confidentiality Policy for Panel Members;
- MHR Corrective Counselling and Disciplinary Procedure;
- MHR Data Privacy Policy;
- MHR Event Reporting and Management Documents and Incident Reporting Process;
- MHR Grievance Procedure and Grievance Form;
- MHR Panel Member Agreement;
- MHR Recruitment Referral Fee Policy;
- MHR Social Media Usage Policy for Panel Members and Permanent Employees;
- MHR Whistleblowing and Protected Disclosures Policy; and
- MHR Workplace Behaviour and Harassment Policy.
