

YAYASAN DAYADIRI

CODE OF CONDUCT AND ETHICS

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1. About Yayasan DayaDiri

- 1.1 Yayasan DayaDiri (“**Foundation**”) was established to advance, uplift and benefit the Bumiputra community in Malaysia.
- 1.2 Through the Foundation’s grant-making programs, the Foundation seeks to benefit the Bumiputera community and promote any other objects useful for the community or country.

2. Code of Ethics & Conducts

2.1 Introduction

- 2.1.1 As a charitable organisation, and in pursuit of its philanthropic objectives, the Foundation has always striven to uphold the highest standards of honesty, probity, integrity and fairness in all of its dealings, and by taking measures to assure that decisions are not influenced by self-interest.
- 2.1.2 This Code of Ethics & Conducts (“**Code**”) is intended to serve as a guide to the everyday professional conduct of:
- all employees of the Foundation including full time or permanent employees of the Foundation (“**Employees**”),
 - all trustees of the Foundation (“**Trustees**”) in the Foundation’s efforts to advance, uplift and benefit the underserved communities in Malaysia and create a healthy working environment; and
 - all third parties (“**Third Parties**”) who have any dealings with the Foundation.
- 2.1.3 The Foundation is committed to the public good, accountability to the public, responsible stewardship of resources and the highest ethical standards. This Code does not cover every issue that may arise, but sets out basic principles to guide all Employees, Trustees and Third Parties. Any Employees, Trustees or Third Parties who believe a breach of the Code has taken place should report such breach in accordance with the procedures set out in **Paragraph 6 (Whistleblowing Policy) of the Code**.
- 2.1.4 All Employees must sign and return a copy of the Declaration Form appended in **Appendix A** certifying that they have read and understood this Code, and agree to comply with it.
- 2.1.5 This Code shall be effective on 1 June 2020.

2.2 Personal and Professional Integrity

- 2.2.1 All Employees, Trustees and Third Parties are expected to:
- (a) respect all people (including the communities the Foundation works with and serves), their ideas and cultures;
- (b) exercise integrity in their actions and take decisions solely in the interests of the Foundation;
- (c) be responsible for their decisions and their consequences, and committed to:
- acting honestly, truthfully and with integrity in all the Foundation’s transactions and dealings.
 - avoiding conflicts of interest and the appropriate handling of actual or apparent conflicts of interest involving the Foundation.
 - treating the Foundation’s scholars and grantees fairly, and treating every individual or organisation with dignity and respect.

- treating Employees with respect, fairness and good faith, and providing conditions of employment that safeguard their rights and welfare.
- acting responsibly toward the communities in which the Foundation works and for the benefit of the communities the Foundation serves.
- acting in a manner that is responsible and transparent, and accountable for all of their actions to the Foundation and submitting themselves to scrutiny appropriate to their office.
- improving the accountability, transparency, ethical conduct and effectiveness of the non-profit field.
- providing and maintaining a safe working environment to safeguard the health and safety of the Employees, Trustees and any other persons who visit the Foundation's workplace, or with whom the Foundation works, as required by law.

2.2.2 The Foundation promotes a working environment that values respect, fairness and integrity.

2.3 **Mission**

2.3.1 The Foundation has a clearly stated mission and purpose, approved by Trustees. All of its programs and activities support that mission and all parties who work for or on behalf of the Foundation are expected to understand that mission and purpose.

2.4 **Compliance**

2.4.1 All Employees, Trustees and Third Parties are expected to follow the applicable laws, rules and regulations, both in letter and spirit that apply to the Foundation and must not engage in any illegal or improper conduct that is in violation of any laws or regulations. When any doubt exists as to the legality of the matter, guidance should be sought from the Chairman of the Board of Trustees of the Foundation ("**Chairman**") or Management.

2.4.2 All Employees, Trustees and Third Parties are expected to be aware of the Foundation's policies and procedures and ensure compliance thereof. Where any doubt exists as to the contents of such policies and procedures, please consult the relevant Head of Department or the Chairman, where applicable.

2.5 **Confidentiality**

2.5.1 All Employees Trustees and Third Parties should respect the strict confidentiality of the Foundation, its Employees, scholars and grantees. Therefore, they are prohibited from divulging to any unauthorised person(s) information relating to, without limitation:

- (a) the Foundation's activities;
- (b) any problem the Foundation may be facing;
- (c) details/particulars of any of the Foundation's members, Trustees, Employees, scholars or grantees.

2.5.2 All Employees and Trustees must keep such information acquired while they are working with the Foundation, or acting on behalf of the Foundation, confidential, even after they leave or cease their engagement with the Foundation, or in relation to Trustees, after he/she ceases to be a Trustee.

2.5.3 An Employee or Trustee who has been approached for information about the Foundation by anyone outside the Foundation should immediately contact the Management or the Chairman of the Foundation, where applicable, for approval before providing any such information. Where confidential information is to be disclosed to persons outside of the Foundation, a non-disclosure agreement should be entered into by the parties to ensure that such information is protected.

2.5.4 The Foundation has adopted the Privacy Statements, namely:

- the Privacy Statement for the Trustees and Employees (which can be accessed through the Foundation's Shared Folder); and
- the Privacy Statement for Individuals (other than the Trustees and Employees),

which set out the guidelines on collecting, storing and handling of Foundation Personal Data (as defined in the Privacy Statements) in accordance with the Personal Data Protection Act 2010 ("**PDPA**") and the laws of Malaysia.

2.5.5 All Employees, Trustees and Third Parties who are authorised to collect and/or process Personal Data on behalf of the Foundation must ensure that they comply with the PDPA, the Privacy Statement for Individuals and observe the following guidelines ("**Guidelines**"):

- (a) consent must be obtained before collecting the Personal Data;
- (b) reasonable steps must be taken to ensure that the Personal Data is accurately and completely recorded;
- (c) access to and use of Personal Data is limited strictly to the purpose for which it was collected and any other use of Personal Data must be in accordance with the PDPA; and

3. Code of Conduct

3.1 Good Conduct

- 3.1.1 The Foundation expects the highest level of personal conduct by all Employees and Trustees, regardless of their position or designation. It is acknowledged that all effective relationships, inside as well as outside the Foundation, depend on honesty, integrity and fairness.
- 3.1.2 Good conduct is essential for the success of the Foundation and for the growth and development of Employees and Trustees, and therefore, the Foundation expects Employees and Trustees to strictly adhere to the rules adopted by the Foundation.
- 3.1.3 The Foundation expects ethical conduct from everyone affiliated with the Foundation. Those who violate the standards in this Code will be subject to disciplinary action, which may include termination.

3.2 Ethics and Social Media Engagement

- 3.2.1 Employees and Trustees are expected to be committed to the Foundation and should, therefore, avoid:
- (a) using unacceptable language in the office.
 - (b) using the Foundation's facilities and equipment, such as telephone, fax machines, email and even the Foundation's address for personal matters.
 - (c) having relationship with business associates, clients, scholars, grantees or vendors of the Foundation with a view to obtaining personal gratification or have business interests or other employment that could be in conflict with the interests of the Foundation.
- 3.3.2 As Employees, Trustees and Third Parties may engage in any social media platform. They are expected to always use common sense and good judgment in determining what not to publish.
- 3.3.3 Employees, Trustees and Third Parties are required to:
- (a) disclose only publicly available information. They must not comment on or disclose Foundation's confidential or proprietary information (such as scholars or grantees' information, financial information, future plans or key executives' information), unless they are the designated spokesperson. If clarification is required about what the Foundation information can be made public, please consult the Management or the Chairman, where applicable;
 - (b) be mindful during their social media engagements of the importance of not damaging the Foundation's reputation, interests and/or bringing the Foundation into disrepute;
 - (c) ensure they do not execute a document or commit the Foundation unless they have clear authority to do so. If in doubt, please consult the relevant Head of Department or the Chairman, where applicable;
 - (d) ensure they do not reference any members of the Foundation;
 - (e) ensure they do not publish any personal opinions or announcements related to the Foundation;
 - (f) ensure that any content they publish is factually accurate and complies with relevant Foundation's policies, particularly those relating to confidentiality and disclosure;
 - (g) ensure that they do not post material that is obscene, defamatory, threatening, harassing, discriminatory or hateful to another person or entity, including the Foundation, Trustees, Employees, its contractors, partners, and/or other business related individuals or organisations;

- (h) ensure that they do not use social media to engage in illegal activities, personal attacks, other non-professional conduct or political use or any activity which will bring the Foundation into disrepute; and
- (i) ensure that they do not disclose personal information of any other person in social media platforms, and comply with the Foundation's rules and regulations.

4. **Gift, Hospitality and Travel Policy**

4.1 Gifts

As a general rule, the Foundation practices a “**No Gift Policy**”, the details of which are set out in the **Gifts, Hospitality and Travel Policy**, as appended in **Annexure 1 of the ABC Policy**.

Employees and Trustees are prohibited from directly or indirectly, giving or receiving gifts that may influence good judgement and decision making, subject to certain **limited exceptions**.

As set out in the **Gifts, Hospitality and Travel Policy**, only the following gifts are acceptable:

(a) Receiving Gifts

An Employee or Trustee may accept gifts in the following exceptional circumstances without disclosure:

- (i) gifts or hampers that are customarily distributed or given during festive seasons PROVIDED that the value of the gifts from any one party in aggregate does not exceed RM500 (“**Nominal Value**”);
- (ii) promotional gifts bearing the company logo, i.e. pens, mugs, calendars and umbrellas PROVIDED that the value of the gifts in aggregate does not exceed the Nominal Value at any one time; or
- (iii) gifts sponsored by any Third Parties for events organised by the Foundation PROVIDED that there are proper document trails of such request, receipt and distribution of gifts.

(b) Providing Gifts

Employees and Trustees may offer or provide the following gifts to Third Parties, but subject always to the Foundation’s Limits of Authority, as may be amended from time to time (“**LOA**”):

- (i) promotional gifts bearing the Foundation’s logo e.g. pens, mugs, diaries, lanyards etc.), and is part of an approved marketing or promotional campaign;
- (ii) gifts exchanged at a company-to-company level (e.g. for official events or launches);
- (iii) gift that is a token of appreciation at an official function or public event (e.g. door gifts at conferences, open house etc.); or
- (iv) gifts offered in conjunction with any festive season or occasion provided that the value of such gifts does not exceed the Nominal Value.

4.2 Hospitality

Hospitality may come in many forms, such as entertainment, meals, accommodation, recreation (leisure activities), etc.

As a general rule, the Foundation recognises that the occasional offering or acceptance of a reasonable and modest level of hospitality is a legitimate way to network and build good working relationships.

The value and nature of the hospitality must be appropriate for the circumstances and be provided in accordance with the law and local customs, in an open and transparent manner and in compliance with the rules set out in the **Gifts, Hospitality and Travel Policy**.

(a) Providing Hospitality

Employees and Trustees may offer hospitality provided that it is intended to **facilitate business goals without any intention to improperly cause undue influence on any party in exchange for some future benefit or result**.

(b) Receiving Hospitality

Employees and Trustees are required to exercise proper care and judgement before accepting hospitality offered or provided by Third Parties. Hospitality that is **extravagant** or **frequent** may often appear inappropriate, and cannot be taken as a norm. Therefore, Employees and Trustees should politely and appropriately **decline** any hospitality that is extravagant, lavish or excessive.

4.3 Travel Expenses

Subject to the exception set out below, as a general rule, the Foundation prohibits Employees and Trustees from giving or receiving travel expenses (travel, transportation, accommodation and incidental expenses) to or from any Third Parties or public officials, unless otherwise specified, instructed or approved by the Foundation.

Exception:

The incurring and charging of travel expenses for charitable events purposes or as provided under contracts for services (e.g. consultants/advisers providing services and charging the Company for travel expenses incurred)

5. Safety and Health

- 5.1 The Foundation is committed to making the work environment safe and healthy for the Employees, Trustees and others who visit the Foundation's workplace. The Foundation shall comply with all applicable laws and regulations relating to safety and health in the workplace.
- 5.2 Verbal abuse, threats or physical acts of violence or intimidation on fellow Employees, Trustees and Third Parties are strictly prohibited.
- 5.3 Employees, Trustees and Third Parties are strictly prohibited from consuming alcoholic beverages and dangerous drugs, which are not a doctor's prescription, on or in the Foundation's premises.
- 5.4 Possession or sale of alcohol or dangerous drugs on or in the Foundation's premises or while reporting for work under the influence of either one of them will be grounds for disciplinary action, which may include immediate dismissal.

6. Whistleblowing Policy

6.1 “**Whistleblower**” refers to any Employee, Trustee or Third Party who reports an actual, suspected or anticipated improper conduct (constituting a disciplinary or criminal offence) against or involving the Foundation (“**Reportable Conduct**”), which shall include but not limited to the following:

- dishonest, fraudulent, corrupt or illegal actions, conducts or activities (including theft, drug sales/use, violence or threatened violence and criminal damage against the Foundation’s property);
- misleading or deceptive conduct, including practices or representations which amount to improper or misleading accounting or financial reporting practices;
- actions, conducts or activities which are or may be in breach of any applicable law or the Foundation’s policies, including without limitation, the ABC Policy;
- unethical or improper behaviour (this may represent a breach of the Code or otherwise unethical or improper behaviour generally); and
- willful actions or omissions which (i) may give rise to health and safety risks, including risks to the public as well as other Employee or Trustee deliberately; (ii) is likely to cause financial or non-financial loss to the Foundation; or (iii) is detrimental to the interests of the Foundation.

6.2 The Foundation relies on Employees, Trustees and Third Parties to help maintain and grow its culture of honest and ethical behaviour. It believes that whistleblowing is an important means of uncovering and discouraging unlawful acts, misconduct or other acts that may be detrimental to the Foundation or its reputation or the reputation of Trustees or Employees. Recognising that whistleblowers can be exposed to substantial risks while acting in good faith for the good of the Foundation, the Foundation strongly encourages and supports any Employee, Trustee or Third Party who (i) becomes aware of a Reportable Conduct or (ii) may have suffered any Detrimental Treatment in reprisal against a disclosure of Reportable Conduct under this policy, makes a report (“**Report**”), even if the Report turns out to be genuinely mistaken provided that they are made in good faith.

6.3 For the purposes of this policy, “**Detrimental Treatment**” includes:

- a. intimidation or harassment;
- b. interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, disciplinary actions, termination or adverse treatment in relation to the whistleblower’s employment, career, profession; and
- c. a threat to take any of the actions referred to in paragraphs 6.3(a) and 6.3(b).

6.4 It is very important that an Employee, Trustee or Third Party who makes a Report does so in good faith and with reasonable grounds for suspecting that a Reportable Conduct or a Detrimental Treatment, as the case may be, has occurred. The Foundation takes very seriously all Reports made under this policy and if an Employee, Trustee or Third Party makes a false Report maliciously, with an unlawful or improper motive, the Foundation reserves the right to take appropriate action against them, and in the case of an Employee or Trustee, termination of employment or appointment; or in the case of a Third Party, termination of relationship.

All Reports must be made in writing and submitted for the attention of the Management to the Foundation office at Level 39 Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur. The report should be marked ‘*Strictly Private and Confidential and to be opened by the Addressee only*’.

In the case of a Reportable Conduct or Detrimental Treatment, where applicable, involving any Trustee/member of the Management, such Report should be addressed directly to the following:

Board of Trustees

Yayasan DayaDiri
Level 39, Menara Maxis
Kuala Lumpur City Centre
50088 Kuala Lumpur

- 6.5 The Foundation will treat with utmost confidentiality all information received from a Whistleblower. Particular care will be taken to keep confidential the identity of a Whistleblower who requests anonymity. If a situation arises where it is not possible to resolve the matter without revealing the identity of the Whistleblower, the Whistleblower shall be informed and consulted before any further action is taken. Anonymity however can be excluded if the identity of the Whistleblower is lawfully required to be disclosed.
- 6.6 Similarly, the Whistleblower shall not comment on, disclose or discuss any information or allegations made in his Report.
- 6.7 While the protections under the Whistleblower Protection Act 2010 may not apply to a Whistleblower making a Report to the Foundation, the Foundation will confer similar protections to Whistleblower who has submitted a Report to the Foundation (“**Whistleblower Protection**”) as follows:
- a. protection of confidential information unless disclosure is required by law;
 - b. immunity from civil and disciplinary action by the Foundation; and
 - c. protection against Detrimental Treatment.
- 6.8 The Foundation shall revoke the Whistleblower Protection if it is of the opinion, based on the Foundation’s investigation that:
- a. the Whistleblower him/herself has participated in the Reportable Conduct disclosed;
 - b. the Whistleblower wilfully made a false Report;
 - c. the disclosure of the Reportable Conduct is frivolous or vexatious;
 - d. the disclosure of the Reportable Conduct principally involves questioning the merits of any Foundation policy;
 - e. the disclosure of the Reportable Conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action; or
 - f. the Whistleblower, in the course of making the disclosure or providing further information, fails to comply with paragraph 6.6.
- 6.9 Any revocation of the Whistleblower Protection shall be notified to the Whistleblower.
- 6.10 The Chairman shall instruct investigation be conducted against all allegations made in any Report received within a reasonable time but not later than 2 months from the date of receipt of such Report, unless extended by the Chairman.
- 6.11 If the investigation reveals that any complaint made under this policy constitute a disciplinary or criminal offence, the Foundation is entitled to take the following actions against the person who has committed the relevant offence:
- a. in the case of a disciplinary offence, take the disciplinary action (including immediate dismissal);
or
 - b. in the case of a criminal offence, take such steps as it deems appropriate (including but not limited to making a police report),
- against the person who has committed the relevant offence.

APPENDIX 1

Certification & Acknowledgement *(For Foundation Employees only)*

I understand that the Foundation Code of Conduct and Ethics (the “**Code**”) forms a part of my terms of employment.

I understand that it is my responsibility to read, understand, keep up to date and comply with the contents of the Code, and to seek clarification or further information if needed.

I understand that breach or violation of the Code may result in disciplinary action including but not limited to termination of my employment.

I acknowledge that, on the date below, I received a copy of the Code for my review and reference.

I acknowledge that I have been afforded the opportunity to ask any questions I have concerning the content of the Code and related Compliance Program.

Signature:

Date:

Name:
(Please print)

Sign and deliver to the Human Resources for filing in personnel file.