



# GUHR HR Code of Business Ethics

Code of Business Ethics

GUHR HR Consultancy Group –Code of Ethics



	<p align="center"><b>Policy and Procedures</b></p>	<p><b>Filing Code:</b> GUHR-001</p>
<p><b>Policy Owner:</b> CEO</p>	<p><b>Policy Title:</b> Code of Conduct</p>	<p><b>Supersedes Policy:</b></p>
<p><b>Approved By:</b> Board of Directors</p>	<p><b>Approval Date:</b> April 10 2020</p>	<p><b>Review Date:</b> January 6<sup>th</sup> 2020</p>

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**Our Vision**

*GUHR HR Consulting Group, with a close-knit organized and competent team that consists of drive, dynamic and talented professionals, our vision is to be one of the premier HR Consultancy Firms in Liberia providing the best of services to our clients.*

**Our Values**

*The temperament and soul of our company is well-defined by our values*

**Integrity**

*We treat our customers, shareholders, stakeholders, suppliers and each other with integrity at all times, with deference in our actions, and honesty and openness in our communication.*

**Excellence**

*We provide quality service and products to our customers and stakeholders in a professional, accurate and timely manner that will exceed their expectations.*

**Customer Focus**

*We are reliable in the delivery of our services and proactively respond to the needs of our customers.*

**Accountability**

*We are accountable to our customers, stakeholders, shareholders, suppliers and each other for our work, our actions and the services we provide.*

**Commitment to People**

*We foster a healthy and supportive environment, leverage diversity and promote mental, physical and social well-being.*

**Leadership**

*We provide clear direction, lead change and celebrate success.*

## Introduction

### A message from GUHR HR Consultancy Group Chief Executive Jonah Soe Kotee



With a distinguished, well-known and preferred Human Resource trademark by clients in and out of Liberia, GUHR Human Resource Consulting Group, a One-Stop-Shop HR firm, has established the track record and Human Resource expertise in all areas of HR. Our Human Resource experts makes us an all-inclusive leader in the provision of Human Resource services. Some of our services include Executive Search; Training and Development, PEO Services; Policy and Development; workforce planning; business development; employment Law Consultation; Change management, etc. These trademarks did not come from the blue sky – we have done a substantial amount of work, put in time,

experience, and years to build our reputation. To respect our clients and candidates and trust and make our business even more fruitful, we must conduct our business with high values of ethics and truthfulness. This does not interpret only complying with both the spirit and the letter of the innumerable laws and regulations administrating GUHR HR. It also means that we must lead by example in how we do business and conduct ourselves towards our contemporaries, candidates, clients, partners, shareholder, and Board.

This Code of Conduct outlines the standards of behaviour by which all of us are bound. Even though the Code cannot detail the specific behaviour mandatory in every situation, the applicable policies should also be followed. But the Code can and does serve as the Moral Code by which we can evaluate what is right and proper. Not following the Code may result in breaches of National or international laws and regulations and a loss of GUHR HR's reputation. Therefore, you must familiarise yourself with the Code and make sure to follow it daily. Suppose you have any queries or concerns about what the Code or how you should behave in any particular situation. In that case, you must seek direction from your next-up Manager , HR team or the Executive leadership or the Board. I am trusting everyone at GUHR HR to play their part in making sure that GUHR HR personnel continues to be the kinds we can all be honoured to have on our team.

A handwritten signature in black ink that reads "Jonah Soe Kotee". The signature is written in a cursive, flowing style.

CEO, Jonah Soe Kotee

## *Why do we need a Code of Conduct?*

Ethical behaviour is an essential part of your position with GUHR Human Resource Consulting Group and is a personal responsibility that should be taken very seriously. We need and expect each employee to be accountable for their work and behaviour and to support the values, principles and standards upon which GUHR HR 's business reputation rests. This Code of Conduct (the "Code") is a guide to help you live up to GUHR Human Resource Consulting Group's values, abide by GUHR HR's policies and respect the best interests of our customers and shareholders.

The purpose of the Code is to describe business conduct principles and provide guidance in ethical decision-making. Many sections of the Code reference matters for which specific policies exist; this is because the Code encompasses standards of behaviour outlined in other GUHR Human Resource Consulting Group policies. You are expected to become familiar with GUHR HR policies that directly impact your daily work.

The Code is significant for GUHR Human Resource Consulting Group as a Corporation or Business because laws, rules and regulations are in place, which governs the disclosure of information about the business. The Code outlines the essential legal obligations of all GUHR Human Resource Consulting Group employees. As a Business, GUHR HR Consulting Group will be under scrutiny by shareholders, regulators, and clients. We must be aware of our obligations and conduct ourselves following the highest ethical and moral standards.

Although questionable activities may not be mentioned in this Code, ask yourself the following questions to decide if an action should be reported or discussed with your manager:

- Does it seem right?
- Is it legal?
- Does it match up with GUHR's vision and values?
- Would I feel uncomfortable if I read about it in a newspaper?
- Would other people at GUHR feel uncomfortable if they read about it in a newspaper?

Although the Code lays out fundamental ethical and legal conduct principles, it cannot anticipate every ethical dilemma or situation you may encounter in performing your daily work. If at any time you are unsure about the proper course of action, discuss your concerns with the supervisor, the CEO, or any Executive leader of GUHR HR.

## *Application of the Code*

The Code applies to all employees, contractors and the members of the Board of Directors, which for purposes of the Code are referred to as "Employees". Contractors include any consultants, suppliers, and vendors required to have access to GUHR HR's confidential, business and proprietary information to perform their duties.

## ***Compliance***

Compliance with the Code is mandatory. You are expected to be familiar with and comply with the Code in the performance of your duties. As well, you are expected to understand your obligations under GUHR HR's policies. On an annual basis, all employees and members of the Board are required to sign an Annual Acknowledgement of Corporate Policies form. Those of us who fail to abide by the Code and GUHR' policies will be subject to disciplinary action, up to and including dismissal or prosecution.

## ***Responsibilities to report***

It is the responsibility of everybody at GUHR HR to report any known or suspected unethical conduct, which includes any violation of the Code by other Employees or anyone in any way associated with the corporation. GUHR HR is committed to protecting all Employees who report unethical conduct from reprisal as well as offering any necessary support to individuals who make reports. When an employee makes a report of unethical conduct they should do so in good faith. Detailed in the Whistleblower section of the Code are the reporting procedures for Employees who suspect or become aware of any unethical conduct.

## ***Our Business Conduct***

### ***Public Disclosure***

The objective of GUHR HR's Disclosure Policy ("Disclosure Policy") is to ensure communications with the investing public about GUHR HR are:

- Timely, factual, accurate, balanced, and broadly disseminated in accordance with all applicable legal and regulatory requirements.
- The Disclosure Policy confirms in writing the Disclosure Policies and practices that GUHR follows. The Disclosure Policy extends to all Employees of GUHR HR, its Board of directors, those authorized to speak on its behalf and other people with access to undisclosed material information.
- It covers: disclosure and documents filed with securities regulators;
- financial and non-financial disclosure, including Management's Discussion and Analysis
- Written statements made in GUHR's annual and quarterly reports, news releases, letters to shareholders and presentations by senior management and other Employees;
- Electronic communications through e-mail, social networking sites and GUHR' website, including audio and video content; and
- Oral statements made in meetings and telephone conversations with analysts and investors, interviews with media, speeches, press conferences and conference calls.

### ***Insider trading and tipping***

GUHR HR's Securities Trading and Insider Reporting Policy apply to all Employees. Applicable securities laws prohibit all Employees with access to or knowledge of material non-public information from or about

GUHR from buying, selling or otherwise trading in GURU's HR securities or informing or tipping others about material non-public information.

### ***Disclosure to the media***

The purpose of GUHR HRs Media Policy is to ensure. Employees understand and comply with GUHR HR's disclosure requirements in terms of media interaction and public presentations. The Media Policy is a supplement to GUHR's Disclosure Policy and should be read in conjunction with that document. For more information, if you are delegated to speak on behalf of the business, you will be briefed before being interviewed to review what is and what is not public information. Those of us who are asked for and give our opinions to the media regarding our outside interests should know that our comments are strictly personal. Be cautious not to compromise GUHR HR.

### ***Conduct when representing GUHR HR***

Conduct yourself professionally and with personal integrity, both in and out of the workplace, reflective of GURU's HR values. Communicate and negotiate with honesty with all Employees, customers, partners, stakeholders, suppliers, associates, and other public members. Our obligation to act with integrity and within the spirit of this Code continues while travelling, whether domestically or abroad.

### ***Legal and social responsibility***

Ensure that your actions comply with and are within the meaning and intent of all applicable laws and regulations. Ensure that your activities are free from suspicion and criticism and have no unfavourable effects on society.

### ***Conduct with customers***

Serving customers is the focal point of our business. Our customers deserve the highest quality service and standards in all transactions.

Provide our customers with value and deal with them fairly. Act with integrity and do everything possible to provide excellent service to our customers and partners either directly or by supporting the work of other individuals or business units.

Do not make promises that you or GUHR HR cannot keep.

### ***Use of Corporate Information and Property***

Do not disclose information about GURU's HR activities or our clients' activities to non-authorized Employees within the workplace or anyone outside the workplace unless following GUHR HRs Disclosure Policy.

All information held by GUHR HR is confidential and the property of GUHR HR. This includes information relating to GUHR HR business, property, employees, clients, partners, partners, consultants, or others that is not generally available to the public.

In our Human Resource Business, we become aware of confidential information about our customers' business and personal ventures. We have a responsibility to uphold the trust of our customers. Do not discuss or disclose confidential customer information outside the workplace and ensure that uses of personal customer information within GUHR HR are consistent with the purposes for which it was collected. Our obligation to keep corporate information confidential continues post-employment.

### **Use of Registry Information**

Ensure that information contained in the public registries administrated by GUHR HR is used according to the appropriate policies and laws. Do not use registry information for purposes other than conducting ISC business. For further information about the use of registry information, consult the *Public Registry Information Policy*, which is available on the GUHR HR intranet Document Centre under Policies and Procedures.

### **Use of computer systems and software**

Our computer systems and HRIS software, an electronically designed tool, form our signature services' backbone and our operations infrastructure. Every effort should be made to protect GUHR HR's computer systems, associated software and resources from various threats to their security, such as accidental or deliberate destruction of data or equipment, interruption of service, disclosure of confidential information, theft or corruption of data. Any security concerns with respect to our systems or software, or any viruses or data network attacks, weaknesses or unexplained system changes should immediately be reported to the CEO.

### **Use of corporate property**

Protect GURU HRs physical property and revenues. The corporate property includes, but is not limited to: premises, equipment, supplies, furnishings, Employee search accounts, funds, reports, records, vehicles, trade secrets, computer software, hardware and networks, internet accounts and intangible items such as the details of business application systems.

Ensure that corporate property under our control is used in accordance with GUHR's *Acceptable use of Information Technology Policy* and is protected from use by unauthorized individuals.

Employees are responsible for ensuring that:

- GUHR HR's assets are protected and not used for personal use unless otherwise authorized;
- GUHR HR's intellectual property is subject to copyright and is not reproduced, distributed or altered without authorization; as far as practicable, contracts are put in writing; and unless otherwise
- authorized GUHR HR's name or purchasing power is not used to obtain personal benefits.
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### **Proper Reporting of Financial Transactions**

You are accountable for any corporate funds over which you have control. Follow the set procedures for handling, recording and protecting funds. When spending GURU's HR funds, ensure that GUHR receives good value for the expenditure. Do not use GURU's funds for personal benefit.

Compliance with the International Financial Reporting Standards and internal controls is expected at all times, and GUHR' books of account, reports, records and other documents must accurately account for and report all assets, liabilities and transactions affecting GUHR. We must:

- maintain accurate and reliable records relating to Business, Customers and Employees to meet our legal and financial obligations and in accordance with our accounting and business practices;
- not intentionally cause GUHR HR's books or records to be incorrect or misleading in any way, and relevant information should never be omitted, deleted or concealed;
- Not create or participate in the creation of any record intended to conceal anything improper; promptly and adequately record all disbursements of funds; cooperate and ensure full disclosure in communications with both internal and external auditors and with the Chief Financial Officer and his group; promptly disclose knowledge of any untruthful or inaccurate statements or records
- whether intentionally or unintentionally made;
- promptly bring to the attention of your supervisor any transactions that did not seem to have a legitimate commercial purpose; and
- the information must only be destroyed in accordance with approved retention schedules and procedures.

## **Our Work Environment**

### ***Employee Professionalism***

We are all committed to supporting a safe, healthy and positive workplace for all Employees. We will not tolerate behaviour that interferes with an Employee's ability to perform his or her duties.

The use or effects of alcohol or illegal drugs are not acceptable in our work environment. Responsible alcohol use may be permitted in minimal circumstances as part of GUHR HR C social or business events.

For more information on Employee behaviour, including alcohol use, please consult the GUHR HR Human Resources Policy.

### ***Equity***

Respect the rights, culture and dignity of all individuals and adhere to the principles of equity and nondiscrimination when dealing with employees, customers, suppliers and others. We will not tolerate any form of discrimination or harassment in accordance with applicable human rights legislation. Please consult the CEO or the HR manual.

### ***Employee privacy***

We are all committed to protecting the privacy of Employee personal information. Employee personal information will not be collected, used or disclosed other than as authorized or as required for business reasons

## **Conflict of Interest**

We must not engage in any activities which could give rise to, or could be perceived to give rise to, a conflict of interest. As Employees, managers, executives and members of the Board of Directors, our business

loyalty rests in placing GUHR' interests, including those of its customers and shareholders, before our interests. A "conflict of interest" arises in a situation where your activities, interests or dealings may actually, potentially or be perceived to:

- impair your ability to perform your duties as a GURU's HR
- Employee; have a negative impact on GUHR HR's reputation; or
- result in a personal gain or advantage due to your position in GUHR

We must not use our position to influence or bypass GURU's HR procedures for personal gain nor for the private gain of a family member, friend, colleague or anyone else.

Conflicts of interest negatively impact both you and GUHR HR.

Whether or not an actual or potential conflict of interest exists depends upon the facts of each case. If you become aware that a conflict of interest might exist, seek clarification and guidance before proceeding or, if the activity has commenced, immediately cease the activity and disclose it in writing to the CEO or Legal Counsel as soon as possible.

The examples cited in this Code are not an exhaustive list of all potential conflicts of interest. Use your discretion, and be sure to feel comfortable in every situation you encounter.

Remember that when in doubt as to whether or not you are in a conflict of interest situation, disclosure is the best policy.

### *Outside activities, employment and business involvement*

You may take outside employment, directorships or volunteer positions or engage in outside business or other activities unless such activities:

- create an actual, potential or perceived conflict with GUHR HR's interests; interfere with the performance of your duties or which adversely affects your performance at work; intrude on the time, attention and energies commonly applied to GUHR HR; or are forbidden by law or involve any unethical or immoral conduct.
- You may not receive a financial benefit from an individual or organization doing Business with GUHR HR when you are in a position to influence GUHR HR's decisions about that individual or organization.

Do not provide preferential treatment on any GURU's HR business matter or transaction to family members, friends or any organizations with which you may be perceived to have a connection.

Ensure that you disclose any circumstances that may be an actual, potential or perceived conflict.

Unless otherwise authorized, Employees must not:

- either directly or indirectly, through immediate families, have a financial or other interest in any concern doing Business with GUHR HR or otherwise derive any benefit from a business transaction

- (other than employment or use of the registry services as a customer) with GUHR HR; contract with or render services to GUHR HR outside of or in addition to regular employment; participate in any outside activity which competes directly or indirectly with GUHR HR; act in the capacity of a director, officer, partner, consultant, employee or agent for any supplier, contractor, subcontractor, customer or competitor of GUHR HR ;
- Enter into business relationships on behalf of GUHR HR with relatives, close friends or any company controlled by such persons;
- Convey to others or use for your benefit non-public information acquired during your employment; sell to or buy anything from GUHR HR, and appropriate to yourself or others any business opportunity in which GUHR HR would be interested.

### *Involvement in political activity*

You may participate in the political process at any level of government, providing that your involvement does not interfere with your work or the effectiveness of your position. Ensure that any political activity does not place you in a conflict of interest situation with GUHR HR.

### *Gift acceptance*

Gifts or benefits of any kind must not be given or received by an Employee or their immediate family when it might be perceived that an obligation is created or favour is expected. The giving and receiving of gifts and promotional items of modest value are acceptable, as is good entertainment, if within the limits of responsible and generally accepted business practices. Never solicit or obtain a personal benefit as a condition of performing your duties. If participating in a community, charitable or business event on behalf of GUHR HR, you may be eligible for prizes of nominal value. For further details about prize acceptance, consult the CEO, Board or Executive leadership.

### *Payments to Agents, Consultants, Government Officials and Others*

- Payments of any nature, which would be in violation of any law, are prohibited.
- All payments of commissions and fees shall be in accordance with sound business practices.
- Payments, gifts or favours must not be made to any person with the intent to induce them to violate their duties or to obtain favourable treatment for the Employee or GUHR HR.

### *Whistleblower Reporting*

GUHR acknowledges and understands that whistleblowing is an activity that is stressful and which, without appropriate protections, can be a risky undertaking for an Employee. The intent of this section is to:

- provide a mechanism for reporting actual or potential unethical conduct to a designated authority for investigation and appropriate action;
- protect those Employees who report unethical conduct in accordance with this section from undue negative repercussions; and
- protect those who may be wrongly or falsely accused through effective investigation procedures.

**Whistleblowing** is the reporting by employees, contractors or Board Members of incidents of unethical conduct that are under the control of their employer to persons or organizations that may be able to take action to address the dishonest conduct. At GUHR HR, whistleblowing includes any incident of unethical conduct or violation of the Code.

**Unethical conduct** includes any severe act or omission intentional or not which is contrary to GUHR HRs policies, operating procedures, or the Code that is illegal, unethical, immoral with serious or negative implications for the public interest and the integrity of the organization.

**Good faith** is when the employee has a reasonable and genuine belief that the unethical conduct has occurred or is occurring and is not making the disclosure for personal gain or with an improper motive.

### **Reporting and investigations**

The Compliance and Technology Officer are responsible for jointly leading all internal investigations into real or suspected unethical conduct or violation of the Code at GUHR HR except those involving the President and CEO, members of the Executive or members of the GURU's HR Board of Directors.

Upon completion of the investigation, the Compliance Team will provide a report of the findings to the President and CEO and the Governance and Nominating Committee for appropriate action. The Governance and Nominating Committee will give a message to the Board of Directors annually. Findings related to an investigation that is financial in nature will also be reported to the Audit Committee.

When making a report, you should try to include or be able to provide the following: the details of the situation, the person(s) involved, how frequent the unethical conduct or violation of Code has occurred or is still occurring, any other avenues that you may have taken to try and rectify the problem, and your contact information (if you are comfortable in providing this).

Suppose you are aware of real or suspected unethical conduct or a violation of the Code. In that case, you have a responsibility to report, and you have several options for reporting the occurrence:

- **Talk to your manager.** If you feel comfortable making a report to your manager or another manager/director, this is always an option. Managers must involve the compliance team in all reports of unethical conduct or violation of the Code at GUHR HR Consultancy Group.
- **Make a report to the CEO.** If you suspect or know of unethical conduct or violation of the Code at GUHR HR, you may submit an information to either of these people in person, by e-mail, telephone or anonymously in writing. The hotline number is +231880515835 or e-mail [ethnical@GUHRhrconsultancy.com](mailto:ethnical@GUHRhrconsultancy.com). After you have made a report of unethical conduct or violation of the Code, the team will relay your report to the appropriate compliance team.

*Note: Reports of unethical conduct or violations of the Code involving the President and CEO, members of the Executive or the GURU's HR Board will be investigated by a team of independent investigators.*

A report of actual or potential unethical conduct or violation of the Code by the President and CEO, a member of GUHR HR's Executive or member of GUHR HR's Board of Director should be reported and handled as follows:

- Unethical conduct or violation of the Code by an Executive member is to be reported to the

President and CEO who will lead the investigation. Upon completion of the investigation the President and CEO will provide a report of the Governance and Nominating Committee findings for appropriate action. The CEO will also provide an annual update to the Governance Committee on the number and nature of any reports made or investigations conducted and any actions taken involving members of the Executive. If a report is made on anything that could significantly impact GUHR HR, the CEO will promptly advise the Governance Committee.

### *Protection from Retaliation*

GUHR HR's Employees who report unethical conduct or violation of the Code in accordance with the Code are protected from reprisal. Any reprisal or attempted reprisal against an employee who makes a report in accordance with the Code is considered to be in breach of the Code of Business Conduct.

GUHR HR Employees who feel that they have been discriminated against as a result of reporting unethical conduct or violation of the Code should report the discriminatory actions directly to the President and CEO of GUHR HR.

### *Whistleblower Investigation Guidelines*

The following guidelines apply to all investigations undertaken in accordance with the Code:

- An initial preliminary review will be conducted to determine whether the known or suspected unethical conduct or violation of the Code is adequately covered by the Code, whether the disclosure is credible, genuine and whether there are sufficient grounds for further action.
- Any designated investigating authority under the policy may, as deemed necessary or appropriate by such officer, involve internal or independent legal, financial or other professional advisors to investigate any report of unethical conduct or violation of the Code at GUHR HR.
- All parties to an investigation will be treated fairly.
- Your information and report will be kept private and confidential.
- Other parties will only be involved on an as-needed basis.
- Investigators will access all necessary corporate documentation. GUHR HR's Executive, senior management and other employees are expected to cooperate with the investigation fully.

Where considered necessary or appropriate, the results of an investigation will be reported to the appropriate law enforcement agency.

- Employees who report unethical conduct or violation of the Code at GUHR HR should be aware that the findings and recommendations of any investigation are considered private and confidential and may not be made available to the person making the report.

### *Related Policies*

- Code of Ethics – Human Resource Professionals ( [alhrp.org](http://alhrp.org))
- Policies can be found on the GUHR HR website.
- Code of Conduct
- Employee Privacy Policy
- Disclosure Policy
- Human Resource Policy



## Appendix A - Director's Acknowledgement and Commitment to GUHR HR's Code of Conduct

I acknowledge that I have read and understood GUHR HR's *Code of Conduct* (the "Code"). I commit to following the guidelines and principles presented in the Code.

In particular, I agree and undertake to:

- conduct the duties required of me as a Director of GUHR HR with integrity and to the best of my abilities;
- disclose financial assets, investments, or outside activities that are directly or indirectly connected to the nature of my work as a Director;
- not seek to use my position or knowledge acquired through my position to benefit myself unfairly, friends, family, business associates, or organizations in which I or one of these individuals or entities have an interest;

not disclose any unauthorized confidential information during the course of, or after, my term; and

take all necessary steps to avoid any conflict of interest situation, the appearance of a conflict of interest situation, or any other activity that may negatively impact on GUHR HR's reputation in the community.

I understand that it is my ongoing responsibility to report any violation of the Code and to disclose any circumstances that may be an actual, potential or perceived conflict of interest, as defined in the Code.

I understand that there will be no retaliation for raising a concern or violation of the Code.

I understand that failure to follow the Code may have consequences, including termination of my appointment to the Board and, potentially, the initiation of legal proceedings against me. I understand the importance of understanding and complying with the Code and commit to reviewing the Code annually.

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Director signature

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Date

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Director Name (please print)

## Appendix B - Employee Acknowledgement of Corporate Policies

### Purpose

It is your responsibility as an employee of GUHR to review and ensure that you understand all GURU's HR corporate policies, particularly the guidelines below. You can access these on the GURU's HR Intranet at the Document Centre under Policies and Procedures.

- *HR Code of practice*
- *Code of Conduct*
- *Code of Conduct Procedures & Guidelines*
- *Security Policy*
- *Disclosure Policy*
- *Media Policy*
- *Employee Privacy Policy*
- 

*Customer Privacy Policy*

### Employee Commitment

By signing my name below:

- I acknowledge that I have reviewed the above listed policies and guidelines of GUHR HR's and understand my responsibilities under these corporate policies.
- I agree to report any actual or potential situation or incident that may be contrary to the above policies as soon as I become aware.
- I agree to abide by the above policies, and I understand that my failure to follow the policies may result in disciplinary action, up to and including dismissal.

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Employee Signature

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Date

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Employee Name (please print first & last)

The background is a solid yellow color. In the upper right quadrant, there are several thin, white, parallel diagonal lines that extend from the top right towards the center of the page.

# GUHR HR CODE OF BUSINESS ETHICS