



## **VENDOR CODE OF CONDUCT**

Telamon/Transition Resources Corporation aspires to be more than just a good organization – it aspires to be a great organization. Toward that goal, we are committed to our mission of providing educational services that lead to better jobs, better lives, and better communities. Telamon/Transition Resources Corporation has established organizational standards that include ethical business practices and regulatory compliance. These standards apply to all of our employees, directors and officers. Similarly, Telamon/Transition Resources Corporation expects its vendors to embrace this commitment by complying with and training its employees on the Telamon/Transition Resources Vendor Code of Conduct.

Vendors and their employees, agents and subcontractors (collectively referred to as “Vendors”) must adhere to this Vendor Code of Conduct while conducting business with or on behalf of Telamon/Transition Resources Corporation. Vendors must promptly inform their Telamon/Transition Resources contact (or a member of Telamon/Transition Resources management) when any situation develops that causes the Vendor to operate in violation of this Code of Conduct. While Telamon/Transition Resources Vendors are expected to self-monitor and demonstrate their compliance with this Code of Conduct, Telamon/Transition Resources may audit Vendors or inspect Vendors’ facilities to confirm compliance. Telamon/Transition Resources may require the immediate removal of any Vendor representative(s) or personnel who behave in a manner that is unlawful or inconsistent with this Code of Conduct or any Telamon/Transition Resources policy. Compliance with this Code of Conduct, and attending training on this Code of Conduct, as may be offered by Telamon/Transition Resources, is required in addition to any other obligations in any agreement a Vendor may have with Telamon/Transition Resources Corporation.

## **DEFINITIONS**

Vendor means any individual or entity seeking to or doing business with Telamon/Transition Resources within the scope of this Code, including, without limitation, contractors, consultants, suppliers, manufacturers seeking to act as the primary contracting party, officers and employees of the foregoing, as well as any subcontractors.

Gift means the transfer, without equivalent consideration, of anything of benefit, tangible or intangible, having more than a nominal value, including but not limited to, loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. A Gift need not be intended to influence or reward any individual or entity.

Family Member means any person living in the same household as a Telamon/Transition Resources Employee, domestic partner, and any person who is a direct descendant of the Telamon/Transition Resources Employee's Grandparents or the spouse of such descendant.

Contract means oral or written communication with any officer, member of the Board or other employee of Telamon/Transition Resources, other than the Designated or Single Point of Contact, where it could be reasonable inferred that such contact was intended to influence, or could reasonably be expected to influence, the subject of the procurement.

Employee means any officer or employee of Telamon/Transition Resources and includes any member of the Governing Board.

## **BUSINESS PRACTICES AND ETHICS**

Telamon/Transition Resources Corporation Vendors must conduct their business interactions and activities with integrity and must, without limitation:

Business Records: Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements. Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.

Gifts: Avoid gifts to Telamon/Transition Resources Corporation employees because even a well-intentioned gift might constitute a bribe under certain circumstances, or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the Telamon/Transition Resources employee.

Conflicts of Interest: Avoid the appearance of or actual improprieties or conflicts of interests. Vendors must not deal directly with any Telamon/Transition Resources employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Vendor. In the course of negotiating the Vendor agreement or performing the Vendor's obligations, dealing directly with a Vendor personnel's spouse, domestic partner, or other family member or relative employed by Telamon/Transition Resources is also prohibited.

## **HEALTH AND SAFETY**

Telamon/Transition Resources Vendors are expected to integrate sound health and safety management practices into all aspects of business, and must, without limitation:

Provide a safe and healthy work environment and fully comply with all safety and health laws, regulations, and practices including those applicable to the areas of occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically

demanding work, machine safeguarding, sanitation, food and housing. Adequate steps must be taken to minimize the causes of hazards inherent in the working environment.

Prohibit the use, possession, distribution, or sale of illegal drugs while on Telamon/Transition Resources-owned or -leased property.

By signing below, the vendor confirms that it complies with the policy as stated above.

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Vendor Name (Please print)

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Vendor Signature

Date