

# Code of Ethics & Business Conduct

**THE HAWAI'I PACIFIC  
FOUNDATION**

*Family of Companies*





# A MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

At the Hawai'i Pacific Foundation, our work is rooted in respect — for our people, our communities, our culture, and the environment we are entrusted to protect. The values that guide us are not just principles on paper; they are the living standards by which we serve, decide, and act every day.

This Code of Ethics and Business Conduct reflects our shared commitment to integrity, transparency, and accountability in everything we do. It is both a guide and a promise — a guide to help each of us navigate the responsibilities of our roles, and a promise to one another, to our partners, and to those we serve that we will uphold the highest ethical standards.

We are all stewards of this mission. The choices we make individually reflect upon the reputation of the Foundation as a whole. By embracing this Code, we affirm that our actions will always be guided by fairness, honesty, and respect — ensuring that we not only meet legal and professional requirements, but also honor the spirit of our purpose.

I ask each of you to read this Code carefully, apply its principles in your daily work, and speak up if you encounter situations that may compromise our values. Our success depends on the trust we build, and trust begins with doing the right thing — always.

Together, we will continue to build a Foundation worthy of the people and places we serve.

Mahalo,

Jeanine DeFries  
President & CEO  
Hawai'i Pacific Foundation

## INTRODUCTION

The Hawai'i Pacific Foundation ("HPF") Family of Companies ("HPF Family of Companies") Code of Ethics and Business Conduct ("Code of Conduct") identifies the values and principles that guide our business relationships. We are committed to the principles of honesty, integrity and fairness in everything we do. Our values define the basic tenets on which we conduct business and how we measure and evaluate our decisions and actions. The HPF Family of Companies' strong ethical reputation is a critical asset and each of us shares a personal responsibility to protect, preserve, and enhance it.

The Code of Conduct is a key part of our Corporate Compliance and Ethics Program (the "Program"), which ensures that the Code of Conduct's provisions are communicated effectively to employees and enforced through our policies, procedures, and management practices (collectively, "Policies").

### WHAT IS THE CODE OF CONDUCT?

Ethical decision making requires an understanding of – and commitment to – our values and principles, combined with good personal judgment. We expect you to represent the HPF Family of Companies by committing to its values by conducting yourself in a manner that is both professional and ethical in every action and decision made. The Code of Conduct explains what is expected of our employees and provides guidance on how to meet those expectations. More specifically, the Code of Conduct describes our expectations for appropriate business conduct.

### HOW IS THE CODE ADMINISTERED?

The most current version of the Code of Conduct is available on HPF Family of Companies' websites and employee intranet. New hires receive a copy of the Code of Conduct. Yearly training on the Code of Conduct is provided to all employees. Every employee is asked to sign a Certification that he or she has received, read, and understands the Code of Conduct and agrees to comply with it. The Code of Conduct is reviewed annually and modified when necessary. Any modifications or changes to the Code of Conduct will be promptly communicated to all employees.

To support employees, the HPF Family of Companies provides:

- An "open door" policy that gives every employee access to higher levels of management.
- A Compliance Officer ("CO").
- A 24/7 Hotline where employees can anonymously communicate concerns:  
<https://hawaiipacificfoundation.ethicspoint.com>

### TO WHOM DOES THE CODE OF CONDUCT APPLY?

This Code of Conduct applies to all officers and employees of HPF, HPF's subsidiaries (together known as the "HPF Family of Companies" or the "Companies"), and its subcontractors, consultants, independent contractors, and other team members. The Code of Conduct applies to all business activities – without exception. As used in this Code of Conduct, the use of the term "employees" also refers to individual consultants, independent contractors, and subcontractors.

Every employee is expected to be familiar with and comport their behavior with the Code of Conduct. "Integrity" is more than a concept – it is the fundamental basis for our behavior and attitude. It means that we must all use common sense and good judgment. It also means that our focus should not only be on compliance with the strict letter of the law but also on being ethical. If an HPF Family of Companies' employee is not sure what the right thing to do is in a specific case, there are many sources of information and resources available to help, including the employee's supervisor, the HPF Compliance Officer, and the HR department.

## OUR MISSION

The Hawai'i Pacific Foundation enriches Native Hawaiians through partner-leveraged contributions supporting education, workforce development, economic stability, and community developments. We succeed through opportunities that foster cultural development, contributing to strong, vibrant Native Hawaiian communities.

## OUR VISION

Anchored in faith and aligned with purpose, we envision a world where Native Hawaiians – rooted in knowledge, leadership, and opportunity – can chart their own course toward success.

By honoring our roots and embracing innovation, we cultivate a legacy of strength, sustainability, and transformation. In this thriving community, every relationship, every opportunity, and every act of service creates waves of change. By standing firm in our values and uplifting future generations, we ensure a future of abundance and impact for all.

## OUR VALUES



## A NATIVE HAWIIAN ORGANIZATION (NHO)

An NHO is a nonprofit led by Native Hawaiians, designed to turn business success into community impact. Through the federal SBA 8(a) program, NHO-owned companies can receive government contracts, with profits reinvested into programs that preserve culture, create jobs, build leaders, and strengthen the Native Hawaiian community.

### Impact on the Community

The true measure of an NHO is in its impact. Revenues generated support initiatives such as:

- Youth and leadership development
- Workforce training and job creation
- Preservation of Hawaiian language and culture
- Strategic partnerships that grow opportunity and strengthen community capacity

In short, an NHO transforms government contracting into a pathway for lasting cultural, social, and economic change for Native Hawaiians.

## OUR FAMILY OF COMPANIES OVERVIEW

The Hawai'i Pacific Foundation Family of Companies operates with a dual purpose: to deliver exceptional service to our customers and to generate resources that strengthen communities across Hawai'i. Our companies are majority-owned by the Hawai'i Pacific Foundation, a nonprofit Native Hawaiian Organization. A portion of business earnings is directed to support education, workforce development, economic stability, and community programs—creating long-term social and economic impact through responsible stewardship.

# See or Hear Something? Speak Up

## DUTY TO REPORT ACTUAL OR SUSPECTED CODE OF CONDUCT VIOLATIONS

Every employee, officer, consultant, agent, vendor, subcontractor, or other representative of the HPF Family of Companies having information or knowledge of any actual or contemplated conduct or transaction(s) which appears to violate the HPF Family of Companies' Code of Conduct, Policies and Procedures, or standards is expected to report the matter promptly to his/her supervisor or manager, to Human Resources, or to any member of HPF Family of Companies' Management Team.

Reporting may be written or oral, telephonic or via email. In addition, reporting may be anonymous – if requesting anonymity, HPF Family of Companies will consider keeping the identity of the person disclosing such information confidential in so far as doing so does not impede an investigation or resolution of the matter. Confidentiality cannot be guaranteed. Failure to report actual or suspected Code of Conduct violations subjects such persons to disciplinary action up to and including immediate termination of employment without notice.

Moreover, if an employee has discovered a case of actual possible misconduct, various options are available to report it. These include an employee's supervisor, HPF's Legal Counsel, HPF's Compliance Officer, or the HPF Ethics Hotline.

## DUTY TO INVESTIGATE

Possible violations of the Code of Conduct, Policies and Procedures, or standards will be investigated promptly at the direction of the Compliance Officer.



### HPF ETHICSPPOINT HOTLINE

The HPF Family of Companies uses an external hotline provider that enables the reporting of concerns anonymously.

The Hotline operates 24/7 and can be accessed:

- Online: <https://hawaiiipacificfoundation.ethicspoint.com>
- By Phone: 1-833-740-5491

## NO TOLERANCE FOR RETALIATION

It takes courage to speak up when something is not right. We understand that you might be uncomfortable or anxious. That is why we do not tolerate retaliation.

KNOW THAT YOU WILL NOT SUFFER ADVERSE CONSEQUENCES FOR:

- Refusing to do something that violates this Code of Conduct, HPF's Family of Companies' policies, or the law, even if your refusal results in the loss of business to HPF's Family of Companies.
- Raising a concern in good faith about potential misconduct.
- Cooperating with an investigation.

Anyone who retaliates against an employee for engaging in any of these activities will be subject to disciplinary action, up to and including termination. HPF's Family of Companies' employees should refer to the Employee Handbook for more information about the HPF's Family of Companies' policies against retaliation.



## **RESPECT FOR PEOPLE & NONDISCRIMINATION POLICY**

We respect the personal dignity and personal rights of every individual. We work together with individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, world view and gender. We are committed to providing a work environment that is free from discrimination or harassment of any type. We will not tolerate the use of discriminatory slurs, unwelcome, unsolicited sexual advances or harassment, and any other remarks, jokes or conduct that create or foster an offensive or hostile work environment. Employees at all levels of the organization must act with respect and civility toward coworkers, customers and others.

We do not tolerate discrimination based on race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status or disability. We prohibit discrimination in decisions concerning recruitment, hiring, compensation, benefits, training, termination, promotions or any other condition of employment or career development.

These principles apply to both internal cooperation and conduct towards external partners. We make decisions about those we work with – including suppliers, customers and business partners – based only on appropriate considerations, not on the basis of inappropriate considerations such as discrimination or coercion.

## **LEGAL COMPLIANCE**

Observing the law and rules and regulations that govern our business is a fundamental principle for the HPF Family of Companies.

As a company and as individual employees, we are committed to obeying the laws and regulations applicable to our business. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the HPF Family of Companies, to civil and/or criminal penalties. In addition, employees found guilty of such violations will be subject to disciplinary action.

You should be aware also that conduct and records, including emails, are subject to internal and external audits, in addition to review by third parties in the event of a government investigation or litigation. It is in everyone's best interest to know and comply with our legal and ethical obligations.

If you have questions regarding the interpretation or applicability of laws, rules or regulations, contact HPF's Legal Counsel.

## **RESPONSIBILITY FOR THE REPUTATION OF THE HAWA'I PACIFIC FOUNDATION**

To a substantial degree, the reputation of the HPF Family of Companies is determined by our actions and the way each and every one of us presents and conducts himself/herself. Illegal or inappropriate behavior or actions on the part of even a single employee can cause the Companies' considerable damage.

Each of us has a responsibility to recognize our impact on the Companies' reputation and to behave in a manner that appropriately demonstrates the Companies' commitment to our Code of Conduct and fundamental principles and values when representing the HPF Family of Companies.

## GOVERNMENT PROCUREMENT

In all of the HPF Family of Companies' dealings and interactions with the Federal Government, we act in a manner that is transparent, honest and accurate. We comply with all applicable laws and regulations related to government procurements including, but not limited to, laws prohibiting efforts to improperly influence government officials. All employees must strictly adhere to the Companies' several specific policies and procedures regarding government procurement, public contract performance, and other interactions with government officials and representatives.

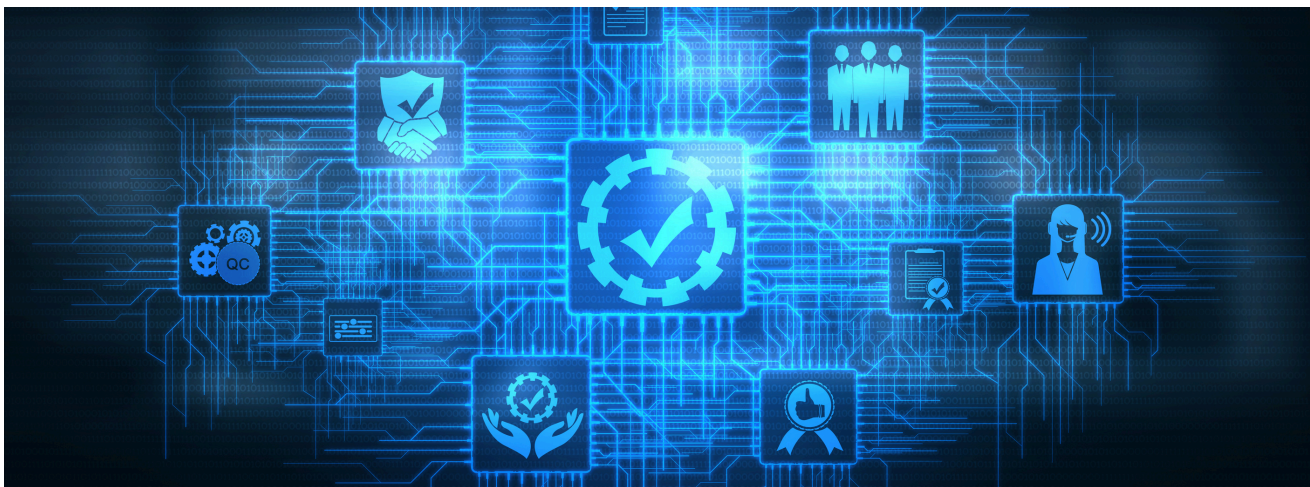
## PROCUREMENT INTEGRITY ACT / COMPETITIVE SENSITIVE DATA

No employee, consultant or representative may solicit, obtain or utilize source selection information relating to government procurements. In addition to materials so marked by the Government, source selection information includes bid prices submitted in response to a solicitation, source selection plans, technical evaluation plans, technical evaluation of competing proposals, cost or price evaluations of competing proposals, competitive range determinations, ranking of competitors and reports and evaluations of source selection boards. Similarly, no employee, consultant or representative may solicit, receive, or utilize any other company's proprietary material other than as authorized by that company with the HPF Family of Companies.

## COMMITMENT TO QUALITY

The HPF Family of Companies provides product and service excellence by understanding and meeting customer and stakeholder needs through a commitment to continual improvement of our quality management system, all while maintaining the highest standards of ethics and compliance.

We strive to do the job right, on time, and always according to the contractual requirements of our customer. We must also report any discrepancy, deviation, mistake or failure related to our products or services. We must never falsify documents or conceal operational or component problems. Each of us should always seek and receive proper approvals before deviating from any requirement, never improperly substitute materials, never utilize lower quality or unapproved materials, and always conduct all tests and inspections as required.



## FINANCIAL RECORDS

The HPF Family of Companies' operations must be accounted for and recorded in accordance with legal requirements, such as the Federal Acquisition Regulation ("FAR") and Generally Accepted Accounting Principles. The integrity of the Companies' accounting is based on the validity, accuracy, and completeness of its systems and records. Every employee — regardless of position — who is involved in creating, processing, or recording accounting information for the HPF Family of Companies, including timekeeping, is responsible for the integrity of that information.

All employees are responsible for being accurate and complete when making or reporting financial entries or transactions. We must disclose problems and discrepancies promptly and never falsify financial records. None of us should sign documents if we do not have proper authority. We should never make or approve payments on behalf of the Companies if they will be used, or might be used, for something other than the stated approved business purpose. We must all be responsible for ensuring that travel, material and other expenses are recorded truthfully and correctly.

The HPF Family of Companies is required to maintain sound processes and internal controls so that transactions are executed according to management's authorization. We must also prevent and detect unauthorized use of Company assets. All employees are required to make sure that the Companies' books and records they create, or are otherwise responsible for, are:



Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

No false or intentionally misleading entries may be made in the Companies' systems, records, or related documentation.

## TIMEKEEPING

Each of us must accurately and honestly record time spent each day on each job on which we work. In addition to recording your attendance and hours worked for computing your pay, time records are the basis for billing our customers. Falsifying time records is fraud and may be a criminal offense. You are responsible for the accuracy of your individual time records and by signing your timesheet; you are certifying that it is true and accurate.

Employees should note that several times per year you may be requested to submit your timesheet early. These occasions are associated with Federal holidays or specific financial events. These occasions are approved and reviewed by the Defense Contract Audit Agency (DCAA). If you have questions about this process, consult your manager.

## INSIDER TRADING RULES

People who have inside information with regard to the HPF Family of Companies or another company, such as a customer, supplier or joint venture partner whose securities are traded on a stock are not allowed to trade in these companies securities (shares of stock). Inside information is any specific information which is not public relating to HPF or such other issuer of securities, which, if it became publicly known, would likely have a significant effect on the price of the security. Such a situation exists if a reasonable investor would view the information as likely to have an impact on the price of the security. It would also exist if a reasonable investor would take the information into account in making an investment decision. Inside information may be acquired as a result of an employee's position and responsibilities or inadvertently and includes non-public information about such things as:

- Financial results
- Financial plans or budgets
- Dividend changes
- Significant mergers or acquisitions
- Divestitures
- Particularly important contract awards or strategic plans
- Major development in litigation
- Technical or product developments
- Major management changes, joint ventures & major business agreements
- Business relationships



Inside information must not be disclosed or made available to a third party without authority to do so. The disclosure of inside information is unauthorized whenever it is made outside the normal scope of an insider's work functions or professional duties, or in fulfilling other duties on behalf of the issuer. This applies both to information disclosed within HPF and to information disclosed outside HPF, including to journalists, financial analysts, customers, consultants, family members or friends. Furthermore, employees must always make sure that insider-relevant information is secured so that unauthorized persons cannot gain access to it.

In addition, persons who have inside information are not allowed to recommend that a third party acquire or dispose securities for which that information is relevant, or to otherwise induce a third party to do so. Managers can be held personally liable for damages in some cases if an employee violates insider trading rules and proper supervision could have prevented the violation.

## WORKING WITH SUPPLIERS

The HPF Family of Companies wants its suppliers to comply with all applicable laws. Further, we expect our suppliers to act in accordance with the following principles, similarly adopted by HPF, concerning responsibilities toward stakeholders and the environment:

- Comply with all applicable laws.
- Prohibit corruption.
- Respect the rights of employees.
- Take responsibility for the health and safety of their employees.
- Act in accordance with applicable statutory and international standards regarding environmental protection, and promote compliance among their suppliers.

## ORGANIZATIONAL CONFLICTS OF INTEREST

An Organizational Conflict of Interest (“OCI”) may result when factors create an actual or potential conflict of interest on an instant contract, or when the nature of the work to be performed on the instant contract creates an actual or potential conflict of interest on a future acquisition. In the latter case, some restrictions on the future activities of the affected Company may be required.

The following are some examples of OCIs:

- Biased Ground Rules – May occur when the contractor is involved with setting the ground rules for a competition in which it (or an affiliate) may participate, for example:
  - Contractor helps Government write the Statement of Work or other specifications for an upcoming procurement.
  - Contractor has the ability to specify goods or services that can only be provided by itself (or an affiliate).
- Unequal Access to Information – May occur when a contractor has access to nonpublic information that may provide it with a competitive advantage in future competitions, for example:
  - Contractor in the course of its work gains access to financial or technical information related to competitors.
  - Contractor gains access to Government needs or procurement strategy.
- Impaired Objectivity – Involves situations where a contractor’s work under one contract could entail evaluating itself, a related entity, or a competitor. Also occurs where a contractor could have the ability to steer work to itself or a related company or away from a competitor. Examples:
  - Contractor has responsibility for determining where particular work is conducted.
  - Contractor does quality assurance/quality control on an affiliate or competitor.
  - Contractor provides administrative personnel in procurement sensitive areas (e.g. overhearing procurement discussions).

**If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with HPF’s Legal Counsel.**

## PERSONAL CONFLICTS OF INTEREST

A conflict of interest occurs when an individual’s personal interest may interfere in any way with the performance of his or her duties or the best interests of the HPF Family of Companies. Employees must be free from influences that conflict with the best interests of the HPF Family of Companies or might deprive the HPF Family of Companies of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided.

Conflicts of interest may include, but are not limited to, situations where employees:

- Are employed by (including consulting for) a competitor, customer or supplier.
- Own directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with the HPF Family of Companies or another part of the HPF Family of Companies.
- Solicit or accept gifts, favors or preferential treatment from suppliers, competitors or customers.
- Work in any capacity at another company without permission.
- Exercise supervisory authority over a co-worker who is also a family member.

## **GIFTS, ENTERTAINMENT & HOSPITALITY**

Business entertainment, gifts, and hospitality, where appropriate, are meant to create brand recognition, goodwill, and establish or maintain sound working relationships. They shall not be offered or received to gain improper advantage with customers or suppliers, to facilitate approval from Government officials, or where otherwise illegal or where they might result in an actual or potential appearance of impropriety. As a result, no employee may directly or indirectly offer, promise, grant, or authorize (directly or indirectly) the giving of money or anything else of value to a government official to influence official action or obtain an improper advantage. The same applies to a private commercial counterparty in a business transaction in consideration for an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and the HPF Family of Companies' policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant the HPF Family of Companies a business advantage.

Employees must understand that the term "government official" is defined broadly to include officials or employees of any government or other public body, agency, or legal entity, at any level, including officers or employees of state- owned or county- owned enterprises, municipalities, and public international organizations. It also includes candidates for political office, political party officials and employees, as well as political parties.

In addition, employees may not give money or anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if the circumstances indicate that all or part of may be directly or indirectly passed on to a government official to influence official action or obtain an improper advantage or to a private commercial counterparty in consideration for an unfair advantage in a business transaction. For that reason, employees responsible for hiring consultants, agents, partners in joint ventures or other business partners must take action as appropriate to:

- Ensure that those third parties understand and will abide by the HPF Family of Companies' anti-corruption policies.
- Evaluate the qualifications and reputation of such third parties.
- Include appropriate provisions in agreements and contracts designed to protect HPF.

Entertainment and gifts cannot be accepted by any employee unless of nominal or token value or express written permission is received by their manager and HPF's Compliance Officer.

## **LOBBYING ACTIVITIES**

The HPF Family of Companies is prohibited from using federal funds to pay persons, such as lobbyists or consultants, to influence or attempt to influence executive or legislative decision-making in connection with the award or modification of any Government contract. No employee may hire such a lobbyist or consultant without the CEO's prior written authorization.

## **ANTI-CORRUPTION: DEMANDING & ACCEPTING ADVANTAGES**

Employees are not permitted to use their jobs to solicit, demand, accept, obtain, or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals or entertainment reasonable in value that are consistent with local customs and practices and the Companies' policies. Any other gifts, meals or entertainment must be refused.

## **POLITICAL CONTRIBUTIONS, CHARITABLE DONATIONS, AND SPONSORING**

The HPF Family of Companies does not make political contributions (donations to politicians, political parties or political organizations). However, as a responsible member of society, the Companies make occasional monetary or product donations for education and science, and social and humanitarian projects. Some types of donations are always prohibited, however, including but not limited to donations: (1) to individuals; (2) to for-profit organizations; (3) paid to private accounts; (4) to organizations with goals incompatible with HPF's corporate principles; or (5) that would or might damage HPF's reputation.

All donations, contributions, and sponsorships must be transparent. This means, among other things, that the recipient's identity and planned use of the donation must be clear, and the reason and purpose for the donation must be justifiable, documented, and approved in writing by both appropriate management and HPF's Compliance Officer.

Quasi-donations, meaning donations which appear to be compensation for a service but are substantially larger than the value of the service, are prohibited.

Sponsoring means any contribution in money or in-kind by the Companies towards an event organized by a third party in return for the opportunity to advertise the HPF brands by, for example, displaying the HPF logo, being mentioned in opening or closing addresses, or the participation of a speaker on a discussion panel, as well as tickets to an event. All sponsoring contributions must be transparent, made pursuant to written agreement, be for legitimate business purposes, and be commensurate with the consideration offered by the event host.

Donations, contributions, and sponsorships may not be promised, offered or made to secure unjustified competitive advantages for HPF or for other improper purposes, and they may not be made toward events organized by individuals or organizations that have goals incompatible with the Companies' corporate principles or that would damage the company's reputation.

## **LOANS**

With the exception of common business transactions with banks or other financial institutions, employees may not make loans to or borrow from individuals or organizations that do business with the HPF Family of Companies.

## **FRAUD AND MISREPRESENTATIONS**

Never make false or deceptive claims to promote the HPF Family of Companies' or its services. Employees must not engage in or permit any activities that involve fraud or misrepresentation(s) regarding any aspect of our business. Also, as noted above in this Code of Conduct, all employees have a duty to report such concerns.

## **ANTI-MONEY LAUNDERING**

It is the HPF Family of Companies' objective to conduct business with reputable consultants and business partners who are involved in lawful business activities and whose funds are derived from legitimate sources. We do not facilitate money laundering, which is the process of disguising the nature and source of money connected with criminal activity. All employees must abide by applicable anti-money laundering laws and the Companies' Policies and Procedures designed to detect and deter suspicious forms of payment or customers or other transactions that could involve money laundering. To avoid problems in this area, employees must be attentive to and report suspicious behavior by customers, consultants and business partners. Employees must also follow all accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

## PROPRIETARY DATA & CONFIDENTIALITY

One of the HPF Family of Companies most important assets is its information. Each employee who has received or has access to proprietary information should take great care to keep this information private. In addition, because we interact with other companies and organizations, we may be aware or being given custody of proprietary or competition-sensitive data from customers before that information has been made available to the public. You must treat this information in the same manner as you are required to treat the Companies' proprietary information. There may even be times when you must treat as private the fact that we have an interest in, or are involved with, another company. In all cases, we cannot accept, use, or disclose competitive or proprietary data unless properly authorized.

Confidential or proprietary information may include, but is not limited to:

- Details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business.
- Information on manufacturing or research and development; and internal reporting figures.

The obligation to maintain confidentiality may extend beyond the termination of the relevant relationship since the disclosure of confidential information could cause harm to the Companies' business, clients or customers no matter when it is disclosed. Materials that contain proprietary information, such as memos, notebooks, computer disks and laptop computers, must be stored securely at all times.

## DATA PROTECTION & DATA SECURITY

Access to the Intranet and Internet and other electronic business dealings are all crucial to the effectiveness of each and every one of us and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security. Effective foresight with regard to these risks is an important component of data governance, information technology management, the leadership function, and also the behavior of each individual.

Personal data may only be collected, processed or used insofar as it is necessary for predetermined, clear and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of this data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

In all cases, employees must be aware of – and abide by – applicable laws and obligations to protect the privacy of others.

## GOVERNMENT CLASSIFIED INFORMATION

Security regulations that govern and/or relate to the protection of government classified information are complex and vary by government agency/department. The HPF Family of Companies is required to properly safeguard and control access to all government information that is classified for protection and is in our possession. Each employee, as well as our subcontractors, consultants and visitors, must familiarize themselves with all applicable security regulations/requirements and hold applicable clearance(s) prior to gaining access to classified information.

For security assistance and information, please contact your manager or the company's Facility Security Officer.



## **FAR MANDATORY DISCLOSURE RULE**

Contractors must timely disclose to the affected federal government agency's Office of Inspector General and Contracting Officer whenever, in connection with a contract award, performance, or closeout of a contract, the contractor has credible evidence that a principal, employee, agent, or subcontractor has committed certain crimes or engaged in certain misconduct. To not do so is a crime itself, and subjects the contractor to numerous and severe penalties, including possible prosecution and suspension/debarment from federal government contracting.

It is the Companies' responsibility to make such disclosures. Therefore, it is imperative and required that you report any suspected fraud, waste, abuse, or misconduct to HPF's CO, HR or a member of the HPF Family of Companies' Management immediately. You may also use our Ethics Hotline to report such concerns. Your concerns will be investigated in accordance with the HPF Family of Companies' Investigation Policy and, if required, disclosure will be made to the affected federal government agency.

## **INTERNATIONAL LAWS & TRADE CONTROLS**

We must comply with the applicable laws in all countries in which we travel, operate and otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, all employees must comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include the Foreign Corrupt Practices Act (FCPA) the International Traffic in Arms Regulations (ITAR) and other export control laws. Attention to potential violations related to technical data resident on computers and laptops or in presentations and technical support documentation is vital. If you have a question as to whether an activity is restricted or prohibited, seek assistance from your manager, HPF's Legal Counsel, HPF's Compliance Officer or contact the Ethics Hotline before taking any action.

## **FAIR COMPETITION & ANTITRUST LAWS**

Fair competition, as described by U.S. and foreign anti-trust laws, allows markets to develop freely – with attendant social and financial benefits for all citizens.

Accordingly, all employees are required to abide by laws governing fair competition

In order to avoid types of behavior that can lead to a violation of antitrust laws, employees may not:

- Talk to competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Companies' competitive behavior with the aim to solicit parallel behavior from the competitor.
- Enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs.
- Have any influence on the resale prices charged by our purchasers, or attempt to make them restrict the export or import of goods supplied by HPF.

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping or communicate knowingly false information about a competitor or its products or services.

## TRUTH IN NEGOTIATIONS ACT (TINA)

The HPF Family of Companies must comply fully with TINA in the conduct of its U.S. Government business. The purpose of TINA is to give the Government an effective means of negotiating a fair and reasonable price. TINA requires disclosure of cost or pricing data and certification that such data are accurate, complete, and current. Employees involved in negotiating Government contracts and subcontracts must ensure that all cost and pricing data, communications and representations of fact are accurate, complete, current, and truthful.



## PROTECTING THE HPF FAMILY OF COMPANIES' INTELLECTUAL PROPERTY

Every employee of the HPF Family of Companies has a fiduciary relationship to the HPF Family of Companies. All information relating to the internal operations of the organization is strictly confidential.

### Intellectual Property

The systems, processes, and software designs prepared by any of the HPF Family of Companies are that company's intellectual property. We may grant licenses to our intellectual property to other parties. In some cases, the Companies may have acquired intellectual property from third parties through development, purchases, or licensing agreements.

All designs, inventions, techniques, or other intellectual property created by our employees during their employment are considered "work for hire" that belongs to the Company. The HPF Family of Companies own the rights, titles, and privileges that accompany the authorship of intellectual property, including the right to copyright, publish, copy, and make derivative works of that property.

## TRADE SECRETS

A trade secret is information that gives the HPF Family of Companies an advantage over its competitors. Trade secrets can be formulas, patterns, devices, programs, methods, techniques, processes, or compilations of information that are valuable because only that company knows about them. If another organization or individual learns about a trade secret, it loses its value as a source of competitive advantage. Trade secrets are legally protected and the HPF Family of Companies can pursue action against parties that try to obtain them. Therefore, employees who know the Companies' trade secrets must take steps to protect them.

### PRACTICAL STEPS TO KEEPING TRADE AND BUSINESS SECRETS PROTECTED

- Employees with access to the Companies' trade and business secrets must protect the information from accidental or purposeful disclosure:
- If you are responsible for either the Companies' or a client's trade or business secrets, ensure that they are physically and/or electronically secure.
- If you review such trade or business secrets on your computer monitor, particularly on a laptop while traveling or outside of the office, ensure that others cannot view your computer screen.
- Never leave files of the Companies or client trade or business secrets open and unattended.
- Do not take the Companies' or a client's trade or business secret information from your place of work unless specifically authorized by your manager.
- If those you supervise work with trade or business secrets, make sure that they understand the importance of protecting that information and how to do so properly and effectively.



## PRIMARY EMPLOYMENT

If you are a full-time employee, we expect you to consider your respective Company to be your primary employer. Any outside employment or business activities must be secondary to your position at the HPF Family of Companies. Whether or not your employment with the HPF Family of Companies is full time, you must refrain from engaging in activities outside the scope of your employment if such activities would detract from, or interfere with, the fulfillment of your responsibilities as an employee of the HPF Family of Companies.

Exercise caution when developing independent business opportunities with other companies. You and the Company may need to use teaming agreements, non-compete agreements, and/or nondisclosure agreements to minimize the potential for conflicts between your interests and the interests of the Company. Contact a member of Senior Management, HR, or the Compliance Officer if you have questions about your individual business relationships with other companies.

## RESTRICTIONS ON CONDUCTING SIMILAR BUSINESS

Employees must have prior written approval of HPF's Compliance Officer or the CEO to:

Engage in the same or similar lines of business as conducted by their Company while employed by that Company; or volunteer at or work for another entity (company, firm, business) that conducts the same or similar business as that respective Company. This includes serving on the board of directors or similar advisory board of an entity (company, firm, or business) that either does business with that Company or that competes or could reasonably compete with that Company.

### Restrictions on Endorsements

Employees may not endorse any product, service, or organization on behalf of the HPF Family of Companies unless specifically authorized by an authorized official of the Companies.

The HPF Family of Companies respects the legitimate privacy interests of its employees and complies with laws regarding releases of personnel information. Such information may include but is not limited to, medical and insurance records; benefit information; personnel files; discipline reports; employment agreements; drug test reports; credit and criminal checks; and disability and accommodation information and requests.

We strive to create and maintain a work environment in which people are treated with dignity, decency, and respect and believe that each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits bullying and discriminatory practices, including harassment. The HPF Family of Companies' work environment should be characterized by mutual trust and the absence of intimidation, oppression, and exploitation. Other prohibited conduct, because of its adverse impact on the work environment, includes the following:

- Threats or violent behavior. Possession of weapons of any type.
- A manager having a romantic relationship with a subordinate.
- Discrimination against any employee on the basis of any element of diversity.
- Use, distribution, sale, or possession of illegal drugs or any other controlled substance, except for approved medical purposes.
- Being under the influence of illegal drugs, controlled substances used for non-medical purposes, or alcoholic beverages in the workplace.
- Consumption of alcoholic beverages on company premises, unless approved in advance by your manager.

## SAFE WORK ENVIRONMENT

We are committed to a safe, healthy, and violence-free work environment. Behavior that poses risk to the safety, health, or security of the Companies' employees, our extended workforce, or visitors is prohibited. If you become aware of a risk to the safety, health, or security of our workplace, you should notify your supervisor or any member of management immediately. To be able to respond effectively, the HPF Family of Companies needs to know about such actions as soon after they occur as possible. However, if it is an emergency or life-threatening situation, first contact emergency services by dialing 911, and then notify your manager or supervisor. The HPF Family of Companies prohibits discrimination, harassment, and bullying in any form – verbal, physical, or visual, as discussed more fully in our nondiscrimination and anti-harassment policies. If you believe you have been bullied, harassed, or discriminated against by anyone at the HPF Family of Companies, or by a partner, vendor, or affiliate, we strongly encourage you to immediately report the incident to your supervisor, Human Resources, or both. Similarly, supervisors and managers who learn of any such incident should immediately report it to Human Resources. Human Resources will promptly and thoroughly investigate any complaints and take appropriate action.

## WORKPLACE SAFETY, SECURITY, & ENVIRONMENTAL CONCERN

We must comply with all applicable environmental laws and must conduct our business in an environmentally responsible manner that minimizes any environmental impact. All employees must take appropriate actions in using, generating, handling and disposing of hazardous materials, and report all concerns to their manager or other appropriate authority. Additionally, all employees must advise when health, safety or security issues arise. Be vigilant and attentive to hazard prevention and report accidents and injuries promptly to your manager. We are committed to maintaining a drug-free work environment.

In addition, protecting the health and safety of employees in the workplace is of the highest priority for the HPF Family of Companies. It is the responsibility of everyone to foster the HPF Family of Companies' efforts to conduct its operations in a safe manner.

Our responsibility towards employees requires the best possible accident-prevention measures, and these apply to:

- The technical planning of workplaces, equipment and processes.
- Safety management, and personal behavior in the everyday workplace.
- The work environment must conform to the requirements of health-oriented design and awareness.



## **EMPLOYEE CONDUCT AND DISCIPLINARY ACTION(S)**

As stated earlier, this Code of Conduct provides guidelines for employee conduct. However, please keep in mind that as an employee of the HPF Family of Companies, you are always responsible for your own conduct. This includes your behavior while traveling on company business.

The HPF Family of Companies will address violations of this Code of Conduct and any other violations of the Companies' Policies and Procedures on an individual basis. Pursuant to its at-will employment policy, the Companies reserves the right to impose whatever forms of discipline it chooses in a particular instance. Disciplinary action may include an oral or written warning and/or reprimand, suspension with or without pay, demotion, or termination. A negative performance evaluation will count as a written warning.

In certain circumstances, the employee's conduct may lead to immediate discharge. Employees who have had formal written warnings are not eligible for salary increases, bonus awards, promotions, or transfers during the warning period. Employees should refer to the Employee Handbook for more information about the HPF Family of Companies' disciplinary policies.

## **INFORMATION SYSTEMS AND EQUIPMENT**

The HPF Family of Companies' supplies, services, office equipment, and electronic communications systems (including its computers, websites, Internet connections, cell phones, handheld portable electronic communications devices, telephone and fax systems) are for the Companies' business and may not be used for personal needs, except on an incidental and occasional basis that does not interfere with an individual's job performance or otherwise violate the Companies' policies. Under no circumstance may company property be used for advertising, promotion, or solicitation of business other than for the HPF Family of Companies.

The Companies' electronic communication systems may not be used for any unlawful or improper purposes including, but not limited to, posting, copying, downloading, viewing, or transmitting any material that violates the rights of others or is illegal, infringing, threatening, abusive, defamatory, sexually explicit or offensive, harassing, or otherwise objectionable.

## **PROTECTION & PROPER USE OF COMPANY ASSETS**

Effective use of the HPF Family of Companies' resources is critical to our bottom line and these resources should be used principally for business purposes that advance HPF's company objectives. Occasionally, however, limited personal use is permitted when it does not compromise the HPF Family of Companies' interests or resources. Each of us should use these resources wisely, demonstrate efficiency and guard against waste. We must limit time spent on personal affairs to a reasonable duration and frequency – always incidental to your workday and never charged to the Companies or customer. Personal use must not interfere with or adversely affect your job performance or that of any other person or organizational requirements. You may never use company assets in an illegal, disruptive or offensive manner to others (e.g., involving racist or sexually explicit materials or materials that are discriminatory, hateful or threatening).

Employees should be mindful of the fact that HPF retains and exercises the right to access, review, monitor and disclose any information transmitted, received or stored using Companies' electronic equipment and information systems, with or without an employee's or third party's knowledge, consent or approval and in accordance with applicable law, at all times. Employees and third parties should have no expectation of privacy in connection with the Companies' equipment or systems.

## MANAGERS' EXPECTATIONS

The culture of integrity and compliance in an organization starts at the top and is a key part of the HPF Family of Companies' management's duties of motivation and supervision. Managers bear responsibility for all employees whose leadership is entrusted to them and must earn their team's respect through exemplary personal behavior, performance, openness and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, make them regular topics of everyday business and promote them through personal leadership and training. Managers shall also be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional problem. It is the responsibility of all managers to see to it that there are no violations of laws and other regulations within their area of responsibility that their supervision could have prevented. Leaders are responsible even if they delegate certain tasks and should:

- Carefully select employees based on their personal and professional qualifications and suitability.
- The duty of due care increases with the significance of the task the employee must perform (duty of selection).
- Give precise, complete and binding instructions to employees, especially with regard to compliance with the policies, procedures, and government laws and regulations (duty to give instructions).
- Ensure that compliance with the law is continuously monitored (duty of monitoring).
- Clearly communicate to employees the importance of integrity and compliance in everyday business. Managers must also communicate that violations of the law are unacceptable and will have negative employment consequences (duty of communication).

### CODE OF CONDUCT AND BUSINESS CONDUCT GUIDELINES IMPLEMENTATION, COMPLIANCE & MONITORING

The HPF Family of Companies' management shall actively foster the widespread distribution of the HPF Family of Companies' Code of Ethics & Business Conduct and see to it that they are implemented. Compliance with observance of the law and the HPF Family of Companies' Code of Conduct & Business Conduct Guidelines in all business activities shall be and is monitored on an ongoing and regular basis in accordance with applicable law and the HPF Family of Companies' Policies and Procedures.

## OUR SHARED COMMITMENT

If you are aware of a suspected or actual violation of the Code of Conduct, business standards, or any law or regulation, by others, you have a responsibility to report it. Whether you choose to speak with your manager, HPF's Compliance Officer, or HPF's Legal Counsel, you can do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, up to and including termination of employment.

## RESOURCES

All employees are encouraged to seek guidance or information from their manager, HPF's Human Resources, HPF's Compliance Officer, HPF's Legal Counsel, or the Ethics Hotline whenever they have a question or concern.



*Connecting. Protecting. Empowering*

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## **CONTACT US**

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