



Ellucian Supplier Code of Conduct

UPDATED OCTOBER 2017



Section one: purpose and intent

Ellucian Company L.P., and its related companies and affiliates (“Ellucian” or the “Company”) believes that good personal and professional ethics lead to good corporate ethics and good business relationships. Included in Ellucian’s definition of good corporate ethics are the standards set forth in this Supplier Code of Conduct. To formalize our preference for ethical business partners, all Ellucian suppliers, i.e. vendors, partners, consultants and subcontractors (“Suppliers”) are required to adhere to this Supplier Code of Conduct **while they are conducting business with and/or on behalf of Ellucian.** All Ellucian Suppliers should educate their representatives and their subcontractors who directly engage with Ellucian to ensure they understand and comply with the Ellucian Supplier Code of Conduct.

Section two: legal, regulatory, and ethical compliance

- 1. All Ellucian Suppliers and their representatives are expected to conduct their business in compliance with the applicable laws and regulations of the countries where they conduct business with or on behalf of Ellucian.**
- 2. In addition to any specific obligations under Supplier’s agreement with Ellucian, all Ellucian Suppliers are expected to comply with the following legal and ethical standards:**
 - a. Conduct business in full compliance with local labor and employment standards.
 - b. Conduct business in full compliance with anti-bribery and anti-corruption laws and with the United States Foreign Corrupt Practices Act (FCPA) and U.K. Bribery Act, specifically agree to not make any direct or indirect payments or promises of payments for the purpose of inducing the individual to misuse his or her position to obtain or retain business.
 - c. Require employees to report to Ellucian any request for a bribe or offer of a bribe.
 - d. Comply with all applicable trade control, export, re-export and import requirements.
 - e. Conduct business in full compliance with fair competition laws.
 - f. Conduct business in compliance with copyright protections including all international conventions and laws governing the rights of copyright owners.
 - g. Comply with applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal, and release to the environment of such materials.

Section three: **business practices**

- 1. Ellucian Suppliers and their representatives are expected to conduct their business with integrity and in accordance with their obligations under their specific agreements with Ellucian. In addition to any specific obligations under Supplier's agreement with Ellucian, all Ellucian Suppliers are expected to:**
 - a. Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
 - b. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.
 - c. Protect and responsibly use both the physical and intellectual assets of Ellucian including property, supplies, consumables, and equipment when authorized by Ellucian to use such assets.
 - d. Use Ellucian provided information technology and systems (including e-mail) only for authorized Ellucian business-related purposes. Ellucian strictly prohibits Suppliers and their representatives from using Ellucian provided technology and systems to create, access, store, print, solicit, or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory, or malicious communications using Ellucian provided information assets and systems.
 - e. Comply with the intellectual property ownership rights of Ellucian and others including but not limited to copyrights, trademarks, and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use. Prohibit the illegal use of copyrighted materials including the illegal download of music, internet games and movies.
 - f. Never speak to or release statements to the media on Ellucian's behalf, unless Supplier and its representative is expressly authorized in writing to do so by Ellucian.
 - g. Ellucian discourages gift giving but it recognizes that gift giving and entertainment practices may vary in different cultures. If the exchange of gifts is customary and reciprocal, gifts and entertainment are permissible, provided the monetary value of the gift or entertainment is modest. Never provide a gift or entertainment that is in bad taste or which would be embarrassing to Ellucian. Under no circumstance should a gift or entertainment given or received violate or involve a violation of local law, including but not limited to the FCPA and/or UK Bribery Act.
 - h. Avoid actual conflicts of interest and the appearance of conflicts of interests.
 - i. Suppliers and their representatives are not permitted to deal directly with any Ellucian representative whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Supplier.

Section four: employment and labor practices

- 1. Ellucian Suppliers shall conduct their employment practices in full compliance with applicable employment and labor laws and regulations. Ellucian Suppliers must share in Ellucian's commitment to human rights and equal opportunity in the workplace.**

- 2. All Ellucian Suppliers are expected to comply with the following:**
 - a. Provide employees with a workplace that is free of harassment and unlawful discrimination. Regardless of cultural differences, Ellucian Suppliers are expected to prohibit discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, gender identity, union membership, or political affiliation.
 - b. Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices.
 - c. Prohibit the use, possession, distribution, and/or sale of illegal drugs, or the abuse of alcohol or prescription drugs, while on Ellucian or Ellucian customer owned or leased property or while on Ellucian business.
 - d. Prohibit the possession of weapons and dangerous substances on Ellucian or Ellucian customer owned or leased property or while on Ellucian business.
 - e. Use only voluntary labor. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We are committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the UK Modern Slavery Act 2015. We expect the same high standards from all of our Suppliers. We strive to ensure against the use of forced, compulsory or trafficked labor, or anyone held in slavery or servitude and we expect that our Suppliers will apply the same high standards through their own organization and supply chain.
 - f. Employees and people hired as contract or temporary labor should not be required to lodge "deposits" or their identity papers with their employer and are free to leave their employer after reasonable notice without penalty.
 - g. Comply with all local minimum working age laws and requirements and under no circumstances use child labor in any capacity or employ people under the age of 16 years or the legal minimum working age whichever is higher.
 - h. Provide a workplace free from physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation.

- i. Strictly adhere to working hours or labor hour statutes. Under no circumstances will any employee be required to work more than the legal standard for a standard work week. Overtime must be voluntary and paid in accordance with local laws and regulations. No employee shall be required to work more than the maximum hours of daily labor set by local laws.
- j. Ensure that all employees are legally authorized to work in the country in which they are working and do not knowingly employ the services of an illegal immigrant.

Section five: compliance with the Ellucian Supplier Code of Conduct

1. **It is the responsibility of the Supplier to ensure that its representatives understand and comply with the Ellucian Supplier Code of Conduct and to inform its Ellucian contact (or a member of Ellucian management) if and when any situation develops that causes the Supplier to operate in violation of the Code set forth in this document.**
2. **In addition to any other rights Ellucian may have under its agreement with Supplier, Ellucian may request the immediate removal of any representative who behaves in a manner that is unlawful or inconsistent with this Code or any Ellucian policy.**

Section six: reporting compliance failures or questionable behavior

1. **Ellucian Suppliers are expected to self-monitor their compliance with this Supplier Code of Conduct. A Supplier who self-reports a violation of this Supplier Code of Conduct will be permitted a reasonable time to correct its compliance. To self-report, contact Ellucian's Vice President of Compliance in writing at the following address:**

Ellucian
Vice President of Compliance
4 Country View Road Malvern, PA
19355 USA

2. **You are encouraged to work with your primary Ellucian contact in resolving a business practice or compliance concern. If you wish to report questionable behavior by an Ellucian employee, there may be times when it is not possible or appropriate to go to your Ellucian contact. In such instances, please contact Ellucian in any of the following ways:**
 - a. By calling the Ellucian Alert Line at 1-855-226-5549, or submitting a complaint at ellucian.alertline.com

- b. By emailing the Vice President of Compliance at compliance@ellucian.com
- c. By sending a letter to the Vice President of Compliance at 4 Country View Road, Malvern, PA 19355.
- d. Ellucian will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior and/or a possible violation.



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