



CODE OF CONDUCT FOR COUNCILLORS AND COMMITTEE MEMBERS

1. Preamble

The National Bargaining Council for the Road Freight and Logistics Industry (**“Council”**) is established in terms of Section 27 of the Labour Relations Act 66 of 1995. Council is constituted by the party employer organisations, and party trade unions.

This Code of Conduct (“Code”) is intended to provide guidance to Councillors and Committee members so as to help them recognise and deal with ethical issues, provide mechanisms to report possible unethical conduct and foster a culture of honesty and accountability.

This Code requires Councillors and Committee members to conduct themselves with dignity, honesty, integrity, and respect when interacting with colleagues, stakeholders, and the general public, and it will therefore serve as a fundamental guide for ethical behaviour in governing Council and interactions with stakeholders.

2. Purpose

The purpose of this Code is to ensure and regulate the standards of honesty, integrity and ethical behaviour expected of Councillors and Committee members, encourage the observance of those standards so as to protect and promote the interests of the stakeholders, provide guidance to Councillors and Committee members so as to maintain the confidence of stakeholders, to promote good business conduct and maintain a healthy culture that engenders transparency and fairness.

3. Scope and Application

This Code is applicable to all Councillors and Committee members.

4. Code of Conduct

- 4.1. Councillors and Committee members acknowledges that Council is responsible for the regulation and enforcement of the minimum wages as well as the terms and conditions of employment within the industry as negotiated by Parties to Council from time to time, and that they are in a position of trust and must therefore remain fit and proper to hold their position for the duration of their term. For the purposes

of this Code, “fit and proper” means a Councillor or Committee member” must be:

- 4.1.1. In good standing with their organisation with no current or pending disciplinary action and/or legal proceedings instituted by or on behalf of their organisation;
- 4.1.2. In good standing with Council with no current or pending disciplinary action and/or legal proceedings instituted by or on behalf of their organisation;
- 4.1.3. Strive to embody the principles of leadership in all actions and live up to the trust placed in them by Council and stakeholders;
- 4.1.4. Act honestly, in good faith in their deliberations and all other matters pertaining to their role as Councillors and Committee members;
- 4.1.5. Ensure that their personal interests and their duty to Council are not brought into conflict;
- 4.1.6. Diligently apply their minds to all matters when exercising their duties in their capacity as Councillors and Committee members;
- 4.1.7. Act in the best interest of and fulfil their fiduciary obligations to Council and stakeholders at all times;
- 4.1.8. Conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- 4.1.9. Inform Council, at the earliest opportunity, of any existing or potential conflict;
- 4.1.10. Not exploit any Council opportunities for his/her own personal gain;
- 4.1.11. Not directly or indirectly acquire or pursue any Council related business opportunities for their own personal benefit, to which Council has expressed interest;
- 4.1.12. Not cause harm or act in a manner that could cause harm to the assets, equipment, or property of Council;
- 4.1.13. Adhere to the Constitution of South Africa as an over-arching supreme law;
- 4.1.14. Adhere to all the applicable laws, statutes, and regulations as well as Council's governance frameworks and policies;
- 4.1.15. Act to enhance, protect and maintain the reputation of Council;

- 4.1.16. Strive to contribute towards the growth and stability of Council;
- 4.1.17. Take reasonable care to safeguard the assets of Council, its physical premises, equipment, and facilities as well as the records and information;
- 4.1.18. Use assets of Council in a safe, ethical, and lawful manner as well as for legitimate business purposes and not personal gain or opportunity;
- 4.1.19. Use assets of Council for legitimate business purposes and not for personal gain or advantage;
- 4.1.20. Not engage on any purchasing of assets of Council unless the relevant Council policy authorises them to do so;
- 4.1.21. Refrain from any form of unfair discrimination that infringes on the values enshrined in the Constitution of the Republic of South Africa as well as the provision of any legislation and regulations applicable to Council;
- 4.1.22. Refrain from communicating with the media regarding any Council matter;
- 4.1.23. Must refrain from any unfair discrimination, nepotism, undue favoritism, violence against internal and external stakeholders and harassment, including but not limited to sexual harassment. For the purposes of this Code, nepotism means recommending friend, partner, family member and/or relatives for employment and business opportunities within Council; and
- 4.1.24. Perform their duties diligently at all times and exercise due care and skill, which can reasonably be expected of a person with their knowledge and experience in their position, and also exercise their fiduciary duties and act in the best interests of Council.

5. Interference in Administration

- 5.1. Councillors and Committee shall not unduly:
 - 5.1.1. Interfere in the day-to-day management and administration of any department of Council;
 - 5.1.2. Give or purport to give any instruction to any employee of Council except when authorised to do so by a relevant governance structures of Council;
 - 5.1.3. Obstruct or attempt to obstruct the implementation of any decision of Council, EXCO and Committee by an employee of Council, encourage or participate in any; and

5.1.4. Engage into Conduct which would cause or contribute to maladministration in the Council.

6. Responsibility Regarding Gifts, Business Courtesies and Bribery

6.1. Councillors and Committee members shall:

6.1.1. Recognise the importance of conducting business in a responsible manner and avoid situations that may compromise them or be negatively influenced in their decision making within their scope by accepting or offering bribes, business courtesies and gifts to gain favours;

6.1.2. Not accept any cash or non-cash gifts if the impression is created that an improper business advantage could be secured. Likewise, cash or non-cash gifts or entertainment and business courtesies should not be offered to parties if the same impression could be created;

6.1.3. Avoid finding competing with the interests of Council;

6.1.4. May not use their position to request or solicit or accept any reward, gift or favour for voting or not voting in a particular manner on any matter before Council, EXCO and Committees which they serve, persuading Council, EXCO and Committee in regard to the exercise of any power, function or duty, making a representation to Council, EXCO and Committees or disclosing privileged or confidential information;

6.1.5. Accept business courtesies through Council prescribed process;

6.1.6. Refuse and report any offer of a bribe or other potential corruption emanating from any source;

6.1.7. Refrain from any attempt to influence persons in any office to obtain any improper gain or advantage; and

6.1.8. Not offer any fellow Councillor or Committee member any item of value, including money, in return for a certain action or inaction by such Councillor or Committee member.

7. Disclosure of Interest in conflict with the business of Council

7.1. Councillors and Committee members shall:

7.1.1. Avoid conflict of interest or relationships which conflict with the interests of Council

or which divide their loyalty to Council and/or disclose to Council, EXCO and any Committee a conflict in relation to any activity that creates or appears to create a conflict between their interests and that of Council. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of Council;

7.1.2. Disclose to Council, EXCO and any Committee which they serve any direct or indirect personal or private business interest that they the Councillors and Committee members or a spouse, partner or business associate may have in any matter before Council, EXCO and Committees;

7.1.3. Use their prudent judgement to abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their duties and inform Council at the earlier opportunity of any existing or potential conflict of interest situation;

7.1.4. Declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with Council, and where so required, to abstain from voting on any resolution proposed in connection with contracts or dealings in which they have conflict of interest, and must recuse themselves on discussions related to such matter;

7.1.5. Ensure that the relationships with prospective and existing suppliers, contractors, customers, competitors, and regulators does not affect their independence and sound judgment when acting on behalf of Council; and

7.1.6. Take all reasonable steps to prevent any potential or actual conflict of interests. If such a conflict of interest arises, they must disclose it by means of completing a declaration of interest form.

7.2. General Declaration

7.2.1. Councillors or Committee Member must disclose and declare:

- At the time of appointment as a Councillor or Committee Member;
- Thereafter, annually in the first month of the financial year; and
- At any time, any personal financial or other interest in advance,

by delivering to the Council (via Council Secretariat) a notice in writing setting out the nature and extent of that interest to be used generally for the purposes of this section until changed or withdrawn by further written notice from that Councillor or Committee Member.

7.3. Specific Declaration

7.3.1. Councillors and Committee Members must disclose and declare, at the beginning of each meeting of the Council or its committees, whether they have any conflict of interest in respect of any matter(s) on the agenda. Any such conflicts should be proactively managed as determined by the Council or its Committees and subject to legal provisions.

7.4. Third-Party Reporting of Conflict of Interest

7.4.1. Council may be advised of actual- or perceived conflicts of Interests, from time to time, by either internal or external parties. In such instance, Council must advise the Councillor or Committee Member of the reported conflict and provide the implicated Councillor or Committee Member at least seven (7) working days to respond to the alleged conflict. Council may, at its own discretion, investigate the alleged conflict of interest, but will reserve a finding until such time that the implicated Councillor or Committee Member had an opportunity to respond to the allegations.

8. Council, EXCO and Committee Meetings

8.1. In terms of Council, EXCO and Committee meetings, Councillors and Committee Members are required to:

8.1.1. Attend at least 80% of all meetings of Council, EXCO and Committees which they have appointed to serve in any particular financial year, except when a leave of absence is granted in terms of the Constitution of Council or they are required to withdraw from the meeting, and also tender apologies and reasons;

8.1.2. Study the agenda, meeting documents and other information sent to them in good time prior to the meeting and to be prepared to debate and vote on agenda items during the meeting;

8.1.3. Request additional information deemed necessary for consideration at the meeting well before the meeting to enable this information to be circulated to all likely attendees and thus aid meeting effectiveness;

8.1.4. Engage in debate and voting in meetings according to the procedures, maintaining a respectful attitude towards the opinions of others while making their opinions;

8.1.5. Honour the role of the Chairperson and Deputy Chairperson of Council and respect their role as the meeting leaders;

8.1.6. Accept decision or resolution of the majority of two third of the Representatives

of the Parties to Council on each side as decisive and final; and

- 8.2. Councillors and Committee members who are absent for three or more consecutive meetings, with or without an apology, of a particular governance structure i.e. Council, EXCO or any other Committee of Council which they are required to attend in terms of the Constitution of Council, will be automatically removed from that particular governance structure for the purposes of continuity.

9. Managing Confidential Information and Protecting Intellectual Property

- 9.1. Councillors and Committee members may come into possession or access to the confidential and sensitive information of Council in the course of performing their duties, and they must therefore treat such information in strictest of confidence, and may not without written permission of Council disclose any privileged or confidential information to any unauthorised person and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required. For the purposes of this item privileged or confidential information may include any information:
- 9.1.1. Determined by Council to be privileged or confidential;
 - 9.1.2. Any intellectual property rights owned by Council;
 - 9.1.3. Deliberations and discussions of any meeting of Council, EXCO and Committees including agenda items, meeting documents and/or minutes of such meetings;
 - 9.1.4. Deliberations and discussions which took place in a closed session of Council, EXCO and Committees;
 - 9.1.5. Disclosure of which will violate a person's right to privacy;
 - 9.1.6. Declared to be privileged, confidential or secret in terms of the law;
 - 9.1.7. Not use the positions or privileges of their positions, privileged or confidential information obtained, for their personal gain or advantage or to improperly benefit another person;
 - 9.1.8. Maintain the confidentiality of Council's information and that of those in business dealings with until and unless authorised to disclose such information; and
 - 9.1.9. Not be a party to a beneficiary under a contract for the provision of goods or services to Council and may not obtain a financial interest in any business of Council, except with the prior written consent.

9.2. Councillors and Committee members shall:

- 9.2.1. Respect the privacy of individuals and comply with laws and regulatory provisions applicable to it with regard to the collection, storage, use, retention, transfer, and deletion of personal information;
 - 9.2.2. Collect and process personal information for lawful purposes and only keep that information for as long as it is strictly necessary in light of the purpose for which the information was collected;
 - 9.2.3. Share personal data with others when there is a legitimate business or legal need to do so and ensure that the transfer of that information comply with laws and regulatory provisions and that anyone receiving such personal information understand the importance of protecting it. Where Council work with others, such as Service Providers and Consultants, it makes clear the importance of standards on information privacy;
 - 9.2.4. Understand what shall be classified as personal information, take appropriate measures to protect such information and use such information in a way that is consistent with the purpose for which it was collected; and
 - 9.2.5. Never access personal information unless they have the appropriate authorisation, and never transfer or provide access to such personal information to anyone inside or outside of Council without authorisation.
- 9.3. The obligation to protect Council's information from disclosure continues, even after the Councillors and Committee members are no longer serving on Council, EXCO and Committees, unless officially declared to be public information.

10. Breach of the Code

- 10.1. In the event of an alleged breach of this Code of Conduct has been reported to the Council via the National Secretary or if the Office-Bearers of Council, on reasonable suspicion, is of the opinion that a provision of this Code has been breached, the Office-Bearers must:
 - 10.1.1. Upon receiving a report of an alleged breach of this Code, the Office Bearers shall promptly take all appropriate actions necessary to investigate or establish a special Committee to investigate and make a finding of any alleged breach of this Code, and to make appropriate recommendations to Council;
 - 10.1.2. Give the implicated Councillor or Committee member a reasonable opportunity to reply in writing regarding the alleged breach;

- 10.1.3. The implicated Councillors and Committee members are expected to cooperate in any investigation related to any breach of this Code;
- 10.1.4. Report the outcome of the investigation to Council;
- 10.1.5. Council must ensure prompt and consistent action against violation of this Code;
- 10.1.6. If, after investigating an alleged breach of this Code by a Councillor or Committee member, determine that a breach of this Code has occurred, such determination must be reported to Council for review and adoption; and
- 10.1.7. Upon receipt of a determination that there has been a violation of this Code, Council shall take such preventative or corrective action as it deems fit and appropriate, including, but not limited to removal, formal warning, and in the event of a criminal conduct or other serious violation, notify the appropriate law enforcement agencies.

11. Resolution of Conflict of Interests

- 11.1. Should it be established that a Councillor or Committee member's interests were not disclosed at all, or such disclosures were either incomplete or false, Council reserves its rights to take appropriate steps, including legal or disciplinary action;
- 11.2. Council shall, upon receiving a declaration of conflict of interest or on receiving a report on alleged conflict of interest, investigate such conflict of interest, within a reasonable time, and after affording the implicated Councillor or Committee Member or prescribed officer at least seven (7) days to respond to the allegations and upon validating a conflict of interest:
 - 11.2.1. Acknowledge the conflict of interest, but that the conflict is immaterial and does not have a significant impact on Council;
 - 11.2.2. Acknowledge the conflict of interest and that the conflict is material and does have a significant impact on Council in which case:
 - 11.2.2.1. Council can request a Councilor or Committee member to resign; and/or;
 - 11.2.2.2. Council can, after following due process, initiate disciplinary action and/or legal action against the conflicted Councilor or Committee member; or
 - 11.2.2.3. Implement any other appropriate remedial measure, after following due procedure.

12. Review of the Code

12.1. The Code shall be reviewed every after 3 years or as and when required to align with the best governance practices and new changes in legislation and regulatory provisions applicable to Council. Any proposed amendments in the Code shall be facilitated by the General Manager Secretariat.

Signed by Councillor at.....on2024

Name: Councillor/Committee member

Signature: Councillor/Committee Member

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