

# Code of Ethics and Professional Conduct Policy

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## Code of Ethics and Professional Conduct Policy

**Right Lane Consulting is an ethical management consulting firm serving the purpose economy.**

Our vision is to build a strong Australian purpose economy that delivers a fairer and more prosperous society.

We employ our distinctive ideas and processes, and our absolute commitment to delivery, to help clients we care about pursue their inspiring missions.

Right Lane Consulting became the first management consulting firm in Australia to be B Corp certified in 2015. Right Lane Consulting has since recertified as a B Corp in 2017, 2021 and recently in 2025. Certified B Corporations meet higher standards of social and environmental performance, transparency, and accountability.

Taking this commitment one step further, in 2022, we transitioned to majority foundation ownership – the first Australian consulting firm to adopt such a structure.

Our code of ethics defines the principles that shape the decisions we make. Our clients place their trust in us and in the work that we do. It is of vital importance that each of us abides by the highest ethical standards. Our code of ethics and professional conduct is intended to provide guidance for directors and employees on the standards that Right Lane Consulting expects in the conduct of its operations.

### Ethical principles

**Conflict of interest** – (See Policy below). We will avoid conflict of interest, or the appearance of such, and will disclose to the client immediately any circumstances or interests that they believe may influence their judgment or objectivity.

**Gifts, benefits and hospitality** – We do not actively solicit any gifts, benefits or hospitality; nor do we accept gifts or benefits (including hospitality and entertainment) which could in any way compromise or be seen by the wider community to influence us in our official capacity. We declare the benefit of gifts or gratuities that occur in the normal course of business.

**Responsibility to society and the environment** – We are committed to minimising our impact on the environment and conducting business activities in a manner that respects ethical values, people and communities, and the natural environment.

**Exercise leadership** – We will, to the extent of our ability and opportunity, lead others, by modelling competent and ethical behaviour, by fostering an ethical work environment, and by fulfilling our professional role selflessly.

**Act with honesty and courage** – We will be honest, objective, and truthful in our words, actions and representations and will not knowingly mislead our colleagues or clients. We will have the courage to challenge assumptions and dissent respectfully when needed.

**Demonstrate integrity** – We will always act in the client's best interests. We will act with integrity and trustworthiness. We will not promote our own self-interest or allow personal interest to undermine our objectivity, accuracy, independence and behaviour.

**Professionalism** – We comply with professional standards and applicable laws and regulations. We avoid any action that may discredit our firm or our profession. We strive to do what is legal and what is right.

**Lawfulness** – We will not act unlawfully or advise in any way that would knowingly countenance, encourage or assist unlawful conduct by our colleagues or clients.

**Professional competence and due care** – We will maintain the highest standards possible in the information and guidance we provide colleagues and clients, and commit ourselves to maintaining and enhancing our professional knowledge, skills and competence through continuous professional development.

**Objectivity** – We are objective in forming our professional opinions and the guidance we give. We do not allow bias, conflict of interest, or undue influence of others to override our professional judgments. We ensure judgments and conclusions are based upon analysis of all available and relevant data, without prejudice or partiality. We address differences of opinion and handle them constructively and professionally.

**Confidentiality** – Will treat all confidential client information appropriately; will take reasonable steps to prevent access to confidential information by unauthorised people and will not take advantage of proprietary or privileged information. We prohibit disclosure of information to anyone inside or outside our firms without the legal or professional right to know.

**Fair business practices** – We are committed to fair business practices. We receive fees that reflect the value of services provided and responsibilities assumed and are considered fair and reasonable by our clients. We respect our competitors and do not compete unfairly.

**Inclusion, diversity and fair treatment** – We understand the impact that our individual behaviour has on our firm, our colleagues, and society, and always work to take responsible action. We encourage and value the diverse mix of people, viewpoints, talents, and experiences found at Right Lane. We are fair in our behaviour and our policies promote equal opportunity for all.

**Careful management of resources** – Firm resources are defined as information technology, intellectual property, trademarks, facilities and equipment, and cash. It is our responsibility to follow internal management policies and procedures and safeguard firm resources.

**Organisational capability** – We will contribute to and encourage the learning and development of employees and will seek to achieve the fullest possible development of people for present and future organisational needs.

## 1. Conflict of Interest Policy

The purpose of this Policy is to safeguard the firm's integrity and reputation by preventing real, potential, or perceived conflicts of interest, while also protecting client confidentiality and ensuring impartiality in advice and services.

This Policy applies to all employees and contractors and covers both professional and personal situations that could influence, or appear to influence, decision-making or client work.

### Definition of a conflict of interest

A conflict of interest arises when personal, financial, or other interests interfere (or appear to interfere) with:

- The duty to act in the best interests of a client.
- The objectivity and independence of professional judgment.
- The reputation of the firm.

Examples:

- Working for competing clients in the same sector on related projects. (See Serving Competitors Policy below).
- Having a financial interest in a client, supplier, or competitor.
- Personal relationships (family/friends) influencing client assignments.
- Using confidential client information for personal gain.

### Types of conflicts

- **Actual:** A real conflict exists now.
- **Potential:** A conflict could arise in the future.
- **Perceived:** Even if no actual conflict exists, others may reasonably think one does.

### Disclosure obligations

- Employees must immediately disclose any situation that may present a conflict (actual, potential, or perceived) to their coach, project lead or CEO.
- Disclosure should be made in writing.

### Managing conflicts

Should a conflict of interest occur through actual or perceived interests, relationships or clients, Right Lane has procedures in place to manage conflicts. Actions taken to manage an actual or perceived conflict of interest are determined according to the specific circumstances of the individual case, including the role and responsibilities the employee performs for Right Lane and the nature and extent of the conflict.

Without limiting the types of action that could be taken, there are several ways in which conflicts of interest may be managed, including:

- Obtain informed consent from affected (or potentially affected) clients where conflicts are manageable.

- Alter the employee's duties so they are no longer performing the role which may potentially put them in a conflict situation.
- Implement safeguards that address the actual or perceived conflict of interest. For example, preventing teams from accessing their clients' competitors' privileged information
- Asking the employee to dispose of their financial interests.

Where conflicts cannot be managed, the firm may refuse or withdraw from engagements.

### **Employee responsibilities**

- Act in the best interests of clients and the firm.
- Avoid situations that create conflicts.
- Refrain from outside employment, directorships, or business interests that conflict with client work unless approved.
- Protect client confidentiality at all times.

## **2. External Memberships and Affiliations**

Employees and contractors must disclose any memberships, positions, or affiliations with external organisations that may create an actual, potential, or perceived conflict of interest. This includes professional associations, industry bodies, advocacy groups, boards, political or community organisations.

The firm reserves the right to review such affiliations and assess whether they present ethical, reputational, or business risks. Examples include organisations that:

- Hold positions or practices that are inconsistent with Right Lane's values or ethical standards.
- Engage in activities that may reasonably be considered unethical, discriminatory, or harmful.
- Have interests that directly conflict with those of Right Lane clients or competitors.

Where a membership is deemed sensitive, the firm may:

- Approve the affiliation with no conditions.
- Approve subject to safeguards (e.g. disclosure to clients, exclusion from certain projects).
- Decline or request withdrawal from the affiliation if the risks outweigh the benefits.

Employees and partners are expected to review their affiliations annually and notify the firm of any changes.

### 3. Serving Competitors Policy

As is common in management consulting, we serve organisations in the same industry, including competitors. In doing so, we take seriously the protection of clients' confidential information.

Our protocols involve serving direct competitors through different teams of consultants and preventing these teams from accessing their clients' competitors' privileged information. Direct competitors will be identified by mutual agreement between Right Lane and its clients.

To safeguard our clients' interests, Right Lane staff who lead strategic projects for a client will not serve a direct competitor of theirs for a period of two years after they last served the original client. Staff with lesser involvement – for example, industry experts, analysts and project managers – will not serve a direct competitor for a period of one year after they last served the original client.

When serving competitors, Right Lane staff are unable to access files – electronic and physical – containing their clients' competitors' private and confidential information.

Right Lane is a small team with a focus on a few industries. As such, it would be commercially impractical to 'tie up' our staff for two years on the basis of, for example, a single workshop for a client. The extent to which this Policy applies to Right Lane staff who lead workshop only engagements on sensitive strategic matters will be determined by Right Lane on a case-by-case basis. Right Lane will notify clients impacted if, for any reason, the firm decides to take a different approach to protecting their confidential information.