



CORE VALUES DRIVEN ETHICS & COMPLIANCE PROGRAM

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Introduction

AutomationDirect's culture is based on a concept known as **Customer Driven Leadership® (CDL)**. Under this methodology, we have four boundaries of the business that provide a rule base from which we make our everyday decisions. Those boundaries include our **Vision, Customer Promise, Core Values, and Profit Equation**.

AutomationDirect's **Core Values** include - **Integrity, Respect, Excellence** and **Community**. Inherent in our **Core Values** is the requirement that our teamers conduct interactions and transactions with customers, vendors, fellow-teamers, shareholders, local communities, government organizations, and the general public in accordance with the highest ethical standards and all applicable laws and regulations.

AutomationDirect's Ethics & Compliance Program (also referred to as "Program") includes Conduct Guidelines (also referred to as "Guidelines") intended to provide our teamers with guidance for conducting business in an ethical and legal manner on a daily basis. These Guidelines apply to every teamer, every day, in every situation. (For purposes of this Program, the term "teamer" refers to employees, directors, officers, independent contractors, temporaries, vendors and other individuals and entities that perform work for ADC.)

AutomationDirect's takes its commitment to conducting business in an ethical and legal manner so seriously that we have created various avenues for ADC teamers and outside parties (such as customers, vendors, accountants, auditors, etc.), to seek guidance and ask questions, as well as report unethical or illegal conduct. Allegations or reports of violations of the Guidelines will be investigated. When it's determined there has been a violation, ADC will take corrective action designed to prevent future occurrences. Certain types of violations require that ADC report them to government and regulatory agencies. Additionally certain violations be result in to legal proceedings against individuals which result in civil damages, criminal fines and prison terms.

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The Ethics & Compliance Program

The purpose of the Ethics & Compliance Program is to prevent and detect the occurrence of unethical or illegal conduct, to stop any such conduct as soon as reasonable possible after it has been discovered, and to take corrective actions necessary to prevent future occurrences of such violations.

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How to Seek Program Guidance, Ask Questions & Report Concerns

It is important that each individual and entity covered by this Program recognize their obligation to resolve any questions they have about their jobs and to report instances of unethical or illegal conduct.

There are a variety of available avenues available to individuals and entities covered by this Program or other outside parties to seek guidance or ask questions about this Program or report concerns that ADC business is being conducted in an unethical or illegal manner or in violation of ADC's culture or policies. Many day-to-day concerns can be resolved by teamers on an informal basis by talking with parties involved or by talking to their Team Captain, Human Resources or the company Captain.

The following are internal and external avenues for making a formal report – contact Human Resources, submit a signed or anonymous statement marked as "Confidential and Private" by mail to AutomationDirect, c/o Ethics & Compliance Captain or Company Captain, 3505 Hutchinson Road, Cumming, GA 30040, or by contacting our Ethics & Compliance Helpline by phone – 1-800-304-3428 or by web – <https://www.integrity-helpline.com/adc.isp> . The Helpline is a neutral 3rd party available 24 hours/day, 365 days/year and does not require an individual to provide their name. When internal avenues are used, every effort will be made to protect the individual's anonymity if they express that wish.

ADC will not retaliate, and will not knowingly permit any teamer or other individuals acting on behalf of ADC's behalf to retaliate against anyone who reports misconduct in good faith or anyone who participates in an investigation of misconduct, even if after investigation it is determined no violation has occurred.

All individuals covered by this Program are required to attend training and acknowledge in writing they have received, read, and understand their obligations under the Ethics & Compliance Program Policies.

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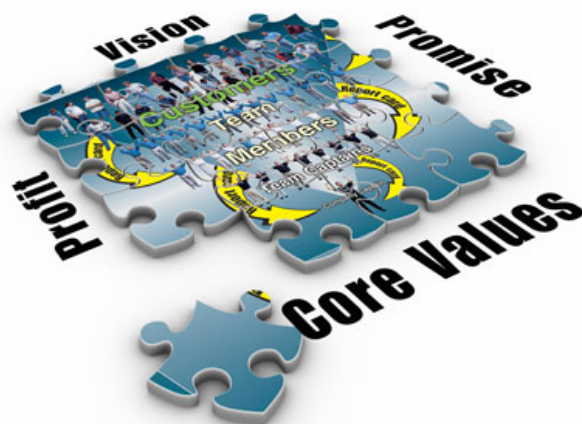
Conduct Guidelines

Teamers and other covered individuals and entities will:

Core Values

Conduct interactions and transactions with integrity, respect, excellence and community.

- We will maintain the trust and confidence of customers, suppliers, fellow-teamers, communities and other stakeholders through the integrity of our actions.
- We will give and earn respect and put others first.
- We will do the ordinary in extraordinary ways and be mindful there are no short-cuts to achieving long-term, healthy results.
- We will contribute to and be considerate of communities inside and outside of ADC. We will learn from and derive the best of communities inside and outside of ADC.



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Specific Business Activities

Legal Compliance

Comply with applicable federal, state and local laws and regulations pertaining to all aspects of ADC's operations. All individuals and entities covered by this Program are required to understand and abide by those laws applicable to the performance of their jobs, duties, and responsibilities.

Antitrust

Comply with antitrust laws. In putting our customers first will we engage in fair competition, which includes compliance with antitrust laws. Generally, these laws prohibit agreements or actions that may illegally restrain trade or reduce competition.

Confidential Information

Protect confidential information. ADC is committed to maintaining the confidentiality of customer, personnel, and other proprietary and confidential information in accordance with applicable legal and ethical standards. We will also not seek the confidential information of other companies through unauthorized or improper sources.

Customer Products and Services

Seek customer guidance about their needs and desires so that we can provide products and services that delight our customers. We will make "customers first" and seek to build relationships of trust with customers.

Environmental Activities

Maintain an awareness of the need for environmental protection on a global scale and strive to conserve resources and energy. We will also encourage vendors to provide environmentally friendly products and to conserve resources and energy in their manufacturing process.

Purchasing Activities

Conduct purchasing activities in an open and fair manner. When selecting vendors we will consider a variety of factors that will ensure ADC can maintain its customer commitments. Pricing, technical capability, quality, product safety, quality, safety, timely delivery, etc are among the factors we will use to select vendors. We will seek to build relationships of trust with vendors.

Gifts, Favors, Business Courtesies and Entertainment To ADC

Teamers are prohibited from soliciting gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom ADC does or may do business. Under limited circumstances Teamers may accept non-monetary gifts of a nominal value (\$25 or less) if the gift could not reasonably be perceived as constituting a bribe, be an unfair business practice that would violate laws, regulations, or policies of ADC, customers, or suppliers or that would negatively reflect on ADC.

Gifts, Favors, Business Courtesies and Entertainment From ADC

Teamers will not offer or give gifts, gratuities, meals, refreshments, entertainment or other benefits to persons or companies with whom ADC does or may do business. Under limited circumstances Teamers may give non-monetary gifts of a nominal value (\$25 or less) to suppliers, customers, temporaries/contractors or other outside business associates at Company expense if the gift would not be construed as a bribe or payoff, is consistent with accepted business practices, and is not in violation of violation of applicable law and generally accepted ethical standards. When other organizations have published policies about their employees accepting gifts to their employees, such policies will be respected by ADC.

Product and Work Safety Activities

Make safety a priority in all aspects of business. We will provide safe products that win the trust of customers and also maintain a safe work environment that wins the trust of teamers.

Marketing Activities

Present factual information in marketing and advertising activities. Any competitor product comparisons will be based on publicly available information or data and will not be misleading.

International Business Activities

Win the trust of the international community. In carrying out international business activities we will observe international rules and laws and do so in a fair and ethical manner. Our teamers will respect the customs and cultures of other nations and be considerate of the feelings of their citizens and residents.

Profitability Improvement Activities

Efforts to strengthen ADC's financial base or increase profitability will be done in an ethical and legal manner. This will be done through innovation, continual process improvement, and attention to details in service customers and the Company. We will constantly seek ways to reduce costs, while maintaining competitive pricing and quality, and to increase the added value of products and services.

We will handle financial transactions in strict accordance with policies and procedures that have been designed to create authorizations, restraints, checks and balances, and transparency. Dependable software, hardware, processes and policies necessary to ensure financial, customer, and teamer data is securely controlled and that minimize risk of system failures or work stoppages will be used.

Conflict of Interests

Avoid actual or potential conflict of interests. Our teamers must avoid any situation which involves or may involve a conflict between their personal interest and the interest of ADC. In all facets of their duties teamers are expected to act in the best interest of the Company and to disclosure any potential situation which may involve a conflict of interest.

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Company Reputation & Citizenship

Public Relations Activities

Actively pursue activities to maintain good communication with customers, suppliers, local communities, shareholders, and other stakeholders and maintain a respectful Company image.

Social Contribution Activities

Carry out fair business activities and actively contribute to society to be a good Company citizen.



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