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# CODE OF CONDUCT AND STANDARDS OF PROFESSIONAL CONDUCT

Minerva VA Denetim ve Danışmanlık A.Ş.  
Trading as Minerva Sustainability

**Version 4.0 | March 2026**

## 1. Introduction

### 1.1 Purpose and Vision

Minerva VA Denetim ve Danışmanlık AŞ (trading as Minerva Sustainability) is committed to fostering a sustainable world by integrating social and environmental considerations into its professional services. This Code of Conduct and Standards of Professional Conduct establishes the ethical framework, operational guidelines, and management systems that govern all of Minerva’s social compliance audit, environmental verification, training, and consultancy activities.

This document is not merely a statement of principles; it is an operational policy supported by detailed procedures and forms that translate each requirement into specific actions, responsibilities, and accountability mechanisms.

### 1.2 Regulatory Framework

This Code is prepared in accordance with the APSCA Code and Standards of Professional Conduct (D-032, Version 2, July 2020), Higg FEM Verification Program Requirements, Higg FEM Verifier Body/Verifier Code of Professional Conduct, and all applicable local legislation. The Legislation & Regulation Department monitors legislative changes to ensure ongoing compliance.

### 1.3 Supporting Document Structure

This Code operates as a high-level policy document. Each section is supported by detailed procedures and operational forms that provide the specific processes, templates, and records required for implementation:

Doc No.	Title	Pages
P001	Conflict of Interest Policy & Procedure	6
P002	Response to Threats or Coercion Involving Audit Staff	3
P003	Impartiality & Independence Policy and Procedure	8
P004	Integrity Management Policy and Procedure	16
P005	Bribery / Ethics & Integrity Investigation Procedure	20
P006	Confidentiality Procedure	2
P007	Auditor and Audits Competence Procedure	14
P008	Reporting and Records Procedure	11

Supporting forms (F001-F012) provide templates for conflict of interest disclosure, audit independence declarations, investigation planning, evidence logging, and training records.

### 1.4 Applicability

This Code applies to all Minerva personnel including: Certified Social Compliance Auditors (CSCA) and Associate Social Compliance Auditors (ASCA) registered through Minerva with APSCA; all employees (permanent, temporary, full-time, part-time); contractors and subcontractors; management and board members; and any third-party representatives acting on behalf of Minerva.

## 1.5 Reporting Non-Compliance

Any breach or suspected violation of this Code shall be reported through one of the following channels:

- Email: info@minervava.com
- Direct report to the Compliance & Ethics Division
- Confidential web-based reporting form (accessible via www.minervava.com)

All reports are treated confidentially. Minerva prohibits any form of retaliation against individuals who report concerns in good faith. Whistleblower protection is detailed in P004 Section 5.1.1 and 5.1.8.

**Cross-reference:** P004 (Integrity Management), P005 (Investigation Procedure)

## 2. Compliance and Accountability

### 2.1 Legal and Regulatory Compliance

Minerva and all personnel must obtain and maintain necessary statutory consents, licenses, and permissions for providing social compliance and environmental audit services. All personnel must comply with applicable laws and regulations, particularly those governing anti-bribery, anti-corruption, labour rights, occupational health and safety, and environmental protection.

### 2.2 Reporting Illegal Conduct to Authorities

Where local laws mandate reporting of illegal conduct to authorities, Minerva shall follow the procedure established in P004 Section 5.3.3:

<b>Compliance &amp; Ethics Division</b>	Assesses reporting obligations under applicable law
<b>Legal Advisor</b>	Reviews legal implications and coordinates with authorities
<b>Sustainability Director (Alaaddin Okur)</b>	Approves external reporting decisions

Reportable illegal conduct includes, but is not limited to: bribery, corruption, fraud, extortion, child labour, forced labour, and serious health and safety violations. All external reporting is documented and retained for a minimum of 7 years.

**Cross-reference:** P004 Section 5.3.3 (Reporting to Authorities)

### 2.3 Zero Tolerance Policy

Minerva enforces a zero tolerance policy. The following violations result in immediate termination of employment, without exception:

- Offering, soliciting, or accepting any form of bribe or incentive, including gifts of any value, from any party related to a social compliance or environmental audit service
- Deliberate falsification of audit findings, reports, or documentation
- Intentional violation of the Code of Conduct

- Failure to report known integrity violations
- Child labour, forced labour, discrimination, or harassment within Minerva operations
- Breaches of confidentiality resulting from wilful misconduct

**Sustainability Director  
(Alaaddin Okur)**

Final authority on termination decisions for zero tolerance violations

**Cross-reference:** P004 Section 5.3.1 (Zero Tolerance), P005 Section 5.6 (Decision-Making)

## 3. Independence and Integrity

### 3.1 Independence in Audit Services

All audit firm personnel must maintain independence throughout all social compliance and environmental audit services. Services are performed without allowing commercial, financial, or personal interests to interfere with impartiality. Specifically:

- Minerva shall not conduct social compliance or environmental audit services where the firm, its owners, managers, or auditors have a business interest in the outcome, including contingent fees or other business dependent on audit outcomes.
- Minerva shall not perform audit services at any facility where Minerva or its owners/managers have provided consultancy within the preceding three years.
- Marketing, sales, or other commercial pressures shall not compromise audit impartiality.
- Audit fees are established based on standard rates and estimated time required, not audit outcomes.
- Minerva shall not derive more than 10% of its total annual revenue from a single client.

**Cross-reference:** P003 (Impartiality & Independence), F008 (Audit Independence Declaration)

## 3.2 Conflict of Interest

A conflict of interest is defined as any circumstance that, in fact or in appearance, may create an incentive to report anything other than the true and accurate facts gathered during a social compliance or environmental audit service. This includes but is not limited to situations involving self-interest, self-review, familiarity, and intimidation threats.

Any person with a conflict of interest is prohibited from any involvement in the affected audit. Disclosure alone is not sufficient; the conflict must be eliminated or the person must be removed from the engagement.

All personnel must:

- Complete the Annual Conflict of Interest Disclosure Form (F001) by 31 January each year
- Submit the Ongoing Conflict of Interest Disclosure Form (F002) within 5 business days of becoming aware of any new conflict
- Sign the Code of Conduct Acknowledgment Form (F004) annually
- Immediately decline or withdraw from any audit assignment where a conflict exists

### Compliance & Ethics Division

Maintains the COI Register, reviews all disclosures within 10 business days, determines appropriate action

### Business Development (Volkan Aydogan)

Completes Conflict Screening Checklist (F003) for all new clients/projects

**Cross-reference:** P001 (COI Policy), P003 (Impartiality), F001, F002, F003, F005, F006

## 3.3 Prohibition of Bribes, Gifts, and Inducements

Minerva personnel shall not solicit, accept, facilitate, or offer any form of benefit or value – including currency, goods, services, gifts, or entertainment – from or to any party directly or indirectly related to a social compliance or environmental audit service. There is no minimum threshold for any items; the prohibition is absolute.

### 3.3.1 Meals

Personnel shall not accept meals from any party related to an audit service, except for beverages such as water, coffee, tea, or soda customarily provided to visitors at the facility. If a meal is provided due to remote location or safety concerns, the auditor shall pay for the meal at the current market rate and obtain a receipt to evidence payment. The meal must be inexpensive and the same as what facility employees eat. No alcohol is permitted. If the meal could be perceived as an attempt to influence the audit, it must be declined and immediately reported to Minerva management.

### 3.3.2 Transportation

Personnel shall not accept transportation from any party related to an audit service. If transportation is provided because the facility is difficult to locate or there are safety concerns, the auditor shall pay for the transportation at the current market rate and obtain a receipt to evidence payment. If the transportation could be perceived as an attempt to influence the audit, it must be declined and immediately reported to Minerva management.

### 3.3.3 Gifts

Personnel shall not accept or offer any gifts, whether goods or services, from or to any party directly or indirectly related to a social compliance or environmental audit service. This prohibition is absolute and applies regardless of the value of the gift.

**Cross-reference:** P004 Section 5.1.1 item 3 (Gift and Hospitality Policy)

## 4. Integrity Management System

Minerva maintains a comprehensive Integrity Management System (IMS) to identify risks and manage compliance relating to ethics and integrity before, during, and after each social compliance and environmental audit service. The IMS applies to all audit firm personnel and includes the following components:

### 4.1 Risk Assessment

The Compliance & Ethics Division conducts annual comprehensive integrity risk assessments and pre-engagement assessments for each new client/project. Risk factors include geographic, industry-specific, client relationship, internal process, and personnel risks. A Risk Register is maintained documenting identified risks, ratings, mitigation measures, responsible parties, and monitoring requirements.

#### Compliance & Ethics Division

Conducts risk assessments, maintains Risk Register, updates quarterly

### 4.2 Pre-Employment Screening

All prospective Minerva personnel undergo pre-employment screening before commencement of employment. Screening includes:

- Verification of identity, education, qualifications, employment history, and professional certifications
- Criminal background checks (where legally permissible under Turkish law and applicable local laws)
- Reference checks with previous employers
- Assessment of ethical standards, potential conflicts of interest, and industry reputation
- Documentation of all screening results in secure personnel files
- Periodic re-screening for personnel in sensitive positions (auditors, management)

#### Human Resources

Conducts pre-employment screening, maintains personnel files

**Cross-reference:** P004 Section 5.1.3 (Pre-Employment Screening)

### 4.3 Code of Ethics Agreement

Prior to the commencement of each social compliance audit, Minerva requires the auditee to execute a Code of Ethics Agreement (Form F013). This agreement:

- Informs auditees of their ethical obligations during the audit process
- Prohibits offering gifts, hospitality, bribes, or any benefits to auditors
- Prohibits any attempt to influence audit outcomes
- Prohibits providing false or misleading information
- Establishes consequences for violations, including potential termination of services
- Requires reporting of unethical behaviour by auditors to Minerva management

<b>Lead Auditor / CSCA</b>	Presents Code of Ethics Agreement at opening meeting, obtains client signature
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**Cross-reference:** P004 Section 5.1.4 (Code of Ethics Agreement), Form F013

### 4.4 Ethics Training Programme

Minerva maintains a structured ethics training programme:

- Initial orientation for all new personnel covering Code of Conduct, anti-bribery, COI management, and reporting procedures
- Annual refresher training for all staff, documented in training records
- Specialised training for auditors including APSCA-specific ethics requirements
- Quarterly briefings on regulatory changes and emerging ethical issues
- Case study reviews illustrating ethical dilemmas and proper responses
- Testing and certification to verify understanding

Training completion is documented in personnel files using Form F009 (Training Attendance Record) and verified through Form F004 (Code of Conduct Acknowledgment).

<b>Audit &amp; Verification Dept (Training Team)</b>	Designs and delivers training programmes, tracks completion
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**Cross-reference:** P004 Section 5.1.5, P007 Section 8, F004, F009

### 4.5 Audit Results Tracking

Minerva monitors patterns in audit findings and recommendations to identify anomalies such as unusually positive results, significant deviations from industry norms, or inconsistencies across similar facilities. Unusual patterns trigger further review and are reported to the Compliance & Ethics Division.

<b>Quality Department</b>	Monitors audit result patterns, reports anomalies
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## 4.6 Audit-the-Auditor Programme

Minerva operates an Audit-the-Auditor programme whereby a sample of completed audits are selected for independent review. Selection is based on random sampling, risk factors, unusual results, and stakeholder concerns. Reviews include reperformance of key audit procedures, detailed testing of evidence, review of documentation, and interviews with audit team members.

### Compliance & Ethics Division

Coordinates programme, selects audits, oversees reviews

**Cross-reference:** P004 Section 5.1.7 (Audit-the-Auditor)

## 4.7 Grievance Mechanism and Integrity Reporting

Minerva maintains a publicly accessible grievance mechanism providing multiple reporting channels:

- Dedicated email: info@minervava.com
- Confidential web-based reporting form (www.minervava.com/complaints)
- Direct reporting to Compliance & Ethics Division

Reports are acknowledged within 24 hours, assessed within 3 business days, and formally investigated following the process in P005. The mechanism is communicated through the company website, client communications, audit opening/closing meetings, and worker interviews.

Minerva strictly prohibits any form of retaliation or retribution against individuals who in good faith report integrity issues or suspected issues. Whistleblowers are protected through strong confidentiality protocols, anti-retaliation provisions, and data protection measures. Any act of retaliation is itself a zero tolerance violation resulting in immediate termination.

### Compliance & Ethics Division

Manages grievance mechanism, ensures whistleblower protection

**Cross-reference:** P004 Section 5.1.8, P005 (Investigation Procedure)

## 4.8 Independent Investigation Process

All integrity allegations are investigated by an Independent Investigation Team (IIT) that operates independently from operational management. The investigation process is detailed in P005 and includes evidence collection, interviews, analysis, reporting, and determination of corrective actions. Investigation results involving disciplinary action in response to violations of the APSCA Code or Standards are reported to APSCA.

### Independent Investigation Team

Conducts impartial investigations, reports to Ethics & Integrity Committee

**Cross-reference:** P005 (Investigation Procedure), F010, F011, F012

## 5. Competence and Professional Development

### 5.1 Personnel Qualifications and Deployment

Minerva deploys only social compliance auditors who demonstrate, at a minimum, the knowledge, skills, and attributes outlined in the APSCA Competency Framework (D-011). Only CSCAs and ASCAs participate in social compliance audits. Each audit team includes at least one CSCA, with ASCAs supervised by the CSCA.

Prior to scheduling any social compliance audit, the Audit & Verification Department confirms that the assigned CSCA possesses appropriate skills and competencies including relevant legal knowledge for the jurisdiction, language skills (or access to an independent translator), and industry-specific expertise.

**Social Compliance Audit Manager (Koray Cabir)**

Confirms CSCA competency and suitability for each assignment

**Cross-reference:** P007 Sections 5-6 (Qualification Levels and Competence Requirements)

### 5.2 Training and Education

Minerva maintains a comprehensive training mechanism for auditors as detailed in P007:

- Initial training programme: audit principles, applicable standards, Minerva protocols, report writing, ethics, COI management, social compliance techniques, environmental methodologies (P007 Sec 8.1)
- Specialised certification training: APSCA CSCA preparation, Higg FEM verifier training (P007 Sec 8.2)
- Ongoing development: annual refresher training, quarterly technical updates, advanced skills development (P007 Sec 8.3)
- Training includes qualified trainers, written materials, experiential exercises, case studies, documented evaluation, feedback surveys, and comprehensive training records

**Audit & Verification Dept (Training Team)**

Designs, delivers, and documents all training activities

**Cross-reference:** P007 Section 8 (Training and Development), F009 (Training Attendance Record)

### 5.3 Supervision

Minerva ensures auditors are adequately supervised to ensure all work is performed as directed and supports the conclusions reached:

- CSCAs supervise ASCAs during all audit activities and ensure work is consistent with their competencies.
- CSCAs are supervised by the Social Compliance Audit Manager (Koray Cabir) through quality review of audit reports, calibration sessions, periodic on-site evaluation, and annual performance reviews.
- The Quality Department conducts independent report reviews using the quality scoring system (P008 Section 9).
- Channels are provided for auditors to obtain guidance during audits from their supervisors.
- Auditors must raise concerns if asked to perform work beyond their competency level.

<b>Social Compliance Audit Manager (Koray Cabir)</b>	Supervises CSCAs; ensures audit quality and consistency
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<b>Quality Department</b>	Conducts independent report reviews, maintains quality scoring
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**Cross-reference:** P007 Section 5.1 (Qualification Levels), P008 Section 9 (Quality Review)

### 5.4 Performance Evaluation

Minerva evaluates the performance and competency of all auditors through annual formal performance reviews, on-site evaluation, ongoing file and report review, development of performance metrics, and refresher training as necessary. Clear policies exist for managing underperformance or misconduct.

**Cross-reference:** P007 Section 5.3 (Progression Between Levels)

## 6. Execution, Reporting and Records Management

### 6.1 Audit Team Composition

Each audit team includes at least one CSCA. Where ASCAs are included, the Member Firm ensures assigned resources are sufficient to provide for appropriate supervision by the assigned CSCA. Member Auditors document all work performed and do not report conclusions for incomplete work.

### 6.2 Supporting Documentation

Each audit report is supported by records that evidence the work performed in sufficient detail to support the conclusions in the audit report. Required records for each audit include:

- Final audit report with auditor names and APSCA member numbers
- Executed Code of Ethics Agreement (F013)
- Audit Independence Declaration (F008)
- Pre-audit documentation (notification, questionnaire, plan, agenda)
- On-site records (opening/closing meeting attendance, walkthrough notes, worker interview notes, document review checklists, photographic evidence)
- Working papers and evidence files
- Corrective action plans with target dates and responsible persons
- Quality review/feedback and sign-off

All documentation is uploaded to Minerva’s secure OneDrive portal within 2 days of audit completion, following the standardised folder structure and naming conventions detailed in P008 Section 8.

<b>Lead Auditor / CSCA</b>	Completes all documentation; uploads within 2 days
<b>Quality Department</b>	Reviews documentation for completeness and accuracy within 5 working days

**Cross-reference:** P008 (Reporting and Records Procedure)

## 7. Confidentiality and Data Protection

### 7.1 Confidentiality Obligations

All personnel shall maintain confidentiality of all information gathered in connection with social compliance and environmental audit services and take all reasonable steps to prevent unauthorised access to, or inadvertent disclosure of, information collected during or relating to a service. Information is only disclosed to the client or as required by consent, service execution, law, legal advice (under NDA), or legal proceedings.

### 7.2 Handling Sensitive Information

Worker interview comments must not be traceable to individuals. Sensitive information is communicated to appropriate parties only when necessary for the benefit of the worker or auditor. Confidential commercial data (designs, processes, strategies) is handled with extreme care, not requested unless necessary, returned if provided in error, and not detailed in reports.

### 7.3 Technical and Organisational Security Measures

Minerva implements the following measures to ensure data security:

- All information is classified by sensitivity level (Confidential, Internal Use Only)
- Physical documents are stored in locked cabinets accessible only to authorised personnel
- Electronic data is stored on encrypted systems (Microsoft OneDrive) with role-based access controls
- Each user has a unique login credential; access is granted only by the Sustainability Director (Alaaddin Okur)
- Confidential information is transmitted via encrypted email only
- Electronic devices are password-protected; notes and documents are never left exposed
- Verification results are discussed only within the facility management, verification team, and authorised parties

**Sustainability Director  
(Alaaddin Okur)**

Controls access permissions to OneDrive portal

**Cross-reference:** P006 (Confidentiality Procedure), P008 Section 10 (Confidentiality and Data Protection)

## 7.4 Records Retention and Disposal

Records are retained for the following minimum periods:

- Working papers and audit evidence: 5 years
- Confidentiality obligations: 10 years
- COI disclosure forms: 5 years
- Training records: 3 years
- Code of Conduct acknowledgments: duration of employment plus 2 years
- Investigation reports: 7 years (significant cases: 10 years)

Upon expiry of retention periods, records are disposed of securely: hard-copy records are destroyed using cross-cut shredders, and electronic records are permanently deleted using certified data wiping tools. Personally identifiable information is not disclosed.

**Cross-reference:** P001 Section 5.6.1 (Retention Periods)

## 8. Management Systems and Governance

### 8.1 Organisational Structure

Minerva maintains a responsible management structure as shown in the Organisation Chart (ORG001). The Sustainability Director (Alaaddin Okur) and Business Development Director (Volkan Aydogan) jointly lead the organisation. Departments include: Human Resources, Quality Department, Business Development, Audit & Verification Department, Compliance & Ethics Division, Finance, and Legislation & Regulation.

**Cross-reference:** ORG001 (Organisation Chart)

### 8.2 Independence Risk Management

Minerva maintains a documented process to consider and manage risks related to independence, covering self-interest, self-review, familiarity, and intimidation threats. The process follows a six-step cycle: Identification, Analysis, Evaluation (Low/Medium/High), Treatment, Monitoring, and Documentation. The Compliance & Ethics Division maintains an Impartiality Risk Register documenting all identified risks and mitigation measures.

**Cross-reference:** P003 (Impartiality & Independence), P003 Section 5.2

### 8.3 Internal Audit Programme

Minerva maintains an internal audit programme for the Integrity Management System:

- Complete system audit conducted at least annually
- Conducted by qualified personnel independent of the activities being audited
- Follows a documented procedure covering planning, execution, reporting, and follow-up verification
- Uses risk-based planning considering previous audit results, process significance, and known issues
- Covers all elements of the IMS including policies, risk assessment, screening, training, audit tracking, and investigation processes
- Corrective action plans are developed, implemented, and verified for effectiveness

#### Compliance & Ethics Division

Plans and coordinates internal audits; reports findings to management

**Cross-reference:** P004 Section 5.5 (Internal Audit)

### 8.4 Complaint Handling

Minerva maintains a publicly accessible complaint handling process managed by the Compliance & Ethics Division. The process covers receipt, validation, investigation, and action for all complaints. Complaints are tracked, investigated fairly by personnel not involved in the subject matter, and corrective measures are taken as needed. Periodic analysis identifies systemic issues, with annual summaries covering complaint statistics and disciplinary actions provided to management and, where required, to APSCA.

The complaint handling process is published on the Minerva website ([www.minervava.com/coc](http://www.minervava.com/coc)) and communicated to clients and stakeholders.

**Cross-reference:** P004 Section 5.1.8 (Grievance Mechanism)

### 8.5 Appeals Procedure

Minerva maintains a documented procedure to receive, evaluate, and make decisions on appeals by auditees or other interested parties. All personnel engaged in the appeal handling process are different from those who carried out the audit and undertook the audit review. Appeals are acknowledged within 5 business days, reviewed by a higher authority than the original decision-maker, and resolved within 30 business days. All appeals and their outcomes are reported to the client or audit requestor.

#### Sustainability Director (Alaaddin Okur)

Reviews appeals as final decision authority

**Cross-reference:** P005 Section 5.6.5 (Appeal Process)

## 8.6 Auditor Safety and Security

Minerva establishes policies and procedures to ensure the safety, protection, and security of auditors:

- Pre-audit safety risk assessment for each audit location
- On-site safety procedures including emergency contacts, evacuation routes, and local emergency numbers
- Channels for auditors to report safety concerns and abort audits if conditions are unsafe
- Immediate notification to clients if auditor safety is compromised
- In the event of threats or coercion, the audit is suspended, the Compliance & Ethics Division is notified, and a formal investigation is launched within 48 hours
- Affected staff are offered support including reassignment, modified schedule, and legal consultation

### Social Compliance Audit Manager (Koray Cabir)

Conducts pre-audit safety assessment; supports auditors on-site

**Cross-reference:** P002 (Response to Threats or Coercion)

## 9. Obligations to APSCA

### 9.1 Information Provision

Minerva provides APSCA with legal, organisational, and governance summaries; notifications of major changes; quality and integrity management overviews; annual complaint summaries; personnel information; and investigation results as required by APSCA membership obligations.

### 9.2 Duty to Notify

Minerva reports to APSCA: the results of any investigation where disciplinary action is taken in response to a violation of the APSCA Code or Standards; any cases with industry-wide significance; and any cases where a Member Auditor is disciplined for misconduct constituting a violation of the Code or Standards. Members who believe another Member has committed a Code violation inform APSCA.

## 10. Declaration

I, \_\_\_\_\_, confirm that I am a Member/Employee/Stakeholder of Minerva VA and agree to comply with this Code of Conduct and Standards of Professional Conduct.

- The integrity of social compliance and verification programmes is paramount.
- Providing these services is a privilege, not a right.
- Status may be suspended or revoked following Code violations.
- I have read, understood, and received training on this Code.
- I commit to uphold all principles and standards set out in this document.

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Position/Role: \_\_\_\_\_

