



TimeClock Plus, LLC and Humanity.com, Inc.

System and Organization Controls Report (SOC 3)

Independent Report of the Controls to meet the criteria for the security, availability, processing integrity, and confidentiality categories for the period of January 1, 2022 through December 31, 2022.



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ASSERTION OF TIMECLOCK PLUS, LLC AND HUMANITY.COM, INC. MANAGEMENT

ASSERTION OF TIMECLOCK PLUS, LLC AND HUMANITY.COM, INC. MANAGEMENT

We are responsible for designing, implementing, operating, and maintaining effective controls within TimeClock Plus, LLC and Humanity.com, Inc.'s employee scheduling solution system (system) throughout the period January 1, 2022, to December 31, 2022, to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements relevant to security, availability, processing integrity, and confidentiality were achieved. Our description of the boundaries of the system is presented in section A and identifies the aspects of the system covered by our assertion.

We have performed an evaluation of the effectiveness of the controls within the system throughout the period January 1, 2022, to December 31, 2022, to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements were achieved based on the trust services criteria relevant to security, availability, processing integrity, and confidentiality (applicable trust services criteria) set forth in TSP section 100, *2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy* (AICPA, *Trust Services Criteria*). TimeClock Plus, LLC and Humanity.com, Inc.'s objectives for the system in applying the applicable trust services criteria are embodied in its service commitments and system requirements relevant to the applicable trust services criteria. The principal service commitments and system requirements related to the applicable trust services criteria are presented in section B.

There are inherent limitations in any system of internal control, including the possibility of human error and the circumvention of controls. Because of these inherent limitations, a service organization may achieve reasonable, but not absolute, assurance that its service commitments and system requirements are achieved.

We assert that the controls within the system were effective throughout the period January 1, 2022, to December 31, 2022, to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements were achieved based on the applicable trust services criteria.

INDEPENDENT SERVICE AUDITOR'S REPORT

INDEPENDENT SERVICE AUDITOR'S REPORT

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Scope

We have examined TimeClock Plus, LLC and Humanity.com, Inc.'s accompanying assertion titled "Assertion of TimeClock Plus, LLC and Humanity.com, Inc. Management" (assertion) that the controls within TimeClock Plus, LLC and Humanity.com, Inc.'s employee scheduling solution system (system) were effective throughout the period January 1, 2022, to December 31, 2022, to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements were achieved based on the trust services criteria relevant to security, availability, processing integrity, and confidentiality (applicable trust services criteria) set forth in TSP section 100, *2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy* (AICPA, *Trust Services Criteria*).

Service Organization's Responsibilities

TimeClock Plus, LLC and Humanity.com, Inc. is responsible for its service commitment and system requirements and for designing, implementing, and operating effective controls within the system to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements were achieved. TimeClock Plus, LLC and Humanity.com, Inc. has also provided the accompanying assertion about the effectiveness of controls within the system. When preparing its assertion, TimeClock Plus, LLC and Humanity.com, Inc. is responsible for selecting, and identifying in its assertion, the applicable trust services criteria and for having a reasonable basis for its assertion by performing an assessment of the effectiveness of the controls within the system.

Service Auditor's Responsibilities

Our responsibility is to express an opinion, based on our examination, on whether management's assertion that controls within the system were effective throughout the period to provide reasonable assurance that the service organization's service commitments and system requirements were achieved based on the applicable trust services criteria. Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our examination to obtain reasonable assurance about whether management's assertion is fairly stated, in all material respects. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our examination included:

- Obtaining an understanding of the system and the service organization's service commitments and system requirements

- Assessing the risks that controls were not effective to achieve TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements based on the applicable trust services criteria
- Performing procedures to obtain evidence about whether controls within the system were effective to achieve TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements based on the applicable trust services criteria

Our examination also included performing such other procedures as we considered necessary in the circumstances.

Inherent Limitations

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention of controls.

Because of their nature, controls may not always operate effectively to provide reasonable assurance that the service organization's service commitments and system requirements were achieved based on the applicable trust services criteria. Also, the projection to the future of any conclusions about the effectiveness of controls is subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, management's assertion that the controls within TimeClock Plus, LLC and Humanity.com, Inc.'s employee scheduling solution system were effective throughout the period January 1, 2022, to December 31, 2022, to provide reasonable assurance that TimeClock Plus, LLC and Humanity.com, Inc.'s service commitments and system requirements were achieved based on the applicable trust services criteria is fairly stated, in all material respects.



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February 27, 2023

TIMECLOCK PLUS, LLC AND HUMANITY.COM, INC.'S DESCRIPTION OF ITS EMPLOYEE SCHEDULING SOLUTION SYSTEM

SECTION A:

TIMECLOCK PLUS, LLC AND HUMANITY.COM, INC.'S DESCRIPTION OF THE BOUNDARIES OF ITS EMPLOYEE SCHEDULING SOLUTION SYSTEM

Founded in 2010 and located in Belgrade, Serbia, Humanity.com, Inc. (Humanity) provides cloud-based employee scheduling and time-tracking software services. In December of 2020, TimeClock Plus, LLC (TCP) acquired Humanity. As the parent organization, TCP provides management controls to Humanity, its subsidiary.

The Humanity platform is designed to simplify day-to-day employee scheduling. The platform helps Humanity customers create error-free, dynamic staffing schedules easily and accurately based on location, department, position, and skills. The platform provides real-time availability and conflict checking to streamline the scheduling process.

The Humanity platform integrates with industry-leading human capital management (HCM) platforms and can be integrated with the TCP platform for time-tracking capabilities, leave management, reporting, and payroll integrations. The bi-directional software integration between the Humanity platform and the TCP platform eliminates duplicate data entry.

Onboarding and Implementation

At the beginning of the sales process, prospective customers may choose to start with a 30-day free trial of the Humanity platform. During that time, a sales representative remains in contact with the prospective customers. After 30 days, the customers transfer to an order form and the standard contract process.

Once a prospect decides to contract with Humanity for services, customer success manages the implementation process through the following phases:

- **Initiation phase:** During this phase, customer success develops a service strategy for the project, gathers project materials, and assigns resources to the project
- **Discovery phase:** During this phase, customer success coordinates with project stakeholders on both sides and conducts project kickoff activities, including a needs assessment, to determine build requirements and stores resulting documentation in Salesforce
- **Planning phase:** During this phase, customer success develops and approves a timeline, confirms deliverables, constructs a work breakdown structure, finalizes the project plan, and creates a communication plan and testing and training strategy
- **Delivery phase:** During this phase, customer success installs and configures software, ensures the software meets the customer's needs, and conducts training and a pilot test before going live
- **Transition phase:** During this phase, customer success finalizes agreements, closes the project, collects project feedback, and transitions customers to an ongoing support team

Customer Offboarding

Accounts in trial mode past the 30-day free-trial period are automatically locked. The Humanity platform is directly connected to the billing software Zuora, and, once a customer's free-trial subscription ends, access to the platform is automatically terminated. Humanity deletes customer data upon request. If data deletion is not requested after 30 days of termination, Humanity anonymizes any remnants of personally identifiable information (PII) using a script.

Scope

Locations

The Austin, TX and Belgrade, Serbia office locations are in scope for this audit.

Personnel

The following personnel participated in this audit:

- DevOps Team Lead
- CloudOps Senior Manager
- Information Security & Compliance Administrator
- IT Infrastructure Architect
- Vice President (VP) of IT & Information Security
- Learning & Development Manager
- Human Resources (HR) Administrator Assistant
- People Operations Assistant (Humanity)
- Chief Operating Officer (COO)
- VP of Customer Success
- VP of Operations
- Information Security Officer
- Senior IT Director
- Director of Analytics
- Engineering Manager

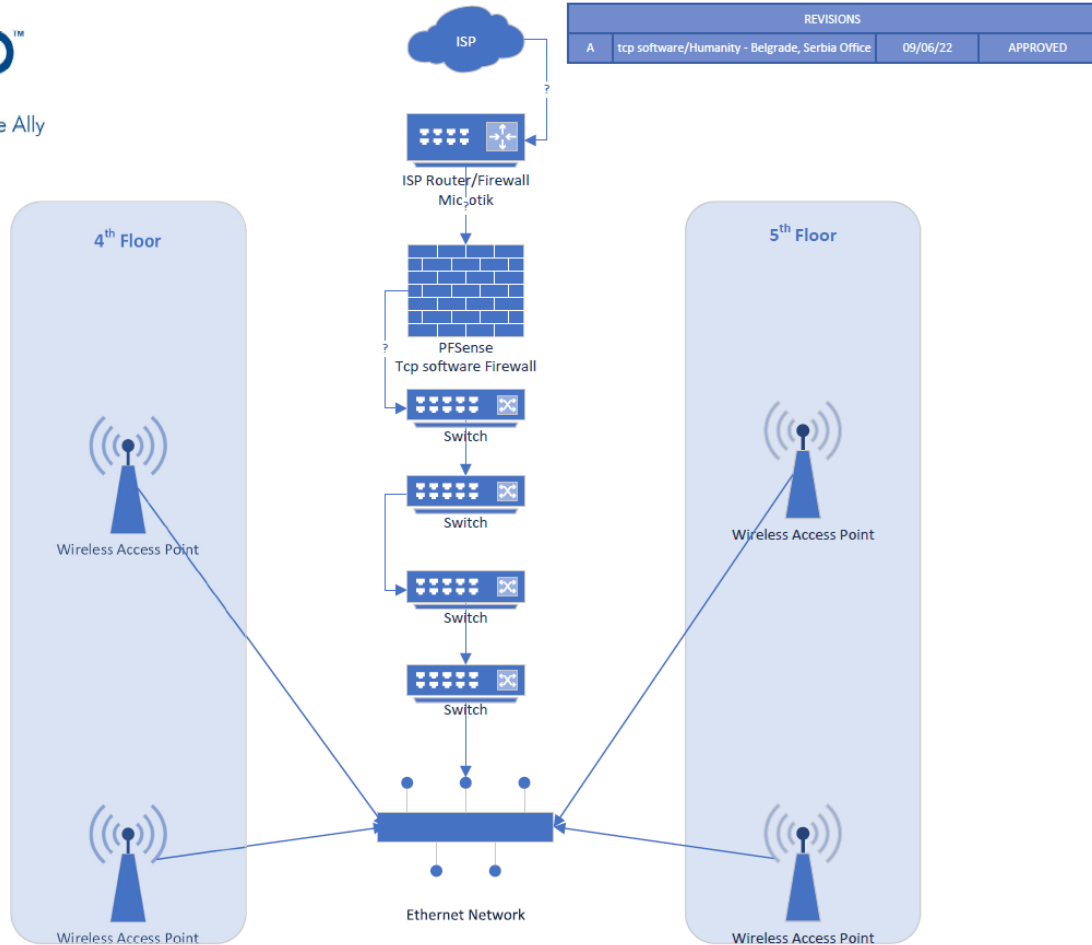
Subservice Organizations

The following subservice organizations are in scope and carved out for this audit:

- Amazon Web Services (AWS)
- Dream Team
- Netsurion
- Zuora

Infrastructure and Software

To outline the topology of its network, Humanity maintains network diagrams. The following network diagram outlines Humanity's architecture in Belgrade, Serbia.



Additionally, Humanity maintains a system inventory and a list of software that it uses.

People

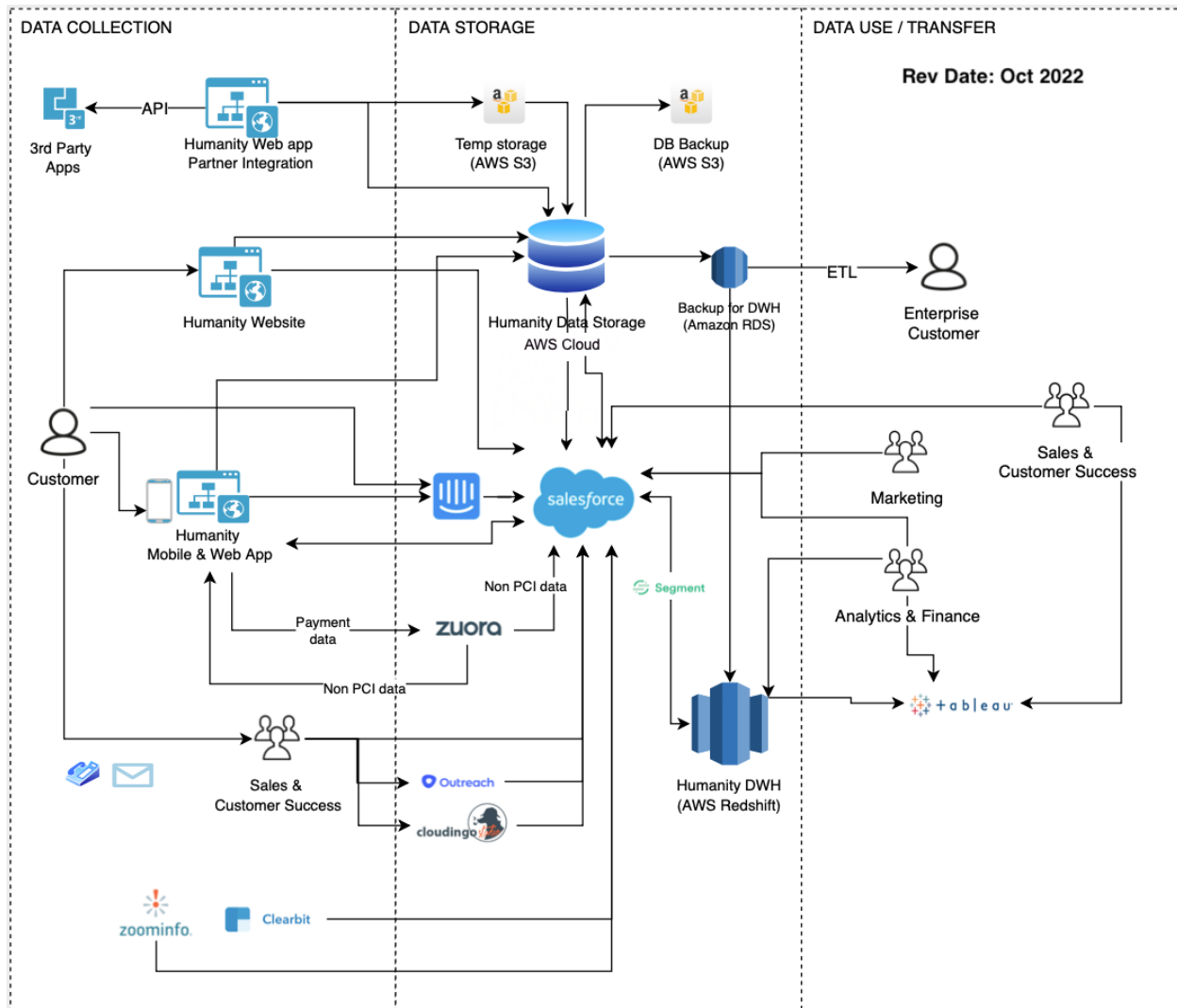
As Humanity’s parent organization, TCP management provides oversight to Humanity. TCP is organized into a hierarchical structure with a Chief Executive Officer (CEO) at the head. The leadership team consists of C-level executives and the CEO, and the organization has established defined reporting lines up to the CEO. The Senior VP and chief executives report directly to the CEO. The Humanity Information Security Officer reports to the TCP VP of IT & Information Security.

Additionally, the TCP board of directors provides oversight to the organization. Quarterly board meetings are conducted during which the board reviews companywide performance and strategic initiatives. The board engages with an external company to conduct a third-party risk assessment that benchmarks TCP and Humanity’s security posture against other organizations, and the board reviews the results of the risk assessment and the risk maturity score.

Data

Humanity stores customer PII data. Only full names and email addresses are necessary to open a Humanity account. Based on their needs, customers may choose to collect other forms of PII.

The diagram below demonstrates the flow of data throughout Humanity's environment.



Humanity uses a data classification matrix to track all data types and to specify how each type of data is protected, and the Global Data Privacy Policy governs data retention. The organization implements data retention policies for all types of personal data that Humanity processes. Customer data is deleted upon request only. When a customer terminates their contract with Humanity, the organization anonymizes sensitive data after 30 days. A paper shredder is used to dispose of secure documents at the Belgrade office.

The organization uses encryption to protect data. Humanity follows industry best practices for encryption, including recommendations from Amazon, Payment Card Industry (PCI), and National Institute of Standards and Technology (NIST). The organization uses AWS Key Management Service (KMS) for AWS-managed keys and customer-managed keys. Data in transit is encrypted using Transport Layer Security (TLS) 1.2 or higher, and Secure Sockets Layer (SSL) is used to encrypt web application sessions between users' browsers and the web server.

Additionally, Humanity deploys a web application firewall (WAF) to protect data. The organization's WAF is deployed with rules-based configurations to detect and block malicious traffic. The WAF also provides protection from distributed-denial-of-service (DDoS) attacks.

Processes and Procedures

Management has developed and communicated procedures to guide the provision of the organization's services. Changes to procedures are performed annually and authorized by management. These procedures cover the following key security life cycle areas:

- Data classification
- Categorization of information
- Assessment of the business impact resulting from proposed security approaches
- Selection, documentation, and implementation of security controls
- Performance of annual management self-assessments to assess security controls
- Authorization, changes to, and termination of information system access
- Monitoring security controls
- Management of access and roles
- Maintenance and support of the security system and necessary backup and offline storage
- Incident response
- Maintenance of restricted access to system configurations, user functionality, master passwords, powerful utilities, and security devices

SECTION B:

PRINCIPAL SERVICE COMMITMENTS AND SYSTEM REQUIREMENTS

Regulatory Commitments

Humanity's operations are impacted by various privacy laws, including California Consumer Privacy Act (CCPA), General Data Protection Regulation (GDPR), and Biometric Information Privacy Act (BIPA). Privacy regulations form part of the set of regulations that have imposed changes to controls and procedures in the organization's operations and products. Regulations and laws provide a set of frameworks to which Humanity aligns operational controls and procedures. The organization addresses regulations in policies and employee training programs. Employees are required to participate in annual IT security re-certification training that addresses GDPR and other privacy regulations.

Contractual Commitments

When Humanity reaches an agreement with a customer, the organization generates an order form in Salesforce. Order forms link to TCP's licensing, privacy, and data processing agreements. Humanity and the customer may continue negotiating the terms of the licensing agreement, and, once all terms are determined, the customer signs the agreement. The standard licensing agreement and data processing addendum communicate security standards and confidentiality commitments. Additionally, the agreement's data backup and retention portion lists a recovery point objective (RPO) of 24 hours. Although general license agreements do not contain uptime agreements, custom agreements may include them. The service-level agreement (SLA) addendum defines availability in terms of support levels. The organization commits to a 99.999% SLA for customers.

System Design

TCP and Humanity designs its employee scheduling solution system to meet its regulatory and contractual commitments. These commitments are based on the services that TCP and Humanity provides to its clients, the laws and regulations that govern the provision of those services, and the financial, operational, and compliance requirements that TCP and Humanity has established for its services. TCP and Humanity establishes operational requirements in its system design that support the achievement of its regulatory and contractual commitments. These requirements are communicated in TCP and Humanity's system policies and procedures, system design documentation, and contracts with clients.