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1. Policy Statement

- 1.1 BCM Construction Limited (the Company) undertake activities in the public interest on behalf of companies within **[both the private and]** public sectors and is fully committed to the development of fair and transparent processes.
- 1.2 The effective management of any risks that may pose a threat to the operation, reputation or sustainability of BCM (the Company) or its interests is a fundamental priority of the board of directors (the board).
- 1.3 The operation of appropriate and effective measures for the careful management of Conflicts of Interest is critical to client and stakeholder confidence in the integrity of our entire business activities, including procurement processes.
- 1.4 The board are therefore committed to **[unwavering compliance with applicable legal and statutory requirements and]** Conflict of Interest processes that support the diligent management of activities which could damage the Company and compromise the position of its clients.
- 1.5 The board appreciate that individuals working on our behalf may participate in activities outside of their roles with BCM, including legitimate business, financial and charitable activities which do not present a risk to the Company. Nevertheless, to ensure the Company's commitment, it is necessary for such activities to be sanctioned by the board.

2. Scope

- 2.1 The purpose of this policy is to:
 - (a) set out our responsibilities, and those of individuals working with us, to commit to a code of conduct of honesty, integrity and impartiality which assists the Company to avoid and/or effectively and expeditiously address Conflicts of Interest.
 - (b) provide information and guidance to those working with us on how to recognise and handle instances where a conflict of interest may, or has arisen.
- 2.2 This policy applies to all individuals who work for us or on our behalf. This includes individuals at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), agency staff and consultants or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **'workers'** in this policy).
- 2.3 This policy does not form part of any employee's contract of employment and we may amend it at any time.

3. Responsibilities

- 3.1 Our board of directors (the board) has overall responsibility for the effective operation of this policy.
- 3.2 HR has primary day-to-day responsibility for overseeing its implementation.
- 3.3 All managers have a specific responsibility to operate within the boundaries of this policy, ensure that all workers understand what is expected of them and to take action when behaviour falls below our requirements.
- 3.4 HR is responsible for ensuring managers are given the necessary training to successfully discharge their responsibilities under this policy.

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3.5 Employees are responsible for reading, understanding and complying with this policy.

4. Associated Documents

- Whistleblowing Policy Statement
- Whistleblowing Policy
- Anti-corruption and Bribery Policy
- Conflict of Interest Policy Statement

5. What constitutes a Conflict of Interest?

5.1 A Conflict of Interest occurs when an individual finds they are in a position where two or more interests compete, potentially compromising their judgement or independence. The Conflict could relate to individuals benefiting at the expense of the Company or another employer, or placing the Company at risk of damage or embarrassment. Very often perception of a Conflict of Interest can be equally as damaging as an actual Conflict of Interest.

5.2 For the purposes of this policy paragraph 5.1 above includes the 'potential' for a Conflict of Interest.

6. Activities to avoid that present a Conflict of Interest

6.1. The following activities are expressly prohibited during your employment with the Company:-

- (i) Working with or for a business that is in competition with BCM, unless you are expressly instructed to do so by senior management in the course of your duties.
- (ii) Accepting an offer of a position as a director or officer of an outside business concern or an additional role, paid or unpaid, that affects or could affect your ability to perform your role with the Company.
- (iii) Having a second job, or consulting relationship, where your other employer is a direct or indirect competitor, distributor, supplier or client of BCM.
- (iv) Establishing a company that provides similar services to that of BCM.
- (v) Receiving personal discounts, gifts or other benefits from, or giving gifts to, suppliers, service providers or clients in contravention of the Company's Anti-corruption and Bribery Policy.
- (vi) Having a direct or indirect financial interest in or with a competitor, supplier, client or other company in which BCM has an interest; this excludes minor stock interests in publicly-held companies.
- (vii) Having romantic relationships with certain other employees where there is an immediate reporting relationship between the employees.

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- (viii) Using information that is confidential to BCM or entrusted to the Company by its clients for personal benefit or the benefit of another.

6.2 Involvement in any of the activities listed in paragraph 6.1 will lead to action under the Company’s Disciplinary Procedure which may lead to your dismissal.

7. Activities Requiring Express Authorisation

7.1 The following activities must not be undertaken without seeking express authorisation from your line manager.

- (i) Having a romantic relationship with certain employees where there is no direct reporting relationship but a romantic relationship could cause others to lose confidence in the judgment or objectivity of either employee; or the relationship could cause embarrassment to the company.
- (iii) Involvement in a decision on behalf of BCM which involves a company that employs your spouse, partner, family member or close friend.
- (iii) Involvement in a process on behalf of the Company which involves your spouse, partner, family member or close friend, e.g. recruitment.
- (iv) Investing in an outside business opportunity.

8. Notification and Authorisation

8.1 Before undertaking an activity listed in 7.1 above or any activity which you suspect or reasonably believe could present a Conflict of Interest you must submit a request to your line manager or the HR Advisor which must:

- (i) be in writing;
- (ii) contain details of the relevant activity including, where known, the expected duration;
- (iii) where appropriate, provide reasons for why you are keen to pursue the activity and your perception of the risks involved and any plans to mitigate those risks;
- (iv) provide details of any companies and individuals involved and where relevant, the nature of their involvement.

8.2 Employees who fail to comply with paragraph 8.1 above prior to undertaking the activity in question may face disciplinary action under the Company’s Disciplinary Procedure which may result in your dismissal.

9. Identifying Conflicts of Interest

9.1 The early identification of Conflicts of Interest and circumstances that may be perceived as constituting a Conflict of Interest is essential to the management of risks to the Company.

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9.2 The following procedures have been implemented to facilitate early detection and effective management.

- (i) Employees will be asked to provide a full disclosure of interests, such as relationships and positions held that could potentially result in a Conflict of Interest. Employees must provide an updated disclosure on an annual basis. All disclosure forms will be retained within the employees' personnel files in accordance with the Company's Data Protection Policy.
- (ii) The implementation of documentation to emphasise the requirements for, importance of, and consequences for failing to notify the Company of potential or actual Conflicts of Interest. This includes reviewing and updating employment, supplier and associate agreements and other relevant documentation.
- (iii) Pre-tender and business acquisition audits to identify actual or potential Conflicts of Interest and the formulation of pro-active strategies for their effective management.
- (iv) Training and documented procedures for workers to appreciate their responsibilities and facilitate the early and confidential notification of potential Conflicts of Interest.
- (v) Development and support to encourage a culture of honesty, integrity and impartiality for workers and associates to support our aims and affected colleagues.
- (vi) Maintaining a list of Company activities in which a material conflict may occur or has occurred.
- (vii) Recording annual updated disclosures by all employees of relevant external activities and interests.

10. Management of Individual Conflicts of Interest - Employees

- 10.1 Where an employee makes a request, in accordance with paragraph 8, to participate in an activity that represents an actual, perceived or potential Conflict of Interest the following procedures will apply.
- 10.2 The receiving manager will discuss the request with Shane O'Halloran within five of receipt to ascertain the significance and areas of concern.
- 10.3 Where necessary the individual making the request will be invited to a meeting within **two weeks** of submission to discuss the matter and ascertain further information to enable a considered response.
- 10.4 When considering a request the following factors are relevant.
 - (i) The position and involvement within the Company of the party making the request;
 - (ii) The nature of the activity or interest and the Company activity affected;
 - (iii) The value and duration of the contract(s) which will or may be affected;

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- (iii) The Company’s contractual obligations to the client or other relevant party;
- (iv) The actual or potential impact of the identified Conflict of Interest;
- (v) Existing or potential practicable measures that would prevent any adverse reaction arising from the Conflict of Interest.
- (vi) Potential measures that would mitigate or manage the risk of a potential Conflict of Interest materialising.

10.5 It may be necessary to disclose the general nature and/or sources of conflicts to clients if the Company is not sufficiently confident that risks of damage to the client’s interest can be prevented.

10.6 You will receive written response to your request within twenty eight days of submission or the meeting; whichever is the later.

10.7 The written response will contain the following.

- (i) The decision on whether you may proceed with the activity.
- (ii) Details of any risks identified from your involvement in the activity;
- (ii) Where authorisation is granted, how any risks could and should be managed by the individual or the Company where appropriate.
- (iii) Details of any relevant periods for which the activity can be pursued.
- (iv) Details of when, how and whom you should keep informed of any changes in the circumstances of the activity, where appropriate.

10.8 Decisions on Conflicts of Interest will be made on a case by case basis with the fundamental principle being the avoidance of circumstances that the Company believes would present a risk, actual, potential or perceived, which is inconsistent with our responsibilities and commitments.

10.9 An employee who undertakes an activity which could present a Conflict of Interest (potential, perceived or actual) prior to receiving authorisation may face action under the Company’s Disciplinary Procedure which could lead to dismissal.

10.10 Where the Company has declined a request and an employee continues with the activity, disciplinary action under the Company’s Disciplinary Procedure will be taken and may lead to dismissal.

10.11 Should you wish to appeal against a decision pertaining to a Conflict of Interest, you may do so through the Company’s Grievance Procedure.

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10.12 All documentation relating to a Conflict of Interest will be housed in the relevant employee's personnel file.

11. Management of Individual Conflicts of Interest – Workers excluding Employees

11.1 Workers who become aware of a potential or actual Conflict of Interest involving another worker should inform their **[line manager]** or Company representative. Where the conflict represents a significant risk to the Company, the worker should follow the Company's Whistleblowing Procedure.

11.2 Where a Conflict of Interest presents a perceived, potential or actual risk in connection with a supplier, Consultant or third party associate, the appropriate senior level Company representative will meet with the party to ascertain further information and the level of risk.

11.3 The Company will consider the information the worker is privy to and the timings of involvement in conflicting activities before determining the appropriate course of action.

11.4 Decisions on Conflicts of Interest will be made on a case by case basis with the fundamental principle being the avoidance of circumstances that the Company believes would present an actual, potential or perceived risk, which is inconsistent with our responsibilities and commitments.

11.5 Where deemed appropriate, the Company reserves the right to terminate the relationship with a worker without notice.

12. Monitoring and Review

12.1 The Compliance Manager will monitor and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness.

12.2 Any improvements identified will be recommended to the board for approval as soon as possible.

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