



POLICY ON IMPARTIALITY & CONFLICTS OF INTEREST

1. INTRODUCTION

- 1.1 ITCC International is a Limited Company, and the *Impartiality Committee* is responsible for agreeing the areas/territories in which ITCC International Limited operates including the appointment of overseas Offices and Agents.
- 1.2 A conflict of interest occurs when there is a divergence between an individual's private interests and his/her obligations to ITCC International Limited, such that an independent observer might reasonably question whether the individual's actions or decisions are determined by considerations of personal gain, financial or otherwise.
- 1.3 This policy sets out;
- What a conflict of interest is and how it should be managed within ITCC International Limited by all staff, including those working for or on behalf of the Certification Body, and
 - The procedures for managing and/or declaring a conflict of interest situation within ITCC International Limited
- 1.4 The objectives of this policy are to;
- Raise awareness with all staff about conflict of interest, and
 - To provide guidance on the management of conflict of interest to ensure that staff and Agents are acting in the best interests of ITCC International Limited and its Clients/customers at all times.
- 1.5 All members of staff and all Agents of the Company must therefore conduct their affairs in ways that will not compromise the integrity of ITCC International Limited.

2. DEFINITIONS

- 2.1 **Conflict of interest** is defined as actions or situations that might influence, or be perceived as being capable of influencing, an individual's judgement regarding his/her obligations to ITCC International Limited by considerations of personal gain (or gain to immediate family) whether financial or otherwise. These include but are not limited to:
- Executive and Non-Executive Directorships on a Client's management Board
 - Consultancy with clients
 - Breach of confidentiality
 - Working for another Certification Body
 - Delivery of training courses/programmes
- 2.2 **Fidelity** means that an employee must serve his/her employer faithfully and not act against the interests of the employer nor set up or be involved in a rival operation.
- 2.3 **Duty of fidelity** is defined as the duty of faithfulness owed by an employee to his/her employer (ITCC International Limited) by virtue of his/her employment. The individual/employee also undertakes not to act against the interests of ITCC International Limited's business.
- 2.4 **Conflict of commitment** is defined as commitment on an individual's time which results in the professional obligations of the individual to ITCC International Limited being neglected or not fulfilled to the best of their abilities.



2.5 **Confidential information** is defined as any information or data that the owner wishes to keep protected secret and includes, but is not limited to:

- Client records,
- Personnel records,
- Proprietary knowledge about quotations / costings
- Information about forthcoming business activities,
- Information about contractor/subcontractor selection / appointments ahead of official announcements,

2.6 **Member of staff** for the purposes of this policy means all ITCC International Limited assessment, administration and certification personnel including sub-contract Auditors.

2.7 **Close personal relationship** is defined as such by virtue of family relationship, personal partnership, civil partnership or marriage. The term may also apply to close personal friendship, business partnership or association.

2.7 **Immediate family** is defined as parents, spouse/civil partner/domestic partner and children.

3. **POLICY PROVISIONS – REQUIREMENTS TO DISCLOSE INTERESTS**

3.1 An appointment as a member of ITCC International Limited staff, including those employed as overseas Offices or acting as ITCC International Limited's Agents, confers the obligation to carry out the duties of the position to the best of the member of staff's abilities.

3.2 Furthermore, an appointment as a Director of ITCC International Limited and/or member of the ***Impartiality Committee*** carries with it the expectation of participation on organisation governance, in the formulation of policy and in the determination of the priorities of the Certification Body.

Fulfilment of the obligations requires a primary commitment of expertise, time and energy.

3.3 Staff must maintain an appropriate presence at their normal place of work or conducting assessment activities on Client's premises throughout the term of their contract. All external activity must be managed in agreement with ***the Managing Director***, so as not to take precedence over a member of staff's primary commitment to ITCC International Limited.

3.4 Aside from time commitments, external professional activities which are not undertaken as a primary activity for the benefit of ITCC International Limited can generate conflicts of interest where:

- Use of ITCC International Limited resources is unavoidable in practice;
- It is difficult, if not impossible, for ITCC International Limited to review and reward contributions of staff
- for work undertaken elsewhere
- Action can result in placing staff in conflict of interest situations.

3.5 Clear boundaries must be established to separate ITCC International Limited obligations and external activities in order to avoid questions about appropriate use of resources and attribution of services resulting from work undertaken.



3.6 Staff must disclose current or prospective situations involving conflict of interest as soon as such situations become known. Further information is provided in this document and in ITCC International Limited documented procedure.

4. DISCLOSABLE INTERESTS

4.1 As employees of ITCC International Limited, all members of staff have a duty of fidelity to ITCC International Limited under their contracts of employment and signed Confidentiality Agreements. All members of staff are obliged to give a prime commitment of time and intellectual ability/energy for the benefit and well-being of ITCC International Limited.

4.2 Specific responsibilities and activities that constitute this commitment will differ according to specific roles, but must be based on an understanding of what is acceptable between the individual member of staff and ITCC International Limited.

4.3 It is not acceptable for an individual's actions or decisions made in the course of his/her activities to be determined by considerations of personal gain, other than normal aspirations and behaviours related to promotion or professional development. Such behaviour calls into question the professional objectivity and ethics of the individual and reflects negatively on ITCC International Limited.

4.4 This document provides individuals the opportunity to record any concerns they may have in relation to the possibility that a conflict of interest could arise in their own area of work. In officially acknowledging any such possibility, the individual is reassured that ITCC International Limited is aware of the situation and that appropriate action, if any is needed, will be taken; this is very often all that is required to allay both the individual's sense of vulnerability and ITCC International Limited concerns.

4.5 This policy is therefore designed to:

- Heighten the awareness of members of staff about situations that may generate conflicts of interest;
- Provide means for members of staff and ITCC International Limited to manage potential and real conflicts of interest;
- Ensure that activities undertaken are in the best interests of staff, ITCC International Limited and the Accreditation as a whole;
- Ensuring that advice to members of staff is independent of advancement of personal interests.



5. LIMITATIONS ON OUTSIDE PROFESSIONAL ACTIVITIES

- 5.1 ITCC International Limited encourages staff to become involved in knowledge and technology transfer activities to benefit not only the staff member's continual professional development (CPD), but also ITCC International Limited and their registered clients. However, the knowledge and technology transfer processes can create potential conflicts of interest, particularly when there is opportunity for personal gain on the part of the member of staff or any agents assisting in the transfer.
- 5.2 Staff must not allow other activities to detract from their obligations to ITCC International Limited. For example, unless approved by ITCC International Limited to undertake the activity, a member of staff must not have significant outside managerial responsibilities such as a Directorship (whether Executive or Non-Executive), nor provide any consultancy services to ITCC International Limited clients.
- 5.3 All members of staff must also ensure that conflicts of commitment do not arise from any outside professional activities.
- 5.4 A member of the *Impartiality Committee* should avoid getting into a position where his/her private interests conflict with ITCC International Limited requirements as an accredited Certification Body. For example, neither the member nor his/her firm should enter into a business relationship with the parties during the course of an investigation.

6. INAPPROPRIATE USE OF ITCC RESOURCES

- 6.1 Inappropriate use of ITCC International Limited resources may include facilities, personnel, equipment and confidential information.
- 6.2 Staff may not make use of ITCC International Limited resources without prior authorisation of ITCC International Limited's Managing Director and never as a 'favour' in an attempt to exert undue influence or for the potential or real personal gain of the individual rather than the advancement of ITCC International Limited's interests.
- 6.3 Staff may not make use for personal gain, or grant unauthorised access to others, of confidential information acquired through conduct of ITCC International Limited's business other than that authorised by the Managing Director. Requirements for confidentiality, security and records are defined in documented procedure.
- 6.4 ITCC International Limited resources must not be used to provide preferential access to an outside Certification Body (or other body) of results, materials or products generated from ITCC International Limited activities for personal gain.
- 6.5 A member of staff must not use ITCC International Limited resources, including facilities (offices etc), personnel, equipment or confidential information in any way as part of their outside professional activities or for any other non-ITCC International Limited purpose without the express permission of the Managing Director.



- 6.6 Inappropriate use of ITCC International Limited resources includes (but is not limited to) the following:
1. Involving staff in a member of staff's outside business or consulting activities, without
 2. prior approval;
 3. Using ITCC International Limited resources from which ITCC International Limited will not benefit (whether financially or otherwise);
 4. Offering inappropriate favours to third parties in an attempt to unduly influence them in their dealings with ITCC International Limited;
 5. Using for personal gain confidential information acquired through the conduct of ITCC International Limited business or related certification activities;
 6. Allowing third parties to have unauthorised access to confidential information acquired through the conduct of ITCC International Limited business or related certification activities.
- 6.7 Staff must disclose to ITCC International Limited whether, to their knowledge they, or members of their immediate family, have a possible conflict of interest arising in conjunction with the acceptance of;
- Gifts (of any nature)
 - Consultancy projects

7. GUIDELINES FOR POLICY IMPLEMENTATION

- 7.1 All members of staff, including must initially certify their compliance with this policy by signing a **Confidentiality Agreement**, and update their declaration if appropriate when circumstances change.
- 7.2 In signing this Agreement each member of staff undertakes to disclose any existing or potential conflict of interest.
- 7.3 Upon completion, the Confidentiality Agreement shall be returned to Managing Director for review. Any that show a conflict of interest shall require additional information being sought from the member of staff until the Managing Director is satisfied either that;
- a) There is no conflict of interest, or
 - b) That appropriate steps have been taken to manage the conflict of interest.
- 7.4 A brief statement of the steps taken to manage the conflict of interest should be attached to the Confidentiality Agreement and the member of staff informed of the steps that they must follow.
- 7.5 If a member of staff's circumstances change during the year, a revised attachment to the Confidentiality Agreement shall be completed as soon as possible after the member of staff is aware of the changes in circumstance.
- 7.6 Appeals of decisions should be made to the Managing Director in writing, who may refer the appeal to the Impartiality Committee.