



Conflict of Interest Policy

“a set of circumstances that creates a risk that professional judgement or actions regarding a primary interest will be unduly influenced by a secondary interest”

Embedded within BMSG’s Code of Conduct and Code of Ethics are a set of principles guiding how we behave and how we expect to be treated in all our actions and activities. These form a set of guiding policies to express our intrinsic values and express them to ourselves and also all our stakeholders equally. Within these are a set of principles including but not limited to Integrity, Conflict, and Resolution. Each policy should not be taken as a separate item but rather a way to overview and conceptualise our principles. This Conflict-of-Interest policy is to be viewed in this light taking into consideration all the other BMSG policies, the closest of which is the Integrity policy.

A conflict may arise whenever an outside interest might influence, or be perceived to be capable of influencing, a person’s judgement. Some outside interests will create a clear conflict. Others will not do so but may nonetheless prompt the need to take some action on a prudential basis.

Potential conflicts may be identified at the outset of an activity, arbitration or investigation; others may only become apparent as the work develops, and circumstances change (e.g., because of the involvement of a new party, or a change in personal circumstances). If any doubts arise as to the propriety of an outside interest, or as to the compatibility of a relationship, BMSG should be informed of all relevant facts.

All employees and Directors of BMSG will strive to avoid any conflict of interest between the interests of BMSG on the one hand and personal, professional and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The objective of this Policy is to:

- i. protect the integrity of BMSG’s services and decision-making process;
- ii. to enable stakeholders to have confidence in the organisation’s integrity; and
- iii. to protect the integrity and reputation of BMSG and its employees by means of effective measures.

BMSG is committed to protecting itself from the harm that is caused by such situations.

This policy is meant to supplement good judgment, and staff and Directors should respect its spirit as well as its wording.

Conflicts of Interest

Conflicts of interest include, but are not limited to:

- i. An Employee who is related to a member of staff and there is a decision to be taken on staff pay and/or conditions;
- ii. An Employee who is also on the board of another organisation that is competing for the same contract;

- iii. An Employee who has shares in a business that may be awarded a contract to do work or provide services for BMSG or is a director, partner or employee or related to someone who is.
Note that a relative may be a child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Employee or any person living with the Employee as his or her partner.

Your Responsibilities

All persons employed, directly or indirectly, by BMSG owe a duty of fidelity to BMSG and must never place themselves in a position where their self-interest may conflict with this duty.

Any employee who breaches this policy is subject to disciplinary action, up to and including dismissal.

Behaviour

Duty of Fidelity

Employees owe a duty of loyalty and fidelity to BMSG. Employees are expected to perform their duties on behalf of BMSG faithfully, diligently and to the best of their abilities.

Conflict of Interest

Employees must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of BMSG.

Employees must avoid any situation or activity that compromises, or may compromise, their judgement or ability to act in the best interest of BMSG.

Harm to Business or Reputation

Employees must refrain from engaging in conduct that could adversely affect BMSG's business or reputation. Such conduct includes, but is not limited to:

- publicly criticising BMSG, its management or its employees; or
- engaging in criminal conduct or other behaviour that could harm BMSG's business or reputation.

Outside Employment or Business Activity

During working hours, employees are expected to devote their full time and attention to the business and the affairs of BMSG.

If an employee wishes to engage in employment or business activity outside his/her employment with BMSG, the employee must first disclose to BMSG the nature and extent of the proposed employment or business activity, and obtain BMSG's written approval. Approval will only be withheld if BMSG reasonably determines that the employee's proposed outside employment or business activity could conflict or compete with the interests of BMSG, or could negatively affect the employee's job performance or attendance.

Our Processes

Disclosure of Potential Conflicts

Upon appointment Employees will make a full and written disclosure of interests, such as relationships, posts held, ownerships or business interests (other than non-controlling investments in publicly-traded corporations), whether direct or

indirect, that the Employee or a member of his/her immediate family has with any person, or in any business or enterprise and that could potentially result in a conflict of interest.

These written disclosures will be retained by BMSG Management who will ensure their maintenance on an ongoing basis. In addition, during the course of meetings or activities, Employees will disclose any interests in a transaction or decision where there may be a conflict between BMSG's best interests and the Employee's best interests or a conflict between the best interests of two organisations that the Employee is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

Protective Steps

Upon disclosure of the information described above, BMSG will take appropriate steps to protect against any actual or potential conflict of interest. Such steps may include:

- requiring the employee to refrain from being involved in any decisions made by BMSG regarding its dealings with such person, business or enterprise; or
- requiring the employee to refrain from being involved in any dealings on behalf of BMSG with such person, business or enterprise; or
- requiring the employee to dispose of his/her interest in such business or enterprise if he/she wishes to remain in BMSG's employ.

In the case of a conflict of interests arising for an Employee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision, for example in Articles of Association, the unconflicted Employees may authorise such a conflict of interests where the following conditions apply:

- the Employee who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- the Employee who has declared the conflict of interest withdraws from the activity affecting that other organisation or person;
- the Employee who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors/Managers is present at the meeting;
- the other Employees who have no conflict of interest in this matter consider it is in the interests of BMSG to authorise the conflict of interest in the circumstances applying.

Any such disclosure and the subsequent actions taken will be noted in any meeting Minutes as appropriate.