CIÉ Group

Code of Conduct for Suppliers & Business Partners

August 2022

1. Introduction

It is a key objective of the CIÉ Group, made up of CIÉ Holding Company and the operating companies; Iarnród Éireann- Irish Rail, Bus Éireann, Dublin Bus and CIÉ Tours that all business and interaction with external suppliers and business partners is conducted with uncompromising fairness, integrity and professionalism.

This is achieved by ensuring:

- Strict compliance with the legal requirements of Irish and EU law
- Fair and open competitions
- Strict measures and controls to mitigate against actual or perceived conflict of interest.
- The application of criteria to ensure that our Suppliers and Business Partners are aligned with our core values particularly in the areas of:
    a. Ethical behaviour
    b. Equality and diversity
    c. Accessibility
    d. Sustainability

The CIÉ Code of Conduct for Employees sets out the guiding principles in compliance with the Code of Practice for the Governance of State Bodies. These principles apply to CIÉ employees including employees of each of the subsidiary operating companies and can also be extended to our suppliers and business partners (i.e. suppliers, contractors, service providers and consultants (including their employees, servants, agents and sub-contractors)

2. Guiding Principles

The guiding principles governing the CIÉ Group's relationships with its Suppliers and Business Partners, reflect those detailed in the CIÉ Group Code of Conduct for Employees https://www.cie.ie/Governance/CIE-Policies and include;

1. Integrity
2. Confidentiality of information
3. Obligations
4. Disclosure of Interest
5. Loyalty
6. Fairness
7. Consideration for work/external environment

These principles apply equally to our Suppliers and Business Partners.

The purpose of this document is to inform our Suppliers and Business Partners of CIÉ's expectations of those who conduct business or who are seeking to conduct business with any of the operating companies who make up the CIÉ Group.

3. Basis of purchasing decisions

The procurement of goods, services and works by CIÉ and it's operating companies is undertaken in compliance with all applicable EU and national procurement legislation. Purchasing decisions and contract awards are made **solely** on the basis of the offers submitted and in accordance with the award criteria for the particular tender or Request for Quotation (RfQ) process. At all times any impropriety, or even the perception of any impropriety, must be avoided.

4. Responsibilities of our Suppliers and Business Partners

CIÉ Group Suppliers and Business Partners are required to comply with this Code of Conduct and must ensure that all of their employees, sub-contractors, and agents, who come in contact with any of the operating companies are made aware of, and comply with this Code of Conduct. The Statement of Commitment (see Appendix 1) must be signed off by all Suppliers and Business Partners who conduct or wish to conduct business with CIÉ, Iarnród Éireann, Bus Éireann or Dublin Bus.

5. Main Requirements.

a. Bribes, Kickbacks and Commissions

- In accordance with CIÉ Anti-Corruption Policy https://www.cie.ie/Governance/CIE-Policies , these are PROHIBITED.
- Bribery and other forms of corruption will not be tolerated within CIÉ.
- CIÉ actively promotes a culture where acts of bribery and corruption are never acceptable.
- Bribes and kickbacks may not be given, received, offered or solicited; whether directly or indirectly through a third party.
- Where there is a concern in this regard, the matter will be reported and handled accordingly.
- Examples of prohibited behaviour include but are not limited to:
    - Offering, promising or giving any form of bribe;
    - Agreeing to accept or accepting a bribe;
    - Making facilitation payments i.e. giving money or goods to officials to perform, or speed up the performance of, an existing duty.
    - Giving or receiving excessive gifts or hospitality that may be construed as compromising independence;
    - Offering gifts or rewards in return for sharing confidential information outside the organisation or for preferential treatment, for example in supplier selection or work allocation process;

b. Gifts and Hospitality

- Gifts are not necessary, nor are they expected
- The acceptance of cash or gift vouchers is specifically prohibited
- Where gifts are given, they should be infrequent and of very small intrinsic or nominal value. Under the CIÉ Group Code of Conduct for Employees the maximum total value of gifts that can be accepted by an employee in any one year is €70.

- In the event of gifts of higher value (e.g. Christmas Hampers) being received by employees, it is company policy that the employee advises their supervisor or manager and returns the gift.
- Employees are prohibited from soliciting gifts or favours from suppliers and business partners and any such requests should be notified in accordance with section 4g below.

c. Hospitality

- Hospitality, where acceptable should be modest and appropriate to the business situation and must be reported to the relevant CIÉ supervisor
- E.g. Meals may be provided in the business context, such as when an employee is on a visit to a business partners premises or in the normal course of business meetings, but they should not be lavish or overly expensive or frequent.
- The provision of overnight accommodation, overseas travel, motor vehicles or use of motor vehicles to CIÉ Group employees is PROHIBITED.

d. Conflict of Interest

- CIÉ Group employees, suppliers and business partners must avoid any situation that is, or may be perceived as, a Conflict of Interest.
- CIÉ Group employees must represent CIÉ Group best interests and both the employee and the Business Partner are required to disclose, through a signed declaration, the following:
    - Any close relationship, interest, shareholding or possible conflict of interest that could affect the business relationship or a business decision (i.e. purchase of supplies/services/works or sale of property/services)
    - Any employment/membership or common business interests, which conflict or potentially conflict with CIÉ or the operating company's business.
    - Close family ties with persons who can influence the business decision.

e. Use of Coras Iompair Éireann / CIÉ Group operating company name or logo

1. Business Partners may not use the names or logos of Coras Iompair Éireann or CIÉ Group subsidiaries without prior specific written permission of the Company Secretary.
2. This is dealt with in detail in our Conditions of Contract.

f. Attempt to canvass or influence a Purchase Decision

1. Any improper attempt to influence a purchasing decision or to canvass can, and will, lead to exclusion from the tender process and other actions.
2. This is dealt with in detail in our Conditions of Tender.

g. Confidentiality and Reporting

1. Business Partners are required to report concerns regarding ethical issues or violations of this Code of Conduct by an employee of any of the CIÉ Group of operating companies by their own employees, or by a third party to one of the following:

- Head of Internal Audit, CIÉ Group, Áras Éanna, 60 Gardiner Street Lower, Dublin
- Chief Financial Officer, Iarnród Éireann, Connolly Station, Dublin 1
- Chief Financial Officer, Bus Éireann, Broadstone, Dublin 7
- Chief Financial Officer, Dublin Bus, 21 Phibsborough Road, Dublin 7
- Group Chief Financial Officer, CIÉ, Heuston Station, Dublin 8

2. Concerns should be reported preferably in a signed, written format

3. Confidentiality will be assured, but anonymous claims will also be investigated.

4. If you make a signed report, and do not get a prompt acknowledgement and response, please contact one of the following directly:

   - Chief Executive Officer, Iarnród Éireann, Connolly Station, Dublin 1

   - Chief Executive Officer, Bus Eireann, Broadstone, Dublin 7

   - Chief Executive Officer, Dublin Bus, O'Connell St. Dublin/ 21 Phibsborough Road, Dublin 7

5. If you require direction or advice in respect on any aspect of the Code, please contact the Chief Procurement Officer or Head of Procurement for the relevant subsidiary company.

h. Consequences

1. CIÉ and its operating companies will treat substantiated contraventions of this Code of Conduct as a serious matter.

i. Contracts / Purchase Orders

1. It is CIÉ Group policy and practice to issue an official Purchase Order prior to the supply of materials or services or the commitment of resource by a supplier
2. In addition, for major contracts, a formal contract must be executed by the parties prior to commencement.
3. Invoices will not be processed without a valid purchase order
4. Accurate records (timesheets, delivery notes, etc.) must be kept and produced on request – falsification of records is PROHIBITED.
5. CIÉ Group pays only on verified receipt of goods, works or services.

j. Drugs and Alcohol Testing

1. Working on behalf of CIE Holding Company or any of the operating companies or working on CIÉ Group property, including the property, sites, and premises of any of the operating companies, under the influence of alcohol or drugs is strictly prohibited.
2. In respect of Bus Éireann suppliers and business partners:
   - Suppliers and business partners are bound by the BÉ Drug and Alcohol testing as set out in Contract
   - Testing seeks to prevent accidents or harm/damage to persons and property, arising through oversights and errors of judgement as a

result of the consumption of alcohol or drugs by staff, or business partners

- Suppliers and service providers must ensure that all of their staff who work on Bus Éireann sites are familiar with the policy on drugs and alcohol and have systems in place to ensure that their employees abide by the policy.
- Random testing of staff, suppliers, contractors and service providers will be undertaken and action taken against any staff member or supplier found to be in breach.

k. Social Responsibility

1. Suppliers and business partners of the CIÉ Group of companies will be expected to operate and conduct their business to a high standard with regard to social responsibility at all times.

2. Suppliers seeking to participate in tender processes will be required to complete a Declaration of Eligibility as per Regulation 89 (1) of the European Union (Award of Contracts by Utility Undertakings) Regulations 2016.

3. The values of suppliers and business partners of the CIÉ Group should be aligned with those set out in each of the respective operating company's sustainability strategies, policies and objectives.

4. Suppliers and business partners should have a documented policy to demonstrate their approach and commitment to the following as a minimum:
    - Promoting sustainable work practices
    - Addressing risks such as child/forced labour and poor/ unsafe working conditions in their supply chain
    - Establishing and maintaining safe work environments
    - Prioritising employee safety, welfare and well-being
    - Complying with all relevant employment legislation in relation to working hours, rates of pay and conditions of contract
    - Eliminating discrimination and promoting equality of opportunity and treatment for all employees
    - Establishing a diverse workforce
    - Promoting accessibility in the workplace
    - Engaging with and supporting local communities and establishing socially inclusive practices
    - Providing training and development opportunities for all employees
    - Establishing policies which facilitate a work/life balance

1. Appendix 1

Statement of Commitment to CIÉ Group Code of Conduct for Suppliers and Business Partners

We, (NAME OF COMPANY) _____

ADDRESS: _____

_____

Undertake to fully implement the requirements in this Code of Conduct for Suppliers and Business Partners in respect of all our dealings with Coras Iompair Éireann and its operating companies.

We understand that the Code applies to our employees, agents and sub-contractors.

We confirm our acceptance of the BÉ Drugs and Alcohol Policy.

We understand that breaches of this Code may lead to our organisation being excluded from participation in future tenders.

SIGNATURE: _____ DATE: _____

POSITION IN COMPANY: _____

NAME (Please print): _____TEL: _____

POSITION: _____

Signed (Director or Company Secretary): _____

Name (in BLOCK CAPITALS): _____

Date: _____

Please return this signed and completed page with your tender.