

## **The Code of Professional Conduct Policy**

The Code of Conduct policy applies to all employees who work for Edinburgh Airport Limited (EAL) wherever located (including senior managers, officers, directors, employees (whether permanent, temporary or fixed-term), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents and sponsors), or any other person associated with us.

This policy also applies to those persons working alongside EAL employees, in partnership or on behalf of EAL, involved in supplier-related activity or involved in decision making which impacts on suppliers or any area affected by a commercial relationship.

If you fall within the scope of this policy, you must ensure that you read, understand and comply with this policy.

### **Policy objectives**

The objectives of this policy are as follows:

- To assist in achieving the highest standards of professional behaviour from EAL employees in dealings with colleagues, customers, suppliers and other parties with whom EAL has a relationship.
- To protect employees by providing clear guidelines explaining what is expected of them by EAL.
- To support fair and equitable relationships with business partners, suppliers and customers in the spirit of the Sustainability Pledge.
- To provide guidance to employees in exercising their judgement and taking responsibility for maintaining high standards of professional conduct.
- To provide a coherent and consistent framework to enable employees to understand and implement arrangements to ensure compliance with anti-bribery laws (including the Bribery Act 2010 and subsequent updates) and to enable employees to identify and effectively manage any potential breach of those laws.

### **Other relevant policies**

This policy should be read in conjunction with the following EAL policies (as referred to in this document):

- Disciplinary Procedures
- Employment outside EAL Policy
- Speak Up – Serious Concerns Policy
- EAL Information Security Policy

In order to comply with this policy you should be aware of the following:

1. Maintain high standards of integrity in all business relationships both inside and outside of EAL.
2. Act in the best interests of EAL and avoid situations and positions which could create conflicts of interest (either real or apparent) that could undermine trust in EAL or the interests of EAL.
3. Foster the highest possible standards of professional competence and behaviour.

4. Make every effort to ensure the confidentiality and accuracy of information.
5. Make every effort to optimise the use of resources under your control and ensure that any equipment or property is not used for personal benefit or gain including the support of additional employment or a private business.
6. Comply with the letter and spirit of the law, professional guidance and contractual obligations.
7. Ensure that the acquisition of new business both in the UK and worldwide is undertaken with due regard to the relevant legislation.
8. Reject any business practice which might reasonably be deemed improper and ensure that authority is not used for personal gain or for personal gain of third parties.
9. Undertake your work in such a way so as to avoid creating any obligation on others to offer gratuities, gifts or inducements.
10. Not offer, give, promise, accept, request or agree to receive any bribe (whether as cash or in the form of some other advantage) to or from any person (whether a private person, company, public body or foreign public official), wherever that person is situated.
11. Provide appropriate support, help and encouragement to your colleagues, enabling them to develop as ethical professionals and business people.
12. Report any concerns which you have that this policy may not or is not being observed (using the procedures set out in the Speak Out – Serious Concerns Policy)

Breach of this policy may constitute a disciplinary offence and will be dealt with under the Disciplinary Policy.

### **Further guidance/procedures relevant to this policy**

In applying the principles listed above, persons subject to this policy should follow the guidance set out below.

#### **1.0 Conflict of interest**

1.1 A conflict of interest may arise where you or a person closely connected with you has an interest in a supplier, customer or another third party that may be viewed as impinging on your impartiality in any matter relevant to your duties.

1.2 A person is closely connected to you if he/she is:

(a) your spouse (excluding a spouse from whom you are separated) or permanent partner;

(b) your children under 18, including stepchildren;

(c) any person who is financially dependent on you; or

(d) any company, partnership, collective scheme, unincorporated association or other organisation in which you or one or more of the individuals in (a)-(c) hold a financial interest (whether directly or indirectly) which:

i. gives you or those individuals, in aggregate, 20 per cent or more of the voting rights of the organisation; and/or

ii. gives you or those individuals the ability to exercise significant influence over the operating and financial policies of the organisation (for example, by representation on the board of directors, committee of management or any equivalent management body).

1.3 There can be situations in which there is an appearance of a conflict of interest even though no conflict actually exists. Therefore it is important when evaluating a potential conflict of interest to consider how it might be perceived by others.

1.4 A conflict of interest may be financial or non-financial or both.

1.5 A financial conflict of interest is one where there is or appears to be opportunity for you or any person closely connected to you to gain financially, or where it might be reasonable for another party to take the view that financial benefits might affect your actions.

1.6 A financial interest exists if there is any arrangement whereby, in return for an outlay of funds or any commitment, a benefit which has a monetary value is received.

1.7 A financial interest may be direct or indirect, depending on whether you can control the interest or not, and it may be held beneficially or in a trustee capacity. For example:

- (a) securities in a company;
- (b) equity interests in a partnership;
- (c) all rights and options to purchase or sell (a) or (b);
- (d) all interests that are convertible into (a) or (b);
- (e) membership of unincorporated associations; or
- (f) intellectual property rights (e.g. patents, copyrights and royalties from such rights).

1.8 The level of financial interest is not the determining factor as to whether a conflict should be disclosed. Good practice in many situations will mean the disclosure of 'any' financial interest, however small. A conflict will arise if the interest might provide, or be reasonably seen by others, to provide an incentive to you that affects your actions and where you can influence a decision or other activity.

1.9 A non-financial conflict of interest is one where there is, or there appears to be any benefit or advantage, including, but not limited to, direct or indirect enhancement of your career or gain to persons closely connected to you.

1.10 A non-financial interest exists if you, or any person closely connected with you holds an important position with a supplier, customer or other third party which may include:

- (a) promoter;
- (b) underwriter;
- (c) significant (10 per cent or more) shareholder;
- (d) member of the governing board (e.g. Executive or Non-Executive Director);
- (e) officer;
- (f) general partner;
- (g) manager in a position to influence financially or operationally; or
- (h) key assistant who can influence the decisions of any of (d) – (g).

1.11 All senior managers and other employees as designated by their line manager should complete a Declaration of Interest form, whether or not a conflict of interest exists:

- a) on commencement of employment;
- b) prior to a potential conflict of interest arising; and

c) once annually for persons in roles with a greater scope for a conflict of interest to arise, e.g. persons in Construction, Retail or Procurement.

1.12 Before the commencement of an activity in which there is potential for conflicts of interests to exist (e.g. during periods of tender and negotiation with companies new to EAL) it is the responsibility of the line manager to ensure that all persons involved have declared their interest, if any.

1.13 Should a perceived conflict arise, the onus is on you to inform your line manager in writing immediately so that such interest can be discussed to identify whether a potential conflict exists.

1.14 It is the line manager's responsibility to determine what action should be taken to mitigate the risk of an identified or potential conflict of interest, and this may include an instruction in writing asking you not to take part in any related process or negotiation. Where an actual or potential conflict of interest is identified, the line manager may seek advice from, or escalate their concerns to, their Chief Executive, the EAL Director of People and Planning or the Technical Asset Director to ensure the most appropriate action is taken.

1.15 The Declaration of Interest form should be used for communicating a potential conflict and recording the outcome of discussions. Checks may be carried out to verify information provided. This may include seeking information from third party and internal sources.

1.16 All such declarations will be countersigned by a line manager and retained on personnel files. Executive Committee Directors and Heads of Department are responsible for ensuring that declarations are completed as required for all employees in their area whether or not an actual or potential conflict of interest exists.

1.17 The Director of People and Planning will act as the Compliance Officer in respect of queries or issues relating to this policy. The Director of People and Planning will also, by e-mail, ensure that the Heads of Department are reminded annually of the need to comply with this policy and of the need, in turn, for them to remind employees in their areas of the requirement for compliance.

## **2.0 Additional employment**

2.1 All employees must obtain prior written approval before commencing any type of employment outside of EAL (additional employment).

2.2 New starters already engaged in additional employment on commencement of their employment with EAL should seek approval to continue in that additional employment.

2.3 Written approval to additional employment should be obtained using the Declaration of Additional Employment form. Checks may be carried out to verify information provided. This may include seeking information from third party and internal sources.

2.4 All employees engaging in additional employment are subject to the requirements set out in the Employment outside EAL Policy.

## **3.0 Information**

3.1 Information received in the course of duty should be respected and should never be used for personal gain, or disclosed to any other person other than is necessary for the work being undertaken.

3.2 Information given in the course of duty should be true and fair and never designed to mislead.

3.3 Information received in the course of duty must be handled in accordance with the requirements set out in the EAL Information Security Policies.

3.4 All personal information collected, handled or used in the course of duty is subject to the requirements of relevant data laws as set out in the EAL Data Retention and Destruction Policy and Personal Data Protection Policy.

#### **4.0 Communicating with the media**

4.1 Edinburgh Airport has specific spokespeople that are trained and approved to speak on behalf of the airport. If you are approached by the media you should decline to speak and then contact the Director of Communications and Sustainability, [Gordon Robertson](#) on 07785 372 961 or out of hours 07825 451 158.

#### **5.0 Anti-Bribery Policy**

5.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

#### **6.0 Bribery Prevention Strategy**

6.1 A bribe is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. Bribery is punishable for individuals by up to 10 years' imprisonment and EAL could face an unlimited fine and damage to its reputation if it were found we were linked with an act of bribery. We take our legal responsibilities very seriously.

6.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers within the scope of this policy are required to avoid and report any activity that might lead to, or suggest, a breach of this policy.

6.3 If you are offered a bribe, are asked to make a bribe or suspect that this may happen in the future, you must report it to Safecall, the Director of People and Planning, Legal Director, another Board Director, CEO or the Technical Asset Director.

6.4 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery, or because of reporting in good faith their suspicion that an actual or potential bribery offence has taken place or may take place in the future. If you have any concerns about reporting suspicions of bribery you should follow the procedure in the Speak Up – Serious Concerns Policy.

6.5 If you are involved with the procurement of services or suppliers you must follow the EAL procurement policy and sourcing process. EAL does not engage or do business with any party who has not committed to doing business without bribery.

6.6 The EAL Executive Committee considers the compliance of each of our business areas with this policy on a twelve monthly basis. Each member of the committee is responsible for signing-off on compliance on behalf of their business area and the Chief Executive reports back to the board of EAL to confirm compliance.

### **7.0 No receipt of cash gratuities or tips**

7.1 All services provided by EAL, for free or charged for, shall be provided without any payment of gratuities to EAL employees. Any offer (including an implied offer) of a tip, gratuity or other payment should be politely declined.

### **8.0 Gifts and hospitality**

8.1 From time to time, you may be offered gifts or hospitality (which includes entertainment) by customers, suppliers or business partners. It is important that you are not compromised, and the interests of EAL are protected. Not only must you retain your impartiality at all times, but you must be seen to be acting in an open and honest way. No gifts or hospitality of any kind should place you under any obligation or be capable of being construed as an inducement.

8.2 As a general guide as to whether a gift or hospitality can be accepted, you should consider whether:

- (a) the frequency, type and value of the gift or hospitality is reasonable and proportionate in the circumstances – is it greater than EAL would provide in return or provide generally in the course of its business?;
- (b) a reasonable third party might believe that the nature of the gift or hospitality is such that it could, or might reasonably be expected to, influence your business decisions;
- (c) it is legal in the UK and in the country of the person providing the gift or hospitality;
- (d) any judgement you make on acceptability could be comfortably discussed in an open forum (i.e. would you be embarrassed if your manager, a colleague or anyone outside EAL became aware of it?); and
- (e) it is given openly or in secret.

8.3 No gifts or hospitality should be accepted from any parties involved in tender or contract negotiations relating to the purchase of goods or services by EAL or the grant of concessions, leases or similar contracts, or in dispute with EAL, without prior written approval from your Director (with the exception of business lunches not exceeding £10 per person).

8.4 It is not acceptable for you or someone on your behalf to:

- (a) accept payment from a person if you know or suspect that it is offered with the expectation that it will secure a business advantage for them; or
- (b) accept gifts or hospitality from a person if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by EAL in return.

8.5 When it is not easy to decide between what is and is not appropriate, the offer should be declined or advice sought from your line manager before acceptance.

### **9.0 Register of gifts and hospitality**

9.1 Directors and Heads of Departments should establish requirements for a Register of Gifts and Hospitality in their department and nominate managers to maintain the register.

9.2 The register may be subject to sample checks by Internal Audit from time to time and should be completed on at least a quarterly basis (even when there is nothing to be declared).

9.3 Where the register is submitted electronically, and is therefore unsigned, the electronic copy is considered to be evidence that the submitting manager is aware of the content of the register and has approved its submission.

9.4 Any gifts or hospitality with a value of £50 or more must be recorded in the register for the relevant department with details of the person giving and the recipient of the gift or hospitality and the date it was given or accepted.

9.5 Details of any gifts or hospitality offered but not accepted must also be recorded in the relevant department's register, together with the reason for it being declined.

## **10.0 Gifts or hospitality provided or offered by or on behalf of Edinburgh Airport**

10.1 On occasion, you may wish to provide gifts or hospitality to business associates from other companies. Any such offer should be reasonable and proportionate, be made in good faith and should not give the recipient any impression of an obligation to confer a business advantage to EAL or affect the recipient's independence.

10.2 Any such offer should be treated in a similar way to gifts or hospitality being received and, if over £50 per head, a record should be made in the Register of Gifts and Hospitality (Appendix C). Details of any gifts or hospitality offered but not accepted must also be recorded in the register, together with the reason for it being declined.

10.3 It is not acceptable for you or someone on your behalf to: (a) give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received by EAL, or to reward a business advantage already given by EAL; (b) give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure; (c) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns about an actual or potential breach of this anti-bribery policy; or (d) engage in any activity that might lead to a breach of this anti-bribery policy.

10.4 No gifts or hospitality should be offered to any parties involved in tender or contract negotiations relating to the purchase of goods or services by EAL or the grant of concessions, leases or similar contracts, or in dispute with EAL, without prior written approval from your Executive Committee Director (with the exception of business lunches not exceeding £10 per person).

10.5 You must not make or accept facilitation payments ("kickbacks") of any kind. Facilitation payments are unofficial payments made to public officials to secure or expedite the performance of a routine or necessary action.

## **11.0 Donations**

11.1 We do not make contributions to political parties and we only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without prior written approval of The Edinburgh Airport Community Board or Executive Committee.

## **12.0 Compliance with applicable Professional Codes of Conduct**

12.1 If you are employed in a role to which recognised professional standards apply, you are required to comply with those standards as set out in any applicable recognised professional code of conduct.

## **13.0 Use of Company Property**

13.1 You are responsible for any property belonging to EAL that is under your control or in your possession and you must take proper care of any such items.

13.2 Company property must not be used for personal benefit or gain, including the support of additional employment or a private business.

13.3 Your use of EAL electronic resources is subject to the EAL Information Security Policy. In particular, you should ensure that e-mail and internet access is limited to appropriate business use.

13.4 All company property should be returned at the cessation of employment.

## **14.0 Tendering Principles**

14.1 We tender contracts where it is deemed appropriate to our business needs. We also have the flexibility to negotiate, amend and extend contracts where circumstances make it more appropriate.

14.2 Contract lengths should reflect the need to amortise investment.

14.3 Contracts should create the opportunity to provide business partners with reasonable returns on their investment.

14.4 Contracts may only be extended or re-negotiated subject to EAL's internal approvals procedures.

14.5 The concept of minimum guaranteed payments (for Retail) will continue with guarantees in new contracts generally being set at a level related to forecast performance and the contractual financial terms.

14.6 The financial terms of retail contracts should be in such a format that they are compatible with the structure of EAL's Group Retail Database System (GRD) in all respects. Details of terms not compatible should be justified with a business case as part of the approvals process.

14.7 There should be the flexibility to trial new contractual methods of letting, such as online auctions, in order to ascertain whether such methods result in tenderers submitting higher bids than when tendering under the conventional tender process.

## **15.0 When the option to tender is instigated**

15.1 Any offer made by a company should be confirmed in writing, ideally by the company or alternatively by EAL to the company. In either case confirmation "Subject to Contract" should be sought or given as appropriate to the terms outlined.



15.2 The request for approval to the appointment of a company should be made in accordance with the applicable approvals procedure and should include details of any alternative proposals made by other companies or by the recommended company.

15.3 Where discussions have taken place simultaneously with a number of companies, formal acceptance of the offer of the successful company and rejection of the others should take place within the same time period.

15.4 Where negotiations with selected companies for retail contracts irretrievably break down sufficient time should be built into the discussion so as to allow flexibility to amend or extend the existing contract.

## **16.0 Modern Slavery Awareness and Reporting**

16.1. Edinburgh Airport has a zero-tolerance approach to modern slavery and human trafficking crimes in its business and supply chain. We carry out supplier due diligence, ensure our suppliers adhere to our policies and the law in this area, and work with our Police and Border Force partners to mitigate against the airport being used to further this criminal activity.

16.2. All new employees take our e-learning course when they start with us, and this is refreshed every 2 years. This course helps employees understand how modern slavery and human trafficking takes place in the UK and the warning signs to look out for.

16.3. All employees must report any concerns or suspicions they have about modern slavery or trafficking taking place at the airport. There are various ways you can report concerns, but if you see something taking place in the airport which you think needs an immediate response you should call the Airport Control Centre on 222 or inform a member of the Airport Police or Border Force.

16.4. Where to report concerns:

- Airport Operations Control Centre – 222 or 0131 333 2228
- Airport Police or Border Force
- Your line manager
- Any member of the Airport Executive Team
- To 'Safecall' under the Speak Up – Serious Concerns Policy – 0800 915 1571 or [edinburghairport@safecall.co.uk](mailto:edinburghairport@safecall.co.uk)

## **What we require from you**

### **As a Director or Head of Department**

- Set an example by following these principles and supporting your staff in the application of this policy.
- Ensure that the appropriate procedures are in place to support this policy.
- Communicate the procedures effectively to staff and line management.
- Audit the procedures regularly to ensure that compliance is maintained.

### **As a line manager**

- Support your employees in the application of this policy and any relevant standards or guidelines.

- Resolve/flag any ethical issues as they come to your attention.
- Apply a consistent approach in mitigating potential conflicts.
- Help your teams to understand the subtlety of expert sales techniques that they might be subjected to in the course of their general business.
- Use common sense.

**As an employee / other worker**

- Know and understand this policy.
- Embrace the 'spirit' of this document.
- Use common sense.
- Always err on the side of caution.
- Work and act professionally at all times.
- If you are in any doubt as to how this policy should be applied, do not hesitate to contact your line manager.
- Report any concerns which you have that this policy is not being observed using the procedures set out in the Speak Up – Serious Concerns Policy