

# Avoiding Conflicts of Interest

Part 1/2

We avoid even the appearance of a conflict of interest by immediately disclosing when our personal interests or external commitments could be perceived as conflicting with TMICC's. **Disclosures** should be made promptly upon becoming aware of the potential conflict of interest and should be submitted through the Speak Up channel. This includes gifts, hospitality, charitable donations, and sponsorships where you have a relationship with the other party.

## Why is it important?

Conflicts of interest arise when we allow our actual, perceived, or potential personal, familial, financial, or non-financial interests to affect our objectivity when performing our job. Conflicts of interest can impact our reputation, our business and our people negatively. A perceived conflict of interest can be just as damaging to our reputation, to trust amongst colleagues, and to morale as an actual conflict of interest.

## What must I do?

- Evaluate whether my situation may create a potential or actual conflict of interest by viewing it from TMICC's perspective.
- Report any actual, perceived, or potential conflicts of interest to Business Integrity, including when I:
  - **Receive** or direct money, gifts or other benefits from TMICC through a third party, including a for-profit or non-profit entity, with which I am affiliated.
  - **Hire**, manage, direct business to, or influence the workload, assessment, approvals or rewards of a **Close Personal Contact\***.
  - **Have a Close Personal Contact\*** who is a **Public Official\*\*** with decision-making authority that could impact TMICC's business.
- **Have a personal interest** – or have a **Close Personal Contact\*** with an interest – in the business of TMICC competitors or third parties who work with TMICC, such as an investment in or financial arrangement with a TMICC competitor or with a third-party bidding on or performing work for TMICC, working on products that compete with TMICC or working for a company that takes positions adverse to TMICC.
- **Investments** through publicly traded pension, index, or tracker funds, where I do not own 5% or more of a TMICC competitor or a company doing business with TMICC does not need to be reported.
- **Am presented** with an opportunity to potentially profit from TMICC resources or information outside of my normal role, such as from the sale of expired products or by bidding on an opportunity where TMICC is also bidding, or by becoming a franchisee.
- **Am engaged** in political activity in a personal capacity that may reflect on TMICC or potentially impact TMICC.
- **Am engaged** in retaining, monitoring, or investigating a third-party in which I, or a Close Personal Contact, have a financial interest.
- **Financial interest** includes receiving anything of value from that third-party.

\*Close Personal Contact includes a parent, grandparent, step-parent, child, step-child, grandchild, sibling, step-sibling, aunt, uncle, first cousin, the spouse or significant other of any such family member, a romantic partner, a close friend, or someone with whom I share a residence or a financial interest.

\*\*A Public Official is an employee of local, national or international government agencies, or government-owned or controlled entities. This term also includes a member of a political party or royal family, a candidate for political office, and an employee of a public international organisation, such as the UN, WTO or UNICEF.

# Avoiding Conflicts of Interest

Part 2/2

## What must I do?

- Ensure Business Integrity has cleared my conflict of interest before starting or continuing with the potentially conflicting activity.
- Be mindful that external commitments, like second jobs or serving on a board, do not impact my work or performance for TMICC.
  - **Seek** approval before accepting external commitments, including second jobs or a financial interest in a franchise or a supplier.
- Protect confidential and commercially sensitive information about TMICC and our current or potential competitors, including when my TMICC employment ends.
- Ensure that my non-financial interests, including personal beliefs and political views, do not take precedence over TMICC's lawful and ethical expectations.
- Seek approval before representing TMICC in any economic, industry or social advisory groups that are set up by governments.
- Position TMICC for success by performing my job with integrity and with loyalty to TMICC.
- Do not take or divert TMICC business opportunities to others.
- Request approval from Business Integrity before hiring former Public Officials or taking personal directorships in other organisations.

## What do I need to know about directorships?

### Disclosure is needed if I am:

- Interested in taking up a directorship, whether commercial or not-for-profit, including roles in trade associations or roles for public bodies.
- A new employee who holds directorships that were not disclosed during my recruitment process.

This disclosure requirement excludes roles on school boards, governing positions in amateur sporting or recreational groups, and directors of property / housing blocks in which an employee lives.

I need approval from the Chief Business Integrity Officer before becoming a director of any publicly listed company.

## Where do I go for more information?

**Business Integrity Officer and Conflicts of Interest Disclosure tool.**

**Make disclosures, or seek approval or guidance at:**  
<http://uk.core.resolver.com>

