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Deerns Code of Conduct

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Deerns Code of Conduct

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1 Introduction

At Deerns, we are strongly committed to quality and integrity. This commitment is fundamental in meeting our responsibilities towards colleagues, clients and the community.

Our Code of Conduct describes our principles of ethical business behaviour, based on the Deerns Core Values and our commitments captured in the Deerns Covenant. This Code of Conduct provides a guideline for the way in which we act and operate and applies to the daily activities of all Deerns' staff members.

2 The Deerns Core Values

Deerns respects and nurtures five Core Values: CEDRIC. Our Core Values shape our culture, define the character of our firm and are expressed in our daily behaviour.

Competence: The interest of our clients is served primarily by providing quality in the work we do. We therefore focus on maintaining and advancing our competence as engineers, consultants and project managers in our recruitment, performance review, training & development, control mechanisms and procedures and support systems.

Entrepreneurship: As professional services providers, our senior consultants, managers and project leaders are our primary sales persons; they possess the competences to develop and maintain a fruitful relationship with our clients. Moreover, each of our staff members contributes to the value of our firm and our quality by displaying entrepreneurial behaviour - i.e., a willingness to explore new and better ways of working, to take responsibility and to seek new combinations of knowledge resources.

Design Reputation: We invest in long-term relationships with our clients and will therefore do what is needed to protect and enhance our reputation as a high quality firm and as efficient, cooperative members of design teams. We put long-term client satisfaction and long-term value ahead of short-term gains and we will do what it takes to keep our clients satisfied with our performance.

Integrity: Towards clients, project partners and sub-contractors we will behave in an ethically responsible manner. We work only in the interest of our clients, observing societal needs and codes, and contributing to sustainable solutions. Towards our colleagues we will similarly behave as fair, reliable and trustworthy colleagues.

Cooperation: Part of the value we add to our clients is in the effective and efficient cooperation with project partners. Towards our colleagues, we behave in a professional manner as true team members and leaders, providing our colleagues as needed with our knowledge, experience and coaching and putting the interest of the team above our personal interest. The free exchange of technical knowledge, staff and market information is a cornerstone of our success as One Firm.

2.1 Deerns Covenant

The Deerns Covenant is a mutual agreement, based on our Core Values described above, that summarises how we strive to work as individual professionals, how we want to work with each other as colleagues, and how we want to work with our clients.

Doing our daily work

- We keep our commitments and actively support our colleagues to do the same.
- In our work, the firm's interest takes precedence over that of the National Offices, which takes precedence over the individual's.
- We inform our management when we see upcoming problems or risks and we focus on solving the issue, not on placing blame.
- I am committed to sharing and making available knowledge and client information, firm-wide.

Working with our client

- We never leave a client with a problem unsolved, but we do not serve a client against our principles.
- When serving our clients, we help them understand and fulfill their real needs, recognising that saying 'no' to a client is sometimes the valid response.
- We take and reward initiatives which improve our work processes and the quality of our services.

Working with each other

- We support each other and work as a team; success is success for the team.
- We respect others and treat them as equals, as we would like to be treated.
- We are honest and responsive; we ask for and offer help; we ask for and give feedback.
- We never speak derogatively about our clients, colleagues or competitors.
- We give room to our colleagues as we coach them, appreciate different viewpoints and help compensate for mistakes, to foster their and our development.

2.2 Equal opportunity and non-discrimination

We are committed to providing an attractive working environment for our staff members. It is our responsibility to recruit, hire and promote staff solely on the basis of suitability for the job, to inspire them in their personal development in line with the objectives of the firm. Thus, staff members will receive equal treatment regardless of age, colour, nationality, or whatever other criterion that is irrelevant to our profession. In our firm we treat others (current and former staff members, job applicants, clients, business partners and visitors) with respect and never engage in any behaviour that could be perceived as harassing, hostile or disrespectful. This applies in the workplace, outside the workplace (when dealing with clients, partners or other work-related contacts) and on work-related trips or events including social events.

2.3 Concordance with the Terms and Conditions of Employment

The Terms and Conditions of Employment apply to the employment contract between Deerns and its staff members. This Code of Conduct indicates how staff members put these obligations into practice, particularly with regard to internal and external behaviour, the acceptance of gifts, ancillary activities, memberships and the use of firm property.

3 External communications

In our daily business contacts, we shall not express ourselves in a negative fashion about third parties, whether they are clients, partners, competitors or other organisations or people, unless this is by exception functional for the purpose of serving the client. Even in such cases, we restrict ourselves to the minimum amount of information required.

Confidential information about Deerns or about others remains confidential and is only discussed with the relevant people within the firm who will be informed as to the confidential nature of these discussions. Staff members must not either during employment or afterwards (without limit in time) make use of, or encourage or permit the use of any confidential information for any purposes other than those of the Deerns and for the benefit of Deerns and shall take all reasonable steps to prevent the publication or disclosure of any confidential information.

Placing emphasis on our “One Firm” mentality, related documents should always be issued together so that we are a cohesive unit to our clients, even if internal documents are split between departments. Special attention should be devoted to ensuring that correspondence is professional and uses proper grammar and punctuation.

3.1 Acting in the client’s interests

In business, the client's interests are always placed first and foremost. If the client's interests are at stake, we take the necessary steps to safeguard them. In such cases, we can always ask colleagues or our manager for help. Deerns consultants shall provide their services with professional integrity, informing the client of any circumstances that may influence their professional impartiality. We do not resort to an arrangement which is inadequate or unsatisfactory for the client, but ensure that the necessary attention is paid to the best of our abilities, to achieve the best result for our client.

3.2 Social media

Deerns believes in dialogue via social media internally amongst our staff members and externally with our partners, clients and members of the many communities in which we participate. However, staff members are personally responsible for the content they publish online, whether in a blog, social network or any other form of user-generated media. When Deerns is mentioned as a firm or as the employer, this should always be in line with our strategy and values, and should never harm the firm’s reputation, its clients or staff members, or be expressed in a negative fashion. Staff members are prohibited from publishing any confidential information.

Staff members must not express opinions on Deerns’ behalf via social media, unless expressly authorised to do so by their manager. Unless so authorised, staff members should make it clear in social media postings, or in their personal profile, that they are speaking on their own behalf. They should write in the first person and use a personal e-mail address.

The contact details of business contacts made during the course of employment are confidential information. On termination of employment, staff members must on request provide Deerns with a copy of all such information, delete all such information from their personal social networking accounts and destroy any further copies of such information that they may have.

Staff members who are uncertain or concerned about the appropriateness of any statement or posting should refrain from posting it until they have discussed it with their manager. Any social media content that disparages or reflects poorly on us should be reported.

3.3 Firm property

During working hours at Deerns, staff members obviously use all kinds of firm property. It is assumed that these are used exclusively for work and not for private purposes, as follows:

- **Private use which is described:**

When a company car, smart phone, iPad or laptop are made available, the rules pertaining thereto are clearly described. A user's agreement is concluded with the staff member for such equipment. The restrictions of private use of the Internet and e-mail are described in the Terms and Conditions of Employment.

- **Private use which is not described:**

There are many more firm assets which could also be used for private purposes but for which rules are far more difficult to establish. Are staff allowed to make a copy of a medical aid claim form? Yes, that is allowed. What about fifty copies for the soccer club? No, that is not allowed. A private telephone call to make an appointment with the doctor? Yes, that is allowed. However, regular long telephone conversations with family members about shopping lists are not. In these situations, it is difficult to provide an extensive summary of permitted (or not permitted) private use. Therefore, please refer to Deerns' Core Values. Here the 'blush factor' applies: staff should not do anything that they would not have done if colleagues or the manager knew about it – i.e., if he/she would blush when telling it to them.

3.4 Acting in a sustainable manner

We strive towards using firm assets and equipment in such a manner that the ensuing environmental impact and the energy consumption associated with this are limited as far as possible.

4 Bribery and acceptance of gifts

Deerns is committed to conducting its business free from extortion, bribery and all unlawful, unethical or fraudulent activity. We comply with all applicable laws and regulations of the countries in which we operate.

Deerns staff members do not accept gifts, meals or entertainment, or any other favour, from business relations, if doing so might compromise, or appear to compromise, their ability to make objective business decisions in the best interest of Deerns and Deerns' clients. This includes commercial services, or discount on services, for personal benefit. Our firm's independence could be jeopardised if we accept gifts and thereby possibly commit ourselves towards the giver, even if such a commitment could only be suspected. It is vital that our integrity is not harmed and that we can justify our dealings entirely without restraint. As an aide for the proper assessment of such situations, we maintain points 4.1 through 4.5.

4.1 What is bribery?

"Bribe" means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

"Bribery" includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery are strictly prohibited. If a member of staff is unsure about whether a particular act constitutes bribery, he/she should raise it with his/her manager.

Specifically, staff members must not:

- Give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.
- Accept any offer from a third party that they know or suspect is made with the expectation that we will provide a business advantage for them or anyone else.
- Give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

4.2 Gifts

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our services.

A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

Gifts must be of an appropriate type and value depending on the circumstances (e.g. local perceptions and habits), and must take account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers), or be given in secret. Gifts must be given in the firm's name, not the staff member's name.

Please note the following:

- A staff member to whom gifts, entertainment or other business courtesies are offered always reports this to his/her manager.
- Do not accept gifts in exchange for doing, or promising to do, anything for a client or business relation.
- Do not ask for gifts from a client or business relation.
- Do not accept gifts of cash or cash equivalents, such as gift cards.
- Do not accept gifts of more than modest value. Examples of acceptable gifts include a logo pen or t-shirt, or a small gift basket during a holiday season.
- Delivery of gifts to a private residential address must be avoided, as openness in the offering and in the acceptance of gifts, therefore at the office and not at home, may forego improper expectations on the part of the giving party.

4.3 Trips and events

Invitations for trips and events are always reported to the manager beforehand, and are generally not accepted. Acceptance is only possible if a trip or event is important for professional reasons and more than one party is invited to participate, whereby each person has a separate business interest towards the organising party, to be assessed by the manager. If the invitation is accepted, then the travel and accommodation expenses are for the account of Deerns, unless these costs are borne by the organising party for all the participating parties.

4.4 Meals

Dinner invitations are always reported to the manager beforehand. The invitation is then, in mutual consultation, assessed considering the following restrictions:

- Do not accept meals or entertainment in exchange for doing, or promising to do, anything for a client or business relation.
- Do not ask for meals or entertainment from a client or business relation.
- The business relationship with the inviting party must be such that a dining invitation can be reciprocated, whereby the expenses will then be borne by Deerns without jeopardising our independence.
- The dinner will have a business character and will be timed in association with the business that one has with the inviting party.
- The frequency of dining invitations by one and the same party must be in accordance with that which is reasonable and generally accepted in common practice.

4.5 How to raise a concern

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager or another member of the management.

5 Whistleblowing

We are committed to conducting our business with honesty and integrity and we expect all staff members to maintain high standards. Any suspected wrongdoing should be reported as soon as possible.

5.1 What is whistleblowing?

Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations.

5.2 How to raise a concern

We hope that in many cases staff will be able to raise any concerns with their manager. However, where they prefer not to raise it with their manager for any reason, they should contact Group HR. We will arrange a meeting with the staff member as soon as possible to discuss the concern. The staff member may bring a colleague to any meetings under this policy. The companion must respect the confidentiality of the disclosure and any subsequent investigation.

5.3 Confidentiality

We hope that staff will feel able to voice whistleblowing concerns openly under this policy. Completely anonymous disclosures are difficult to investigate. If a colleague wants to raise a concern confidentially, we will make every effort to keep his/her identity secret and only reveal it where necessary to those involved in investigating the concern.

5.4 External disclosures

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases staff should not find it necessary to alert anyone externally. The law recognises that in some circumstances it may be appropriate to report concerns to an external body such as a regulator. We strongly encourage staff to seek advice before reporting a concern to anyone external.

5.5 Protection and support for whistleblowers

We aim to encourage openness and will support whistleblowers who raise genuine concerns under this policy, even if they turn out to be mistaken. Whistleblowers must not suffer any detrimental treatment as a result of raising a genuine concern. If a staff member believe that he/she has suffered any such treatment, he/she should inform Group HR immediately. Staff must not threaten or retaliate against whistleblowers in any way. Anyone who is involved in such conduct may be subject to disciplinary action. However, if we conclude that a whistleblower has made false allegations maliciously or with a view to personal gain, the whistleblower may be subject to disciplinary action.

6 Ancillary activities

In their own time, Deerns staff members are free to participate in club activities, in the educational or managerial field in companies, foundations or institutions with or without remuneration of expenses and ancillary benefits. The firm especially encourages participation in such activities when these contribute to the personal development of a colleague and his/her leadership capabilities and benefits society. However, there are ancillary activities whereby participation could be to the detriment of Deerns' or its client's interests, and there are ancillary activities, as stipulated in the Terms and Conditions of Employment, which may not be carried out without prior permission. The staff member must consult his/her manager about such activities if there is any doubt whether they are acceptable.

6.1 When to report, and when not to report?

It is up to the staff member himself/herself to judge whether the performance of ancillary activities would or could lead to a conflict of interest, or be to the detriment of Deerns' or the staff member's own reputation, whether it would be to the detriment or embarrassment of clients, and whether the additional activities would take up too much of the time which should be available to Deerns. If there is any doubt about the answers to these questions, then the ancillary activities must be reported to the manager for discussion.

6.2 Criteria for assessment

In order to check whether to report the ancillary activities, the following criteria can be used:

- Did the fact that one works at Deerns play a role in being entrusted with these activities?
- Is there a similarity between the ancillary activities and the work undertaken at Deerns?
- When undertaking the activities, could one meet the same people as those with whom one deals at Deerns?
- Does the extra job take up so much time and energy that the work at Deerns could suffer?
- Can there be any doubt about the good name of the organisation or person for whom one works in his own free time?

If any of these questions can be answered with a 'yes', then it is necessary to consult the manager.

6.3 Competitive ancillary activities are not permitted

No staff member may accept any additional function, irrespective of its size, which in any way or form can be seen as competitive with or obstructive to the activities of Deerns or Deerns' clients.

The staff member must request written permission from the management for the acceptance of an additional function, if it is associated with a position or status or importance that could be of substantial interest to Deerns or Deerns' clients. It is up to the management to assess whether the additional function is of such substantial interest.

7 Memberships

Many staff members at Deerns are members of a trade association. Membership is generally connected to the professional field in which one works at Deerns. Sometimes the membership is even linked to one's professional specialty field and the area in which one is considered as an authority.

Generally there are no objections to such memberships. Sometimes however, membership of an association could be contradictory to Deerns' interests. The staff member must therefore report the membership of any organisation to his manager so this can be assessed.

Due to the ensuing intensive contacts with colleagues in the profession within and outside of the association, these memberships generally contribute to the knowledge development at Deerns. At times, Deerns will therefore encourage a staff member to become a member. In such cases, Deerns will pay part or all of the membership fee. However, some associations are directly connected to people, businesses or institutions with which Deerns has a business relationship. These might include a supplier acting as a sponsor for an association. In such cases, in consultation with the manager, it will be considered whether membership jeopardises Deerns' independent position, in which case the membership is refused.

8 How to seek help?

Each staff member is personally responsible for reading the Code of Conduct, understanding what it means and applying it consistently. In most cases, this Code of Conduct clearly explains how the staff member must act in various situations. Obviously, there may be situations in which the desired behaviour is not immediately clear. In such cases a discussion with the manager is necessary. Such discussions form the basis of honest dealings by everyone within Deerns.

If a staff member becomes aware of a circumstance or action that violates, or appears to violate, the Code of Conduct, Deerns policy or the law, he or she should contact his/her manager or local management. Alternatively, the HR department can be approached to discuss the situation in strictest confidence.

A situation could occur in which a staff member has suspicions of dishonest behaviour by a colleague or in which he/she has doubts about the proper method of his/her own behaviour, and find it difficult to discuss this with the relevant colleague and/or the manager. In such cases, every staff member can approach Group HR.

9 Compliance with the Code of Conduct

All Deerns staff members are required to comply with the Code of Conduct. Non-compliance with the code or with relevant supporting policies or procedures may impact on performance evaluation.

Disciplinary action or even dismissal in cases of serious violation may also be a consequence. What does this mean for Deerns staff members?

The firm expects you to:

- Behave in an ethical manner.
- Comply with the principles and rules in our Code of Conduct and fulfil your legal and regulatory obligations.
- Understand our Core Values.
- Speak up if you feel that a working practice is not ethical or safe or if it breaches our Code of Conduct.

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