

SUPPLIER CODE OF CONDUCT

A. INTRODUCTION

The following describes the minimum standards of business conduct the Town expects from every supplier, including their owners, employees, agents, partners and subcontractors who provide goods or services to the Town.

B. STANDARDS OF CONDUCT

Honesty, Integrity and Professionalism

Suppliers must treat all persons honestly, fairly, professionally and with courtesy and at all times act responsibly and diligently in the performance of their duties.

Suppliers must respond to the Town's solicitations in an honest, fair and comprehensive manner that accurately reflects their ability to satisfy the requirements in the solicitation document.

Workplace Well-Being

The Town is committed to protecting the health and safety of all employees and others working or otherwise interacting with the Town, to protect against illness, injury, incidents of discrimination, violence, and harassment. Consistent with the Town's commitment, suppliers must ensure, provide, and maintain a safe and healthy work environment to all persons in the workplace or in the Town's facilities that is free from risks of illness or injury, and of incidents of discrimination, violence and harassment.

Intimidation of Other Suppliers

No supplier may threaten, intimidate, harass, or otherwise interfere with any attempt by another prospective supplier to bid for a contract or to perform any contract awarded by the Town.

Conflicts of Interest

Suppliers are required to promptly disclose any potential, actual or apparent conflict of interest (as defined below) when dealing with the Town. Where the conflict can not be sufficiently mitigated or avoided, the Town may suspend a supplier from participating in a procurement process or terminate the Contract.

A **conflict of interest**, in relation to the procurement or the contract with the Town is where a supplier's conduct or their commitments, relationships or financial interests, could be seen to, compromise the fairness of the procurement process or otherwise impair or be incompatible with the effective performance of suppliers' contractual obligations and may include:

- (a) engaging family members, friends, or business associates of any staff or public office holder at the Town which may have, or appear to have, any influence on the procurement process, or subsequent performance of the contract;

- (b) communicating with any person to obtain preferred treatment in the procurement process;
- (c) engaging current staff or public office holders at the Town, or any former staff or public office holders that left their position at the Town within the previous 12 months to take part in the preparation of the Bid or the performance of the Contract, if awarded;
- (d) prior involvement by the supplier or affiliated persons in developing the specifications or other evaluative criteria for the RFX;
- (e) access to related confidential information by the supplier or affiliated persons that is not readily available to other prospective suppliers;
- (f) any other conduct that compromises, or could be seen to compromise, the integrity of the procurement process; and
- (g) with regard to the performance of the contract, any current or former relationship that would cast doubt on the supplier's ability to provide independent and unbiased advice to the Town.

Confidentiality

Suppliers must maintain the confidentiality of all non-public information disclosed to the supplier as part of the procurement process. Any misuse by a bidder of confidential information belonging to the Town or another bidder shall be grounds for disqualification of the bid.

Compliance with Laws

Suppliers must comply with applicable laws during the bidding process, including the *Competition Act*, and any law that applies to suppliers as Contractors to the Town or in any other capacity.

Gifts and Entertainment, Anti-Bribery and Corruption

No payments, gifts or other benefits or inducements may be given, directly or indirectly, to any person directly or indirectly involved, or that may become involved, in a procurement process or Contract-related decision for the purpose of influencing decisions in the Town or the supplier's favour or securing any other improper advantage.

Suppliers must ensure that the requirements of all applicable anti-corruption laws are met, including, but not limited to, Canada's *Corruption of Foreign Public Officials Act*.

Suppliers are expected to ensure that payments made to agents or other third parties are not used, in whole or in part, to influence government decisions or secure any other improper advantage.

Collusion and Bid Rigging

By submitting a Bid, a supplier is certifying to the Town that: (a) the prices in their Bid have been arrived at independently from those of any other bidders; (b) the prices in their Bid have not been knowingly disclosed by the Bidder, and will not knowingly be disclosed by the Bidder prior to award, directly or indirectly to any other bidder or competitor; and (c) no

attempt has been made, nor will be made, to induce any other person to submit, or not to submit a Bid, for the purpose of restricting competition.

A violation of this provision may violate the *Competition Act*; and if there is a violation, it may result in the imposition of serious fines and possibly imprisonment pursuant to that Act.

Public Statements

Suppliers shall not publish, issue, or make any statements or news release, electronic or otherwise, concerning a Town procurement process or Contract without the express prior consent of the Town. For certainty, suppliers shall not make any public statements concerning theirs or any other Bid, the evaluation of the Bid, or the award of the Contract or cancellation of the RFP or in relation to activities under any Contract.

Suppliers to the Town are strictly prohibited from making any public statements relating to Town matters or decisions, engaging with the Town's constituents or councillors on Town matters, and taking a public position in relation to issues of municipal interest, without the Town's express prior written consent.

Lobbying

Bidders must not engage in any form of political or other lobbying whatsoever with respect to a procurement process or any contract, or otherwise attempt to influence the outcome of a procurement process directly or indirectly by any manner whatsoever other than by submitting a Bid.

C. CONSEQUENCES

Breaches of this Supplier Code of Conduct are taken seriously. A failure to comply with this Supplier Code of Conduct may result in a supplier suspension from bidding on Town contracts or termination of a contract, in whole or in part and may include removal of the supplier from the Town's prequalified supplier list. The Supplier Code of Conduct is not to be read in lieu of but in addition to the supplier's obligations as set out in any contracts between the Town and the supplier. In the event of a conflict between the Supplier Code of Conduct and a Contract, the terms of the Contract shall govern.