

Ethical Business Practices In Bupa

"The best and most successful organisations recognise that they will only prosper in the long term if they satisfy the aspirations of their stakeholders; including customers, suppliers, employees, local communities, investors, governments, public interest and environment groups. To satisfy this intense scrutiny and the demands for greater accountability in society, businesses and other organisations are increasingly recognising the need to measure, track and report on their social and ethical performance."

Source: The Institute of Social and Ethical Accountability

Background

Bupa has a Personal Ethical Code with which all purchasing staff must comply. This Code sets out principles of:

- integrity
- professionalism
- high standards
- optimal use of resources, and
- compliance with legal and other obligations

and offers guidance in relation to:

- declaration of interest
- confidentiality and accuracy of information
- fair competition
- business gifts and hospitality and
- seeking advice

The Bupa Personal Ethics Code for Purchasing Staff is the basis of best conduct in the purchasing and supply profession and is reproduced as Appendix 1 to this document.

Purchasing and supply management professionals are increasingly required to demonstrate that the supply chains they manage take ethical and social responsibility issues into consideration. The main reasons for ensuring that supply chains meet these criteria should be professionalism and moral and legal obligations but other drivers include:

- media or consumer pressure
- the need to comply with a particular code of conduct or legal imperative
- a requirement to include such issues in annual financial or social accounts
- social audits
- supply chains that include sources in a particular country or for a particular product which may be perceived to be high risk

'Ethics' in purchasing and supply management can relate to a wide range of issues from doubts about suppliers' business procedures and practices to corruption. The vocabulary associated with this field can, in itself, be confusing, and includes such terms as:
fair-trade, ethical trading, ethical sourcing, social accountability, social auditing, corporate social responsibility, corporate citizenship, codes of conduct, and reputation assurance

Audience, Objective and Scope

The Bupa position on Ethical Business Practices in Purchasing and Supply Management is intended primarily for purchasing and supply management professionals but it applies equally to anyone who has responsibility for managing the supply of goods or services from an external source. Every purchasing and supply management professional has a responsibility to at least be aware, if not have a thorough understanding, of ethical issues in purchasing and supply management and to endeavour to address problem areas in a positive manner.

The objective of this practice document is to identify the major ethical issues in purchasing and supply management and to offer some guidance. However, its coverage cannot be exhaustive. Purchasing and supply management professionals work in a wide range of environments, and different industries, sectors and categories will express these issues in different ways. Purchasing and supply management professionals should reflect Bupa's values in every circumstance and will involve all stakeholders in this process.

Bupa has a separate policy on Environmental Purchasing and Supply Management.

Business to Business Ethics

The Bupa Personal Ethics Code for Purchasing Staff is the starting point for business to business ethics. This section provides guidelines for purchasing and supply management professionals in dealing with business to business ethical issues in their supply chains – to meet compliance criteria, satisfy standards of ethical practice and maintain organisational reputation.

Whenever guidance is required, staff should refer the issue to the Group Purchasing & Property Director.

Bupa encourages purchasing and supply management professionals to consider the long term implications of their actions and to question objectives that may unintentionally have negative ethical consequences. An example may be an immediate objective to create savings by rationalising the supply base - but this may then result in smaller suppliers failing to be developed and a monopoly situation beginning to emerge. Purchasing and supply management professionals should seek appropriate guidance, be open about concerns, and engage positively with suppliers and internal customers or peers, however difficult that may be. The resource implications of addressing these issues must be balanced against the potential risk to the reputation of the organisation.

Everyone involved in purchasing and supply management in an organisation should be aware of the organisation's ethical policy and should embrace its principles. Purchasing and supply management professionals have a responsibility for the supply chains from which goods, services and works come into their organisation or directly to their customers. Best practice purchasing and supply management includes developing and understanding suppliers' operations and offering guidance and support when improvement is necessary or appropriate. Bupa believes this should include ethical as well as commercial and technical guidance and support.

Where appropriate, encouraging suppliers to comply with Bupa's ethical policy can take place in parallel with the development of monitoring procedures, and may need to take place over a period of time, or be introduced in phases. Purchasing and supply management professionals should consider the effect on suppliers of compliance costs, and seek guidance about existing codes that may be applicable to their business so that new codes are not unnecessarily created. This may well require helping the organisation confront long-standing custom and practice which is of dubious ethical standing but which has the appearance of being normal for that business.

Transparency, confidentiality and fairness

The purchasing and supply management process should be as transparent as possible, within commercial and legal constraints. This means being open with all those involved so that everyone, especially suppliers, understands the elements of the process, that is, the procedures, timescales, expectations, requirements, criteria for selection, and so on.

Suppliers' confidential information must not be disclosed to any third party or used in any way without the consent of the supplier. In particular, it must not be shared with other suppliers. This is particularly important when an output-based specification is being developed. Although it is acceptable business practice to share ideas amongst suppliers in order to develop the most appropriate solution, suppliers' confidence should be respected. Everybody involved in purchasing and supply management should understand the implications of commercial confidentiality and it is the responsibility of the purchasing and supply management professional to reiterate this to colleagues at the start of each new project.

No relevant information should deliberately be withheld by either party (unless it has been obtained from another supplier in commercial confidence), nor should any misleading information be given. In general, when a supplier asks for clarification during the procurement process the purchasing and supply management professional should give all suppliers involved the information requested. However, if a supplier asks an insightful question the answer may not always be circulated to the other suppliers as to do so may remove the competitive advantage the supplier is seeking to provide. The purchasing and supply management professional is obliged to use best judgement in every case, seek advice if in doubt and act in an appropriate and professional manner

Unsuccessful suppliers should be debriefed with as much transparency about the procurement process as can be provided, e.g. on the weaker aspects of their tender. All suppliers should be treated fairly and even-handedly at all stages of the procurement process. Suppliers who are known to have no prospect of winning the business should not normally be invited to tender. Unless they are aware of all the circumstances, suppliers should not be

required or encouraged to undertake activities or incur cost when there is little chance of their obtaining business within a reasonable period.

Use of Power

Power is a key element in supply relationships. Purchasing and supply management professionals should understand how to use the purchasing power of their organisation appropriately. For instance, it is common practice to aggregate requirements as a means of leverage to secure greater value for money.

Purchasing and supply management professionals are responsible for determining the extent to which power should be used in relationships with suppliers. The exertion of undue influence or the abuse of power, as well as being unprofessional, may contravene relevant legislation and is unlikely to achieve long-term best value for money. Purchasing and supply management professionals should discourage the arbitrary or unfair use of purchasing power or influence.

Purchasing and supply management professionals should ensure compliance with all applicable legislation such as restraint of trade and anti-trust legislation, the Competition Act 1998 (in particular Chapter II, Abuse of Dominant Position), the Bribery Act 2010 and the Treaty of Amsterdam (Articles 81 and 82, which address anti-competitive practices and abuse of dominant position).

Fraud, Bribery and Corruption

Purchasing and supply management professionals should seek to encourage the application of both the word and the intention of the Bupa Personal Ethics Code. Purchasing and supply management professionals are covered by the Group Financial Crime Policy and must not tolerate fraud, bribery or corruption in any form. Bupa believes that there is no excuse for fraud, bribery or corruption and this can never be blamed on naïveté, lack of professional knowledge or poor management. Purchasing and supply management professionals aware of any fraud, bribe or corrupt activity have a duty to the profession and to their employing organisations to report any concern to the Group Purchasing and Property Director; and where fraud, bribery or corruption is suspected, to alert the Group Head of Financial Crime.

Fraud, bribery and corruption are criminal offences in the UK (and in most other countries). The UK's Bribery Act makes it a criminal offence for a UK person (i.e. an individual or commercial organisation) or any person acting on their behalf to pay, or offer to pay, a bribe anywhere in the World; where such bribe is intended to influence the winning of new business, or the retention of existing business. The Bribery Act thus outlaws practices which might be common in some international markets; including, for example, criminalising facilitation payments by commercial organisations, or their representatives (e.g. employees, agents and intermediaries).

Suppliers often liaise directly with end users and other internal customers. The purchasing and supply management professional should not necessarily discourage such liaison, indeed maintaining product development awareness amongst users may well make it essential, but everyone involved should be aware of and understand Bupa policy and educate colleagues about unacceptable or unethical relationships with suppliers.

Declaring Interest

Purchasing and supply management professionals should encourage all colleagues to declare any material personal interest which may affect, or be seen to affect, their impartiality or judgement in respect of their duties. Examples include having an investment in a supplier or close family members being employed by a key supplier. A declaration of this nature does not automatically exclude their involvement in the supplier relationship but it must be declared in advance.

Bupa has a clear policy on accepting business gifts. Purchasing and supply management professionals should encourage colleagues to comply with this policy. Bupa believes that normally the only acceptable gifts are items of small intrinsic value, such as desk diaries and pens. Suppliers should also not be requested to provide gifts for raffles irrespective of whether these are for charity. Purchasing and supply management professionals and others involved in the supply chain should not accept hospitality which may be perceived as influencing their judgement or impartiality in any way. Hospitality accepted should never be excessive or frequent, should be managed openly and carefully, and be capable of being reciprocated. The same rules apply in relation to gifts or hospitality offered to close family members. All gifts and

hospitality received must be recorded in a departmental record that can be inspected at any time.

It is generally unethical to accept travel or subsistence payments from suppliers during product familiarisation visits. Acceptance of equipment, samples and demonstration models from suppliers without contractual protection can be dangerous e.g. due to a lack of clarification on liability and indemnity. In particular, the ethical implications of appearing to accept these offers without full transparency can be damaging to both the buyer and Bupa. Staff should not accept anything that their taxation authorities would consider to be a taxable benefit.

Payment to become an approved supplier

Purchasing and supply management professionals should not request payment from suppliers as a condition of being placed on an approved or preferred supplier list. Suppliers should be selected on the basis of meeting appropriate and fair criteria.

Payment towards joint projects

Purchasing and supply management professionals may invite suppliers to contribute towards the costs of joint projects or initiatives such as sector-wide supplier databases, marketing a new product range or investing in a new IT system, provided there are clear and tangible business benefits to the supplier. This process should be undertaken carefully and fairly and must not discriminate against suppliers, for example small and medium-sized enterprises (SMEs). Suppliers should not be selected solely on the basis of their financial contribution.

Payment to agreed terms

Purchasing and supply management professionals should ensure that their suppliers understand and agree to the negotiated payment terms. Payment terms are the subject of EU legislation Late Payment of Commercial Debts (Interest) Act 1998. Late payment undermines the organisation's credibility. Bupa will ensure that valid invoices are paid in accordance with the agreed terms and in the agreed way. Purchasing and supply management professionals will work with colleagues to ensure that Bupa's business processes enable payments to be made promptly. Invoice problems will be addressed and resolved appropriately in order that the invoice can be processed.

Barter

Barter is trade by exchange of goods or services for other goods or services. There is no exchange of money and, as barter is not usually a condition of contract between two parties, coercion is not an issue. Where it is appropriate, barter is acceptable business practice, provided both parties have a current business requirement for the goods/services of the other party; and the circumstances of such Barter would not be perceived to involve a bribe or corrupt activity.

Reciprocal trading

Reciprocal trading (countertrade) which makes being a customer of an organisation a condition for being a supplier is generally unacceptable business practice. Bupa believes reciprocal trading to be only acceptable when:

- there is no coercion
- both parties are in agreement and
- there is mutual benefit and transparency

Supplier relationships and competition

Most organisations purchase some commodities and services tactically, using short-term contracts, and others, for reasons of strategy, security or leverage, by means of longer-term arrangements. From time to time, longer-term agreements with suppliers should be subject to open and transparent competition:

- to provide new or alternative suppliers with an opportunity to win the business; and
- to enable Bupa to access and obtain the best current market offering

Supplier imposition

Supplier imposition is the situation in which a customer or end user stipulates that a particular supplier should be used. In some cases there is a valid reason for this. However, purchasing and supply management professionals should always challenge such a situation since it can lead to established internal business controls being ignored and the quest for the best value for money solution being compromised.

Purchasing and supply management professionals should, through act or influence, only use

or permit supplier imposition where there are transparent and objective reasons for it. An example is when there is only one supplier with the capability to ensure the required level of quality required by a customer, and where existing contractual relationships can be respected. There are sometimes cases where supplier imposition appears to have happened but in reality there has been a misunderstanding e.g. where end users are asked to use framework contracts without fully appreciating the procurement process that was undertaken to create the contract. Purchasing and supply management professionals must ensure that the decision making process for appointing suppliers is visible and transparent.

Supplier mistakes

A mistake is a non deliberate error. Purchasing and supply management professionals should adopt a professional and understanding approach to any supplier when a mistake is brought to light, unless of course it becomes apparent that the mistake was a deliberate attempt to gain unfair advantage or an attempted fraud.

Purchasing and supply management professionals should search for anything that looks odd or unusual in a supplier's offer and seek clarification prior to contract award. Mistakes identified post-contract award should be investigated impartially and ethically with a view to generating options for resolution.

Size, maturity and location

It is good practice to balance the risk of awarding contracts to new or small suppliers with the opportunity of encouraging new business to flourish. It is not good practice to exclude suppliers simply because they are small or new to the market. Capability and experience are examples of relevant supplier selection criteria.

Purchasing and supply management professionals should consider the magnitude of business they award to a supplier, the impact on that supplier and the level of dependence that may be created. Serious consequences for the supplier can result if business is removed at a later date. It may, in certain circumstances, be wise to agree exit strategies during contract finalisation so that social and other factors can be taken into consideration. Purchasing and supply management professionals should, wherever possible, be aware of opportunities to support the local communities and SMEs whilst maximising opportunities for global, national and regional sourcing when these are appropriate.

Social responsibility

The Bupa position on Ethical Business Practices in Purchasing and Supply Management distils aspects of current developments in the area, including:

- the Ethical Trading Initiative (ETI) Base Code
- the Core Conventions of the International Labour Organisation (ILO)
- the UN Declaration on Human Rights
- SA8000 (a standard relating to social accountability developed by the Council on Economic Priorities Accreditation Agency in New York - now known as Social Accountability International (SAI))

Purchasing and supply management professionals should not assume, however, that compliance with the Bupa policy necessarily implies compliance with any of the above codes or standards as there are some differences between them.

The Bupa position on Social Responsibility Issues in Purchasing and Supply Management is as follows. It forms a key part of the Bupa position on Ethical Business Practices in Purchasing and Supply Management.

Employment is chosen (no forced labour)

- Employees should be free to choose to work for the supplier, i.e. their employer
- Employees should be free to leave the supplier after reasonable notice is served
- Suppliers should not use forced, bonded or non voluntary prison labour

Employment relationships

- Suppliers should establish recognised employment relationships with their employees that are in accordance with their national law and good practice
- Suppliers' employees should be provided with an easy to read contract of employment with particular clarity in relation to wage levels.
- In the event that employees are unable to read, the contract of employment should be read and explained to them by an appropriate third party
- Suppliers should not seek to avoid providing employees with their legal or contractual

rights

Freedom of association

- Suppliers should not prevent or discourage employees from representing their interests
- Suppliers' employees should be able to carry out reasonable representative functions in the workplace
- Suppliers should not discriminate against employees carrying out representative functions
- Where the law does not allow the above, suppliers should provide alternative means of representation

Living wages are paid

- Wages and benefits should at least meet industry benchmarks or national legal standards. As a minimum, the wages paid to suppliers' employees should meet their basic needs
- Suppliers should not make deductions from wages unless permitted by national law or with the permission (without duress) of the employee
- Suppliers should always pay in cash and not in kind, e.g. goods, vouchers

Suppliers' employees' working hours

- Working hours should comply with national laws or industry standards
- Suppliers' employees should not be expected to work more than 48 hours per week on a regular basis
- On average, suppliers' employees should be given one day off approximately every seven days
- Suppliers should not pressurise employees into working overtime; overtime should be voluntary and not be demanded on a regular basis; where overtime is requested by the employer it should be reimbursed at an appropriate rate and should not exceed 12 hours in any week

Suppliers' treatment of employees

- Under no circumstances should suppliers abuse or intimidate, in any fashion, employees
- Any disciplinary measures should be recorded
- Suppliers should have a grievance/appeal procedure that is clear, easy to understand and should be given to the employee in writing
- In the event that suppliers' employees are unable to read, the grievance/appeal procedure should be read and explained to them by a union representative or another appropriate third party

Law

- Suppliers should always work within the laws of their country

Health and safety

- Suppliers should assign responsibility for health and safety to a senior management representative
- Suppliers should have appropriate health and safety policies and procedures and these should be demonstrable in the workplace
- Suppliers' employees should be trained in health and safety policy and procedures
- Suppliers should monitor compliance with health and safety policy
- Suppliers should provide employees (at the supplier's expense) with any necessary health and safety equipment, e.g. gloves, masks, helmets
- Working conditions should be comfortable and hygienic
- Suppliers should identify specific hazards, e.g. substances or equipment, and should implement processes to minimise risk
- Suppliers' employees should have access to clean toilets
- Suppliers' employees should have regular breaks and have access to water suitable for drinking and washing as a minimum

Child labour

In principle, Bupa is against the use of child labour and believes its long-term elimination is ultimately in the best interests of children. However, the elimination of child labour must always be undertaken in a manner consistent with the best interests of the children

concerned. Purchasing and supply management professionals should seek to ensure that their organisation's suppliers comply with the following:

- Suppliers shall develop or participate in and contribute to policies and programmes which provide for the transition of any child found to be performing child labour to enable her or him to attend and remain in quality education until no longer a child.
- Suppliers shall not employ children and young persons under 18 at night or in hazardous condition.
- In any event the course of action taken shall be in the best interest of the child, conform to the provisions of ILO Convention 138 and be consistent with the United Nation's Convention on the Rights of the Child.
- In this context, 'child' refers to any persons less than 15 years of age, unless local legislation on the minimum age stipulates a higher age for work or mandatory schooling, in which case the higher age shall apply. 'Young person' refers to any worker over the age of a child, as defined above, under the age of 18

Discrimination

- Suppliers should have a policy of equality for all in the workplace with no discrimination on the basis of race, caste, religion, nationality, age, gender, marital status, sexual orientation, disability, union membership or political affiliation.

Appendix 1

The Bupa Personal Ethics Code for Purchasing Staff

Introduction

1. Bupa Purchasing staff will meet or exceed the expectations of the following Code and will regard the Code as the basis of best conduct in the purchasing and supply profession.
2. Bupa Purchasing staff promote the wide spread acceptance of this code amongst their fellow employees.
3. Staff should raise any matter of concern of an ethical nature with their immediate supervisor or the Group Purchasing and Property Director if appropriate, irrespective of whether it is explicitly addressed in the Code.

Principles

4. Bupa Purchasing staff shall always seek to uphold and enhance the standing of Bupa and the purchasing and supply profession and will always act professionally and selflessly by:
 - 4.1. maintaining the highest possible standard of integrity in all their business relationships both inside and outside the organisations where they work
 - 4.2. rejecting any business practice which might reasonably be deemed improper and never using their authority for personal gain
 - 4.3. enhancing the proficiency and stature of Bupa and the profession by acquiring and maintaining current technical knowledge and the highest standards of ethical behaviour
 - 4.4. fostering the highest possible standards of professional competence amongst those for whom they are responsible
 - 4.5. optimising the use of resources which they influence and for which they are responsible to provide the maximum benefit to Bupa
 - 4.6. complying both with the letter and the spirit of:
 - 4.6.1. the law of the country in which they practise
 - 4.6.2. guidance on professional practice
 - 4.6.3. contractual obligations
5. Members should never allow themselves to be deflected from these principles.

Guidance

6. In applying these principles, Bupa Purchasing staff should follow the guidance set out below:
 - 6.1. Declaration of interest - Any personal interest which may affect or be seen by others to affect their impartiality in any matter relevant to his or her duties should be declared.
 - 6.2. Confidentiality and accuracy of information - The confidentiality of information received in the course of duty should be respected and should never be used for personal gain. Information given in the course of duty should be honest and clear.
 - 6.3. Competition - The nature and length of contracts and business relationships with suppliers can vary according to circumstances. These should always be constructed to ensure deliverables and benefits. Arrangements which might in the long term prevent the effective operation of fair competition should be avoided.
 - 6.4. Business gifts - Business gifts, other than items of very small intrinsic value such as business diaries or calendars, should not be accepted. Any accepted items must be recorded in a departmental record available for inspection.
 - 6.5. Hospitality - The recipient should not allow him or herself to be influenced or be perceived by others to have been influenced in making a business decision as a consequence of providing or accepting hospitality. The frequency and scale of hospitality provided or accepted should be managed openly and with care and should not be greater than the member's employer is able to reciprocate.

Decisions and Advice

When it is not easy to decide between what is and is not acceptable, advice should be sought from their manager or the Group Purchasing & Property Director, BUPA.