

CONFLICT OF INTEREST MANAGEMENT POLICY

Avoiding, managing and mitigating conflicts of interest

This paper describes the Commerce Decisions Ltd approach to avoiding organisational Conflict of Interest ("COI"), and when it occurs, mitigating and managing it to the satisfaction of the customer.

This policy governs the situations where Commerce Decisions is supporting a customer on a procurement on which one or more of the bidders also wishes to buy AWARD®/ADVANCE™ and/or services from Commerce Decisions to help them with the bidding process. This scenario may cause an actual COI, or the perception of one.

This scenario is not new - Commerce Decisions has provided support to bid teams under a set of rules which has been operated successfully over many years and across several government departments' supply chains.

Provision of AWARD®/ADVANCE™ and services to the Bidder(s)

1. No COI comes into being where Commerce Decisions is providing the following services to the buyer:
 - The AWARD® product itself whether delivered installed or as Software as a Service (SAAS)
 - Technical Services such as the provision of installation and backups
 - Technical support from the Commerce Decisions helpdesk
 - Professional Services for implementing a customer's evaluation plan/model, loading documents, importing or exporting data, making configuration changes and producing reports at a customer's direction
 - Professional Services which are provided generally and not in support of a specific procurement project

While the provision of these services does not create a COI, they do require very high standards of confidentiality and data separation.

2. Where Commerce Decisions is providing certain specific services to the buyer, this could create a COI or the appearance of one. These services include:
 - Support for the development of evaluation criteria and weightings
 - The provision of evaluators
 - Responding to clarifications
 - Facilitating consensus scoring
 - Debriefing losing bidders
3. Support provided to the bidders
 - All bidders have the same access to our services, on the same terms. They are never provided on a 'win fee' or under an exclusivity arrangement.
 - Competition-sensitive data is protected under the processes described above.

- The consultant has no insider knowledge of the project, nor any specialist insight into the solution/technology being procured.
- The support we provide to bidders is generic in nature, including activities such as:
 - Generic AWARD® and methodologies training
 - AWARD® tool support (eg. documentation upload)
 - Position to Win support: where we help the bidder to understand the MEAT methodology and the competition parameters applied by the buyer, and what they mean in practice. We provide awareness and training, and facilitate a process to help the bidder decide on how to position their offer.
 - Review of the ITT/ITN documentation and the provision of guidance on what this means in practice
 - Facilitation of formal bid review workshops
 - Participation in pink/red team reviews of emerging tenders to give our view on whether they have successfully answered the question being asked and provided the information requested by the Authority
 - Bid authoring coaching workshops

Commerce Decisions has provisions in place to guarantee the impartiality and integrity of its services both where the issue is a matter of confidentiality or where a COI exists.

Managing COI resulting from the provision of support to both the Buyer and the Bidders

1. For any project where Commerce Decisions is providing support to both the buyer and the bidders, we will:
 - Ensure that any consultants working with/for the buyer on a project will not work with any of the bidders on the same procurement
 - Ensure that any consultants working with/for one of the bidders on the project will not work with the buyer's project team on this procurement and will not work for any other bidders
 - Ensure that none of the information/documents obtained by working with the buyer's project team on this procurement are exposed to/shared with any of the bidders
 - Ensure that none of the information/documents obtained by working with one of the bidders on this procurement are exposed to/shared with either the buyer's project team or any of the bidders
 - Not disclose which customer projects it is working on to bidders or other third parties unless this information is already in the public domain, has been announced to the bidding organisations or following agreement from the procuring project team representative to do so.
2. Process/infrastructure
 - We have a robust approvals process in place that must be followed before any consultants are authorised to work for a specific party (buyer or bidder) on a specific competition. This process ensures:
 - The consultant has not already been allocated to any other party on the same competition.
 - Consultants are added to project-specific NDAs as required before they are granted access to any information
 - We maintain sufficient non-conflicted resource to service other parties expected to seek support for the competition

- Once a consultant has been approved to work for a party on a competition, we record it in a bespoke database designed for the purpose. This is used as the reference-point when conducting the first of the checks mentioned above, and is also available to the consulting team so that each member of the team knows who else is authorised to work (and receive client documents / information) on the projects on which they are working.
 - Consultants cannot be removed from a project once they have been approved to work on it.
 - Consultants are required to store all client data / information / documents in either a project-specific AWARD® instance set up for the purpose or an electronic client file held on our internal IT systems. (Note: AWARD® is accredited on to hold information up to and including O-S, and access is passworded and user-specific). Access to the AWARD® instance and / or the client file is limited to consultants registered as approved to work for the party on the procurement (in the database described above).
 - Our preferred mechanism for sharing information between our clients and our consultants, and between our consultants, is to make use of either an AWARD® dataroom or the electronic client file, thus removing the risk of inadvertent disclosure of the information to people not authorised to receive it. We will only exchange information with clients by email under their instruction, and we avoid exchanging client information between consultants by email wherever possible, with a strict policy that where it is necessary to do so the information is encrypted before sending.
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Principles for bidder side use of AWARD®/ADVANCE™

It may be argued that use of AWARD® by bidders gives them competitive advantage. This is because it helps them think about the procurer's needs in a structured way, and provides them with a mechanism for reviewing and optimising their bids. As such many customers encourage their suppliers to use AWARD® as a mechanism for improving bid quality. In fact, we advise customers to simultaneously advise all bidders at the earliest opportunity that they are going to use AWARD® to evaluate bids, and to disclose the selection criteria to an appropriate level of detail. It is then the commercial decision of bidders to determine if they wish to consider AWARD®/ADVANCE™. There is no advantage that any particular party can derive from it, and there can be no claims of unfairness.

The supply of professional services as outlined above is handled with great care by Commerce Decisions. It is essential that sensitive information does not pass between buyers and sellers through the use of shared professional service organisations.

In summary, Commerce Decisions employs a number of policies and procedures to ensure that this can never occur:

1. **Non-disclosure.** Commerce Decisions encourages customers to enter into mutual non-disclosure documents to contractually protect all sensitive information. Personal confidentiality undertakings are routinely entered into.
2. **Dedicated Resources.** Commerce Decisions will not deploy the same consultant on the bidderside if that consultant is supporting the procurer (or has previously supported the procurement project in a material way) unless the Government procurer specifically permits this.
3. **Data protection.** Any customer data which is taken off-site will be protected from access by anyone other than the designated consultants for the relevant project.

Should a customer feel it is necessary to exclude Commerce Decisions from supplying services to specific organisations on particular projects and timescales, this should be discussed with the Commerce Decisions' account manager at the time Commerce Decisions is engaged.