

CONFLICT OF INTEREST POLICY

NIRAS-LTS International (hereafter NIRAS-LTS) strives to avoid any conflict of interest between the interests of NIRAS-LTS on the one hand, and personal, professional, and non-NIRAS-LTS interests on the other. This includes avoiding perceived as well as actual conflicts of interest.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of NIRAS-LTS. Such conflicts may create problems; they can:

- inhibit free discussion
- result in decisions or actions that are not in the interests of NIRAS-LTS
- risk the impression that NIRAS-LTS has acted improperly.

The purpose of this policy is to protect the integrity of our decision-making process, to enable clients and stakeholders to have confidence in NIRAS-LTS International, and to protect NIRAS-LTS International and the individuals involved from any appearance of impropriety.

This policy is meant to supplement good judgment, and staff and sub-contractors should respect its spirit as well as its wording.

1 Scope

In this policy, a conflict of interest is defined as: "*any personal interest that may affect or be seen to affect impartiality in any matter relevant to duties performed as a representative of NIRAS-LTS*". This expressly includes any family or friends who may benefit or be seen benefit personally, financially or professionally from your position within NIRAS-LTS or in any given project that NIRAS-LTS is involved in.

Knowingly participating in any process that constitutes a conflict of interest is a form of Fraud. Procurement is a common area where conflict of interest occurs.

Conflicts of interest arise when the interests of staff or sub-contractors are incompatible or in competition with the interests of NIRAS-LTS. Such situations present a risk that decisions are made based on these external influences, rather than the best interests of the company or client.

2 Responsibilities

All LTS staff and sub-contractors are responsible for avoiding conflicts of interest. Project Managers are responsible for acting on information reported to them or escalating the matter to the Managing Director.

3 Principles and declarations

NIRAS-LTS requires all staff and sub-contractors to declare any interests that may be relevant or material to the work which they undertake whilst working for the company. For staff and sub-contractors engaged in project work, a declaration of conflicts should be submitted for each project in which they are involved.

A declaration of interests form (QF31) is provided for this purpose, listing the types of interest you should declare. To be effective, the declaration of interests needs to be updated at least annually, or when any changes occur.

On the form, each staff member will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. For staff members, QF31 will be kept with their personnel file and for sub-contractors the QF31 should be completed as part of the contracting process and held on file with their contract

Interests which should be regarded as "relevant and material" can include:

- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do work with or benefit from an LTS project or programme;
- Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NIRAS-LTS International project or programme;
- Any connection with the client that is contracting NIRAS-LTS International;
- Any connection with stakeholders who are part of the project that the staff member or sub-contracted person is involved in;

If project team members have any doubt about the relevance of an interest, this should be discussed with the NIRAS-LTS International Project Manager in the first instance.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution.

If you believe you have a perceived or actual conflict of interest you should:

- Declare the interest at the earliest opportunity
- Withdraw from the project, discussions or decisions relating to the conflict.

If, in the course of delivering a project a new potential conflict of interest arises, this should be declared. If in doubt the potential conflict must be declared anyway, and clarification sought.

If a conflict of interests is declared NIRAS-LTS International will be proactive to manage a separation of duties in order to protect both the staff member from being compromised and to protect the reputation of NIRAS-LTS.

Note that if, whilst in the performance of your duties at NIRAS-LTS, you are given a gift, this may also create a conflict of interests. All gifts or hospitality of a value over £25 received by staff should be recorded in QF30.

3.1 Data protection

The information you provide will be processed in accordance with data protection principles as set out in the Data Protection Act 1998 and in the General Data Protection Regulation 2018. Data will be used to ensure that the Directors can act in the best interests of NIRAS-LTS International and our clients. The information provided will not be used for any other purpose.

Patrick Abbot

Managing Director, NIRAS-LTS International

5th November 2020