



Addendum to Code of Conduct (Staff and Suppliers)

for U.S. Federal Government Contractors

Definitions. As used in this Addendum—

Agent means any individual, including a director, an officer, an employee, or an independent contractor, authorized to act on behalf of OPM.

Full cooperation—

(1) Means disclosure to the U.S. Federal Government of the information sufficient for law enforcement to identify the nature and extent of the offense and the individuals responsible for the conduct. It includes providing timely and complete response to U.S. Federal Government auditors' and investigators' request for documents and access to employees with information;

(2) Does not foreclose any rights accruing to OPM or the disclosing individual arising under applicable law, the U.S. Federal Acquisition Regulations, or the terms of the applicable U.S. Federal Government contract. It does not require—

(i) OPM to waive its attorney-client privilege or the protections afforded by the attorney work product doctrine; or

(ii) Any officer, director, owner, or employee of OPM, including a sole proprietor, to waive his or her attorney client privilege or Fifth Amendment rights under the Constitution of the United States (to the extent applicable); and

(3) Does not restrict OPM from—

(i) Conducting an internal investigation; or

(ii) Defending a proceeding or dispute arising under the contract or related to a potential or disclosed violation.

OPM means Oxford Policy Management Limited, its subsidiaries and branch offices.

Principal means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (*e.g.*, general manager; plant manager; head of a division or business segment; and similar positions).

Subcontract means any contract entered into by a subcontractor to furnish supplies or services for performance of a prime contract or a subcontract.

Subcontractor means any supplier, distributor, vendor, or firm that furnished supplies or services to or for a prime contractor or another subcontractor.

United States or U.S., means the 50 States, the District of Columbia, and outlying areas.

I. Code of business ethics and conduct.

- a. OPM and its Agents shall-
 - i. Exercise due diligence to prevent and detect criminal conduct; and
 - ii. Otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law
- b. OPM and its Agents shall timely disclose, in writing, to the agency Office of the Inspector General (OIG), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of this contract or any subcontract thereunder, OPM or its Agents have credible evidence that a principal, employee, agent, or subcontractor of the Contractor has committed-
 - i. A violation of U.S. Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or
 - ii. A violation of the civil False Claims Act (31 U.S.C. 3729-3733).
- c. If the violation relates to an order against a U.S. Government-wide acquisition contract, a multi-agency contract, a multiple-award schedule contract such as the Federal Supply Schedule, or any other procurement instrument intended for use by multiple agencies, Agents shall notify the

Office of the Inspector General of the ordering agency and the Inspector General of the agency responsible for the basic contract.

II. Periodic training.

- a. Agents will be required on at least an annual basis to review OPM's Code of Business Ethics and Conduct, including this Addendum, and re-certify to their understanding and compliance of the requirements outlined herein. Agents may also be required to undergo training on specific aspects of compliance under the Code or this Addendum. Such training shall be tailored to an Agent's role or responsibility with respect to work for a U.S. Federal Government customer.
- b. Training and certification to compliance may also be required of OPM's officers and directors, and as appropriate, the OPM's subcontractors, independent contractors, or consultants.