

Code of Business Ethics

Our code: Our responsibility

February 2017

Overview

An introduction from our Chief Executive

Dear Colleague,

Network Rail's reputation and future depends on us all maintaining the highest standards of business behaviour and acting with integrity in everything we do.

Honesty and integrity is about more than just our company's image; it is about sustaining a place where we are all proud to work. Ultimately, it's about each of us knowing that we have done the right thing. This means acting honestly and treating each other and our customers, partners and suppliers fairly and with respect.

The Code of Business Ethics sets the standard of behaviour that is expected of all of us. It helps us all make the right decisions when the correct course of action may not always be clear, and outlines how we should deal with situations that might be damaging to each other or to our company.

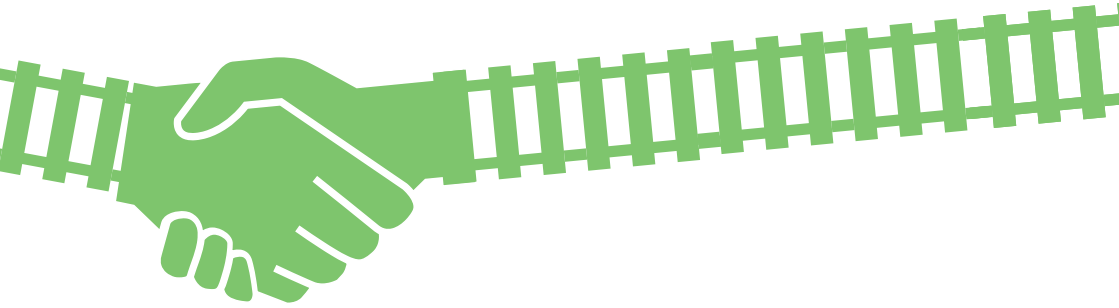
Breaches of this Code will be taken seriously so please speak out if you are concerned about anything. If you raise a concern in good faith - even if it is not confirmed by subsequent investigation - there will never be any action taken against you.

I am committed together with the other Executive Committee members to working in accordance with this Code at all times together. Working in an ethical way will help us be safer and perform better. It's central to how we conduct ourselves every day in the workplace – no matter where we do our job, so please take time to read this Code and understand how it applies to you.

Thank you

Mark Carne,
Chief Executive

Our responsibilities



Complying with this Code and its supporting policies is a requirement of working at Network Rail, and you are responsible for asking questions if you need clarification or advice.

Network Rail expects us all to behave with the highest standards of integrity in business and commercial relationships, and to treat our colleagues and anyone we have dealings with in a fair and open way. There is absolutely no place for deception, bribery or fraud in our company.

We all have a responsibility to read and understand the Code, and to understand and comply with the policies, standard working procedures and safety rules relevant to our job.

To help us, mandatory ethics training is available in a range of formats, and some of the supporting policies are listed in the Code. This list is not exhaustive.

The full policies are available on our webpages www.networkrail.co.uk/ethics

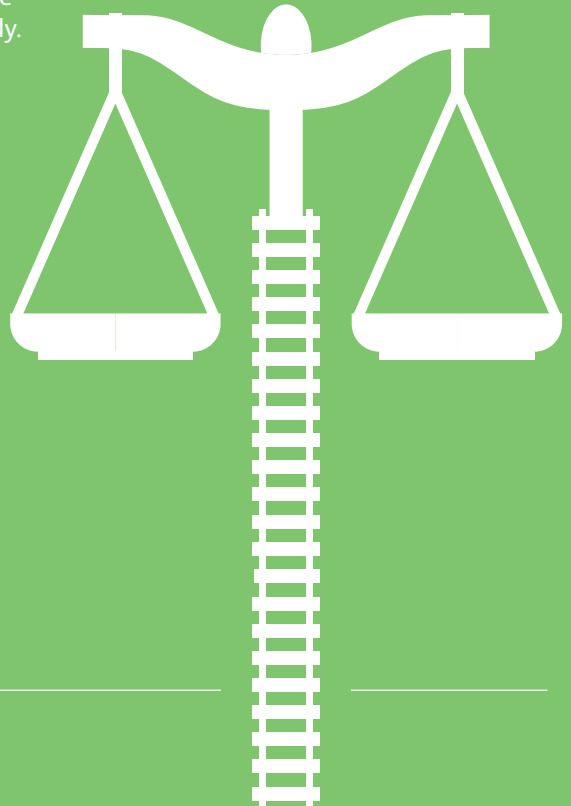
Failure to comply with this Code and its supporting policies will be taken seriously. Breaches will be investigated by the Business Integrity team, and could result in disciplinary action up to and including dismissal.

Doing the right thing...

Business ethics are the set of principles that guide everyone who works in or for our company, whether an employee, a contractor or a supplier. They include what the law requires of us, as well as how we behave and make decisions, both as individuals and as an organisation.

Working in an ethical way means we are selfless, objective, accountable, open and honest, and demonstrate integrity and leadership. We should all behave in a way that meets these high standards. Government and the taxpayer trust us with significant resources, and it's up to each of us to respect this trust and use these resources properly and efficiently.

Sometimes this means we might have to make difficult decisions. This Code is here to help us make the right ones.



...even when no one is looking

We should be open and honest in all our dealings, whether with colleagues, suppliers, customers, passengers or line side neighbours. We must declare on iEthics any private interests that could affect how we do our role, and we should expect the decisions we make to be scrutinised. It's important we don't put loyalty to colleagues above behaving in the right way, and we must never seek personal gain at the company's or anyone else's expense.

We often experience ethical dilemmas in our everyday lives.

Think about the following scenario. What would you do if it was you?

You're reversing into a tight parking space. When you get out, you see you've clipped the car in the next space.

There's nobody around. What do you do? Report it? You're already running a bit late for an important appointment. Would that affect your decision?

The other car's not in great condition: there are quite a few dents and scratches to the paintwork already. The owner probably wouldn't notice, so maybe there isn't any point in reporting it?

However, you also see a CCTV camera overhead. So perhaps you've been captured on film? How would this affect your choice? Would this affect your decision to report it... or would you just hope for the best?

Now put yourself in the shoes of the other driver. What would you want to happen here?

The Five Questions

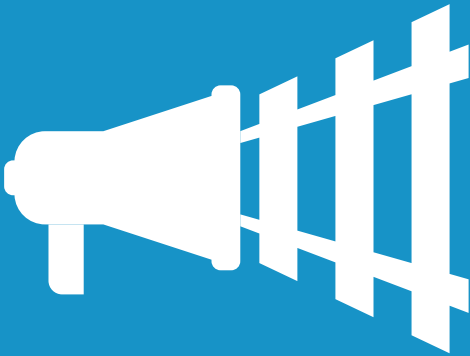
This Code explains how we should approach a range of situations we may find ourselves in at work.

If you're faced with a situation not covered by this Code or the policies it refers to, and you're not sure whether your proposed course of action is the best one, ask yourself the following questions:

- 1 Is it legal?
- 2 What would my family think if I acted a certain way?
- 3 Would it appear fair to my colleagues and manager?
- 4 If it were a story in the newspapers how would it portray both me and Network Rail?
- 5 How would I feel if it happened to me?

If the answers to any of these questions make you feel uncomfortable you should not proceed, instead seek further guidance.

Got a question? Facing an ethical dilemma? Get in touch with the Ethics team
ethics@networkrail.co.uk



How we can Speak Out

It's important that we all take responsibility for reporting breaches of this Code, supporting policies, or other misconduct.

If you're worried about an ethical issue, you should first talk to your line manager, your HR business partner or another Network Rail manager.

If for whatever reason you don't want to do that, or you're not confident that the matter will be dealt with properly, you should use the confidential Speak Out service.

All concerns raised through this service will be treated fairly. If you make a concern known honestly and in good faith, even if it is not confirmed by subsequent investigation, no action will be taken against you.

Access Speak Out on **0808 143 0100** or www.intouchfeedback.com/networkrail
The service is available 24 hours a day, 365 days a year.
Always use **Close Call** to report safety related concerns by calling **01908 723 500** or using the Close Call app.



Dealing with safety concerns



We're committed to getting everyone home safe, every day.

We're all responsible for working safely so that our employees, the public, our customers, contractors and suppliers aren't put at risk when using or working on the rail network. Always follow our Lifesaving Rules whether you are working on the track or in the office.

Always report events that have the potential to cause injury or damage through the Close Call system. This way we can learn from our near misses and prevent similar things happening again.

Q Your colleague regularly calls in sick on Mondays, disappears at lunchtime and makes mistakes at work. They insist that they are fine, but you're worried they have an alcohol problem. Is it any of your business?

A Yes, it is your business! A mistake at work or driving could hurt them, their colleagues, or even passengers or the public. Talk to them, try and encourage them to talk to their manager, with your support if needed. If they are unable to speak up, talk to your manager, or to HR. You can report concerns in confidence through our Speak Out line.

Q You recently tripped over some loose floor covering in an office. You didn't hurt yourself, but someone mentioned that you should Close Call it. It seems silly, when safety is all about keeping trains running safely?

A Safety is vital to all of us, everywhere, every day at Network Rail. Something that might seem minor to you could be dangerous to others or could result in a serious accident. And slips, trips and falls can result in surprisingly serious injuries and long periods of time off work for an individual and disruption for their team. Always report things via Close Call, even if they seem trivial, so they can be put right.

If you have a safety concern, stop work immediately, ensuring that doing so does not endanger others, move to a position of safety and contact the person in charge, explaining why you have stopped the work. If the safety of trains could be affected you must contact the signaller immediately.

You can report a Close Call by phoning: **01908 723 500** or through the Close Call App available in the Network Rail App Catalogue.

You can also report your safety concerns through CIRAS, the rail industry's confidential incident reporting system:

Telephone: 0800 4 101 101

Text: 07507 285887

Post: Freepost CIRAS

Web: www.ciras.org.uk

A spotlight on...

There are certain areas in which it's particularly important we make the right decisions every day. This section looks at them in more detail.

Bribery

Bribery means trying to influence a business decision or making it easier to do a piece of work by offering or receiving cash, gifts or other incentives, either directly or through someone else.

Bribery can take various forms and can include gifts, hospitality, personal benefits and cash. We all need to be mindful of the intentions of external parties when they offer us anything, especially when we're in the process of awarding contracts or making important business decisions.

Network Rail has a zero tolerance approach towards bribery. Employees found to have breached our Anti-Bribery Policy will face disciplinary action and possible fines and/or imprisonment under the Bribery Act 2010.

From time to time we work abroad. That doesn't change our position on bribery – we're bound by UK law and must comply with them wherever we operate.

See our [Anti-bribery Policy](#) for more information.



Q You have notified some local residents that you are doing work at night. One of them offers you and your team a few crates of beer to get it re-scheduled to take place when they're on holiday. What should you do?

A Apart from the obvious difficulties of getting the work moved, you should never accept a bribe from anyone, no matter who they are or what position of power or influence they seem to hold. It is illegal and you could be guilty of a criminal offence. Report this to your line manager or use the Speak Out line.

Q You are managing the letting of a new contract to replace some vehicles for your maintenance teams in the route. One of the preferred suppliers sends you a case of fine wine to your home – what should you do?

A There are two things. First, record the gift on iEthics so there's a record of you having been sent it. Second, return it to the supplier. Accepting may be seen as an inducement or a bribe and may put the integrity of the tender process in doubt.

Fraud

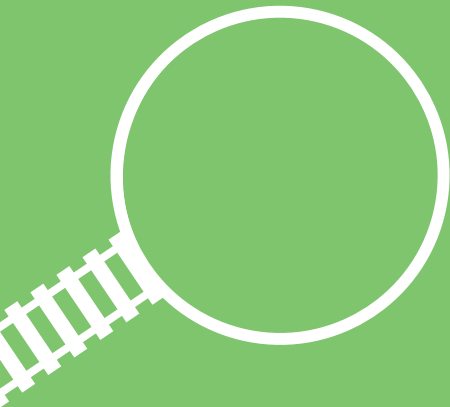
Fraud is an act of deception intended for personal gain or to cause loss to another party. This could range from misuse of resources, to things like falsifying timesheets or misuse of purchasing cards.

We must never seek personal gain at the company's or anyone else's expense. If evidence of potential fraud is identified the individual involved will be subject to disciplinary action.

If you suspect fraud you should speak to your line manager, and in addition raise your concerns via the Speak Out line.

Q You notice that your colleague frequently leaves work early, you know he has two young children and a partner who has recently become ill and is unable to work. His timesheets always show a full working day even though they leave at least an hour early on most days. You decide to say something but he just tells you that he really needs the extra money. Should you tell your line manager if it continues?

A It is really important that you tell your line manager or another senior manager about your concerns. There may be a straight-forward solution – your colleague's change in circumstances could mean a flexible working pattern is appropriate. However, if someone persistently falsifies timesheets they are committing fraud, and will face disciplinary action by Network Rail and even dismissal.



Gifts and hospitality

Corporate hospitality is anything offered to you by someone outside Network Rail because of your position.



All offers of a gift or hospitality, both by and to you, must be registered on iEthics. The only exception to this rule is items with an approximate value of £15 or less.

Gifts and hospitality may include items ranging from diaries and mugs, to tickets to events and free travel and accommodation.

Hospitality is only appropriate where it's necessary for the development of legitimate business relationships. There should always be a clear business rationale for accepting or offering it. It should always be modest in value, timed appropriately and must be recorded and approved through iEthics beforehand. Hospitality involving sporting events should not be accepted under any circumstances.

Not handling situations in this way could make the hospitality look like an attempt to influence decisions and in some instances, could even be seen as a bribe.

Q You work closely with a local supplier who has given you and your family tickets to a charity event. Is it OK to go?

A No. Anything involving your partner or other family members is not acceptable under any circumstances. You should still report this offer on iEthics for transparency and audit purposes.

Q Should I register on iEthics the sandwiches a supplier or tenant offers me during a meeting at their premises?

A No, you don't have to register modest hospitality of this kind, when it has a likely value under £15, or local currency equivalent. You should however, always be mindful of the intention and timing of the offer, whether it might appear to place you under any obligation to an individual or organisation, compromise your impartiality or otherwise be improper.

For further information see our **Gifts and Hospitality Policy**.

iEthics can be found in the Oracle E-Business Suite, within 'Employee Self-Service' For information on buying gifts for colleagues to mark special occasions or claiming expenses, see our **Business Expenses and Travel Policy**.

Conflicts of interest and outside activities

A conflict of interest can happen when our personal, social, financial or political activities interfere or appear to interfere with our responsibility to Network Rail.

Everyone working for or on behalf of Network Rail has a duty to avoid conflicts of interest. We also need to think about how things might look, even if this isn't the case. We should always make sure that outside activities do not interfere with our ability to fulfil our responsibilities, and do not use knowledge gained at Network Rail to benefit someone outside the organisation.

Being aware of the issues associated with conflicts of interest is particularly important if a partner or relation works in the rail industry, or for a supplier or customer. There may not be a problem, but it's important we're open, tell our manager and add an entry to the iEthics system if we have any relationship, either business or personal, that could create, or appear to create, a conflict of interest.

iEthics can be found in the Oracle E-Business Suite, within 'Employee Self-Service'
For more information see our Conflicts of Interest and Outside Activities Policy.



Q Your partner has recently begun working for a local supplier to Network Rail, but because he/she left their previous job for health reasons, doesn't want this widely known. Is this OK?

A It is fine for your partner to work for the supplier, but you do need to tell someone in Network Rail, because people might think you have something to hide if you don't. Use iEthics to report it and talk to your manager.

Q You have been approached by a friend who is a local supplier to Network Rail to work with him for a few hours here and there. Should you do this?

A Probably not. Generally speaking, it's not acceptable to use knowledge or expertise you've gained as a result of working for Network Rail to help another business, particularly actual or potential suppliers, contractors or customers of the company. A discussion with your manager is the best way of establishing how to deal with offers like this. In all cases, it is very important that you get approval before you accept a position so that you are comfortable that there is no clash of interests. And if you are challenged, you'll be in a better position to respond.

Using iEthics



iEthics is our online register for logging all gifts and hospitality – whether offered or received – and conflicts of interest.

Being open about hospitality and declaring actual or potential conflicts of interest can help prevent a situation seeming improper. We should always make sure that submissions are clear, honest and are an accurate reflection of the gift or hospitality we are offered, or the conflict that we are facing.

iEthics can be found in the Oracle E-Business Suite, within 'Employee Self-Service.' If you don't have access to a computer, speak to your line manager or HR business partner who will be able to help you.



An A-Z of how we work

It's important that we familiarise ourselves with Network Rail's approach to the following areas, so that we can deal confidently with any issues. More detail is available in the relevant policies.

Bullying and harassment

Harassment of anyone, particularly on the grounds of race, age, religion, colour, nationality, ethnic origin, disability, gender, sexual orientation, marriage or civil partnership, including any form of bullying – is completely unacceptable.

We won't tolerate it and we urge everyone in the business to report this type of behaviour, either through the line management structure or through HR. We know that it takes honesty and courage, but it's important.

For more information see our [Bullying and Harassment Policy](#).

Business expenses and travel

It's important that we think about how we deliver value for money every time we travel for business or claim expenses. So our business expenses and travel policy applies to the majority of Network Rail staff, with the exception of maintenance colleagues on former IMC contracts who have separate contractual expenses arrangements.

In order to keep our travel expenses as low as possible, before we arrange a meeting we should think about alternative methods in which the meeting could be conducted, including; telephone, teleconference or video conference, to avoid the need to travel to other locations.

For more information see our [Business Expenses and Travel Policy](#).

Charitable giving

As one of the biggest organisations in the country, we are approached by all sorts of different charities and worthwhile causes, and you should pass on any such requests to the charitable giving team at CharitableGiving@networkrail.co.uk.

There are lots of ways we support charities that are close to our hearts, such as payroll giving, fundraising and volunteering.

Further information is available on [Connect](#); please visit our [Environment and Sustainable Development and Charitable Giving pages](#).

Community relations

We try hard to be a good neighbour by working with communities to minimise the effect of our work.

That means aiming to cut noise, reduce disturbance caused by deliveries to our sites and take care of issues like graffiti, trespassing or fly tipping on our property.

How well we do this directly affects our reputation. That's why we expect everyone in our business to be a courteous and helpful neighbour, as well as to comply with laws, regulations and company procedures.

Company records and information

Information is one of the most important assets we have. Good record keeping is a key part of our ability to operate effectively and retain our reputation for openness and honesty, especially now we're subject to the Freedom of Information Act.

We all need to make sensible, informed and timely decisions about the information we should keep and how long we need to keep it for, as well as what can be safely destroyed. If we get these decisions wrong it could cost Network Rail a significant amount in fines and penalties. It could also make it harder for us to find the information when we need it, which in turn impacts on our ability to do our job and provide a high level of service.

Company records and information cont'd

For a variety of reasons, the public, our delivery partners and the media may want us to release our information to them. If you receive a request for information that isn't part of your day to day role, or if it's been requested under the Freedom of Information (FOI) Act, contact the FOI team immediately foi@networkrail.co.uk. They're the experts and are here to help everyone in the business. If you're asked by the FOI team to provide information that's been requested, please respond as quickly and as helpfully as you can.

For more information see our [Corporate Records Retention Schedule](#), [our Quick Guide to Disposal of Records Policy](#) or see the [National Records Group Connect page](#)

Customer relationships

Our customers are important to us and we're committed to working closely with them, for example through building alliances and by developing performance strategies.

It's essential we conduct these relationships in an open and honest way. When we agree terms of service with a customer, it's our duty to deliver the services we've said we would.

As a 'monopoly provider' we're in a unique position in the rail industry. We need to act, and be seen to be acting, fairly and without undue discrimination in our dealings with all of our customers, suppliers, contractors and other stakeholders. Our commitment to the principles of fair treatment for all is outlined in our [Stakeholder Relations Code of Practice](#).

Each of us has a responsibility to abide by this Code. If you're unsure about how to treat a customer or third party then contact stakeholderrelations@networkrail.co.uk

Delegation of authority

Delegation of authority is the assignment to individuals of responsibility and accountability for specific roles and tasks. Approval limits specify the value up to which an individual may authorise transactions, falling within the scope of their delegated authorities and job description.

It is extremely important that we all apply financial policy in a consistent manner, to prevent situations where mishandling of contracts and funds can arise.

For more information see our [Delegation of Authority Policy](#).

Disposal of company property

How we dispose of our company property is just as important as how we look after it.

It's therefore essential we dispose of materials, property, plant and equipment, computer systems, trade secrets and confidential information in the right way and with the correct authority.

For more information see our [Disposal Policy](#).

Diversity and inclusion

We want Network Rail to be an open, diverse and inclusive organisation.

This means that we expect all our people to treat each other, members of the public, our stakeholders and partners with respect. A respectful and open environment is comfortable with difference whatever it may be – a colleague's identity, their experience or expertise. We also want everyone who works with Network Rail to be able to give their best. This requires an inclusive supportive team working approach, being flexible and open. These ethics are supported by legislation and in particular the Equality Act 2010.

For more information see our [Diversity and Inclusion Policy](#).

Environmental and social responsibility

We're working hard to become a more responsible company. This means addressing the impact our work has on our workplaces, railway stations, passengers, the communities we operate in, our supply chain and the environment. It's essential that we all play our part in meeting our environmental and social responsibility commitments and help our stakeholders to meet theirs.

External communications

We rely on our good reputation to maintain the trust of government, customers and passengers.

We're committed to being open, transparent and sharing key information with them. That means we always think about what we say and choose the most appropriate channels to say it.

If any of us is contacted by the media or other external organisations, it's important we pass the contact on to our **Communications team** who can deal with it in the right way. This includes requests to speak at external conferences and seminars.

Health and wellbeing

A railway fit for the future needs a workforce fit for the future.

We believe that an active and healthy workforce is vital to achieving a safe, successful and sustainable organisation and are therefore committed to the health and wellbeing of all our people. We recognise that high levels of health and wellbeing within our people not only have the potential to improve our quality of life and ability to perform well in their roles, but also to support our long-term strategic aims. People with high levels of wellbeing are safer, at work more often, more innovative and more engaged.

For more information see our [Wellbeing Portal](#).

Information technology

Our electronic data and information – and the technology that stores and processes it – are a vital part of our business. Today, information technology is all around us – smartphones, tablets, laptops, desktop computers and the systems and services they consume – and it is important we always use information technology resources in the right way and for the right purposes.

For more information see our [Information Security Standards](#).

Managing our relationships with external stakeholders

As the owner and operator of Britain's railway network we deal with a wide range of stakeholders. This can include train operators (both passenger and freight), governments, our regulator – the Office of Rail and Road, Passenger Transport Executive, local authorities as well as members of the public.

At Network Rail we value our stakeholders and customers and aim to develop good, long-term working relationships that are built upon openness, fairness and trust. In all of our dealings with stakeholders we must act ethically and within the law.

When engaging with external stakeholders we should always:

- Engage in a courteous and professional manner
- Seek appropriate guidance from the right people before providing information or answering questions
- Ensure that any information that is provided is accurate.

Managing public money

We've always considered value for money in how we do business, but following our re-classification we need to think about value for money for the public purse as a whole. This is one of the principles underpinning the Government's guidelines for Managing Public Money. So we must consider value for money in all that we do.

This includes making sure we only pay commissions, consultants' fees and retainers that are directly related to the services a third party has carried out for us. We must never make payments, loans or offer commissions that are unrelated or disproportionate to the work we've received.

Modern slavery

At Network Rail we are committed to doing business in a sustainable and responsible way. This includes a commitment to do all that we reasonably can to prevent all forms of modern slavery in our supply chain and in any part of our own business. We expect our customers and suppliers to do the same. We respect the human rights of our employees and provide them with a safe working environment and fair terms of employment.

In addition to those preventative measures that are in place, everyone at Network Rail has a responsibility to speak out about concerns relating to human rights violations or acts of modern slavery. This includes raising concerns about those we do business with or those who do business on our behalf. Examples of modern slavery might include forced employment, sexual or criminal exploitation, unrealistically low wages, debt enforcement or unfair working terms. All employees should familiarise themselves with the signs of modern slavery described in the Anti-Slavery and Human Trafficking Policy and the Speak Out process outlined on page 7 of this Code.

Personal information and data protection

In the course of running the company, we collect and use personal information about our employees (whether current, past or prospective), tenants, lineside neighbours, authorised level crossing users, members of the public, contractors and suppliers.

In doing this, we're required to comply with the Data Protection Act 1998. A breach of this Act may cause damage and distress to the individual(s) concerned, and could result in a large fine and damage our reputation. Personal information should always be handled with care. If we use common sense rules around how we handle personal information, it's less likely to be damaged, disclosed to unauthorised people or lost.

For more information see our [Privacy and Data Protection Policy](#).

Personal relationships at work

We proudly recognise that the rail industry is a large network with a heritage of employing generations of railway employees. However to maintain our reputation as an open and honest organisation it is essential that all recruitment decisions are based on merit and in line with this Code. It's important that we create an environment that avoids favouritism, unprofessional behaviour and reduces the potential for conflict of interests to arise.

We should all be mindful of our personal relationships at work and whether they do, or could be perceived to, cause a conflict of interest in situations such as recruitment or managerial responsibilities. A personal relationship could be a spouse, partner, child, mother, father, sister, brother, grandparent, aunt, uncle, cousin or an individual whose relationship with the employee is similar to that of persons related by blood or marriage.

For more information see our [Working with Relatives/Close Personal Relationships at Work Policy](#)

Share dealing

Whilst Network Rail doesn't have any shares, we frequently work with other businesses which are listed on stock exchanges. If these businesses win or lose a contract with us then it may affect their share price. It's against the law for any of us to pass on, use or act on unpublished, price-sensitive information for dealing in shares or securities in such organisations.

Insider dealing is a criminal offence and could mean a fine and/or prison sentence, even if the individuals involved don't profit personally.

For more information see our [Code on Share Dealing](#).

Social media

Social media, such as Facebook and Twitter, are increasingly used to communicate, discuss and disseminate information, and we have a team whose job it is to manage and use them on behalf of Network Rail. It's important no-one else does so unless they've been trained and have the right approval.

The lines between your personal life and your work life can become blurred when using social media. When using social media in a personal capacity, always ensure that it is clear that your comments are your own and not those of Network Rail and never bring the company into disrepute.

For more information see our [Social Media Policy](#).

Suppliers and contractors

Our suppliers and contractors play a crucial role in helping us maintain, operate and enhance the rail network and service our customers. We have to choose them carefully, compliant with legislation and our re-classified status. We also expect them to act in accordance with this Code.

When we're selecting contractors or suppliers we need to be clear that:

- All contractors and suppliers are chosen solely on merit
- Any hospitality we receive must be consistent with our policies on corporate hospitality
- We don't pass on any confidential information about another contractor or supplier, for example pricing or bid information.

If any of us becomes aware of a supplier who either isn't being treated in line with these guidelines or are themselves breaking the rules, then it's essential we either report it to our line manager or use Speak Out.



If you want more information...

If you have any questions about this Code, the policies which support it, or if you would like further advice please contact ethics@networkrail.co.uk, visit our Connect community page or our webpages.

Our Business Integrity Team investigates suspected breaches of this Code. You can contact them at 1 Eversholt Street, London NW1 2DN.

Ethics training is mandatory for all Network Rail employees, for more information visit our ethics community on Connect or contact the Ethics team on ethics@networkrail.co.uk

To find out more about the Code of Business Ethics
get in contact with the Ethics team on
ethics@networkrail.co.uk.