



Policy Memorandum: Preventing Organizational Conflicts of Interest

1. References: FAR Part Subpart 9.5 - Organizational and Consultant Conflicts of Interest

2. Applicability: This policy applies to all Members of Sine Cera Consulting, LLC (Sine Cera), and its Employees, as well as any Independent Subcontractors, Subcontractor Companies, or Teammates under federal or defense solicitations and contracts.

3. Definitions:

“Acquisition function closely associated with inherently governmental functions” means supporting or providing advice or recommendations with regard to the following activities of a Federal agency:

- (1) Planning acquisitions.
- (2) Determining what supplies or services are to be acquired by the Government, including developing statements of work.
- (3) Developing or approving any contractual documents, to include documents defining requirements, incentive plans, and evaluation criteria.
- (4) Evaluating contract proposals.
- (5) Awarding Government contracts.
- (6) Administering contracts (including ordering changes or giving technical direction in contract performance or contract quantities, evaluating contractor performance, and accepting or rejecting contractor products or services).
- (7) Terminating contracts.
- (8) Determining whether contract costs are reasonable, allocable, and allowable.

“Organizational conflict of interest” (OCI) An organizational conflict of interest may result when factors create an actual or potential conflict of interest on an instant contract, or when the nature of the work to be performed on the instant contract creates an actual or potential conflict of interest on a future acquisition.

4. Policy. Procurement integrity is more than personal integrity. It is a process that is sound, complete, built with a sincere interest in quality work, statutory and regulatory compliance, and expert judgment. It's a commitment to meeting the requirement using proven processes and best practices that can withstand scrutiny.

a. Sine Cera will never perform or attempt to perform a government contract where an OCI exists.

b. Sine Cera will never perform or attempt to perform a government contract where a potential or perceived OCI exists unless the potential or perceived OCI has been properly mitigated and performance has been authorized by the contracting officer.

c. As a consultancy performing acquisition functions closely associated with inherently governmental functions, Sine Cera will take all practicable steps necessary to:

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- Avoid and prevent conflicting roles that might bias our judgment; and
- Prevent an unfair competitive advantage by misusing Proprietary Information obtained from a government official or misusing Source Selection Information not available to competitors.

5. OCI Examples. Situations which may indicate the potential for OCIs include: (1) Providing Systems Engineering and Technical Direction; (2) Preparing Specifications or Work Statements; and (3) Providing Evaluation Services, and (4) Obtaining Access to Proprietary Information. See Far Part 9.5 for discussion.

6. Responsibilities.

a. The Managing Director is overall responsible for the effective execution of the OCI prevention program. The Managing Director will conduct an assessment of this OCI program at least annually, reviewing the documentation and training records of members and covered employees, subcontractor compliance, and reviewing any OCIs that have occurred, the applied mitigation, and outcomes, to determine if there are any systemic issues that need to be addressed to improve the program. The Managing Director may designate an Conflict of Interest Mitigation representative (COIM).

b. The COIM is responsible to maintain OCI program records and mitigation plans for each contract. (S)He manages the OCI screening program, and is supported by Sine Cera's leadership, management, and program managers to ensure an effective OCI prevention program. The OCI Prevention Officer also plans, coordinates, executes, and tracks/reports OCI training. (S)He monitors the program to identify trends, areas of improvement, and provides guidance to PMs on preventing, mitigating, and resolving OCIs.

c. Program Managers. The PM for a particular task is responsible for the daily execution of the OCI program regarding the task. (S)He must understand the commercial firms that are interested parties with respect to the support, that could become sources of OCIs, and screen incoming tasks. The PM must conduct the immediate actions outlined in this policy as well as lead the mitigation efforts.

d. All Members and Covered Employees. Everyone is responsible to help prevent OCIs, identify sources of conflicts, complete training, and disclose potential conflicts. Covered employees must inform Sine Cera leadership of changes in status that could become a potential OCI.

7. OCI Identification and Mitigation. If a perceived, potential, or actual OCI is identified, Sine Cera's policy to decline the conflicted work unless there is a clear benefit to the customer and the OCI can be effectively mitigated.

a. Mitigation measures will be unique to the situation, and may include physical and functional firewalls between employees; prohibiting the sharing of confidential or proprietary information; ensuring proper storage, handling and marking of procurement sensitive information; procedures for creating, storing, and transmitting procurement information; protecting documents with passwords, where appropriate; requiring non-disclosure agreements; restricting communication with corporate officers; and use of partitioned electronic drives to segregate information.

8. OCI Occurrence. Should a potential, or perceived, or actual OCI be identified by a covered employee, other employee or member, Sine Cera leadership, a subcontractor or Teammate, or a government representative, Sine Cera will take the following actions:

a. Immediately remove the covered employee from the task(s) related to the OCI. This does not necessarily require removal from all work/tasks on a Project.

b. Immediately secure any documents, materials, information, emails, or other media in the possession of the covered employee, in order to prevent further disclosure.

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c. Immediately conduct an initial assessment to determine the scope of the OCI, its impacts on customer operations and Sine Cera's support, and identify any additional initial actions, countermeasures, mitigation necessary to protect the customer's interests. Report the OCI and the immediate actions to the Sine Cera Management.

d. As soon as practicable, but no later than the same business day, inform the customer of the OCI and initial actions taken.

e. Within one business day, conduct a detailed review and determine if a OCI, a potential OCI, or perceived OCI is indeed extant, and implement specific procedures to mitigate the conflict including firewalls, employee assignment to new Project tasks, assignment to new Projects, etc. Present the mitigation plan to the customer within three business days.

f. Upon customer acceptance of the OCI mitigation plan, Sine Cera will implement the plan and provide regular updates to the customer.

9. Disciplinary Action. Failure to disclose a potential OCI may be grounds for dismissal. A covered employee who willfully withholds a clear conflict, uses non-public information for personal gain, willfully violates the terms of a non-disclosure agreement, or demonstrates poor judgment due to an undisclosed conflict will be dismissed. If Sine Cera's management determines that the circumstances surrounding an OCI were not due to an intentional violation of the policy, the covered employee may face lesser disciplinary action, including notation in an employee's personnel file, negative performance ratings, loss of performance bonuses, and/or suspensions without pay.

10. Subcontractors/Subcontracts. Subcontractor employees that violate this policy will be removed from the subcontract. The subcontractor firm must find a suitable replacement in a reasonable timeframe. Failure to timely replace a subcontractor employee removed due to an OCI may result in Sine Cera filling the vacancy and the subcontractor losing the position.