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| **Professional Code of Conduct****PORT AUTHORITY OF BILBAO** |

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**1. INTRODUCTION**

**1.1. Purpose**

The Code of Conduct of the Port Authority of Bilbao (hereinafter, the Port Authority) consists of a set of ethical values to guide the behaviour of its employees, fostering a behaviour that is accepted, shared and respected by all its staff.

The Code of Conduct provides clarity by distinguishing desirable behaviours from those that are not acceptable based on the values we identify with as an organisation.

The Board of Directors and the management team, together with all Port Authority professionals, commit to the following main ethical values:

* Honesty, integrity and a responsible attitude towards work
* Trust and commitment to people
* Willingness to coordinate and collaborate
* Efficiency in the performance of functions
* Impartiality and transparency
* Proactive customer service
* Economic, environmental and social sustainability of our environment
* Commitment to quality and innovation.

These values reflect who we are, what our role is and what we consider important for the internal and external relationships of the organisation.

Our aim is to maintain and strengthen the Port of Bilbao’s role as the main intermodal logistics hub in the north of the peninsula and southwest of the French state, extending its logistics hinterland to these territorial areas.

To achieve this, we seek to promote the development of the Port of Bilbao as a comprehensive offer of services to meet the needs of our clients and to boost economic activity in our area of influence, within a framework of innovation and sustainability.

This Code of Conduct, therefore, shall serve as a guide for the professional relationships among persons within the Port Authority and with our clients, suppliers, users, public administrations, collaborators and the port community in general.

**1.2. Scope of application and administration of the Code of Conduct**

This Code of Conduct is intended for the governing bodies of the Port Authority and all its workers, regardless of their hierarchical position or type of contract, including, therefore, those covered, or not covered, by the collective agreement, workers with relief contracts, and interns and volunteers, among others.

Hereinafter, "Port Authority Personnel and/or Professionals" shall be understood to be this group of Port Authority workers, including the President and the Management team.

Port Authority personnel who supervise the work of others, and especially the Port Authority Management team, shall foster compliance with professional standards and ethics by example, so that through their behaviour they serve as a model of integrity. They shall also monitor adherence to the rules and professional ethics of those they supervise and shall systematically enforce the provisions of the Code.

No individual, regardless of their level or position in the company structure, shall require any worker to contravene the provisions of this Code. Similarly, improper conduct will not be justified by appealing to a higher order or ignorance of this Code.

In the case of conflict between the values, rules and behaviour guidelines established in this Code and in applicable legislation, the provisions of the laws shall prevail over those established in this Code.

In the event of a breach or violation of the rules of conduct stipulated in this Code, or a suspicion of such, Port Authority personnel must inform 1) their immediate superior in the organisation, 2) the Code of Conduct Officer or 3) the Code of Conduct Committee.

**2. DESIRABLE BEHAVIOUR AND UNACCEPTABLE BEHAVIOUR**

Port Authority personnel should carry out their work in a trustworthy, respectful and ethical way and act with due care and dedication towards colleagues, job seekers, clients, suppliers and all companies that form part of the port community.

**2.1. Desirable behaviour:**

Based on the Port Authority's ethical values, the following are considered desirable behaviours:

* **Integrity, honesty and responsibility:**

Keeping one's word, putting the interests of the organisation before personal interests. Only in this way will we be able to maximise our potential as a port and be a safe and trustworthy organisation for the entire port community.

* **Cooperation between people, departments and companies:**

Our function is to provide the best service possible to the companies that operate in the Port of Bilbao, or who may do so in the future, and to the port community as a whole, enabling them to generate wealth and economic activity for the surrounding area.

For this we need a cooperative attitude and to look for collaborative solutions among our professionals and departments, and between these and the aforementioned companies with whom we form part of a chain of services for the end client.

* **Inclusive attitude and respect for diversity:**

Recognise and respect diversity as something that enriches us, so that our professionals feel safe, involved and part of our organisation, and without fear of prejudice, which only leads to isolation. As a port authority we take a stand against attitudes of rejection and discrimination on the grounds of gender, race, religion, sexual orientation, functional diversity, ideology, age, physical appearance or any other personal, physical or social condition.

The Port Authority has an Equality Commission. It also commits to adopting measures to support and promote the Basque language for its professionals.

* **Efficiency:**

Port Authority personnel should work efficiently, making the most of the time and resources made available to them, and strive to provide the maximum value in all the processes in which they are involved.

* **Healthy habits:**

Promoting our health at work and that of the people around us, improving our working environment and fostering personal development. The Port Authority has implemented the *Portu Osasuntsua* workplace health promotion project and also promotes the practice of different sports among its workers.

* **Creating and conveying a positive image of the organisation:**

Aware that there are aspects we need to improve on, we know how important it is to communicate and convey our strengths, potential and the aspects that make us attractive as a port to third parties.

**2.2. Unacceptable behaviour:**

**2.2.1. Sexual harassment, assault and violence, bullying and work pressure** are different types of psychological pressure and are not acceptable under any circumstances in the Port Authority.

A safe and healthy working environment is an indispensable condition so that our professionals can maximise their potential.

If a Port Authority worker suffers sexual harassment, aggression, violence or intimidation (bullying) by a third party, the Code of Conduct Committee will take the appropriate action.

* **Sexual harassment** is defined as any form of verbal, non-verbal or physical behaviour that has sexual connotations (such as violation of privacy, comments, emails or text messages and/or sexually suggestive looks), which has the purpose or result of affecting the dignity of a person, especially if it creates a hostile, threatening, insulting, humiliating or offensive situation.
* **Assault and violence** are any incidents in which a person is psychologically or physically abused, threatened or assaulted in circumstances relating to their work. Cases of assault and violence refer to both verbal and non-verbal abuse (mistreatment, persecution, belittling, insults, repeated sarcastic jokes) and physical violence (beatings, threats or theft). They may also refer to psychological violence: threats, intimidation, and overwork.
* **Bullying** is the systematic and persistent behaviour of humiliation, intimidation or hostility targeted at the same person (or persons) who cannot defend themselves adequately.

The most common types of bullying are:

* Social isolation (changing someone’s office or workstation in order to separate them from their close group, repeatedly ignoring someone during breaks, lunch, or equivalent)
* Making their work unpleasant or impossible (assigning tasks that are impossible to accomplish, hindering their performance of tasks, assigning pointless, dangerous or humiliating tasks, devaluing the tasks performed, or giving destructive criticism)
* Making negative comments about someone's private life (making them feel uncomfortable through words or gestures by referring to hobbies, religious beliefs, gender, sexual orientation, race, disability, appearance or behaviour, among others)
* Defamation (speaking ill of others, spreading unfounded rumours)
* Not showing respect, insulting or ridiculing someone (making fun of a colleague or external person)
* Cyberbullying, or using social networks, forums, WhatsApp or IT applications to harass or denigrate a worker.

Both the workers being bullied and those who are unwittingly complicit in the bullying, can develop psychological problems as a result of the harassment they experience or witness.

* **Excessive work pressure** occurs when the person is unable to meet the quantitative and qualitative requirements of their job because of constantly working at a pace or to deadlines that are detrimental to their health.

**2.2.2. Discrimination**

Discrimination is defined as the act of making unjustified distinctions based on race, origin, religion, gender, personal conviction, functional diversity, sexual orientation and/or physical appearance, age or any other personal, physical or social condition that results in the unfair treatment of individuals or groups. Discrimination is based on the idea that the other person is of less value, solely because they belong to one of the aforementioned groups.

The Port Authority aims to be an organisation in which no form of discrimination exists, nor is permitted, during the performance of our professional activity.

However, positive discrimination is permitted in the case of selection and recruitment procedures. This procedural preference may be given to certain groups (people with functional diversity, for reasons of gender, their proximity to municipalities with better port links, etc.) if they are as equally qualified as other candidates.

**2.2.3. Use of alcohol, drugs, tobacco and psychopharmaceuticals**

The Port Authority aims to be a space that protects, promotes and supports the physical, psychological and socio-cultural well-being of its professionals. It will therefore develop, among other initiatives, programmes and actions aimed at the prevention of alcohol, drug, tobacco and psychopharmaceutical addiction and at reducing or eradicating their use.

Port Authority employees must comply with the established rules, derived from the risk assessment of their job, regarding the use of alcohol, drugs and psychopharmaceuticals. These rules generally consist of the prohibition of the use of these substances in all positions that involve driving vehicles, operating machinery, vessels, working at heights, etc. With regard to other positions, the normal rules of conduct must be adhered to.

The Port Authority will develop procedures to regulate the actions to be taken in the event of detecting cases of abuse of these substances that could pose a risk to the safety of the worker concerned or the safety of third parties.

With regard to tobacco use, the relevant legislation shall be strictly observed and the necessary measures will be taken to detect non-compliance.

In the case of psychopharmaceuticals, individuals who need to use them for health reasons must inform the Port Authority's medical service in order to determine their compatibility with the performance of their duties.

**3. BEHAVIOUR GUIDELINES**

All Port Authority personnel must act ethically, putting the interests of the organisation before their own personal interests. The Port Authority trusts that its professionals make economic decisions for the good of the organisation and not for their own benefit or that of friends or relatives.

The Port Authority expects its personnel to take the necessary measures to prevent fraud or corruption in the course of their work.

* **Fraud** occurs when someone makes a false representation in order to make a gain; for example, falsifying expense claims.
* **Corruption** occurs when a person uses their position of power to grant unauthorised favours in exchange for a benefit; for example, accepting gifts or financial payments in exchange for favours.

**3.1. Gifts and hospitality**

Port Authority personnel shall not accept gifts or any other type of hospitality from clients or suppliers that go beyond the usual social and courtesy norms, or that could compromise their capacity to make impartial decisions in the best interest of the Port Authority by improperly influencing their commercial, professional or administrative relationships with public or private entities.

The rules regarding the acceptance of gifts or hospitality from clients or suppliers are as follows:

* As a general rule, they must be modest, limited and proportional
* Acceptance of cash is not permitted
* The above limitations must be adhered to, with particular regard to the acceptance of corporate gifts from potential customers or suppliers with whom a contractual relationship may be established or renewed.

If any Port Authority professional receives any kind of gift or hospitality from clients or suppliers that is not included in the above-mentioned cases, as a general rule they must return the gift or hospitality in question and explain the Port Authority's gifts and hospitality policy.

If this is not possible for reasons of culture or any other reason, the gift or hospitality must be given to the Human Resources department for a draw among the Port Authority personnel.

**3.2. Measures against active or passive bribery and corruption**

Port Authority personnel may not directly or indirectly make or offer any payment in cash or in kind, or any other type of benefit, to any individual in public or private entities, political parties, or to any candidate for public office, with the intention of illegally obtaining or retaining business or other advantages.

Similarly, Port Authority personnel may not offer or give any gift, payment, favour or service which, owing to its economic value, exceptionality or any other circumstance, goes beyond usual commercial, social and/or courtesy norms.

**3.3. Relationships with suppliers and contractors**

Among the Port Authority’s aims is to ensure that the management of its activity is carried out under optimum conditions of efficiency, economy, productivity and safety, within a framework of sustainable development and respect for the environment.

In this respect, the Port Authority promotes free competition and selection processes for contractors, suppliers and impartial and objective external collaborators.

It also promotes and disseminates the contents and principles of this Code of Conduct among its collaborators, and also makes available the reporting channel provided for in this Code.

**3.4. Friends and relatives**

Port Authority personnel who are involved in making or influencing decisions related to public tendering administrative processes (recruitment, property management, etc.) or the employment or career conditions of any professional with whom they are related through friendship, kinship or a romantic relationship, thereby raising possible concerns about their impartiality, must inform their immediate superior of this potential conflict of interest, who will in turn inform the Human Resources department.

**3.5. Complementary activities**

The Port Authority’s relationship with its workers is based on the mutual trust that results from the Port Authority’s commitment to people and their well-being, and from their workers’ efforts in seeking the best decisions for the company.

Complementary activities are defined as activities, paid or unpaid, that are carried out by its workers in a way that is complementary to their ordinary work for the Port Authority; for example, if a worker has another job in addition to their employment relationship with the Port Authority.

In any case, the exercise of these complementary activities will be subject to the provisions of Law 53/1984 of 26 December on Incompatibilities of Public Administration Personnel.

In this respect,

* the Port Authority upholds the right of its employees to carry out other activities provided that these do not generate a conflict of interest and that the interests of the Port Authority are prioritised over personal interests or those of third parties that could influence their actions
* Port Authority personnel shall not influence, for their own gain or that of third parties, any decisions that might be related to businesses, companies or professional or private activities of any kind in which they are directly or indirectly involved or have a personal interest
* Port Authority personnel must inform their immediate superior in the organisation, in writing, of any complementary activities they are carrying out or plan to carry out The complementary activities that must be reported are those that could affect the interests of the Port Authority due to a conflict of interest or insufficient availability of the worker to carry out their functions during the working day
* The immediate superior must pass this information on to the Code of Conduct Committee as soon as possible in order for it to decide on the matter.

**3.6. Use and safeguarding of assets**

The Port Authority shall provide its professionals with the resources necessary for the proper performance of their work.

Port Authority personnel shall use the organisation's resources responsibly and appropriately in their working environment. These resources include, for example, the facilities, fleet of vehicles and vessels, computer and telephone equipment, workwear, furniture, office supplies, etc.

In this respect,

* Port Authority personnel shall make efficient and reasonable use of the resources made available to them by the organisation in order to keep the costs generated by their use to a minimum
* They shall also safeguard and protect these resources from any inappropriate use that could be detrimental to the interests of the Port Authority
* When absent, or when no colleagues remain in the same room, no valuable equipment such as PDAs, laptops, mobile phones, etc. should be left in visible places, whether their own property or that of the organisation. Particular care must be taken to clear the workstation properly and to leave no valuable items visible during periods of prolonged absence
* All Port Authority property must remain at the work centre, unless expressly authorised otherwise or unless it is required for the exercise of functions (e.g. business trips or teleworking)
* The materials, equipment and installations of the port must be used responsibly, and, unless otherwise specified by the Port Authority, may only be used for the purpose for which they were acquired, and not for personal purposes
* The photocopier and fax machine may only be used for personal reasons in exceptional cases and within limits
* Employees who have been assigned a company car must comply with the instructions for use provided by the company
* Appropriation of Port Authority property is prohibited, whether it be physical property, intellectual property (computer developments, studies carried out by its personnel, etc.) or internal information

In accordance with the current regulatory framework, the Port Authority reserves the right to carry out the relevant controls to ensure the proper use of its assets

Finally, upon termination of the employment relationship, all assets provided by the organisation during the period of employment must be returned.

**3.7. Health and safety at work**

The Port Authority of Bilbao promotes the adoption of workplace health and safety policies and implements the preventive measures established in current legislation.

Similarly, it seeks the application of its workplace health and safety standards and policies by its investee companies and suppliers and, in general, any collaborating companies with whom it operates.

All Port Authority personnel must know and comply with the workplace health and safety protective measures and shall protect their own safety and that of others within the organisation, as well as the safety of clients, suppliers, collaborators and, in general, anyone who could be affected by the development of their activities.

The Port Authority of Bilbao will provide its personnel with the resources and knowledge necessary for carrying out their work safely and in a healthy environment.

The Port Authority has implemented an Occupational Risk Prevention Plan and annual health programmes for its personnel.

**3.8. Information management**

The Port Authority’s workers and its collaborators shall safeguard any information related to the organisation, communicate it when necessary and with due care, and shall not use it for personal benefit or for the benefit of close third parties.

* All information generated by the Port Authority, of a financial or any other nature, must be a true reflection of the activities carried out and the reality of the company. Therefore, all activities must be duly documented and records properly stored, in accordance with the policies and procedures regarding data and information management. Similarly, the information for which each person is responsible must be stored in an orderly manner and be easily accessible
* Given that the information generated in the course of professional activities is the property of the Port Authority, it must be made available for whomever may need to consult it Similarly, the information must be duly safeguarded and protected against unauthorised access
* Manuals, projects, studies or any other type of documentation prepared in the context of the professional activity are the property of the company
* Information of a confidential nature to which Port Authority personnel have access may only be used for the purpose for which it was obtained
* In accordance with the principle of confidentiality of information, information accessed in the course of professional activities which one believes to be of a confidential nature shall not be disclosed without justified cause This obligation remains even after termination of the employment relationship with the Port Authority This confidentiality obligation includes, among others, information relating to clients or other Port Authority workers.

**3.9. Image and reputation**

Port Authority personnel must take the utmost care to uphold the image and reputation of the Port of Bilbao when representing the organisation.

This is especially important when speaking to the media, participating in professional conferences or seminars, or when involved in any other type of activity that could be publicly disseminated.

All information and data provided to the media must be truthful, avoiding communication that is misleading or which could lead to a misunderstanding on the part of the recipient.

**3.10. Rules regarding the use of email, telephone and Internet**

Use of email, telephone and the Internet is strictly for business purposes only and for carrying out the work entrusted. Private use must be justified and limited and must in no circumstances interfere with the proper performance of the person’s work.

These work tools are provided by the Port Authority to facilitate the performance of the employees’ work.

Internet

The following is not permitted:

* Abusive use of the Internet connection for consulting non-work-related information
* Intentionally accessing pornographic, sexist, racist, xenophobic or homophobic content and uploading, downloading or distributing content from these websites. Violation of this rule will result in additional penalties in the penalty system.
* Publishing content or sending messages that contain threats, insults, defamatory or discriminatory comments regarding gender, race, sexual orientation, religion, ideology or with respect to people with functional diversity. Violation of this rule will result in additional penalties in the penalty system
* Accessing websites, P2P networks or any other resource that hosts content that violates intellectual property laws
* Downloading software programs or files with content that is potentially harmful or which might pose a potential security risk to the Port Authority. If in doubt, consult the system administrators
* Accessing forums, social networks or file exchange systems unrelated to the work activity
* Promoting purely personal activities or aims
* Using the Internet for purposes that could negatively affect the image of the Port Authority or its representatives.

Intranet

When using the Intranet, which is understood as the set of web pages, applications, programs and files used for performing the work activity, the following is not permitted:

* Accessing or attempting to access the Intranet using the identifying information of another person, or impersonating or attempting to impersonate an identity
* Passing on to third parties, in any format, documentation, files or information that have not been expressly classified as public use, without the prior authorisation of the Port Authority, being applicable the privacy and intellectual property regulations.

Email

Excessive use of email for private purposes is not permitted; it must be limited and in no way hinder proper work performance.

The private use of email is at the risk and discretion of the worker, who shall compensate the Port Authority for any damage caused.

Emails marked as spam, received from unknown senders, or that appear untrustworthy must not be opened. Security recommendations must be observed at all times. If in doubt, consult the IT department.

Authorisation from the immediate superior in the Port Authority must be sought before sending any emails addressed to "the whole organisation".

These emails must be sent in both Basque and Spanish. If an email is addressed to a group of people, the worker must assess whether it should be sent in both languages. The Port Authority provides translation resources for this purpose.

When using email, the following is not permitted:

* Sending inappropriate, illegal, offensive, threatening, defamatory or discriminatory content regarding gender, race, sexual orientation, religion, ideology or people with functional diversity. Violation of this rule will result in additional penalties in the penalty system
* Accessing or attempting to access an email mailbox of another person or impersonating or attempting to impersonate an identity
* Promoting purely personal activities or aims
* Participating in the dissemination of chain messages or letters, junk mail or unsolicited mail (spam)
* Using it for purposes that may negatively affect the image of the Port Authority or its representatives.

Controls regarding the use of these tools

If there are indications of an inappropriate use of these resources, the Port Authority will analyse the frequency, duration, and content of Internet, telephone or email usage.

The Port Authority will comply with the legal requirements regarding the Protection of Personal Data, respecting the right to privacy and protecting the personal data provided by its clients, personnel, suppliers, external collaborators, etc.

The Data Protection Committee of the Port Authority may provide permission to consult information regarding individuals or groups. The persons concerned would be previously informed in this regard.

**4.** **COMPLIANCE WITH THE CODE OF CONDUCT**

**4.1. Reporting channel and duty to inform**

The Port Authority’s commitment to ethics and integrity includes the duty to report any actions that are considered inappropriate in the light of the ethical values, principles and behaviour guidelines contained in this Code of Conduct.

The duty to inform also extends to cases of well-founded suspicions of bad practices on the part of collaborators, whether users of the port, clients, suppliers or any other individual or entity linked to the economic activity of the Port Authority.

Seek help or advice if unsure about the proper way to proceed.

All workers of the Port Authority of Bilbao must ensure compliance with the Code of Conduct, resolve any doubts they may have regarding its interpretation, and report in good faith and without fear of reprisal, any action contrary to the principles and conduct defined therein.

In addition to the hierarchical reporting channel, the Port Authority of Bilbao has established a reporting and consultation procedure which allows workers to resolve any doubts regarding interpretation of the Code and to report any breach of the Code they may be aware of. All communication between workers and the Code of Conduct Committee is confidential.

The Port Authority’s Code of Conduct Committee is responsible for supervising the reporting procedure in matters related to the Code of Conduct, and has been assigned the functions of:

* Ensuring compliance with the Code and the proper functioning of the reporting channels established for port personnel for matters related to the Code of Conduct, avoiding the use of parallel channels
* Processing the notifications and consultations received
* Promoting knowledge of the Code of Conduct among port personnel and persons operating in the port area
* Regularly informing the Port Authority Board of Directors about the level of compliance with the Code of Conduct, making any recommendations it deems appropriate to improve its content, facilitate understanding or ensure compliance.

Port Authority professionals can send any questions regarding the Code of Conduct to the Code of Conduct Committee via the following email address:

jokabidekodea@bilbaoport.eus

or by post, to:

Código de Conducta

Autoridad Portuaria de Bilbao

48980 – Santurtzi (Bizkaia)

Notifications received by the Code of Conduct Committee will be treated in a confidential manner, in accordance with the provisions of Organic Law 15/1999 on the Protection of Personal Data and the rulings of the Spanish Data Protection Agency regarding channels of this nature.

The Committee will not deal with issues that are not the responsibility of the Port Authority of Bilbao.

After receiving a notification, and having determined that there are indications of non-compliance, the Code of Conduct Committee will pass on the relevant consultations to the corresponding functional area according to their nature (administrative or financial, human resources, legal, environmental, commercial, data protection, or others), allowing the Committee to gather the necessary information in order to form its conclusions. The Committee may request external assistance in the exercise of its functions.

As with other matters contemplated in the Code of Conduct, the Port Authority will not tolerate reprisals against individuals who, in good faith, report inappropriate conduct or participate in an investigation.

Written notifications addressed to the Code of Conduct Committee must be replied to in the same language in which they are sent, either in Basque or Spanish.

* 1. **Approval, validity and acceptance of the Code**

The Code of Conduct of the Port Authority of Bilbao was approved by the Board of Directors on 13 October 2016.

It shall come into force from the time of its publication on the Port Authority’s website, transparency portal and employee portal, and will be applicable until such time an update, revision or revocation has been approved.

It will be revised periodically in order to adjust its contents and guidelines to new standards, legal regulations, the needs of the company and its commitment to sustainability.

Failure to comply with the provisions of this Code of Conduct may result in corrective and/or disciplinary action being taken, without prejudice to the administrative or criminal sanctions that may also arise from said failure to comply. These actions are defined in the Second Collective Agreement of State Ports and Port Authorities, approved on 21 December 2005, Law 7/2007 of 12 April regarding the Basic Statute for Civil Servants, and in the agreements made with the various trade union representatives.

The Port Authority shall communicate and disseminate the contents of this Code among its professionals. It shall also make it available to its external collaborators.

In the case of any doubts regarding the interpretation of this Code, initial consultation must be made with the immediate superior, who, if necessary, shall pass the consultation on to the Code of Conduct Officer or the Code of Conduct Committee.