Ogletree Deakins

TEMPLATE CODE OF BUSINESS ETHICS & CONDUCT FOR GOVERNMENT CONTRACTORS

Template Code of Business Ethics & Conduct for Government Contractors

The Federal Acquisition Regulation (FAR) ethics framework articulates an expectation that contractors maintain a Code of Business Ethics and Conduct. In many awards, having such a code is a contractual requirement. Specifically, FAR Subpart 3.10 and clause 52.203-13 mandate a written code, along with training, internal controls, and disclosure mechanisms for covered contracts. Noncompliance can result in suspension or debarment risks for the contractor. Where the code is not a contractual requirement, its maintenance is a best practice for contractors to mitigate risk from compliance actions and investigations.

Ogletree Deakins offers a package containing a template Code of Business Ethics and Conduct and helpful implementation guidance. Specifically, the package includes the following components:

- Foundational Framework: Purpose and scope, leadership commitment, organizational culture, and key definitions;
- Standards of Conduct for Government Contracting: Clear ethical standards to guide contractor behavior;
- Reporting, Disclosure, and Non-Retaliation: Internal reporting mechanisms, mandatory disclosure to the government, non-retaliation policy, and investigation protocols;
- Compliance Program Infrastructure: Framework to ensure adherence to standards;
- Applicability to Subcontractors: Guidelines on how subcontractors should adhere to the code;
- Operational Annexes: Employee acknowledgment form, annual certification form; and
- Implementation Companion: implementation checklist and manager talking points.

If you would like to obtain the Government Contractors' Code of Business Ethics and Conduct template and implementation guidance, please contact the Ogletree Deakins attorney with whom you work for additional information.

The template Code of Business Ethics and Conduct covers only government contractor compliance obligations. It is not a general corporate compliance policy and does not address trade secret protection, insider trading, or SEC whistleblower matters. Ogletree Deakins can separately support these needs.