

# GREEN

# BOOK

## LIVING OUR CORE VALUES

THE BOOZ ALLEN HAMILTON CODE OF BUSINESS ETHICS AND CONDUCT



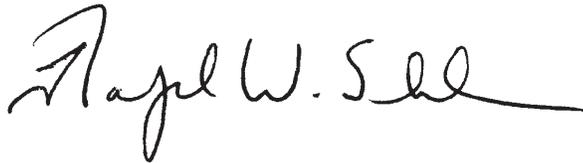
# LETTER FROM THE CHAIRMAN & CHIEF EXECUTIVE OFFICER

Dear Colleagues,

Booz Allen's Code of Business Ethics and Conduct, long known as the "Green Book" for the color of its cover, traces its origins to the 1930s when Carl Hamilton wrote the firm's first formal code of ethics. He codified the commitment to integrity and values that has characterized our firm since its founding and, in doing so, made Booz Allen Hamilton one of the first organizations in the United States to adopt a formal statement of its business ethics.

While the content of our Green Book has evolved over the years, reflecting new laws and regulations as well as technology developments, our Core Values—the fundamental precepts that define Booz Allen—are enduring. Carl Hamilton might be surprised by some of the topics we now cover, but he would be very familiar with how we approach them.

Each of us needs to understand and abide by Booz Allen's Code of Business Ethics and Conduct every day, in everything we do. That is the sacred trust we owe to our great firm and to each other.



Ralph W. Shrader  
Chairman & Chief Executive Officer  
April 2014



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—Ralph W. Shrader  
Chairman & Chief Executive Officer

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**ENTREPRENEURSHIP** **CORE VALUES**  
RESPECT CLIENT SERVICE  
FAIRNESS  
**INTEGRITY**  
TRUST  
PROFESSIONALISM  
EXCELLENCE **TEAMWORK**  
**DIVERSITY**

# INTRODUCTION: LIVING OUR CORE VALUES

Our Core Values are not simply statements of principle or aspirations for what we endeavor to achieve—they are bonds that connect us in everything we do.

They represent a commitment from Booz Allen and, indeed, each of us, to our clients, letting them know what they can expect when they receive our services. They also represent an understanding between the firm and its employees regarding the standards that we adhere to in conducting our business and working with each other. Finally, our Core Values bind our firm's past to our present and our future, representing the enduring character of Booz Allen and what makes it unique and distinctive as an organization.

Our Green Book translates our Core Values into action and connects them to our operating policies and procedures. It explains how we uphold our commitment to ethical business and adhere to both the letter and spirit of laws and regulations that apply to us.

Accordingly, while our Green Book is composed of many discrete items spanning a vast array of subjects, it should be viewed as a composite whole—not a collection of component parts. It does not address each rule applicable to our business or every difficult decision that each of us may have to make. Instead, it provides an understanding of how we as an organization think about these issues and, as important, information on the resources and support available to each of us when confronted with an ethical challenge at work.

## Core Values

### Professionalism

- Seeking and providing honest feedback
- Maintaining and increasing skills
- Considering organizational needs in your own development
- Sharing individual expertise and experience
- Supporting and mentoring others

### Fairness

- Being consistent in treatment of staff
- Distributing information equally as appropriate
- Using an inclusive work and decision process
- Adhering to the firm's standards
- Recognizing the merits of individuals

### Integrity

- Keeping commitments and promises
- Representing the truth
- Acting in the best interests of the client, firm, and team
- Adhering to the firm's ethics
- Accurately representing own competencies

### Respect

- Practicing patience and active listening
- Being sensitive to others' time
- Recognizing contributions of others
- Supporting work/life balance needs of self and others
- Treating others impartially and with dignity

### Trust

- Promoting open communications
- Setting the example through honesty, fairness, and consistency
- Keeping confidential information at appropriate levels
- Doing what is right
- Taking responsibility for actions and admitting mistakes

### Client Service

- Making client service a top priority
- Considering long- and short-term client needs
- Delivering on commitments to clients
- Taking responsibility for improving client service

### Diversity

- Valuing cultural and individual differences
- Furthering the firm's diversity programs
- Maintaining an inclusive work environment
- Recognizing and utilizing different perspectives

### Excellence

- Insisting on excellence in all things
- Making quality client service a top priority
- Striving for continuous improvement
- Providing timely and constructive performance feedback
- Recruiting and developing quality staff
- Contributing to developments in the field

### Entrepreneurship

- Accepting and rewarding risk-taking
- Encouraging creative thought and action
- Capitalizing on new opportunities
- Inspiring with a shared vision
- Taking on new responsibilities and skills

### Teamwork

- Building strong working relationships
- Maintaining a collaborative work climate
- Recognizing and celebrating success
- Supporting career mobility
- Rewarding appropriate team behavior

## *Working at Booz Allen Hamilton provides unparalleled professional opportunities for you to achieve your absolute best:*

- A values-based, inclusive culture that encourages independent thinking and continuous learning and individual initiative
- An opportunity to grow through meaningful work in diverse assignments
- Pride in a client-centric organization focused on results
- Resources that allow you to thrive at work, in your community, and at home
- Inspiration from collaborating with leaders and colleagues in the relentless pursuit of innovative solutions

## CHAPTER I: GETTING IT RIGHT

*A fundamental notion underlying ethical business is that while each of us acts individually, we do not act in isolation—each of our actions affects those around us and radiates into our future. This applies equally to our firm as a whole and to each of us individually.*

*All of us will confront ethical challenges; each of us must determine how to respond. At Booz Allen, you are expected to make those choices consistent with our Core Values. And, as a firm, we have many resources available to help you do so.*

*In this chapter, we provide an overview of our EthicsFirst program and how it enables you to lead in ethics at work. We also review each of our obligations to report suspected misconduct and cooperate with internal and external reviews and the consequences each of us faces if we do not adhere to our Core Values, this Code, firm policies, or applicable laws and regulations.*



***“With a military background and a husband on active duty, Booz Allen’s value system mirrors my own. My parents ingrained the golden rule in me to treat others as you want to be treated, so I have both a high standard and clear expectations for how I behave and what I expect of others. Most of my colleagues are the same way. That’s powerful, working with so many people so willing to not only do the right thing, but go the extra mile along the way. As a firm, we are quick to own up and step up.”***

***—Angela Cole  
VIP Award Winner 2012 (San Diego, CA)***

# PROFESSIONALISM

## 1. OUR ETHICS PROGRAM

### **The Audit Committee of the Board of Directors and Firm Leadership**

Under its charter, the Audit Committee has been delegated ultimate authority over the firm's ethics and compliance program. In this role, the Audit Committee is responsible for ensuring that the firm maintains the highest ethical standards and acts with integrity at all times. The firm's Chief Executive Officer and executive management are responsible for ensuring that the firm has a strong ethical culture, reflects its Core Values in its operations, and has an effective ethics and compliance program. To assist with this, the firm has established an Ethics and Compliance Committee (Ethics Committee) and appointed a Chief Ethics and Compliance Officer (Ethics Officer) supported by the Ethics and Business Integrity Office (Business Integrity Office).

We call our ethics and compliance program "EthicsFirst." The principal message of EthicsFirst is that to continue to succeed in business, we must always make ethics our first priority.

### **The Ethics and Compliance Committee**

The Ethics Committee provides executive leadership and oversight for the EthicsFirst program. As detailed in its charter, the committee sets the EthicsFirst program strategy and priorities, issues all compliance policies, provides oversight of all compliance functions, and ensures that appropriate incentives for ethical conduct exist in the firm. Because ethics is integral to our firm's business, the committee is composed of officers drawn principally from our client service organization.

### **The Ethics Officer and Business Integrity Office**

The Ethics Officer, who reports directly to the Chief Executive Officer and leads the firm's Ethics and Business Integrity Office, is responsible for implementing the EthicsFirst program. The Ethics Officer ensures that leaders and staff understand the firm's expectations regarding ethics and compliance, have adequate tools and training to enable them to adhere to such expectations, and can effectively and safely raise concerns without fear of retaliation or other negative consequences.

**The Ethics Advisor Program** Ethics Advisors are high performing Senior Associates that have been selected by Group, Account, and Location leaders to take on a more formal, part-time role within our EthicsFirst program. Our Ethics Advisors are advocates of the EthicsFirst program; serve as frontline resources for employees to ask questions, raise concerns, or report suspected misconduct; and advise firm leadership and the Ethics Officer so that our program continues to meet the evolving needs of our business and employees. For more information on the program and a list of the Ethics Advisors, refer to the EthicsFirst site.

**All It Takes Is You** Although the Audit Committee, the Ethics Committee, and the Ethics Officer have authority over our ethics and compliance program, you are the "owner" of ethics at Booz Allen. The committees and management can prescribe policies and explain our expectations, but they cannot make us "ethical" as an organization. That must come from you each day, living our Core Values and reflecting them in your actions. Our EthicsFirst program is there to help you do just that.

## 2. ETHICS AT WORK

Booz Allen employees are expected to reflect the firm's Core Values and adhere to the letter and spirit of all applicable laws and regulations and the firm's policies and procedures. The firm provides employees with various resources and tools to effectively address ethical challenges.

**Leading in Ethics** Booz Allen's Core Values are the foundation of our business, and we regard ethical leadership as the foundation of good leadership. Both concepts are critical to growing our business and ensuring that we develop the highest quality professionals.

As further detailed in this Code, we hold ourselves to the highest standards and expect more of ourselves than the law might require. This is one of the many things that separate us from other firms.

As a Booz Allen employee, you are expected to demonstrate ethical leadership in how you deal with your clients; management, peers, and subordinates; subcontractors and suppliers; and members of the public.

Simply because something is lawful does not mean that it is right or would reflect positively on us, individually or as a firm. Indeed, upholding our commitment to ethical business means that we will voluntarily refuse to do something—even though it is allowed legally—if it is not consistent with our Core Values.

**Confronting Ethical Challenges** At some point in your career, you will face an ethical challenge or dilemma at work—some situation in which the right course of action is not entirely clear or something you are being asked to do just doesn't sit right with you, even if you cannot explain

precisely why. For example, you might think: “It’s only this once,” “I’m being too sensitive,” “This helps only the client—not me or the firm,” or, “All of our competitors are doing it.”

There is no instruction manual for these situations, but there are some questions that you should ask yourself before you act:

- Do I know all the rules? Especially in a highly regulated industry such as government contracting, rules can be complex and overlapping. Make sure that you understand the rules or inquire of the people who do before deciding how to act. You are not expected to know all of the answers—you are only expected to raise a question when something does not seem right.
- Am I the right person to make this decision or take this action? Each day, you have the ability to take actions potentially affecting thousands of other employees and their families. Your choices have consequences. So, before making a decision or taking action, you must ensure that you are indeed the right person to do so.
- Even though I might mean well, how would this look to someone who doesn’t know me, to my children, or in the newspaper?

Often, the wrong thing is done for the right reasons. Regardless of the pressures that you are facing, a bad decision cannot be undone. Take or make time to examine the situation objectively; if you cannot, contact one of our resources who can help you do so.

- Why am I afraid of contacting someone about my concerns? When ethical issues arise, especially those involving the conduct of others, reaching out can be difficult. You might wonder what would happen if you were wrong or how your choice might affect the other person involved. Think about how you would feel if you were right and did nothing.

**Booz Allen Supports You** Although ethical dilemmas might surprise you like a pop quiz, they are never closed-book exams. Many tools are available to you to help you reach a decision that you can not only live with but also take pride in. Remember that we encourage you to ask questions and raise concerns, and our [Non-Retaliation Policy](#) protects you when you do so.

Here are some steps that you can take:

- Review applicable firm policies and guidance, all of which are available in our [Policy Library](#).
- Discuss the matter with your career or job manager or more senior leadership in your Group. You will be surprised how many of them have encountered similar issues in their careers.
- Contact any of the following resources:
  - An Ethics Advisor
  - The Ethics and Business Integrity Office (ethics@bah.com)
  - The appropriate Business Partner or Corporate Core resource, for example:
    - HR Business Partner or Employee Relations (GO\_PS\_Employee\_Relations@bah.com)
    - Computer Incident Response Team (CIRT) (cirt@bah.com or 703-984-1933) for observed or suspected information security incidents
    - Security Services (security\_services@bah.com) for security or safety concerns

## Q&A

**Q:** What should I do if my job manager is asking our team to do something that does not violate the laws or our policies, but I do not think it is ethically correct?

**A:** You should constructively discuss the issue with your manager. Don’t be confrontational or assume that your manager knows everything that you do—or that you know everything that he or she does. Understand

that where no violation of law or policy is involved, you may need to agree to disagree and comply with duly-given instructions. If you are the manager in this situation, consider the employee’s concerns with an open mind and, depending on the situation, respond to the employee, take the matter under further consideration, or raise the concerns to your leadership. As appropriate, explain the final decision to the employee.

- Regulatory Compliance (regulatory\_compliance@bah.com) for time reporting matters
- A member of the Law Department
- Chief Ethics and Compliance Officer
- EthicsFirst Line at 800-501-8755 (US) or international, +1-888-475-0009, or <https://boozallen.alertline.com>

**EthicsFirst Line** Our EthicsFirst Line provides a central means for seeking guidance, raising concerns, and making reports about ethics and compliance matters. You can access the EthicsFirst Line via phone at 800-501-8755 (United States)/+1-888-475-0009 (international), or via our secure Internet portal at <https://boozallen.alertline.com>. When you contact the EthicsFirst Line, you can expect to—

- Be treated respectfully and fairly
- Have your identity kept confidential to the greatest extent possible and to be given the option of making an anonymous report if you so choose (phones to the EthicsFirst Line do not have Caller ID)
- Have an appropriate group within the firm answer your question or review and/or investigate your concern
- Receive appropriate follow-up on the resolution of the matter, understanding that because of confidentiality considerations, certain matters may not be disclosed to you.



***“The Core Values are instilled into your head on the first day. Where they came alive to me though, was when I first went on client site. There’s not only a clear difference in how Booz Allen employees act, it’s how we are perceived. Clients see us as the fair and honest broker supporting the client mission. They respect us. They count on us. That was my first experience seeing values in action.”***

—Janie Robinson  
VIP Award Winner 2012 (McLean, VA)

## Q&A

**Q: What does it mean when we say that there are no “negative consequences” for raising issues or reporting misconduct?**

**A:** It means that we do not tolerate retaliation in any form. Retaliation includes actions such as termination of employment, denial of promotion, or negative performance assessments resulting from raising an issue or making a report. It also includes other things like denying favorable assignments or educational opportunities, being excluded from meetings, or giving someone the “cold shoulder.” All forms of retaliation are prohibited by our Non-Retaliation Policy.

### 3. NON-RETALIATION

As further elaborated in the firm’s [Non-Retaliation Policy](#), Booz Allen does not retaliate or tolerate retaliation against any employee who raises a question or concern; reports suspected misconduct related to the firm’s business or the conduct of any of its directors, officers, employees, clients, suppliers, or subcontractors; or participates or cooperates in any investigation or oversight related to the firm’s business.

Our commitment to non-retaliation is a cornerstone of our EthicsFirst program. It assures you that in posing any question, raising any concern, reporting misconduct, or cooperating in any investigation, you will not suffer any negative consequences for doing so—period. Anyone who violates this policy is subject to disciplinary consequences, up to or including termination of employment.

In raising any question or concern, reporting misconduct or cooperating with any investigation, you must act in good faith. This does not mean that you need to be right, nor does it mean that your question or concern must have substantial facts to support it. It requires only that the information that you are providing not be fabricated or presented in an intentionally misleading manner.

In addition, as further detailed in the [Non-Retaliation Policy](#), the firm complies with all statutory and regulatory requirements related to reporting concerns about a US Government contract.

Key policies related to this Code section:

- [Non-Retaliation](#)

### 4. MANDATORY REPORTING OF VIOLATIONS

Whenever an employee observes or has good reason to suspect a violation of law or regulation, this Code, or any Booz Allen policy, the employee must report the matter. Booz Allen will investigate appropriately all reported matters.

#### Mandatory Reporting of Violations

Just as the firm protects you under its [Non-Retaliation Policy](#), you must act to protect the firm when you observe, or have a good reason to suspect, that someone is violating the law or regulations, our Green Book, or a firm policy. You do so by reporting the matter via any one of the following avenues:

- Your career or job manager or a more senior leader
- An Ethics Advisor
- The Ethics and Business Integrity Office ([ethics@bah.com](mailto:ethics@bah.com))
- The appropriate Business Partner or Corporate Core resource, for example:
  - HR Business Partner or Employee Relations ([GO\\_PS\\_Employee\\_Relations@bah.com](mailto:GO_PS_Employee_Relations@bah.com))
  - Computer Incident Response Team (CIRT) ([cirt@bah.com](mailto:cirt@bah.com) or 703-984-1933) for observed or suspected information security incidents
  - Security Services ([security\\_services@bah.com](mailto:security_services@bah.com)) for security or safety concerns
  - Regulatory Compliance ([regulatory\\_compliance@bah.com](mailto:regulatory_compliance@bah.com)) for time reporting matters

- A member of the Law Department
- Chief Ethics and Compliance Officer
- EthicsFirst Line at 800-501-8755 (US) or international, +1-888-475-0009), or <https://boozallen.alertline.com>

You should take care to not report a violation to someone that you believe is involved in the matter.

Managers to whom a potential violation is reported must report the matter to the appropriate compliance team in the firm, or an attorney in the Law Department.

Other than reporting the suspected violation, you should treat the matter as confidential and not discuss it with anyone unless instructed otherwise by the Law Department.

When a matter is reported, the firm will conduct an investigation. Except as specifically authorized by the Law Department, you may neither investigate independently nor resolve any alleged misconduct or violation of firm policy. If you report a matter, you will be provided appropriate information regarding its final resolution, respecting confidentiality and legal constraints that may limit what you receive.

**Contacting the Audit Committee of the Board of Directors** If you have concerns about the accuracy of Booz Allen’s financial reports or its financial reporting processes or internal controls, in addition to the above points of contact, you may direct your concerns to the Chairman of the Audit Committee of the Board of Directors by writing to:

Chairman of the Audit Committee of the Board of Directors  
c/o Corporate Secretary  
Booz Allen Hamilton, Inc.  
8283 Greensboro Drive  
McLean, VA 22102

Any correspondence to the Audit Committee Chairman will be delivered to him or her unopened. Any matter reported to the Audit Committee will be investigated fully and addressed as appropriate.

**Confidential Treatment** In reporting any matter, you can expect that your identity will be kept confidential to the greatest extent possible under the circumstances. As further discussed in [Section I.2–Ethics at Work](#), you have the option of reporting misconduct anonymously via the EthicsFirst Line.

Key policies related to this Code section:

- [Mandatory Reporting and Disclosure](#)

## 5. COOPERATION WITH INTERNAL INVESTIGATIONS AND GOVERNMENT OVERSIGHT

Booz Allen employees must be truthful and cooperate with internal investigations and government oversight related to the firm’s business. They must preserve all documents, data, and other materials related to any matter subject to investigation, audit, or review, but, consistent with this section, may not disclose or provide such items to any government agency or other third party without first coordinating with the Law Department. Employees must contact the Law Department if the Government or a third party investigator (other than a Defense Contract Audit Agency [DCAA] auditor performing a floorcheck) contacts them regarding the firm’s business activities or if they receive a subpoena or search warrant relating to Booz Allen or requesting materials owned or possessed by the firm.

**Cooperating With Internal Investigations** You must cooperate fully with any internal investigation that the firm conducts. This means that you must be accurate and truthful in providing complete responses and all relevant

### Q&A

**Q:** I was just visited outside my home by an investigator from an inspector general’s office asking me to meet with her tomorrow morning and provide her copies of all my internal e-mails regarding my current project. She left me a letter stating that I need to comply with her request and told me not to discuss it with the client. What should I do?

**A:** Booz Allen fully cooperates with all investigations and we expect each employee to cooperate with them as well. You are encouraged to contact the Law Department prior to speaking to the investigator so

that our cooperation is provided in a coordinated manner, and to ensure you understand your obligations and the firm’s rights in US Government investigations. Because your e-mails are the firm’s property, you may not provide the investigator any documents or other materials unless authorized by the Law Department; you should direct the investigator to contact the Law Department if she would like to obtain copies of these materials. When you learn of any investigation or inquiry related to a project, you must retain all information and materials (electronic, paper, or otherwise) you have that are in any way related to it.

information in response to inquiries, even if doing so means revealing violations of rules by yourself or others.

If you have violated rules, admitting wrongdoing and cooperating in resolving misconduct will be considered favorably in determining an appropriate disciplinary action. On the other hand, if you are not forthright in an investigation, you will be subject to heightened disciplinary action or consequences attributed solely to your refusal to cooperate.

### **Cooperating With Government**

**Oversight** Government oversight can take many forms (e.g., audits, floor checks, investigations). As part of the oversight process, the Government may use various techniques to obtain information from us (e.g., subpoenas, search warrants, interviews, informal requests for information). Booz Allen and each employee must be cooperative, truthful, forthright, and as accurate as possible in responding to such oversight.

To facilitate cooperation and ensure that the firm's rights are respected in the oversight process, we have designated expert resources such as the Investigations Unit in the Law Department, Regulatory Compliance, and Security Services. You should contact one of these resources if you have questions about the oversight process. For example, audits are a regular facet of our business, and the Regulatory Compliance team can assist if you are asked to participate in an audit. During a DCAA floor check, you may provide the auditor a paper copy of your time report, task authorization, and our [Time Reporting Policy](#) if requested.

### **Retaining Documents and Materials**

Even when you do not receive a formal records-hold notice, if you learn that a matter is under investigation, audit, or review internally or by the Government or a third party, you must retain all information, including all related paper and electronic files and documents. Before destroying or deleting any such items, contact either the group conducting the investigation or the Law Department to verify that the matter is closed, and ascertain whether you may dispose of such records.

### **External Disclosure Obligations**

We comply with all applicable legal and regulatory disclosure and cooperation obligations that apply to our business. Reflecting our Core Values, where we determine illegal conduct related to our business has occurred, we voluntarily disclose it to the appropriate authorities unless disclosure is prohibited by applicable law.

To the extent required by applicable law, we regularly file certain reports with and make submissions to the Securities and Exchange Commission and the New York Stock Exchange to disclose material events affecting our business. These reports must comply with all applicable requirements and may not contain material misstatements or omit material facts. All employees who are involved in preparing these reports will ensure that such reports are full, fair, timely, accurate, understandable, and meet all legal requirements. The firm's Disclosure Committee, in consultation with the Law Department, determines whether to make such a report.

In accordance with the Federal Acquisition Regulation (FAR) Mandatory Disclosure Rule, we properly disclose and provide full cooperation to the US Government where we determine there is credible evidence of a violation of federal criminal law involving fraud, conflicts of interest, bribery, or gratuity violations; violations of the False Claims Act; or a significant overpayment under a federal contract. The Law Department coordinates all determinations of credible evidence and cooperation with the US Government. You may not disclose on behalf of Booz Allen under the Mandatory Disclosure Rule without Law Department approval.

In addition, in coordination with the Law Department, the firm complies with required disclosure obligations arising under the US Anti-Kickback Act, anti-boycott and human trafficking statutes, laws and regulations related to facility and personal security clearances, and tax laws, among others. It also notifies US Government clients when the firm receives competition-related information that it should not have received.

Key policies related to this Code section:

- [Floor Checks, Audits, and Investigations](#)

## 6. DISCIPLINARY ACTION PRINCIPLES

This Code applies to all employees, officers, directors, agents, and others acting on Booz Allen's behalf. Any employee who violates this Code, firm policy, or laws or regulations applicable to the firm's business operations or engages in personal misconduct that reflects negatively on the firm is subject to disciplinary action, up to and including termination of employment. Any waiver of this Code for directors or executive officers may be approved by the Board of Directors only or its duly authorized committee and shall be disclosed promptly to the firm's shareholders. Any waiver of this Code or firm policies for other employees must be approved in accordance with firm policy and documented in writing.

**Determining Appropriate Disciplinary Action** The firm's Disciplinary Action Committee (or a firm team-delegated authority pursuant to the Disciplinary Action Committee's charter) determines disciplinary action for ethics and compliance violations, as defined in firm policy, at its sole discretion based on the specific circumstances involved in the matter.

In determining the disciplinary action in a particular situation, the Disciplinary Action Committee considers all relevant factors, including, but not limited to:

- The nature/severity of the ethics and compliance violation
- The impact on the firm (e.g., the risk or potential risk created)
- Harm (actual or perceived) caused to a client or its reputation
- The impact to others
- The employee's knowledge or intent
- The employee's seniority, because more senior-level employees are expected to model behavior and have a greater understanding of acceptable business practices
- Any prior misconduct by the employee
- The employee's conduct and cooperation related to the investigation

Unless they form the basis for the disciplinary action, the following factors are NOT considered in determining what disciplinary action will be imposed:

- Work performance
- Current or proposed project role
- Ability to develop business for the firm
- Personal relationships with management
- Client relationships

## CHAPTER II: COMPETING FOR WORK AND SERVING OUR CLIENTS

*At Booz Allen, we understand that it is not just what we do but how we do it that matters. Nowhere is this more important than in how we compete for work and serve our clients. By competing fairly and performing in strict adherence to our standards and Core Values, we remind our clients why they chose us to be their most trusted advisor.*

### 1. COMPETING FOR WORK

Booz Allen competes vigorously for work in a manner that reflects its Core Values, advances the firm's long-term interests, and models how we would want to be treated if we were the client or a competitor. Booz Allen employees must have functional knowledge of, and scrupulously adhere to, laws and regulations that apply when we compete in the marketplace, including the

Procurement Integrity Act and antitrust statutes. Employees and others acting on behalf of the firm may not use non-public information obtained during employment elsewhere in competing for work on behalf of the firm unless authorized to do so by the owner of the information.

**Representing Ourselves and Others Truthfully and Professionally** Every statement that we make to a client or prospective client to win work

should be treated as a commitment, because, in their eyes, it is. This means that when contingencies or assumptions are essential to our ability to perform work, meet a schedule, or deliver for a particular price, we clearly and accurately communicate those contingencies or assumptions.

We ensure that all documentation and other information submitted to a client in proposing work is current, complete, and accurate. For contracts covered by the Truth in Negotiation



*“Integrity is essential to the concept of ethics and crystallizes how the Core Values both define and ground us as a firm. Clearly, we know better than most how important it is to exemplify the firm’s value system. There can be no wavering on this point. As our own experience has shown, our constant commitment to integrity, teamwork, and excellence will be the foundation of our resolve and guide us through even the most challenging circumstances.”*

—Tony Zertuche (San Antonio, TX)

INTEGRITY

**Q: A new employee just joined our team. He previously worked for the incumbent on a project that will be up for recompute soon. Before we decide whether to pursue it, we want to ensure we would be price-competitive. Can I ask him general questions about their project costing methodology as long as I do not get into “hard facts”?**

**A:** Unless the costing methodology is publicly available, you cannot. Even at a summary level, this would be proprietary information that could give us an unfair advantage and may violate the new employee’s duties to his prior employer.

Act, we verify that covered information remains so at the time of final agreement on a contract price.

We win work based on, among other things, our qualifications and past performance. We neither make statements nor engage in activities that unfairly or untruthfully portray our competitors. Statements about competitors that are intended to improve our competitive position must be based on demonstrable facts.

#### Engaging in Competitive Intelligence

**Gathering** We do not gather any proprietary information about our competitors for competitive purposes that is not in the public domain or otherwise available publicly. You may not seek to obtain such information for such purposes either on your own or by acting through a third party.

When we team on an opportunity or engage a competitor as a subcontractor, we often receive proprietary or other sensitive information under contractual confidentiality restrictions that limit how that information may be used. When this is the case, you must use the information only for the purposes allowed by the contract and no others.

Similarly, as a result of prior employment elsewhere, you or other employees might possess a company’s or client’s proprietary information. You may neither disclose that information to other employees

nor use it in conducting the firm’s business unless the information has since become available publicly. This rule applies regardless of whether or not you signed a non-disclosure agreement (NDA) with your former employer. You also may not ask other employees for proprietary information obtained from their prior employers.

If you improperly receive a company’s or client’s proprietary information (even inadvertently), you must retain it with any e-mail or other means used to transmit it, not provide it to anyone else, and immediately contact the Law Department or EthicsFirst Line for direction.

#### Prohibition on Paying Contingent Fees

We must avoid situations in which a third party may be tempted to do something on our behalf that we would not endorse. Consequently, we do not pay fees or commissions to agents or other non-employees to secure client referrals or assignments or enter into other arrangements in which we make payments contingent on the firm’s winning work.

#### Prohibition on Lobbying for Award of Contracts

[Section VIII.3–Lobbying](#) addresses our rules regarding lobbying activities. As further described in that section, we do not hire or engage lobbyists and strictly restrict lobbying activities by employees.

**Q: I am on several client e-mail distribution lists related to my work there. This morning, I got an e-mail that was inadvertently sent to the wrong list. The e-mail said its attachments contained the technical evaluations for a project (unrelated to my work) for which Booz Allen is competing. I did not open the attachments. Can I just delete the e-mail and let the sender know that I received it in error but did not open the attachments?**

**A:** No. You must preserve the e-mail, not open the attachments, and contact the Law Department or EthicsFirst Line right away. This way we can document how we addressed the matter to minimize risk to the firm and the client.

**Complying With the Procurement Integrity Act (PIA)** The PIA is a federal statute meant to ensure fair competition for US Government contracts. It does so by regulating (1) employment discussions with certain government employees, (2) the hiring of certain officials by prime contractors,<sup>1</sup> and (3) the handling of “source selection information” and “contractor bid or proposal information.”

You must carefully review information that you receive to ensure compliance with PIA information-related provisions.

Source selection information is related to the US Government’s evaluation of proposals (e.g., contractor selection plans, technical or cost evaluations, competitive range determinations, proposal rankings, and selection board reports). Contractor bid or proposal information is non-public information that an offeror provides, such as cost or pricing data, technical information, or other proprietary data. Information that falls into one of these categories may or may not be marked as such.

You must not solicit either of these types of information. Just as with improperly received competitor proprietary information, if you receive it, you must retain it along with any e-mail or other means used to transmit it, not provide it to anyone else, and immediately contact the Law Department for direction.

The only exception to this rule is when you are required by contract to receive PIA-covered data in connection with rendering procurement advice. If you are

1 Our Post-Government Employment Policy protects against violations of the employment-related provisions of the PIA. See [Section VI.5–Post-Government Employment](#).

performing such an engagement, you must safeguard the PIA-covered information, use it for only your assignment, and not disclose it to other employees.

The PIA does not apply to competing for non-US Government contracts. When competing for such work, you are expected to adhere and comply with the terms and conditions included in any applicable request for proposal or any agreement executed by the firm in connection with the competition.

### **Complying With Antitrust Laws**

Antitrust laws prohibit Booz Allen from entering into agreements or other arrangements to eliminate competition or restrain trade. Other than teaming agreements and subcontracts negotiated and executed in accordance with the firm’s policies, such as the [Contract Review and Approval Policy](#), you may not enter into any formal or informal arrangement with a competitor under which either the firm or its competitor agrees to not pursue a business opportunity. We do not enter into teaming agreements to take a potential competitor “off the street”; rather, we do so only to complement our capabilities. Under no circumstances may you enter into any arrangement or understanding with a competitor involving price-fixing, client term-setting, bid-rigging, bid-rotating, or market-dividing.

### **Respecting Organizational Conflict of Interest and Non-Disclosure Commitments**

For certain client engagements, we enter into an organizational conflict of interest (OCI) mitigation plan that may include firewalls or other protections so that our performance of the engagement does not threaten the firm’s eligibility to compete for future work. Similarly, certain clients require that each employee working on an engagement execute a personal NDA that restricts their future business activities.

([Section VI.1–Organizational Conflicts of Interest](#) discusses OCI mitigation plans and NDAs in further detail.)

When you work on a project that includes a mitigation plan or you sign an NDA, you must review and strictly adhere to any restrictions. This might mean that you are restricted from certain project pursuit and capture activities to preserve the firm’s eligibility to participate.

Key policies related to this Code section:

- [Organizational Conflicts of Interest](#)
- [Procurement Integrity Act Compliance](#)

## **2. ACCEPTING ENGAGEMENTS**

In accepting work, Booz Allen carefully weighs all pertinent risks and rewards to act in the best interests of the firm and its clients, shareholders, and employees. Only those officers and employees who have been officially delegated authority to bind Booz Allen and execute contractual documents may accept work for the firm. Prior to signing a proposal or contract on behalf of the firm, all reviews and approvals required by the firm’s [Risk Matrix](#) must be obtained. Written documentation of compliance with the [Risk Matrix](#) is mandatory.

### **Weighing Engagement Risks**

Whenever you are involved in helping the firm obtain work, you also must help it evaluate associated risks. In deciding whether to accept work, we take into account all relevant information—for example, personnel safety, profitability, type of work involved, strategic impact of assignment, legal and regulatory constraints, contractual terms and conditions, potential financial exposure and risk, reputational impact of the work, potential conflicts of interest, and other ethical considerations. You must candidly

provide our leadership with all relevant information so that the firm can make an informed decision.

We conduct business with only reputable organizations that behave ethically and legally. We base decisions to perform services in particular countries primarily on business rather than political considerations while taking into account social and other non-business factors.

We do not accept work from the US Government that would require us to perform an inherently governmental function or that is otherwise not appropriately performed by the firm. We accept only assignments that we are qualified to undertake and that can be conducted under conditions that do not impair our objectivity, independence, and integrity.

#### **Accepting a Subcontracting Role**

Working as a subcontractor requires the same due diligence as working for the ultimate client. You must weigh the risks and rewards, obtain the same approvals, and impose the same quality standards as we impose when we are the prime contractor. We serve as a subcontractor only in situations in which we maintain control over the content and presentation of our services, deliverables, findings, and recommendations. We accept work only with prime contractors that share our commitment to business ethics and integrity.

#### **Contractually Binding Our Firm and Risk Matrix Compliance**

The authority to accept work is limited to employees who are designated as final approvers and signatories on the firm's [Risk Matrix](#) and [Signature Matrix](#). You may not sign a client proposal or contract on the firm's behalf unless authorized to do so by these documents.



***“When I joined the firm, I was looking for stability. I found so much more. On day one, it was clear Booz Allen respects its people and sets the highest standards. With a Marine for my father, I realized I was ‘home’ quickly. Now, 13 years later, it’s these same standards that keep me here.”***

***“Saying all the Core Values mean so much sounds like an easy answer. The fact is, the Core Values are my way of life at work, at home, and beyond. My work in the community is testament that many, many people in Huntsville see us this way too. It’s why we have such a great reputation here.”***

*—Jennifer Ickes*

*VIP Award Winner 2012 (Huntsville, AL)*

RESPECT

The [Risk Matrix](#) specifies approvals that must be obtained based on contract, compliance, employee safety, business, and other risk factors. All approvals required by the [Risk Matrix](#) must be obtained and appropriately documented within the proposal or contract file before, as applicable, submitting a proposal or executing a contract.

Key policies related to this Code section:

- [Contract Review and Approval](#)
- [Risk Matrix](#)
- [Signature Matrix](#)
- [Contingent Payment Policy](#)

### 3. PERFORMING CLIENT ENGAGEMENTS

Booz Allen delivers services with honesty and diligence, striving to meet the highest quality work standards. In performing work, employees must adhere to workplace rules, protect firm and client assets, maintain confidentiality of protected information, and represent the firm's Core Values. Employees must also accurately document work activities and not perform out-of-scope work without proper contract modification.

**Meeting Our Standards of Quality** The quality of the services that we deliver to our clients is our hallmark. We strive to provide the highest possible quality of service to all clients under

all engagements. We deliver services in accordance with applicable laws, rules, regulations, and engagement terms. We conduct all required quality assurance procedures completely and are truthful when certifying compliance with specifications and testing requirements. If you have any questions or concerns about work quality or the legal or contractual requirements of an engagement, you must seek appropriate guidance within the firm.

**Delivering With Integrity and Objectivity** We serve our clients with integrity and objectivity, making every effort to ensure that our services and counsel impartially consider all relevant facts and responsible opinions. Under no circumstances may you obscure, distort, or omit pertinent findings or unwelcome recommendations. Unless required by our client contract, we do not perform assessments or reviews of client personnel, facilities, vendors, or other contractors.

We endeavor to complete all client assignments expeditiously, consistent with our high professional standards. Providing impartial services to our clients always takes priority over any interests in securing new business from them. We notify our clients if conditions develop that would impair our ability to perform our services properly, and, if appropriate and allowed, we withdraw from assignments on which we can no longer perform services consistent

with our standards. As further discussed in [Chapter III—Time and Expense Reporting](#), we report all time devoted to an engagement and all reimbursable expenses associated with it accurately and timely in accordance with the firm's [Time Reporting](#) and [Travel and Expense Reimbursement](#) policies.

**Working at Client Sites** Any work that we perform at a client site must be performed with the same care and commitment to quality as work performed at a firm facility and with an understanding that all conduct at that location reflects on all of us. If you work at a client site, you must comply with client rules regarding personal conduct, use of equipment, and facility security that have been provided to you.

**Use of Government-Furnished Resources** When working at a US Government client site, you will likely receive resources from the client to perform your work. This may include physical assets such as a computer or other equipment and intangible assets such as software and network access. In addition to legal and firm policy requirements, you must comply with any "terms of use," license agreement, or other terms and conditions applicable to the use of such assets. Remember that such terms may be included in our engagement agreement with the client, a written document that you individually sign, "click-to-agree" terms, posted client policies, or

#### Q&A

**Q:** My current project involves helping develop our client's organizational strategy. I gave a draft report to my client's technical lead that recommends a change in strategic direction that includes substantially reducing the size of his group's staff. This aligns with established best practices. He responded that I needed to redo the report to reach a different conclusion that preserves his team. How do I address this?

**A:** You should advise your job manager of the technical lead's comments so that he or she can review them and, if needed, properly engage the client or instruct you how to do so. While we always consider our clients' representatives input, our final recommendations must reflect our impartial evaluation. Our clients hire us because we have the ability to constructively help them make hard, but necessary, choices.

## Q&A

**Q: I completed my final deliverable in less than the number of hours allocated under our task order. My client sent me an e-mail telling me to use the remaining time to complete an additional report. Can I do so?**

**A:** You may not do so until you have received authorization from your Booz Allen job manager. Completing the additional report may require a contract modification. Also, your manager needs to approve any changes to your work activities.

other materials. Unless authorized by such terms, you must inquire before using government resources for activities other than performing an engagement for the client such as proposal development or similar uses; you should seek such guidance from your job or project manager who can then address the contemplated use with the client if appropriate.

You must be attuned to special ethical considerations and challenges that might arise when working at a client location, especially on an extended basis. These considerations and challenges include having access to information that might give the firm an unfair competitive advantage, circumstances involving giving or receiving gifts with client staff, and situations in which you might be tempted to lose your objectivity in delivering your work and adopt the client's personnel's positions as your own.

**Accepting Direction From Client Personnel** Although, where

appropriate for an assignment, you may take reasonable direction from authorized client personnel, you must ensure that your job manager is informed about your current work activities. You must notify your job manager and obtain his or her approval to proceed if client personnel provide you direction that adds new services or deliverables, substantially modifies current services or deliverables, or changes our performance schedule. Note that client representatives and contracting officers can neither waive nor modify any of the firm's policies (e.g., [Time Reporting](#) or [Travel and Expense Reimbursement Policy](#)) or your obligation to comply with this Code.

**Attributing Work** Engagements are undertaken and performed on the firm's behalf. You may not take personal credit for services or work products because the value of our services results from the combined efforts of the entire firm.

Key policies related to this Code section:

- [Procurement Policy](#)
- [Management Work Authorizations](#)

## 4. CONDUCTING BUSINESS INTERNATIONALLY

Whenever the firm conducts business internationally (including with non-US persons located in the United States), all involved employees must exercise special care to understand and adhere to both applicable US and non-US legal requirements. Booz Allen expects each employee to understand where an export can occur in a business transaction and plan for such situations in advance. Booz Allen employees must comply strictly with anti-corruption laws that govern our

operations in countries where we conduct business, including the US Foreign Corrupt Practices Act (FCPA) and similar anti-bribery laws and conventions of other countries.

### Trade Compliance

**Understanding the Rules** International business transactions may be subject to both US and non-US laws that often overlap and, in some instances, conflict (e.g., laws relating to boycotts). In addition to obtaining all approvals required by the [Risk Matrix](#) prior to engaging in business internationally, you should seek guidance from the Law Department to ensure that you understand special restrictions and requirements that may apply to your work.

**Exports** Under US laws, the concept of an export is very broad and includes situations in which an item, data, or technology is transferred to a non-US location or person physically (even one located in the United States), electronically, or even verbally or visually. Export laws also may apply to situations in which a US product, technology, or software is re-exported from one non-US country or person to another, or where US content is blended with non-US content.

An export may occur without a person or item ever leaving the United States. If a non-US person, even a fellow Booz Allen employee, receives controlled technology, data, or information without a license, an export may have occurred. Before an export occurs, the firm must determine whether a license must be obtained under applicable export control rules. Export control rules are complex and fact-specific. To ascertain whether a transaction is subject to licensing requirements, you must consult with the Export Management Office within the Law Department.

## Q&A

**Q: We are about to sign a contract with the US Government to help track disease trends in a developing country. The contract will mandate that we establish a local office with its own network running a specialized type of epidemiology software developed by a California university. Because the Government has mandated using this technology, do we need an export license?**

**A:** You may need a license. The fact that the export is mandated by a contract with the US Government does not eliminate our obligation to obtain a license. Contact the Export Management Office before signing the contract to determine whether we require a license. When a license is required, we must budget time to obtain it in our contractual delivery schedule.

You are responsible for understanding where and to whom technology and information are being sent before sending it. Each of us must also understand when a client engagement, subcontract, or other business arrangement may involve sending items overseas or to a non-US person.

When an export may be involved, seek guidance from the Export Management Office beforehand and budget sufficient time into any commitments to enable the firm to evaluate the situation and obtain any needed licenses. You may not make any export until all required licenses are obtained, even if a US Government client instructs you to do so. Failing to obtain a required license could have severe consequences for the firm and individuals involved.

**The US Foreign Corrupt Practices Act (FCPA)** The FCPA and other anti-bribery laws and regulations prohibit payments of money or giving any gifts or other items of value, directly or indirectly, to any non-US Government officials to obtain or retain business or to secure any improper business advantage. Specifically, it prohibits you, directly or through a third-party intermediary, from giving, offering, or promising anything of value to non-US Government officials—defined very broadly—or political parties, officials, or candidates for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. No business courtesy may be provided directly or indirectly unless it is (1) permissible under applicable US and local laws, and (2) compliant with all firm policies (which may require advance approval).

Improper payments by third parties, such as teaming partners, subcontractors, vendors, and independent consultants, acting on our behalf are prohibited. Before we engage a third party for an international engagement, we must conduct appropriate due diligence.

Key policies related to this Code section:

- [Anti-Corruption](#)
- [Export Control](#)
- [Technology Control Plan](#)
- [Trade \(Import and Export\)](#)

# CHAPTER III: TIME AND EXPENSE REPORTING

*Every workday, each of us has the opportunity to tangibly demonstrate our commitment to our Core Values. We do so by responsibly recording time devoted to work activities and incurring and reporting reimbursable expenses. To our clients, our time and expense reporting is not merely a reflection of what they pay us for our services—it is a reflection of the trustworthiness of our firm and each of us individually.*

## 1. TIME REPORTING

Accurate time reporting is not simply a business requirement; it is a matter of integrity. Every Booz Allen employee must record accurately, completely, and in a timely manner his or her work activities and leave in conformance with the firm's [Time Reporting Policy](#). Managers must authorize work performed and approve time reports as required by the policy.

**Understanding Our Time Reporting Policy** Each of us is expected to have a working knowledge of our [Time Reporting Policy](#) and apply it to our daily work activities. As further detailed in the policy, you must maintain in your work location, at all times, electronic access to (or a hard copy of) (1) the policy itself, (2) all task authorizations issued to you for work performed during the current time reporting period, and (3) your current time report. Each year, each of us must take and successfully complete our Time Reporting Certification exam.

**Recording and Submitting Time Reports** Subject to very limited exceptions specified in the [Time Reporting Policy](#), you must personally document daily all time devoted to work activities and reportable absences in the firm's Time Online (TOL) system and submit time reports semi-monthly for approval. For each work activity entry, provide the applicable charge number, work location, whether the location constituted a "telework" location, amount of time devoted to the activity, and any other information that TOL requires.

**Accuracy and Completeness Are Paramount** Overreporting, underreporting, or misstating time or other entries on a report—even time devoted to non-billable activities such as marketing, proposal, or administrative work—may result in mischarging labor costs to clients. Although timely report submission is important, it is more important that you correctly enter all required information.

If you have doubts about how to correctly report, seek guidance. Our [Time Reporting Policy](#) provides you with numerous helpful resources and a means for temporarily recording time while guidance is being obtained. If you identify an error in a previous entry, you must correct it immediately.

In submitting a time report, you are certifying that all entries are complete, accurate, and conform to the [Time Reporting Policy](#).

**Authorizing Work, Educating Staff, and Approving Time Reports** If you are a manager, you must appropriately authorize work, educate staff about their time reporting responsibilities, and exercise appropriate diligence and scrutiny in approving time reports. All work activities other than administrative work for your own Responsibility Center must be authorized in advance via a written task authorization containing the information that our [Time Reporting Policy](#) requires. In addition to

**Q:** I'm a senior consultant, and I spent an hour reading a technology journal article over the weekend that gave me a great idea for how Booz Allen could move forward in our market by reaching out to a broader client community. While I was home, I spent 3 hours putting together a deck for my manager to share my idea. What do I put on my timesheet?

**A:** Nothing because your time spent creating the deck was not a "work activity" as defined in our [Time Reporting Policy](#). While we appreciate the creativity

and commitment of our staff, it is the manager's responsibility to make work assignments.

If you are unclear whether preparing this deck was within the scope of your assigned duties, you should discuss this with your career manager before you start work. Other resources that can help clarify what activities are work activities include the Regulatory Compliance team or the Law Department.

Q&A



***“It’s important to me to come through for my clients and my team every day. I want to be trusted. And I want to count on the people around me. The Core Values are a framework that brings out the best in all of us. I see the Core Values alive throughout the firm. It’s very evident in client meetings where Booz Allen people acknowledge each other and help each other out, whether we’re on that task or not. It’s the common connection and trust we have that drive us to do uncommon things for each other and our client.”***

—Leo Martinez

VIP Award Winner 2012 (San Diego, CA)

TRUST

providing a written authorization, you must give appropriate guidance to staff, especially when they are confronting a new time reporting situation. You also must maintain an “open door” to answer any questions that might arise or direct them to the authoritative firm resource.

In reviewing time reports, you must act reasonably under the circumstances to verify that the information on the time report is complete and accurate. This effort includes being cognizant of situations affecting an employee that could tempt him or her to misreport time (underreporting or overreporting) and looking out for red flags. If you have any open questions or doubts at the time report approval deadline, you must reject the time report. If you believe that an employee might be mischarging time or otherwise violating our [Time Reporting Policy](#), you must report the matter in accordance with the policy. You are not authorized to investigate or resolve the issue on your own.

By approving a time report, you are certifying to the firm that to the best of your knowledge and belief, based on reasonable inquiry under the circumstances, entries are accurate and in compliance with our [Time Reporting Policy](#).

**Consequences for Policy Violations** If you suspect that another employee is violating our [Time Reporting Policy](#), you must report your concern as described in [Section I.4–Mandatory Reporting of Violations](#). Anyone who violates our [Time Reporting Policy](#) or instructs others to do so is subject to disciplinary action, up to and including termination of employment, and may be subject to further criminal or civil legal action. Where time mischarging is identified, the firm also corrects affected client invoices and makes all disclosures as required by applicable laws, regulations, and contract terms.

Key policies related to this Code section:

- [Time Reporting](#)
- [Dual Time Sheet Reporting](#)

## 2. EXPENSE REIMBURSEMENT AND REPORTING

Booz Allen maintains a comprehensive suite of policies that specify how employees must purchase goods and services (including travel) for business purposes, which business expenses incurred by employees are reimbursable by the firm, and how such expenses are approved for reimbursement. Each employee must strictly adhere to all firm policies regarding incurring and reimbursing expenses. In no case may an employee use or manipulate the expense reimbursement system for personal benefit or gain.

**Reimbursable Expenses** Subject to restrictions and limitations in the firm’s expense reimbursement policies, you may be reimbursed for actual, reasonable, and necessary expenses incurred for business purposes if the expenses have been approved in advance by the required level of management. Even where authorized, in incurring an expense, you should exercise professional judgment and be mindful of how the type and amount of the expense may appear to a client, an auditor, a manager, a peer, or a subordinate. Where we have entered into a preferred vendor or sourcing arrangement, you must use it unless properly authorized to do otherwise.

**Submitting and Approving Expense Reports** Submit expense reports promptly after incurring expenses and always within the time specified in firm policies. This allows expenses to be allocated and billed properly. Each expense report must be accurate, contain all required content, and be submitted with all required receipts and documentation. Where original receipts and other documentation are not required to be submitted with a report, you must retain them for the period specified in the firm’s [Records and Information Management \(RIM\) Policy](#).

Exercise care in distinguishing between allowable and unallowable expenses for federal contracting purposes (which is different from whether an expense is reimbursable under firm policy). Also, ensure that you properly specify which expenses can be billed to a client when the client contract has special reimbursement rules.

Your designated manager must approve your expense reports. If you are a manager designated to approve expense reports, you must verify the business purpose for the claimed expenses, cost allocations, supporting documentation, and compliance with firm policies.

**Using Firm-Sponsored Credit and Purchasing Cards** Firm-sponsored credit and purchasing cards may be used only for reimbursable business expenses; you may not use these cards for personal purposes. Charges on such cards must be paid in a timely manner. If you have been issued a firm credit or purchasing card, you should use it whenever possible for reimbursable expenses.

**Personally Benefiting From Firm Purchases** Except as specifically authorized by this Code or firm policy, you may not personally benefit from firm purchases or expenses reimbursed by the firm. Any rebates, refunds, or discounts applied by a supplier or service provider must be surrendered to the firm. Provided that you have complied with the firm’s purchasing and expense reimbursement policies and unless otherwise required by a client

contract, you may retain for personal use frequent flier miles or similar point-based rewards provided by vendors to all customers participating in the reward program. Note that you cannot participate in rewards programs (e.g., “planner points”) for events reimbursed under US Government contracts.

Key policies related to this Code section:

- [Time Reporting](#)
- [Dual Time Sheet Reporting](#)
- [Expense Reimbursement](#)
- [Records and Information Management](#)
- [Gifts and Business Courtesies](#)



**Our Core Values** are not simply statements of principle or aspirations of what we endeavor to achieve—they are bonds that connect us in everything we do.

—Pictured: Demola Sholagbade (VIP Award Winner 2011) and Tom Boone (VIP Award Winner 2009)

# CHAPTER IV: CREATING THE ABSOLUTE BEST PLACE TO WORK

*Booz Allen's success is predicated on our ability to deliver the highest-quality people with a range of viewpoints to help solve our clients' most pressing problems. To do that, each of us must be dedicated to maintaining and reinforcing an open and supportive work environment that fosters professional development and achievement.*

## 1. ENCOURAGING DIVERSITY AND TEAMWORK

To be an employer of choice, Booz Allen must attract, develop, and retain talent from diverse backgrounds and ensure that employees and candidates for employment are afforded equal opportunity in all employment actions. By creating a culture committed to our Core Values, we leverage the unique make-up of our professionals to solve complex issues. Every Booz Allen employee must foster an inclusive workplace in which all individuals can contribute their best work.

**Our Commitment to Equal Opportunity and Non-Discrimination** We are dedicated to the principles of equal employment opportunity and providing a workplace free from discrimination based on race, color, religion, sex, national origin, age, marital status, sexual orientation, gender identity and expression, disability, veteran status, genetic information, or any other status that is protected by applicable federal, state, or local law. You are responsible for upholding this commitment and making equal employment opportunity your standard for professional conduct. All of our employment actions and our social and recreational programs are implemented without regard to any protected status.

In addition, we adhere to our affirmative action programs and commitments. As a government contractor, we are responsible for developing and implementing affirmative action plans that include specific action-oriented programs and goals designed to advance the principles of equal employment opportunity in the recruitment, selection, advancement, and compensation of qualified women, minorities, individuals with disabilities, and veterans. The Chief Personnel Officer, who reports on these efforts periodically to the Board of Directors and senior leadership, monitors firmwide results of affirmative action efforts.

### Preventing Workplace Harassment

Each one of us is responsible for maintaining a workplace free of harassment. We will not tolerate any behavior that disrupts or interferes with an individual's work performance or that creates an intimidating, offensive, or hostile work environment.

This commitment applies regardless of whether an employee, client personnel, a subcontractor, or any other third party engages in the harassing conduct.

**Reporting Concerns** As detailed in this Code, our [Non-Retaliation Policy](#) protects individuals who report discriminatory or harassing behavior. You should direct reports of discrimination and/or harassment to Human Resources, Employee

Relations, the Law Department, the EthicsFirst Line, or any of the other listed contacts in [Section 1.4–Mandatory Reporting of Violations](#).

Key policies related to this Code section:

- [Equal Employment Opportunity](#)
- [Workplace and Sexual Harassment](#)

### Q&A

**Q:** What should I do if I believe that a client is making sexual remarks to a member of our project team?

**A:** We do not tolerate harassment of our employees at any work location by anyone. When an allegation relates to a non-employee's conduct, we will work with the client or other organization to ensure that it is appropriately investigated and addressed. Any harassing behavior should be reported immediately to Human Resources, Employee Relations, the Law Department, the Ethics and Business Integrity Office, the EthicsFirst Line, or any other listed contact in Section 1.4 – Mandatory Reporting of Violations.

## 2. MANAGER RESPONSIBILITIES

Managers must be role models who lead their teams in a manner exemplifying our Core Values. Managers must be knowledgeable of, adhere to, and appropriately instruct their staff on firm policies. This requirement applies equally to day-to-day management matters and more uncommon situations.

**Employees Raising Issues** As a manager, you have a special responsibility if an employee—regardless of whether he or she reports to you—poses an ethical question or concern. It is incumbent on you to honor that trust and ensure that the employee is put into contact with the appropriate firm resources to address the matter while simultaneously remaining neutral in doing so. Under no circumstances should you conduct your own investigation, or dissuade or inhibit

an employee from making a report or accessing higher management or firm resources to seek guidance.

As a manager, you cannot have a confidential or “just between us” conversation with an employee who reports a potential violation of law or firm policy. You must immediately contact your Human Resources Business Partner or manager, a member of the Employee Relations team, or an attorney in the Law Department, even if only to relate that an employee reported a matter to you.

**Ensuring Non-Retaliation** Our Non-Retaliation Policy protects any employee who raises a question or concern or reports suspected misconduct, or who participates in an investigation. This protection extends to not only formal actions by the firm but also informal conduct by you or fellow employees, or third parties who work with the employee. As a

**Q:** One of my direct reports who was recently involved in an investigation is undermining my authority and the team’s morale. Every time I give a direction, he questions it in front of the group and has side conversations criticizing me. I understand that we respect employees who raise concerns, but is there anything that I can do here?

**A:** You should first try to work with the employee to help him understand how to best raise his concerns. While he is allowed to raise issues and report concerns, he needs to be respectful in doing so and use established channels. If he persists in being disruptive, you should raise the issue to your management and Human Resources to help you address it.



*“Through strategic communications, it’s my job to help government clients tell their stories. To me, the Core Values are integral to telling, and living, our story as a firm and as individuals.*

*Inherently, people who are attracted to and successful at Booz Allen already have this value system. It ‘fits’ to be around great colleagues who reflect the same high standards, to have leaders who model these values, and to have clients who respect us because of them.*

*The Core Values are our brand. It’s that consistency in our brand that makes it really powerful. The way we carry ourselves, our professionalism, client service, and excellence set us apart from the competition. This is consistent around the world. We’re this force out there of amazing people who choose to do the right thing and be their best every day.”*

—Lisa Hunter  
VIP Award Winner 2012 (San Diego, CA)

# CLIENT SERVICE

manager, you must ensure that when an employee raises an issue about a fellow employee, a client, or even you, he or she is not subject to retaliation but rather is treated fairly and in a manner that would encourage another employee to report under similar circumstances.

**Personal Relationships Between Managers and Staff** As a manager, you need to exercise care to ensure that your business decisions regarding your team are not influenced by any personal relationship that you have with them. In furtherance of this principle, all employees must abide by the firm's [Workplace Relationships Policy](#), which addresses familial and romantic relationships between employees.

Key policies related to this Code section:

- [Workplace Relationships Policy](#)
- [Non-Retaliation Policy](#)

### 3. WORKPLACE SECURITY AND SAFETY AND REPORTING CERTAIN CRIMINAL CHARGES AND CONVICTIONS

Booz Allen employees must comply with all firm policies related to protecting our work locations; this includes an obligation to report certain criminal charges and convictions to the firm. When working at a client or non-firm facility, employees must be familiar with and adhere to all security rules that have been provided to them.

**Complying With Facility Security Rules** Each of us must comply with all firm security protocols and procedures (e.g., wearing firm-issued identification badges, controlling access to firm facilities and networks, registering visitors, and complying with instructions from security personnel). To ensure the security of our facilities, any personal property brought onto premises or a property controlled by the firm may be searched.

**Carrying Weapons** You may not carry any weapon, including ammunition, explosives or similar materials, on firm property, client sites, or other work locations except where explicitly required by a contract and permitted by applicable law.

**Workplace Violence and Threats** You may not make threats or engage in threatening behavior or any act of violence against employees, contractors or subcontractors, clients, visitors, and/or their property. Acts of violence include battery; threatening or disruptive behavior or acts of intimidation, stalking, verbal or physical harassment; or harassing e-mails, telephone calls, and/or threatening messages of any kind, including text messages. You should direct all reports of any acts of violence immediately to Security Services or the Crisis Response Hotline at (800) 291-9955.

**Reporting Criminal Convictions** If you are charged with certain crimes as set forth in firm policy or convicted of a crime (other than a minor traffic violation), you must report it to your career manager or Human Resources. Such reports must be in writing and must be made within 5 days of the charge or conviction. This reporting does not relieve you of your obligation to personally report an arrest or conviction to agencies granting you a security clearance pursuant to applicable regulation.

Key policies related to this Code section:

- [Mandatory Reporting and Disclosure](#)
- [Physical Access Security Policy](#)

#### Q&A

**Q:** What do I do if someone that I do not know and who is not displaying a visible Booz Allen ID tries to get into our offices by following closely behind me after I swipe my access badge?

**A:** In this situation, you should never do anything that makes you feel unsafe. If you are comfortable doing so, you should ask the person to show you his or her ID. If an ID cannot be produced, please escort the individual to the reception desk for further action. If you are not comfortable confronting the person, you should proceed to your office and immediately contact Security Services.

## 4. DRUGS AND ALCOHOL IN THE WORKPLACE

In all its facilities and any other location where Booz Allen's work is performed, the firm strictly prohibits the unlawful manufacture, distribution, dispensing, possession, or use of illegal drugs by any employee, as well as the use of or dispensing of legal drugs or alcohol to the extent an employee's performance and/or conduct is affected.

**Substance Abuse Screening** Because the firm engages in client work that requires a US Government security clearance for individuals assigned to such work or who may perform sensitive work (and applicants for these positions), we may require pre-employment, random, or reasonable suspicion drug testing if you hold a security clearance, are assigned to a program contractually requiring testing for the use of illegal drugs, or are otherwise in a position deemed by the firm's management to have significant safety or security responsibilities or a special position of trust. These positions generally

involve contract management or operations for clients that require testing; employees who have access to or handle classified information or nuclear materials; or jobs that pose a danger or high risk to life, the environment, public health/safety, national security, and the like.

You must notify the firm in writing of any criminal drug statute charge or conviction within 5 days after such charge or conviction.

If you are experiencing problems with drugs or alcohol, you may contact the firm's Employee Assistance Program (EAP) at 888-267-2183 (United States)/ Country Code (IDD)-1-651-994-2910 (International).

The EAP provides confidential assistance and can help you obtain counseling for your problem.

Key policies related to this Code section:

- [Drug- and Alcohol-Free Workplace](#)
- [Meeting and Event](#)

# CHAPTER V: CONFIDENTIALITY AND PROTECTION OF INFORMATION

*Given the nature of our business, information is our stock-in-trade. We earn the trust of our clients, employees, subcontractors, suppliers, and other business partners by scrupulously protecting the confidential information they provide to us and safeguarding the information technology (IT) resources we use to receive, store, and transmit it. This is especially important when the US Government and our commercial clients entrust us with their most sensitive data and information.*

*As reflected in this chapter, each of us has an obligation to use data we receive only as permitted, take all steps needed to protect it from unauthorized disclosure both inside and outside the firm, and properly document and retain records related to the firm's business. Each of us must also comply with the non-disclosure and intellectual property ownership agreements executed with the firm.*

## Q&A

**Q:** We just started an engagement to evaluate the cost-effectiveness of different medical procedures. We need to know certain demographic information about the people receiving the procedures and their post-treatment outcomes and complications. The client has offered to provide us copies of the medical files of the people receiving the procedures to gather the information ourselves. Can we accept the offer?

**A:** No. In this situation, you should require the client to provide you de-identified information regarding the recipients of the procedures. Unless contractually required for our work, we do not accept personally identifiable information from our clients.

## 1. CONFIDENTIALITY OF CLIENT AND THIRD-PARTY INFORMATION

Safeguarding client information is fundamental to our Core Values. Every Booz Allen employee must exercise care and comply with contract and legal requirements to safeguard sensitive, proprietary, or non-public information obtained from our clients and third parties. Special care must be taken where an employee signs a personal NDA or receives personally identifiable information (PII).

**Presuming Confidentiality of Client and Third-Party Information** You should presume that any information that you receive from a client is confidential unless the client specifies that it is not or you are certain that it is publicly available (e.g., the client has posted the

information on its website). This presumption applies to information in any form (e.g., hard copy, electronic, or verbal information acquired during meetings or through other conversations).

**Protecting Client and Third-Party Confidential Information** The best way to protect client information is not to take possession of it. Each of us must restrict receipt of client information to only information that is reasonably necessary to propose or conduct an engagement even if greater information access is offered.

After confidential information is received, we must take all reasonable precautions to safeguard and protect it from unauthorized or inadvertent disclosure. The exact precautions will depend on the nature of the information, how it is stored, the purposes for which it will be used,

## Q&A

**Q:** I'm putting the final touches on a client deliverable and found additional statistical information I received from another client that I would like to include. I'd also like to include a copy of an article I obtained from an online journal publication. Is this allowed?

**A:** Regarding the statistical information, you must first verify that we have the right to use the data outside of the engagement for which you received it. We presume

all client data is confidential unless it can be shown to be otherwise.

With respect to the article, you must always be sure you have permission to use it in a client deliverable or if you just want to make copies for others. It's quite likely the article contains re-publication or distribution restrictions, and you will need permission to include copies in a client deliverable.



***“Some people consider the Core Values a foundation. Some see them as aspirations. To me though, they’re not something we work towards but part of who we are. I put that expectation on everyone. You start from a place of excellence. Of diversity. Of trust. Of entrepreneurship. Of professionalism.”***

—Michael Dumlao  
BEA Winner 2012, Diversity & Inclusion  
(Washington, DC)

DIVERSITY

and any applicable contractual or legal requirements. You must be familiar with these factors before starting an assignment. As a general matter, avoid discussing confidential information in public areas.

Your obligation to maintain the confidentiality and security of client information continues not only during and after the engagement ends but also during and after your employment with the firm.

**Using Client Information** Protecting information from improper internal sharing is as important as preventing improper external disclosure of it. You must only use client information as permitted by our engagement contract and/or applicable terms of use or NDAs that you have signed for the engagement. You may disclose such information within the firm only to those who have a “need to know” and only then if contractually permitted.

A critical asset that we bring to our clients is our ability to comprehensively understand their problems and needs, even those outside the scope of a current engagement, and to identify firm resources that can help address them. If, based on client information, you learn of needs that other employees in the firm might be able to help address, you should mention those resources to the client and obtain the client’s consent to provide them with relevant information.

**Returning, Destroying, or Retaining Information After an Engagement Ends**

At the conclusion of an engagement, comply with all contractual requirements for the return, destruction, and/or retention of confidential information. Where such requirements do not apply, the firm’s Records and Information Management Policy determines whether and how to maintain the information.

**Executing Client NDAs** For certain engagements, a client or third party may request or require that you execute an individual NDA. Unless you have been informed by your management that an NDA will be required, you should not sign a client or third-party NDA until you have received direction from your management and/or cognizant contract administrator.

When an NDA is required, you must review it carefully and abide by its provisions, including those that limit sharing information within the firm. You may be personally liable for failing to adhere to the terms of an NDA.

**Accessing and Handling PII** PII is information that can be used to uniquely identify, contact, or locate a single person, or that can be used with other sources to uniquely identify a single individual. This information may include names, addresses, Social Security numbers, credit card numbers, banking and financial data, health information, or other similar data.

Before accepting PII, be sure that we have a contractual obligation to do so. Often, our work can be accomplished with de-identified or aggregated information. When this is the case, we require the party to give us the data in that format.

All engagements involving accessing, handling, or storing PII must be approved in advance by the Chief Information and Security Officer (or designee) and must obtain all other approvals required by the Risk Matrix. When access to PII is required, handle it according to applicable contract provisions and privacy laws. PII must only be shared with engagement team members who have a “need to know” the information and have completed all prerequisites (e.g., executing an NDA or completing training) for

receiving it. Under no circumstances may you use PII for any purpose except contract performance. Unless required otherwise by our contract, you must return or destroy the PII (if applicable, in accordance with contract requirements) when it is no longer needed for the assignment.

If you suspect that the security of such information has been compromised, you must notify the Computer Incident Response Team (CIRT) at [cirt@bah.com](mailto:cirt@bah.com) or the Law Department immediately before taking any further action.

**Access and Handling Protected Health Information (PHI).** For certain client engagements, you may be required to access, use, or disclose PHI. PHI includes all individually identifiable health information accessed, used, or disclosed by an entity required to comply with the Health Insurance Portability and Accountability Act (HIPAA). PHI may be in any form or medium, whether electronic, paper, or oral, and includes information that relates to an individual’s past, present, or future physical or mental health or condition; the provision of health care to the individual; or the past, present, or future payment for the provision of health care to the individual. Employees accessing PHI must comply with all Code, policy, and contract requirements applicable to both PII and PHI.

All engagements involving PHI must be approved in advance by the firm’s Chief Information and Security Officer and all approvers identified in the Risk Matrix. If a client provides you PHI and you are not certain whether the engagement has been approved for PHI handling, you must safeguard the PHI, contact your job manager, and not take further action until direction is provided. Access to PHI may be granted to a subcontractor only under an executed subcontract agreement that includes all relevant

PHI requirements and an appropriate business associate agreement if required.

Booz Allen and each employee accessing PHI are expected to comply with the “minimum necessary standard” regarding the information. This means that we first ensure that the work cannot be done with non-PHI data (e.g., de-identified data). If we determine that we must access PHI to perform the work, we will only access and use the PHI that is minimally necessary to perform the client engagement and only share it with authorized members of the project team who (1) have a need to know the information to perform their work and (2) have complied with any contract requirements for accessing the PHI such as training.

In accessing and handling PHI, you must comply with applicable regulations and terms in our client contract, including any associated business associate agreement as well as any NDA, “Terms of Use,” or “Rules of Behavior” document you have signed or other handling instructions that you have been provided. In particular, you must comply with any data encryption requirements and limitations on modifying PHI.

You are prohibited from using any PHI for any purpose other than performing your client engagement. Neither Booz Allen nor you may, under any circumstances, sell PHI received from a client or use PHI for marketing purposes (other than client marketing specified in the client contract) or any other unauthorized purpose.

You must immediately report any actual or suspected unauthorized disclosure of PHI (including disclosures by clients or other contractors) to the CIRT at [cirt@bah.com](mailto:cirt@bah.com). Observed, suspected, or reported misconduct related to PHI must be reported to one of the resources identified in

Section 1.4 – “Mandatory Reporting of Violations.”

Key policies related to this Code section:

- [Confidentiality and Security of Client Information](#)
- [Records and Information Management](#)
- [Contract Review and Approval](#)

## 2. SECURITY CLEARANCES AND PROTECTING CLASSIFIED INFORMATION

Booz Allen adheres to all legal and contractual obligations related to the facility security clearances that it possesses. Each employee who holds a personal security clearance must comply with all laws, regulations, and commitments associated with his or her clearance. Each employee receiving classified information must exercise the utmost care and discretion in how such information is used and stored, and must relinquish such information as soon as it is no longer needed for the business purpose for which it was provided.

**Handling Classified Information** If your work involves classified information, you must follow all contractual classification specifications, protection requirements, and security processes. Protection of this information applies not only to

classified documents but also to classified computer systems that the firm maintains at our cleared facilities or to which you have access at a client site. Classified information may be provided only to properly cleared employees as necessary to submit a proposal or to fulfill obligations under a classified contract or subcontract.

**Booz Allen Standard Practices & Procedures (SPP) Manual** The SPP Manual sets forth security program policies, responsibilities, procedures, and guidelines that allow us to comply with the requirements of the National Industrial Security Program Operating Manual (NISPO) for the safeguarding, release, and disposal of classified information. Our Security Services Team maintains the SSP and can advise you regarding whether a facility is authorized to receive, generate, or store classified information and, if so, at what level.

**Conduct Affecting Security Clearances and Reporting Adverse Actions** Matters in your personal life may affect your ability to obtain or retain a security clearance. This includes conduct that reflects unfavorably on your integrity or character, impairs your ability to safeguard classified information, or indicates that access to classified information may not be in the interests of national security.

We comply, and expect you to comply, with all legal and contractual requirements to report any adverse information related to a current or pending security clearance. This may

include, but is not limited to, arrest or indictment, treatment for mental or emotional disorders, excessive indebtedness or recurring financial difficulties, legal or credit actions, or involvement with illegal substances. If you have any doubt about what must be reported, check with our Security Services team.

Key policies related to this Code section:

- [Corporate Standard Practices and Procedures](#)

## 3. FIRM INFORMATION AND OWNERSHIP OF WORK PRODUCT

Booz Allen employees may not disclose any non-public firm information (including personal data regarding employees) to any third party except as authorized by the firm. An employee may internally share such information only with employees who need to know such information. As further detailed in the intellectual property ownership agreement that each employee signs, the firm owns all work products that an employee creates during the term of his or her employment.

**Identifying and Labeling Firm Information** Much like you should presume that any information received from a client is confidential, you should also presume that any information you receive from the firm is proprietary and confidential. Accordingly, you must safeguard the

**Q:** I have a top secret clearance for my work at the Pentagon. About a month ago, I started casually dating a woman from Germany who is a permanent resident who has lived here for 10 years. It has now progressed to where we see each other about twice a week. Do I need to report that I am dating her? Will that affect my clearance?

**A:** Yes, you need to report this to Security Services. Any close and continuing contact with a foreign national must be reported to comply with terms of your clearance. Any report may be investigated by Defense Security Services but, absent unusual factors, this dating relationship will not affect your clearance.

Q&A

firm's information and prevent it from being disclosed or made available publicly.

When you create documents and other materials for the firm, label them appropriately to reflect their proprietary and/or confidential nature in accordance with firm policy. Whenever you receive firm information containing a proprietary marking, you must maintain the marking on all copies you make and apply the same marking to any new documents incorporating the information (e.g., summarizing the information in another document or cutting and pasting excerpts into a new document).

**Disclosing Firm Information** The firm usually requires that any disclosure of its proprietary information be made pursuant to an NDA. Before disclosing information to a third party under an NDA, you must verify that it is marked appropriately as required by the NDA.

**Our Responsibilities as Employees of a Publicly Held Company** As a publicly held company, in accordance with applicable law, the firm has an obligation to provide all current and prospective investors equal access to material information concerning our business and financial performance. Selective disclosure of material non-public information is prohibited. Our Law Department is responsible for ensuring that we satisfy our legal duties.

Discussing non-public firm information with clients, subcontractors, or others, even in a social setting or anonymously via social media, can affect our compliance with these duties and potentially trigger disclosure obligations. Each of us must carefully consider each statement that we make regarding our business and ensure that we only discuss and characterize activities in accordance with what the firm has publicly disclosed.

To help minimize the risk of an inadvertent disclosure, if you have non-public information concerning the firm, you must limit internal sharing of, or access to it, to those who have a need to know it to perform their business role.

**Employee Personal Data** Each of us must exercise extra caution when handling an employee's personal data. We do not disclose current or former employees' personal data to third parties other than confirmation of employment dates and position without prior written consent from the employee or former employee unless the information is required to fulfill a legitimate business need—such as employee benefits—or as required by law.

No employee or representative of the firm may provide a reference or release information regarding the performance of a current or former employee without a signed written release from the employee on a form approved by the Law Department.

If you believe that an unauthorized person has gained access to employee personal data, disclosed it inappropriately, or used it in violation of our policies or the law or for non-business purposes, promptly notify the Law Department.

**Continuing Obligations** Your non-disclosure obligations regarding firm information apply both during and after employment with the firm. Upon termination of employment, you must return all papers, firm records, documents, deliverables, and other information. You may not keep copies of any of the firm's information.

Key policies related to this Code section:

- [Protection of Proprietary Information](#)
- [Information Security](#)
- [Records and Information Management](#)

## 4. INSIDER TRADING

The term "insider trading" is not defined in any of the federal securities laws, but generally refers to trading in securities on the basis of material non-public information as further described below. The term "tipping" means sharing material non-public information with a third party, whether or not it is for compensation.

**Understanding What Is "Material Non-Public Information"** Whether information is material is difficult to evaluate in the abstract and typically is assessed with the benefit of hindsight. There always is information about the firm or its affiliates that is not generally known to the public. This information is "material" if it would be likely to affect the stock price of the firm or its affiliates, or if it would be important to a reasonable investor in making a decision about whether to buy, hold, or sell securities of the firm or its affiliates.

Either positive or negative information may be material. Note also that material information does not have to relate to the firm's business.

### Q&A

**Q:** When I started with Booz Allen, I signed an agreement concerning intellectual property and the protection of firm information. Does this still apply when I leave the firm to pursue other career opportunities?

**A:** Yes. You must adhere to the restrictions on disclosing firm information, even after your employment with Booz Allen terminates for any reason. Unless such information is publicly available, you cannot freely discuss client or firm business when you move on in your career.

**Unlawfully Using Material Non-Public Information** You may not, directly or indirectly, purchase or sell securities of the firm or its affiliates while in possession of material non-public information concerning the firm or its affiliates. Similarly, you may not trade in the securities of another company if you obtained material non-public information about that company in the course of your employment with the firm.

In addition, you may not give material non-public information to another person. You and any person to whom you provide any material non-public information would potentially be subject to fines and imprisonment.

Insider trading and tipping are civil and criminal violations of law. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency situation) are no exceptions to the prohibition on insider trading.

**Protecting Non-Public Information** Ensuring the confidentiality of non-public information is the single most important step to minimizing the risk of illegal insider trading and tipping. As detailed further in this chapter, you must ensure the confidentiality of information to which you have access. This means that unless the information is otherwise publicly available, you must limit access to that information to Booz Allen employees who have a reasonable need to know the information for the purpose of carrying out the assignment for which the information is furnished.

Special confidentiality agreements may be required for others (including outside business associates, governmental agencies, and trade associations) seeking access to material non-public information. Do not discuss business matters in public places, such as elevators,

hallways, lobbies, restrooms, and public transportation facilities.

Key policies related to this Code section:

- [Insider Trading](#)

## 5. TECHNOLOGY RESOURCE USAGE, ACCESS, AND SECURITY

Proper use of Booz Allen and client IT assets helps protect both firm and client networks and data. All IT asset use must adhere to firm policies and standards, including the firm's [IT Acceptable Use Policy](#). While employees may engage in limited personal use of firm IT assets, they have no expectation of privacy in such use. When using personal IT assets for firm business, employees must do so securely and in a manner that does not jeopardize firm or client information.

**Defining IT Assets** IT assets include all information processing and telephony hardware, software, and related services. Examples include computers, servers, personal digital assistants/smartphones, telephones, facsimile machines, e-mail and network accounts, network access, and software applications.

**Using IT Assets** The firm (and often our clients) provide IT assets to you to advance business purposes and facilitate work. How you use IT assets entrusted to you reflects upon your character and the firm's reputation.

In using such IT assets, you must always be cognizant of protecting them and data stored or accessible from them from security threats and unauthorized access. You may never allow any third party, including family members, to use any IT asset provided to you by the firm or a client. You also may not circumvent or subvert security measures such as encryption software or virus scanning

installed by the firm to protect its IT assets.

**Limited Personal Use** You are responsible for all uses that you make of IT assets provided to you. The line between acceptable limited personal use and unacceptable excessive personal use cannot be precisely defined in all circumstances and will vary from employee to employee. For example, acceptable personal use for an employee on frequent travel may be different from that of a person who works from a local Booz Allen office all of the time.

Personal use must not degrade the performance of resources, result in any significant added costs to the firm, negatively affect the firm or client business operations or reputation, or otherwise disadvantage the firm or its clients. Especially note that you may not record any personal use time as a work activity for time reporting purposes when making personal use of IT assets.

**Using Client-Issued IT Assets** If a client entrusts you with an IT asset, you may only use it in accordance with any terms of use, license agreement, or other terms and conditions applicable to the use of such assets, and in a manner that would reflect positively on Booz Allen. Unless authorized by such terms, you must inquire before using client resources for activities other than performing an engagement for the client; you should seek such guidance from your job or project manager, who can then address the contemplated use with the client if appropriate. In addition to firm policies, you must review and adhere to all client policies regarding permitted personal use of the asset.

In using a client-issued IT asset (including client-provided e-mail accounts), limit the business information that you store or transmit on it to information related to the

engagement or purpose for which the asset was provided. Because clients can monitor and inspect use of their IT assets, do not store or transmit Booz Allen or third-party proprietary or confidential information on them—other than information intended for delivery to the client.

**Prohibited Uses** You are prohibited from using any firm or client IT assets for any inappropriate, wrongful, or illegal purpose, or from engaging in any activity that could cause harm or violate the rights of the firm, our clients, or others.

You may not use firm or client IT assets to obtain or process information that you do not have the right to access and use. You may not install or use peer-to-peer, file sharing, or other similar software downloading applications or services on firm or client IT assets unless specifically authorized. Further, you may never use firm or client IT assets to compete with the firm or perform permitted secondary employment (as further described in [Section VI.3—Personal Conflicts of Interest From](#)

[Outside Activities](#)); engage in political activities (as further described in [Section VI.8—Political Activities](#)); view or store sexually explicit or other inappropriate or offensive materials; or harass, defame, intimidate, or threaten others.

**No Expectation of Privacy** You have no expectation of privacy regarding your use of any firm or client-issued IT assets. We reserve the right to monitor and inspect your use of firm IT assets at any time without notice to you and without your consent. Clients may also perform similar inspection or monitoring in connection with the use of their IT assets. Also, remember that all data stored on a firm IT asset is owned by, or licensed to, the firm, and clients may have similar ownership rights to data stored on their IT assets.

**Using Personal IT Assets to Conduct Firm Business** You are responsible for the security of any firm or client information that you place on a personal IT asset such as a home computer, tablet, or smartphone to conduct firm business.

Before performing work or storing firm or client information on a personal IT asset, you must ensure you are appropriately protecting information. For client information, discuss the contemplated use with your job manager to ensure that such use does not place sensitive information at risk and complies with client contract requirements. For firm information, discuss the contemplated use with the information's owner; any permitted use must comply with all applicable firm policies, including the Information Categorization Policy. Where use of a personal IT asset is permitted, you must keep firm and client information secure from unauthorized access (including from family members or others with whom you share a computer or device).

The firm or a client may require that you enter into an agreement prior to using a personal device to connect to certain firm or client IT assets; when such an agreement is required, you must adhere to its terms and conditions. Regardless of whether such an agreement is required, if you store firm or client information on a personal IT asset, you must allow the firm to access such device to recover or secure any such information. Any such accessing of a personal IT asset will be done in accordance with firm procedures and, to the extent practical, will avoid accessing any non-firm or non-client information stored on the IT asset.

Key policies related to this Code section:

- [IT Acceptable Use](#)
- [Copyrighted Material](#)
- [Workplace and Sexual Harassment](#)

## 6. RECORDS RETENTION; ACCURACY OF RECORDS AND ENTRIES

Booz Allen records are firm assets that must be retained in a specified manner for prescribed periods. All entries in firm records must be accurate, and no employee may alter any entry to conceal or misrepresent the underlying transaction represented by it.

**What Constitutes a Record** A record is defined as any recorded information, regardless of format, which is made or received as evidence of a business transaction, decision, or has value to the firm. Records include electronic and paper documents (e.g., e-mail, personnel data, financial transactions and reports, marketing and client information, and intellectual capital).

In creating any record, you must be truthful. Specifically, each of us must ensure that the record fully and

### Q&A

**Q: A free version of collaboration software is available on the Internet. Can my team download the software for use on our latest project?**

**A:** It depends. The particular software you are interested in may be prohibited by the firm, and the software license terms of use may exclude using it in a business environment or for commercial purposes. Always check with Information Services before downloading any software and make sure you work with the purchasing team when licensing software (even at no cost) for business use.



*“To me, the Core Values are more than rules of the road. They’re an ideology that defines us as a top-level consulting firm and a set of practices that help me be the best I can be—because of Booz Allen’s strong value system, my professional and personal lives complement each other.*

*Our Core Values speak to many elements of good business. With both internal and external clients, entrepreneurship and professionalism stand out in my Booz Allen experience. Exemplifying these values has led to new roles, new challenges, and new skills.”*

—Jeremy Rankin

VIP Award Winner 2012 (Herndon, VA)

## ENTREPRENEURSHIP

### Q&A

**Q:** My project has ended and I have a box full of monthly status reports delivered to my client. I’m moving to a new assignment. Because the contract is over, can I get rid of them?

**A:** It depends. Consult the Records and Information Management Policy for the retention period associated with these reports.

Remember that even if the retention period for these documents has expired, you must retain them if they are subject to a records hold or are otherwise required to be retained under this Code or firm policy. Never destroy or dispose of records until you have determined that they meet all appropriate criteria.

accurately represents the transaction or event being documented.

#### Retaining and Disposing of Records

You must preserve firm records in your custody in conformance with firm policy. Except as authorized in firm policies, you must retain the records in their original form or media. For example, a paper file must be retained physically unless firm policy permits conversion of it to electronic format.

You may destroy or properly dispose of records in your possession at

the end of the prescribed retention period, except where (1) the records are subject to a Records Hold Order issued by the Law Department, or (2) you are aware of any existing, imminent, or likely audit, claim, dispute, investigation, or other similar proceeding to which the record may be responsive or relevant.

Key policies related to this Code section:

- [Records and Information Management](#)

# CHAPTER VI: CONFLICTS OF INTEREST

*Objectivity and independence are fundamental to the value of the services we render to our clients and the duties each of us performs for the firm. The exact point when one firm activity or one of our personal activities or relationships creates a conflict of interest with another firm activity, or our obligations to a client or the firm, cannot always be precisely defined. Moreover, the mere appearance of a conflict can be just as damaging as where one actually exists. Each of us must understand when actual or perceived conflicts could arise and take appropriate action as soon as we identify the possibility of one.*

## 1. ORGANIZATIONAL CONFLICTS OF INTEREST

Booz Allen does not accept work assignments that create an organizational conflict of interest (OCI) with other client work that the firm performs without a client-approved conflict mitigation plan. Every employee must be aware of, and proactively identify, potential OCIs applicable to the firm's work. Employees may not engage in activities that violate US Government procurement rules related to Impaired Objectivity or Biased Ground Rules (as defined below), violate contractual OCI restrictions and obligations, or use non-public information in a manner that could create an Unfair Competitive Advantage (as defined below) for the firm.

**Types of Organizational Conflicts of Interest** For US Government engagements and procurements, OCIs involve circumstances in which there is "Impaired Objectivity," "Biased Ground Rules," or "Unfair Competitive Advantage." Impaired Objectivity involves a contractor providing services that may inappropriately influence the Government's decisions related to its other contractual interests, such as by overseeing, managing, directing, evaluating, or testing its own products, services, or deliverables. Biased Ground Rules may exist when, under contract, a contractor helps its clients define the

terms of a competitive procurement for which the same contractor may have an interest in competing. Unfair Competitive Advantage involves a contractor's unequal access to non-public information in a competitive US Government procurement.

**Identifying Potential Conflicts of Interest** Effective conflict screening and identification requires your diligence during all phases of strategic planning, business development, proposal development, and contract execution. If you identify a potential OCI regarding either current or contemplated work, contact your job manager, contract administrator, and/or the OCI Program Office. Prompt action may

permit certain types of conflicts to be mitigated through client-approved measures (e.g., through the use of NDAs and firewalls). Other types of conflict cannot be mitigated and must be avoided through current or future business restrictions.

**Using Competition-Sensitive Information** In performing an engagement, you may have access to non-public information that could benefit the firm in seeking future work. Such information may take the form of sensitive government program information or proprietary information of other companies. Remember that such information may be used only for performing the current client engagement. The firm may not use such information to compete for future work. If you are involved in a proposal effort, you may not seek to obtain such information from others.

**Working Under a Conflict of Interest Mitigation Plan or a NDA** If you are assigned to a project on which the firm has implemented a conflict of interest mitigation plan with the client (e.g., internal firewalls or personal NDA requirements), you must ensure that you fully understand how the plan affects you before starting to work and adhere to the plan's restrictions throughout and following the assignment. Firewalls may limit future client assignments and proposal work that you can do. When you must personally execute an NDA, carefully review it (obtaining

### Q&A

**Q: I discussed a potential conflict of interest with my client's technical lead and he said not to worry about it because it doesn't affect the task I'm working on. Do I have to do anything else?**

**A:** Potential conflicts of interest must be reported to the Booz Allen OCI Program Office, contract administrator, or job manager who will assess the situation and address any potential conflict with the client contracting officer.

your contract administrator's review as necessary) before signing, and ensure that you understand any special restrictions it imposes. You are responsible for informing future proposal and program managers of any restrictions on your ability to support the firm's business activities based on the work you may have previously performed, including NDAs and OCI Mitigation Plans.

## 2. PERSONAL CONFLICTS OF INTEREST

Booz Allen's ability to deliver objective, independent, and unbiased advice and assistance to a client can be affected by an employee's personal conflicts of interest. All personal conflicts of interest affecting an employee must be disclosed to Booz Allen. The firm takes appropriate steps under the circumstances to avoid, mitigate, address, or obtain a waiver of personal conflicts identified by employees.

**Understanding Personal Conflicts of Interest** A personal conflict of interest arises when an individual's personal interest interferes with the interests of our firm as a whole, including when judgment is compromised, or a reasonable person would question his or her objectivity, because of personal interests that compete with the interests of the firm or our client. For purposes of this Code, a conflict of interest exists where there is either an actual or perceived conflict. Some conflicts will be specific to an assignment or task, while others

may affect all work for the firm. They may be present at the beginning of your employment at the firm or work on an assignment or may arise later due to changes in your personal circumstances, the firm's business, or the scope of an engagement.

Identifying and addressing personal conflicts requires diligence and situational awareness by each of us, especially because each and every type of conflict cannot be prescriptively defined. Two of the most common types (discussed below) involve personal financial holdings and interests of immediate family members. Others that can arise from personal activities are discussed later in [Section VI.3—Personal Conflicts of Interest From Outside Activities](#). The fact that a type of conflict is not specifically addressed in this Code does not reduce or eliminate your obligation to disclose it.

### Personal Financial Holdings

A personal financial holding has the potential to create a conflict of interest if you provide advice or assistance that has a direct and predictable effect on that holding. For example, a conflict of interest could exist if you are advising a client regarding a procurement where you have a financial stake in a company that provides the product or service being procured, or you are advising a client on policies that directly affect a company in which you have invested.

### Interests of Immediate Family Members

Interests of immediate family members can create a personal conflict of interest for an employee if the family member's interest affects (or reasonably could be perceived as affecting) the employee's objectivity regarding his or her assigned duties. For example, a conflict could exist if you are assisting a client or the firm with source selection and one of the potential awardees is your spouse's employer. Alternatively, a conflict may exist where a family member works for the client and your work involves or could affect him or her.

### Disclosing Personal Conflicts of Interest

Unless another provision of this Code (e.g., [Section VI.3—Personal Conflicts of Interest From Outside Activities](#)) or a firm policy requires disclosure to a different individual or group in the firm, personal conflicts of interest related to a specific assignment must be disclosed to your job manager; and general conflicts must be disclosed to your career manager.

You must immediately make each disclosure in writing (e-mail being acceptable) and fully identify the nature of the conflict and all relevant facts as soon as you become aware of it.

### Contractually Required Disclosures

Certain client contracts require our employees to disclose financial and other types of personal interests. Where these obligations apply, you

### Q&A

**Q:** My brother works for a client who will be issuing a new RFP that my team intends to pursue. While he has access to some information tangentially related to the procurement, he is not directly involved in it; also, he and I never discuss work matters. His manager knows I'm his sister and has not expressed any concerns. Do I have to report this to my job manager?

**A:** Yes. The appearance of a conflict can be just as serious as an actual conflict of interest and must be managed appropriately. Remember that, if the firm wins the project, a competitor could raise concerns and we need to be able to demonstrate how we mitigated the situation beforehand.

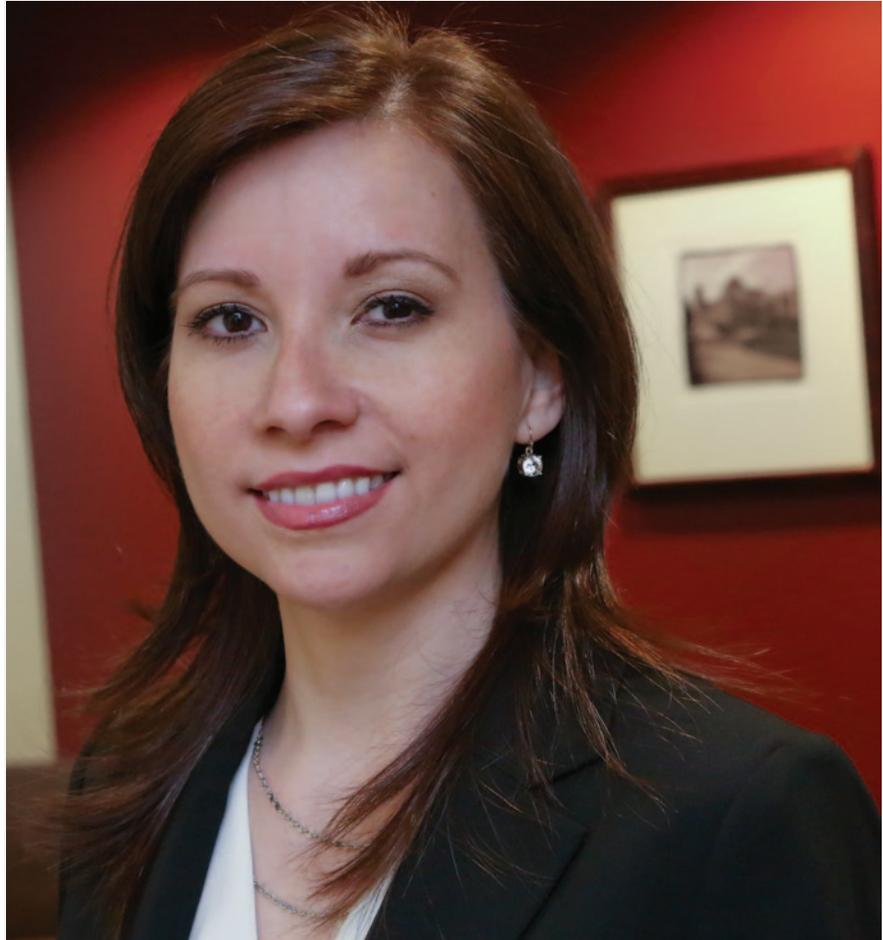
must make the disclosures identified to you by the job manager. You also have a continuing duty to update your disclosures during the period of performance.

### 3. PERSONAL CONFLICTS OF INTEREST FROM OUTSIDE ACTIVITIES

Although Booz Allen respects the rights of its employees to conduct their personal lives and non-work endeavors as they choose, several different types of activities pose potential conflicts of interest and thus must be disclosed to and/or approved by the firm as detailed below.

**Secondary Employment** Except as authorized, you may not operate an outside business or be employed, under contract or otherwise compensated simultaneously by another entity. If you wish to obtain an exception to this prohibition, you must obtain prior written approval from Human Resources and your management, up through your supervising officer. You should contact your Human Resources representative for instructions regarding this process. Approval may be conditional (e.g., based on your undertaking only certain activities or limiting the amount of time you dedicate to the secondary employment).

**Outside Leadership or Advisory Position** You must obtain approval from the Law Department and management to serve on the board of directors or advisory board of another private entity (including a nonprofit or charitable organization); hold a leadership position in an industry, civic, or other organization; or serve on a governmental board, commission, or panel. Based on its review, the Law Department will identify the appropriate level of



*“Respect and fairness are so essential to teamwork. When you treat others the right way, it has a ripple effect that inspires trust and motivates people to deliver a better quality product. Everyone comes here with some type of ethics and value system. As you’re with the firm, and see people exhibit our Core Values, succeed because of them, and be rewarded for them, you find that our value system reinforces your own beliefs, not just at work but in your personal life as well. Acting with integrity has a profound effect on all aspects of life.”*

*“I’m really impressed—and proud—that our values are so important to the organization and my teammates.”*

—Cynthia Hernandez

VIP Award Winner 2012 (San Antonio, TX)

TEAMWORK



***“The Core Values are fundamental to who and what we are as a firm. I have always told my team, you may get offers with more money and big promises. At the end of the day, ask the important questions. Can you trust the people who are leading you? There is value that surpasses just dollars. It’s the team that sustains us.”***

—Marc Asher

VIP Award Winner 2012 (San Antonio, TX)

## EXCELLENCE

management that must approve the leadership role. Approval may be conditioned on your recusing yourself from certain matters for the other organization or taking other steps to avoid a conflict of interest.

**Volunteer Activities** We encourage employee participation in professional, educational, civic, and charitable organizations. However, you may not engage in volunteer activities that constitute a conflict of interest. In any non-firm-sponsored volunteer work, you must act in your own name, and you may not authorize the organization to use the firm’s name or otherwise imply that we support its activities. Also, take extra care when volunteering for groups that perform advocacy work or lobby.

**Outside Speaking Engagements and Interviews** You must obtain approval from your supervising officer prior to accepting a public speaking engagement or media interview outside the firm either as a representative of the firm or in a personal capacity (other than those required by a client contract). In obtaining such approval, you must disclose any fees or other compensation (e.g., free conference attendance) you will receive.

**Authoring Works** To avoid conflicts with the firm’s client engagements and the intellectual property ownership agreement you signed with the firm, you must obtain approval from your officer, the Law Department, and Marketing and Communications before (1) authoring works (outside of your work activities and not in connection with an approved outside speaking engagement) such as books, articles, blogs, or online postings for general publication in your professional capacity or in any way related to the firm’s business or client engagements (regardless of whether you are personally involved in them), or (2) signing any publishing agreement. The firm’s name may be used in a publication only when the content is related to, or the direct result of, activities on our behalf and only with prior approval from Marketing and Communications.

**Payments and Awards for Professional Activities** In general, employees may not accept fees, payments, or other items of value from companies whose products or services they may recommend to a client. You must obtain approval from your officer-in-charge before entering any competition or accepting

any other type of payment or award related to your professional activities. This includes competitions and awards from clients, vendors, or companies whose products you have implemented for an assignment.

**Discussing Employment With a Current Client** Employment discussions with your current client—initiated by you or the client—may constitute a conflict of interest. You must inform your officer-in-charge of any such discussions or if your client solicits you for employment.

### Q&A

**Q:** One of the client’s task leads from my project asked me about coming to work for the firm. He has a clearance and skills that we need. What should I do?

**A:** Thank him for his interest in the firm but do not get into an employment discussion with him. Put him in touch with the recruiter responsible for your group. Given his position, he may need to notify his supervisor before having any employment-related discussions with the firm.

**Loans** Providing loans to, or guarantees of obligations of, employees or their family members will not be allowed without the prior written approval of the Law Department and, if appropriate, the Board of Directors or a committee of the Board of Directors. Booz Allen will not extend, maintain, or arrange for any personal loan to or for any director or officer.

## 4. GIFTS, GRATUITIES, AND BUSINESS COURTESIES

Booz Allen employees (either personally or via an intermediary) may not give gifts to, or receive gifts from, clients, subcontractors, suppliers, or other current or potential business contacts in exchange for favorable treatment or entry into any business relationship or transaction. Employees are generally prohibited from giving or receiving gifts or loans to or from government personnel. Employees may give or receive gifts and other business courtesies to or from non-government business contacts only as permitted by our [Gift and Business Courtesies Policy](#) (“Gift Policy”).

### Gifts Involving Government Personnel

You and your immediate family are prohibited from giving or offering gifts or loans to, or accepting gifts or loans from, US Government personnel (including US federal, state, and local government employees) except as specifically authorized by our [Gift Policy](#). With respect to US Government personnel, our Code is more restrictive than the requirements of applicable regulations. There is no “minimal value” exception, and this rule applies equally to giving and receiving gifts and loans from government personnel.

### Gifts Involving Non-Government Business Contacts

You may offer, give, or accept a gift from a non-government business contact if it (1) is of reasonable value, (2) is customarily provided in the context of the existing or contemplated business relationship, (3) does not create a conflict of interest or appearance of impropriety, (4) is not otherwise prohibited by contract, and (5), if required, is approved in advance pursuant to our Gift Policy. Similar to our prohibition on giving gifts or business courtesies to US

Government personnel, limited exceptions apply as set forth in our Gift Policy.

**What Constitutes a Gift** For our purposes, a “gift” is anything given from one party to another for which the full value of the item is not paid by the recipient. Gifts include tangible objects; hospitality, such as food, beverages, or accommodations; and transportation to and attendance at events or gatherings that are provided free of charge or below cost. They also include donations made to a charity or other organization in someone else’s name. Gifts exclude items that the recipient reimburses under the terms of a contract, or for which the recipient pays the provider the full cost of the item, where appropriate, via a “fair share” or “honor” box.

Key policies related to this Code section:

- [Gifts and Business Courtesies](#)
- [Post-Government Employment](#)

**Q: Can I give or accept a ride from a client staff member from our work site to an offsite project event, or is that considered an impermissible gift?**

**A:** It depends. You should consult our Gifts and Business Courtesies Policy and/or contact the Law Department, the Ethics and Business Integrity Office, or EthicsFirst Line for guidance. In some situations (e.g., where providing transportation to the client is

contractually required or reimbursable as an “other direct cost” or ODC) it would not constitute a gift. In other situations, it might.

In addition to compliance with our gift rules, we also need to consider the potential liability associated with providing transportation to a client. Consult with the Risk Management team for guidance regarding liability issues.

Q&A

## 5. POST-GOVERNMENT EMPLOYMENT

Booz Allen employees must comply with safeguards implemented by the firm to avoid violating post-government employment rules when (1) recruiting or having employment-related discussions with any current government employee, (2) hiring any current or former government employee, or (3) deploying any employee who used to work for the Government.

**Understanding the Rules** Current government employees are subject to various legal restrictions when seeking employment in the private sector. Once employed in the private sector, former government employees may face limitations regarding their work activities. The intent of these legal requirements is to avoid creating the appearance of a conflict of interest or undue influence. How each rule related to recruiting, hiring, and deploying individuals subject to post-government employment restrictions is applied to a particular situation is highly fact dependent; often, seemingly small details can have a large impact.

**Safeguarding Against Violations** Our Post-Government Employment Policy uses various safeguards to avoid possible violations. Each of us must be familiar with its requirements before having any employment-related discussions with a current government employee. For government employees with whom the firm has a “business relationship” (as described in our policy), special restrictions apply.

Before hiring a current or former government employee, we may require that the individual obtain an ethics opinion (known as a Designated Agency Ethics Official [DAEO] letter in the US Government) as a condition of hiring so that we can evaluate whether the candidate can fulfill his or her intended role. As an individual moves through assignments, follow-up guidance may be required to ensure compliance with the rules.

**Understanding Your Restrictions and Those of Staff You Manage** If you are a former government employee, you must understand the restrictions that apply to you and seek guidance before accepting any work that may be restricted. For most former US Government employees, this will restrict certain activities regarding matters on which you worked or were under your official responsibility when working for the Government. If you manage former government employees, familiarize yourself with their restrictions and seek guidance before assigning them to work to which a restriction might apply.

Key policies related to this Code section:

- [Post-Government Employment](#)

## 6. USE OF THE FIRM NAME/MARKS

The goodwill associated with Booz Allen’s name is one of the firm’s most valuable assets. To protect this asset and avoid even the appearance of compromised objectivity, all uses of the firm’s name or marks must be appropriately authorized. Employees may not use the firm’s name or their affiliation with it for personal gain or in connection with non-firm activities (e.g., charitable or volunteer work not sponsored by the firm under its community partnerships programs).

**Authorizing Use by a Third-Party** Generally, any use of the firm’s name by a third-party must be defined in a contract. We limit use of our name by a teaming partner to the particular teaming effort under approved contract terms. Similarly, we limit use by service providers to delivering the contracted services. When you represent the firm at an event, the event organizer may use the firm’s name solely in connection with your role at the event. All other uses of our name by a third-party must be approved by Marketing and Communications.

## Q&A

**Q: Can I reference my Booz Allen employment within my professional biography?**

**A:** Yes. You can generally reference your position at the firm, but you may not include the name of any client you've worked with or any specifics about the work you've done on behalf of a client.

**Personal Use of the Firm's Name** You may use the firm's name in personal matters not involving personal gain to you when factually representing your employment here (e.g., in a biographical statement). However, take care that your use does not imply firm sponsorship of you or your personal activities.

**Endorsements** Except in very limited situations, we do not explicitly endorse or imply endorsement of other companies or their products or services. No organization, including client organizations, can use the firm's name in promotion of products or services without prior written approval. Any exception to this general rule must be approved by Marketing and Communications, the Law Department, and the supervising officer.

Pay close attention when another company asks for a quote or testimonial or for permission to reference the firm's use of a product or service. Even if it will not mention Booz Allen by name, the context may make the firm's (or our client's) identity obvious. Any such use requires approval as an exception to our endorsement prohibition.

## 7. CORPORATE OPPORTUNITIES

Except as expressly provided in our Certificate of Incorporation, Booz Allen employees, officers, and directors are prohibited from (1) personally taking for themselves opportunities that are discovered by using the firm's property, information, or position, (2) using corporate property, information, or position for personal gain, or (3) competing with the firm.

### Understanding Firm Business

**Opportunities** In the course of your work for the firm, you may learn of business opportunities that are within the firm's scope of business or that the firm might pursue. You may not take personal advantage of these opportunities (e.g., pursue them on your own or refer them to someone else for a fee) because you owe a duty to the firm to advance its interests when the opportunity to do so arises. Rather, each of us must direct such opportunities to our management so that they may be pursued by the firm if it is so interested.

**Using Firm Resources** Similarly, you may not use the firm's property, information, or position for personal gain or to compete with the firm.

## 8. POLITICAL ACTIVITIES

Booz Allen does not engage in any political activities or endorse any political candidates or organizations. Employees may engage in political activities only in their personal capacity, on their own time, and without using firm resources or facilities.

**Defining Political Activities** Political activities include running for public office; supporting or opposing a candidate for office or a political party, political cause, or ballot initiative; political fundraising; assisting with political transition activities; and other election-related activities, whether partisan or not, such as voter registration and get-out-the-vote campaigns.

**Protecting the Firm's Neutrality** You may not use or permit others to use the firm's name or your association with the firm in any political activities. If questioned, and where otherwise appropriate, you must make it clear that the firm does not directly or by implication endorse your views or any political candidate or organization.

You may not use any firm resources—including, without limitation, offices, conference rooms, computers, computer networks, copying machines, fax or telephone equipment, or e-mail accounts—for political activities.

We do not have a Political Action Committee (PAC) and do not make political contributions as a firm. Any financial contributions to a political activity must be made from your personal funds and will not be reimbursed by the firm. This includes payments to trade associations, civic or nonprofit groups, and other organizations for fundraising events even where other events you undertake with such groups would otherwise be reimbursed.

**Running for Office** If you plan to seek public office, you must contact the Law Department before registering as a candidate or otherwise starting to campaign or raise funds.

### Q&A

**Q:** In my role at the firm, I attend several events each year held by a local business association with the cost of attendance reimbursed by the firm. The association has endorsed our current member of the House for re-election and is holding a fundraising lunch where he will speak. Can I attend?

**A:** Yes, you may attend, but only in your personal capacity. You may not attend on behalf of the firm, and your cost of attendance will not be reimbursable as a firm expense. If you decide to attend, you should make it clear that you are not attending as a representative of the firm (e.g., not include the firm's name on your registration or name tag) and that the firm does not endorse the candidate.

# CHAPTER VII: SUBCONTRACTING AND PURCHASING ON BEHALF OF THE FIRM

*Like all organizations, we rely on others to help us fulfill our work requirements and achieve our objectives. Regardless of whether we are subcontracting to a small business for a particular opportunity, forming a strategic relationship with another company, or simply purchasing supplies from a vendor, we act as required by our Core Values—just as we would want to be treated when we are the subcontractor or supplier.*

## 1. FAIR COMPETITION AMONG SUPPLIERS

Booz Allen fosters fair competition among suppliers to procure materials, supplies, and services at fair and reasonable prices consistent with quality and other requirements. In soliciting bids, the firm makes special effort to reach out to small businesses and small disadvantaged businesses to provide opportunities for them to compete for our business. All competitions and purchases are based on truthful negotiations conducted at arm's length to avoid any actual or apparent conflict of interest.

**Compliance With Subcontracting and Purchasing Procedures.** As further set forth in firm policies, you must engage the Subcontracts and/or Purchasing teams to define

### Q&A

**Q: My client's project manager asked that we subcontract some work to a vendor who has worked for him in the past. Can we go ahead with the subcontract based on his direction?**

**A:** No. We must award the subcontract competitively unless we receive official direction in writing from the contracting officer.

subcontracting requirements for US Government projects. Only designated members of such teams may authorize a subcontractor or vendor to begin work and/or deliver goods. You may not provide oral or written authorization to a subcontractor or vendor to start work outside of such procedures.

**Competition Among Subcontractors and Suppliers** Competition among suppliers is a fair and efficient way of procuring goods and services for the firm and its clients. By doing so, we obtain fair and reasonable prices, maintain documentation of our make-buy decisions, and ensure we receive high-quality goods and services. Each of us must comply with all firm policies, including those related to environmental sustainability, in selecting a subcontractor or team member for a project or a supplier to the firm.

We comply with all laws, rules, and regulations that apply to our subcontracting work. In particular, for subcontracts under federal contracts, we comply with the Competition in Contracting Act and Anti-Kickback Act; "flow-down" all clauses and requirements in accordance with the FAR and other laws and regulations; complete all subcontract award procedures that we disclose to the US Government; and verify that a contemplated subcontractor is not on the Excluded Parties List or

otherwise restricted from accepting the subcontract.

Following execution of a subcontract, we monitor performance to verify that the subcontractor meets all quality and performance standards and complies with its obligations.

We generally offer competitive opportunities to supply the firm with goods and services for its own consumption. Often this results in the firm's contracting with a preferred supplier or group of suppliers for a class of items or services to maximize the long-term benefits we receive. Where the firm has entered into such an arrangement, each of us must use it unless an exception is authorized.

**Contracting With Small and Disadvantaged Businesses** We are committed to contracting with small businesses and small disadvantaged businesses. We believe in contributing to the communities in which we work and in helping their citizens obtain a fair share of the economic opportunities available. We also recognize the important contributions that small business concerns and minority institutions make to the firm—enhancing our competitive edge, our performance on contracts, and our bottom line—and the part they play in our industry and our future in a global economy.

Consequently, we are committed to providing subcontracting opportunities to the full range of small businesses and in particular small disadvantaged businesses such as:

- Historically Underutilized Business Zone (HUBZONE) small businesses
- Women-owned small businesses (WOSB)
- Service-disabled veteran-owned small businesses (SDVOSB)
- Historically black colleges and universities (HBCU)
- Minority institutions

#### Payments to Nonprofit Entities

All firm payments to nonprofit entities—regardless of whether they are a donation or a payment made pursuant to a contract—must be processed via the [Contributions Portal](#), which is managed by the Community Partnerships team within Marketing and Communications. Such processing supports accurate reporting of the payment for tax purposes.

**Truthful Negotiations** In dealing with current or potential suppliers, each of us must be candid and truthful about our requirements, accurate in our statements, and fair in negotiations, ensuring that all competitors for the opportunity have equal access to the same pertinent information.

We also do not share proprietary information of other vendors, engage in technical leveling, or otherwise engage in practices that do not comply with applicable laws, rules, and regulations.

Key policy related to this Code section:

- [Procurement Policy](#)

## 2. BOYCOTTS

Booz Allen does not conduct any operations or activities that are restricted under US anti-boycotting laws and regulations.

**Understanding Boycotts** “Boycotts” are activities that are designed to limit trade with certain countries, entities, or individuals. US anti-boycott laws and regulations restrict US firms from participating in foreign boycotts or other restrictive international trade practices that the US Government does not support.

**Prohibited Actions** You are prohibited from taking any action that furthers or supports a boycott against a country that is friendly to the United States and/or a boycott that the US Government does not sanction. The anti-boycott laws and regulations include prohibitions on the following:

- Agreements to refuse or actual refusal to do business with boycotted countries or companies organized under the laws of boycotted countries

**Q: I received a draft contract from a prospective client that requires us to provide information concerning the firm’s business with the government of Israel. If I know the firm has no current business with the Israeli government, may I report that information in our proposal and accept the clause in any resulting contract?**

**A:** No. United States anti-boycott laws prohibit us from agreeing to any such clause. Moreover, we may be required to report the fact that the prospective client included such a clause in its contract. The clause must be removed from the contract before we can execute it, and you should contact the Law Department regarding our disclosure obligations.

- Agreements to discriminate or actual discrimination against other persons based on race, religion, sex, national origin, or nationality
- Agreements to furnish or the actual furnishing of information about business relationships with or in boycotted countries or with blacklisted companies
- Agreements to furnish or the actual furnishing of information about the race, religion, sex, or national origin of another person

The firm reports to government agencies situations in which we are requested to participate in a boycott or requested to engage in a prohibited activity as required by applicable law. Contact the Law Department if you believe that we are being asked to engage in an activity that supports a boycott.

Key policies related to this Code section:

- [Risk Matrix](#)



***“The Core Values are a roadmap for life, not just work. Each of them is important in their own way and help guide my own behavior on the job and at home. Integrity rises to the top for me. Everything stems from there. If you act with integrity, people look at you differently. They trust you. They count on you. They turn to you. Without integrity, you have nothing.”***

—Linda Ryan  
VIP Award Winner 2012 (Dayton, OH)

## CORE VALUES

# CHAPTER VIII: MODELING CORPORATE CITIZENSHIP AND FAIRLY REPRESENTING OURSELVES

*Our Core Values are not just a model for how we operate internally and deliver enduring results to our clients. They guide how we represent ourselves to the public and contribute to our communities. Our Core Values also form the basis of our decision to not hire lobbyists and to strictly limit activities by employees who may be considering lobbying.*

## 1. REPRESENTING THE FIRM TO THE PUBLIC AND MEDIA

In communicating via any public channel, Booz Allen truthfully and accurately represents itself while respecting its confidentiality commitments to its clients, employees, suppliers, and others. Employees must not disclose information through any public channel about the firm’s business, client work, or co-workers without prior approval from Marketing and Communications. Any inquiries from the news media must be referred directly to Marketing and Communications.

### External Communications Channels

Public channels include any venue or medium that exposes information about the firm’s business, clients, or people to the public. For example, public channels include face-to-face events (e.g., speeches and conferences); traditional media channels (e.g., newspapers, radio, television, books, or magazines); digital and social media channels (e.g., websites, blogs, or other sites such as Facebook and Twitter); and

“about the firm” marketing materials (e.g., factsheets, brochures, and advertising).

We do not make statements to any third party that are untrue, inaccurate, or omit relevant information that make the statements misleading. Marketing and Communications ensures that public communications convey relevant facts, maintain our objectivity, and adhere to all laws, regulations, and contractual obligations.

### Client References or Inquiries

Inquiries about a client relationship or assignment from any outside organization must be referred to Marketing and Communications. You may not respond to any such inquiries—even to say “no comment”—without prior approval from Marketing and Communications.

Contractual terms and conditions may limit our ability to identify our clients, our contracts with them, or the work that we perform. The names of clients and descriptions of specific assignments may be used in business promotion only when the properly authorized client official has granted written permission, or when

the result of the assignment and our association with the client is a matter of public knowledge or public record.

### Public Relations Activities on Behalf of Clients

You may participate in client public relations activities only with the prior approval of your officer-in-charge and Marketing and Communications. Approval will be

#### Q&A

**Q:** We just completed a major report for our client, which is publicly released and, in doing so, praised the firm’s work in helping set its future priorities. A reporter contacted me seeking just a short generic quote about how we were pleased to help the client to include in her story. Can I provide the quote?

**A:** No. You should refer the reporter to Marketing and Communications. They will determine whether providing the quote is in the firm’s interest and, if so, who would be the best spokesperson.

#### Q&A

**Q:** My alma mater has requested an interview for its alumni newsletter. Can I discuss my employment at Booz Allen?

**A:** Yes. You may generally discuss your employment with the firm (e.g., your areas of functional expertise),

but you may not specifically reference any clients or details about your projects. Marketing and Communications can provide you with additional information on current career opportunities at the firm that might also be of interest to your alma mater.

granted only when the activity is related directly to services performed for the client and only when the client requests such participation and the subject and situation do not call into question Booz Allen's objectivity or expertise. In performing any such activities, be clear that you are speaking for the client—not Booz Allen.

Key policies related to this Code section:

- [External Communications](#)
- [Tradeshows and Event Marketing](#)

## 2. INVESTOR RELATIONS

Booz Allen provides shareholders and other parties in the financial markets with equal and simultaneous information necessary to make reasoned investment decisions about our securities. Our disclosure practices are designed to give all current and prospective investors fair access to this information and comply with all US securities laws, including Regulation FD as adopted by the Securities and Exchange Commission.

Our contacts with investors and analysts within the investment community are handled by our Investor Relations group. No director, officer, or employee of Booz Allen may respond to individual inquiries from the investment community unless specifically asked to do so by an authorized individual in the Investor Relations group.

## 3. LOBBYING

Booz Allen neither employs nor engages lobbyists. In limited circumstances, the firm may authorize an employee to engage in an activity that constitutes lobbying under applicable law. Any such activities must be authorized in advance by the Law Department.

**Understanding What Constitutes “Lobbying”** The definition of lobbying for federal purposes is very detailed and complex; each state and many localities have their own definitions.

For our purposes, lobbying includes any communication—written or oral, including testimony—with senior federal, state, or local legislative branch officials (e.g., political appointees, flag or general officers, or policy makers) intended to influence legislation, regulations, executive actions, programs, or contracts. Lobbying may include targeted marketing activities and preparation for the types of communications described above.

**Engaging Business Development Consultants** Many firms or individuals that help government contractors develop their business also lobby. The Law Department must approve any contract with such consultants in advance to ensure that the contracted services do not include lobbying or require the consultant to register as our lobbyist.

### Participating in Trade Associations and Other Organizations That Lobby

We belong to various associations and groups that may engage in lobbying activities. In our participation with such groups, we avoid directly engaging in their lobbying activities. If you represent the firm to such a group, seek guidance from the Law Department to understand what you are permitted to do. Also, as further discussed in [Section VI.3—Personal Conflicts of Interest From Outside Activities](#)—any employee who becomes involved in a personal capacity with such groups needs to clearly distinguish between his or her personal involvement and that of the firm.

### Direct Contact With Legislative Bodies

The Law Department must approve any direct interaction between an employee and a legislative body on behalf of the firm. Because of potential conflicts and lobbying rules, you may not provide testimony or advice to a legislative body or engage in conversations with legislators or their staff regarding any matter related to the firm's business—even in a personal capacity—without prior written approval from the Law Department.

**Lobbying on Behalf of Clients** We do not lobby on behalf of clients. The FAR bans federal agencies from contracting for lobbying services. This ban includes testifying on behalf of a federal agency, drafting testimony for its officials to deliver, or responding to questions from Congress.

## 4. ENVIRONMENTAL COMMITMENT

Booz Allen is committed to creating significant and lasting improvements to the sustainability of our world—through the work the firm does for clients and in the way we work.

**Fulfilling Our Commitment** We develop innovative and sustainable solutions for our clients to help address global challenges while promoting responsible consumption of resources in operating our business. Our partnerships and philanthropy in the communities in which we live and work further strengthen our sustainability commitment.

Consistent with our Core Values, in our operations, we endeavor to reduce our impact on the environment (e.g., energy consumption, greenhouse gas emissions, water use, and waste generation).

We comply with all applicable environmental laws and regulations, as well as operate in a manner that incorporates leading practices such as pollution prevention techniques, efficient use of resources, and minimizing waste generation.

We have established groups within the firm to ensure that sustainability concepts are fully incorporated into facilities infrastructure, procurement, travel, human resources, and information systems. These groups include a Sustainability Steering Committee comprised of officers, a Sustainability Program Management Office that implements our program, and a Sustainability Committee consisting of senior employees.

Your involvement is critical to our program. Our offices have established employee-led Green Committees that develop sustainability programs unique to their locations, offer fresh ideas, and coordinate local volunteer environmental activities. To become involved, contact the Sustainability Program Management Office or your local Green Committee.

## 5. COMMUNITY INVOLVEMENT

Booz Allen is committed to being a model corporate citizen that contributes to the communities in which we work and live. The Community Partnerships team within Marketing and Communications must approve all firm charitable contributions to organizations.

### Q&A

**Q: My leadership wants to sponsor a charity event important to our business and team. How do I process that donation?**

**A:** Through the [Contributions Portal](#). All payments to charitable, civic, professional, or any other nonprofit organization by the firm must be processed through the firm's [Contributions Portal](#) to ensure that they are properly approved and categorized.

**Payment of Contributions and Sponsorships** We must ensure that resources and the goodwill associated with our sponsorship of an organization are given to organizations that prudently manage their operations and make a positive impact on the community.

All payments to charitable, civic, professional, or any other nonprofit organization by the firm must be processed through the firm's [Contributions Portal](#), through which the Community Partnerships team reviews and approves them. The team will ensure not only that contributions are categorized appropriately in accordance with FAR and IRS regulations but also that the organization efficiently delivers value to its beneficiaries and does not appear on any terrorist watch lists.

The Community Partnerships team also reviews all requests for firm sponsorship of a group or event, as well as proposed pro bono work by the firm.

**Pro Bono Work** Our consulting services are called pro bono when Booz Allen is delivering professional consulting services at no charge to a client that is a nonprofit organization or accredited educational institution. Firm policies and guidance are applicable to the staff, client relationship, and work performed, including policies related to time and expense reporting, and the use of Booz Allen's name and external communications. All pro bono projects must be reviewed by Community Partnerships (for risk mitigation) and approved by the funding group's senior leadership.

**Skills-Based Volunteerism** The firm defines a skills-based volunteer

as someone who voluntarily donates his or her specialized professional skills to help a nonprofit organization increase its capacity and effectiveness. Skills-based volunteerism includes activities such as strategic planning, program evaluation, and communications development. To mitigate risk to you (the volunteer) and to the firm, when you support skills-based volunteer opportunities, you and a representative of the nonprofit organization are asked to acknowledge that your skills, knowledge, and abilities are offered on a personal basis and not on behalf of the firm. Time spent on skills-based volunteer projects is not a work activity. Work products cannot be branded as Booz Allen material. Contact the [Community Partnerships](#) team for additional guidance.

**Getting Involved** Rather than simply encouraging cash contributions to charitable, educational, and civic organizations, we encourage you to take an active approach to your and the firm's involvement in the community.

You can do so by working through an established group within the firm or by participating in a sponsored activity, or you can start your own group or activity. If you would like to do so, please contact the Community Partnerships team.



*“We have two constants at Booz Allen, our Core Values and change. Our Core Values help us navigate change. We’ve made a commitment—to ourselves and our clients—that we will maintain the highest ethical standards in running the business. As such, our Core Values and the Green Book must be the basis for every decision we make each day, from how we pursue and win business and treat our clients, to the professionalism and respect with which we engage each employee.”*

*—Gale Smith, Chief Ethics and Compliance Officer*

*The Ethics and Business Integrity Office coordinates the EthicsFirst program. It is accountable to the Ethics Committee, CEO, Board of Directors—and, most important, you.*

*This mission of the Ethics and Business Integrity Office is to mitigate enterprise risks and promote the highest ethical behavior by:*

- *Holding leaders and staff accountable for making the right choice*
- *Providing them the tools to be effective in doing so, and*
- *Providing mechanisms to document and enforce those behaviors individually and collectively as a firm*

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This Code is effective April 1, 2014, and supersedes any prior version as of such date.

This Code applies to all directors, officers, and employees of Booz Allen Hamilton Holding Corporation, Booz Allen Hamilton, Inc., and all subsidiaries thereof.

To aid understanding of the firm's policies that relate to subjects covered in a section, at the end of certain sections, some specific firm policies are identified. These policies may be revised, revoked, or superseded at any time, and new relevant policies may be issued subsequently. The absence of a policy in this Code does not in any manner limit the effectiveness of the policy, and as further described in this Code, all employees are expected to adhere to all of the firm's active policies and procedures, whether or not they are identified in this Code.

This Code applies to Booz Allen's non-US operations insofar as it does not conflict with applicable local law. Should such conflict occur, this Code shall be deemed modified so as to avoid the conflict and shall be deemed effective to the fullest extent allowed by such law.

*Photographs by Melissa Blackall*

