



## Contract Management Policy

### Section I: General provisions

- 1. Purpose** — The Town of Baie-D'Urfé hereby establishes various rules pertaining to contract management with the intent of promoting transparency, fairness, integrity and sound contract management, in the best interests of the community.

This Policy is also intended to promote competition and to enable the Town to benefit from the best possible prices, while specifically taking into consideration the quality of goods and services offered, delivery deadlines and supplier reliability.

- 2. Scope** — Subject to the provisions of the *Cities and Towns Act*, this Policy applies to all contracts entered into by the Town, and which result in an expenditure. This Policy is binding on the administration and its authorized agents as well as on all tenderers or parties contracting with the Town.
- 3. Objectives** — Pursuant to the provisions of the *Cities and Towns Act*, the Town hereby implements the following measures in order to:
- i) Ensure that no tenderer or representative of a tenderer has communicated or attempted to communicate with a member of the selection committee with the intention of influencing the member concerning the call for tenders for which the tenderer or his representative has submitted a bid;
  - ii) Ensure compliance with any applicable anti-bid-rigging legislation;
  - iii) Ensure compliance with the *Lobbying Transparency and Ethics Act* (R.S.Q., Chapter T-11.011) and the *Code of Conduct for Lobbyists* adopted under that Act;
  - iv) Prevent acts which could be construed as intimidation, influence peddling and corruption;
  - v) Prevent conflict of interest situations;
  - vi) Prevent any other situation likely to compromise the impartiality or objectivity of the call for tenders process and ensuing contract management;
  - vii) Govern the decision-making process authorizing the amendment of a contract.

- 4. Definitions** — In applying this Policy:

"Administration": An elected official, officer or employee of the Town.

"Tenderer": An executive officer, director, shareholder or employee of a company, as well as any other authorized agent of this same company who participates in a call for tenders process.

"Authorized agent": An individual or firm authorized to act on behalf of the principal and who, by accepting his designation, accepts to represent the principal in the accomplishment of a legal act with a third party.

The word authorized agent includes an executive officer, director, shareholder or employee when the authorized agent is a company.

## **Section II: Obligations of the administration and its authorized agents**

### ***Subdivision I: Provisions applicable to the administration and its authorized agents***

**5. Ethics** — The administration and its authorized agents hereby commit to tenderers and contracting parties that they will:

- i) Treat all participants fairly;
- ii) Ensure transparency during the contractual process;
- iii) Avoid all conflicts of interests and all situations which could provide personal advantage or gain;
- iv) Refrain at all times from using their position to favour the awarding of a contract to a particular tenderer;
- v) Conduct themselves honestly and with integrity;
- vi) Apply this Policy in the best interests of the Town.

**6. Confidentiality** — The administration and its authorized agents must, within the context of any call for tenders or contract award process, conduct themselves with absolute discretion and preserve the confidentiality of information disclosed to them during this process.

Specifically, they must at all times refrain from disclosing information which could reveal the quantity and identity of the persons who have submitted a tender or who have requested a copy of the invitation to tender, of a document to which it refers or of a related supplementary document, until the opening of the tenders.

The authorized agent of the Town responsible for drafting one or more documents used in a call for tenders or who assists the Town during the tender process must also maintain confidential the work carried out in connection with his mandate.

**7. Site visits and information sessions** — It is prohibited to organize site visits or information sessions involving several tenderers. Should a site visit or information session be necessary, due to the nature of the call for tenders, the person in charge shall arrange for individual site visits or information sessions with each tenderer. Such visits or sessions shall be scheduled on an appointment basis in such a manner as to ensure that tenderers do not meet.

All questions asked by a tenderer during a site visit or information session shall be noted and communicated to the relevant municipal departments. The questions and answers must be provided to all tenderers. However, should a question generate an amended specification requirement, the answer will be provided in the form of an addendum.

8. **Declaration** — An officer or employee who considers that he has a relationship that may be perceived as conflicting with the interests of a prospective tenderer within the context of a call for tenders, a contract on a discretionary or by invitation basis or during the execution of a contract involving that officer or employee, must immediately inform the Director General.
9. **Gifts and other benefits** — The administration and its authorized agents must refuse all gifts or other benefits offered by a company, supplier or their representatives. If this is not feasible, the Director General must immediately be advised.

### ***Subsection II: Provisions applicable to selection committees***

10. **Selection committee** — Where a tender weighting and assessment system is used, the selection committee shall be constituted before the commencement of the call for tenders process. The Director General shall appoint the members of the committee in accordance with *By-law 1030 Concerning Delegation, Control and Budgetary Monitoring*.

One member of the committee will act as secretary and ensure the proper conduct of the committee's work.

During the call for tender process, the identity of selection committee members must be kept confidential by the administration.

Each member of the selection committee shall individually analyze the quality of each tender received, without considering the price, according to the weighting grid provided for with the call for tender documents.

11. **Declaration** — A member of a selection committee must immediately advise the Director General if he has a relationship that may be perceived as conflicting with the interests of one or more tenderers, regardless of whether that relationship is familial, financial or of some other nature.

### **Section III: Obligations of tenderers or contracting parties**

12. **Declaration** — During a call for tenders process, the tenderer must sign the declaration that forms an integral part of the call for tender documents and attest to the following:
  - i) At the time of depositing his bid, the tenderer must declare, to the best of his knowledge, whether he has any familial, financial or other relationships likely to create a perceived conflict of interests, directly or indirectly, with one or more members of the municipal administration, and if so, of which nature.
  - ii) He has not influenced or otherwise participated in the development of the specifications or standards with the intent of gaining an advantage or limiting competition.

- iii) During the call for tenders process, he did not attempt to communicate with the members of the administration involved in the tendering process, including the members of the selection committee, with the intent of influencing them in their consideration, appreciation or recommendation respecting the awarding of the contract that was the object of the process.
- iv) He has generally satisfied each and every requirement stipulated in the Law and in this Policy.
- v) His tender was established without collusion and there has been no communication, agreement, or arrangement with a competitor or a third party regarding prices, methods, factors, or formulas used to calculate prices or regarding whether to submit a tender, or regarding the submission of a tender that does not meet the specifications of the call for tenders.
- vi) In the three years preceding the call for tenders he was never convicted of violating an anti-bid-rigging law.

**13. Tenderer's commitment** — During the call for tenders process, the tenderer commits that he and his sub-contractors will not use the services of any person who obtained privileged information regarding the development of the call for tenders and for which he is submitting a tender or in which he has participated.

**14. Gifts and other benefits** — The tenderer or contracting party is prohibited from offering a gift or other benefit to a member of the administration or any authorized agent.

**15. Lobbying activities** — A tenderer or contracting party must abide by the *Lobbying Transparency and Ethics Act* (R.S.Q., Chapter T-11.011) in his communications with the administration or its authorized agents.

The fact that a lobbyist may schedule a meeting on behalf of a third party with a public office holder and any other person is considered to be a lobbying activity.

**16. Exceptions** — The following do not constitute lobbying activities:

- i) The fact that a tenderer or a contracting party may respond to a member of the administration or one of the Town's authorized agents, including representations made within the context of a call for public tenders issued under the City's authority;
- ii) Communications for the sole purpose of inquiring as to the nature or scope of the rights or obligations of a client, a company or a group pursuant to the law.

**17. Declaration** — A tenderer or contracting party must declare that, if any communications took place with the intent of influencing the securing of a contract, they took place according to the *Lobbying Transparency and Ethics Act* (R.S.Q., Chapter T-11.01), the *Code of Conduct for Lobbyists* and opinions issued by the Lobbyists Commissioner.

## **Section IV: Contracts**

### ***Subdivision I: Provisions applicable to all contracts***

**18. Contract management** — An amendment to a contract is permissible if it is ancillary to the contract, does not change the nature thereof, and is not an element which predictably could have been included in the initial contract.

Notwithstanding the foregoing, an amendment resulting in an additional expenditure must be justified, in writing, by the person in charge of the contract or the person who can approve the expenditure and it must be authorized in accordance with the applicable rules.

No project, requirement or order may be split up or apportioned in order to favour a contracting party, be exempted from a control procedure or avoid an obligation stipulated in this Policy.

### ***Subsection II: Special provisions applicable to contracts of more than \$25 000***

**19. Call for tenders** — For a contract award process involving a value greater than \$25 000 but less than \$100 000, the call for tender documents shall be provided by the person designated by the administration.

For a contract award process involving a value greater than \$100 000, the call for tender documents shall be provided by the *Système électronique d'appel d'offres* (SEAO).

**20. Documents** — Call for tender documents must be prepared with the objectives of fairness, impartiality and clarity. All available information concerning a call for tenders must be impartially and uniformly accessible to all prospective tenderers.

**21. Group purchasing** — The Town shall promote, where appropriate to the nature of the contract to be awarded, the use of a group purchasing system to procure goods and services insofar as such a system exists or where the Town collaborates with other towns to implement such a system.

## **Section V: Administrative provisions**

**22. Director General** — The Director General is responsible for overseeing the application of this Policy and ensure its compliance.

He informs members of the administration who perform one or more tasks related to awarding or managing municipal contracts of the rules established hereunder.

**23. Reporting** — Every member of the administration has the duty to report to the Director General any situation, conduct or action that could compromise the integrity of a contract award process.

Any person may report such a situation to the complaints handling coordinator of the *Ministère des Affaires Municipales, des Régions et de l'Occupation du territoire*.

**24. Sanctions for the administration** — All members of the administration must respect the measures set forth in this policy on penalty of the provisions of the *Cities and Towns Act*.

**25. Sanctions for the tenderer** — A tenderer who, directly or indirectly, breaches any of the obligations imposed under this Policy may have his tender automatically rejected if so justified by the seriousness of the breach.

The tenderer's name may also be removed from the Town's list of suppliers constituted for the granting of contracts on a discretionary or by-invitation basis, for a maximum period of five (5) years.

**26. Sanctions for the authorized agents** — The Town may unilaterally terminate the contract of an authorized agent who breaches this Policy, in addition to imposing any penalty that may be stipulated in the contract he has entered into with the Town.

The authorized agent may also be removed from the Town's list of suppliers constituted for the granting of contracts on a discretionary or by-invitation basis, for a maximum period of five (5) years.