



# SUPPLIER CODE OF CONDUCT

Commitment to integrity

This course helps Suppliers and their employees comply with their contractual commitments and the requirements of the Microsoft Supplier Code of Conduct.



# Welcome

## About this course

This course helps Suppliers and their employees comply with their contractual commitments and the requirements of the Microsoft Supplier Code of Conduct.

### ***The Code, Suppliers, and this course***

In this training, the Supplier Code of Conduct is referred to as "the Code." "Supplier" refers to a company providing a service to Microsoft as well as to their employees, personnel, agents, and subcontractors. "External Staff" refers to Supplier employees working on behalf of Microsoft. "Microsoft Sponsor/contact" refers to the Microsoft full-time employee who is the External Staff worker's primary contact.

## Welcome | Commitment to integrity

Microsoft expects Suppliers and External Staff to act ethically and with integrity. This commitment to integrity is expressed in the Supplier Code of Conduct.

### ***Doing business with Microsoft***

In order to do business with Microsoft, Suppliers are required to embrace ethical business practices and conduct business in compliance with all regulations, laws, and applicable Supplier contracts and policies.

Suppliers demonstrate this commitment by complying with the Code and training their employees on the Code.

## Welcome | Maintaining trust

We rely on our representatives to help us earn and maintain the trust of our customers and the public.

### ***Doing business with Microsoft***

By "representatives", we mean Suppliers, External Staff, partners, consultants, and other companies that work with us or on our behalf.

We only work with representatives who we believe are honest and ethical, and who commit to do business ethically and with integrity when working on our behalf.

All External Staff must review, understand, and comply with the Anti-Corruption Policy for Microsoft Representatives and the Supplier Code of Conduct.

If you are also a Microsoft partner, you must also comply with the Partner Code of Conduct and related training located on the [Trustworthy Representatives Site](#).

## Welcome | Anti-corruption policy

As representatives of Microsoft, all Suppliers and External Staff must comply with the Anti-Corruption Policy for Microsoft Representatives.

External Staff must not, directly or indirectly, promise, authorize, offer, or pay anything of value to any government official or other party in an effort to improperly influence any act or decision for the purpose of promoting the business interests of Microsoft in any way.

Each Supplier is expected to comply with the U.S. Foreign Corrupt Practices Act (FCPA) and all other applicable anti-corruption laws.

We expect our Suppliers to share our commitment to integrity. If we see signs that a Supplier is unethical or could be engaging in corrupt conduct, we will end our business relationship with them.

## Welcome | Human rights & fair labor practices

Technology should be used for the good of humanity, to empower and protect everyone and to leave no one behind.

Respecting human rights is a core value of Microsoft. It is inseparable from our mission to empower every person and every organization on the planet to achieve more with our technologies.

We believe that people, organizations, and societies will only use technologies they trust, and they will only trust technologies that respect their rights and advance human dignity, agency, and wellbeing.

While care and respect for others is a core Microsoft value, our approach to advancing human rights across the globe incorporates international laws, principles, and norms. See our [Microsoft Global Human Rights Statement](#) to learn more.

## Welcome | Reporting

If you become aware of any questionable behavior or a possible violation of the Anti-Corruption Policy for Microsoft Representatives or Supplier Code of Conduct, please report it to Microsoft.

You can find many different methods of reporting described at [microsoftintegrity.com](https://microsoftintegrity.com).

Microsoft will maintain confidentiality to the extent possible and will not tolerate any retribution or retaliation taken against anyone who has, in good faith, reported questionable behavior or a possible violation of the Code or Microsoft policy.

## 01 | Introduction

The Code describes Microsoft's standards for ethical business practices and regulatory compliance.

### Executive welcome | Amy Hood

Hello. I'm Amy Hood, Chief Financial Officer at Microsoft.

This is an important time for Microsoft and for our Suppliers. We have great opportunities ahead, and we rely on great Suppliers to help us succeed. To be successful, we must continue to earn and maintain the trust of customers, partners, and governments. We build trust everyday by living our values and by acting with honesty and integrity.

As an important part of the Microsoft team, Suppliers must live by high standards of ethics and integrity. That's why we've developed this course on the Microsoft Supplier Code of Conduct, which highlights issues you need to know in order to comply with the Code and adhere to our culture of ethical conduct.

Unethical and untrustworthy companies do not succeed. A momentary lapse in judgment by a single Microsoft Supplier has the potential to erode the value and the trust we bring to customers.

Help us seize our opportunities by doing the right things in the right way.

Thanks for your commitment to our business and for your close attention to this course.

### Introduction | Supplier Code of Conduct

The Code describes Microsoft's standards for ethical business practices and regulatory compliance.

This Course contains scenarios, questions, and key learning points about various parts of the Code, but not all parts of the Code. Please fully review each section of the Code, including:

- Compliance with the Supplier Code of Conduct
- Legal & regulatory compliance practices
- Business practices & ethics
- Human rights & fair labor practices
- Health & safety
- Environmental protection & compliance
- Protecting information: Data & intellectual property
- Additional standards for Microsoft access
- Raising concerns & reporting questionable behavior

You may download the Supplier Code of Conduct here: <https://aka.ms/scoc>

## Introduction | Compliance with the Supplier Code of Conduct

### ***Inform Microsoft***

Suppliers and External Staff must promptly inform their Microsoft Sponsor/contact (or a member of Microsoft management) when any situation develops that causes an External Staff worker to operate in violation of the Code. Use the reporting resources provided at [microsoftintegrity.com](https://microsoftintegrity.com).

### ***Self-monitor***

External Staff are expected to self-monitor and demonstrate their compliance with the Code.

### ***Removal***

Microsoft may require the immediate removal of any External Staff worker who behaves in a manner that is unlawful or inconsistent with this Code or any Microsoft policy.

## 02 | Doing business ethically

Suppliers must act with integrity and comply fully with applicable laws and regulations while conducting business with or on behalf of Microsoft.

## 02 | Doing business ethically

In this section, we will focus on the Code's **prohibition of corruption** and look at additional key topics in the Code that are closely related.

Suppliers and External Staff must:

- Use **ethical hiring practices** that avoid corruption or the appearance of corruption.
- Follow the Code and all applicable laws related to **gifts, travel, lodging, hospitality, and charitable contributions**.
- Keep **accurate books and records**.
- Avoid **conflicts of interest** as well as the appearance of conflicts when performing work for Microsoft or representing Microsoft.

### Anti-corruption | Introduction (1 of 2)

External Staff are prohibited from promising, offering, or paying a bribe to anyone.

#### ***What does this mean?***

External Staff may not participate in bribes or kickbacks of any kind.

This prohibition applies to dealings with both government officials and individuals in the private sector.

### Anti-corruption | Introduction (2 of 2)

#### ***What is a bribe?***

A bribe is any payment or offer of anything of value to an individual for the purpose of obtaining an improper benefit.

This means that anything of value—such as travel, cash, gifts, loans, charitable donations, or job opportunities—may constitute a bribe under certain circumstances.

No External Staff worker will suffer adverse consequences from Microsoft for refusing to pay or take a bribe, even if this results in the loss of business to Microsoft.

### Anti-corruption | Who is an official? (1 of 3) Question

Although Microsoft prohibits offering or paying bribes, kickbacks, or other improper benefits to anyone, it is important to understand when you are dealing with a government official.

Do you know which of the following would be considered a government official? *Select all that apply.*

- A. A doctor or lawyer employed by a state agency
- B. A political party official
- C. A consultant for a government official

### Anti-corruption | Who is an official? (1 of 3) Answer

The correct answers are A, B and C. All of these are considered government officials.

### Anti-corruption | Who is an official? (2 of 3) Question

Let's try a few more. Do you know which of the following would be considered a government official? *Select all that apply.*

- A. An employee of a company owned or controlled by the government
- B. A teacher employed by a city or town
- C. An employee of a government entity or agency

### Anti-corruption | Who is an official? (2 of 3) Answer

The correct answers are A, B and C. All of these are considered government officials.

### Anti-corruption | Who is an official? (3 of 3)

All of the following are considered government officials:

- Any employee of a government entity or subdivision, including elected officials
- Any private person acting on behalf of a government entity, even if just temporarily
- Officers and employees of companies or other organizations that are owned or controlled by the government
- Candidates for political office

- Political party officials
- Officers, employees, and representatives of public international organizations, such as the World Bank and United Nations

External Staff should understand that in certain countries and in certain industries, an individual who seems to work for a private entity might be considered a government official. Visit [Microsoft's State-Owned Entity Criteria](#) for a detailed list of criteria used by Microsoft to define a government official.

## Anti-corruption | Scenario

In this scenario, Microsoft has hired a Supplier to help secure a permit from a government agency. An External Staff worker named Lia is dealing with an employee of the government agency named Mr. Smith, who is in charge of issuing the permits.

*Lia, External Staff:* Thank you, Mr. Smith, for taking the time to discuss this request with me personally. I have not had any success getting this permit approved.

*Mr. Smith, government employee:* Sometimes, it can be difficult to get a permit approved, because we are under-staffed and have a lot of work to do. How can I help you?

*Lia, External Staff:* I filed Microsoft's application for a permit six months ago, but there has been no action. What can I do to get the permit approved?

*Mr. Smith, government employee:* I suggest you pay me for my time to look into this matter. The next time you are in the office, come and see me. I will make sure the permit is approved.

## Anti-corruption | Question

**What should Lia do?** *Select all that apply.*

- A. Give the government employee cash to obtain the permit. The permit is important to Microsoft, so she should do what is necessary.
- B. Report the official's request to her own manager and seek guidance.
- C. Report the request to her Microsoft Sponsor/contact and seek guidance, using the reporting resources described at [microsoftintegrity.com](https://microsoftintegrity.com).

## Anti-corruption | Answer

The correct answer is both B and C.

- The request for an extra payment is suspicious and might be a request for a bribe.
- External Staff must not pay anything of value to improperly influence any act or decision of any government employee.

Lia should not make any offers, promises, or payments to the government employee.

She should report the request both to her own (Supplier) manager and to her Microsoft Sponsor/contact and seek guidance on what to do next.

## Anti-corruption | Facilitating payments

The payment requested in the previous scenario is known as a facilitating payment.

A facilitating payment is a payment to a government official to secure or expedite a government action.

Examples of facilitating payments include:

- Payment to be exempt from an inspection
- Payment to approve incomplete documentation
- Payment to overlook an offense
- Payment to accelerate routine services
- Payment to ensure a license is approved

Microsoft prohibits bribes of any kind, including facilitating payments.

## Anti-corruption | Key learning points

- Microsoft prohibits corruption of government officials and individuals in the private sector via the payments of bribes or kickbacks of any kind.
- Never promise, offer, or pay a bribe, directly or indirectly, in any form. Do not further Microsoft's business interests in any improper or unlawful manner.
- Microsoft's prohibition against bribes and kickbacks includes offering, promising, or paying anything of value (such as cash, gifts, travel, hospitality, loans, donations, job opportunities, or other benefits) for any improper purpose.
- Be alert and identify suspicious requests that may signify a heightened risk of corruption.
- Report suspicious requests or activity both to your own (Supplier) manager and your Microsoft Sponsor/contact and seek guidance on what to do next.

- Use the reporting resources described at [microsoftintegrity.com](https://microsoftintegrity.com).
- Read what the [Code](#) says about anti-corruption.

## Travel, gifts, and other payments | Introduction (1 of 4)

Microsoft prohibits any gift that is intended to or might appear to influence or obligate the recipient or compromise the recipient's judgment.

Anything of value that is offered to someone can be considered a gift, including:

- Travel and lodging;
- Hospitality (meals and entertainment);
- Excursions such as cruises, golfing, and spa visits;
- Prizes from raffles, sweepstakes, or contests;
- Tickets to events.

## Travel, gifts, and other payments | Introduction (2 of 4)

### ***Are certain kinds of gifts always prohibited?***

Yes—the following gifts are prohibited in all cases, regardless of amount or circumstance:

- Gifts of money or cash equivalents, such as gift certificates and gift cards
- Gifts to any member of Microsoft Procurement or its representatives
- Gifts with an improper purpose
- Gifts that violate the gift policies that apply to Microsoft employees

## Travel, gifts, and other payments | Introduction (3 of 4)

External Staff should use caution before giving anything of value to a Microsoft employee.

Microsoft requires that External Staff exercise good judgment and understand policy limits when considering gifts to Microsoft employees. Even a well-intentioned gift might compromise the recipient's judgment, or otherwise create a conflict of interest. If in doubt, don't give anything.

## Travel, gifts, and other payments | Introduction (3 of 4)

External Staff must not give anything of value to a government official in connection with Microsoft business.

External Staff are prohibited from:

- Directly paying expenses for travel, lodging, gifts, hospitality, or charitable contributions for government officials on Microsoft's behalf.
- Using funds provided by Microsoft to pay for such expenses.
- Making *any* payments to government officials on Microsoft's behalf.
- Engaging a subcontractor to make any payment to a government official on Microsoft's behalf.

## Travel, gifts, and other payments | Scenario 1

In this scenario, an External Staff worker named Richard wishes to invite a Microsoft employee named Chris to a Supplier conference.

*Chris, Microsoft employee:* Hi, Richard. I understand your company is sponsoring the Global Supplier Summit in Florida.

*Richard, External Staff:* Yes, we are very excited about it. Hundreds of companies are attending.

*Chris, Microsoft employee:* Sounds interesting.

*Richard, External Staff:* The conference is a great opportunity for Microsoft to present its product roadmap. I hope you and your team can be my guests at the conference. We will have a lot of fun together.

*Chris, Microsoft employee:* Our budgets are limited this year. What's involved?

*Richard, External Staff:* Don't worry. We will provide travel and lodging for your team. We offer a fishing trip and spa treatments as well.

## Travel, gifts, and other payments | Question

**Should Richard make this offer?** *Select the correct answer.*

- A. Yes. The offer is clearly for a legitimate business purpose and mutually beneficial for both companies.

- B. No. Richard should first determine if Microsoft employees may accept travel, lodging, and gifts from suppliers.
- C. Yes. The offer is appropriate because Richard is letting Microsoft choose which employees will attend.

## Travel, gifts, and other payments | Answer

The correct answer is B.

Richard should exercise due diligence to determine if the offer violates Microsoft policy.

In addition, the spa treatments and fishing trip do not appear to have a legitimate business purpose.

## Travel, gifts, and other payments | Scenario 1

In this scenario, an External Staff worker named Pablo has discovered a potential obstacle to Microsoft's plans for a new data center.

*Pablo, External Staff:* My company is working with Microsoft on plans for a new data center. We previously had signals from local officials that they welcomed the new development in their area. However, a new official is in charge now, and I heard that she has different ideas and may hold up development. We need to act quickly to build a relationship with this new leader, for my company's sake and for Microsoft's.

*On the following screens, consider what actions would or would not be acceptable for Pablo to take to help the project move ahead smoothly.*

## Travel, gifts, and other payments | Question 1

**Can Pablo invite the official to go golfing with him at his expense?**

- A. Yes
- B. No

## Travel, gifts, and other payments | Answer 1

The answer is No.

Suppliers are prohibited from paying expenses for hospitality for government officials on Microsoft's behalf.

## Travel, gifts, and other payments | Question 2

**Can Pablo invite the official to visit a Microsoft data center in another area and cover her travel expenses on Microsoft's behalf?**

- A. Yes
- B. No

## Travel, gifts, and other payments | Answer 2

The answer is No.

Suppliers are prohibited from paying for travel for an official on Microsoft's behalf.

It *might* be acceptable for the Microsoft client to offer this to the official themselves at Microsoft's expense provided all relevant requirements are met—but that would be a decision for Microsoft to make.

## Travel, gifts, and other payments | Question 3

**Can Pablo treat the official to a modest business lunch to discuss the official's concerns and give her more information about the project?**

- A. Yes
- B. No

## Travel, gifts, and other payments | Answer 3

The answer is No.

Suppliers are prohibited from paying for hospitality for an official on Microsoft's behalf.

## Travel, gifts, and other payments | Question 4

This data center project is important to Pablo's subcontractor who would be working on the project also.

**Can Pablo ask his subcontractor to organize a lunch and invite both him and the official?**

- A. Yes
- B. No

### Travel, gifts, and other payments | Answer 4

The answer is No.

Suppliers may not use a subcontractor to circumvent Microsoft policy. Just as Pablo may not pay for hospitality for a government official, he may not ask his subcontractor to do so either.

### Travel, gifts, and other payments | Question 5

**Can Pablo offer to make a donation to a non-profit organization where the official volunteers in her personal time?**

- A. Yes
- B. No

### Travel, gifts, and other payments | Answer 5

The answer is No.

Suppliers are prohibited from making charitable contributions for government officials on Microsoft's behalf.

Suppliers must never make charitable donations in order to influence a government official's decision making.

### Travel, gifts, and other payments | Key learning points

- Suppliers are prohibited from paying expenses for travel, lodging, gifts, hospitality, or charitable contributions for government officials on Microsoft's behalf.
- Do not establish any "off-book" accounts or funds to pay expenses on Microsoft's behalf.

- Do not retain any portion of funds paid by Microsoft in a separate fund to accomplish what is prohibited by the Anti-Corruption Policy for Microsoft Representatives or the Supplier Code of Conduct.
- Before offering anything of value to a Microsoft employee, review the Code and ask your Microsoft Sponsor/contact or the recipient what the limits are. Any Microsoft employee who improperly accepts a gift may be subject to disciplinary action.
- Never provide a gift of money or cash equivalent such as a gift card or gift certificate.
- Improper payments or gift giving may result in the termination of a Supplier contract.
- Read what the [Code](#) says about travel, gifts, and other payments.

## Hiring | Introduction

### Suppliers and External Staff must refuse inappropriate hiring requests made by government officials or Microsoft employees.

Employment opportunities are valuable, and extending them may constitute a bribe if there is an improper purpose. Suppliers may not use employment opportunities to improperly influence the decision-making of government officials.

Do not hire anyone suggested by an official if the official offers to give a benefit to Microsoft or threatens to act in a way that harms Microsoft if the requested hiring decision is not taken.

Do not hire anyone that a Microsoft employee asks or directs you to hire to enable them to circumvent Microsoft policy.

Report any such requests using the resources at [microsoftintegrity.com](https://microsoftintegrity.com).

## Hiring | Scenario 1

In this scenario, an External Staff worker named Bianca makes use of a friendly relationship she has with Natasha, an employee of her state representative.

*Bianca, External Staff:* I got to know Natasha a while back when I had some dealings with the representative's office where she works. She's a good person to know.

My Microsoft client is working on a deal with the state government now. He hadn't heard any news on how their bid was doing. I told him I had a contact who could help, and I called up Natasha. She told me she'd personally ask the evaluation team the status of Microsoft's bid and let me know if she heard any helpful information. I was so thankful!

I told Natasha to let me know any time if I could return the favor. Natasha mentioned that her daughter is looking for a job. She asked me to keep her in mind if I hear of any opportunities.

## Hiring | Question

**May Bianca consider hiring Natasha's daughter or recommending that Microsoft hire her?** *Select the correct answer.*

- A. Yes, if she is qualified.
- B. No, not under any circumstances.

## Hiring | Answer

The answer is B.

Even if Natasha's daughter is highly qualified, multiple aspects of this scenario violate the Code.

Natasha is a government official, and External Staff must be extra cautious when working with government officials to avoid any impropriety or appearance of impropriety.

The apparent exchange of confidential information about a Microsoft deal for recommending an official's relative for a job position violates both the Anti-Corruption Policy for Microsoft Representatives and the Code.

Bianca must not recommend or hire Natasha's daughter. She should immediately report this situation to her own employer and to Microsoft.

## Hiring | Scenario 2

In this scenario, an External Staff worker named Justin is contacted by his Microsoft Sponsor, Elena, who asks him to hire a contractor.

*Justin, External Staff:* Elena called me a few days ago about a contractor she wants me to hire. This guy's contract is expiring, but Microsoft still needs his services, and she said it would be a win all around if I could just hire him. I really wouldn't need to do anything as far as supervising him. Just take him on and submit an invoice for him every couple of weeks. Elena told me what Microsoft usually pays him and said I could mark that up a bit to make it worth my while. It sounds like easy money, but something doesn't really feel right.

## Hiring | Question

**Which of the following is Justin's best response?** *Select the correct answer.*

- A. Trust his relationship with his Microsoft Sponsor and hire the person.
- B. Trust his instinct that something doesn't feel right. Do not hire the person.

## Hiring | Answer

The correct answer is B.

This sounds like a case where the Microsoft Sponsor could be trying to enlist Justin's company to circumvent policy. This is never acceptable. Justin should not hire the person.

If a Microsoft employee asks you to violate the Code, you should report to your Legal department and/or your Ethics and Compliance Officer. Report concerns to Microsoft using the resources described at [microsoftintegrity.com](https://microsoftintegrity.com).

## Hiring | Key learning points

- If a Microsoft employee asks you to hire someone as a way of circumventing Microsoft policy, report it to Microsoft using the reporting resources at [microsoftintegrity.com](https://microsoftintegrity.com).
- Suppliers may not hire a government official or someone suggested by an official to help Microsoft obtain or keep business.
- Do not hire anyone suggested by an official if the official offers to give a benefit to Microsoft or threatens to act in a way that harms Microsoft if the requested hiring decision is not taken.
- Do not create a position simply to provide employment for a person recommended or suggested by an official.

## Business records | Introduction (1 of 3)

External Staff play an important role in ensuring that business information is accurate, complete, and transparent.

External Staff must honestly and accurately record and report business information in contracts, purchase orders, invoices, and any other records.

## Business records | Introduction (2 of 3)

Actions that External Staff can take to ensure compliance with these requirements include:

- Make sure all contract documents are complete and signed before beginning work on a project.
- Accurately document project changes in an amended Statement of Work ("SOW"), Purchase Order ("PO"), or Change Order.
- Record information, including payments and other compensation, in your corporate books, records, and accounts accurately, in a timely manner, and in reasonable detail.
- Invoice Microsoft only for work actually completed that meets the requirements of the contract documents.
- Return any mistaken payments or overpayments from Microsoft immediately.
- Seek clarification of changed deliverables and refuse any request that might violate the Code.

## Business records | Introduction (3 of 3)

External Staff are prohibited from establishing or using undisclosed or unrecorded accounts, such as "off-book" for any purpose.

False, misleading, incomplete, inaccurate, or artificial entries in the books and records are prohibited.

You may not use personal funds or third parties, including other Suppliers or partners, to circumvent Supplier or Microsoft procedures and controls, or to accomplish what is otherwise prohibited by the Anti-Corruption Policy for Microsoft Representatives or the Code.

## Business records | Scenario 1

In this scenario, an External Staff worker named June is launching a marketing event for Microsoft customers. Her Microsoft contact is Marcus, a marketing manager.

*June, External Staff:* Marcus, we are ready for the customer conference. The presentations have been finalized, and we have a nice welcome package for each customer.

*Marcus, Microsoft employee:* Thanks. Listen, there are some customers attending who are considering important deals. I want you to help close these deals.

*June, External Staff:* OK! What should I do?

*Marcus, Microsoft employee:* Microsoft hired you for your marketing expertise. Just do whatever it takes to show the customers why they should purchase Microsoft products.

*[Two weeks have gone by, and the event is over].*

*Marcus, Microsoft employee:* June, I am in trouble with my manager at Microsoft! He told me that you paid for customers to go on a ski trip after the conference. Then you invoiced Microsoft for "design services" to hide the trip expenses!

*June, External Staff:* But you told me to do whatever it takes! A customer suggested the trip. The Statement of Work did not cover this, so I put the trip expenses under design services.

## Business records | Question

**Did June violate the Code?** Select the correct answer.

- A. Yes. June's invoice was inaccurate and deceptive.
- B. No. External Staff members are expected to comply with the instructions of their Microsoft Sponsor/contact.

## Business records | Answer

A is the correct answer. June made several mistakes:

- She did not describe the services truthfully in the invoice.
- She did not seek clarification from the Microsoft contact on the services required and did not revise the Statement of Work to include those services.
- She may have violated the policies of the customer and Microsoft by arranging a ski trip without advance approval.

## Business records | Scenario 2

In this scenario, an External Staff worker named Arjun receives an unusual voice mail from his Microsoft contact, Donna.

*Donna, Microsoft employee:* Hey Arjun, thanks for sending over your estimate for the new project. If you could give me a call back, I just wanted to discuss one addition we'd like to make. Honestly, it would just

make my life a lot easier if we could have you handle a few things for us, instead of us needing to go through all of our procurement and contracting process.

Do you think you could add \$10,000 of services to your project, and just set that aside and bill us as needed? Then we could have you make some of these payments for us. I'd certainly appreciate it! Call me back, OK?

*[After listening to the message, Arjun considers what he has heard.]*

*Arjun, External Staff:* Huh—well, that's interesting. That would boost our sales this quarter, but I'm not sure what Donna has in mind.

## Business records | Question

**What should Arjun do?** *Select the correct answer.*

- A. Call his Microsoft contact back to clarify her needs so he can document the line item appropriately.
- B. Report the suspicious request to his own Legal department, Ethics & Compliance officer, or [microsoftintegrity.com](https://microsoftintegrity.com).

## Business records | Answer

The answer is B.

All services included in Supplier contracts should be described in reasonable detail, and not include money set aside for indeterminate purposes.

Beware of any situation in which a Microsoft employee asks you to make payments to a third party because of the inconvenience of Microsoft policies and procedures.

External Staff should never take actions to help Microsoft employees circumvent Microsoft's procedures and controls.

## Business records | Suspicious activities

Remember that your Supplier relationship is with Microsoft, not with the employee who sponsors or works with you.

Be suspicious if a Microsoft employee asks you to:

- Make payments to a third party or entity with the justification that there is a need for speed to meet project goals, the third party can't be paid in local currency, or Microsoft policies create roadblocks.
- Retain a portion of funds paid by Microsoft in a separate fund or divert funds to another project.
- Create and supply your own proof of execution (POE), rather than POE prepared by Microsoft.
- Make substantive changes to services you provide without a new purchase order (PO) or written amendments to existing statements of work (SOW).
- If you are asked to do any of these activities, refuse to do so and report the request using the resources available at [microsoftintegrity.com](https://microsoftintegrity.com).

## Business records | Key learning points

- Do not conceal or misrepresent services performed for Microsoft. Accurate and transparent documentation of all services is important.
- Never provide or facilitate services that might be improper, even if a Microsoft employee makes the request.
- Do not agree to retain any portion of funds paid by Microsoft in a separate fund or divert funds to another project.
- If any substantive changes are required for services you are providing to Microsoft, ensure they are documented and approved through a new purchase order (PO) or a written amendment to an existing statement of work (SOW).
- Suppliers are prohibited from using their relationship with Microsoft to disguise or attempt to disguise the sources of illegally obtained funds.
- Read what the [Code](#) says about business records.

## Conflicts of interest | Introduction (1 of 2)

External Staff must avoid conflicts of interest as well as the appearance of conflicts when performing work for Microsoft or representing Microsoft.

A conflict of interest arises when a Supplier or External Staff worker attempts to influence a Microsoft decision or action that is not in the best interest of Microsoft.

## Conflicts of interest | Introduction (2 of 2)

- In the course of negotiating an agreement with Microsoft, External Staff may not negotiate directly with any of their family members who are employed by Microsoft.

- While performing work or providing services for Microsoft, External Staff may not deal directly with any of their family members who are employed by Microsoft.
- If a Microsoft employee (or the Microsoft employee's family member) holds a significant financial interest in a Supplier, then the Supplier may not deal directly with the Microsoft employee.

## Conflicts of interest | Scenario

In this scenario, two External Staff are discussing how to respond to a Microsoft Request for Proposal ("RFP").

*Susan, External Staff:* Bill, can you help me respond to Microsoft's RFP? We need to win this contract. It is very important to our company.

*Bill, External Staff:* Yes, what can I do to help?

*Susan, External Staff:* I believe your spouse is an employee of Microsoft?

*Bill, External Staff:* Yes, she is. I think she might be working on this project, actually.

*Susan, External Staff:* Great! I want you to find out all you can about the RFP from her, and get her feedback on our proposal. Your relationship can really help us win this contract.

## Conflicts of interest | Question

**How should Bill respond to Susan's request?** *Select the correct answer.*

- A. Bill should talk to his spouse and try to find out as much information as he can about the project. This will help the Supplier make a strong proposal, which is in the best interests of Microsoft.
- B. It is improper to seek Microsoft's internal information about the RFP to gain an advantage. Bill should decline Susan's request. However, Bill may ask his spouse to recommend the Supplier to the Microsoft decision makers on the RFP.
- C. It is a conflict of interest for Bill to deal directly with his spouse on this project. Bill should not work on this project.

## Conflicts of interest | Answer

C is the correct answer.

It is a conflict of interest for an External Staff worker to deal directly with a family member employed by Microsoft. Susan should not have made the request of Bill.

Direct dealing with a spouse employed by Microsoft could result in an unfair advantage for the Supplier and harm the best interests of Microsoft.

B is partially correct. It is improper to seek Microsoft's internal information about the RFP to gain an advantage, and Bill should decline Susan's request. However, Bill should not ask his spouse to recommend the Supplier to the Microsoft decision makers.

## Conflicts of interest | Key learning points

- An External Staff worker who has a family member employed by Microsoft should take steps to ensure that there are no direct dealings with the family member.
- These steps may include notifying the Supplier of the conflict of interest, avoiding any work with the family member, and notifying Microsoft of the relationship.
- An External Staff worker who has a family member employed by Microsoft should also avoid asking the family member to recommend the Supplier to Microsoft.
- If your duties for Microsoft involve selecting other Suppliers to work for Microsoft, make sure you do not have a conflict of interest. Carefully segregate your responsibilities to ensure you are acting in Microsoft's best interests.
- Read what the [Code](#) says about conflicts of interest.

## 03 | Respecting people & the environment

Respecting people and the environment is essential to Microsoft's mission to empower every person and every organization on the planet to achieve more.

### 03 | Respecting people & the environment

At Microsoft, we strive for both a diverse company and an inclusive culture, where people and the environment are treated with respect. We ask that our Suppliers and External Staff members support us in these efforts.

We do not tolerate harassment or discrimination.

We value our team members and customers who have disabilities and ensure our products and workplaces are accessible.

We respect all human rights and provide equal opportunity in the workplace.

We develop and implement practices to support workers' health and safety and protect the environment.

In this section, we'll look at External Staff workers' responsibilities related to respecting people and the environment.

## Raising workplace concerns | Introduction

External Staff and Microsoft employees are expected to treat others in the workplace with dignity and respect.

No matter what role, level, function, or business we are in, our actions matter.

No one doing business with Microsoft may engage in harassment or discrimination against others on the basis of race, color, sex, national origin, religion, age, disability, gender identity or expression, marital status, pregnancy, sexual orientation, political affiliation, union membership, or veteran status.

External staff with workplace concerns, including those involving potential harassment or discrimination, should raise those concerns to Supplier management or to Microsoft. All concerns should be reported for appropriate resolution, whether they involve other External Staff or Microsoft employees.

## Raising workplace concerns | Scenario 1

In this scenario, two External Staff, Elaine and Aaron, are discussing an uncomfortable issue that has arisen on their work assignment in a Microsoft building. Elaine's concerns involve Michael, an External Staff worker employed by a different Microsoft Supplier.

*Elaine, External Staff:* Michael is getting on my nerves with his constant comments about my appearance. It's just not appropriate at work—or elsewhere!

*Aaron, External Staff:* You should definitely talk to your manager.

*Elaine, External Staff:* My Microsoft Sponsor? Or my Proseware manager?

*Aaron, External Staff:* What about Michael's manager?

*Elaine, External Staff:* Michael works for Contoso. I'm not sure who I would contact there.

## Raising workplace concerns | Question 1

**With whom can Elaine raise her concern about Michael's behavior?** *Select the correct answer.*

- A. She should raise her concerns to management at her own employer, Proseware.
- B. She should raise her concerns with Microsoft.
- C. She can raise her concerns with Proseware's management, Michael's employer's management, and/or Microsoft.

## Raising workplace concerns | Answer 1

The best answer is C.

Elaine should raise her concerns to someone in management, and she has many options. She can raise her concerns to her own employer, Michael's employer, and/or Microsoft. At Microsoft, there are [options to report workplace concerns](#) via phone, email, mail, fax, or web.

All individuals at Microsoft should be treated with dignity and respect.

## Raising workplace concerns | Scenario 2

In this scenario, Amani is an External Staff worker who sees that a Microsoft employee, Douglas, seems to be acting in a discriminatory way.

*Amani, External Staff:* Our project team includes both Microsoft employees and External Staff. A higher-level manager at Microsoft kicked off our first team meeting, and I thought she seemed great—but now she has this guy Douglas leading the project. When we have a team meeting with him, there are several of us there that might as well be invisible. He only has certain people he wants to hear from, and let's just say they all pretty much look like him. The other day I had a pretty important concern to share, and he just waved me aside with his hand. It was so dismissive!

I talked with another woman on the team about what she thinks is behind Douglas' behavior—is it about race? Gender? She said probably both, and she has noticed it too.

It's so frustrating. What is the point of me being on this team if I can't even be heard? It makes it very hard to contribute and actually do the work that Microsoft hired us to do.

## Raising workplace concerns | Question 2

**What should Amani do?** *Select the best answer.*

- A. She should work harder to show her value and win Douglas' favor.
- B. She should raise her concerns with her own Supplier manager and Microsoft.

## Raising workplace concerns | Answer 2

The answer is B.

When anyone at Microsoft behaves in a way that is not respectful and inclusive, Microsoft wants to know. As Amani noted, such behaviors make it hard for everyone to be productive and do the work that needs to be done.

Amani should raise her concerns to someone in management at Microsoft, request that her employer do so, or report her concerns using the resources at [microsoftintegrity.com](https://microsoftintegrity.com).

Reporting this situation to Microsoft will allow us to investigate and take action as needed to support our inclusive culture.

## Raising workplace concerns | Key learning points

- All individuals at Microsoft should be treated with dignity and respect.
- Microsoft is committed to a workplace free of harassment and unlawful discrimination. Any Supplier who works with Microsoft is expected to share this commitment—as are all of our employees.
- External Staff who have workplace concerns can raise those concerns to Supplier management and/or Microsoft via various [reporting options](#) for appropriate resolution.
- All concerns should be reported for appropriate resolution, whether they involve other External Staff or Microsoft employees.

## Accessibility | Introduction

Microsoft Suppliers are responsible for complying with Microsoft's accessibility requirements and standards.

Over one billion people around the world live with a broad range of disabilities including vision, hearing, mobility, cognitive, speech and mental health conditions.

Creating products, apps, and services that are accessible to people of all abilities is part of our DNA at Microsoft as well as our mission of empowering every person and organization on the planet to achieve

more.

When Microsoft Suppliers create deliverables or do work contributing to Microsoft Products, they are responsible for complying with Microsoft's accessibility requirements and standards.

## Accessibility | Scenario

In this scenario, Nura is an External Staff worker employed by a new Microsoft Supplier.

*Nura, External Staff:* Our Microsoft Sponsor mentioned that our deliverables need to be accessible. We're working on a website that will include some videos, and we'll also be creating some materials in PowerPoint and Word. Are there accessibility requirements for all of those formats?

## Accessibility | Question

**Which types of deliverables need to be accessible?** *Select all that apply.*

- A. Word and PowerPoint files
- B. Web sites
- C. Videos
- D. Applications

## Accessibility | Answer

The correct answers are A, B, C, and D.

Accessibility requirements apply to all of these deliverable formats.

Microsoft has many accessibility resources to help you ensure your deliverables are accessible.

## Accessibility | Key learning points

- Follow these tips to create accessible products, apps, and services:
  - Follow the accessible content and experiences guidance provided on the [Accessibility Resources & Training Website](#).

- For Office365 content, run the [accessibility checker](#) and address errors
  - For web-based deliverables, ensure compliance to the [Web Content Accessibility Guidelines](#) ("WCAG"). [Accessibility Insights](#), an open-source tool makes it easier to embed accessibility into the design process.
  - If you have CorpNet access, explore the [Accessibility Academy](#) and the [Microsoft Accessibility Sharepoint](#) sites.
- Read what the [Code](#) says about accessibility.

## Human rights & fair labor practices | Introduction

Every person who makes our products and services should be treated with respect and dignity.

Having decent work creates a foundation for a life of dignity. Fair labor practices support inclusive and sustainable livelihoods for people around the globe.

Microsoft expects its Suppliers to:

- Comply fully with all employment laws.
- Share its commitment to respect all human rights.
- Provide equal opportunity in the workplace.
- Engage with impacted communities and take effective measures to remedy any adverse human rights impacts.

In this section, we'll look at human rights and fair labor expectations that all Suppliers must adhere to, as detailed in our Supplier Code of Conduct.

## Human rights & fair labor practices | Expectations (1 of 11)

### **Do not discriminate and do not harass**

Suppliers must commit to a workforce and workplace free of harassment, unlawful discrimination of any kind, and retaliation.

Suppliers must:

- Provide equal opportunity in the workplace.
- Provide reasonable accommodation.
- Not infringe on voting rights or political participation.
- Not engage in harassment or discrimination in employment on the basis of protected categories.

Protected categories include age, ancestry, ethnic origin, caste, citizenship, color, family or medical care leave, gender identity or expression, genetic information, immigration status, marital or family status, minority status, pay, medical condition, national origin, physical or mental disability, political affiliation, union membership, protected veteran status, race, religion, sex (including pregnancy), sexual orientation, or any other characteristic protected by applicable local laws, regulations, and ordinances.

## Human rights & fair labor practices | Expectations (2 of 11)

### **Treat employees with dignity and respect**

Suppliers must not engage in or threaten any harsh or inhumane treatment including:

- Violence
- Gender-based violence
- Sexual harassment
- Sexual abuse
- Corporal punishment
- Mental or physical coercion
- Bullying
- Public shaming
- Verbal abuse
- Any form of intimidation of workers

Suppliers should have a humane treatment policy and monitor supervisors to ensure appropriate conduct.

Disciplinary policies and procedures in support of these requirements must be clearly defined and communicated to workers.

## Human rights & fair labor practices | Expectations (3 of 11)

### **Provide fair compensation/living wage**

Suppliers must:

- Ensure that workers are paid in accordance with applicable wage laws.
- Provide benefits that are legally mandated within the jurisdiction where the Supplier operates or engages workers.
- Pay workers for overtime at rates greater than regular hourly rates, in compliance with local laws.

- Provide a timely and understandable wage statement for each pay period that gives enough information to verify that the compensation is accurate.

It is not permissible to deduct from a worker's wages as a disciplinary measure.

These requirements apply to all employees who are permanent, temporary, or dispatched, migrant workers, apprentices, or contract workers.

All use of temporary, dispatch, and outsourced labor must be within the limits of the local law.

## Human rights & fair labor practices | Expectations (4 of 11)

### **Meet working hours and rest day requirements**

Working hours must not exceed the maximum set by local law. Additionally, a work week must not be more than 60 hours per week, including overtime, except in emergency or unusual situations.

Overtime must never be required—only voluntary.

Workers should have at least one day off each week.

## Human rights & fair labor practices | Expectations (5 of 11)

### **Prohibit the use of child labor**

Workers must meet all three of the following requirements:

- Be at least 15 years old
- Meet minimum age requirements for employment in the country
- Be above the age for completing compulsory education

Additionally, workers under the age of 18 are prohibited from work that may jeopardize their health or safety, including working night shifts and overtime.

## Human rights & fair labor practices | Expectations (6 of 11)

### **Prohibit the use of forced labor, prison labor, and trafficking in persons**

All employment must be freely chosen and compensated in compliance with local law.

Workers must be free to leave work at any time or terminate their employment without penalty if reasonable notice is given in compliance with their employment contract.

Workers must not be required to pay fees to their employers, their employers' agents, or any subagents for their employment. If it is discovered that workers have paid any such fees, they must be reimbursed for them.

### Human rights & fair labor practices | Question 1

A Supplier has partnered with a local school to provide on-the-job training to the students. Most students are 15 years or older but there are two that are under the age of 15. **Would these two students be allowed to work on a Microsoft engagement?** *Select the correct answer.*

- A. Yes
- B. No

### Human rights & fair labor practices | Answer 1

The answer is no. Microsoft requires that all workers be at least 15 years of age, above the age for completing compulsory education, or the minimum age of employment for the country, whichever is greater.

Our expectations regarding child labor prohibit engaging a worker under 15 years old regardless of the circumstances or location.

### Human rights & fair labor practices | Question 2

A Supplier is providing housing to their workers located at their company facility. To ensure worker safety, the doors are locked after hours and workers are unable to exit the building until the doors are unlocked in the morning.

**Is this a form of forced labor?** *Select the correct answer.*

- A. Yes
- B. No

### Human rights & fair labor practices | Answer 2

The answer is yes. This is an example of forced labor as the Supplier is depriving the workers of free movement by removing their ability to exit the building at a time of their choice.

## Human rights & fair labor practices | Expectations (7 of 11)

### **Prohibit retaliating against human rights defenders**

Suppliers are prohibited from retaliating against human rights defenders.

### **Prohibit use of security forces**

Suppliers are prohibited from using private or public security forces that result in torture, inhumane or degrading treatment, bodily harm, or limitation on freedom of association.

### **Respect community engagement and indigenous people**

Suppliers must respect lawful rights to land, forests, and water for communities and indigenous people that rely on them. Consultation with all affected parties is required.

## Human rights & fair labor practices | Expectations (8 of 11)

### **Use appropriately trained recruiters to support compliance**

Any recruiter working for or on behalf of a Supplier must be trained in and comply with employment law for the country or countries the job is in as well as the location they are recruiting from.

### **Make conditions of employment clear when hiring**

Prior to employment or any changes to conditions during employment, the Supplier must ensure the worker is provided with a factual description of the work in a language and format that the worker can understand.

### **Provide written employment contracts or agreements when necessary**

If required by local law, the Supplier must provide the worker a written contract or agreement detailing the terms of employment. This must be in a language and format that the worker can understand. If they are a migrant worker, the contract or agreement must be provided to them prior to them departing their country, with no changes made when they arrive in their new host country.

## Human rights & fair labor practices | Expectations (9 of 11)

### **Ensure workers have access to identity-related and personal documents**

Suppliers, agents, and sub-agents may not destroy, conceal, or confiscate identity or immigration documents, such as government-issued identification, passports, driver's licenses, or work permits.

Suppliers can only hold documentation for the time needed to obtain or renew work permits and other legal documents.

If a Supplier needs to hold a worker's passport or travel document for such a purpose:

The worker must be provided with documentation stating the reason and expected duration for holding the document.

If requested by workers, the company must have a process in place to return the documentation to workers in less than 12 hours.

## Human rights & fair labor practices | Expectations (10 of 11)

### **Ensure freedom of association and right to collective bargaining**

In compliance with local law, workers may form and join trade unions, participate in collective bargaining, and peacefully assemble.

Suppliers must respect the rights of workers to freely engage or not engage in these activities as they choose.

Workers and/or their representatives should be able to openly communicate and share ideas and concerns with management regarding working conditions without fear of intimidation, harassment, or retaliation.

### **Provide return transportation for foreign migrant workers**

Return transportation must be provided to foreign migrant workers except in the following circumstances:

- The worker has permanent residency in the country where they are working; or
- The worker is a professional worker on a short- or long-term assignment.

## Human rights & fair labor practices | Expectations (11 of 11)

### **Provide effective grievance procedures**

### **Partner with Microsoft to remedy any identified human rights violations**

Workers must be provided an anonymous method to report concerns to management

Workers should also be able to engage with management, if they choose to, to discuss concerns with working conditions.

It's important to provide an environment where workers can speak up without concern for discrimination, harassment, or other forms of retaliation or intimidation.

### Human rights & fair labor practices | Question 3

A Supplier has hired a recruiting company to help them fill open professional roles in their local office that will be on a long-term assignment. The recruiting company has identified a good candidate, but she is in a different country and will need to relocate to the new country for the job.

**What would Microsoft's minimum expectations be?** *Select all that apply.*

- A. Use appropriately trained recruiters to support compliance.
- B. Make conditions of employment clear when hiring.
- C. Provide written employment contracts or agreements prior to the person leaving their country.
- D. Provide return transportation for the worker.

### Human rights & fair labor practices | Answer 3

The correct answer is A, B, and C.

Microsoft expects the Supplier to use a recruiter that knows the local laws of the country the Supplier is in as well as the country of the applicant. All conditions of employment must be clear and presented in a language and format that will be understood by the applicant. After accepting the job and before leaving their home country, the applicant must be provided with a written employment contract or agreement.

Since this is a professional role, the Supplier is not required to provide return transportation to the applicant's country.

### Human rights & fair labor practices | Scenario

In this scenario, an External Staff worker named Andrei receives a call from a Microsoft employee named Preeta who is following up on an anonymous report.

*Preeta, Microsoft Employee:* We recently received a report through the Microsoft Integrity portal—a worker with your company says they had to pay a recruiting fee to be hired. They also say that their pay is lower than the minimum wage in their location. They didn't give any specifics except that they are working in your country.

*Andrei, External Staff:* Thanks for letting me know. Everyone at our company should know recruiting fees aren't allowed and we must pay fair wages. I'll look into it and make sure everyone is clear on our commitment.

## Human rights & fair labor practices | Question

After investigating, Andrei discovers that a recruiter working for their company has inappropriately charged some workers recruitment fees.

**What next steps should Andrei take?** *Select all that apply.*

- A. Arrange for any recruitment fees paid to be refunded to the workers.
- B. Review worker salaries and confirm they are meeting the minimum requirements for that country.
- C. Follow-up with Preeta to inform her of the actions taken.

## Human rights & fair labor practices | Answer

The correct answers are A, B, and C. Andrei should take all of these actions.

Microsoft's Supplier Code of Conduct prohibits recruiters from charging recruiting fees to workers. If it is found that a worker did have to pay a fee, the Supplier must pay this back to the worker immediately. Microsoft also expects that Suppliers will meet minimum pay requirements for the country the worker is in as well as ensure hours worked per week remain under 60 or the country maximum, whichever is lower.

It's important for Andrei to follow up with Preeta to let her know what he discovered and what actions were taken. Suppliers play a critical role in helping Microsoft uphold fair labor practices, and Microsoft expects Suppliers to partner with Microsoft to remedy any identified violations.

## Human rights & fair labor practices | Key learning points

- All workers must be treated with respect and dignity.
- Workplaces are to be free of discrimination and/or harassment in any form.

- Forced labor, child labor, prison labor or any other type labor that has not been freely chosen by the worker is prohibited.
- Please report any type human rights or fair labor practice violations using Microsoft’s anonymous portal at [microsoftintegrity.com](https://microsoftintegrity.com).
- To learn more about Microsoft’s Human Rights commitment, please read our [Global Human Rights Statement](#).
- Read what the [Code](#) says about human rights and fair labor practices.

## Health and safety | Overview (1 of 2)

### Every worker deserves a safe and healthy work environment.

Microsoft Suppliers are required to develop and implement health and safety management practices in all aspects of their business. Without limitation, Suppliers must:

- Ensure compliance with all applicable occupational health and safety laws.
- Provide a safe and healthy work environment for all employees
- Provide safe housing when the supplier intends to provide accommodation.
- Prohibit the use, possession, distribution, or sale of illegal drugs.
- Provide workers with appropriate workplace health and safety information and training.

## Health and safety | Overview (2 of 2)

Suppliers must also meet these requirements:

- Worker **exposure to chemical, biological, and physical agents** must be identified, evaluated, and controlled according to the [Hierarchy of Controls](#).
- Worker **exposure to the hazards of physically demanding tasks**, including manual material handling and heavy or repetitive lifting, prolonged standing, and highly repetitive or forceful assembly tasks must be identified, evaluated, and controlled.
- Production and other machinery must be evaluated for **safety hazards**, using the appropriate Hierarchy of Controls.
- **Potential emergency situations and events** must be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including emergency reporting, employee notification and evacuation procedures, worker training, and drills.

Read what the [Code](#) says about health and safety.

## Environmental protection and compliance | Overview (1 of 3)

Microsoft recognizes its social responsibility to protect the environment, conduct environmental due diligence, and promote environmental sustainability.

We expect Suppliers to share our corporate commitments to proactively reduce carbon emissions, reduce water consumption, and minimize waste generation.

Suppliers must comply with all applicable environmental laws, regulations, and international treaties, including those that mandate reporting related to ESG (Environmental, Social and Governance) and/or regulate hazardous materials, air, and water emissions, noise pollution, and wastes and land degradation.

## Environmental protection and compliance | Overview (2 of 3)

### **Pollution prevention**

Suppliers must minimize or eliminate at the source:

- Emissions and discharges of pollutants
- Harmful soil change
- Generation of waste and noise pollution that impairs human rights
- Other ecosystem or land degradation

This can be achieved through practices such as adding pollution control equipment; modifying production, maintenance, and facility processes; or by other means.

## Environmental protection and compliance | Overview (3 of 3)

### **Resource reduction**

Suppliers must conserve the use of natural resources, including water, fossil fuels, minerals, and virgin forest products, by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, recycling, water and waste circularity, or other means.

### **Hazardous substances**

Chemicals, waste, and other materials posing a hazard to humans or the environment must be identified, labeled, and managed to ensure their safe handling, movement, storage, use, recycling or reuse, and disposal, including in products or services.

To learn more about Microsoft's Sustainability commitments, please visit Microsoft's [Corporate Social Responsibility](#) page.

Read what the [Code](#) says about environmental protection and compliance.

## 04 | Protecting information: Data & intellectual property

Protection of assets, confidential information, and intellectual property rights is vital for any company.

### 04 | Protecting information: Data & intellectual property

Microsoft's business depends on respecting and protecting intellectual property such as copyrights, trade secrets, trademarks, patents, inventions, designs, and logos.

Microsoft also depends on keeping our users' trust through keeping Microsoft systems and data secure and upholding strong privacy standards.

Let's learn about how to comply with the Code's requirements for **confidentiality**, **data security**, **privacy**, and **physical security**.

### Confidentiality | Introduction

External Staff must protect Microsoft's confidential and proprietary information.

External Staff often create, use, or come into contact with Microsoft's intellectual property that is also Microsoft's confidential information — in documents, meetings, telephone conversations, emails, and on Microsoft's corporate network.

Suppliers sign a non-disclosure agreement agreeing to protect Microsoft confidential or proprietary information. This obligation applies both during and after the Supplier's work with Microsoft.

### Confidentiality | Scenario

In this scenario, an External Staff worker, Kumar, is authorized to access the Microsoft corporate network. While saving a document to a team SharePoint site, Kumar discovers unsecured Microsoft confidential information about future product plans. He reports his discovery to his manager, Will.

*Kumar, External Staff:* Will, I think you should see what I found on the Microsoft team site.

*Will, Supplier manager:* Sure. What's up, Kumar?

*Kumar, External Staff:* I stumbled on the launch plans. I wasn't snooping—it was an accident. But you should see how much they're planning to spend on the launch. Should I make a copy?

## Confidentiality | Question 1

**How should the Supplier manager, Will, handle this situation?** *Select the correct answer.*

- A. Tell Kumar to ignore the information and keep working.
- B. Tell Kumar to copy the information because it might be useful.
- C. Tell Kumar to not copy the information and notify his Microsoft contact about the unsecured information.
- D. Tell Kumar to email the information to everyone on the project team so they know about the issue.

## Confidentiality | Answer 1

The correct answer is C.

External Staff may occasionally see confidential information that has not been secured but should have been. Do not share the information with anyone else and do not use or transmit the information in any way.

## Confidentiality | Question 2

**Identify which of the following types of intellectual property could be considered Microsoft confidential.** *Select the correct response.*

- C. Source code, pre-release builds
- D. Product plans, technical specifications, and milestones
- E. Usability surveys, test results, or bug data
- F. All of the above

## Confidentiality | Answer 2

The correct answer is D.

All of these types of intellectual property may be confidential information.

## Confidentiality | Social media guidelines

Social media is a big part of many people's lives, for both personal and professional reasons. Whenever you engage in social media, be sure to consider confidentiality concerns—especially when it comes to saying anything about Microsoft personnel, products, or plans.

Here are some basic do's and don'ts:

- DO protect confidential information.
- DO NOT make announcements about projects or plans that are not your own.
- DO feel free to speak in support of major company announcements that have already been made public if you are inspired to.
- DO make your relationship to Microsoft clear when posting. Make it clear who your employer is and that they are a Microsoft supplier.
- DO recognize that anything you say can be viewed as an official company statement.
- DO be honest, accurate, and ethical at all times.
- DO understand the potential consequences of anything you post on social media.

## Confidentiality | Key learning points

- Microsoft confidential information includes, but is not limited to, information relating to Microsoft's technology and business that is not readily available or known to the general public.
- Sometimes confidential information is designated or marked "confidential" or "proprietary," but not always.
- Confidential information can include sales and marketing information, and financial, legal or business data and strategies.
- External Staff should protect Microsoft confidential information at all times. Use common sense and good judgment.
- Precautions that External Staff should take to protect confidential information include:

- Contact Microsoft immediately if Microsoft or third-party confidential information has been leaked.
  - Do not discuss information about Microsoft and its partners and customers in public places where third parties may overhear. This includes cafeterias and non-secure hallways and lobbies.
  - Do not share any Microsoft confidential information with friends, family members, or former colleagues or employees.
  - Discuss Microsoft confidential information with Microsoft employees only on a need-to-know basis.
- Depending on the security classification of the data involved, confidential data may need to be encrypted while in transit or where it is stored. Your Microsoft contact should work with a security professional to make that determination.
  - Read what the [Code](#) says about confidentiality.

## Protecting data | Introduction (1 of 3)

Keeping data secure and respecting customer privacy are essential to business innovation at Microsoft.

We need data to innovate and build better experiences, and customers won't give their data to companies they don't trust.

Robust security and respectful privacy practices help earn that trust. Just as data powers innovation, security and privacy power trust.

## Protecting data | Introduction (2 of 3)

It's not just customer trust we need to build. We need regulators to trust us, too.

Microsoft is committed to meeting the vast array of privacy laws, regulations, and contractual obligations that apply to us in the many places we do business around the world. These commitments include notification requirements for personal data breaches. Failure to comply with these requirements can result in massive fines and undermine our business strategy.

Data protection is essential to our business.

## Protecting data | Introduction (3 of 3)

Two key components of protecting data are data security and privacy—which we'll cover over the next two sections of this course.

**Data security** is about protecting data from things like loss, misuse, unauthorized access, or disclosure. In this section, we'll look at how you can protect data by preventing security breaches. When a breach does occur, regulations typically requires that notifications be issued within a short timeframe.

**Privacy** is about using data responsibly, which starts with ensuring users know what data we collect and how we use it. It also means giving them options that put them in control of their data—including the ability to access, correct, and delete their data, and to take their data with them. In the Privacy section, we'll look at your responsibilities in supporting Microsoft's commitment to privacy.

When Microsoft protects data through strong security and respectful privacy practices, we build customers' trust. When customers trust Microsoft with their data, we're able to provide them with our most innovative, data-driven products, apps, and services.

## Data security | Introduction

To protect data, it's important to be aware of common ways data security may be breached.

**Social engineering** is the use of deception to manipulate individuals into divulging confidential or personal information that may be used for fraudulent purposes. The aim is often to steal someone's identity in order to inappropriately gain access to data.

**Phishing** is a very common form of social engineering in which a malicious party attempts to acquire your information, such as your Microsoft credentials, by masquerading as a legitimate offer or a legitimate request for action or information. Phishing attempts may use sophisticated email, phone calls, texts, and fraudulent websites with the goal of defrauding you of money, obtaining sensitive information for competitive advantage, or installing malware on your devices.

**Malware** is malicious software used to disrupt computer operation, gather sensitive information, or gain access to computer systems. Malware may be installed when you open an email attachment, visit a malicious site, or install untrustworthy software.

You're probably already familiar with phishing and malware, but you might not be aware of how sophisticated the attacks can be — or what steps you can take to avoid being a victim. We'll take a look at those in this section.

## Activity: Recognizing phishing

Is this email suspicious? Over the next few pages, we'll look for several common red flags in this email. For each red flag, determine whether it appears in the email.

---

Wed 4/8/2020 8:30 AM

Microsoft Support Team <support@microsoft.com>

**Account Suspended**

To: Erin Oliver

---



Good Afternoon!

Our system detected some unusual activity with your account. 🚩 we've temporarily suspended your account — please log in at the link below to verify your account details and reactivate. 🚩 If you fail to do so within 4 hours, we will permanently disable your account.

🚩 <http://login.microsoft.com>

Thanks,

Microsoft Support Team

(800) 642-7676

[support@microsoft.com](mailto:support@microsoft.com)

---

Here are tips about how to recognize phishing emails.

**Misspellings and errors (Flag 1)**

The email contains misspellings and errors. Legitimate Microsoft emails are typically reviewed for spelling and grammar prior to being sent. Phishing emails are more likely to contain spelling or grammar issues.

**Legitimate contact information and branding**

This email uses a real Microsoft phone number and email address—but don't let that persuade you. This doesn't necessarily mean the rest of the email is legitimate.

Similarly, the presence of a company's logo does not necessarily mean the email is legitimate.

Phishing emails often contain a mix of real and false information.

### Threat and urgency (Flag 3)

Phishing emails often use the threat of something bad happening to urge you to do what they are asking. They may also use time pressure to try to get you to act quickly (before you stop to consider whether the email is legitimate).

In this email, the aim appears to be to get the recipient to enter their login on a malicious site.

### Link does not go where you would expect (Flag 4)

Hover over links before clicking them. Does the hidden URL go to the domain name you were expecting? If not, it's possible that the email is trying to lure you into visiting a malicious site.

If you hover over the link "http://login.microsoft.com" in this email, you may notice that the link actually goes to a different (and more suspicious) URL.

If you are on a touch-enabled device and cannot hover over a link to see where it goes, do not click any link unless you are certain the email is from a trusted source.

## Data security | Scenario

In this scenario, an External Staff worker named Amber is using a software program to help with a Microsoft deliverable, but today she gets an error message that says the license has expired, and she cannot launch the software.

*Amber, External Staff:* My license is expired?? That's impossible! I'm sure we renewed that. All I know is I need to finish this deliverable today. I bet I can find a key generator online to help me unlock the software for now, and then we can sort out our licensing later.

## Data security | Question

**Is it OK for Amber to use the downloaded software to generate a pirated key to unlock the software?** *Select the correct answer.*

- A. Assuming her anti-malware software is up to date and running, she should be OK to run the software.
- B. She can download the software, but she should remove it immediately if her system becomes unstable.

C. Amber should not download a key generator under any circumstances.

## Data security | Answer

The correct answer is C.

Amber is illegally obtaining access to third party software. Not only is this against the law and Microsoft policy, but cybercriminals use free or pirated software as a way to download malware onto the victim's computer. Once installed, malware is hard to remove.

## Data security | Key learning points

- Carefully examine all emails:
  - Carefully review email attachments, instant messages, and social media links before clicking to open them. Even if they appear to be from a trusted sender, watch out for any indicators of phishing.
  - Look for any unexpected URLs in links or other details that do not seem quite right.
- Watch for indicators of a phishing attempt in all communications you receive. Phishing is not just limited to email, but can come in the form of phone calls, texts, and fraudulent websites.
- Pay special attention if asked to enter credentials on a website.
- Think you've been phished? Use the **Report Message** button on your Outlook Home tab, or submit a report to [suppir@microsoft.com](mailto:suppir@microsoft.com).
- Develop good password habits:
  - Use strong passwords that contain a mix of letters, numbers, and special characters.
  - Use different passwords for different sites. Never re-use your Microsoft password on other sites or services.
  - Store passwords according to MSIT Approved Policy.
- Enable secure login and multi-factor authentication when available.
- Keep your devices safe from malware:
  - Install Microsoft and third party software updates when prompted.
  - Do not download unknown software or run programs that you do not recognize. Under no circumstance should you download or use pirated software.

## Privacy | Introduction (1 of 2)

Security is necessary to protect data, but it is not enough on its own; we also must think about our customers' and employees' privacy.

We treat all personal data—enterprise customer, employee, partner, consumer, etc.—as you would treat your own: carefully, responsibly, and discreetly.

## Privacy | Introduction (2 of 2)

You can help us maintain trust by ensuring that you follow Microsoft's Supplier security and privacy requirements in all the work you do for us.

Microsoft suppliers receive security and privacy requirements as part of the [Supplier Security and Privacy Assurance \(SSPA\) program](#). The requirements are contained in the Microsoft Supplier Data Protection Requirements.

If you are not familiar with these requirements and how they apply to your work, talk to your manager or Microsoft Sponsor without delay.

Suppliers must support Microsoft privacy principles:

- When collecting and handling personal data
- When designing products, services, applications, and processes
- In marketing campaigns and all customer communications
- In the process of maintaining or disposing of personal data

## Privacy | Scenario

In this scenario, a Supplier marketing firm is creating a campaign for Microsoft for the release of a new developer toolkit. The campaign includes creating a new developer website, which the marketing firm is subcontracting to another company. Veena, one of the marketing firm's employees, asks her coworker Helena about some concerns she has.

*Veena, External Staff:* Since we're subcontracting this website, are we responsible for our subcontractor following Microsoft's privacy standards?

*Helena, External Staff:* We aren't collecting any sensitive information are we? I mean, it's a developer site, so the data doesn't seem very personal.

*Veena, External Staff:* I'm sure we want site visitors to opt-in to the campaign's email list. And if people want to participate in the discussion boards, they'll need to create a profile.

*Helena, External Staff:* OK, true—the site will collect some data. But I think managing it is the subcontractor's responsibility.

## Privacy | Question 1

**Is Veena and Helena's marketing firm responsible for the subcontracted website meeting Microsoft's privacy standards?** *Select the correct answer.*

- A. Yes. If the website is collecting any data at all, Veena and Helena's firm must ensure that the subcontractor meets Microsoft's privacy requirements.
- B. It depends. As long as the website doesn't collect any of users' personally identifiable information, there is no data privacy concern.
- C. No. Because they are subcontracting the work, any privacy obligations reside with the subcontractor.

## Privacy | Answer 1

The best answer is A.

Microsoft Suppliers should ensure they—and their subcontractors—meet all the same privacy standards and legal obligations that Microsoft is committed to.

Microsoft is committed to handling all customer data respectfully. Any time a website collects customer data, users must be provided notice and consent mechanisms and appropriate privacy controls.

## Privacy | Question 2

**How should Veena and Helena ensure the website privacy considerations are addressed appropriately?** *Select all that apply.*

- A. Review Microsoft's Supplier Data Protection Requirements with the subcontractor and get their written agreement that they will adhere to them.
- B. Hire a third party privacy consultant to assess the situation and follow their recommendations.
- C. Ask their Microsoft contact if he or she has engaged Microsoft's Privacy experts to review the project.

## Privacy | Answer 2

The correct answers are A and C.

Veena and Helena's marketing firm should review the Microsoft [Supplier Data Protection Requirements](#) with their subcontractor.

Any and all of the privacy impacts of the project with Microsoft should be reviewed by one of Microsoft's privacy experts before work begins.

Veena and Helena should ask their Microsoft contact about it and ensure that a privacy review is planned.

Microsoft's privacy experts should be engaged to:

- Determine what privacy rules apply to the project's data use
- Help the team determine the best way to notify users about what data is collected and why
- Where appropriate, provide people with choices and controls over what data is collected.

## Privacy | Microsoft's privacy experts

From a privacy perspective, all projects should start by asking and answering the following three questions, which Microsoft's privacy experts can help with:

1. What data is required for this project and why?
2. What rules apply for the appropriate use and management of the data?
3. How can we help the user understand why the data is needed and show them what they get in return for their data?

Microsoft's privacy experts can also identify any data handling requirements that apply to your project—for instance, you may be required to encrypt, de-identify, or track certain data, and to enforce data retention policies. Smart data handling can help prevent a security breach impacting privacy.

Whenever a project involves handling or accessing customer, employee, or partner information, plan ahead and have your Microsoft contact work with the privacy experts on his or her team to surface requirements and meet them.

If you ever have questions about privacy impacts as you do your work, your Microsoft contact can engage these experts at any time.

## Privacy | Question 3

**What about when a privacy incident arises? Do you know which of the following are privacy incidents that should be reported to Microsoft?** *Select all that apply.*

- A. Personal data is accidentally retained longer than the specified retention period.
- B. Someone posts a list of Outlook.com email addresses on a website along with corresponding passwords.
- C. An app or website is missing a link to a privacy statement.
- D. An unencrypted mobile device is lost. Theft is not suspected.
- E. A password-protected laptop containing unencrypted personal data is stolen.
- F. A promotional email is lacking the approved email footer that links to an opt-out mechanism.
- G. Data is processed in a way not authorized by an Enterprise Customer.

## Privacy | Answer 3

All of these are examples of privacy incidents that should be reported.

If personal data is lost, stolen, or at any point may have been inadequately protected or inappropriately accessed, this should always be reported. As you can see, there are other, subtler forms of privacy incidents too.

It is important that you can spot a privacy incident, and that you report any incidents promptly!

You can report a privacy concern by contacting the SSPA program. For urgent issues, email [suppir@microsoft.com](mailto:suppir@microsoft.com).

## Privacy | Key learning points

- You are contractually obligated to meet the same privacy standards and legal obligations that Microsoft itself has, and you must enforce privacy compliance with anyone whom you subcontract. Global regulatory changes make this more important than ever.
- Privacy requires giving unambiguous notifications, real choices, and access controls over personal data. It also requires following smart data-handling practices to prevent security breaches.
- Data collection must always design in:

- An appropriate notice and consent experience prior to collection.
  - An explanation of why the data is being collected and what it will be used for.
  - A link to the appropriate Microsoft privacy statement, or for offline data collection, a short privacy statement on the data collection form.
  - Clear indication of which fields are required. Fields should only be required if necessary to provide the service that the customer is signing up for.
  - Permission and contact preference questions, if the data may be used for marketing activities.
- Your Microsoft Sponsor/contact can connect you with a privacy expert at the company to help ensure that privacy controls are designed into your collection experience.
  - Report any privacy concerns promptly by contacting the SSPA program. For urgent issues, email [suppir@microsoft.com](mailto:suppir@microsoft.com).
  - Where your company handles Microsoft personal data outside the Microsoft environment it must follow the Microsoft Supplier [Data Protection Requirements](#). Make sure you have read these requirements to support your company's compliance to the standards.
  - Read what the [Code](#) says about data security and privacy.

## Physical security | Introduction

Physical security is the protection of everyone and everything in your work environment from physical harm, loss, or disruption.

For example, it includes securing buildings from unauthorized access, securing property from theft, and providing protection in situations such as fire or natural disaster.

In addition to the confidentiality and data security practices we already covered, maintaining physical security is also essential for protecting Microsoft from unauthorized access to information and data.

If you work at a Microsoft location, specific rules regarding building access and badge use apply.

## Physical security | Scenario

In this scenario, an External Staff worker named Carlos has just started a new project where he will work on a Microsoft campus for a two-month period.

*Carlos, External Staff:* I haven't worked on site at Microsoft previously, so I have a few questions. First of all, I know I need to use my badge to get into the building. How about the rest of the time—can I just keep it in my wallet? That seems like the best way to keep it safe.

## Physical security | Question 1

**Is it OK for Carlos to keep his badge in his wallet while he is working at Microsoft?** *Select the best advice.*

- A. The most important thing is to wear the badge visibly at all times while on site. It is not acceptable to keep it in his wallet because it would not be visible.
- B. The most important thing is to prevent unauthorized access to his badge. Keeping it in his wallet could be a good option or keeping it in his locked desk.
- C. The most important thing is to keep the badge with him at all times while on site. Keeping it in his wallet is acceptable so long as he always carries his wallet.

## Physical security | Answer 1

The best answer is A.

Your badge should always be visible while working at Microsoft. Carlos should wear it on a lanyard around his neck or on a zip reel on his hip.

This allows Security and other personnel to more easily notice whether the people they see on campus are appropriately badged.

## Physical security | Scenario, continued

Carlos' wife Joni is going to be in the area at lunch time, and they decide to have lunch together at Microsoft.

*Joni, visitor:* So, I'll be there a little before noon. Where should I meet you?

*Carlos, External Staff:* Let's meet near the entrance to the café. When you park in the lot, it will be the building on the south side.

*Joni, visitor:* Oh—can I go directly there, or do I need to check in first or something?

## Physical security | Question 2

**What should Carlos tell Joni?** *Select the best advice.*

- A. I'll have my badge, so you'll be fine with me. If you can't get in the door by the cafe, just text me and I'll come let you in.
- B. Yes, you will need to check in at reception first. After you get your visitor pass, you can meet me at the café. Reception can point you in the right direction.
- C. Ah—that's right. Check in at reception first, and I'll meet you there in the lobby.

## Physical security | Answer 2

The best answer is C.

Visitors must check in, get a visitor pass, and be escorted at all times.

To maintain strong physical security at Microsoft, all people on campus for any reason should have a badge or visitor pass visible at all times.

Carlos should plan to meet his wife in the lobby. After she gets her visitor pass, they can walk to the café together.

## Physical security | Question 3

After lunch, Carlos walks out to the parking lot with Joni. When he returns to enter the building, he scans his badge at a side door. As he opens the door, another person approaches and grabs the door before it closes. **What should Carlos do?** *Select all options that are good advice.*

- A. If they appear to be wearing a badge, no action is needed.
- B. If they do not appear to be wearing a badge, tell them they cannot come in.
- C. Ask the person to scan their access card before entering.
- D. If the person does not have an access card or has one that does not work, direct them to reception.

## Physical security | Answer 3

The correct answers are C and D.

To maintain strong physical security at Microsoft, it's important for everyone to scan their access card at controlled doors.

While everyone is required to have a visible badge, just seeing a badge at a glance isn't sufficient for controlling access.

People who are legitimately on campus should never hesitate to scan their access card and should not be offended by being asked to. It's part of what we do together to maintain a secure environment.

If the person does not have an access card or has one that does not seem to grant access to the door, direct them to reception for assistance.

## Physical security | Key learning points

- Physical security measures help keep people and property secure at Microsoft—which also helps us keep our data secure and make sure confidential information stays confidential.
- Controlling access to our facilities is our first line of defense.
- Wear your badge or visitor pass visibly at all times.
- Always escort your guests.
- Never allow anyone into our buildings unless they have authorized permission.
- Read what the [Code](#) says about security.

## 05 | Reporting concerns

If you become aware of possible violation of the Supplier Code of Conduct, report it without delay.

### 05 | Reporting concerns

You must report any concerns about violation of the Anti-Corruption Policy for Microsoft Representatives or the Supplier Code of Conduct:

- Report to your Legal Department and/or your Ethics and Compliance Officer.
- Report concerns to Microsoft using the resources available at [microsoftintegrity.com](https://microsoftintegrity.com).
- If you become aware of or suspect any Data Security or Privacy breach, please report it to [suppir@microsoft.com](mailto:suppir@microsoft.com).

### Reporting concerns | No retaliation

Microsoft will not tolerate retaliation against anyone who has:

- Sought out advice;
- Reported, in good faith, a possible violation of the Anti-Corruption Policy for Microsoft Representatives or the Supplier Code of Conduct; or
- Refused to participate in activities that violate Microsoft policies.

## 06 | Conclusion

Answer three final questions, and then we'll bring this course to a close.

### Conclusion | Question (1 of 3)

**True or false?** Suppliers are expected to self-monitor and demonstrate their compliance with the Code. Therefore External Staff must inform Microsoft if a situation develops that causes the Supplier to operate in violation of the Supplier Code of Conduct.

- A. True
- B. False

### Conclusion | Answer (1 of 3)

This statement is true.

External Staff must promptly inform Microsoft when any situation develops that causes the Supplier to operate in violation of the Code.

### Conclusion | Question (2 of 3)

**True or false:** This course contains all content covered in the Code, so I do not need to review the Code.

- A. True
- B. False

### Conclusion | Answer (2 of 3)

This statement is false.

You are responsible for reviewing the full Code—not just the sections covered in this course.

## Conclusion | Question (3 of 3)

**True or false?** External Staff are always expected to follow the instructions of their Microsoft Sponsor/contact.

- A. True
- B. False

## Conclusion | Answer (3 of 3)

This statement is false.

External Staff are expected to behave ethically in all situations. External Staff should refuse any instructions that require them to operate in violation of the Code. Report these situations to your company and to Microsoft.

## Conclusion | End of course

### Congratulations on completing this course!

Remember to talk to your Microsoft Sponsor and consult the Supplier Code of Conduct whenever you have questions.

***To report a concern:***

- Use the resources at [microsoftintegrity.com](https://microsoftintegrity.com).

***Additional resources:***

- [Microsoft's Supplier Code of Conduct](#)
- [Microsoft's Anti-Corruption Policy for Representatives](#)
- [Supplier Security and Privacy Assurance Program](#)
- [Trustworthy Representatives Site](#)

***Accessibility resources:***

Microsoft has many accessibility resources to help you ensure your deliverables are accessible.

- Deepen your knowledge on accessibility and creating more inclusive content and experiences by accessing resources and training on the [Accessibility Resources & Training](#) website including:
  - [Accessible content and experiences resources](#)
  - [Earning an Accessibility Fundamentals Digital Badge](#)
  - [Exploring our accessibility tools](#) and finding the products and features that are right for you.
- An overview of the Web Content Accessibility Guidelines (“WCAG”) are available at <http://www.w3.org/WAI/intro/wcag>.
- For suppliers with CorpNet access, the [Accessibility Academy](#) and the [Microsoft Accessibility](#) Sharepoint sites provide additional resources.