

# ‘It matters’

## BT Undertakings code of practice

This code of practice tells you how to meet the Undertakings we gave to Ofcom in September 2005. You can find the legally-binding obligations set out in the Undertakings at:  
[http://ccs.intra.bt.com/regulatorycommunity/Undertakings\\_Info.html](http://ccs.intra.bt.com/regulatorycommunity/Undertakings_Info.html)

‘It matters’ is in two parts. Part one provides guidance that everyone needs to know and follow. Part two contains guidance for people in specific parts of BT.

## Part one

### Information for everyone

1. Overview
2. Equivalence
3. Sharing information
4. Commercial policy
5. Annex 2 of the Undertakings
6. Next generation networks
7. How to report a breach
8. Contacts and resources



# 1. Overview

## What are the BT Undertakings?

- we have made certain commitments to Ofcom about how we will do business so that Ofcom can be sure we are fair to customers buying wholesale services from us. The commitments are called 'the Undertakings'
- wholesale services are what we supply to other companies to create their own communications services for businesses and consumers
- the Undertakings are about our business in the UK but cover everyone involved in that business wherever they are in the world.

## How do the Undertakings affect BT?

- Openreach is separate from BT's other lines of business (LoBs) in many ways. It must have its own products, people, brand, vans and computer systems
- Openreach has to make its own business decisions, and the rest of BT can't normally influence them
- Openreach has to provide the same services to BT's other LoBs as it does to other customers, and it has to do this in exactly the same way
- when other parts of BT use Openreach products, they must do so in the same way as any other Openreach customer
- the Undertakings also apply to the way BT Wholesale is organised, and to some of its products
- Openreach and BT Wholesale's customers sometimes share their confidential commercial information with them. That information is subject to specific rules
- certain information about some of Openreach's and BT Wholesale's products cannot be shared with other parts of BT
- Openreach is still part of BT, and can use support services from the rest of the company
- Openreach people can (and should) co-operate with the rest of BT as long as they observe the rules described in this code of practice
- BT Ireland provides Openreach products in Northern Ireland because Openreach does not operate there
- if BT people break the rules they may be subject to disciplinary action.

## What do you need to do?

You must:

- respect the independence of Openreach and BT Wholesale
- understand and keep the rules about sharing information
- understand and keep any other rules that affect your job
- keep any restrictions on your access to computer systems
- know where to go for help
- report anything that you think may be wrong as it could be a breach of the Undertakings.



## 2. Equivalence

The central idea of the Undertakings is 'equivalence'. Equivalence, broadly, means that Openreach will provide its services to other parts of BT in exactly the same way as it does to other companies that provide communications. The same commitment applies to the way BT Wholesale provides some of its services to other companies.

Products, services and commercial information will be provided:

- within the same timescales
- under the same terms and conditions
- for the same price
- using the same systems and processes
- with the same degree of reliability and performance.

However, because BT is one company, there can be some differences between how we treat our own lines of business and how we treat external customers when it comes to:

- credit vetting procedures
- payment procedures
- security
- ending contracts
- other trivial differences.

Systems and processes for products which are subject to equivalence are being introduced or adapted on a timescale set out in the Undertakings. For more details on this timeline, see: <http://codeofpractice.intra.bt.com> or consult your legal or regulatory advisor.

## 3. Sharing information

There are rules in the Undertakings about how we share information. Two specific types of information are covered. These are:

### Commercial information

This is confidential information about Openreach's, and some of BT Wholesale's, products, on:

- product development
- pricing
- marketing strategy and intelligence
- product launch dates
- cost
- sales forecasts
- network coverage and capabilities.

### Customer confidential information

This is information given in confidence to either Openreach or BT Wholesale by their customers.

The definitions do not include information that is normally made available to customers, or information that has already been made public.



## The basic rules

### For commercial information:

- Openreach cannot share its commercial information with any other parts of BT
- BT Wholesale cannot share its commercial information with BT Retail or BT Global Services.

### For customer confidential information:

- Openreach cannot share its customer confidential information with:
  - BT Wholesale
  - BT Retail
  - BT Global Services
  - those teams in BT Design working most closely with BT Wholesale, BT Retail or BT Global Services
  - the BT Design 21CN core team
  - BT Operate.
- BT Wholesale cannot share its customer confidential information with:
  - Openreach
  - BT Retail
  - BT Global Services
  - those teams in BT Operate and BT Design working most closely with BT Retail or BT Global Services.
- BT Wholesale's core network services organisation cannot share its customer confidential information with BT Wholesale's value-added network services organisation.

Where information is disclosed under the rules, it must not be passed on to another part of BT that is not allowed to see it. So, for example, BT Wholesale commercial information that has been shared with BT Design (which the rules allow) may not then be passed by someone in BT Design to BT Retail (who should not have it).

There are exceptions to these general rules. Customer confidential information can be shared:

- with the customer's consent
- between Openreach and BT Wholesale if that customer confidential information is needed to process an order
- by Openreach with BT Wholesale, BT Operate, or the restricted teams in BT Design, if they need to share the information to provide a service for Openreach
- by BT Wholesale with Openreach if they need to share the information to provide a service for BT Wholesale.

Customer confidential or commercial information can be shared with anyone if it is:

- needed to build the next generation network
- shared with someone in a business function listed under Annex 2 to the Undertakings (see clause 5 below).

This summary covers a very complex subject. You should ask your LoB's legal, regulatory or compliance teams for advice if you are not certain about any part of it.



## 4. Commercial policy

The Undertakings set out rules on who can and cannot influence, or try to influence, the commercial policy of other parts of BT.

Commercial policy means plans about Openreach and Wholesale's main products – specifically:

- product development
- pricing
- marketing strategy and intelligence
- launch dates
- cost
- payment terms
- forecasting
- network coverage and capabilities.

The general rule is that Openreach and BT Wholesale should be free to make their own decisions in these areas, and that LoBs should not try to influence decisions in ways that are not available to external customers. If you are not sure whether you are allowed to influence the commercial policy of another part of BT, ask your LoB's legal, regulatory or compliance teams.

## 5. Annex 2 of the Undertakings

People in certain roles that are listed in Annex 2 to the Undertakings are allowed to get restricted information, and they can influence commercial policy. These roles are known as 'listed functions' and include work areas such as legal and regulatory, HR, finance and security.

To manage the number of people using this access, we keep a list of relevant people and show them on our internal phone directory. If you think you should be on the list, please follow the process shown on the website at: [http://ccs.intra.bt.com/compliance/tsr/listed\\_people.htm](http://ccs.intra.bt.com/compliance/tsr/listed_people.htm)  
You can get more details from your legal or regulatory advisor.

You must not assume you are on the list unless it has been confirmed.

The list is in two parts – Part A and Part B:

- people whose functions are listed in Part A are allowed access to commercial information and customer confidential information which would otherwise be restricted, **and** they can influence commercial policy
- people whose functions are listed in Part B are only allowed access to commercial information and customer confidential information which would otherwise be restricted. They **cannot** influence commercial policy.

People on the list must **not**:

- pass on information to anyone who is not entitled to see it under the rules set out in this code of practice
- use their position to gain restricted information or influence policy for purposes other than their listed functions
- get around the Undertakings to give BT an unfair advantage.



## 6. Next generation networks

There are rules in the Undertakings that we must follow as we develop our new core network. These say that we must:

- apply equivalence when developing new services
- allow access to the network by other companies
- consult with other customers before making design decisions.

If you are managing the development of the network or services based on it, you need to know the requirements in detail. You can get training on this from the 21CN compliance team.

## 7. How to report a breach

You should act reasonably and openly to meet the terms of the Undertakings, and to identify, report and correct any non compliance or potential breach. If you do not do so, you may be subject to disciplinary action – up to and including dismissal.

You can report possible breaches in confidence:

- to your line manager first, or senior manager
- to your LoB's legal, regulatory or compliance teams
- a group regulatory compliance manager: <http://ccs.intra.bt.com/compliance/help.htm>
- using the hotline: +44 (0)20 7356 2626 which allows you to report concerns or matters outside your control
- by email: [twww.help@bt.com](mailto:twww.help@bt.com)

## 8. Contacts and resources

If you have any questions about this code of practice or about the Undertakings, you should first check the code of practice website at: <http://codeofpractice.intra.bt.com>

There is detailed regulatory guidance at:

<http://ccs.intra.bt.com/regulatorycommunity/undertakings.html>

There is more Openreach specific guidance at:

[http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public\\_affairs/businessintegrity/information\\_sharing\\_sor\\_guidelines.htm](http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public_affairs/businessintegrity/information_sharing_sor_guidelines.htm)

If these websites do not answer your question, you should contact your legal, regulatory or compliance teams. Details are available from the following links:

**Openreach:**

[http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public\\_affairs/businessintegrity.htm](http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public_affairs/businessintegrity.htm)

[http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public\\_affairs/regulatory\\_affairs.htm](http://openreach.intra.bt.com/index/our-organisation/equivalence-regulatory-public_affairs/regulatory_affairs.htm)

**BT Wholesale**

<http://wholesale.intra.bt.com/undertakings.htm>

**BT Retail**

<http://retail-commercial-legal-regulatory.intra.bt.com>

**BT Global Services**

[http://globalservices.intra.bt.com/business\\_units/legal/index.html](http://globalservices.intra.bt.com/business_units/legal/index.html)

**BT Design**

<http://design.intra.bt.com/design/qms11010>

**BT Operate**

<http://operate.intra.bt.com/operate/index/bto-undertakings.htm>

**BT Ireland**

Head of Regulation (NI), Compliance & Corporate Services

[http://directory.intra.bt.com/cgi/startup.cgi?search\\_for=john+ellison](http://directory.intra.bt.com/cgi/startup.cgi?search_for=john+ellison)

**BT Group**

<http://ccs.intra.bt.com/regulatorycommunity/RegCommunity.html>

