

DEFENCE COMPANIES INDEX (DCI) ON ANTI-CORRUPTION AND CORPORATE TRANSPARENCY 2020

FINAL ASSESSMENT

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION (SAIC)

The following pages contain the detailed scoring for this company based on publicly available information.

The table below shows a summary of the company's scores per section:

Section	Number of Questions*	Score Based on Publicly Available Information
1. Leadership and Organisational Culture	4	3/8
2. Internal Controls	6	2/12
3. Support to Employees	7	2/14
4. Conflict of Interest	4	2/8
5. Customer Engagement	7	1/14
6. Supply Chain Management	5	4/10
7. Agents, Intermediaries and Joint Ventures	10	0/20
8. Offsets	4	0/8
9. High Risk Markets	4	5/8
10. State-Owned Enterprises	0	N/A
TOTAL		19/102
BAND		E

*This column represents the number of questions on which the company was eligible to receive a score; i.e. where the company did not receive a score of N/A.

1. Leadership and Organisational Culture

Question
<p>1.1. Does the company have a publicly stated anti-bribery and corruption commitment, which is authorised by its leadership?</p>
Score
<p>1</p>
Comments
<p>There is evidence that the company publishes a Code of Conduct containing a public statement from its CEO emphasising the company’s commitment to 'integrity' and high ethical standards.</p> <p>However, the company receives a score of ‘1’ because there is no evidence that the CEO’s statement directly mentions or addresses its stance against bribery and corruption within the organisation. In addition, the Code of Conduct contains a general directive to avoid bribery and corruption and comply with anti-corruption laws, rather than a clear and proactive stance against corruption.</p>
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.2] Message from the CEO</p> <p>We thrive when we behave with integrity at all times, when we treat each other with respect, and when we act ethically.</p> <p>Ladies and gentlemen,</p> <p>At SAIC, we all take great pride in the fact that we have an impact on missions of global importance, whether we work alongside our customers or provide support to our business. With that comes a responsibility to deliver on our commitments, and to never compromise our values and principles.</p> <p>Our reputation is built not only on our collective ingenuity, but also on the integrity we consistently demonstrate. Our customers trust us to solve complex challenges and to do the right thing all the time. This is the foundation of our culture and vital to our continued success.</p> <p>Our industry is governed by very specific rules, and each one of us has an obligation to understand and abide by these rules. Any lapse in judgement can be catastrophic to our reputation, and impact the livelihood of our employees and their families. Remember, we accomplish our objectives together as a team, not as individuals. We are counting on you to always do the right thing, ask for assistance when you need it, and speak up when you suspect unethical conduct.</p> <p>We are all accountable for our conduct to SAIC’s customers, our business partners, and each other. We thrive when we demonstrate integrity at all times, when we treat each other with respect, and when we act ethically. Thank you for doing your part to always do the right thing.</p> <p>Nazzic Keene Chief Executive Officer</p> <p>[p.5] Integrity Our culture of ingenuity is rooted in our passion for doing what is right and delivering on our commitments. Integrity, respect, and trust have been an integral part of our company since day one and are fundamental to our decisions and behaviors.</p> <p>[p.7] Do not participate or engage in kickback schemes, fraud, or corruption</p> <p>[p.8] Comply with the Foreign Corrupt Practices Act, UK Bribery Act 2010, and other applicable laws</p>

Question
<p>1.2. Does the company have a comprehensive anti-bribery and corruption policy that explicitly applies to both of the following categories:</p> <p>a) All employees, including staff and leadership of subsidiaries and other controlled entities;</p> <p>b) All board members, including non-executive directors.</p>
Score
1
Comments
<p>There is evidence that the company's Code of Conduct prohibits involvement in corruption and that this applies to all employees and board members.</p> <p>The company receives a score of '1' because there is no publicly available evidence that the company clearly prohibits bribery, payments to public officials, commercial bribery and/or facilitation payments. It is also not clear whether the company's stance applies to subsidiaries and other controlled entities.</p>
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.5] All of us, from board members and senior executives to front-line employees, are stewards of SAIC's ethical culture. Maintaining a culture of integrity depends on knowing and following the rules. When the rules do not provide sufficient guidance for a particular issue, ask questions and choose actions that best embody our core values.</p> <p>[p.7] Do not participate or engage in kickback schemes, fraud, or corruption</p> <p>[p.8] Comply with the Foreign Corrupt Practices Act, UK Bribery Act 2010, and other applicable laws</p> <p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf [p.8] ETHICS AND CORPORATE RESPONSIBILITY</p> <p>Ethics Policies All of the Company's employees, including executive officers, are required to comply with the Company's Code of Conduct, which describes our standards for, among other things, protecting the assets of the Company and its customers, fostering a safe and healthy work environment, dealing fairly with customers and others, conducting international business properly, reporting misconduct and protecting employees from retaliation.</p> <p>[p.9] This code forms the foundation of the Company's corporate policies and procedures designed to promote ethical behavior in all aspects of the Company's business. In addition, the principal executive officer and senior financial officers are also subject to the Company's Code of Conduct, which contains additional policy guidelines and procedures relating to legal and ethical standards for conducting business.</p> <p>Directors are required to comply with the Code of Business Conduct intended to describe areas of ethical risk, provide guidance to directors and help foster a culture of honesty and accountability. This code addresses areas of professional conduct relating to service on the Company's Board, including conflicts of interest, protection of confidential information, fair dealing and compliance with all applicable laws and regulations.</p> <p>[10] Governance Documents (Webpage) Accessed 03/01/2020 https://investors.saic.com/corporate-governance/governance-documents/default.aspx The Board of Directors recognizes the importance of strong corporate governance as a means of addressing the various needs of the Company's stockholders, employees, customers and other stakeholders. To help facilitate strong corporate governance and reinforce the Company's commitment to ethics and compliance, the Board of Directors has adopted corporate governance guidelines and a Code of Conduct which, together with the Company's</p>

certificate of incorporation, bylaws, committee charters and other key governance practices and policies, provide the framework for the Company's corporate governance.

Question
1.3. Does the board or a dedicated board committee provide oversight of the company's anti-bribery and corruption programme?
Score
1
Comments
<p>There is evidence that a designated board committee – the Risk Oversight Committee – is ultimately responsible for the oversight of the company's ethics and compliance programme, which includes anti-bribery and corruption. There is also evidence that the Committee has the authority to require that any necessary changes to the programme are made.</p> <p>However, the company receives a score of '1' because there is no clear evidence that the committee's responsibilities include monitoring and reviewing reports from management on the programme's performance.</p>
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.1] Statement of Purpose</p> <p>The purpose of the Risk Oversight Committee (the "Committee") of the Board of Directors ("Board") of Science Applications International Corporation (the "Company") is to review and provide oversight of the Company's regulatory, enterprise and strategic risk; its ethics, compliance and corporate responsibilities; and its classified business operations.</p> <p>[p.1] Duties and Responsibilities</p> <p>To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • The Code of Conduct. • Third-Party Risk. • Safety. • Sustainability and protection of the environment. • Contributions to charitable and other tax-exempt organizations. • Political contributions and government relations. • Case management, including receipt, retention, and treatment of complaints. • Other ethics, compliance and corporate responsibility issues as determined to be appropriate and consistent with the role of this Committee. <p>[p.3] 5. General Responsibilities</p> <ul style="list-style-type: none"> • Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Company's Board; and • Review and reassess the adequacy of the Committee's Charter at least annually. <p>[p.3] Annual Self-Evaluation</p> <p>Conduct an annual evaluation of the Committee's performance and report the results of the evaluation to the Board.</p> <p>[11] Audit Committee Charter</p>

Accessed 02/01/2020

[https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Audit Committee Charter Updated Oct-2017.pdf](https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Audit_Committee_Charter_Updated_Oct-2017.pdf)

[p.2] (b) Discuss with the independent registered public accountants, the internal auditor and management, on a quarterly basis, the Company's internal control over financial reporting and any fraud involving management or others with a significant role in the internal controls;

[p.5] 5. Ethical and Legal Compliance (a) Review the effectiveness of the Company's system for monitoring compliance with laws and regulations relating to accounting, internal accounting controls and auditing matters, including receiving reports from management on the results of management's review of compliance (or non-compliance) with the Company's policies and any investigations by management relating to accounting, internal accounting controls and auditing matters.

[p.6] (b) Establish procedures for the receipt, retention and treatment of complaints (including procedures for receiving and handling complaints on a confidential and anonymous basis) regarding accounting, internal accounting controls, auditing matters, including employee concerns regarding questionable accounting or auditing matters.

Question																																																							
<p>1.4. Is responsibility for implementing and managing the company’s anti-bribery and corruption programme ultimately assigned to a senior executive, and does he or she have a direct reporting line to the board or board committee providing oversight of the company’s programme?</p>																																																							
Score																																																							
<p>0</p>																																																							
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<p>There is no clear evidence that a senior executive or managerial-level employee has ultimate responsibility for implementing and managing the company’s anti-bribery and corruption policy or programme. There is evidence that the Chair of the Risk Oversight Committee is responsible for leading the group in monitoring and overseeing the company’s ethics and compliance activities, but it is not clear who is responsible for the day-to-day implementation and management of the programme.</p>																																																							
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<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.1] The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas.</p> <p>[13] Committee Composition (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/committee-composition/default.aspx</p> <table border="1"> <thead> <tr> <th></th> <th style="background-color: #333; color: white;">Audit Committee</th> <th style="background-color: #333; color: white;">Risk Oversight Committee</th> <th style="background-color: #333; color: white;">Human Resources and Compensation Committee (HRCC)</th> <th style="background-color: #333; color: white;">Nominating and Corporate Governance</th> </tr> </thead> <tbody> <tr> <td>Donna Morea</td> <td></td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> </tr> <tr> <td>Nazzic S. Keene</td> <td></td> <td style="text-align: center;">👤</td> <td></td> <td></td> </tr> <tr> <td>Bob Bedingfield</td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> <td></td> </tr> <tr> <td>Carol Goode</td> <td></td> <td></td> <td style="text-align: center;">👤</td> <td style="text-align: center;">👤</td> </tr> <tr> <td>John Hamre</td> <td></td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> </tr> <tr> <td>Yvette Kanouff</td> <td style="text-align: center;">👤</td> <td style="text-align: center;">👤</td> <td></td> <td></td> </tr> <tr> <td>David Kerko</td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> <td></td> </tr> <tr> <td>Timothy Mayopoulos</td> <td style="text-align: center;">👤</td> <td></td> <td></td> <td style="text-align: center;">👤</td> </tr> <tr> <td>Katharina McFarland</td> <td></td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> </tr> <tr> <td>Steven Shane</td> <td style="text-align: center;">👤</td> <td></td> <td style="text-align: center;">👤</td> <td></td> </tr> </tbody> </table> <p>👤 Committee Chair 👤 Committee Member</p>		Audit Committee	Risk Oversight Committee	Human Resources and Compensation Committee (HRCC)	Nominating and Corporate Governance	Donna Morea		👤		👤	Nazzic S. Keene		👤			Bob Bedingfield	👤		👤		Carol Goode			👤	👤	John Hamre		👤		👤	Yvette Kanouff	👤	👤			David Kerko	👤		👤		Timothy Mayopoulos	👤			👤	Katharina McFarland		👤		👤	Steven Shane	👤		👤	
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2. Internal Controls

Question
<p>2.1. Is the design and implementation of the anti-bribery and corruption programme tailored to the company based on an assessment of the corruption and bribery risks it faces?</p>
Score
<p>0</p>
Comments
<p>There is no evidence that the company has a formal risk assessment procedure in place which is used to inform the company's anti-corruption programme. The company provides some information to indicate that it conducts risk management activities, but there is no further evidence to indicate that such assessments account for bribery and corruption risks, nor that the results are used to inform and update the company's anti-corruption programme.</p>
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf</p> <p>[p.1] 1. Monitor and Oversee Regulatory, Enterprise and Strategic Risk Areas including:</p> <ul style="list-style-type: none"> • Enterprise Risk Policy and framework development. • Operational, compliance and reputation risk management activities. <p>[p.2]</p> <ul style="list-style-type: none"> • Review of policies, processes, procedures, training, risk assessment and management activities applicable to the Company's classified and non-classified business activities. • Enterprise legal and strategic risk management activities including material regulatory matters, technology oversight and cyber risk. • In the Committee's discretion, provide a report and make recommendations to the Board, when appropriate, concerning the areas of significant risk.

Question
2.2. Is the company’s anti-bribery and corruption programme subject to regular internal or external audit, and are policies and procedures updated according to audit recommendations?
Score
1
Comments
<p>There is some evidence that the company’s anti-bribery and corruption programme is subject to regular audit or review to ensure the entire programme is consistent with best practice and the business risks facing the company. There is evidence that this includes receiving reports from management’s reviews of compliance.</p> <p>However, the company receives a score of ‘1’ because there is no clear evidence that its anti-bribery and corruption programme specifically is subject to a formal audit or review process, nor is it clear that such reviews take place at least every two years. There is no evidence that audit findings related to the programme are presented to the board, and ownership of the process is unclear.</p>
Evidence
<p>[11] Audit Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Audit_Committee_Charter_Updated_Oct-2017.pdf</p> <p>[p.1] Statement of Purpose</p> <p>The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in its oversight of: (i) the integrity of the Company’s financial statements, including the financial reporting process, and audit process; (ii) compliance by the Company with legal and regulatory requirements; (iii) the independent registered public accountants’ qualifications and independence; (iv) the performance of the Company’s internal audit function and independent registered public accountants; (v) financial reporting risk assessment and mitigation; (vi) the Company’s systems of disclosure controls and procedures and internal controls over financial reporting and compliance with ethical standards adopted by the Company; (vii) the preparation of the report of the Committee to be included in the Company’s annual proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). In performing its duties, the Committee will maintain effective working relationships with and open communication between the Board, management, internal auditors and independent registered public accountants.</p> <p>[p.5] 5. Ethical and Legal Compliance</p> <p>(a) Review the effectiveness of the Company’s system for monitoring compliance with laws and regulations relating to accounting, internal accounting controls and auditing matters, including receiving reports from management on the results of management’s review of compliance (or non-compliance) with the Company’s policies and any investigations by management relating to accounting, internal accounting controls and auditing matters.</p> <p>[p.6] (b) Establish procedures for the receipt, retention and treatment of complaints (including procedures for receiving and handling complaints on a confidential and anonymous basis) regarding accounting, internal accounting controls, auditing matters, including employee concerns regarding questionable accounting or auditing matters.</p>

Question
2.3. Does the company have a system for tracking, investigating and responding to bribery and corruption allegations or incidents, including those reported through whistleblowing channels?
Score
1
Comments
<p>There is evidence that the company publicly commits to investigating incidents, and that there is a specific procedure in place to deal with whistleblowing cases. In addition, there is evidence that the Risk Oversight Committee is responsible for overseeing and handling complaints involving executive officers and other senior individuals such as the General Counsel and independent directors.</p> <p>However, the company receives a score of ‘1’ because it does not publish further information on its investigative procedures for complaints involving non-executive individuals, such as employees and management. In addition, there is no evidence that investigations are handled by an independent team, nor that evidence that information on each investigation is documented and summary information on cases shared with a central body. There is also no evidence that the company makes a commitment to providing whistleblowers with updates on the outcome of investigations.</p>
Evidence
<p>[11] Audit Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Audit Committee Charter Updated Oct-2017.pdf 5. Ethical and Legal Compliance</p> <p>(a) Review the effectiveness of the Company’s system for monitoring compliance with laws and regulations relating to accounting, internal accounting controls and auditing matters, including receiving reports from management on the results of management’s review of compliance (or non-compliance) with the Company’s policies and any investigations by management relating to accounting, internal accounting controls and auditing matters.</p> <p>[p.6] (b) Establish procedures for the receipt, retention and treatment of complaints (including procedures for receiving and handling complaints on a confidential and anonymous basis) regarding accounting, internal accounting controls, auditing matters, including employee concerns regarding questionable accounting or auditing matters.</p> <p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk Committee Charter Aug2019.pdf [p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Case management, including receipt, retention, and treatment of complaints. <p>3. Oversee Case Management and Personal Conflict of Interest Review Process for Executive Officers and Independent Directors including:</p> <ul style="list-style-type: none"> • Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company’s policies or potential conflict of interest involving an executive officer (other than the Chief Executive Officer or General Counsel) or any other person or matter of concern presented to the Committee by the Board. Such allegations involving executive officers shall be reported to the General Counsel who shall notify the CEO and Chair of the Committee. The Chair will be responsible for informing other members of the Committee and other members of the Board, as appropriate. Once the investigation is complete, the Chair of the Committee shall be responsible for notifying the Board, as appropriate. • Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company’s policies or potential conflict of interest involving the Chief Executive Officer, the General Counsel, or an Independent Director (as defined in the Company’s

Corporate Governance Guidelines) and determine the appropriate resolution of the issues, including appropriate disciplinary or corrective actions.

- Review the adequacy of, and any requests for waivers under, the Code of Conduct.
- If presented with a matter or issue appropriately addressed by the Audit Committee of the Board or other body, refer such matter or issue to the Audit Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.

Question
2.4. Does the company have appropriate arrangements in place to ensure the quality of investigations?
Score
0
Comments
There is no publicly clear evidence that the company takes steps to ensure the quality of its internal investigations.
Evidence
No evidence found.

Question
2.5. Does the company's investigative procedure include a commitment to report material findings of bribery and corruption to the board and any criminal conduct to the relevant authorities?
Score
0
Comments
There is no publicly available evidence that the company's investigative procedure includes a commitment to report material findings from internal investigations to the board or to relevant authorities, if necessary.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Case management, including receipt, retention, and treatment of complaints. <p>3. Oversee Case Management and Personal Conflict of Interest Review Process for Executive Officers and Independent Directors including:</p> <p>[...]</p> <ul style="list-style-type: none"> • If presented with a matter or issue appropriately addressed by the Audit Committee of the Board or other body, refer such matter or issue to the Audit Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.

Question
2.6. Does the company publish high-level results from incident investigations and disciplinary actions against its employees?
Score
0
Comments
There is no evidence that the company publishes any data on ethical, bribery or corruption investigations or the disciplinary actions involving its employees.
Evidence
No evidence found.

3. Support to Employees

Question
3.1. Does the company provide training on its anti-bribery and corruption programme to all employees across all divisions and geographies, and in all appropriate languages?
Score
0
Comments
There is no clear publicly available evidence that the company provides training on its anti-bribery and corruption policy or programme to all employees. The company indicates that directors and senior executives receive ethics training, however it is not clear that the company provides training to all employees at all levels.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.1] 1. Monitor and Oversee Regulatory, Enterprise and Strategic Risk Areas including:</p> <ul style="list-style-type: none"> Review of policies, processes, procedures, training, risk assessment and management activities applicable to the Company’s classified and non-classified business activities. <p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf [p.7] DIRECTOR ORIENTATION AND CONTINUING EDUCATION</p> <p>Director Orientation The Company’s management, as directed by the Board, shall conduct a mandatory orientation program for new directors. The agenda for the orientation shall be determined by the Chair of the Board, with input from the Nominating and Corporate Governance Committee, the Chief Executive Officer and the General Counsel. The orientation program shall include presentations by management to familiarize new directors with the Company’s strategic and financial plans, any risk management issues, its legal responsibilities and compliance programs, its codes of conduct, its principal officers, and its internal and independent auditors. New directors are required to complete the Company’s ethics training course and to comply with the Board’s code of conduct.</p> <p>[p.8] Continuing Education The Board and management will provide updates and presentations on new legal and compliance issues as warranted by developments in the law or by best practices. The Company expects directors to participate in continuing education opportunities on the Company’s organization, business units, strategic plan, significant financial, accounting and risk-management issues, governance policies and ethics. Existing directors are expected to complete the Company’s ethics training course upon reelection and to comply with the Board’s code of conduct. The Company also expects each director to participate in external continuing director education programs as necessary to enable the director to better perform his or her duties and to recognize and deal appropriately with issues that arise.</p>

Question
<p>3.2. Does the company provide tailored training on its anti-bribery and corruption programme for at least the following categories of employees:</p> <ul style="list-style-type: none"> a) Employees in high risk positions, b) Middle management, c) Board members.
Score
0
Comments
<p>There is no publicly available evidence that the company provides tailored anti-bribery and corruption training to different employees based on an assessment of their role and exposure to corruption risk. The company indicates that directors must undertake ethics training but it is not clear that this training is specifically tailored to their role, nor is there evidence that the company provides training to the other categories of employees listed in the question.</p>
Evidence
<p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf</p> <p>[p.7] DIRECTOR ORIENTATION AND CONTINUING EDUCATION</p> <p>Director Orientation The Company's management, as directed by the Board, shall conduct a mandatory orientation program for new directors. The agenda for the orientation shall be determined by the Chair of the Board, with input from the Nominating and Corporate Governance Committee, the Chief Executive Officer and the General Counsel. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic and financial plans, any risk management issues, its legal responsibilities and compliance programs, its codes of conduct, its principal officers, and its internal and independent auditors. New directors are required to complete the Company's ethics training course and to comply with the Board's code of conduct.</p> <p>[p.8] Continuing Education The Board and management will provide updates and presentations on new legal and compliance issues as warranted by developments in the law or by best practices. The Company expects directors to participate in continuing education opportunities on the Company's organization, business units, strategic plan, significant financial, accounting and risk-management issues, governance policies and ethics. Existing directors are expected to complete the Company's ethics training course upon reelection and to comply with the Board's code of conduct. The Company also expects each director to participate in external continuing director education programs as necessary to enable the director to better perform his or her duties and to recognize and deal appropriately with issues that arise.</p>

Question
3.3. Does the company measure and review the effectiveness of its anti-bribery and corruption communications and training programme?
Score
0
Comments
There is no publicly available evidence that the company measures or reviews the effectiveness of its anti-corruption communications or training programme.
Evidence
No evidence found.

Question
3.4. Does the company ensure that its employee incentive schemes are designed in such a way that they promote ethical behaviour and discourage corrupt practices?
Score
0
Comments
<p>There is no publicly available evidence that the company's incentive schemes for employees incorporate ethical or anti-bribery and corruption principles. Although the company publishes some information about its approach to executive compensation, there is no evidence that this involves promoting ethical behaviour and discouraging corrupt practices.</p>
Evidence
<p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf [p.5] DIRECTOR COMPENSATION</p> <p>Role of Board and Human Resources and Compensation Committee</p> <p>The Human Resources and Compensation Committee will periodically review director compensation, with the assistance of an independent compensation advisor, and recommend the form and amount of director compensation for approval by the Board. The Board will approve the form and amount of director compensation in accordance with the policies and principles set forth below.</p> <p>Form of Compensation</p> <p>The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity-based compensation as a significant part of director compensation helps align the interest of directors with those of the Company's stockholders.</p> <p>Amount of Compensation</p> <p>The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate independent directors competitively relative to comparable companies. In determining director compensation, the Human Resources and Compensation Committee and the Board of Directors understand that the independence of directors could be questioned if director compensation and perquisites exceed customary levels. The Human Resources and Compensation Committee shall, from time to time, present a director compensation report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the independent Chair or Lead Director, Committee chairs and Committee members to receive additional compensation for their services in those positions if they are independent directors.</p>

Question
3.5. Does the company commit to and assure itself that it will support and protect employees who refuse to act unethically, even when it might result in a loss of business?
Score
0
Comments
<p>There is some evidence that the company encourages employees to act with integrity and report alleged misconduct; however there is no clear evidence that the company commits to support and protect those who refuse to act unethically, nor that it assures itself of its employees' belief in this commitment.</p>
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf</p> <p>[p.2] Our industry is governed by very specific rules, and each one of us has an obligation to understand and abide by these rules. Any lapse in judgement can be catastrophic to our reputation, and impact the livelihood of our employees and their families. Remember, we accomplish our objectives together as a team, not as individuals. We are counting on you to always do the right thing, ask for assistance when you need it, and speak up when you suspect unethical conduct.</p> <p>We are all accountable for our conduct to SAIC's customers, our business partners, and each other. We thrive when we demonstrate integrity at all times, when we treat each other with respect, and when we act ethically. Thank you for doing your part to always do the right thing.</p> <p>Nazzic Keene Chief Executive Officer</p> <p>[p.4] Employees [...]</p> <ul style="list-style-type: none"> • Speak up when misconduct is suspected <p>[p.6] We hold ourselves and one another accountable Protecting our culture means we must speak up when we believe something is not right.</p>

Question
3.6. Does the company have a clear policy of non-retaliation against whistleblowers and employees who report bribery and corruption incidents?
Score
0
Comments
<p>There is evidence that the company has a policy of non-retaliation against whistleblowers and employees who report bribery and corruption concerns. However, there is no evidence that this policy extends to third parties and joint venture partners, nor is there evidence that the company takes steps to assure itself of its employees' belief in this statement.</p>
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.6] Protecting our culture means we must speak up when we believe something is not right. This may involve addressing your concern with the individuals who behave in a manner that worries you, or reporting your concern through one of our disclosure channels.</p> <p>Our commitment to you:</p> <ul style="list-style-type: none"> • Each and every concern is taken seriously • SAIC does not tolerate any acts of retaliation against those who make reports of misconduct in good faith. <p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf [p.8] Ethics Policies</p> <p>All of the Company's employees, including executive officers, are required to comply with the Company's Code of Conduct, which describes our standards for, among other things, protecting the assets of the Company and its customers, fostering a safe and healthy work environment, dealing fairly with customers and others, conducting international business properly, reporting misconduct and protecting employees from retaliation.</p> <p>[p.9] This code forms the foundation of the Company's corporate policies and procedures designed to promote ethical behavior in all aspects of the Company's business.</p> <p>[8] Supplier Code of Conduct Accessed 03/01/2020 https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf [p.4] X. ETHICS PROGRAM EXPECTATIONS</p> <p>A. Whistleblower Protection We expect our suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. We expect our suppliers to take action to prevent, detect, and correct any retaliatory actions</p>

Question

3.7. Does the company provide multiple whistleblowing and advice channels for use by all (e.g. employees and external parties), and do they allow for confidential and, wherever possible, anonymous reporting?

Score

2

Comments

There is evidence that the company provides multiple whistleblowing and advice channels for employees to report concerns and seek advice about its anti-corruption programme. The company indicates that these channels allow for anonymous and confidential reporting if necessary, and there is evidence that they are sufficiently varied to allow employees to raise concerns across the management chain and to an external reporting system run by an independent third party provider.

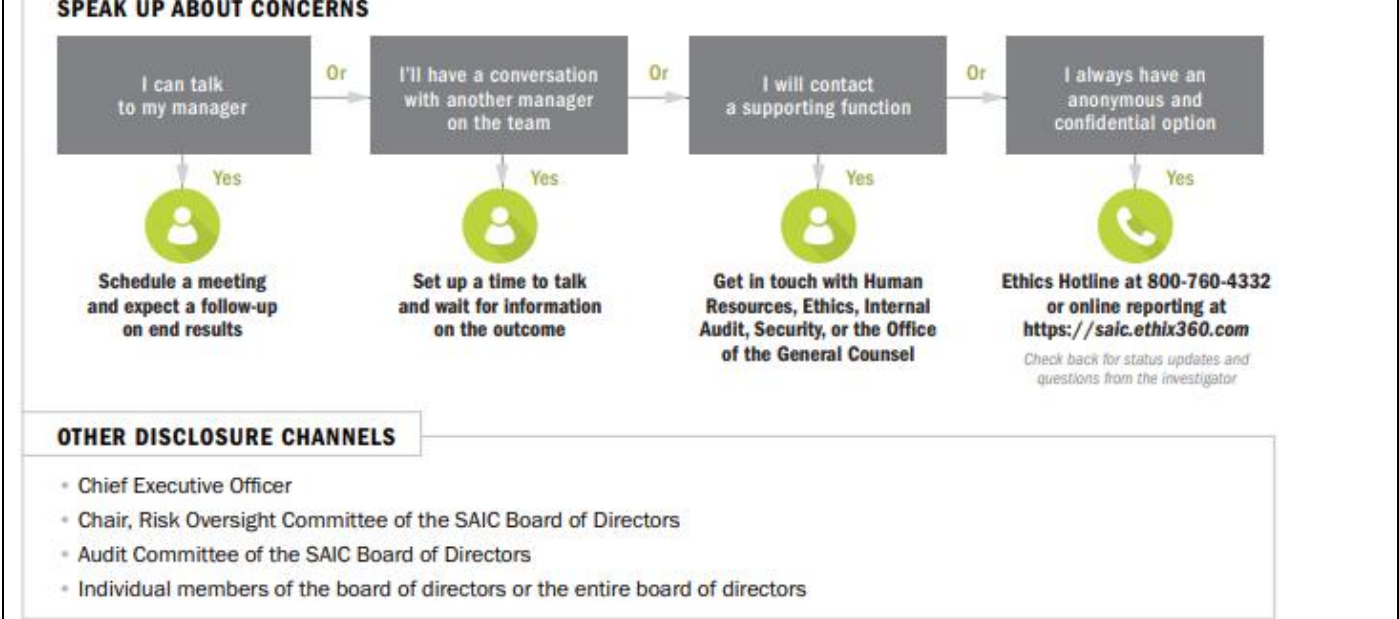
Although the company does not explicitly state that these channels are available to employees of third parties, suppliers and joint ventures, there is evidence that the hotline and online reporting system may be accessed by any such individual. The online system also contains a function to change the language, making it accessible to employees in all relevant languages and jurisdictions.

Evidence

[1] Code of Conduct (Document)
 Accessed 02/01/2020

https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf

[p.6]



Employees also have the right to report suspected wrongdoing on federal contracts to various government officials, including but not limited to, a member of Congress, the applicable agency inspector generals, the Government Accountability Office, Contracting officers, any authorized law enforcement agency, or the U.S. Department of Justice.

[5] SAIC Ethics Helpline (Webpage)
 Accessed 03/01/2020

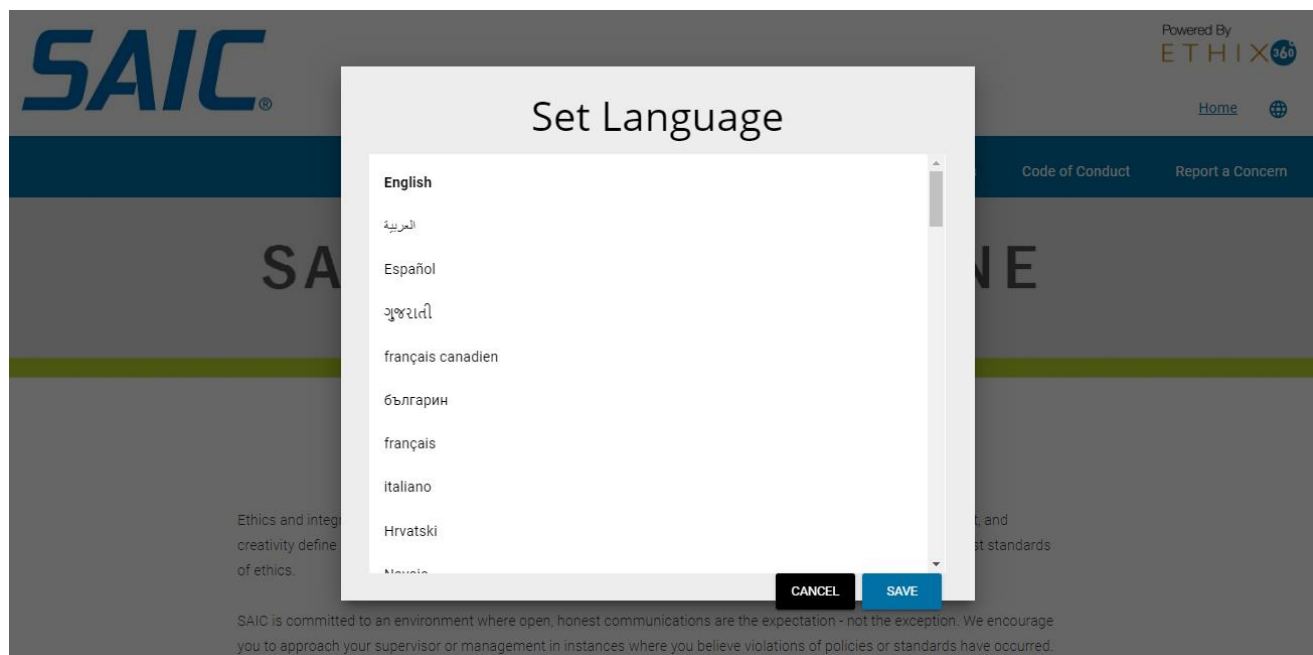
<https://saic.ethix360.com/#landing>

SAIC is committed to an environment where open, honest communications are the expectation - not the exception. We encourage you to approach your supervisor or management in instances where you believe violations of policies or standards have occurred. If you prefer to place a report to the Ethics Office you may use this page, which is hosted by a third party provider, ETHIX360, to submit an online report.

You are encouraged to submit reports relating to violations stated in our Code of Conduct, as well as asking for guidance related to policies and procedure. If you wish, you may submit the report anonymously. The information you provide will be sent to us by ETHIX360 on a totally confidential basis. You have our guarantee that your comments will be heard. All reports received by ETHIX360 and transmitted to SAIC are treated as confidential to the extent possible.

If you are a non-U.S. person who chooses to file a report to our Ethics Office, through our third party provider, ETHIX360, you acknowledge and agree that your personal information may be processed for the purposes identified on www.saic.com. In addition, your personal information may be processed in the country in which it was collected and in other countries, including the United States where laws regarding processing of your personal information may be less protective than the laws in your country. By providing your data, you consent to such processing and transfers.

Anonymous and Confidential 24/7



[4] Corporate Governance Guidelines

Accessed 02/01/2020

https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf

[p.10] Communication with directors

Stockholders and employees may contact directors by writing to them either individually, the independent directors as a group, or the entire Board of Directors at the Company's headquarters located at 12010 Sunset Hills Road, Reston, VA 22102, Attention: Corporate Secretary. Anyone who has a concern about the Company's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern to the Board of Directors, the independent directors, or the chair of the appropriate Board committee, such as the Audit Committee. Such communications may be confidential and anonymous, and may be reported by written communication, phone or email. The corporate address for written communications is listed above, and the toll-free phone number and email addresses are published on the Company's website. All such concerns will be promptly forwarded to the appropriate directors for their review. Communications addressed to all directors or the independent directors as a group may be forwarded to the independent Chair or the Lead Director, as applicable, who will determine if the communications should be distributed to additional directors based on the nature and content of the communication. The independent directors may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's Ethics Handbook prohibits any retaliation or adverse action being taken against anyone for raising an integrity concern.

[14] Contact the board

Accessed 07/07/2019

<https://investors.saic.com/corporate-governance/contact-the-board/default.aspx>

Any interested party may communicate with the Chair of the Board and the Chairs of our Audit, Ethics and Corporate Responsibility, Human Resources and Compensation, and Nominating and Corporation Governance Committees on Board-related issues by sending an e-mail to:

- boardchair@saic.com;
- auditchair@saic.com;
- compensationchair@saic.com;
- ethicschair@saic.com

You may also write to them or to any other director, the independent directors as a group, or the Board of Directors generally at the following address:

SAIC, Inc.
Attention: Corporate Secretary
12010 Sunset Hills Road
Reston, VA 20190

Relevant communications will be forwarded to the recipients noted in the communication. Communications sent to the Board of Directors or the independent directors as a group will be forwarded to the Chair of the Board.

4. Conflict of Interest

Question						
4.1. Does the company have a policy defining conflicts of interest – actual, potential and perceived – that applies to all employees and board members?						
Score						
1						
Comments						
<p>There is evidence that the company formally addresses conflict of interest risks. There is evidence that the company’s Code of Conduct states that conflicts should be avoided if possible and makes specific reference to conflicts arising from other employment, and that this applies to all employees and board members. In its publicly available additional guidance for executive directors and board members, the company refers to both actual and perceived conflicts.</p> <p>However, the company receives a score of ‘1’ because there is no evidence that it addresses the potential corruption risks arising from other categories mentioned in the question guidance, such as employee relationships, government relationships and financial interests. There is also no evidence that actual, potential and perceived conflicts are considered for employees as well as board members, nor is there evidence that this policy applies to subsidiaries and other controlled entities.</p>						
Evidence						
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.8] Avoid participating and engaging in outside activities that can conflict with SAIC’s legitimate interests</p> <div style="background-color: #f0f0f0; padding: 10px; margin: 10px 0;"> <p>OUTSIDE ACTIVITIES: BE SMART</p> <p>We’re all involved in activities outside of work. As an SAIC employee, you’ll want to be sure yours align with our business interests and policies. Review the areas below to be informed.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0f2f1;">Outside Activities</th> <th style="background-color: #e0f2f1;">Personal Political Contribution</th> <th style="background-color: #e0f2f1;">Side Work</th> </tr> </thead> <tbody> <tr> <td style="background-color: #e0f2f1;"> Submit an outside activities request if you’d like to: <ul style="list-style-type: none"> • Work for a potential customer, supplier, or competitor, including running a side business that may compete with SAIC • Conduct defense or military research for an institution • Run for political office • Serve on a federal advisory board or committee Even part-time employees must obtain advance permission from the Ethics Office before engaging in outside activities. If in doubt, ask questions. </td> <td style="background-color: #e0f2f1;"> Some state and local jurisdictions have enacted Pay to Play laws that may affect your personal contributions or even those of your immediate family. Protect SAIC’s business interests by reviewing the policy for Personal Political Contributions and coordinating with Government Affairs as necessary. </td> <td style="background-color: #e0f2f1;"> Did you know? <ul style="list-style-type: none"> • A small, one-person company can be considered an SAIC competitor. • A business can be an SAIC competitor even if it does not have any active contracts. • Performing any form of marketing, including maintaining a website, can create a conflict of interest if the business markets to potential SAIC customers or provides services similar to those provided by SAIC. </td> </tr> </tbody> </table> </div> <p>[4] Corporate Governance Guidelines Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf [p.9] Conflicts of Interest</p> <p>The codes of conduct and other related policies of the Company provide that all employees, executive officers and directors must act in the best interests of the Company and refrain from engaging in any activity or having a personal interest that presents or creates the appearance of a “conflict of interest.” The Board of Directors</p>	Outside Activities	Personal Political Contribution	Side Work	Submit an outside activities request if you’d like to: <ul style="list-style-type: none"> • Work for a potential customer, supplier, or competitor, including running a side business that may compete with SAIC • Conduct defense or military research for an institution • Run for political office • Serve on a federal advisory board or committee Even part-time employees must obtain advance permission from the Ethics Office before engaging in outside activities. If in doubt, ask questions.	Some state and local jurisdictions have enacted Pay to Play laws that may affect your personal contributions or even those of your immediate family. Protect SAIC’s business interests by reviewing the policy for Personal Political Contributions and coordinating with Government Affairs as necessary.	Did you know? <ul style="list-style-type: none"> • A small, one-person company can be considered an SAIC competitor. • A business can be an SAIC competitor even if it does not have any active contracts. • Performing any form of marketing, including maintaining a website, can create a conflict of interest if the business markets to potential SAIC customers or provides services similar to those provided by SAIC.
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recognizes that actual or perceived conflicts of interest may raise questions among stockholders and others as to whether transactions are consistent with good corporate governance and are in the best interests of the Company and its stockholders. Accordingly, as a general matter, the preference of the Board is to avoid situations involving actual or perceived conflicts of interest. Nevertheless, it is also recognized that there are certain transactions and situations that may be in, or may not be inconsistent with, the best interests of the Company and its stockholders.

In the event that an executive officer of the Company has an unavoidable conflict of interest or seeks a waiver of a provision of the code of conduct, the executive officer shall notify the Secretary's office and/or the Ethics Department, which shall arrange for the Risk Oversight Committee or Audit Committee of the Board, as appropriate, to consider the request. It is the policy of the Board generally not to waive a conflict of interest or a requirement of the Code of Conduct applicable to any executive officer. The waiver shall be granted only if such approval is obtained. The Risk Oversight Committee or Audit Committee shall advise the Board whenever a request for a waiver of the Code of Conduct or conflict of interest issue has been considered by the committee and the results of the committee's evaluation of the issue.

With respect to members of the Board of Directors, because of the business relationships that a director may have outside of the Company, it is possible that actual or potential conflicts of interest may develop as a result of actions contemplated by the Company or another person. If a director becomes aware of an actual or potential conflict of interest with the Company, he or she should promptly inform the Chair of the Risk Oversight Committee. If the director's independence could be impaired, the director should also notify the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee to consider what action, if any, may be required. In the case of a material conflict of interest, the director may be required to tender his or her resignation.

Interlocking Directorships

Interlocking director relationships are prohibited. In other words, directors who are also officers of the Company cannot serve on another director's Board if that director is also an officer of that company.

Question						
4.2. Are there procedures in place to identify, declare and manage conflicts of interest, which are overseen by a body or individual ultimately accountable for the appropriate management and handling of conflict of interest cases?						
Score						
1						
Comments						
<p>There is some evidence that the company has procedures to identify, declare and manage conflicts of interest, including actual and perceived conflicts. There is evidence that the company's Risk Oversight Committee is responsible for managing conflicts of interest involving the company's executive management and board, who may be subject to disciplinary measures for breaking the policy.</p> <p>However, the company receives a score of '1' because it is not clear whether this also applies to conflict of interest cases involving employees, or whether this is undertaken by a separate body. Additionally, there is no evidence that the company mentions examples of criteria for recusals from conflicts of interest, nor is there evidence that declarations are held in a dedicated register accessible by those with oversight of the process.</p>						
Evidence						
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.8] Avoid participating and engaging in outside activities that can conflict with SAIC's legitimate interests</p> <div style="background-color: #e0e0e0; padding: 5px; margin-bottom: 10px;"> <p>OUTSIDE ACTIVITIES: BE SMART</p> <p>We're all involved in activities outside of work. As an SAIC employee, you'll want to be sure yours align with our business interests and policies. Review the areas below to be informed.</p> </div> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0f2f1;">Outside Activities</th> <th style="background-color: #e0f2f1;">Personal Political Contribution</th> <th style="background-color: #e0f2f1;">Side Work</th> </tr> </thead> <tbody> <tr> <td style="background-color: #e0f2f1;"> <p>Submit an outside activities request if you'd like to:</p> <ul style="list-style-type: none"> • Work for a potential customer, supplier, or competitor, including running a side business that may compete with SAIC • Conduct defense or military research for an institution • Run for political office • Serve on a federal advisory board or committee <p>Even part-time employees must obtain advance permission from the Ethics Office before engaging in outside activities. If in doubt, ask questions.</p> </td> <td style="background-color: #e0f2f1;"> <p>Some state and local jurisdictions have enacted Pay to Play laws that may affect your personal contributions or even those of your immediate family. Protect SAIC's business interests by reviewing the policy for Personal Political Contributions and coordinating with Government Affairs as necessary.</p> </td> <td style="background-color: #e0f2f1;"> <p>Did you know?</p> <ul style="list-style-type: none"> • A small, one-person company can be considered an SAIC competitor. • A business can be an SAIC competitor even if it does not have any active contracts. • Performing any form of marketing, including maintaining a website, can create a conflict of interest if the business markets to potential SAIC customers or provides services similar to those provided by SAIC. </td> </tr> </tbody> </table>	Outside Activities	Personal Political Contribution	Side Work	<p>Submit an outside activities request if you'd like to:</p> <ul style="list-style-type: none"> • Work for a potential customer, supplier, or competitor, including running a side business that may compete with SAIC • Conduct defense or military research for an institution • Run for political office • Serve on a federal advisory board or committee <p>Even part-time employees must obtain advance permission from the Ethics Office before engaging in outside activities. If in doubt, ask questions.</p>	<p>Some state and local jurisdictions have enacted Pay to Play laws that may affect your personal contributions or even those of your immediate family. Protect SAIC's business interests by reviewing the policy for Personal Political Contributions and coordinating with Government Affairs as necessary.</p>	<p>Did you know?</p> <ul style="list-style-type: none"> • A small, one-person company can be considered an SAIC competitor. • A business can be an SAIC competitor even if it does not have any active contracts. • Performing any form of marketing, including maintaining a website, can create a conflict of interest if the business markets to potential SAIC customers or provides services similar to those provided by SAIC.
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<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.2]</p> <p>3. Oversee Case Management and Personal Conflict of Interest Review Process for Executive Officers and Independent Directors including:</p> <ul style="list-style-type: none"> • Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving an executive officer (other than the Chief Executive Officer or General Counsel) or any other person or matter of concern presented to the Committee by the Board. Such allegations involving executive officers shall be reported to the General Counsel who shall notify the CEO and Chair of the Committee. The Chair will be responsible for informing other members of the Committee and other members of 						

the Board, as appropriate. Once the investigation is complete, the Chair of the Committee shall be responsible for notifying the Board, as appropriate.

- Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving the Chief Executive Officer, the General Counsel, or an Independent Director (as defined in the Company's Corporate Governance Guidelines) and determine the appropriate resolution of the issues, including appropriate disciplinary or corrective actions.
- Review the adequacy of, and any requests for waivers under, the Code of Conduct.
- If presented with a matter or issue appropriately addressed by the Audit Committee of the Board or other body, refer such matter or issue to the Audit Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.

[4] Corporate Governance Guidelines

Accessed 02/01/2020

https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corporate_Governance_Guidelines_Sep_2019.pdf

[p.9] Conflicts of Interest

The codes of conduct and other related policies of the Company provide that all employees, executive officers and directors must act in the best interests of the Company and refrain from engaging in any activity or having a personal interest that presents or creates the appearance of a "conflict of interest." The Board of Directors recognizes that actual or perceived conflicts of interest may raise questions among stockholders and others as to whether transactions are consistent with good corporate governance and are in the best interests of the Company and its stockholders. Accordingly, as a general matter, the preference of the Board is to avoid situations involving actual or perceived conflicts of interest. Nevertheless, it is also recognized that there are certain transactions and situations that may be in, or may not be inconsistent with, the best interests of the Company and its stockholders.

In the event that an executive officer of the Company has an unavoidable conflict of interest or seeks a waiver of a provision of the code of conduct, the executive officer shall notify the Secretary's office and/or the Ethics Department, which shall arrange for the Risk Oversight Committee or Audit Committee of the Board, as appropriate, to consider the request. It is the policy of the Board generally not to waive a conflict of interest or a requirement of the Code of Conduct applicable to any executive officer. The waiver shall be granted only if such approval is obtained. The Risk Oversight Committee or Audit Committee shall advise the Board whenever a request for a waiver of the Code of Conduct or conflict of interest issue has been considered by the committee and the results of the committee's evaluation of the issue.

With respect to members of the Board of Directors, because of the business relationships that a director may have outside of the Company, it is possible that actual or potential conflicts of interest may develop as a result of actions contemplated by the Company or another person. If a director becomes aware of an actual or potential conflict of interest with the Company, he or she should promptly inform the Chair of the Risk Oversight Committee. If the director's independence could be impaired, the director should also notify the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee to consider what action, if any, may be required. In the case of a material conflict of interest, the director may be required to tender his or her resignation.

Question
4.3. Does the company have a policy and procedure regulating the appointment of directors, employees or consultants from the public sector?
Score
0
Comments
There is no publicly available evidence that the company has a policy or procedure to regulate the employment of current or former directors, employees or consultants from the public sector.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.3] Retention of Advisors</p> <p>The Committee, in discharging its oversight role, shall have broad authority to retain advisors and may, in its sole discretion, retain, obtain the advice of, and terminate, any consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of any consultant, legal counsel or other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for paying the fees and expenses of any consultant, legal counsel or advisor retained by the Committeement, as well as funding for the payment of meeting fees and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.</p>

Question
4.4. Does the company report details of the contracted services of serving politicians to the company?
Score
0
Comments
There is no evidence that the company reports details of the contracted services of serving politicians.
Evidence
No evidence found.

5. Customer Engagement

5.1 Contributions, Donations and Sponsorships

Question
5.1.1. Does the company have a clearly defined policy and/or procedure covering political contributions?
Score
0
Comments
<p>There is evidence that the company has a policy on political contributions, which allows for such expenditures relating to the United States political process and when they are in the interest of the company. There is evidence that corporate political contributions are overseen by the Board of Directors, the Government Affairs Office and senior company leaders, and are reviewed on an annual basis by the Risk Oversight Committee (formerly the Ethics and Corporate Responsibility Committee). Based on publicly available evidence, employees are permitted to make personal political donations with approval from Government Affairs, as well as through the company's voluntary Political Action Committee (VPAC). The company states that the VPAC is non-partisan, chaired by a senior executive with legal expertise and governed by a committee of senior business leaders.</p> <p>Since the company does not prohibit political donations and is associated with a PAC, it receives a score of '0' in line with the scoring criteria.</p>
Evidence
<p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx SAIC participates in the U.S. political process to ensure that the company's interests — as a leading provider of mission-oriented solutions for national security, energy and environment, health, and cybersecurity, and as a large employer — are appropriately represented. The company maintains a detailed oversight process to make certain that political activities and lobbying expenditures are conducted in a legal, ethical, and transparent manner.</p> <p>BOARD OVERSIGHT</p> <p>SAIC's political activities are overseen by the SAIC Board of Directors, the SAIC Government Affairs Office, and senior company leaders. The board of directors, through the Ethics and Corporate Responsibility Committee, annually reviews the political activities of the corporation and the SAIC Voluntary Political Action Committee.</p> <p>SAIC VOLUNTARY POLITICAL ACTION COMMITTEE</p> <p>The SAIC Voluntary Political Action Committee (VPAC) is a separate, segregated fund established by SAIC in accordance with federal law in 1994. It is funded by voluntary contributions from eligible SAIC employees, shareholders, and directors. The VPAC strengthens the political voice of those SAIC employees by combining separate donations into larger contributions and assisting in electing candidates supportive of SAIC's business and its interests. The VPAC is nonpartisan and is managed by the VPAC Committee, which consists of members representing SAIC's major business segments, and is chaired by the senior vice president, Legislative Affairs. The VPAC only makes contributions to federal congressional candidates. It does not make contributions for the presidential elections or at the state or local level. In accordance with the VPAC bylaws and with federal law, all contributions made by the VPAC are reported to the Federal Election Committee (FEC) and a full listing of them can be found on the FEC website at www.fec.gov.</p> <p>STATE AND LOCAL GIVING</p> <p>SAIC also makes political contributions at the state and local level in conjunction with our broader community engagement agenda. These contributions are carefully vetted by our Government Affairs Office and legal counsel, and are reviewed annually by the SAIC Board of Directors. All contributions are fully disclosed to the appropriate jurisdictions as required by applicable state and local laws.</p>

[12] Risk Oversight Committee Charter

Accessed 02/01/2020

https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf

[p.1] Statement of Purpose

The purpose of the Risk Oversight Committee (the “Committee”) of the Board of Directors (“Board”) of Science Applications International Corporation (the “Company”) is to review and provide oversight of the Company’s regulatory, enterprise and strategic risk; its ethics, compliance and corporate responsibilities; and its classified business operations.

[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:

- Political contributions and government relations.

[1] Code of Conduct (Document)

Accessed 02/01/2020

https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf

[p.8] Comply with laws and SAIC policies governing political activities

OUTSIDE ACTIVITIES: BE SMART

We’re all involved in activities outside of work. As an SAIC employee, you’ll want to be sure yours align with our business interests and policies. Review the areas below to be informed.

Outside Activities

Submit an outside activities request if you’d like to:

- Work for a potential customer, supplier, or competitor, including running a side business that may compete with SAIC
- Conduct defense or military research for an institution
- Run for political office
- Serve on a federal advisory board or committee

Even part-time employees must obtain advance permission from the Ethics Office before engaging in outside activities. If in doubt, ask questions.

Personal Political Contribution

Some state and local jurisdictions have enacted Pay to Play laws that may affect your personal contributions or even those of your immediate family. Protect SAIC’s business interests by reviewing the policy for Personal Political Contributions and coordinating with Government Affairs as necessary.

Side Work

Did you know?

- A small, one-person company can be considered an SAIC competitor.
- A business can be an SAIC competitor even if it does not have any active contracts.
- Performing any form of marketing, including maintaining a website, can create a conflict of interest if the business markets to potential SAIC customers or provides services similar to those provided by SAIC.

Question
5.1.2. Does the company publish details of all political contributions made by the company and its subsidiaries, or a statement that it has made no such contribution?
Score
0
Comments
<p>There is no evidence that the company publishes details of its corporate political contributions on its website. In addition, the company states that VPAC, state and local political contributions are disclosed to the relevant bodies in the United States as required by law, but there is no evidence that the company provides a direct link to these disclosures.</p>
Evidence
<p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx SAIC also makes political contributions at the state and local level in conjunction with our broader community engagement agenda. These contributions are carefully vetted by our Government Affairs Office and legal counsel, and are reviewed annually by the SAIC Board of Directors. All contributions are fully disclosed to the appropriate jurisdictions as required by applicable state and local laws.</p> <p>SAIC VOLUNTARY POLITICAL ACTION COMMITTEE</p> <p>[...] The VPAC only makes contributions to federal congressional candidates. It does not make contributions for the presidential elections or at the state or local level. In accordance with the VPAC bylaws and with federal law, all contributions made by the VPAC are reported to the Federal Election Committee (FEC) and a full listing of them can be found on the FEC website at www.fec.gov.</p> <p>STATE AND LOCAL GIVING</p> <p>SAIC also makes political contributions at the state and local level in conjunction with our broader community engagement agenda. These contributions are carefully vetted by our Government Affairs Office and legal counsel, and are reviewed annually by the SAIC Board of Directors. All contributions are fully disclosed to the appropriate jurisdictions as required by applicable state and local laws.</p>

Question
5.1.3. Does the company have a clearly defined policy and/or procedure covering charitable donations and sponsorships, whether made directly or indirectly, and does it publish details of all such donations made by the company and its subsidiaries?
Score
0
Comments
There is no publicly available evidence that the company has a policy and/or procedure covering charitable contributions or sponsorships, nor that it publishes details of such expenditure. The publicly available Risk Oversight Committee Charter indicates that the company makes (or can make) contributions to charitable and other tax-exempt organisations, but there is no evidence of controls in place to prevent these donations from being used as vehicles for bribery and corruption.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Contributions to charitable and other tax-exempt organizations. <p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx STATE AND LOCAL GIVING</p> <p>SAIC also makes political contributions at the state and local level in conjunction with our broader community engagement agenda. These contributions are carefully vetted by our Government Affairs Office and legal counsel, and are reviewed annually by the SAIC Board of Directors. All contributions are fully disclosed to the appropriate jurisdictions as required by applicable state and local laws.</p>

5.2 Lobbying

Question
5.2.1 Does the company have a policy and/or procedure covering responsible lobbying?
Score
1
Comments
<p>There is some evidence that the company has a policy on lobbying. However, the company receives a score of ‘1’ because there is no evidence that it provides a clear definition of what it considers to be responsible lobbying practices, and the specific controls or guidelines to regulate lobbying are unclear. It is also not clear whether the policy on lobbying applies company-wide to all employees, board members and third parties engaged in lobbying activities on the company’s behalf.</p>
Evidence
<p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx LOBBYING EXPENDITURES</p> <p>SAIC participates in industry associations and interacts directly with various stakeholders throughout government in an effort to educate, inform, and advocate on behalf of the corporation, our employees and our shareholders. These communications are often regulated by federal, state, and local laws. In accordance with applicable laws, such activity and associated expenses are reported on a regular basis. In compliance with the Lobbying Disclosure Act (LDA), SAIC’s lobbying activities and expenses, as defined by Section 162(e) of the Internal Revenue Code, are disclosed to the U.S. Congress on a quarterly basis. Federal reports disclosing lobbying activity and expenses, including activity at the state level and grassroots efforts, are available to the public via the Office of the Clerk of the U.S. House of Representatives at the following website: http://lobbyingdisclosure.house.gov/.</p> <p>The company also files periodic reports with state and local agencies reflecting lobbying activities regulated by relevant state and local laws.</p>

Question
5.2.2 Does the company publish details of the aims and topics of its public policy development and lobbying activities it carries out?
Score
0
Comments
<p>There is no evidence that the company publishes any information on its lobbying aims, topics or activities. The company states that it submits reports on its lobbying activities in the United States as required under the Lobbying Disclosure Act, but there is no evidence that it provides any further information on these activities. The company's approach to lobbying in other jurisdictions is also unclear.</p>
Evidence
<p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx Lobbying Expenditures</p> <p>SAIC participates in industry associations and interacts directly with various stakeholders throughout government in an effort to educate, inform, and advocate on behalf of the corporation, our employees and our shareholders. These communications are often regulated by federal, state, and local laws. In accordance with applicable laws, such activity and associated expenses are reported on a regular basis. In compliance with the Lobbying Disclosure Act (LDA), SAIC's lobbying activities and expenses, as defined by Section 162(e) of the Internal Revenue Code, are disclosed to the U.S. Congress on a quarterly basis. Federal reports disclosing lobbying activity and expenses, including activity at the state level and grassroots efforts, are available to the public via the Office of the Clerk of the U.S. House of Representatives at the following website: http://lobbyingdisclosure.house.gov/.</p> <p>The company also files periodic reports with state and local agencies reflecting lobbying activities regulated by relevant state and local laws.</p>

Question
5.2.3 Does the company publish full details of its global lobbying expenditure?
Score
0
Comments
<p>There is no evidence that the company publishes details of its global lobbying expenditure. The company states that it discloses its lobbying expenses for the United States as required under the Lobbying Disclosure Act, but there is no evidence that this information is proactively disclosed on the company’s website. Moreover, there is no evidence that the company provides details of its lobbying expenditure in other jurisdictions nor does it state that it does not engage in such activities outside of the United States.</p>
Evidence
<p>[15] Political Activities (Webpage) Accessed 02/01/2020 https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx Lobbying Expenditures</p> <p>SAIC participates in industry associations and interacts directly with various stakeholders throughout government in an effort to educate, inform, and advocate on behalf of the corporation, our employees and our shareholders. These communications are often regulated by federal, state, and local laws. In accordance with applicable laws, such activity and associated expenses are reported on a regular basis. In compliance with the Lobbying Disclosure Act (LDA), SAIC’s lobbying activities and expenses, as defined by Section 162(e) of the Internal Revenue Code, are disclosed to the U.S. Congress on a quarterly basis. Federal reports disclosing lobbying activity and expenses, including activity at the state level and grassroots efforts, are available to the public via the Office of the Clerk of the U.S. House of Representatives at the following website: http://lobbyingdisclosure.house.gov/.</p> <p>The company also files periodic reports with state and local agencies reflecting lobbying activities regulated by relevant state and local laws.</p>

5.3 Gifts and Hospitality

Question
5.3.1 Does the company have a policy and/or procedure on gifts and hospitality to ensure they are bona fide to prevent undue influence or other corruption?
Score
0
Comments
There is no publicly available evidence that the company has a policy on gifts and hospitality. The publicly available Code of Conduct makes reference to a policy on the giving and receiving of gifts and hospitality, and warns against gifts that may be perceived as favourable treatment, but further details on this policy do not appear to be publicly available.
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf</p> <p>[p.7] This means that we:</p> <ul style="list-style-type: none"> • Know the policy surrounding giving and receiving gifts and gratuities and steer clear of those that can be perceived as favorable treatment being sought, received, or offered

6. Supply Chain Management

Question
6.1. Does the company require the involvement of its procurement department in the establishment of new supplier relationships and in the oversight of its supplier base?
Score
0
Comments
There is no publicly available evidence that the company requires the involvement of its procurement department in the establishment and oversight of its supplier base.
Evidence
No evidence found.

Question
6.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging with its suppliers?
Score
0
Comments
There is no evidence that the company conducts anti-bribery and corruption due diligence on its supply chain. The company states that its Risk Oversight Committee monitors the company’s policies and practices with regard to third-party risk, but no further information on these policies and practices is publicly available.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf</p> <p>[p.1] Statement of Purpose</p> <p>The purpose of the Risk Oversight Committee (the “Committee”) of the Board of Directors (“Board”) of Science Applications International Corporation (the “Company”) is to review and provide oversight of the Company’s regulatory, enterprise and strategic risk; its ethics, compliance and corporate responsibilities; and its classified business operations.</p> <p>[p.1] Duties and Responsibilities</p> <p>To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • The Code of Conduct. • Third-Party Risk. • Safety. • Sustainability and protection of the environment. • Contributions to charitable and other tax-exempt organizations. • Political contributions and government relations. • Case management, including receipt, retention, and treatment of complaints. • Other ethics, compliance and corporate responsibility issues as determined to be appropriate and consistent with the role of this Committee.

Question
6.3 Does the company require all of its suppliers to have adequate standards of anti-bribery and corruption policies and procedures in place?
Score
2
Comments
<p>There is some evidence that the company ensures that its suppliers have adequate anti-bribery and corruption policies and procedures in place. There is evidence in its publicly available Supplier Code of Conduct that the company sets minimum anti-corruption standards and requires suppliers to have policies in place that prohibit bribery and facilitation payments, as well as procedures to address conflicts of interest, gifts and hospitality, and whistleblowing. There is evidence that the company assures itself of this by requiring suppliers to sign the Supplier Code of Conduct at the start of the contractual relationship, and by noting that any violations could result in termination of the business relationship.</p>
Evidence
<p>[3] Vision and Core Values (Webpage) Accessed 07/07/2019 https://www.saic.com/who-we-are/about-saic/vision-and-core-values We select suppliers and subcontractors who will adhere to our ethical standards and commitment to high-quality products and services.</p> <p>[8] Supplier Code of Conduct Accessed 07/07/2019 https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf <p>[p.1] Science Applications International Corporation (SAIC) and its dedicated employees are committed to upholding the highest ethical standards in all of our business activities. We believe how we behave is as important as the results we achieve. We have the same expectations for our suppliers. We would like to take this opportunity to remind our suppliers of our commitment to conduct business with uncompromising integrity. Commensurate with the size and nature of their businesses, we expect our suppliers to have management and business systems in place to support compliance with the letter, spirit, and intent of applicable laws, regulations, and the expectations related to or addressed expressly within this Supplier Code of Conduct. We encourage our suppliers to implement their own written codes of conduct and to flow down the principles of their codes of conduct to the entities that furnish them with goods and services.</p> <p>This document expresses the expectations we hold for all SAIC and SAIC subsidiary suppliers, subcontractors, consultants and other third party providers.</p> <p>[p.3] A. Anti-Corruption Laws</p> <p>Our suppliers must comply with the anti-corruption laws, directives, and/or regulations that govern operations in the countries in which they do business, such as the U.S. Foreign Corrupt Practices Act and the UK Bribery Act.</p> <p>We require our suppliers to refrain from offering or making any improper payments of money or anything of value to government officials, political parties, candidates for public office, or other persons. This includes a prohibition on facilitating payments intended to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance, even in locations where such activity may not violate local law. Personal safety payments are permitted where there is an imminent threat to health or safety and adherence with record keeping requirements.</p> <p>We expect our suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements, and the hiring of consultants.</p> <p>B. Illegal Payments</p> <p>Our suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, representatives, or others. The receipt, payment, and/or promise of monies or anything of value, directly or indirectly, intended to exert undue influence or improper advantage is prohibited. This prohibition applies even in locations where such activity may not violate local law.</p> </p>

[p.3] D. Gifts/Business Courtesies

We expect our suppliers to compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair competitive advantage. In any business relationship, our suppliers must ensure the offering or receipt of any gift or business courtesy is permitted by law and regulation, these exchanges do not violate the rules and standards of the recipient's organization, and are consistent with reasonable marketplace customs and practices.

[p.3] V. CONFLICT OF INTEREST

We expect our suppliers to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with our company. We expect our suppliers to provide notification to all affected parties in the event an actual or potential conflict of interest arises. As an example, when a supplier is contracted to perform work for our customer(s), the supplier must not concurrently engage in other employment or contracts that conflict with the customer's interests. This includes a conflict between the interests of our company and personal interests or those of close relatives, friends, or associates. This or similar language must be flowed down to lower-tier suppliers. Any potential conflict must be disclosed to supplier's contractual representative and vetted in advance of any such performance.

[p.4] X. ETHICS PROGRAM EXPECTATIONS

A. Whistleblower Protection

We expect our suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. We expect our suppliers to take action to prevent, detect, and correct any retaliatory actions.

B. Consequences for Violating these Expectations

In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or regulation, we may be required to report those violations to proper authorities. We reserve the right to terminate our relationship with any supplier under the terms of the existing procurement/purchasing contract.

C. Ethics Policies

Commensurate with the size and nature of their business, we expect our suppliers to have management systems in place to support compliance with laws, regulations, and the expectations related to or addressed expressly within this document. If you believe that SAIC or any of its employees or agents has acted improperly or unethically, you may report to:

- SAIC's Ethics Hotline at 800.760.4332,
- Its website (saic.ethix360.com/) and/or
- SAIC's Ethics Office (ethicsoffice@saic.com).

Supplier, by signing below, understands and agrees to comply with the Supplier Code of Conduct. Any violation of this code may be cause for termination of supplier's relationship with SAIC.

Question
6.4 Does the company ensure that its suppliers require all their sub-contractors to have anti-corruption programmes in place that at a minimum adhere to the standards established by the main contractor?
Score
2
Comments
There is evidence that the company takes steps to ensure that its suppliers' sub-contractors have adequate anti-bribery and corruption programmes in place, by detailing minimum standards expected throughout the supply chain.
Evidence
<p>[8] Supplier Code of Conduct Accessed 07/07/2019 https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf</p> <p>[p.1] We encourage our suppliers to implement their own written codes of conduct and to flow down the principles of their codes of conduct to the entities that furnish them with goods and services.</p> <p>[p.3] A. Anti-Corruption Laws</p> <p>We expect our suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements, and the hiring of consultants.</p> <p>B. Illegal Payments</p> <p>Our suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, representatives, or others.</p> <p>[p.3] V. CONFLICT OF INTEREST</p> <p>We expect our suppliers to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with our company. We expect our suppliers to provide notification to all affected parties in the event an actual or potential conflict of interest arises. As an example, when a supplier is contracted to perform work for our customer(s), the supplier must not concurrently engage in other employment or contracts that conflict with the customer's interests. This includes a conflict between the interests of our company and personal interests or those of close relatives, friends, or associates. This or similar language must be flowed down to lower-tier suppliers.</p>

Question
6.5 Does the company publish high-level results from ethical incident investigations and disciplinary actions against suppliers?
Score
0
Comments
There is no evidence that the company publishes any data on ethical or anti-bribery and corruption investigations relating to its suppliers.
Evidence
No evidence found.

7. Agents, Intermediaries and Joint Ventures

7.1 Agents and Intermediaries

Question
7.1.1 Does the company have a clear policy on the use of agents?
Score
0
Comments
<p>There is no evidence that the company has a policy covering the use of agents. There is some indication that the Risk Oversight Committee monitors the company's policies and practices with regard to third-party risk but it does not provide further publicly available information on these policies. Although there is evidence that the Risk Oversight Committee Charter covers the retention of advisors, it is not clear whether this covers business agents and intermediaries as defined in this assessment.</p>
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.1] Duties and Responsibilities</p> <p>To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Third-Party Risk. <p>[p.3] Retention of Advisors</p> <p>The Committee, in discharging its oversight role, shall have broad authority to retain advisors and may, in its sole discretion, retain, obtain the advice of, and terminate, any consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of any consultant, legal counsel or other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for paying the fees and expenses of any consultant, legal counsel or advisor retained by the Committeement, as well as funding for the payment of meeting fees and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties</p>

Question
7.1.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging its agents and intermediaries?
Score
0
Comments
There is no evidence that the company conducts anti-bribery and corruption due diligence on its agents or intermediaries. The company states that its Risk Oversight Committee monitors the company's policies and practices with regard to third-party risk, but it does not provide further publicly available information on these policies and practices.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf</p> <p>[p.1] Duties and Responsibilities</p> <p>To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Third-Party Risk.

Question
7.1.3 Does the company aim to establish the ultimate beneficial ownership of its agents and intermediaries?
Score
0
Comments
There is no publicly available evidence that the company aims to establish the beneficial ownership of its agents and intermediaries. There is no evidence that the company commits to not engaging or terminate its engagement with agents or intermediaries if beneficial ownership cannot be established.
Evidence
No evidence found.

Question
7.1.4 Does the company’s anti-bribery and corruption policy apply to all agents and intermediaries acting for or on behalf of the company, and does it require anti-bribery and corruption clauses in its contracts with these entities?
Score
0
Comments
<p>There is no evidence that the company's anti-bribery and corruption policy applies to all agents and intermediaries acting for or on behalf of the company. The company provides some information on the standards of conduct that it expects from its suppliers, but it is not clear that this definition includes agents and intermediaries, nor does the company provide further information on contractual clauses with these entities.</p>
Evidence
<p>[8] Supplier Code of Conduct Accessed 07/07/2019 https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf</p> <p>[p.1] Science Applications International Corporation (SAIC) and its dedicated employees are committed to upholding the highest ethical standards in all of our business activities. We believe how we behave is as important as the results we achieve. We have the same expectations for our suppliers. We would like to take this opportunity to remind our suppliers of our commitment to conduct business with uncompromising integrity. Commensurate with the size and nature of their businesses, we expect our suppliers to have management and business systems in place to support compliance with the letter, spirit, and intent of applicable laws, regulations, and the expectations related to or addressed expressly within this Supplier Code of Conduct. We encourage our suppliers to implement their own written codes of conduct and to flow down the principles of their codes of conduct to the entities that furnish them with goods and services.</p> <p>This document expresses the expectations we hold for all SAIC and SAIC subsidiary suppliers, subcontractors, consultants and other third party providers.</p> <p>[p.3] D. Gifts/Business Courtesies</p> <p>We expect our suppliers to compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair competitive advantage. In any business relationship, our suppliers must ensure the offering or receipt of any gift or business courtesy is permitted by law and regulation, these exchanges do not violate the rules and standards of the recipient’s organization, and are consistent with reasonable marketplace customs and practices.</p> <p>V. CONFLICT OF INTEREST</p> <p>We expect our suppliers to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with our company. We expect our suppliers to provide notification to all affected parties in the event an actual or potential conflict of interest arises. As an example, when a supplier is contracted to perform work for our customer(s), the supplier must not concurrently engage in other employment or contracts that conflict with the customer’s interests. This includes a conflict between the interests of our company and personal interests or those of close relatives, friends, or associates. This or similar language must be flowed down to lower-tier suppliers. Any potential conflict must be disclosed to supplier’s contractual representative and vetted in advance of any such performance.</p> <p>[p.4] X. ETHICS PROGRAM EXPECTATIONS</p> <p>A. Whistleblower Protection</p> <p>We expect our suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. We expect our suppliers to take action to prevent, detect, and correct any retaliatory actions.</p> <p>B. Consequences for Violating these Expectations</p>

In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or regulation, we may be required to report those violations to proper authorities. We reserve the right to terminate our relationship with any supplier under the terms of the existing procurement/purchasing contract.

C. Ethics Policies

Commensurate with the size and nature of their business, we expect our suppliers to have management systems in place to support compliance with laws, regulations, and the expectations related to or addressed expressly within this document. If you believe that SAIC or any of its employees or agents has acted improperly or unethically, you may report to: • SAIC's Ethics Hotline at 800.760.4332, • Its website (saic.ethix360.com/) and/or • SAIC's Ethics Office (ethicsoffice@saic.com).

Supplier, by signing below, understands and agrees to comply with the Supplier Code of Conduct. Any violation of this code may be cause for termination of supplier's relationship with SAIC.

Question
7.1.5 Does the company ensure that its incentive schemes for agents are designed in such a way that they promote ethical behaviour and discourage corrupt practices?
Score
0
Comments
There is no evidence that the company's incentive structures for agents are designed to minimise risks of anti-bribery and corruption, nor that incentive structures are recognised as a risk factor in agent behaviour. The company's publicly available Risk Oversight Committee Charter includes some information on the retention of agents but it is not clear whether this covers business agents and intermediaries as defined in this assessment.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.3] Retention of Advisors</p> <p>The Committee, in discharging its oversight role, shall have broad authority to retain advisors and may, in its sole discretion, retain, obtain the advice of, and terminate, any consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of any consultant, legal counsel or other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for paying the fees and expenses of any consultant, legal counsel or advisor retained by the Committeement, as well as funding for the payment of meeting fees and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties</p>

Question
7.1.6 Does the company publish details of all agents currently contracted to act with and on behalf of the company?
Score
0
Comments
There is no evidence that the company publishes any details of the agents currently contracted to act for or on its behalf.
Evidence
No evidence found.

Question
7.1.7 Does the company publish high-level results from incident investigations and sanctions applied against agents?
Score
0
Comments
There is no evidence that the company publishes any data on ethical or bribery and corruption-related investigations, incidents or the associated disciplinary actions involving its agents.
Evidence
No evidence found.

7.2 Joint Ventures

Question
7.2.1 Does the company conduct risk-based anti-bribery and corruption due diligence when entering into and operating as part of joint ventures?
Score
0
Comments
There is no evidence that the company conducts anti-bribery and corruption due diligence on its joint ventures. The company indicates that its Risk Oversight Committee monitors its policies relating to third-party risk, however there is no further publicly available information regarding this policy or whether it includes joint ventures.
Evidence
<p>[12] Risk Oversight Committee Charter Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf [p.1] Duties and Responsibilities</p> <p>To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:</p> <p>[p.2] 2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:</p> <ul style="list-style-type: none"> • Third-Party Risk.

Question
7.2.2 Does the company commit to incorporating anti-bribery and corruption policies and procedures in all of its joint venture partnerships, and does it require anti-bribery and corruption clauses in its contracts with joint venture partners?
Score
0
Comments
There is no publicly available evidence that the company commits to establishing or implementing anti-bribery and corruption policies or procedures in its joint ventures.
Evidence
No evidence found.

Question
7.2.3 Does the company commit to take an active role in preventing bribery and corruption in all of its joint ventures?
Score
0
Comments
There is no evidence that the company commits to take an active role in preventing bribery and corruption in its joint ventures.
Evidence
No evidence found.

8. Offsets

Question
8.1 Does the company explicitly address the corruption risks associated with offset contracting, and is a dedicated body, department or team responsible for oversight of the company's offset activities?
Score
0
Comments
There is no publicly available evidence that the company addresses the corruption risks associated with offset contracting, nor is there evidence to suggest that a dedicated body, department or team is responsible for the monitoring of the company's offset activities.
Evidence
No evidence found.

Question
8.2 Does the company conduct risk-based anti-bribery and corruption due diligence on all aspects of its offset obligations, which includes an assessment of the legitimate business rationale for the investment?
Score
0
Comments
There is no publicly available evidence that the company has formal procedures in place to conduct risk-based anti-bribery and corruption due diligence on its offset obligations. There is evidence that the company expects its suppliers to conduct due diligence on offset agreements, however it is not clear whether the company has procedures in place to conduct checks on its own offset arrangements.
Evidence
<p>[8] Supplier Code of Conduct Accessed 07/07/2019 https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf [p.3] A. Anti-Corruption Laws</p> <p>We expect our suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements, and the hiring of consultants.</p>

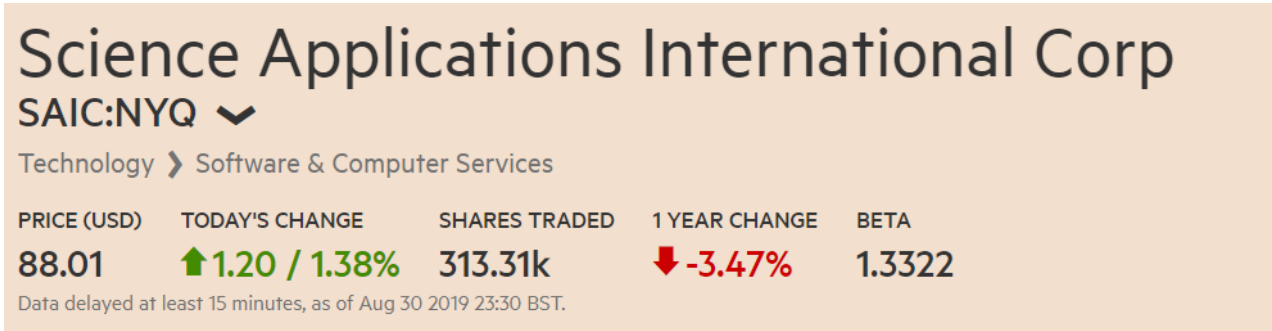
Question
8.3 Does the company publish details of all offset agents and brokers currently contracted to act with and/or on behalf of the company?
Score
0
Comments
There is no evidence that the company publishes any details on the offset agents, brokers or consultancy firms currently contracted to act with and/or on its behalf.
Evidence
No evidence found.

Question
8.4 Does the company publish details about the beneficiaries of its indirect offset projects?
Score
0
Comments
There is no evidence that the company publishes any details on its offset obligations or contracts.
Evidence
No evidence found.

9. High Risk Markets

Question
9.1 Does the company have enhanced risk management procedures in place for the supply of goods or services to markets or customers in countries identified as at a high risk of corruption?
Score
0
Comments
There is no publicly available evidence that the company acknowledges the corruption risks of operating in different markets, beyond abiding with applicable laws and regulations. There is also no evidence that risk assessment procedures are used to inform the company’s operations in high risk markets.
Evidence
<p>[1] Code of Conduct (Document) Accessed 02/01/2020 https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Code_of_Conduct_for_BoD_-_July_2019.pdf [p.8] Comply with the applicable laws and regulations in the countries where we do business</p>

Question																
9.2 Does the company disclose details of all of its fully consolidated subsidiaries and non-fully consolidated holdings (associates, joint ventures and other related entities)?																
Score																
1																
Comments																
<p>The company publishes a direct link to its annual 10-K filing to the United States Securities and Exchange Commission, which includes a list of its subsidiaries. The list includes the jurisdiction of incorporation for each entity.</p> <p>However, the company receives a score of ‘1’ because there is no clear evidence to indicate that this represents a comprehensive list of all the company’s fully and non-fully consolidated holdings. There is also no evidence that the company publishes its percentage ownership for each entity, nor the country or countries of operation.</p>																
Evidence																
<p>[16] Form 10-K 2019 Accessed 07/07/2019 http://app.quotemedia.com/data/downloadFiling?ref=12810107&type=HTML&symbol=SAIC&companyName=SCIENCE+APPLICATIONS+INTERNATIONAL+CORPORATION&formType=10-K&formDescription=Annual+report+with+a+comprehensive+overview+of+the+company&dateFiled=2019-03-29 [p.124]</p> <p style="text-align: right;">Exhibit 21</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Subsidiaries of Registrant</th> <th style="text-align: left; border-bottom: 1px solid black;">Jurisdiction of Incorporation or Organization</th> </tr> </thead> <tbody> <tr> <td>SAIC International Holdings, Inc.</td> <td>Delaware</td> </tr> <tr> <td>SAIC Gemini Huntsville, LLC</td> <td>Delaware</td> </tr> <tr> <td>Odyssey Drive I, Ltd.</td> <td>California</td> </tr> <tr> <td>Engility Holdings, Inc.</td> <td>Delaware</td> </tr> <tr> <td>Engility Corporation</td> <td>Massachusetts</td> </tr> <tr> <td>Engility LLC</td> <td>Delaware</td> </tr> <tr> <td>Forfeiture Support Associates, LLC</td> <td>Delaware</td> </tr> </tbody> </table>	Subsidiaries of Registrant	Jurisdiction of Incorporation or Organization	SAIC International Holdings, Inc.	Delaware	SAIC Gemini Huntsville, LLC	Delaware	Odyssey Drive I, Ltd.	California	Engility Holdings, Inc.	Delaware	Engility Corporation	Massachusetts	Engility LLC	Delaware	Forfeiture Support Associates, LLC	Delaware
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Engility LLC	Delaware															
Forfeiture Support Associates, LLC	Delaware															

Question
9.3 Does the company disclose its beneficial ownership and control structure?
Score
2
Comments
There is evidence that the company is publicly listed on the New York Stock Exchange ('NYSE') and therefore it is not required to disclose further information on its beneficial ownership in order to receive a score of '2'.
Evidence
<p>[17] Financial Times Markets Data (webpage) Accessed 03/09/2019 https://markets.ft.com/data/equities/tearsheet/summary?s=SAIC:NYQ</p>  <p>[16] Form 10-K 2019 Accessed 07/07/2019 http://app.quotemedia.com/data/downloadFiling?ref=12810107&type=HTML&symbol=SAIC&companyName=SCIENCE+APPLICATIONS+INTERNATIONAL+CORPORATION&formType=10-K&formDescription=Annual+report+with+a+comprehensive+overview+of+the+company&dateFiled=2019-03-29</p> <p>[p.18] Our common stock is listed on the New York Stock Exchange under the ticker symbol "SAIC". As of March 8, 2019, there were approximately 25,000 holders of record of our common stock. The number of holders of record of our common stock may not be representative of the number of beneficial owners due to shares that may be held by depositories, brokers or nominees.</p>

Question

9.4 Does the company publish a percentage breakdown of its defence sales by customer?

Score

2

Comments

There is evidence that the company publishes a breakdown of its sales by major customer, to indicate that the United States government accounted for 97% of its sales in the most recently reported financial year. The company discloses that the main agencies it supplies are the U.S. Army, U.S. Navy and “other” entities within the U.S. Department of Defence, thereby indicating that this figure includes defence sales.

Evidence

[16] Form 10-K 2019
 Accessed 07/07/2019

<http://app.quotemedia.com/data/downloadFiling?ref=12810107&type=HTML&symbol=SAIC&companyName=SCIENCE+APPLICATIONS+INTERNATIONAL+CORPORATION&formType=10-K&formDescription=Annual+report+with+a+comprehensive+overview+of+the+company&dateFiled=2019-03-29>

[p.1] Science Applications International Corporation (herein referred to as “SAIC,” the “Company,” “we,” “us,” or “our”) is a leading provider of technical, engineering and enterprise information technology (IT) services primarily to the U.S. government. We provide engineering, systems integration and information technology offerings for large, complex government projects and offer a broad range of services with a targeted emphasis on higher end, differentiated technology services.

Our business has a long and successful history, tracing its roots to the earliest days of former Parent which was founded in 1969 as a scientific research and engineering firm. The U.S. federal government agencies we serve include all branches of the U.S. military (Army, Air Force, Navy, Marines and Coast Guard), U.S. Defense Logistics Agency, National Aeronautics and Space Administration (NASA), U.S. Department of State, Department of Justice and several sensitive intelligence community agencies.

[p.2]
 Key Customers

In each of fiscal 2019, 2018 and 2017, over 95% of our total revenues were attributable to prime contracts with the U.S. government or to subcontracts with other contractors engaged in work for the U.S. government. Substantially all of our revenues were earned by entities located in the United States.

The U.S. Army and U.S. Navy each generated more than 10% of our revenues during each of the last three fiscal years. The percentages of total revenues for the U.S. government, its agencies and other customers, including those comprising more than 10% of total revenues for each of the periods presented were approximately:

	Year Ended		
	February 1, 2019	February 2, 2018	February 3, 2017
U.S. Army	29%	30%	28%
U.S. Navy	13%	13%	13%
Other DoD	18%	19%	17%
Other federal government	37%	36%	40%
Total U.S. government	97%	98%	98%
Other	3%	2%	2%
Total	100%	100%	100%

[7] Contracts and Schedules (Webpage)

Accessed 02/01/2020

<https://www.saic.com/who-we-serve/contracts-and-schedules>

AMCOM EXPRESS (GSA BPA)
 Contract for the U.S. Army Aviation and Missile Command (AMCOM) Expedited Professional & Engineering Support Services (EXPRESS) uses a blanket purchase agreement (BPA) on the GSA Mission Oriented Business Integrated Services (MOBIS) and Professional Engineering Services (PES) Schedules to provide advisory and assistance services to AMCOM and its customers with Federal Supply Schedule contractors in accordance with Federal Acquisition Regulation.
 View contract: W31P4Q-05-A-0031 >

ENCORE II Information Technology (IT) Solutions
 ENCORE II provides Defense Information Systems Agency (DISA), the Department of Defense and other federal agencies with a flexible vehicle for engineering and interoperability of net-centric capabilities. It uses a competitive, streamlined procurement process and is available to all federal agencies.
 View contract: HC1028-08-D-2025 >

10. State-Owned Enterprises (SOEs)

Question
10.1 Does the SOE publish a breakdown of its shareholder voting rights?
Score
N/A
Comments
N/A
Evidence

Question
10.2 Are the SOE's commercial and public policy objectives publicly available?
Score
N/A
Comments
N/A
Evidence

Question
10.3 Is the SOE open and transparent about the composition of its board and its nomination and appointment process?
Score
N/A
Comments
N/A
Evidence

Question
10.4 Is the SOE's audit committee composed of a majority of independent directors?
Score
N/A
Comments
N/A
Evidence

Question
10.5 Does the SOE have a system in place to assure itself that asset transactions follow a transparent process to ensure they accord to market value?
Score
N/A
Comments
N/A
Evidence

List of Evidence & Sources

No.	Type (Webpage or Document)	Name	Download Date	Link
01	Document	Code of conduct	02/01/20	https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Cod_e_of_Conduct_for_BoD_-_July_2019.pdf
02	Webpage	Code of conduct	07/07/19	[No Longer Available] https://investors.saic.com/corporate-governance/code-of-conduct
03	Webpage	Vision and core values	07/07/19	https://www.saic.com/who-we-are/about-saic/vision-and-core-values
04	Document	Corporate governance guidelines	02/01/20	https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/Corp_orate_Governance_Guidelines_Sep_2019.pdf
05	Webpage	SAIC Ethics Helpline	03/01/20	https://saic.ethix360.com/#landing
06	Document	Annual report	07/07/19	https://www.saic.com/annual-report
07	Webpage	Contracts and schedules	07/07/19	https://www.saic.com/who-we-serve/contracts-and-schedules
08	Document	Supplier code of conduct	07/07/19	https://www.saic.com/sites/default/files/2019-12/20-0806_SupplierCodeConduct_20191011.pdf
09	Webpage	Suppliers and small businesses	07/07/19	https://www.saic.com/suppliers-and-small-business
10	Webpage	Governance Documents	03/01/20	https://investors.saic.com/corporate-governance/governance-documents/default.aspx
11	Document	Audit committee charter	02/01/20	https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Audit_Committee_Charter_Updated_Oct-2017.pdf
12	Document	Risk Oversight Committee Charter	02/01/20	https://s24.q4cdn.com/675544626/files/doc_downloads/gov_docs/2019/Risk_Committee_Charter_Aug2019.pdf
13	Webpage	Committee Composition	02/01/20	https://investors.saic.com/corporate-governance/committee-composition/default.aspx
14	Webpage	Contact the board	02/01/20	https://investors.saic.com/corporate-governance/contact-the-board/default.aspx

15	Webpage	Political activities	07/07/19	https://investors.saic.com/corporate-governance/saic-political-activities/default.aspx
16	Document	Form 10-K	07/07/19	http://app.quotemedia.com/data/downloadFiling?ref=12810107&type=PDF&symbol=SAIC&companyName=SCIENCE+APPLICATIONS+INTERNATIONAL+CORPORATION&formType=10-K&formDescription=Annual+report+with+a+comprehensive+overview+of+the+company&dateFiled=2019-03-29
17	Webpage	Financial Times Markets Data	03/09/19	https://markets.ft.com/data/equities/tearsheet/summary?s=SAIC:NYQ