

BCE INC
Form 6-K
August 12, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934

For the month of: **August 2005**

Commission File Number: **1-8481**

BCE Inc.

(Translation of Registrant's name into English)

1000, rue de La Gauchetière Ouest, Bureau 3700, Montréal, Québec H3B 4Y7, (514) 870-8777
(Address of principal executive offices)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F _____

Form 40-F _____

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes _____

No _____

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If "Yes" is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b): 82-_____.

Notwithstanding any reference to BCE's Web site on the World Wide Web in the documents attached hereto, the information contained in BCE's site or any other site on the World Wide Web referred to in BCE's site is not a part of this Form 6-K and, therefore, is not filed with the Securities and Exchange Commission.

Bell Canada Enterprises

Code of Business Conduct

What we do is who we are

Our Moral Compass

Code of Business Conduct

From the Chief Executive Officer

December 15, 2003

Bell Canada Enterprises has always had an enviable reputation for responsible and ethical business practice. In fact, our research shows that, as a symbol of Canadian corporate excellence, we are held to a higher standard of behaviour by the many people who take an interest in our affairs. That reputation is not only an advantage in the marketplace, it also means we can take great pride in the conduct of our company and its place in this country's commercial world.

A strong reputation takes many years to earn, but can be lost in seconds. In today's climate, there is a special obligation on us all - as individuals and as a team - to demonstrate every hour of every day that while we compete vigorously, we always conduct ourselves and our business in an exemplary manner.

So we cannot just read the Code and sign the compliance forms. We must live it! And apply it to every action and decision we take.

(signed) Michael J. Sabia

Michael J. Sabia
President and Chief Executive Officer, BCE Inc.
Chief Executive Officer, Bell Canada

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Code of Business Conduct

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Code of Business Conduct

A. OUR PRINCIPLES OF BUSINESS CONDUCT

As employees, officers and directors of Bell Canada Enterprises, we undertake to:

comply with applicable **laws, regulations** and Company **policies and procedures**

carry out our work duties and conduct our business relationships with **integrity, honesty and fairness**

avoid all **conflicts of interest**;

foster a work environment based on **trust** and **respect** for all stakeholders of the Bell Canada Enterprises community

foster a work environment which encourages **open communication**

maintain a **safe and secure workplace** and **protect the environment**

sustain a **culture** in which ethical conduct is recognized, valued and exemplified by us all

B. INTRODUCTION

Who it applies to

The Bell Canada Enterprises Code of Business Conduct (referred to as the *Code*) provides various rules and guidelines for ethical behaviour based on Bell Canada Enterprises values, as well as applicable laws and regulations. The Code applies to all employees, officers and to directors, where applicable (collectively referred to as *employee(s)*) of BCE Inc. (*BCE*), its subsidiaries, other controlled entities and joint ventures (a *Business Unit*) that are not public companies (collectively referred to as the *Company*).

The Code lays out the minimum standards of conduct that each of BCE and its Business Units that are not public companies must abide by. Accordingly, you should read the Code in conjunction with the specific policies of your own Business Unit. It is our responsibility to become familiar with these policies and to this effect, Business Units that are not public companies are encouraged to develop their own code of conduct using this Code and make changes to: (i) make reference to specific internal policies; (ii) add example of facts or situations; (iii) add specific information that only apply to such Business Unit; or (iv) adapt the content of certain sections to better reflect the operations of the Business Unit, the whole, provided that the principles of conduct outlined in this Code are preserved. As for BCE's Business Units that are public companies, they have their own code of conduct and, as such, are not covered by this Code. However, their code should be consistent with this Code.

The Code reinforces the Company's commitment to customer service, its support for a working environment in which people are respected and its sensitivity to the needs of the community that it serves.

Personal Integrity

Helping the Company meet this commitment is an essential part of our job. It's also a matter of personal integrity. Among other things, personal integrity means performing our job fully and competently in order to meet the Company's business needs and

ensure customer satisfaction. It also means being accountable for our behaviour and supporting the shared goal of all of us to uphold the values, principles and standards upon which our Company's reputation rests.

In addition, we and our shareholders expect honest and ethical conduct in all aspect of our business. We require our principal and senior financial officers to follow the highest standards of honest and ethical conduct and as such require that they sign an additional code of ethics as a supplement to this Code. Such code of ethics may be found at the end of the Code.

Our Responsibility

Many aspects of our business are governed by particular laws, and compliance with such laws is basic to ethical conduct. **Ethical behaviour, however, goes beyond compliance with the law. It involves thinking through the possible impact of our decisions on all interested parties** business partners, customers, employees and their unions, pensioners, the communities in which we live and work, suppliers, alliance partners, investors, government and shareholders even when not required to do so from a legal or regulatory point of view.

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Although the Code lays out the fundamental principles of ethical and legal conduct, it cannot anticipate every ethical dilemma or situation we may encounter as we perform our jobs. This would be impossible given that the communications industry is evolving so rapidly and so unpredictably.

Consequently, we may often find ourselves caught in a situation or facing an ethical problem not explicitly covered in the Code. In this case, we must rely on our internal sense of what is right our moral compass to guide us in making the right decision.

When faced with a difficult or unclear situation, it may help to ask the following questions such as:

how would I feel if, rather than initiating this action, I was on the receiving end?

how would my business partner react if he/she knew I was breaking the rules or distorting the facts to make a sale?

if I do this, how will I feel afterwards? Would I want my co-workers, friends or family to find out?

if my actions became public, how would they be reported in the media?

Ultimately, we are all responsible for our individual actions, whether we act according to strictly defined rules or according to what we think is appropriate in a given situation. Assuming personal responsibility for our actions means we can't blame someone else for our behaviour. **Conversely, no one not even our manager can force us to commit an illegal or unethical act that may damage the Company's reputation, or our own.**

We have a solid reputation for honest and ethical behaviour. We must preserve this reputation and integrity at all times. **For this reason, any breach of the Code or evidence of illegal behaviour will be taken very seriously.** Depending on the severity of the case, employees who have been found to breach the Code or commit an illegal act will face immediate discipline, up to and including dismissal.

Personal responsibility also means we have a duty to report illegal acts or violations of Company rules, regulations or the Code to management. Turning a blind eye to wrongdoing in effect condoning such behaviour is itself unethical.

Business Conduct Help Line

A Business Conduct Help Line has been set up to deal with all matters related to ethical behaviour, conflicts of interest or other topics covered in this Code

The Business Conduct Help Line can also be used to report unethical or illegal behaviour such as corporate fraud, or to raise concerns regarding the Company's accounting, internal accounting controls or auditing matters

All inquiries will be handled in the strictest confidence, and no employee will be penalized for inquiring about apparently unethical behaviour or for obtaining guidance on how to handle suspected illegal acts or rules violations. Furthermore, the Company will not allow retaliation for reports made in good faith

The Business Conduct Help Line may be reached at [INFORMATION INTENTIONALLY OMITTED], no area code required or send an email to ethics@bell.ca

C. COMPLIANCE WITH THE CODE

We are all individually responsible for knowing, understanding and complying with the Code. Individual responsibility doesn't mean, however, that we are expected to face troublesome ethical or legal questions on our own. Our colleagues and managers are there to help us, and the Company has a number of available resources to guide us through difficult situations.

All of us must uphold the Company's high standards of ethical and professional conduct. Instilling trust, honesty and integrity into our work environment is a collective and continuing responsibility. After all, our success has always depended on the committed, combined efforts of us all. Protecting and enhancing the Company's

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reputation requires no less of a shared commitment.

Employees Responsibilities

We are all required to comply with the Code and follow all Company policies and procedures. Breaching the Code and violating Company policy or procedure is serious and will result in disciplinary action, up to and including dismissal. It may also result in civil or criminal prosecution

In addition, we must:

perform our jobs and conduct our business affairs ethically, legally and with the utmost integrity

seek advice or help when faced with a difficult ethical situation

report any violation

Managers Responsibilities

In addition to their responsibilities as employees, officers and managers have a special duty to uphold the Company's reputation for integrity, honesty and ethical conduct. This means:

setting an example by complying with the Code at all times, even when doing so may seem difficult, time-consuming or inexpedient

ensuring that all employees have access to the online Code document or a paper copy if required, and that they know, understand and comply with its provisions

ensuring that all employees review this Code annually and comply with the annual review process outlined on page 28

creating and maintaining a work environment that encourages ethical behaviour

fostering an environment of open communication in which problems may be raised and discussed without fear of reprisal

immediately reporting, to the appropriate person or department, any apparent violation of the Code or breach of Company policy

taking prompt and decisive disciplinary action when it has been proven that the Code has been violated

Penalties for Violation

All of us are expected to follow the Company's policies. In addition, we must follow policies set by individual departments or business units which may supplement or complement Company-wide policies. Failure to uphold both the letter and the spirit of these policies will lead to disciplinary action, up to and including dismissal.

Disciplinary action will be taken should an employee, for example:

violate a Company policy or disregard proper procedures

ask others to violate Company policy

deliberately fail to report a violation, fail to report a violation promptly or withhold relevant information concerning a violation

fail to cooperate in the investigation of a known or suspected violation

take action against an employee who reports a policy violation.

D. CONFLICTS OF INTEREST

We owe our first business allegiance to the Company. This means placing the Company's interests – including those of business partners and shareholders – before our personal interests.

A conflict arises whenever we allow, or appear to be allowing, personal interests or relationships to impair our judgment and ability to make decisions with integrity and honesty. By thinking of ourselves first, we may act in a way that is damaging, or potentially damaging, to the Company. We may also harm our personal reputation.

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Even if we do nothing wrong, our actions may sometimes appear to put us in a conflict of interest. This may be just as damaging as a real conflict.

Every employee holds a position of trust. With trust comes responsibility. It's up to each of us to avoid situations that may lead to an actual or potential conflict of interest. We must not use our position to influence or bypass Company procedures for personal gain, or for the benefit of our family, friends, colleagues or anyone else.

Sometimes, it's not easy to tell if a situation may lead to a conflict of interest. If you find yourself in this position, ask yourself the following questions:

am I following proper Company procedures?

do I stand to gain personally from my actions?

will my actions result in a financial or other advantage for myself, a relative or friend?

am I uncomfortable discussing this with my manager or fellow employees?

would I act differently if a friend or relative weren't involved?

If you ever have any doubts about a possible conflict, raise the matter with your manager or call the Business Conduct Help Line at [INFORMATION INTENTIONALLY OMITTED], or send an email to ethics@bell.ca. Conflicts of interest are a serious matter obtain the guidance you need.

Directors and officers should also consult the conflict of interest guidelines which are applicable to them. A copy of such guidelines can be obtained by contacting the Corporate Secretary's Office.

Loans, Gifts and Entertainment

Loans

We should not accept, whether directly or indirectly, any loan or guarantee of obligations from the Company that are for our personal benefit.

Gifts

We cannot accept gifts, gratuities, or entertainment from business partners, except within limited situations. Problems arise because gifts, gratuities and entertainment may compromise or appear to compromise your ability to make fair, objective, business decisions.

Offering or receiving any gift, gratuity, or entertainment might be perceived to unfairly influence a business interaction and involves you in a conflict of interest situation.

For this reason we must not accept gifts and gratuities from business partners or potential business partners, except for unsolicited hospitality, gifts or mementos of nominal value that are customary and business related. It is always a good idea to review the circumstances with your manager to see if he or she agrees that the situation falls within this exception.

All other gifts must be politely returned with a note explaining the Company's policy.

Accepting gifts having a monetary value are always prohibited for example, gift certificates, cash, services, discounts or loans.

The Code does not change during traditional gift giving seasons and applies equally to all of us. We recognize that building relationships with business partners is an integral part of doing business. Therefore, offering and accepting reasonable hospitality may be appropriate in certain cases. You should consult your manager or call the Business Conduct Help Line when in doubt about

the appropriateness of a particular situation.

Entertainment

Unsolicited business entertainment should be appropriate for the function or services you perform for the Company and clearly intended to facilitate business goals. If for example, tickets to a sporting or cultural event are offered, then the person offering the tickets must plan to attend the event as well.

As a general guideline, business entertainment in the form of meals is acceptable, as long as it is modest, infrequent, and as far as possible on a reciprocal basis. If you know that the Company would not equally reciprocate then decline the offer.

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General Guidelines

We should not:

Solicit or encourage gifts, hospitality, entertainment or any other thing for personal use; however solicitation of modest gifts or prizes for Company sponsored events which provide clear benefits to the sponsor and/or charitable organization is permitted upon approval by your manager.

Accept any gifts, entertainment or any other thing from business partners that would appear to influence your judgment or create an appearance of a conflict of interest.

We are allowed to:

Sponsor events/activities for business partners or potential business partners where the purpose is to strengthen business relationships; however it is your responsibility to know and be sensitive to the business partner's own code of conduct on these issues.

Accept unsolicited, nominal value hospitality, gifts or mementos that are customary or business related.

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There can be no hard and fast rules as to what is appropriate in every situation; some factors which you and your manager should consider in assessing the proper course of action include:

would the gift or entertainment be considered appropriate or customary, taking into account the nature of the function or services you perform for the Company?

would it be perceived as insulting or damaging to the business relationship to return the gift or decline the hospitality?

can the gift or hospitality be applied to benefit all team members rather than certain individuals?

would the Company, under similar circumstances, offer a similar gift or hospitality?

would you feel uncomfortable or embarrassed if the situation were to be reported in the media?

Family and Personal Relationships

Each of us has a variety of personal relationships involving family and friends – relationships that we keep separate from our work. Sometimes, our work and personal lives intersect, and we may find ourselves considering a business relationship with a relative, partner or close friend.

We must disclose this relationship if it compromises, or threatens to compromise, our ability to act in the Company's best interest. Speak to your manager or the Business Conduct Help Line for further guidance. We should also be aware that bridging our personal and business lives may cause our competitors or business partners – as well as colleagues within the Company – to believe we are in a conflict of interest.

To avoid a conflict, or prevent a situation from developing into a conflict, we must inform our manager if, for example:

we are considering hiring a relative or friend

a family member or close personal friend works for a business partner or competitor

a relative or person with whom we have a close relationship is an executive or major shareholder in a competing company.

With the growth of new companies in the communications industry, we may also find ourselves in a close relationship (spouse, sibling, friend) with someone who works for a competitor.

If we and the other person held jobs which exposed us to a significant risk of a conflict of interest, one of us would be required to leave our position and transfer to another position within the Company. If transferring were not possible, we would have to explore alternative solutions with Human Resources. Should no alternative be found, one of us might be required to leave our Company. Whatever the solution, the situation would have to be resolved so as to eliminate the potential for a conflict of interest.

If you find yourself in a close relationship with someone who works for a competitor, consider the following:

what is the relationship between the Company and the competitor?

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what are your responsibilities as an employee and those of the person you are close to at the Company's competitor?

do you have access to confidential information?

does the person you are close to have access to confidential information?

If, after asking yourself these questions, you are concerned that you may be in a conflict of interest, speak to your manager who may ask you to complete form BC3684A, Disclosure of a Conflict of Interest or Potential Conflict of Interest. This form MUST be sent to the Business Conduct Help Desk. For instructions please call the Business Conduct Help Line at [INFORMATION INTENTIONALLY OMMITTED], (no area code required) or send an email to ethics@bell.ca.

My partner has just become an executive sales manager for a company that services the computers in my department. Do I need to tell anyone about this?

Yes. Someone could claim that the Company is giving your partner business because you are a BCE employee. You should notify your manager and make sure you are not involved in any decisions regarding your partner's company. This relationship should be noted in form BC3684A, Disclosure of a Conflict of Interest or Potential Conflict of Interest.

Business Partner-Funded Incentive Programs

Business partner-funded incentive programs, often offered to sales employees by business partners seeking to sell their products, may only be arranged through an authorized program administrator who does not work with the eligible employees.

It's up to the program administrator to ensure there is no conflict between the Company's marketing strategy and the business partner's incentive program.

Outside Employment, Corporate Opportunities and Other Activities

We all have a right to do what we want during our non-working hours. This could include holding another job in which we use the skills and experience acquired through our work at the Company. However, we must ensure that our outside employment or other activities do not conflict, or appear to conflict, with the Company's business or with our ability to fulfill our duties as employees.

Therefore:

you may not work for an organization that competes with the Company

you may not start up a business that plans to offer products and services that compete for business with those offered by the Company

you may not sell or promote a third party's line of products and services if these products and services compete for business with those offered by the Company

you may not use the Company equipment, time, materials and facilities in paid or unpaid work for other organizations, unless specifically authorized by management (for example, to support a charitable community project)

you may not accept outside employment or engage in any activity if that employment or activity will prevent us from performing our job at the Company fully and competently

unless specifically authorized by the appropriate department responsible for government relations, you may not contribute to, or support, any political group or political activity on behalf of the Company.

To avoid a conflict of interest, or even the appearance of such a conflict, you should discuss any planned outside business activities with your manager.

Improper Influence on the Conduct of Audits

Employees are prohibited from coercing, manipulating, misleading or fraudulently influencing the Company's outside auditors when the employee knows or should know that his/her

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action, if successful, could result in rendering the Company's financial statements materially misleading.

Disclosure Policy

If you are not an authorized spokesperson, you must not respond under any circumstances (including on a no-name basis or off the record basis) to inquiries from the investment community or the media, unless specifically asked to do so by an authorized spokesperson. Any inquiries need to be immediately referred to either Bell Canada's Communications Department or Bell Canada's Investor Relations Department.

For further information, read the BCE Inc. and Bell Canada Disclosure Policy at http://connexions.bell.ca/cx/pub/strategicinfo/policies/1806_disclosure_e.pdf

Insider Trading

Securities legislation imposes restrictions with respect to the purchase and sale of shares and other securities and tipping when a person has knowledge of information not yet known to the public and which generally could affect the market price of the securities of a given company.

You may not buy or sell securities of BCE, its subsidiaries and associated companies or any other company that is a public company, with knowledge of undisclosed material information obtained in the course of your employment, or tip others concerning such information. In particular, you should be careful to avoid inadvertently disclosing confidential information to spouses, family members and others who live in your households, or to business partners, friends and others as this could be considered tipping.

Undisclosed material information refers to information that, if disclosed, could affect the market price of a company's securities or is likely to be considered important by investors in determining whether to buy, sell or otherwise trade in such securities. For instance, the information could be used by investors to buy, sell or otherwise trade in BCE shares, as well as the securities of third parties with which the Company has dealings.

Examples of material information would include:

- annual and quarterly financial results
- new products and services
- business plans
- Company restructuring plans
- sales results
- negotiations with unions
- major management changes
- research and development of new technology
- confidential information provided by third parties.

It is illegal for employees or members of their immediate family to buy, sell or otherwise trade in securities on the basis of this undisclosed information.

It is illegal to pass this information on to others who may buy, sell or otherwise trade in securities.

In addition, as an employee of the Company, you may not engage in the following with respect to BCE securities or the securities of any of its affiliates: (a) short sales; (b) sale of a call option and (c) purchase of a put option.

Short selling means selling shares you do not currently own and borrowing a third party's shares in order to make delivery, the whole in expectation that the shares will decrease in value when you will buy back the shares and return them to the owner. Such

process is subject to undue speculation and abuse and is therefore prohibited.

Puts and calls are also subject to the same abuse and therefore similar restrictions also apply to the sales of call options and purchases of put options in respect of securities of BCE and its affiliates. For the purposes hereof, a call can be defined as an option to demand delivery of a specified number or amount of securities at a fixed price within a specified time but does not include an option or right to acquire securities of BCE or its affiliates where such were granted by BCE or its affiliates (such as pursuant to BCE Long-Term Incentive (stock option) Programs). A put can be defined as an option to deliver a specified number or amount of securities at a fixed price within a specified time.

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In summary, you cannot sell short securities of BCE or its affiliates, and you may not sell call options or buy put options over the same securities. You must exercise great caution in your trading in order to avoid inadvertent breaches of these restrictions.

For further information, read the BCE Insider Trading Guidelines

To obtain a copy of such policy, please contact Bell Corporate Secretariat's Office (corporate.secretariat@bell.ca)

I overheard a conversation between two other Vice-Presidents regarding BCE's plans to acquire a minority stake in a company that develops communications software. Can I buy shares in the software company or suggest to my spouse that she do so?

No. Although you found out about BCE's planned acquisition by accident, you are prohibited from buying shares by virtue of the fact that you are an employee. You cannot suggest to your spouse that she buy shares because you would be divulging material non-public confidential information to someone outside the Company for personal gain or the gain of someone else. However, you and your spouse will be able to buy shares when BCE's stake in the software company becomes public.

E. CONFIDENTIALITY

We should maintain the confidentiality of information entrusted to us by the Company or its business partners, except when disclosure is authorized or legally mandated. We should consider all non-public information to be confidential. Even seemingly mundane information might be of use to competitors, or harmful to the Company or its business partners, if disclosed.

We must not disclose confidential information acquired through our jobs to anyone outside the Company, whether it concerns our business partners, other employees or the Company as a whole. In addition, we must not share such information with fellow employees, unless they have a legitimate need to know.

For more information on Classification of information, please refer to the Policy on Information Classification at:

<http://security.intranet.bell.ca/infosec/polframe/policies/policy-5.2.html.en>

Employees should be aware of the growing trend of Identity Theft, which involves stealing the identity of another person or in some cases businesses as a means to commit other crimes. It is vital to protect the confidentiality of our customers information. Its intentional or unintentional disclosure could be used for the financial gain of another at the unbeknownst expense of our customers.

Recording, releasing or disclosing private customer information for personal gain or the benefit of another will result in immediate discipline up to and including termination, and may include criminal charges.

Should further assistance be required, please consult the Corporate Security website at:

<http://security.intranet.bell.ca/investigations/index.html.en>

Business Partner Privacy

The Company has long been committed to maintaining the accuracy, confidentiality, security and privacy of business partner and employee information. This is reflected in existing privacy and confidentiality provisions found in various Company policies and guidelines. (Employee privacy is discussed on p. 24).

In doing business, we acquire residential and business information about our business partners. We collect this information only for lawful purposes related to the provisioning of services and products by the Company, and may use the information only for the purposes for which it was collected and that the business partner would reasonably expect.

We are required to comply with the *Personal Information Protection and Electronic Documents Act*, a federal law that requires us to identify the purposes for which we collect personal information, and obtain the consent of our

business partners before collecting, using or disclosing this information. Personal information means any information about an identifiable individual.

Subject only to certain narrow exceptions, this law also requires us to provide business partners with access to all personal information about them that we may hold. This includes records such as business partner care logs and notes. Accordingly, we should avoid non-factual entries or inappropriate language or comments. In creating such records, employees should keep in mind that the records might later be read by the business partner in question.

All information kept by the Company about its residential and business customers is confidential and cannot be divulged or used, directly or indirectly, except for business purposes

Unless a business partner provides explicit consent, or the Company is required to do so by law, the Company may not disclose a business partner's confidential personal and business information to anyone other than:

the business partner

a person whom the Company reasonably believes is acting on behalf of the business partner (for example, the executor of a business partner's estate)

another telephone company, for the purpose of providing the business partner with efficient and cost-effective telephone service, where the information is required only for that purpose and will be kept confidential (for example, the exchange of call detail information for the settlement of interprovincial toll calls)

a company, for the purpose of supplying the business partner with telephone or telephone-directory related services, where the information is required only for that purpose and will be kept confidential (for example, a firm retained by the Company to do telephone installation on its behalf)

an agent retained by the Company to evaluate the business partner's creditworthiness or to collect the business partner's account, where the information is required for and will be used only for, that purpose; and

a public authority, if there is imminent danger to life or property which could be avoided or minimized by disclosure of the information.

It is important to note that the Company's liability for damages for improper disclosure of confidential information may be unlimited.

The unlawful interception of a private communication is a criminal offence. An employee may intercept a private communication only when such interception is necessary for the purpose of providing the service, to perform quality control checks in the course of service monitoring, to protect the company's rights or property or when authorized by law. (Ref. Criminal code of Canada Art. 184.(1), (2))

Maintaining business partner privacy is also crucial when dealing with contracts, proposals and quotations. We must be vigilant in ensuring that:

we do not share business partner information such as business plans, names of telecom representatives or information of a sensitive nature with other employees servicing a similar market segment (for example, the banking industry). By doing so, we may inadvertently divulge information about a business partner to that business partner's competitor

unless a business partner provides explicit consent, we do not share information about business partner with other affiliates or partners, agents or subsidiaries of our group, except with those affiliate or partners or agents or subsidiaries of a group, who are directly involved in the specific contract, proposals or quotations.

Proprietary Information

Many Company documents and information (including confidential information) are proprietary that is, they contain highly sensitive information critical to the conduct of the Company's business. Information entrusted to the Company by a third party may also be identified as proprietary, confidential or secret and must be handled according to instructions provided by the

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information owner. Information of this kind must be protected against unauthorized disclosure or misuse.

Examples of proprietary information include:

major reorganization plans

rate applications

information about new technology

marketing strategies, bids and proposals

legal proceedings

business partner records

sensitive human resources information

internal audit reports and significant corporate security matters

training material

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computer software programs (even routine programs).

Depending on the type of information at stake, unauthorized disclosure or misuse of proprietary information can have serious consequences for the Company: for example, the Company could be placed at a competitive disadvantage; its financial stability could be affected; it might be exposed to legal liability; or its corporate image could be compromised.

We are all responsible for protecting proprietary information, whether originated by the Company, or entrusted to the Company by a third party, by, among others:

classifying and marking documents with the appropriate proprietary notice

making sure all proprietary information, whether stored on paper, on computer or in other electronic form, is kept secure

avoiding unauthorized disclosure of proprietary information; for example, checking that computer terminals and telephones used to send and receive information are secure

avoiding the discussion of such information in public places, (including taxis, trains and airplanes) with family members or friends who might pass the information on to others deliberately or unintentionally, or with business colleagues when our conversations might be overheard. Remember that cellular telephones (when in analogue mode) do not provide a secure method of communication

returning all proprietary information and documents provided by the Company, including all third party information entrusted to the Company, upon termination of employment or contract, or reassignment.

Any attempt to obtain proprietary information by unauthorized means or to misuse such information should be reported to a manager immediately.

Further information may be found in the booklet *Security is Everyone's Business* or on the Corporate Security web site (<http://security.intranet.bell.ca>), in the following po