

Conflicts of Interest, Bribery and Corruption Policy



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V3.0	03/16	JC	Review and further addition of COI
V4.0	10/16	JC	Updated policy to align with TetraTech policy and procedure

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Signature		Signature		Signature	

Conflicts of Interest, Bribery and Corruption Policy

V4.0

1 Scope

This policy applies to all individuals working at all levels, including contractors, agency staff, agents, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

In this policy, third party means any individual or organisation that we come into contact with during the course of our work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2 Purpose

The purpose of this policy is to:

- set out the position of Coffey on conflicts of interest, bribery, corruption and facilitation payments
- set out our responsibilities, and of those working for us, in observing and upholding this position, and
- provide information and guidance to those working for and with us on how to recognise and deal with bribery and corruption issues.

3 Definitions

A **bribe** is an inducement or reward offered, promised or provided in order to gain any commercial, regulatory or personal advantage. A bribe would include payments, directly or indirectly, to third parties as facilitation payments or "hidden" commissions.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate.

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

Conflict of Interest is any situation that may cause an impartial observer to reasonably question whether your actions are influenced by considerations of private interest, such as financial, personal or political.

4 Policy Statement

Coffey is a values-based company with a core value of acting with integrity and aspiring to the highest ethical standards. Coffey takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and implementing and enforcing systems to counter bribery.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if the Company is found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

Where we become aware of bribery or corruption within any of our companies or our stakeholders, we will act to uphold our values based on the particular circumstances of the event.

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

We expect any agents or other representatives acting on our behalf to work within this policy and will discontinue relationships with any firm or individual who is in breach of this policy.

We value strong relationships with our customers, potential customers and allies and will include them in events or functions where it is appropriate to do so and where it is within the guidelines we provide for such activities. We accept that our people, our customers and suppliers may share gifts on festive occasions, according to local custom, and this is appropriate within reasonable limits that we establish.

This policy makes it clear that Coffey is committed to ensuring our decisions, and decision making processes are, and are seen to be, free from personal bias, and do not unfairly favour any individual or member of staff. It protects both Coffey and the individuals involved of any appearance of impropriety and provides guidance on what to do when conflicts arise.

5 Governance

5.1 Responsibilities for Implementation

All staff must ensure that they read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.

It is not acceptable for a member of staff (or someone on their behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

If a member of staff is asked to make a payment on our behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Everyone should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your line manager.

If a worker breaches this policy, it could result in the termination of the contract.

5.2 Responsibilities for Communication and Training

Project Managers and Line Managers are responsible for ensuring that this policy is communicated to all subcontractors (firms and individuals) on engagement and that training for project team members is provided where risk exposure is considered to be significant, including long-term projects, projects with field offices and projects in countries with high corruption risk ratings.

5.3 Monitoring and Review

The Managing Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Chief Operating Officer has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

The Head of Risk and Compliance will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

The Head of Risk and Compliance should aim to check compliance with bribery at the project level and highlight any problems or potential problems with the Company anti-bribery processes. The Head of Risk is responsible for:

- systematically auditing bribery processes across a sample of projects at least once a year, as part of the quality audit process, following procedures laid out in more detail in the Quality Audit Manual; and
- ensuring that all workers receive training on the UK Bribery Act 2010 and the Company's policy and processes relating to bribery, as part of induction processes.

All staff are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Staff are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Head of Risk and Compliance.

This policy may be amended at any time.

6 Process

6.1 Operating Processes

Our policy and procedures relating to bribery and corruption form part of contracting processes for employees and subcontractors.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

6.2 Assessing Risk and Due Diligence

Risk assessments must be undertaken for all projects as part of business development and project management processes. As part of the assessment of commercial risk of potential business opportunities, the current country corruption rating (according to the Organisation for Economic Cooperation and Development classification or similar, see Annex 1) will be considered and project teams are advised to be especially vigilant in this regard during bidding, contract negotiations and managing project implementation, with measures of risk mitigation appropriate to the level of risk involved.

Due diligence must be carried out on all potential staff (corporate and individual). As part of consultant identification and selection and consortium arrangement processes in the management of our project operations, due diligence should be proportionate to the potential risk of the role for which the potential worker is being considered. For example, if recruiting for a position which will involve fund management, background checks must be carried out, in addition to standard screening and reference checking, before a consultant is engaged and consultant is mobilised. Staff should consult with the HR Manager as to the most suitable form of screening and reference checks for the position in question.

6.3 Raising Concerns

A member of staff must notify their manager as soon as possible if they believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers them something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the table below.

Staff are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible opportunity. If someone is unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with the worker's line manager. Concerns should be reported by following the procedure set out in our Whistleblowing Policy, which can be obtained from Human Resources.

6.4 Accounting

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All staff must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

All staff must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

7 Aid Transparency

The new UK ODA strategy, published in November 2015, states that the UK will continue to make UK and global aid more transparent: we "will work with and encourage all implementing partners of UK aid, including private contractors and recipient governments, to meet global transparency standards." This builds and strengthens on long standing commitments to strengthen aid transparency in order to help increase the accountability and impact of our aid.

8 Potential Warning Signs of Corruption: Red Flags

The following is a list of possible red flags that may arise during the course of working for the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

Some examples of possible scenarios that might occur as part of business in international development include:

- when it is proving difficult to obtain a work permit, a local agent offers to facilitate one quickly for a fee;
- receipt of an inducement to ensure a grant application is successful; and
- a special inducement (monetary, lavish gift, sexual favour or other) to write a favourable report.

Countries with an OECD Corruption Perception Index (CPI) Rating of four or less are listed in Annex 1.

9 Conflict of Interest

Conflicts of interest are not always obvious. The presence of a conflict of interest is independent of the occurrence of impropriety. Therefore, a conflict of interest can be discovered and voluntarily defused before any corruption occurs. A conflict of interest exists if the circumstances are reasonably believed (on the basis of past experience and objective evidence) to create a risk that a decision *may* be unduly influenced by other, secondary interests, and not on whether a particular individual *is actually* influenced by a secondary interest.

Examples of conflicts of interest include;

- when an employee owns a portion of a business that their employer does business with;
- when an employee sends their employer's customer to another business where they are employed or own a portion of;
- providing consulting services on the side to a customer of the employer;
- when an employee accepts a gift from a customer in exchange for something, such as discount, on the employer's goods or services;
- exercising decision-making power about a purchase or business choice that will affect a business that the employee has a stake in;
- any use of a company's resources for personal profit, such as information, technology, supplies, goods, etc. Financial interests in a matter the company deals with or you are aware that your friends or relatives have a financial interest in the matter;
- directorships/Management of outside organisations;
- membership of Boards of outside organisations;
- personal relationships with the people the company is dealing with which go beyond the level of a professional working relationship;
- secondary employment, business, commercial, or other activities outside of the workplace which impacts on clients and/or Staff of the company;
- involvement in party political activities; and
- access to information that can be used for personal gain.

You may often be the only person aware of potential for conflict. Therefore, it is your responsibility to avoid any financial or other interest that could compromise your ability to perform your duties impartially. It is also your responsibility to report any potential or actual conflicts of interest to your manager.

If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist

9.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Head of Risk and Compliance, the Chief Operating Officer or the Managing Director.

10 Compliance

It is the responsibility of all staff to ensure that they disclose any form of hospitality or gift offered to them in line with the Coffey Gift and Hospitality Decision Tree in Annex 2.

All parts of this policy MUST be complied with and will be subject to internal / external review. Internal audits will focus on;

- Human Resources must ensure that all staff has read, understands and complies with this policy. This is to be documented.
- Human Resources is to ensure that all new joiners have completed the 'doing business without bribery' online training, and continuation training is to occur at least annually.
- Project Managers and Line Managers are responsible for ensuring that this policy is communicated to all subcontractors (firms and individuals) and is displayed in a communal area. The bribery tree is to be visible.
- Project Managers and Line Managers are responsible for ensuring all staff have completed the 'doing business without bribery' online training, and continuation training is to occur at least annually.
- Project Managers are to ensure that risk assessments are undertaken for all projects as part of business development and project management processes.
- Head of Risk and Compliance is to ensure that due diligence is carried out on all upstream and downstream supply chain.
- Human Resources is responsible for ensuring the gifts register is kept up to date.

Annex 1: Red Flag Countries

Countries with an OECD Corruption Perception Index (CPI) Rating of four or less are listed below.

Countries without CPI ratings currently include: South Sudan and Palestinian Territories.

Country Rated Less than 2	CPI Rating	Country Rated Between 2 and 3	CPI Rating	Country Rated Between 3 and 4	CPI Rating
Korea (North)	1.0	Angola	2.0	Argentina	3.0
Somalia	1.0	Chad	2.0	Benin	3.0
Afghanistan	1.5	Congo, Dem Rep	2.0	Burkina Faso	3.0
Myanmar	1.5	Libya	2.0	Djibouti	3.0
Sudan	1.6	Cambodia	2.1	Gabon	3.0
Turkmenistan	1.6	Guinea	2.1	Indonesia	3.0
Uzbekistan	1.6	Kyrgyzstan	2.1	Madagascar	3.0
Haiti	1.8	Yemen	2.1	Malawi	3.0
Iraq	1.8	Central African Republic	2.2	Mexico	3.0
Burundi	1.9	Congo Republic	2.2	Sao Tome & Principe	3.0
Equatorial Guinea	1.9	Côte d'Ivoire	2.2	Suriname	3.0
Venezuela	1.9	Guinea-Bissau	2.2	Tanzania	3.0
		Kenya	2.2	Albania	3.1
		Laos	2.2	India	3.1
		Nepal	2.2	Kiribati	3.1
		Papua New Guinea	2.2	Swaziland	3.1
		Paraguay	2.2	Tonga	3.1
		Zimbabwe	2.2	Bosnia and Herzegovina	3.2
		Tajikistan	2.3	Liberia	3.2
		Ukraine	2.3	Trinidad and Tobago	3.2
		Azerbaijan	2.4	Zambia	3.2
		Belarus	2.4	Bulgaria	3.3
		Comoros	2.4	Jamaica	3.3
		Mauritania	2.4	Panama	3.3
		Nigeria	2.4	Serbia	3.3
		Russia	2.4	Sri Lanka	3.3
		Timor-Leste	2.4	Colombia	3.4
		Togo	2.4	El Salvador	3.4
		Uganda	2.4	Greece	3.4
		Cameroon	2.5	Morocco	3.4
		Eritrea	2.5	Peru	3.4
		Guyana	2.5	Thailand	3.4
		Lebanon	2.5	Gambia	3.5
		Maldives	2.5	Lesotho	3.5
		Nicaragua	2.5	Vanuatu	3.5
		Niger	2.5	China	3.6
		Pakistan	2.5	Romania	3.6
		Sierra Leone	2.5	Brazil	3.8
		Armenia	2.6	Tunisia	3.8
		Dominican Republic	2.6	Ghana	3.9
		Honduras	2.6	Italy	3.9
		Philippines	2.6	Macedonia, FYR	3.9
		Syria	2.6	Samoa	3.9
		Bangladesh	2.7		
		Ecuador	2.7		
		Ethiopia	2.7		
		Guatemala	2.7		
		Iran	2.7		
		Kazakhstan	2.7		
		Mongolia	2.7		
		Mozambique	2.7		
		Solomon Islands	2.7		
		Bolivia	2.8		
		Mali	2.8		
		Algeria	2.9		
		Egypt	2.9		
		Kosovo	2.9		
		Moldova	2.9		
		Senegal	2.9		
		Vietnam	2.9		

Annex 2: Hospitality and Gift Decision Tree

