

## 1. Policy Statement

- 1.1. This policy outlines Pro-Force's commitment to adherence to all requirements, rules and procedures of the Bribery Act 2010.
- 1.2. This policy is written in line with current legislation and general good practice guidelines.

## 2. Scope of the policy

- 2.1. This policy is applicable to all Pro-Force branches, sites and locations across the UK, any Company that falls into the Pro-Force Group, and to all staff members including directors, senior managers, managers, officers and employees (collectively referred to as staff in this policy).
- 2.2. This policy does not form part of the contract of employment for employees, and as such, Pro-Force reserves the right to amend the policy at any time.

## 3. Responsibility for implementation of the policy

- 3.1. The Senior Leadership team have overall responsibility for the implementation of this policy.
- 3.2. The Compliance department is responsible for monitoring and reviewing the operation of this policy and making recommendations for changes to minimise risk to operations.
- 3.3. The Senior Leadership team regional managers, recruiters and account managers are required to familiarise themselves with, and understand this policy, its operation, and any related procedures. Compliance will provide training documentation and guidance as is relevant to their responsibilities.
- 3.4. Questions related to the use, understanding or direction of this policy should be directed to the Compliance department.

## 4. The Bribery Act 2010

- 4.1. The Act came into force on 1<sup>st</sup> July 2011. The Act extends to England, Wales, Scotland and Northern Ireland, and applies to both the public and private sectors.
- 4.2. The Act has a global reach, which means that:
  - Any individual ordinarily resident in the UK (whether or not a British national) can be prosecuted for bribery offences committed anywhere in the world
  - Any partnership or corporate body (whether incorporated in the UK or elsewhere) can be prosecuted if it does business in the UK (e.g. through a permanent establishment, subsidiary or other operation), even if the offence was committed outside of the UK.
- 4.3. Any organisation charged with the section 7 offence of failing "to prevent bribery being committed by associate persons" can use the "adequate procedures" defence.
- 4.4. Only a court can decide, looking at all the evidence, whether an organisation has adequate procedures in place to prevent bribery, and the onus is on the organisation relying on the defence to show that it did have adequate procedures in place to prevent bribery.

## 5. Definitions

- 5.1. "Bribe" means an inducement or a reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage; "to bribe" and "bribery" are construed accordingly.
- 5.2. "Relevant Person" means any individual (whether an officer or employee of Pro-Force, or a temporary worker, contractor or consultant providing services on behalf of Pro-Force) or any corporate entity who performs functions for or on behalf of Pro-Force.

## 6. Responsibilities

- 6.1. Pro-Force is committed to upholding responsible and fair business practice.
- 6.2. It is committed to promoting and maintaining the highest level of ethical standards in relation to all of its business activities.
- 6.3. Its reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values.
- 6.4. Pro-Force therefore has a zero tolerance policy towards bribery and corruption, and is committed to acting fairly and with integrity in all of business dealings and relationships, and to implementing and enforcing effective systems to counter bribery.
- 6.5. This Policy sets out the steps all Pro-Force staff must take to prevent bribery and corruption within the business, and to comply with the relevant legislation. It is aimed at:

- Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK, but in any other country within which Pro-Force may carry out its business or in relation to which its business may be connected
- Enabling any Relevant Person to understand the risk associated with bribery and to encourage them to be vigilant, and to effectively recognise, prevent and report any wrongdoing, whether by themselves or others
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption

**6.6.** All Relevant Persons are expected to adhere to the principles set out in this Policy.

## 7. Offences

**7.1.** Under the Bribery Act it is an offence to:

- Bribe a person i.e. to offer, promise to give a financial or other advantage to another person, whether within the UK or abroad, with the intention of inducing or rewarding improper conduct;
- Receive a bribe, i.e. to request, agree to receive or accept a financial or other advantage for or in relation to improper conduct
- Bribe a foreign public official
- Fail to prevent bribery.

## 8. Risks of not acting with integrity

**8.1.** Involvement in a bribery or corruption carries many risks, and among them are:

- A company which pays or accepts bribes is not in control of its business and is at risk of blackmail;
- If a company is found guilty of bribery or even failing to have adequate procedures in place to prevent bribery, it will be subject to unlimited fines
- Any person found guilty of bribery would be subject to fines and/or imprisonment of up to 10 years
- A public exposure, or even allegation, would entail severe reputational damage.
- The cost of insurance cover could increase dramatically

## 9. Requirements

**9.1.** All Relevant Persons and associated persons are required at all times

- Not to commit an offence listed above, or any other offence
- To comply with the Bribery Act
- To act honestly, responsibly and with integrity
- To safeguard and uphold Pro-Force's policies by operating in an ethical, professional and lawful manner at all times

**9.2.** Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside, or accounts created for the purpose of facilitating the payment or receipt of a bribe.

**9.3.** All Relevant Persons and associated persons are expected to adhere strictly to all times the guidelines as set out in this Policy.

**9.4.** If any person is in doubt as to what might constitute a breach of this Policy, refer the matter to your line manager or to the Compliance department.

## 10. Gifts and Hospitality

**10.1.** Pro-Force occasionally provides gifts and hospitality to clients, customers, contractors and suppliers. This is not prohibited by the Bribery Act providing the following conditions are met:

- The gift is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage
- It complies with local laws
- It is given in Pro-Force's name, not in the giver's personal name
- It does not include cash or a cash equivalent (such as gift vouchers)
- It is of an appropriate and reasonable type and value and given at an appropriate time
- It is given openly, not secretly

- It is approved in advance by a Pro-Force manager

## 11. Facilitation payments

- 11.1. Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a “facilitation payment”, is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

## 12. Indicators of bribery

- 12.1. Common indicators of corruption include:

- Payments are for abnormal amounts (e.g. commission), or made in an unusual way, e.g. what would normally be a single payments is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction
- Process is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes may be prevented from or hindered in doing so
- Individuals are secretive about certain matters or relationships and/or insist on dealing with them personally. They may make trips at short notice without explanation, or have a more lavish lifestyle than expected
- Decisions are taken for which there is no clear rationale;
- Records are incomplete or missing.

## 13. Charitable Contributions

- 13.1. Bribes may be even disguised as charitable donations. Whilst individuals may of course make personal donations to charity, they should not do so on behalf of Pro-Force without prior approval from a member of the Senior Leadership team.

## 14. Exceptional Circumstances

- 14.1. In exceptional circumstances a payment is justifiable. If a staff member is faced with a threat to their personal safety or that of another person if a payment is not made, they should pay it without fear of recrimination. In such cases, however, the Compliance team or a member of the Senior Leadership team must be contacted as soon as possible, and the payment and the circumstances in which it was made must be fully documented and reported as soon as is possible. Consider carefully whether to not to involve the police.

## 15. Responsibility to report and reporting procedure

- 15.1. All Relevant Persons are contractually required to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected Bribery or corruption. All Relevant Persons have a duty to prevent, detect and report any incident of Bribery and any potential risks of Bribery. If you know or suspect that any Relevant Person plans to offer, promise or give a Bribe or to request, agree to receive or accept a Bribe in connection with Pro-Force's business, you must disclose this to your line manager or Compliance as quickly as possible to allow appropriate action to be taken promptly. If you reasonably suspect that either your line manager or a Relevant Person in Compliance plans to offer, promise or give a Bribe or to request, agree to receive or accept a Bribe in connection with Pro-Force's business, you may contact SeeHearSpeakUp (0800 056 2539).
- 15.2. Pro-Force is committed to taking appropriate action against Bribery and corruption. This may include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.
- 15.3. Pro-Force will keep all disclosure(s) confidential during any investigation it undertakes to the extent that this is practical and appropriate in the circumstances. Pro-Force will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistake
- 15.4. Pro-Force is also committed to ensuring nobody suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or corruption offence has taken place or may take place in the future or because they may assist in the investigation of an allegation of Bribery or corruption.

## 16. Record keeping

- 16.1.** All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off the record” to facilitate or conceal improper payments.

## **17. Monitoring compliance**

- 17.1.** The Compliance department has primary responsibility for ensuring compliance with this Policy and will review its contents on a regular basis. Compliance will be responsible for monitoring its effectiveness and will provide reports as requested in this regard to the Board of Directors of the Company who have overall responsibility for ensuring this Policy complies with the Company’s legal and ethical obligations.

## **18. Training**

- 18.1.** Pro-Force will provide training to all employees to help them understand their duties and responsibilities under this Policy. Pro-Force’s zero tolerance approach to Bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

## **19. Sanctions for breach of this policy**

- 19.1.** A breach of any of the provisions of this Policy by any Relevant Person who is an officer or employee of Pro-Force will constitute a disciplinary offence and will be dealt with in accordance with the Pro-Force’s disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.
- 19.2.** Breach of this policy by any Relevant Person who is a temporary worker, contractor or consultant providing his/ her services to Pro-Force may lead to the immediate termination of that temporary workers, contractor’s or consultant’s engagement by the Pro-Force.
- 19.3.** Breach of this policy by any Relevant Person which is a corporate entity could lead to the suspension or termination of any relevant contract, sub-contract or other agreement between the corporate entity and the Pro-Force.

## **20. Policy Review**

- 20.1.** The Compliance department is responsible for reviewing this policy annually, or as is required, to ensure that it meets legal standards and reflects best practice.



**Matthew Jarrett**

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Pro-Force Limited