



ANTI-BRIBERY: An Introduction to THE BRIBERY ACT 2010

Introduction

The Bribery Act 2010

The Bribery Act 2010 came into force on 1 July 2011. The Act was introduced to replace existing law and now also targets overseas corruption by organisations that have a connection with the UK. It applies to UK and international organisations and also UK individuals.

Offences under the Bribery Act

The Act sets out two general offences of bribing and being bribed, which are committed when someone;

- offers, promises or gives another person a bribe
- requests, agrees to receive or accept a bribe

A bribe is described as the provision of a financial or other advantage in connection with a person performing a function “improperly”.

These offences are not new but are restated more clearly than under previous law.

Failure of commercial organisations to prevent bribery

In section seven of the Act, a new corporate offence has been introduced. An organisation will be liable if a person associated with it bribes another person intending to obtain or retain business, or an advantage in the conduct of business for the organisation.

An associated person could be an employee, agent, contractor, sub-contractor or supplier acting on behalf of the organisation.

A commercial organisation will have a full defence if it can show that it had adequate procedures in place to prevent bribery. What will constitute an adequate procedure will depend on the nature of each individual organisation. Guidance issued by the Government sets out six principles that an employer must consider when preparing adequate procedures;

- Proportionate procedures:
The procedures put in place by an organisation should be proportionate to the bribery risks it faces and to the nature, scale and complexity of its business activities.
- Top level commitment:
Top level management within the organisation should be committed to preventing bribery by persons associated with it and adopt a culture where bribery is unacceptable.
- Risk assessment:
A risk assessment should be carried out to assess the nature and extent of an organisation’s exposure to potential external and internal risks of bribery on its behalf by persons associated with it. This assessment should be carried out on a regular basis and be well documented.



- Due diligence:
Due diligence procedures should be applied in respect of persons who perform or will perform services for or on behalf of the organisation in order to mitigate identified bribery risks. This should be proportionate to the organisation and a risk-based approach used.
- Communication (including training):
All bribery prevention policies and procedures should be understood throughout the organisation. Training should also be carried out if the organisation is within a high risk industry.
- Monitoring and review:
The organisation should monitor and review procedures on a regular basis and make any improvements where necessary.

A “one size fits all” approach is unlikely to give an organisation a strong defense to any offence under the Act. Also, simply having a policy will not in itself be an adequate procedure: it must be properly implemented, communicated and enforced.

Penalties

The penalties for breaching the provisions of the Act are far more severe than under the previous regime, with convictions carrying unlimited fines for businesses; and up to 10 years’ imprisonment and unlimited fines for individuals.

Guy Hardacre
Chairman, Pevensey Coastal Defence Ltd

29 November 2018



Code Of Conduct & Anti-Bribery Policy For Employees & Representatives

1. General Principles

We act with integrity in all our dealings

We do not tolerate any corrupt practices

This Code affects all our employees and associates

Pevensey Coastal Defence Ltd (PCDL) has a culture of ethical behaviour and we expect anyone representing the Company to act with integrity in all dealings related to our business.

The Board of Directors established this Code of Conduct. Please read it carefully and be sure to comply with it at all times. The Code applies to anyone representing PCDL, including Directors, full and part time employees, as well as freelance consultants and contractors, partners and agents, all of whom are expected to know this Code, observe its terms and keep themselves up to date with any changes.

Bribery is both a criminal offence and bad for business. Not only can individuals be guilty of an offence but a company can also be prosecuted if it fails to prevent bribery – whether in the UK or overseas.

Anyone representing PCDL is encouraged to be vigilant at all times and report any suspicions that they may have. Corrupt activity could seriously damage our business, so it is in the interest of everyone to be on their guard.

2. The Company's Anti-Bribery Structure

The Board is committed to this Code

The Compliance Officer has day to day responsibility

Managers must ensure compliance by their teams and third party associates

Board of Directors. The Board has a clear commitment to our anti-bribery policy and will monitor compliance on a regular basis.

Compliance Officer. The PCDL's Compliance Officer is the Company Secretary, who will report regularly to the Board. He is the primary point of contact for advice and guidance and to whom any suspicion of bribery or any other concern relating to unlawful activity should be reported.

Directors and Managers All Directors and managers have a duty to ensure that the Code is understood and observed and to monitor compliance. This will involve initial training as well as refresher courses from time to time.

Associates & Third Parties. It is also the responsibility of senior management to bring this Code of Conduct to the attention of our business partners, contractors, agents and consultants.

Accounting Records. Appropriate procedures will be maintained to ensure all relevant transactions including entertainment and hospitality costs are recorded and any abnormal expenses identified and scrutinised.



3. Hospitality & Gifts.

Hospitality & Gifts must be:

- **Modest**
- **Appropriate**
- **Transparent**
- **Recorded if in excess of £50**

PCDL representatives must not accept or offer any hospitality or gift when it is in the hope that the Company will receive a business advantage, or to reward an advantage that has already been received.

All hospitality and gifts must be transparent: i.e. disclosed to the Compliance Officer and, in appropriate circumstances, approved in advance.

Hospitality. Entertaining or being entertained by clients and contacts is not in itself prohibited. But it must be appropriate, modest and given or accepted in the context of our business. Entertainment in excess of £50 requires prior approval.

Frequent entertainment of the same client or contact requires prior approval.

Gifts. Generally, gifts should not be offered or accepted unless the value and type of gift is clearly not a potential factor in any business decision. So, for example, a gift of a company calendar or felt tip pen with the company logo is acceptable.

If a valuable gift is offered to any PCDL representative, it must be reported to the Compliance Officer, who will decide how to deal with it. A valuable gift is anything worth more than £50.

Cash & Financial Incentives. It is prohibited to solicit any cash or financial benefit or assistance from any third party with whom the PCDL may have a business connection. It is also prohibited to make any cash gifts or payments to third parties with whom you deal in relation to the Company's business.

Personal Benefits. It is not acceptable to have any dealing with a third party with whom PCDL has a business connection whereby you or a friend or relative might gain an advantage in return for some business advantage for that third party.

Donations to political parties and charities. PCDL does not make donations to any political party.

4. Risk Assessment

Whenever PCDL considers a new venture with another organisation or individual, a risk assessment must be undertaken as a first step.

5. Due Diligence

Before entering into negotiations with third parties and before any letter of intent, commitment or contract is made with a third party, appropriate due diligence on that third party and the foreseeable related transactions should be undertaken, including completion of PCDL's Third Party Due Diligence Certificate.



6. Communication (Including Training)

All Directors and managers must be made aware of the Code and undergo training.

The Compliance Officer will liaise with Directors and managers and implement a training programme as appropriate.

The Compliance Officer should be contacted if advice is needed on how to handle any particular situation.

There may be circumstances when we find it necessary to contact the Serious Fraud Office (SFO) or other authorities, either for advice or to report a problem. Our Compliance Officer, probably with another member of the Board, will normally handle any such instances.

7. Reporting Concerns

Any transaction, no matter how small or seemingly insignificant that might give rise to a violation of this policy must be reported promptly to the Compliance Officer.

The information provided will be dealt with confidentially, and only by those who have a need to know, for the sole purpose of carrying out the necessary investigations and follow-up. Providing the report is made honestly and in good faith, the Directors will ensure that the person reporting his concerns will be protected from retaliation and his rights enforced.

A failure to report known or suspected wrong doing may result in disciplinary action, including prosecution under the anti-bribery laws.

8. Monitoring & Review

The implementation of this Code will be monitored by the Compliance Officer who will report regularly to the Board.

All cases involving bribery or attempted bribery will be considered by Directors.

All recommendations for changes to our procedures – including this Code of Conduct – will be considered by the Board before being implemented.

9. Declaration

I have read PCDL's Code of Conduct & Anti-Bribery Policy and agree to abide by it when representing the Company

Name	Date
Signed	



Third Party Due Diligence Certificate

Name of Company:	
Proposed relationship:	
Checklist completed by:	

1. Summary of proposed contract with Associated Company

Summarise the key terms of the agreement, including purpose & duration

2. Associated Company's details

Registered name and address

Details (incl. telephone number) of main contact

Has compliance with PCDL policies and procedures been confirmed or does the Company have its own policies and procedures? Yes/No. Provide details

How was the Company identified and selected?

3. Qualifications

Were any other Third Parties considered for this role? Yes/No. Provide details

Could someone reasonably question whether the Company is suitably qualified, e.g. does not have the experience, qualifications or resources to perform the contract, or has no similar dealings with other companies? Yes/No. Provide details

4. Connections with Public Officials and Clients

Was the Company recommended by a public official or client or other supplier or sub-contractor? Yes/No. Provide details

Are you aware that any public official, client, other supplier or sub-contractor stands to benefit personally or financially from an agreement with the Company? Yes/No. Provide details



5. Payment and Compensation

Has the Company requested anything unusual with regard to compensation? For example: Compensation significantly greater than the normal/market rate for comparable work?	Yes/No. Provide details
<ul style="list-style-type: none"> • Payment in cash, cash equivalent or gifts? • Payment to another party or to a bank account in another name? • Payment to a bank account located in a country other than where the services will be performed or the Third Party is resident? • Provision for a large rebate or bonus? 	
Has the Company suggested an additional fee will be needed or may be sought to pay the “expenses” of public officials or something similar?	Yes/No. Provide details
Would all or part of the Company’s compensation depend upon some favourable action by a public official or client or other supplier or sub-contractor (e.g. a fee linked to obtaining a government permit or winning business)?	Yes/No. Provide details

6. Due Diligence

Have contractual provisions to address bribery and other forms of corruption been included in the contract(s) with the Company?	Yes/No. Provide details NOTE: If you answer “No” to this question then the Concession should not contract with this party.
Has the Company given any gifts or provided hospitality to any member of Concession staff in the past 12 months?	Yes/No. If yes, please provide details

7. Certification

I have assessed all the attached information and confirm that:

- the Company was not proposed by a public official or client or other supplier or sub-contractor
- there is no evidence to suggest a close connection between the Company and any public official or client or other supplier or sub-contractor
- any payments due to the Associated Company are fair and reasonable

Signature of authoriser

Date



Pevensey Coastal Defence Ltd		Authority Limits & Procedures					
Expenditure	Examples	Project Manager	Project Director	Company Secretary	Compliance Officer	Finance Group	Board
Expenses	Office consumables						
	Local entertaining						
	Site vehicle fuel		<£1,000				
	PPE						
	Conference costs						
Purchase Orders - goods and services	Day to day costs						
	Stationary	<£1,000	<£5,000				>£5,000
	Office IT equipment						
Sub-Contract Orders	Plant hire	<£30,000	>£30,000				
	Sea dredged aggregate	<25,000 m ³	Prior Approval *				
	Consultancy services	<£3,000	<£10,000				>£10,000
Capital Expenditure	Quad bike						Prior Approval *
	Site vehicle (lease)	Any					Prior Approval *
	Survey equipment >£1,000						Prior Approval *
Entertaining		£50	£50	£50	>£50		
Signing Sub-Contracts			Any				Prior Approval *
Company investments							Prior Approval *
Distribution of dividends							Prior Approval *
	Prior Approval *	To be recorded as Board approval via minutes of relevant Board meetings					



Appendix A – Signed Code of Conduct Forms



Appendix B – Signed Third Party Due Diligence Certificates