

MANAGED TECHNOLOGY CORPORATION LTD

CORPORATE AND SOCIAL RESPONSIBILITY HANDBOOK



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Anti-Bribery and Corruption

What this policy covers

It is the Company's policy to conduct all of our business in an honest and ethical manner. The Company will not tolerate any acts of bribery and corruption and is committed to acting professionally and ethically in all our business dealings and relationships, wherever we operate, and we are committed to implementing and enforcing effective systems to counter bribery.

The purpose of this policy is to ensure that employees are aware of their duties towards the Company to report and help to prevent any acts of bribery across the organisation.

What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory, or personal advantage.

The Bribery Act 2010 contains two general offences covering the offering, promising or giving of a bribe ("active" bribery) and the requesting, agreeing to receive or accepting of a bribe ("passive" bribery). The Act also introduces a new form of corporate liability for failing to prevent bribery on behalf of a commercial organisation.

An individual who is found to have committed an offence of bribery can be imprisoned for a term of up to ten years, and the Company could face an unlimited fine for any bribery related offences committed by a person associated with us. The implications for the Company are very serious; for example, we could be excluded from tendering for public contracts and could suffer inevitable damage to our reputation. We therefore take our responsibilities in this regard very seriously.

As a result, all employees and workers are required to comply with the procedures which the Company has put in place to prevent persons associated with us from committing acts of bribery and corruption.

Your entitlements and responsibilities

The purpose of this policy is to set out the Company's responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and to provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers, agency staff, volunteers, interns, agents, sponsors, 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, any references to "third parties", means any individual or organisation you come into contact with during the course of your work for us, 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.

Gifts, Hospitality, Promotional, and other Business Expenditure

This policy should be read in conjunction with any Business Gifts Policy that may be in operation at any time. This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. Hospitality and promotional, or other business expenditure which seeks to improve the image of the Company, or to establish cordial relations with our clients, suppliers and business partners, is recognised as an accepted and important part of doing business.

Subject to prior authorisation by one of the Directors, the Company may allow reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. However, offers or receipts of hospitality and other similar business expenditure can be employed as a form of bribery. It is therefore essential that any such corporate gifts and receipts of this nature are reported and duly authorised.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it 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, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- it is given in the Company's name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, for example, it is often customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of one of the Directors.

In all circumstances, the test to be applied is whether, the gift or hospitality is reasonable and justifiable.

It is not acceptable for you (or someone on your 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 the Company 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.

Facilitation payments

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You 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 one of the Directors.

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.

Recording the receipt and giving of gifts

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

You 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.

You must ensure that you 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 workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Procedure

Reporting a concern

You must notify one of the Directors as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a third party, client or potential client offers you something to gain a business advantage with the Company, or indicates to you that a gift or payment is required to secure their business.

Any employee who breaches this policy will face disciplinary action, which could result in the employee's dismissal for gross misconduct.

You are encouraged to raise concerns about any issue or suspicion at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with one of the Directors. Concerns should be reported by following the procedure set out in the Company Whistleblowing Policy.

It is important that you notify the one of the Directors as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Confidential and safe reporting procedures

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy.

The Company is committed to ensuring that no one suffers any detrimental treatment as a result of raising any concerns under this policy. If you believe that you have suffered any such treatment, you should inform one of the Directors immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Employee Handbook.

Training and implementation

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

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.

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

The Directors will have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. 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.

Business Gifts

What this policy covers

The acceptance of gifts and offers of hospitality can give rise to suspicion of inappropriate conduct, particularly if offered by individuals or businesses that carry out, or are hoping to carry out, business for the Company.

This policy establishes the fundamental principles of the giving, accepting and refusing of gifts and hospitality.

Your responsibilities

Hospitality

You must not accept offers of hospitality, including attending sporting and social functions, unless these are properly authorised and recorded by the appropriate manager.

Acceptance of hospitality at relevant conferences, courses or events may be appropriate where it is clear that the hospitality is corporate rather than personal and where the Company has given its consent in advance.

All associated benefits, such as accommodation, travel, entertainment, and presents must be refused.

Gifts

As a general rule, you should not accept gifts from suppliers, clients, customers, contractors or any other person you deal with in your capacity as an employee of the Company.

If the value of the item is negligible, or if the item is presented as a seasonal gift, you should comply with the procedure set out below.

Procedure

Hospitality

When hospitality is declined, those making the offer should be politely informed of the Company's policy and procedures for accepting such offers.

Receipt of gifts

If the gift might constitute a bribe or other inducement, you are required to give the gift to your line manager, who will return it to the donor with a suitable covering letter.

In other instances, where appropriate, the Company will require you to return the gift to the donor with a polite note explaining the Company policy.

In exceptional cases, for example, if the Company decides that the gift was made as a token of the donor's gratitude for a service carried out the Company may allow you to retain the gift.

Promotional gifts that are of trivial value (for example, promotional pens) are exempt from this policy and need not be disclosed.

On seasonal occasions you may receive a number of gifts, for example, chocolates, bottles of wine, and so on. These gifts should be given to your line manager, who will ensure that they are distributed appropriately across the Company.

Giving gifts

Although it is not Company policy to offer gifts, the Company recognises that, on occasion, this may be appropriate, for example, in recognition of exceptional service.

If you wish to propose that the Company presents a gift, you should put a request in writing to your line manager stating:

- who the gift is for
- why it should be given
- the nature of the gift
- the gift's approximate value

If you send gifts that have not been approved in accordance with this procedure, you will not be reimbursed for the cost of the gift. In addition, such action may be treated as a disciplinary offence, which will be dealt with under the Company Disciplinary Procedure.

Data Protection

What this policy covers

This policy details your rights and obligations in relation to your personal data and the personal data of third parties that you may come into contact with during the course of your employment.

If you have access to the personal data of employees or of third parties, you must comply with this Policy. Failure to comply with the Policy and procedures may result in disciplinary action up to and including dismissal without notice.

Your entitlements

Personal Data means data held either on a computer or in a paper-based filing system which relates to a living individual who can be identified from that data.

The Data Protection Act 1998 prescribes the way in which the Company may collect, retain and handle personal data. The Company will comply with the requirements of the Data Protection Act and all employees and contractors who handle personal data in the course of their work must also comply with it.

The purposes for which your personal data may be held by the Company

Personal data relating to employees may be collected by the Company for the purposes of:

- recruitment, promotion, training, redeployment and / or career development, such as references, CVs and appraisal documents
- administration and payment of wages, such as emergency contact details and bank/building society details
- calculation of certain benefits including pensions
- disciplinary or grievance issues
- performance management purposes and performance review
- recording of communication with employees and their representatives
- compliance with legislation
- provision of references to financial institutions, to facilitate entry onto educational courses and/or to assist future potential employers and
- staffing levels and career planning

Sensitive personal data

Sensitive personal data includes information relating to the following matters:

- your racial or ethnic origin
- your political opinions
- your religious or similar beliefs
- your trade union membership
- your physical or mental health or condition
- your sex life, or
- the commission or alleged commission of any offence by you

Processing of sensitive data

The Company will process sensitive data primarily where it is necessary to enable the Company to meet its legal obligations and in particular to ensure adherence to health and safety and vulnerable groups protection legislation or for equal opportunities monitoring purposes. In most cases, the Company will not process sensitive personal data without your consent.

Procedure

Accuracy of personal data

The Company will review personal data regularly to ensure that it is accurate, relevant and up to date.

To ensure the Company's files are accurate and up to date, and so that the Company is able to contact you or, in the case of an emergency, another designated person, you must notify the Company as soon as possible of any change in your personal details (e.g., change of name, address, telephone number, loss of driving licence where relevant, next of kin details, etc).

Security of personal data

The Company will ensure that personal data is not processed unlawfully, lost or damaged. If you have access to personal data during the course of your employment, you must also comply with this obligation. If you believe you have lost any personal data in the course of your work, you must report it to your manager immediately. Failure to do so may result in disciplinary action up to and including dismissal without notice.

Access to personal data ["subject access requests"]

The Data Protection Act gives you the right to access the personal data held about you by the Company.

The Company will arrange for you to see or hear all personal data held about you within 40 days of receipt of a written request and subject to a £10.00 administration fee

Public Interest Disclosure ('Whistleblowing')

What this policy covers

The Company constantly strives to safeguard and act in the interest of the public and its employees. It is important to the Company that any fraud, misconduct or wrongdoing, by employees or other agents, is reported and properly addressed.

This policy applies to all employees and all other agents of the Company, who are encouraged to raise concerns in a responsible manner. The Company prefers that a concern is raised and dealt with properly, rather than kept quiet.

Your responsibilities

You are encouraged to bring to the attention of the Company any practice or action of the Company, its employees or other agents that you reasonably believe is against the public interest, in that the practice or action is:

- a criminal offence
- a failure to comply with any legal obligation
- a miscarriage of justice
- a danger to the health and safety of any individual
- that the environment is being, or is likely to be, damaged
- an attempt to conceal information on any of the above

The raising of a concern will be covered by this policy provided you have a reasonable belief that it is in the public interest to do so.

Any individual raising legitimate concerns under this policy will not be subject to any detriment, either during or after employment. The Company will also endeavour to ensure that the individual is protected from any intimidation or harassment by any other parties.

You must in no way victimise or otherwise subject to any detriment another employee on the grounds that they have made a disclosure under this policy. Any employee who does so may be subject to disciplinary action up to and including dismissal for gross misconduct.

Procedure

In the first instance, you should raise any concerns you have with your manager. If you believe your manager to be involved, or if, for any reason, you do not wish to approach your manager, then you should raise it with a more senior person in the Company.

Any matter raised under this policy will be investigated promptly and confidentially. The outcome of the investigation, as well as any necessary remedial action to be taken, will be confirmed to you. If no action is to be taken, the reason for this will be explained to you.

Allegations regarding potential breaches of this policy will be treated in confidence and investigated thoroughly. If you raise any concerns under this policy, the Company is committed to ensuring that you are protected from victimisation, harassment or less favourable treatment. Any such incidents will be dealt with under the Company's Disciplinary Procedures.

Escalating your concern

If you are dissatisfied with this response, you should raise your concerns in writing directly with a more senior person in the Company.

If, after escalating your concerns, you believe that the appropriate remedial action has not been taken, you should then report the matter to the proper authority. These authorities include:

- HM Revenue & Customs
- the Financial Conduct Authority
- the Prudential Regulation Authority
- the Health and Safety Executive
- the Environment Agency or Scottish Environmental Protection Agency
- the Information Commissioner
- the Care Quality Commission
- the Care Inspectorate
- Healthcare Inspectorate Wales

This list is not intended to be exhaustive, and you must take care to ensure you contact the proper authority in relation to the particular concerns you have.

If you raise a concern and you are found to be culpable, or in any way involved in the wrongdoing, or if you raise a concern maliciously or in a manner not prescribed in this policy, then you may be subject to disciplinary action up to and including dismissal without notice for gross misconduct.

You should not disclose to a non-relevant third party any details of any concern raised in accordance with this policy, and you must not, in any circumstances, publicise your concerns in any way.