



# ANTI-BRIBERY AND CORRUPTION POLICY



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# CLEVELAND BRIDGE ANTI-BRIBERY AND CORRUPTION

## POLICY STATEMENT

Cleveland Bridge UK Limited (“CBUG”) adopt a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all business dealings and relationships.

- As individuals and collectively as a company, we will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- CBUG’s ABC Policy does not provide the solution to every situation or event that you may face in your professional capacity, but it will provide guidance and set out the ethical decision-making path, risk and authorisation processes that you should follow.
- The Policy applies to all individuals working for or on behalf of CBUG 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 and agency staff, agents, or any other person associated with CBUG, wherever located. Where we engage with third parties, we will undertake appropriate steps to ensure that they comply with the principles set out in this policy.
- CBUG’s Directors shall have ultimate responsibility for the implementation and adoption of CBUG’s Anti-Bribery policy and associated documents. The Compliance Officer shall have the “day to day” responsibility for CBUG’s Anti-Bribery Management System. The Compliance Officer is totally independent from all functions to ensure impartial investigations also with the backing of top management the Compliance Officer has the authority to make relevant decisions where they seem appropriate.
- The ABC Policy is there to guide you when considering if the course of action is appropriate, or if you need to seek further advice. It identifies who, where and how you can ask for help.
- The Anti Bribery and Corruption Policy has my personal backing and the support of the whole board. CBUG’s reputation, integrity and the success of the Company depends on each employee acting in accordance with the law and the ethical standard detailed in this policy.



Signed

**Chris J Droogan** | Managing Director Cleveland  
Bridge UK Limited 6 April 2020

## Bribery

It is a criminal offence to offer, promise, give, request or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We take our legal responsibilities very seriously.

Employees or any person representing CBUK must not engage in any form of bribery, either directly or via a third party.

### What is a Bribe?

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

#### Example 1:

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. CBUK may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

#### Example 2:

A supplier gives your relative or friend a job but makes it clear that in return they expect you to use your influence in our organisation to ensure that CBUK continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

#### Example 3:

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. CBUK may also be found to have committed an offence.

### What should you do if offered a bribe?

If you are offered a bribe, or are requested to give a bribe, you should refuse, explaining that such an act is strictly prohibited by CBUK's policies.

You must report the incident to your line manager as soon as possible or report the incident through the communication channels stated within the Speak Up Policy. Line Managers must report all incidents to the Compliance Officer and assist the Compliance Officer in carrying out all subsequent enquiries.

There is no difference between knowing about a corrupt act and trying to avoid knowledge of that act. 'Wilful blindness' makes a person just as guilty as does clear knowledge of a corrupt act. As such, if you are unsure about whether an act is acceptable, or have any other questions, please raise this with your Line Manager and/or the Compliance Officer.

## Facilitation Payments

A facilitation payment is an illegal or unofficial payment made in return for services which the payer is legally entitled to receive without making such payment. These payments include small payments made to public officials or person with a certifying function in order to secure or expedite the performance of a routine or necessary action, examples could include, visa's, work permits, or customs clearance. Kickbacks are another form of illegal payments which are typically made in return for a business favour or advantage.

CBUK recognise that in rare circumstances individuals maybe extorted into making such payments. An extortion payment is when money is forcibly extracted from a person by real or perceived threats to health, safety or liberty. This document offers guidance to CBUK staff when faced with such scenarios.

### What is required by you?

- CBUK prohibit the offer or receipt of facilitation payments.
- CBUK staff must avoid any activity that might lead to or suggest that a facilitation payment or kickback will be made or accepted.
- CBUK staff are to follow the below guidance on what to do when they are being extorted to make a payment.

### Guidance

Action to be followed on request of a facilitation payment:

- Ask for proof that the payment is legitimate and an official receipt for payment. If no satisfactory proof is available refuse to make the payment.
- If there is a threat to personal health and safety, threat to others health and safety or threat to liberty and there is no viable alternative, the payment should be made. In this case the following action must be taken:
  - (1) Make a record of the event
  - (2) Report the incident to your line manager or Compliance Officer as soon as possible

### CBUK will then:

- Appoint an appropriate manager or the Compliance Officer to investigate the event (they will be independent to your department or function).
- Ensure the correct recording of the payment in the company's accounts.
- If appropriate, or if required by law, report the event to relevant authorities.

CBUK will keep a record of all facilitation payments made by or on behalf of CBUK. This information will then be used to evaluate business risk and to develop strategies to prevent such payments in the future.

## Political Contributions and Charitable Donations

CBUK do not make donations, whether in cash or kind, in support of any political parties or candidates, as this may be perceived as an attempt to gain improper business advantage.

Charitable support and donations are acceptable whether in-kind, services, knowledge, time, or direct financial contributions. CBUK shall only make charitable donations that are legal and ethical under local laws and practices. Charities are chosen by the CBUK engagement team who are an impartial internal team. All charitable contributions will be recorded and made public.

## Gifts, hospitality, donations and other benefits

Cleveland Bridge UK do not fully prohibit normal and appropriate hospitality, gifts, donations and similar benefits for legitimate purposes such as building relationships, maintaining our image or reputation or marketing our products and services. Cleveland Bridge UK appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one country or region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and appropriate and the intention behind the gift is always considered.

### Gifts

Employees may accept, offer or give any gifts from our business associates if they meet the following criteria:

- Which are less than £25 in value for each individual gift and is not part of a bigger practice of regular gift giving, and
- Which aren't regarded as illegal or improper, and
- Which don't violate this policy or the donor / recipient's policies, and
- Where there is no suggestion that a return favour will be expected or implied, and
- Where CBUK aren't in an active tendering situation with the recipient / donor, and
- Which is not in cash or cash equivalent (such as vouchers), and
- Personnel must not accept, offer or give gifts to any public employee or government officials or representatives, or politicians or political parties.

All gifts accepted, offered or given must be recorded into the gifts, hospitality and other benefits register. To record gifts, you are to email the Compliance Officer ([compliance@clevelandbridge.com](mailto:compliance@clevelandbridge.com)) of the gifts and any other relevant information. The Compliance Officer will monitor the register to ensure the gifts complied with the above criteria

If CBUK employees are uncertain on whether the gift meets the above restrictions, they are to seek guidance from the Compliance Officer before accepting or offering such gifts that pose uncertainty.

If there is a legitimate reason to give or receive a gift which does not comply with the above restrictions, the donor must make the request to the Compliance Officer. The Compliance Officer shall make an initial judgment and, unless the request is denied at this stage, request approval from the donor's line manager and / or CBUK Senior Management. Approval must be obtained prior to the gift being offered or given.

If gifts are received by CBUK that don't comply with the above restrictions, the recipient should return the gift or, if this is not practicable, surrender the gift to the Compliance Officer. The Compliance Officer shall either return the gift or request approval from CBUK Senior Management to dispose of the gift. Gifts may be disposed by raffling, donating or other method.

### Hospitality

Employees may accept, offer or give any hospitality from our business associates if they meet the following criteria:

- Which is less than £50 in value for each hospitality event per person, and
- Which isn't regarded as illegal or improper, and
- There is a legitimate business purpose for the hospitality, and
- Which doesn't violate this policy or the donor / recipient's policies, and
- Where there is no suggestion that a return favour will be expected or implied, and
- Where CBUK aren't in an active tendering situation with the recipient / donor.

CBUK employees must not accept, offer or give hospitality to any public employee or government officials or representatives, or politicians or political parties. If CBUK employees feel the need to extended hospitality to such individuals, they are to seek approval from the Compliance Officer.

All hospitality accepted, offered or given must be recorded into the gifts, hospitality and other benefits register. To record hospitality, you are to email the Compliance Officer ([compliance@clevelandbridge.com](mailto:compliance@clevelandbridge.com)) of the hospitality and any other relevant information. The Compliance Officer will monitor the register to ensure the hospitality complied with the above criteria

If there is a legitimate reason to give hospitality or receive hospitality which does not comply with the above restrictions, the donor must make the request to the Compliance Officer. The Compliance Officer shall make an initial judgment and, unless the request is denied at this stage, request approval from the donor's line manager and / or CBUK Senior Management. Approval must be obtained prior to the hospitality being offered or given.

## Intermediaries

The overriding principle in establishing routes to market will be to take a direct approach to sales, unless there are legal or exceptional circumstances that require third party assistance. CBUK will form strategic alliances and partnerships with contractors and clients; it will not seek to source business on a finder's fee or commission basis. CBUK's first approach to acquiring support shall be to engage on an hourly/day rate or priced defined work pack, which will be supported by benchmark data and value for money assessment.

## Business Associates

We often meet our obligations through partnerships with business associates, such as, suppliers, subcontractors, customers, and clients. CBUK do not use agents but if we were to the same due diligence requirements will apply.

We could face liability based on the improper conduct of third parties if we participate in or approve of the improper conduct or are aware of a high probability that a third party's actions on behalf of the Company could violate anti-bribery laws. The compliance department will carry out adequate due diligence on the business associate. This is to ensure they are reputable, qualified and for the business to assess the overall bribery risk to the business associate which will enable CBUK to put in certain provisions to protect the company against the risk that the business associate will commit an offence in relation to bribery and a adherence to applicable anti bribery and anti – corruption related laws throughout the engagement with CBUK.

## Training and Education

Anti-Bribery Training forms part of CBUK's training program. All employees will be required to complete online training as well as relevant training to their roles and responsibilities. Retraining and assessment will then be undertaken in line with the employee risk registers stated frequency. CBUK's zero tolerance approach to bribery will be communicated to relevant business associates and if practicable provide training and education to the business associates.

## Monitoring and Review

CBUK are committed to keeping accurate and appropriate internal controls in place, in order to evidence and ensure compliance:

- Payments to any third parties should be recorded with strict accuracy.
- Hospitality and gifts should be recorded and declared in accordance with this policy.
- All expenses incurred or reimbursed must be recorded and compliant to the CBUK expense policy, specifically recording the reason for the expenditure and names of the recipients.
- No accounts should be kept "off-book" in order to facilitate or conceal improper payments.
- Risk Register of employee roles will be maintained.
- Register of training dates and compliance statements will be maintained.

The Compliance Officer and Director responsible for compliance will monitor the effectiveness and review the implementation of this policy. The review shall take place on an annual basis.

## Management of Change

The Anti-Bribery and Corruption Policy shall be reviewed biannually. Any amendments shall be documented in writing and the policy shall be updated and re-issued under a new or revision number or document number (if a wholesale revision). Employees as well as relevant business associates will receive a notification of any update to the policy.

## Questions and Concerns

If you have questions or concerns about the requirements of this policy or you have concerns that a violation is occurring, you must notify CBUK as soon as possible. Using the communication channels below or follow the guidance set out in CBUK's Speak Up Policy:

- CBUK's compliance office on the following: [Compliance@clevelandbridge.com](mailto:Compliance@clevelandbridge.com)
- Anti-Bribery hotline: 01325 502254
- External compliance counsel if you deem it necessary: [Speakup@wbd-uk.com](mailto:Speakup@wbd-uk.com)

CBUK encourage and believe employees have a responsibility to report suspected and actual incidents without the fear of repercussions. As a company, CBUK shall encourage openness and will support anyone who raises a genuine concern in good faith, even if it is mistaken or proven unfound.

Personnel must not suffer any detrimental treatment or retaliation as a result of raising a genuine concern and for refusing to take part in or turning down, any activity in which they reasonably judge to be a risk of breaching the Anti – Bribery Policy or laws and regulations in all jurisdictions. If you believe that you have suffered any such treatment, you should inform the Compliance Officer or the HR Manager immediately. If the matter is not remediated, you should raise it formally using our Grievance Policy.

Please note that someone reporting his/her own wrongdoing may still be penalised for those improper/ illegal acts. Misuse of anonymous communication channels with malicious intent against an individual or the company, shall be viewed seriously and may result in disciplinary or legal action.

## **Consequences of not complying with the policy**

It is the responsibility of every individual to read and understand this policy and ensure they comply with the standards and behaviours outlined. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect. This policy does not give contractual rights to individual employees. The Company reserves the right to alter any of its terms at any time although we will notify you in writing of any changes.

