



# Anti bribery and corruption policy

GVA Holdings  
Limited and  
subsidiaries ("GVA")

July 2011



# Introduction

**GVA is committed to ethical business, financial probity and reliability. GVA has a zero tolerance policy in respect of improper or criminal behaviours. GVA will never authorise or condone the direct or indirect offering, payment gift or receipt of any improper financial or other advantage (“Bribery”) in respect of company or staff involvement in Bribery is not limited to breaches of law. Over and above the commission of any crime, any involvement in bribery will adversely affect GVA’s image and reputation with our clients and in the marketplace.**

**All employees, officers and anyone performing services for or on our behalf must comply with this policy. Failure to comply in every respect could lead to disciplinary action up to and including termination.**

## Background

The Bribery Act 2010 (the “Act”) exposes GVA, its directors, managers, employees and workers to liability that could result in:

- Individuals being jailed for up to 10 years and or receiving an unlimited fine;
- GVA receiving criminal conviction and an unlimited fine;
- Any GVA director convicted of a bribery offence could be disqualified from holding a director position for up to 15 years;
- GVA and individuals found guilty of corruption, face mandatory perpetual exclusion (debarment) from tendering for public contracts under the EU Directive 2004/18/EC.
- Senior Officers and Directors can also be found guilty under section 172 of the Companies Act 2006, failing in their duty to promote the success of the Company.
- The goodwill and reputation of GVA and its clients being damaged.

This Policy has been adopted by the Chief Executive Officer. The Chief Executive Officer attaches the utmost importance to this Policy and applies a ‘zero tolerance’ approach to acts of bribery and corruption. GVA will avoid working with organisations who do not commit to doing business without bribery.

The purpose of this Policy is to set out the steps which GVA will take to reduce the bribery and corruption risks to its business, namely:

- Setting out a clear anti-bribery policy to prevent corruption and bribery;
- Rolling out E-Learning training to all higher risk workers and Board members so that they can recognise red flags and take appropriate action;
- Encouraging directors, managers, employees and workers to be vigilant and to report any suspicions of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately;
- Monitoring and rigorously investigating instances of alleged bribery.
- Taking firm and vigorous action against any individual(s) involved in bribery.
- Where appropriate the company will assist the police and other appropriate authorities in any resultant prosecution;

## Scope: who does the policy apply to?

This Policy applies to (at all levels and grades) senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, sub contractors, trainees, seconded staff, home-workers, part-time and fixed term workers, casual workers and agency staff, (collectively referred to as workers in this policy) as well as organisations or other third parties who act for or on behalf of /with which GVA conducts business.

In this policy, third party 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.

## Scope: prevention, detection and reporting

Prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all individuals associated with GVA. This includes the following:

- directors and employees, plus:
- consultants to GVA
- organisations who act for/on behalf of GVA to conduct GVA business.

## Policy statement

GVA prohibits: the direct or indirect offering, giving, solicitation or acceptance of any bribe, whether cash or other inducement or advantage; to or from any person or company, wherever they are situated; whether such person is a public official or body, private person or company, any individual working at GVA who meets with the requirements of the above paragraph or any organisation or third party acting on GVA's behalf in order to gain any commercial, contractual, regulatory or other advantage for GVA in a way which is unethical or in order to gain any personal advantage, pecuniary

or otherwise, for any individual working at GVA or anyone connected with that individual. For the avoidance of doubt, this policy also prohibits bribery by way of any financial or other advantage given as a reward for improper behaviour or breach of duties.

GVA's policies, procedures and codes of conduct provide details of the action GVA expects individuals to take where fraudulent or corrupt acts are suspected.

Decisions as to what might be seen as an improper advantage may not always be easy. If anyone is in doubt as to whether a potential act constitutes bribery, the matter should be referred to your divisional head, and he or she will if necessary consult with the Managing Director.

## Employees, management and board responsibility

The prevention, detection and reporting of bribery is the responsibility of all individuals working for GVA as well as, regional and divisional directors and Board members throughout GVA. Suitable channels of communication by which individuals and others can report confidentially any suspicion of bribery will be maintained by GVA in accordance with the Whistle-blowing Policy.

## Policy implementation and maintenance

This policy and supporting information is available to all via GVA Info-Serve.

GVA has assessed the corruption risks which the business faces. A copy of the risk assessment is available from the Managing Director. All Board Directors acknowledge receipt of this Policy and agree to disseminate this Policy to their direct reports.

It is the responsibility of each employee to read this document and certify to their Divisional Director that they have understood its content. Each divisional director must certify to the board that his/or her team members have read and understood the policy.

Additional training will be provided for higher risk employees.

## Monitoring and review

Each employee must disclose to their Divisional Director any known violations of this Policy, or alternatively follow the procedure set out in GVA's whistle-blowing procedure.

This policy and compliance with it will be the subject of review as part of the GVA Internal Audit Programme. Any improvements identified will be made as soon as reasonably possible.

# GVA Holdings Limited and subsidiaries (“GVA”)

## Anti Bribery and Corruption Policy

### The purpose of this policy is to:

- set out the Board’s responsibilities, and of those working for us, in observing and upholding GVA’s commitment to stamping out bribery and corruption; and
- provide information and guidance to those working for GVA on how to recognise and deal with bribery and corruption red flags.

### What is a bribe?

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

A kickbacks is a payment made in return for the award of a contract. Kickbacks are commonly funded by the recipient agreeing to an inflated contract price to take account of the improper payment to be made to the decision maker.

### Offences

The Bribery Act 2010 (‘the Act’) provides the following general offences and a new strict liability corporate offence applicable to any commercial organisation whose systems and processes have failed to prevent bribery by those acting on their behalf-

- (1) bribing another by way of a direct or indirect offer, promise or giving of a financial or other advantage (active bribery);
- (2) being bribed by a direct or indirect request, agreement to receipt or acceptance of a financial or other advantage (passive bribery);
- (3) directly or indirectly bribing a foreign public official to obtain or retain business or an advantage (by way of offer, or promise) in the conduct of business, unless the official is permitted under the written law of the relevant country to be so influenced;
- (4) failing to prevent bribery by an associated person (intent to obtain or

retain business or a business advantage in the conduct of business for the organisation).

A person associated with the organisation is defined as a person who performs services ‘for or on behalf’ of GVA, such as an employee, agent, subsidiary or directly appointed sub consultant or affiliate. In accordance with Ministry of Justice guidance obtained in July 2011, this does not include property management contracts or facilities management suppliers and contractors who serve the client, and not GVA.

### Extra jurisdictional effect

The Act provides that English courts will have jurisdiction over the offences listed at 1-3 above where they have been committed in the United Kingdom (UK), and outside the UK where the person committing them has a close connection with the UK by virtue of being a British national or ordinarily resident in the United Kingdom, a body incorporated in the UK, or a Scottish partnership.

In relation to the offences set out above, Acts of bribery committed by anyone in the UK or overseas, or by a British citizen or any other person with a close connection with the UK can be prosecuted. English Courts will therefore have jurisdiction over any UK incorporated entity and any overseas entity (wherever incorporated) that carries on a business or part of a business in the UK.

### What is not acceptable?

It is not acceptable for you (or someone acting on your behalf) to:

- directly or indirectly 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 in order to obtain business or an advantage in business, including 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;
- to agree to give or receive a kickback (as described above);
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy;
- engage in any activity that might lead to a breach of this policy; or
- to commit or fail to report acts (otherwise identified as “red flags”) that may indicate bribery or corruption as set out in Schedule 1.

### Gifts and hospitality

Neither the law nor this policy prohibits normal and appropriate corporate hospitality. It can sometimes be difficult to decide what appropriate in respect of gifts and hospitality. For further guidance please refer to the Business Gifts and Entertainment policy.

### Facilitation payments

Facilitation payments are small, unofficial payments made to secure or expedite a routine government action by a government official.

Facilitation payments are not commonly paid in the UK, but may be common in some other jurisdictions.

GVA does not authorise or make facilitation payments of any kind.

## What to do if you receive a request for an improper payment?

Your on-the-spot decisions are crucial to the company's continued commitment to anti-corruption compliance. If you are asked to make a payment on GVAs 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. If you believe that the payment requested may be improper you should:

- Refuse to make the payment, and explain that the company policies do not permit such payments.
- Immediately report the incident to your regional director or via the company whistle-blowing procedure, and await instructions.

If you suspect that an improper payment might have been made, you should report your suspicions to the Managing Director who also acts as the Nominated Officer immediately.

## Donations

The main Executive Board does not make contributions to political parties, but does support charitable donations. All charitable donations are subject to ratification and sign off by the Chief Executive Officer. No charitable donation must be offered or made without the prior review and approval of the Chief Executive Officer.

## Record keeping

In accordance with UK legal and regulatory practices, GVA is required to keep financial records and have appropriate internal controls in place to evidence that gifts or promotional expenditure is reasonable, proportionate, and made in good faith. The Act does not intend to criminalise bona fide hospitality or promotional expenditure that aims to improve GVAs image or establish cordial relations.

In light of the above, you must ensure that all claims relating to hospitality, gifts or expenses incurred to third parties are submitted to Finance Department in accordance sections 3.6.1 & 3.6.2 of

the GVA expenses policy and that you record and evidence the written reason for the reimbursement within the claim form.

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.

## Your responsibilities

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 individuals working for GVA to avoid activity that might lead to, or suggest, a breach of the law or this policy.

In summary, active prevention, reporting and review means that YOU as an individual, as well as others acting for GVA must:

- refuse to receive or make bribes
- refuse to accept facilitation payments
- in compliance with money laundering regulations, disclose to the managing director or a divisional head, any attempted bribery, suspicious activity or risks to the business
- where applicable, use the whistle-blowing procedure and comply with GVA's internal audit programme.

## How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, you should report your concerns by following the procedure set out in the whistle blowing policy.

## Protection

Individuals working at GVA who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, could be worried about

possible repercussions. The Board encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. The Board is committed to ensuring no one 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 other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should make a report in accordance with the Whistle Blowing policy. If the matter is not remedied, and you are an employee, you should raise your concern formally by using GVA Grievance Procedure.

## Training and implementation

All employees who have been identified as higher risk will receive relevant E learning training to be rolled out by Training in conjunction with Compliance, Legal and HR on how to implement and adhere to this policy. You will also be required to communicate GVAs zero-tolerance approach to bribery and corruption to all suppliers, subcontractors and business partners at the outset of our business relationship with them (by sending them a copy of terms of business (that includes an Anti Bribery & Corruption clause) and where appropriate thereafter direct them to a copy of the Anti Bribery & Corruption policy available from the Website.

## Who is responsible for the policy?

The Board has overall responsibility for ensuring this policy complies with legal and ethical obligations, and that all individuals working for GVA (under GVAs control) comply with the policy provisions. Directors shall be responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

All individuals working at GVA are also responsible for the success of this policy

and should ensure they take steps to raise a concern to disclose any suspected danger or wrongdoing. All individuals 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 Legal Manager. This policy forms part of any employee's contract of employment and it may be amended at any time.

## Further reading

- RICS Guidance: <http://www.rics.org/bribery> (ignore the flowcharts)
- MOJ Guidance: "Quick Start": <http://www.justice.gov.uk/guidance/docs/bribery-act-2010-quick-start-guide.pdf>
- MOJ Guidance: <http://www.justice.gov.uk/guidance/docs/bribery-act-2010-guidance.pdf>
- Property Week article: 24/06/2011: "Bribery: Caught in the Act"

## Schedule 1

The following is a list of possible red flags that may arise during the course of you working for us 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 the concerns in accordance with the procedure set out in the Whistle blowing Policy:

(a) You become aware that a third party engages in, or has been accused of engaging in, improper or unethical business practices;

(b) 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 or UK government officials, including planning officers;

(c) 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, and requests an unexpected additional fee or commission to "facilitate" a service;

(d) a third party requests payment in cash or to provide an invoice or receipt for a payment made;

(e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;

(g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

(h) a third party requests that a payment is made to "overlook" potential legal violations;

(i) a third party requests that you provide some form of advantage to a friend or relative. Advantage can mean an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory, monetary, financial or personal advantage.

(j) you receive an invoice from a third party that appears to be non-standard or customised;

(k) a third party insists [on the use of side letters] or [refuses to agree to anti-corruption compliance terms and conditions or to put terms agreed in writing];

(l) you notice that GVA has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

(m) you receive a request for commission which is larger than that set out in the relevant GVA contract.

(n) 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;

(o) you are offered an unusually generous gift or offered lavish hospitality by a third party;

(p) you receive a payment request to be made in the name of someone who is different from the entity named in the relevant GVA contract;

(q) you receive a request for backdating of documents;

r) you personally think or have a feeling that a situation is not transparent and

might include improper payments, e.g. where certain parties are involved in a deal whose role is unclear, or where decision making appears to be illogical or un-commercial.

Further examples of red flags can be found on the Serious Fraud Office's website.

**London West End**

10 Stratton Street  
London W1J 8JR

**London City**

80 Cheapside  
London EC2V 6EE

**Belfast**

Rose Building Third Floor  
16 Howard Street  
Belfast BT1 6PA

**Birmingham**

3 Brindleyplace  
Birmingham B1 2JB

**Bristol**

St Catherine's Court  
Berkeley Place  
Bristol BS8 1BQ

**Cardiff**

One Kingsway  
Cardiff CF10 3AN

**Edinburgh**

Quayside House  
127 Fountainbridge  
Edinburgh EH3 9QG

**Glasgow**

206 St Vincent Street  
Glasgow G2 5SG

**Leeds**

City Point First Floor  
29 King Street  
Leeds LS1 2HL

**Liverpool**

Mercury Court  
Tithebarn Street  
Liverpool L2 2QP

**Manchester**

81 Fountain Street  
Manchester M2 2EE

**Newcastle**

Central Square  
Forth Street  
Newcastle NE1 3PJ

Published by GVA  
10 Stratton Street, London W1J 8JR  
©2010 Copyright GVA

GVA is the trading name of GVA Grimley Limited and is a principal shareholder of GVA Worldwide, an independent partnership of property advisers operating globally  
[gvaworldwide.com](http://gvaworldwide.com)