



## **Ethical conduct and anti-bribery policy**

### **1. Introduction**

1.1 Gristwood and Toms is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Gristwood and Toms position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. Gristwood and Toms will not tolerate any form of bribery by, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

### **2. Scope of this policy**

2.1 This policy applies to the Directors, all employees, temporary workers, consultants, contractors and agents acting for, or on behalf of Gristwood and Toms. Every employee and associated person acting for, or on behalf of, Gristwood and Toms is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual or criminal matter for the individual concerned and may cause serious damage to the reputation and standing of Gristwood and Toms.

2.2 Gristwood and Toms may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy.

2.3 This policy covers:

- the main areas of liability under the Bribery Act 2010
- the responsibilities of employees and associated persons acting for, or on behalf of, Gristwood and Toms.

### **3. Bribery Act 2010**

3.1 Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with:

- the intention of inducing or rewarding improper performance of a function or activity; or
- the knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

3.2 A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

3.3 A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, Gristwood and Toms offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, Gristwood and Toms offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and Gristwood and Toms does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons. This policy puts those procedures in place.

### **4. What is prohibited?**

4.1 Gristwood and Toms prohibits employees, or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for Gristwood and Toms in either obtaining or maintaining business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

4.2 This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants,

contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

## **5. Records**

5.1 Employees and, where applicable, associated persons, are required to take particular care to ensure that all Gristwood and Toms records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

5.2 Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative in accordance with Gristwood and Toms procurement procedures.

5.3 Employees and associated persons are required to report all corporate hospitality, entertainment or gifts accepted or offered as detailed in paragraph 6 below.

## **6. Corporate entertainment, gifts, hospitality and promotional expenditure**

6.1 On occasions employees or associated persons may be offered gifts, hospitality or awards as a mark of courtesy or gratitude. Such offers can place staff in a difficult position: to refuse may cause offence, but to accept may, in certain circumstances, be interpreted by outsiders as corrupt. Gristwood and Toms employees and associated persons are expected to uphold ethical standards and avoid any impression (false or otherwise) of a potential conflict of interest or undue influence.

6.2 The Company Directors will hold a register for gifts or hospitality that exceeds a nominal value of £40. Individuals must notify the Directors, via email, if they receive such items or services.

### **6.3 Gifts**

6.1 Employees should not accept any gift from individuals or organisations with whom they have contact in the course of their work as an inducement to do or not do something in their official capacity.

6.2 Gifts other than of token value should generally be refused. Where such a refusal might reasonably be interpreted as giving offence or causing embarrassment, the gift should be accepted on behalf of Gristwood and Toms, provided the recipient is satisfied that this is not being offered in return for any favour. In these circumstances receipt of the gift should be reported to the Directors who will decide whether the recipient may retain the gift, Gristwood

and Toms should retain it, or it be donated to charity, or in exceptional circumstances, returned to the giver with an explanatory letter.

## **6.4 Hospitality**

6.1 It is recognised that staff often receive hospitality in an official capacity in connection with various activities or events. Offers of hospitality (for example meals) should only be accepted where they are related to work being carried out. Hospitality that far exceeds that which Gristwood and Toms itself would offer should generally be refused.

## **7. Reporting suspected bribery**

7.1 Gristwood and Toms depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist Gristwood and Toms to remain vigilant in preventing, detecting and reporting bribery.

7.2 Employees and associated persons are required to report any concerns that they may have to the Directors as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

## **8. Fraud**

8.1 Fraud is a general term used to describe a number of illegal activities as specified in criminal law. It includes:

- the misappropriation of money or other assets by means of theft or distortion/falsification of records; and/or
- corrupt practice, including offering, giving, soliciting or accepting inducements or awards which might influence the actions taken by Gristwood and Toms.

8.2 Fraud involves intentional and dishonest acts or omissions, and should be distinguished from innocent albeit inappropriate actions.

This policy will be reviewed annually or where there is a change to the current legislation.



Dave Gristwood

Director



Andy Toms

Director

Dated: 5<sup>th</sup> January 2018