**Business-Partner Policy**

**Purpose:**

* Outline ***<Company Name>*** position on working with suitable Business Partners
* Outline the responsibilities of ***<Company Name>*** directors, officers and employees, consultants and contractors (Employees for the purpose of this Policy) to ensure collaboration occurs with Business Partners that act in accordance with applicable laws and standards of conduct, and
* Promote employees’ awareness of suspicious circumstances that may conceal bribery or corrupt behavior on the part of Business Partners.

**Scope**

This Policy applies to:

* Employees or any other parties acting as representatives or agents of ***<Company Name>***, who engage or work closely with Business Partners. Once a consultant or contractor is engaged by ***<Company Name>***, they are required to comply with this Policy as an Employee, but in some circumstances, they may also require to be monitored as a Business Partner, and
* Wholly and majority-owned operations in all countries in which ***<Company Name>*** operates. Where ***<Company Name>*** has a minority interest, appropriate steps are taken to ensure the business is conducted in a legal manner, including in regard to its Business Partners. References in this Policy to ***<Company Name>*** include its related entities.

For the purpose of this Policy, Business Partners include:

* clients (where they act as an intermediary for ***<Company Name>*** or other situations where their activities could create legal or reputation risks for ***<Company Name>***)
* suppliers (where they act as an intermediary for ***<Company Name>*** or other situations where their activities could create legal or reputation risks for ***<Company Name>***)
* joint-venture and alliance partners
* sub-contractors
* intermediaries, such as agents, lobbyists, distributors, consultants, contractors and other representatives who act on ***<Company Name>*** behalf in a business development function, or facilitate government procedures (such as customs and immigration clearances, obtaining visas, permits, and licenses, or liaising with tax authorities), and
* any other third parties performing services for or on behalf of ***<Company Name>.***

Business Partners are also classified as low-risk and high-risk depending on an assessment of a number of factors, including nature of services, contractual allocation of liability, location of operations and jurisdictional vulnerability to bribery and corruption, and the extent of their links to government, state bodies or enterprises.

**Sources of legal obligations**

The sources of legal obligations behind this Policy, insofar as it concerns the risk of bribery and corruption, are the anti-corruption laws of countries in which ***<Company Name>*** operates, under the United Nations Anti-Corruption Convention as well as the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

**Working with reputable Business Partners**

***<Company Name>*** collaborates with Business Partners that demonstrate a high level of business conduct, and does not knowingly enter into relationships with those who operate in violation of applicable laws - including laws prohibiting bribery and corruption, which may not differentiate between illegal acts made by ***<Company Name>*** or someone acting on ***<Company Name>*** behalf. In business situations or jurisdictions where there is a significant risk of bribery and corruption, ***<Company Name>*** maintains special vigilance and takes steps, as set out below, to avoid inappropriate business relationships.

**Engaging a new Business Partner or renewing an existing agreement**

***<Company Name>*** internal screening process on Business Partners involves proportionate, risk-based due diligence and ongoing monitoring against specific criteria (including “red flags”) used to determine if due diligence needs to be conducted on new and where appropriate, existing Business Partners. Prior to entering into a new contract or commitment with a Business Partner, Employees must:

* Conduct thorough and documented due diligence, including, as appropriate, a review of the potential Business Partner’s:
* reputation
* ownership
* links to government or government officials
* financial performance
* health and safety performance
* qualifications and experience
* creditworthiness
* governance and business conduct frameworks, and
* personnel policies.

The classification of potential Business Partners as low, medium or high-risk guides the extent of due diligence, level of tolerance on identified weaknesses and the proposed relationship as a whole.

* Communicate ***<Company Name>*** expectation, by forwarding a copy of the Code of Business Conduct, and any other relevant policies to the potential Business Partner
* Document the terms of relationship by entering into a written agreement which contains appropriate legal and contractual protections (including in relation to compliance with ***<Company Name>*** Code of Business Conduct, and the right to immediate termination in the event of a serious violation of the Code of Business Conduct or applicable law), and communicates ***<Company Name>*** expectations as to the Business Partner’s conduct and performance, and
* Obtain all necessary internal reviews and approvals of the written agreement in accordance with the applicable delegated authority having regard to ***<Company Name>*** internal review process including a legal review.

**Monitoring existing Business Partners’ Conduct**

Whilst working with existing Business Partners, Employees must regularly monitor Business Partner performance and conduct where appropriate. Some “red-flags” that may suggest suspicious circumstances include:

* requests for payments in cash instead of by electronic funds transfer or cheque, or that all or a portion of the payment be paid in a third party country, or to a third party
* absence of standard invoices or requests for over-invoicing
* a desire to keep the relationship with ***<Company Name>*** secret
* appearance of being unqualified or understaffed 4 complex business structures that are difficult to explain such as determining ownership or location of offshore business
* convictions or charges for breach of local or foreign laws or regulations, and
* requests by a Business Partner:
* for political or charitable donations or sponsorship arrangements
* for payment to a personal bank account
* for payment into a bank account outside the country where the work is performed
* for payment into a bank account that is not stated in the contract
* that ***<Company Name>*** use a particular consultant or vendor 4 that ***<Company Name>*** arrange an internship for a family member
* for a consulting or commission agreement in relation to an open government tender, and/or
* to create false or misleading documents.

**Reporting suspicious or undesirable conduct by a Business Partner**

Where suspicious or undesirable conduct by a Business Partner is observed or reasonably suspected, employee must report it as detailed below using the following options:

(a) Executive General Manager Compliance and Group Company

(b) <Company Name> Governance and Compliance Group Via email:

**Payments to a Business Partner**

When approving and processing payments to Business Partners, Employees must not agree, without Executive General Manager Compliance and Group Company Secretary approval, to payments:

* in cash
* payable to any other party other than the Business Partner at its normal place of business
* to a bank account located outside of the country where the Business Partner operates/performs services
* to a bank account that differs from the one specified within contractual documents, and
* for inappropriately documented or unusually high expenses.

**Consequences for breach of the Policy**

Association with Business Partners who act disreputably or illegally, may:

* Damage***<Company Name>*** reputation and jeopardize future business opportunities
* Expose ***<Company Name>*** to scrutiny by regulatory bodies, and
* make ***<Company Name>*** complicit to any illegal acts carried out by the Business Partner.

Laws prohibiting bribery and corruption may not differentiate between illegal acts made by ***<Company Name>*** or someone acting on ***<Company Name>*** behalf. Bribery and corruption are very serious offences under local and international laws and corrupt behavior by ***<Company Name>*** Business Partners, particularly intermediaries, could expose the Company and Employees to severe criminal (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages). Breaches of this Policy will be regarded by ***<Company Name>*** as serious misconduct which may lead to disciplinary action, including termination of employment.

**Review of this Policy**

The Executive General Manager Compliance and Group Company Secretary are responsible for keeping this Policy up to date. A formal review of this Policy takes place annually. The Risk, Audit and Compliance Committee of ***<Company Name>***, who will make recommendations to the full Board, will submit this Policy for review. The Board is responsible for approving this Policy.

**Source:** <http://www.transfieldservices.com/pdf/Business_Partners_Policy_TMC-0000-LE-0013.pdf>