



INTRODUCTION

The Bribery Act 2010 (the “Act”), which came into force on 1 July 2011, reforms the criminal law in the UK to provide a new, modern and comprehensive scheme of bribery offences that will enable courts and prosecutors to respond more effectively to bribery at home or abroad.

The Act:

- Provides a more effective legal framework to combat bribery in the public or private sectors;
- Provides a more effective legal framework to combat bribery in the public or private sectors;
- Replaces the fragmented and complex offences at common law and in the Prevention of Corruption Acts 1889-1916;
- Creates two general offences covering the offering, promising or giving of an advantage, and requesting, agreeing to receive or accepting of an advantage;
- Creates a discrete offence of bribery of a foreign public official;
- Creates a new offence of failure by a commercial Organisation to prevent a bribe being paid for or on its behalf (it will be a defence if SRL has adequate procedures in place to prevent bribery);
- Requires the Secretary of State to publish guidance about procedures that relevant commercial Organisations can put in place to prevent bribery on their behalf;
- Helps tackle the threat that bribery poses to economic progress and development around the world and;
- Introduces six principles that are intended to be non-prescriptive and flexible. (**Appendix A**)

OUR COMMITMENT

Seaton Rail Limited (SRL), with the full support of its directors, is committed to ensuring that it does not breach any of the four bribery offences which are:-

1. Offering or giving a bribe;
2. Requesting or accepting a bribe;
3. Bribing a foreign public official in order to obtain or retain business or business advantage; and
4. Failure of “Commercial Organisations” (as defined) to prevent bribery.

The directors are committed to preventing bribery either by SRL itself or by persons associated with it, and have published a statement (see **Appendix B** below) on the Company’s website indicating this. Furthermore, they are actively engaged in the risk assessment process (see below) which is endorsed by the Managing Director.

Furthermore, SRL’s directors are closely involved in the day-to-day management of the Company, thus ensuring that they learn of any questionable practices as and when they arise, and can put a stop to them and deal with them immediately.

To secure compliance with the Act SRL has adopted certain specific procedures designed to prevent its directors, employees and contractors from being involved in bribery and corruption.

These are designed to be proportionate to the nature and complexity of SRL’s business activities, and to the bribery risks faced by the Company. The procedures are as follows:

- (A) An initial bribery risk assessment (see **Appendix C** below) is undertaken by the Managing Director to assess the bribery risks that SRL faces in its existing operations. The assessment process will be repeated whenever new business opportunities are considered, and/or whenever new contractors/third parties are contracted to SRL.

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- (B) The Managing Director undertakes subsequent bribery risk assessments on an annual basis (see questionnaire in **Appendix D** below).
- (C) Where bribery risks are identified using this risk-based approach, SRL will undertake appropriate due diligence work to vet new business opportunities, and/or new contractors / third parties contracted to it.
- (D) All new employees and contractors will be inducted and to sign declarations to acknowledge that they have been briefed and understood, and will comply with SRL's policies and procedures, including on the Bribery Act.
- (E) For existing employees and contractors, refresher training/ induction will be arranged by the Managing Director on anti-bribery procedures. Where new issues arise, or new legislation comes into force between training sessions/ inductions, employees and contractors will be informed by e-mail/ DocuSign.
- (F) SRL has appropriate internal controls to ensure its policies and procedures are adhered to and there is appropriate monitoring to ensure they are effective, thus minimising the risks of the Company being exposed to bribery and corruption.
- (G) Only the directors of SRL can commit the Company in any financial way, namely to expenditure, whereby financial commitments up to a certain level may be entered into by one director, financial commitments above that level may be entered into with the consent of the Finance Director and the Managing Director.
- (H) Non-petty cash payments (i.e. all major expenditure) is under the control of the Finance Director with assistance from the Accounts Manager and only directors are provide with a debit card/ credit card. Regular reconciliations are undertaken of the bank account by the Finance Director.
- (I) SRL's existing Gifts Register has been enhanced to require all directors to obtain written permission from the Managing Director or their deputy before making or accepting any gift or benefit. The Accounts Manager maintains a register of all such requests and approvals, and this is reviewed on a regular basis by the Managing Director.
- (J) SRL's existing Conflict of Interests policy, will continue to apply, with records maintained of all conflicts identified, details of directors' involvement and how the conflict was mitigated. This record is reviewed by the directors or on a regular basis.
- (K) Regular Monitoring and Testing of adherence to the above policies and procedures is undertaken by the Managing Director. The results of this monitoring and testing is brought to the attention of SRL's directors who will take whatever measures that are required where a control weakness or non-compliance has been identified.

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APPENDIX A

THE ACTS SIX PRINCIPLES

Principle 1: Proportionate Procedures

A commercial organisations procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the nature, scale and complexity of the commercial organisation activities. They are also clear, practical, accessible, effectively implemented and enforced.

Principle 2: Top-level Commitment

The top-level management of a commercial organisation (be it a board of directors, the owners or any other equivalent body or person) are committed to preventing bribery by persons associated with it. They foster a culture within the organisation in which bribery is never acceptable.

Principle 3: Risk Assessment

The commercial organisation assesses the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by persons associated with it. The assessment is periodic, informed and documented.

Principle 4: Due Diligence

The commercial organisation applies due diligence procedures, taking a proportionate and risk-based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks.

Principle 5: Communication (including Training)

The commercial organisation seeks to ensure that its bribery prevention policies and procedures are embedded and understood throughout the organisation through internal and external communication, including training that is proportionate to the risks it faces.

Principle 6: Monitoring and Review

The commercial organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.

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APPENDIX B

ANTI-BRIBERY POLICY STATEMENT on the SEATON RAIL WEBSITE

Seaton Rail Limited (SRL) is committed to ensuring that, its directors, employees, contractors and anyone contracted to it comply with the requirements of the UK Bribery Act 2010.

SRL is committed to conducting its business fairly, honestly and openly, and has a zero-tolerance approach towards bribery and corruption.

The Company has implemented a risk-based approach to identify areas where it may be at risk to bribery and has put in place systems and procedures to reduce and manage this risk. It reserves the right not to deal with other entities that do not make the same commitment.

SRL has adopted and implemented a number of policies and procedures which are intended to prevent the Company, its directors, employees and contractors being involved in bribery. These are reviewed regularly to ensure they remain effective.

For further information on SRL’s bribery risk policies and procedures please contact the Office Manager, to whom the directors have given day-to-day responsibility for ensuring that Seaton Rail’s anti-bribery policies and procedures are adhered to.

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APPENDIX C

INITIAL BRIBERY RISK ASSESSMENT

Consider each question, then rate the degree of risk and insert the score in the right-hand column. Add each score to determine SRLs potential risk / exposure to bribery.		Score
Score: 1 = Low Risk, 2 = Some Risk, 3 = Medium Risk, 4 = High Risk, 5 = Very High Risk		Score
1. Country Risk		
1.1	Does SRL operate mostly in the UK? If yes, give low score.	1
1.2	Does SRL operate mostly in the UK, Europe, and US? If yes, give low score.	1
1.3	Does the country in which SRL operates or will operate have perceived high levels of corruption? If yes, score high. Refer to Transparency International website (www.transparency.org) for objective and detailed assessments.	1
1.4	Has SRL recently acquired or merged with any SRLs in countries with perceived high levels of corruption? If yes, score high. Refer to Transparency International website (www.transparency.org) for objective and detailed assessments.	1
1.5	Does the country in which activity is taking place or is proposed have effectively implemented anti-bribery legislation? If yes, give low score.	1
1.6	Does the country in which activity is taking place or is proposed have effective procurement and investment policies by the local government and agencies? If yes, give low score.	1
2. Sector Risk		
2.1	Is the proposed activity within an industry sector at risk of bribery practices? For example:	1
	large-scale infrastructure such as transport or public projects; or	
	oil/gas/mining industries; or	
	construction/property development.	
	If yes, give high score.	
3. Transaction Risk		
3.1	Does the transaction involve charitable donations? If yes, give high score.	1
3.2	Does the transaction involve political donations? If yes, give high score.	1
3.3	Does the transaction involve licences, permits and transactions relating to public procurement which brings employees and others into frequent contact with public officials? If yes, give high score.	1
4. Opportunity Risk		
4.1	Does the project involve a number of contractors and intermediaries? If yes, give high score.	1
4.2	Does the project involve below-market prices? If yes, give high score.	1
4.3	Does the project involve a tendering exercise? If yes, give high score.	1

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Consider each question, then rate the degree of risk and insert the score in the right-hand column. Add each score to determine SRLs potential risk / exposure to bribery.

Score: 1 = Low Risk, 2 = Some Risk, 3 = Medium Risk, 4 = High Risk, 5 = Very High Risk		Score
5. Partnership Risk		
5.1	Will the proposed activity involve the potential use of intermediaries in transactions with foreign public officials? If yes, give high score.	1
5.2	Is there a risk of relationships with politically sensitive persons where the proposed relationship involves or is linked to prominent public officials? If yes, give high score.	1
6. Perceived Pressure At Work		
6.1	How many employees does SRL employ? Score:-	2
	1 point for one to five employees	
	2 points for six to 30 employees	
	3 points for 31 to 99 employees	
	4 points for 100 to 499 employees	
	5 points for 500 or more employees	
6.2	What is SRL's turnover? Score:-	4
	1 point for up to £100,000	
	2 points for up to £250,000	
	3 points for up to £500,000	
	4 points for up to £1m	
	5 points for more than £1m	
6.3	Is there a robust and clear anti-bribery policy in place within SRL? If no, score high.	1
6.4	Has SRL's anti-bribery policy been communicated at all levels? If no, score high.	1
6.5	Is there a director or senior manager appointed to take responsibility for all anti-bribery measures within SRL? If no, score high.	1
6.6	Are there robust internal financial controls in place in SRL to monitor all payments and transactions? If no, score high.	1
6.7	Are there clear policies in place in SRL in relation to hospitality, entertainment, promotional expenditure and expenses? If no, score high.	1
TOTAL SCORE (Out of a possible 110)		26

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SCORING ASSESSMENT

A score of 67 to 110 indicates a high risk of bribery. Immediate steps need to be taken to counter the high risk and probability of bribery occurring. In certain cases, it may be necessary to stop certain operations or transactions occurring. SRL will need to take urgent action in relation to specific high-risk areas identified above.

A score of 45 to 66 indicates a medium risk of bribery. A full anti-bribery policy needs to be in place and training rolled out at all levels. Such training should be given to employees and associated persons, including agents, consultants and temporary workers working on behalf of SRL in the UK and overseas. Leadership is required from the directors to ensure full engagement and compliance. SRL should ensure that clear reporting mechanisms are in place so that suspected bribery may be immediately dealt with. Specific high-risk areas identified above should be dealt with at the highest levels, preferably by directors as an urgent priority.

A score of 22 to 44 indicates a low risk of bribery. Where there is a low risk on the basis of the risk factors identified above, steps will be taken to ensure that there are adequate procedures in place to counter bribery. This may include a written policy that is available to all employees and associated persons working on behalf of SRL and regular audits of key financial processes, including expenses and hospitality. SRL should keep its risk assessment under review and take appropriate steps should a bribery risk emerge.

Information on global corruption can be found at Transparency International - www.transparency.org

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**APPENDIX D****ANNUAL BRIBERY RISK ASSESSMENT QUESTIONIRE**

Country Risk (NB. You may wish to use the scoring system per the initial risk assessment or rework the initial assessment where you have answered "Yes" to any of the questions below)				
	RISK TYPE	YES	NO	MITIGATING FACTORS
1.	Since the initial or last annual bribery risk assessment has SRL or its agents continued or started trading or doing business in a country with known corruption problems?		X	If yes, go to question 2. If no, the risk is low, and go to question 5.
2.	Are there any anti-corruption / bribery laws in that country? Check to the internet e.g. OECD Anti-Bribery Convention and www.transparency.org .			If yes, go to question 3. If no, go to question 4.
3.	Are these being applied effectively in the countries in which SRL trades or does business? Check website OECD Anti-Bribery Convention and www.transparency.org .			If yes, then the risk is low. If no, or not sure, go to question 4.
4.	If there are no effective anti- corruption / bribery laws, or if they are not being applied in the countries in which SRL does business, does SRL have to deal with any public officials in those countries?			If no, check (A) to (F) in the list of mitigating factors in Appendix F at the foot of this questionnaire. If yes, check mitigating factors (A) to (H) below, and then go to question 5.
5.	Since the initial or last annual bribery risk assessment has SRL or its agents continued or started trading or doing business in a sector that has a higher risk of bribery and corruption? See list of high risk sectors in		X	If yes, go to question 6. If no, the risk is low, and go to question 8.
6.	Does SRL or its agents undertake lavish hospitality with a view to procuring business?			If no, go to mitigating factors (I) to (K) below. If yes, go to question 7.
7.	Would the lavish hospitality be in breach of that stipulated in the Bribery Act?			If no, state reasons why, or go to mitigating factors (I) to (K) below, and then go to question 8.
Transaction Risks (NB. You may wish to use the scoring system per the initial risk assessment or rework the initial assessment where you have answered "Yes" to any of the questions below)				
8.	Since the initial or last annual bribery risk assessment has SRL or its agents continued or made any charitable or political contributions?	X		If yes, go to mitigating factors (L) to (O) below, and then go to question 9. If no, go to question 9.

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	RISK TYPE	YES	NO	MITIGATING FACTORS
9.	Does SRL have to obtain licences or permits?		X	If yes, go to mitigating factors (L) to (O) below, and then go to question 10. If no, go to question 10.
10.	Is SRL business reliant on public or other procurements?		X	If yes, go to mitigating factors (L) to (O) below, and then go to question 11. If no, go to question 11.
Business Opportunity Risks (NB. You may wish to use the scoring system per the initial risk assessment or rework the initial assessment where you have answered "Yes" to any of the questions below)				
11.	Since the initial or last annual bribery risk assessment has SRL or its agents continued to be involved with, or been newly involved in, high value projects?		X	If yes, go to 12. If no, go to question 14.
12.	Are there competing contractors / intermediaries involved in the contract?			If no, go to question 13. If yes, go to mitigating factors (P) to (S) below, and then go to question 13.
13.	Are the projects undertaken at prices other than market value, or do they not appear to have any legitimate objective?			If yes, go to mitigating factors (P) to (S) below, and then go to question 14. If no, go to question 14.
Business Partnership Risk (NB. You may wish to use the scoring system per the initial risk assessment or rework the initial assessment where you have answered "Yes" to any of the questions below)				
14.	Since the initial or last annual bribery risk assessment has SRL continued to use, or started to use, agents / intermediaries in foreign transactions?		X	If yes, go to mitigating factors (T) to (U) below, and then go to question 15. If no, go to question 15.
15.	Since the initial or last annual bribery risk assessment has SRL continued to use, or started to use, agents / intermediaries in transactions with foreign public officials?		X	If yes, go to mitigating factors (T) to (U) below, and then go to question 16. If no, go to question 16.
16.	Since the initial or last annual bribery risk assessment has SRL continued to use, or started to use, consortia or joint venture partners in foreign transactions with foreign entities or foreign public		X	If yes , go to mitigating factor (V) below, and then go to question 17 If no, go to question 17.
17.	Since the initial or last annual bribery risk assessment has SRL continued or started a business relationship with a politically exposed person linked to a prominent foreign public official?		X	If yes, go to mitigating factors (W) to (X) below. If no, the risk is low.

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APPENDIX E

SECTORS CONSIDERED TO BE RISK

1. Construction

The construction industry is noted as having issues with bribes, 'back-handers' and 'grease payments' although illegal workers in construction are recognised as the biggest corruption threat to the industry. A 2013 Chartered Institute of Building (CIOB) of construction professionals showed that 48% consider that corruption is either 'extremely common' or 'fairly common' within the industry which indicated that the introduction of the Bribery Act in 2006 had done little to address the problem.

2. Waste Management

The waste management industry is noted as being infiltrated by organised criminal gangs which are undercutting legitimate businesses. The Environment Agency has cited illegal waste exports, mis-description of waste and illegal waste sites are being the primary issues.

APPENDIX F

Annual Anti Bribery Risk Assessment Questionnaire Mitigating Factors

1.	General Mitigating Factors
4 (A)	SRL undertakes business in this country, only with reputable companies.
(B)	The companies with which SRL does business with, in this country are audited by companies of auditors (i.e. RISQS, NQA etc).
(C)	The client/s has/have been checked thoroughly by an independent vetting/ credit reference agency.
(D)	SRL has checked with the Foreign Office whether there are any reasons why it should not do business in that country or with that particular client.
(E)	SRL only deals with clients who are satisfactorily regulated in that country by a professional body or regulatory authority which is recognised as being satisfactory.
(F)	SRL ensures that all dealings with the client in that country are transparent and SRL can demonstrate its compliance with its anti-Bribery policy.
2.	SECTOR RISK MITIGATING FACTORS
	These may have to be considered on a client by client basis. Other mitigating factors not listed may also exist.
6 (I)	SRL only undertake hospitality within the permitted policies and procedure of SRL. Any high expenditure on hospitality by SRL or its agents would have to be pre-approved and be transparent.
(J)	SRL is closely monitored in all sectors it trades in.
(K)	SRL is audited/monitored by renowned SRL of accountants.
3.	TRANSACTION RISK MITIGATING FACTORS
	These may have to be considered on a client by client basis. Other mitigating factors not listed may also exist.
9 (L)	The obtaining of licences or permits / royalties are not critical to SRL ability to do business in that country.

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3.	TRANSACTION RISK MITIGATING FACTORS (Continued)
(M)	SRL plans well in advance to ensure it is able to obtain appropriate licences or permits without requiring special treatment such as fast-tracking of the application.
(N)	SRL is reliant on procurement but is transparent in its process, once the decision has been made whether successful or not.
4.	BUSINESS RISK MITIGATING FACTORS These may have to be considered on a client by client basis. Other mitigating factors not listed may also exist.
12 (P)	SRL relies on its own abilities, expertise, workmanship and reputation to not be too threatened by competitors.
(Q)	SRL operates in a niche market where it has limited direct competitors.
(R)	SRL costing structure for projects is transparent and allows for contingencies.
(S)	SRL ensures that any engagement or contract that it undertakes is transparent in that the reasons for applying and taking on the business is for legitimate reasons.
5.	BUSINESS PARTNERSHIP RISK MITIGATING FACTORS These may have to be considered on a project by project basis. Other mitigating factors not listed may also exist.
14 (T)	The agents / intermediaries are thoroughly vetted and are considered to be fit and proper and beyond reproach.
(U)	The work undertaken by the agents / intermediaries is vetted and expenditure is pre-approved in line with SRL policies and procedures.
(V)	Any joint venture / consortia have been thoroughly vetted and are considered to be fit and proper and beyond reproach.
(W)	The politically exposed person has no influence with SRL.
(X)	The prominent public official has no influence in the business area in which SRL does business.

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