



Integrity Policy

Integrity Policy

Version August 2008

This version replaces all earlier versions and differs in terms of communication, compliance measures and sanctions.

Introduction

Euroconsult Mott MacDonald (EC) and BMB Mott MacDonald (BMB) are part of the Mott MacDonald Group of companies. As such, both companies, their controlled subsidiaries and all their staff are expected to adhere to the Mott MacDonald Business Principles.

In addition to these Business Principles, this paper presents an EC/BMB specific 'Integrity Policy', which focuses on issues of corruption and bribe. Indeed, given the nature and location of activities of both EC and BMB, employees are likely to face attempts towards bribery and corruption for some time to come. These need to be confronted and dealt with in the course of business. At the same time, as with other complex subjects, there are inevitably difficult questions regarding definition and interpretation of such issues. The present document therefore aims to provide guidance for EC and BMB staff when confronted with such attempts wherever and whenever they arise.

EC and BMB Principles and Guidelines

EC and BMB will play an active role in combating corruption. In order to provide guidance for conduct during all phases of the project cycle, the following principles apply to the companies, their controlled subsidiaries and their staff:

Bribery	Extortion	Collusion	Fraud
Non-engagement in offering, promising, or giving a payment, gift or other advantage to a public official or private client as undue consideration to influence selection procedures.	Non-engagement in, directly or indirectly, threatening any public official or private client, his family or property with the objective to influence selection procedures, or the execution of an assignment.	Non-engagement in actions among bidders designed to influence the bidding process and prevent the client from conducting a fair and open process.	No deliberate misrepresentation of data, factors or qualifications with the objective to meet contractual terms during selection or execution of a project.

Apart from these general principles, EC and BMB, their controlled subsidiaries and their staff will adhere to the following guidelines:

- Co-operate fully with other organisations which seek to combat corruption
- Be aware of, and adhere to prevailing (local) laws regarding corruption, and report violations to his/her line management for follow up action vis-à-vis the concerned law enforcement authorities

- Avoid getting involved in situations where facilitation payments are solicited
- Ensure that the use of agents for regular market development activities is based on a written agreement with respect to the type of services to be provided, and that remuneration of the agent is proportional with the services rendered or the performance delivered

To make sure that such principles are adhered to, a so-called Integrity Management System will be established.

In addition, EC and BMB will play an active role in the pursuit of integrity in the consulting industry with a focus on business in developing countries.

EC and BMB Integrity Management System

In order to ensure due adherence to the Mott MacDonald Business Principles, and the EC and BMB Integrity Policy, EC and BMB have established, in 2002, an Integrity Management System encompassing the following elements:

- Policy documents
- Communication measures
- Compliance measures
- Sanctions

Policy Documents	Communication measures	Compliance measures	Sanctions
<p>Mott MacDonald Business principles:</p> <p>The aim of this document is to set guiding principles for business conduct by Mott MacDonald staff worldwide. These have been adopted by the Senior Management Committee of Mott MacDonald and have been approved by the Supervisory Board. They govern Mott MacDonald' business decisions and actions throughout the world, and apply equally to corporate actions and to individual behaviour of employees in conducting Mott MacDonald' business.</p> <p>EC and BMB Integrity Policy</p> <p>This document focuses on the issues of bribery and corruption and sets guiding principles for EC and BMB, its affiliates and staff in dealing with such issues.</p>	<p>The following information was distributed to all permanent and temporary EC/BMB staff:</p> <ul style="list-style-type: none"> ▪ Statement by the Managing Director (MD) in the form of a 'message to all employees' (the so-called 'BAM') outlining the underpinnings of an integrity management system ▪ Policy document on Mott MacDonald Business Principles ▪ Policy document on the EC/BMB Integrity Policy <p>In addition:</p> <p>Project Directors (PDs) should instruct their Team Leaders (TLs), whereas Regional Managers (RMs) should instruct the management of affiliates, local representations etc.</p> <p>All information is distributed in English. The RMs, PDs and TLs should furthermore ensure availability of the main documents and/or instructions in the applicable local language.</p>	<p>New staff should be informed about the EC/BMB Integrity Policy while being introduced to their job.</p> <p>Permanent staff and temporary project staff should receive a copy of the Mott MacDonald Business Principles and the EC/BMB Integrity Policy while being sent their contract through the HR department. All contracts with tenured and freelance project staff are subject to Dutch legislation. The same persons responsible for the distribution of the above documents are also expected to ensure compliance. To that effect, the basic tenets of the EC/BMB Integrity Policy will be incorporated in the so-called 'Handbook for Team Leaders'. In the meantime, TLs should report to the PDs once they have instructed their staff, both in writing and verbally. The PDs should keep RMs abreast. The latter are expected to inform the MD about the status of all projects in their respective regions.</p> <p>Compliance will subsequently be a scheduled subject in regular consultations between management and employees, during performance reviews and in other situations where supervision and quality control are practiced. In addition, designated internal auditors, who are also involved in the ongoing monitoring of our Quality Management System, will do compliance audits.</p> <p>Our Quality Management should encompass Integrity Management, being an integral part of service delivery in the knowledge-based consulting industry. Results from internal audits will thus also inform the MD and the company at large on our adherence to the aforementioned integrity principles. The Quality Manager will, for that reason, also act as the company's Compliance Officer.</p>	<p>In case of proven non-adherence (and after hearing the employee concerned), the MD will decide on a form and degree of sanction.</p> <p>Offences that are punishable according to Dutch legislation will be reported to the relevant authorities responsible for prosecution. Yet, as Dutch legislation makes a difference between corruption and so-called 'facilitation payments', the Management Board (MB) will equally distinguish between both.</p> <p>Corruption is never acceptable and will always be reported. All proven offences in terms of corruption will lead to immediate written censure and suspension of duty. Whether suspension of duty will be applied with reduced pay or without pay, and/or whether restitution and/or forfeiture of pay, and/or reduction of pay will be applied, depends on applicable Dutch labour law. On facilitation payments, the National Public Prosecutor (NPP) in the Netherlands has issued additional guidance to the existing strict legislation.</p> <p>Staff is bound to adhere to the spirit of the legislation and said guidance, and to refrain from such facilitation payments unless discussed with the management of EC and BMB. When in doubt, the employer may consult the National Public Prosecutor (NPP) and leave it up to the NPP to decide on possible prosecution. In this case the same sanctions apply as in the case of corruption.</p>



In line with the OECD Anti-Corruption Instruments, the OECD Guidelines for Multinational Enterprises, and Dutch legislation EC and BMB acknowledge the existence and use of 'facilitating payments'. To avoid possible misuse, EC and BMB have adopted guidelines for the use of facilitating payments, in line with those formulated by the NPP, and decided to monitor these closely in their organisation. The following principles apply in this connection:

1. Facilitating payments are acceptable as far as they are not illegal in the jurisdiction of the country where such payment is to be made, is regular use in its society, involves payments in a small amount proportionate to its purposes and is not being made for an illegal purpose, or to gain any other illegal advantage.
2. Facilitating payments require prior discussion with, and endorsement by, the management of EC and BMB. If such payments are not discussed in advance with management, the MD may decide, depending on the seriousness of the offence and the possible repeat nature, to apply any of the following sanctions:
 - written censure,
 - removal of privileges or benefits,
 - reassignment, or
 - demotion.
3. Facilitating payments must at all times be distinguishable from grand corruption, which is in no circumstance acceptable. In all cases of grand corruption, the management shall take appropriate action, which may include applying sanctions (such as formal written censure and/or immediate suspension of duty) and notifying the competent authorities. If possible and appropriate, the guidance and opinion of clients and/or IFIs may be sought in these matters.

For more information,
please contact
Euroconsult Mott MacDonald,
the Netherlands
phone + 31 26 3577111,
fax +31 26 3577577,
e-mail euroconsult@mottmac.nl

<