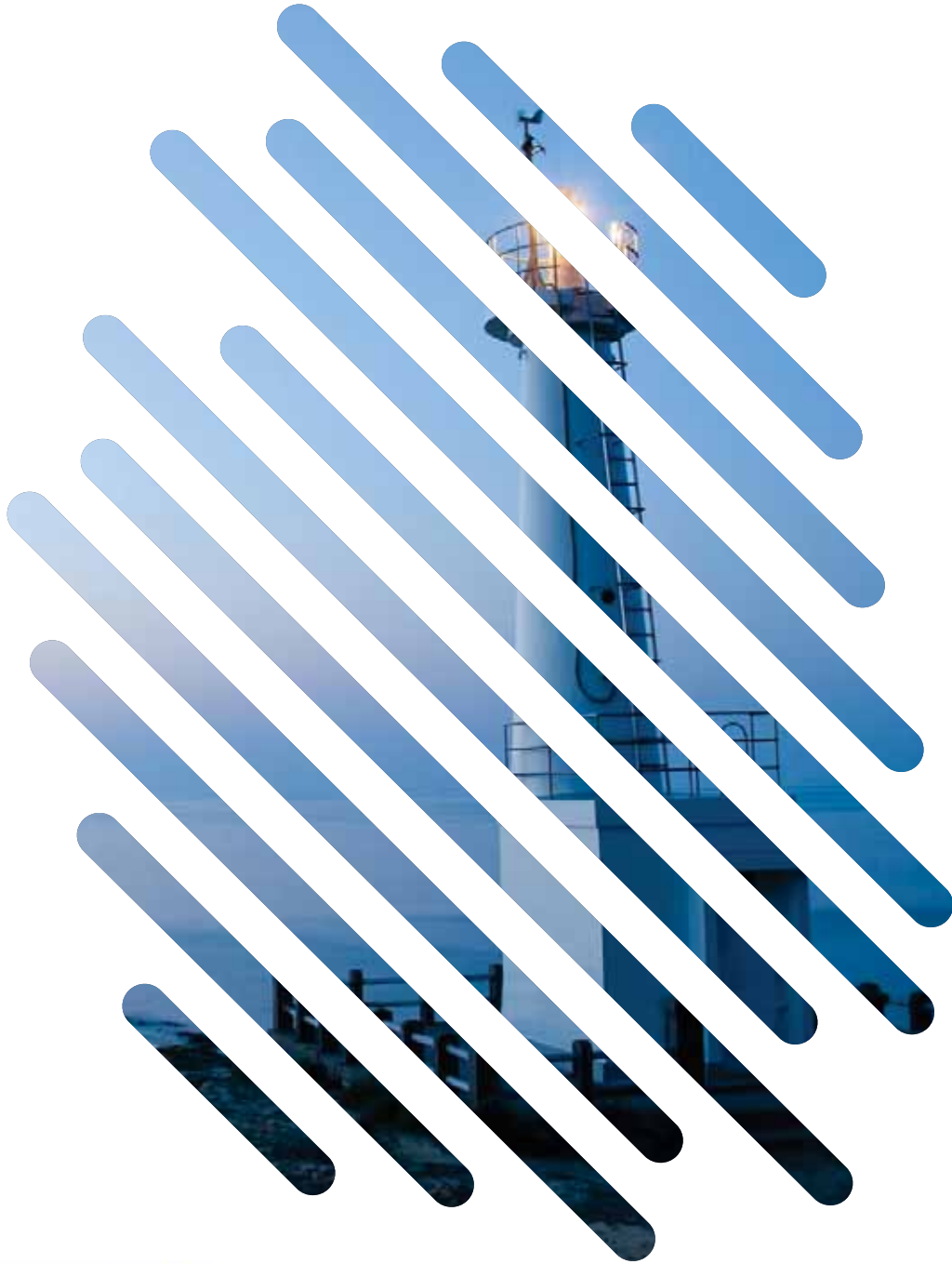


ANTI-CORRUPTION **TOOLKIT**

FOR SMALL AND MEDIUM SIZED COMPANIES



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EY

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We also thank the members of the SME Toolkit Advisory Council (see Appendix VII) who contributed their ideas and comments; and the members of the B20 Anti-corruption Task Force Training Workstream (see Appendix VIII) who contributed to the chapter on Training. There were many sources of information which the authors used in compiling this Toolkit, and these are listed in Appendices III, IV and V. We would particularly like to mention the publications of the Center for International Private Enterprise (CIPE), "Anti-Corruption Compliance Guidebook" and the SME Toolkit published by BUSA, "Corruption: an anti-corruption guide for South African SMEs". We have received inspiration and have used material from these publications which we gratefully acknowledge. We thank Grantland Cartoons for livening up this Toolkit with their illustrations.

Whilst we recognise these generous contributions, any inaccuracies that may inadvertently have made their way into the text are solely and entirely the responsibility of the authors.

Brook Horowitz, CEO, IBLF Global, www.iblfglobal.org

Tayfun Zaman, Secretary General, TEID, www.teid.org

November 2015

To owners and managers

Dear Company Owner or Manager,

We welcome you to the Anti-corruption Toolkit!

At the end of 2014, we committed to develop an anti-corruption education toolkit for Small and Medium Enterprises (SMEs) in G20 countries, as part of the G20's two year implementation plan on anti-corruption.

This Toolkit has been designed with the help of companies like yours to help you manage one of the biggest challenges companies face all over the world. We all know how damaging corruption is for your business. It is dangerous, expensive, unpredictable, and harmful to you, your staff and to your company's reputation.

Many companies, especially smaller companies, do not have sophisticated legal departments and lots of compliance officers. So the Toolkit is designed to be easy to use - you don't need any prior knowledge. And since you don't have a lot of time to read Toolkits, we have kept it short and simple! Above all you'll find it easy to get basic information. And if you want more, we'll tell you where to get it.

This Toolkit has been created during Turkey's 2015 G20 presidency. It is also available on the World SME Forum's site and we expect it in time to be adapted into different languages.

Finally, we're keen to encourage companies to work together to fight corruption. Take a look at the chapter on resisting bribery to see how companies of all sizes and industries can resist corruption both individually and together.

You can also help other companies by giving feedback about what you like and don't like about this Toolkit. You'll find contact details in Chapter 7.

So keep in touch! And good luck!

G20 ACWG chairs
Metem DEMIRCI
Robert LEVENTHAL

B20 ACTF chairs
Ayhan ZEYTİNOĞLU
David SEATON

The G20 Anti-Corruption Working Group (G20 ACWG)



About the G20

The G20 ACWG is a standing committee of the G20. G20 Leaders established it at the Toronto Summit in 2010 in recognition of the significant negative impact of corruption on economic growth, trade and development. Since then, the work of the ACWG has been guided by two-year action plans that include commitments by G20 countries to ratify and implement the United Nations Convention against Corruption, criminalise and prosecute foreign bribery, and cooperate with other countries to investigate, prosecute and return the proceeds of corruption. The G20 renews its pledge to fully implement actions agreed in previous action plans.

For more information about the G20: <https://g20.org/>

The B20 Anti-Corruption Task Force (B20 ACTF)



About the B20

The Business 20 (B20) is an influential platform bringing together business leaders from G20 economies, and advocates for critical issues for enterprises. Each year, the B20's principal task is to facilitate exchanges between business communities from different countries and to develop consensus around critical issues for businesses. Each year there are a number of Task Forces which make recommendations to the G20 leadership. One of these Task Forces is the ACTF.

For more information about the B20: <http://b20turkey.org/>

Table of contents



- Acknowledgements 2
- To owners and managers of companies 3
- About G20 and B20 4

- INTRODUCTION 7
- Why should I worry about corruption? 8
- The purpose of this toolkit 9

- 01 WHAT IS CORRUPTION? 11
- 1.1 What is corruption? 12
- 1.2 Grey areas 13
- 1.3 Complying with local legislation 15

- 02 HOW DO I SATISFY THE NEEDS OF MY INTERNATIONAL PARTNERS? 17
- 2.1 How international laws can affect you 18
- 2.1 What your international partners will be looking for 19

- 03 HOW DO I PROTECT MY COMPANY? 21
- 3.1 Setting up a system 22
- 3.2 Red flags 23
- 3.3 Identify and analyse the risks 24
- 3.4 Create a code of conduct 26
- 3.5 Managing compliance: Prevent, Detect, Respond 29

- 04 HOW DO I GET TRAINING FOR ME AND MY COLLEAGUES? 39
- 4.1 Train your employees and business partners 40

| | |
|---|----|
| 05 HOW DO I RESIST CORRUPTION? | 45 |
| 5.1 What are the high risk areas? | 46 |
| 5.2 Resisting bribery | 51 |
| 06 WHERE CAN I GET MORE INFORMATION? | 55 |
| 6.1 Where can I get more information? | 56 |
| 07 HOW CAN I HELP FIGHT CORRUPTION? | 61 |
| 7.1 how can I help fight corruption? | 62 |
| APPENDICES | 65 |
| Appendix I – More about international legislation | 66 |
| Appendix II – Further reading | 72 |
| Appendix III – Publicly available SME Toolkits from international sources | 73 |
| Appendix IV – Toolkits and training from G20 and other countries | 75 |
| Appendix V – Commercial suppliers of training programmes and resources | 78 |
| Appendix VI – SME Toolkit Advisory Council 2015 | 79 |
| Appendix VII - B20 Anti-Corruption Task Force Training Workstream | 81 |



INTRODUCTION

Why should I worry about corruption?

A lot of companies around the world actually don't worry about it. In fact, you may be one of them. You'll say: "It might be illegal, but why should I worry if I'm never going to get caught?"

In some countries, it is part of the way of doing business. No bribery, no business! And probably there's nothing you can do about it anyway. That's the way many people think about it.

But in a recent survey we conducted amongst companies in a developing country, over 75% felt that bribery was a real problem. Their main concerns were that "it never stops", "it's dangerous", and "it ruins my reputation".

For them it was not so much a question about making money, obeying the law or being honest. More important, corruption posed a direct threat to the personal safety of their families, employees and themselves. Corruption makes business difficult, if not impossible, to run in a normal way.

Of course bribery can be expensive. Are the short-term benefits of winning a contract by paying a bribe really greater than the costs of continually having to pay off the bribe-takers in the long-term?

And if you get caught, the costs are even higher. You might lose your status as a supplier or distributor of a major multinational. You might be banned from bidding in public tenders. Your business might be closed down. You might even end up in prison!

Whether you are a Board member, CEO, senior or junior manager, or a rank-and-file employee, you need to understand what might constitute corruption; the areas where corruption may commonly occur; what the consequences of corruption are and the role that perception plays where a seemingly innocent or well-intentioned act may be interpreted as corrupt.

This Toolkit will help you gain this understanding.

The purpose of this toolkit

The purpose of the Toolkit is to help you manage the risk of corruption for your company. This Toolkit will help you answer some basic questions:

01

What is corruption?

“What is corruption?” is not an easy question to answer. Internationally, there are some clear definitions and recognised principles, but on the ground, it’s to do with the local laws, how they are enforced by officials, and the business traditions and culture in your country.

02

How do I satisfy the demands of my international partners?

Multinational companies, whatever the country they are from, are increasingly concerned about corruption, and are very demanding of their local partners. The Toolkit will explain the pressures your international partners are under, how they are transferring them on to you, and how you can manage their requirements.

03

How do I protect my company?

There are many areas which are well known as high risk. These include gifts, entertainment, charitable donations, contributions to political parties and collusion. Many smaller companies do not have the resource to set up and invest in compliance department. The Toolkit will help you set up a first line of defence against corruption and will provide guidance about how to manage these risks.

04

How do I get training for me and my colleagues?

Training of employees is a very important way of safeguarding your company's safety, integrity and reputation. But which programmes work, and what is just for show? The Toolkit will help you decide the most important kind of training for your company. We'll also provide some existing training programmes which you can "plug and play", provided free-of-charge by some of the world's leading training

05

How do I resist corruption?

All too often, companies are confronted with the commercial reality: either they pay a bribe, or business just stops. At first it may seem that there is no choice, but in fact there are other options available between paying a bribe and not paying it. Relying on the inputs and experience of other companies like your own, we provide a few suggestions about how to resist solicitation.

06

Where can I get more information?

A lot of small companies are asking about where to get more information. In the Appendices you'll find a list of useful contacts from all over the world. And in some local versions we expect an online help desk and chat room.

07

How can I help fight corruption?

As a leader or manager of your company, your first priority is to keep your own company corruption-free. However you may feel that your experience can be useful for others. This Toolkit is being proposed as a forum for companies in your market to exchange information and to act together. We'd also appreciate your feedback about the Toolkit. And if you like it, please do forward it on to other people in your company and to your business partners.



01

WHAT IS CORRUPTION?

1.1 What is corruption?

Corruption is commonly defined as the “misuse of entrusted power for private gain.”

The primary piece of international law, the UN Convention Against Corruption (UNCAC), calls for the outlawing of bribery of public officials, embezzlement, trading in influence, abuse of function, illicit enrichment by public officials, bribery and embezzlement in the private sector, money laundering, and obstruction of justice. The list is quite long! These will normally constitute criminal offences in most jurisdictions although the precise definition of the offence may differ.

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Corruption often involves public officials when they take advantage of opportunities made available to them by their positions to divert money to their own pockets.

Corruption does not always have to involve a government official: corruption can also take place between two private companies, for example when the procurement manager of a company uses his or her position to receive a personal payment in exchange for awarding a contract. These are the types of corruption most frequently encountered by smaller companies and that's what we'll be focusing on in this Toolkit. There are many causes of corruption, but in very simple terms, a person or a company will engage in corruption if the potential benefit is high and the risk of getting caught is low. Here are a few reasons why corruption may be likely to occur:

- Unclear, complex, and frequently changing laws and regulations
- Inadequate, inconsistent, and unfair enforcement of laws and regulations
- Lack of transparency and accountability by decision-makers in public or private sectors
- Lack of competition in a market
- Low public or private sector wages compared to the high value of products and services

1.2 Grey areas

You'll no doubt be asking yourself: "how do I know whether I am doing something legal or illegal?"

What makes the definition of corruption difficult is that the understanding of what is "corrupt" varies from country to country. Although corruption is illegal in all countries, much depends on the business traditions in each society, and the extent to which the law is defined and enforced.

So are you doing something legal or illegal is not so easy to answer. Like companies everywhere, you face the problem of unclear legislation, unpredictable enforcement, and traditional business practices, which are often much stronger than any written legislation. These are what we'll call "grey areas".

Some of the grey areas are:

Gifts or entertaining

A good example of a question where cultural differences produce different answers is: "Is a gift a bribe?". Inviting a business partner to dinner or on a trip may be a perfectly legitimate and necessary part of doing business. It's a normal part of building relationships. But is the dinner or gift disproportionately generous? Or what about timing? - the day after the dinner, you win a contract - does it look like the two are linked? In short if the gift or entertainment has influenced the commercial decision, you are on shaky ground.

Facilitation payments

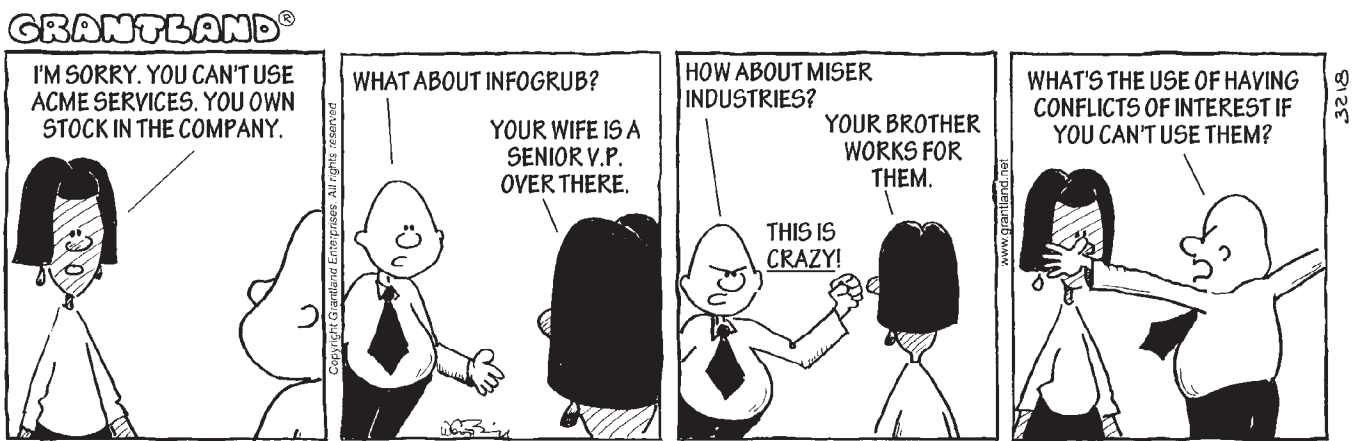
In some countries these are illegal, in others they are tolerated, in others they are customary. If you have to pay extra for a faster connection to electricity, that may be perfectly legal. But if you have to pay extra "under the table" for this service, then you may be crossing over into giving a bribe. Even then, such illegal business practices may be perceived as acceptable. Where do you draw the line?

Conflicts of interest

This area reveals a major difference between large international companies and smaller local companies. Large companies studiously avoid putting relatives or friends in positions where they can

gain some unfair advantage for themselves or their organisation – that’s true within the company, and even more true in commercial relations with other companies and government. Smaller companies have a different approach – you may be a family business where everyone is related, and your extended family network may be your main source of business. This may not be a problem in a country where this is customary, but if you are part of a large company’s supply chain, or representing an international brand, your global partner is going to be extremely wary of the risk of conflicts of interest.

One simple way of thinking about whether you are engaging in corrupt activity (or are planning to) is to ask yourself two questions: 1) Can I do this openly – telling everyone involved about it? 2) Would I be happy to see it in tomorrow’s newspaper? If the answer to either of these is “no”, think twice before proceeding!



In Chapter 5, you can find more details about high risk areas and how to deal with them.

1.3 Complying with local legislation

Your journey to defend your company from corruption begins here – by complying with the law in your country.

Since this is the international version of the Toolkit, we will not be going in to detail for each country. Every country has its own approach to anti-corruption legislation and enforcement; you and your colleagues must familiarise yourselves with the law of the country where you are based and of the countries where you operate.

In Appendix I, you'll find links to the main anti-corruption laws in each G20 country. In due course, we plan local adaptations of this Toolkit in which local laws will be explained in more detail.

Although the legislation differs from country to country, most countries are party to the UN Convention against Corruption. If your country has ratified it, it means that your government has undertaken to harmonize local legislation with this international treaty, including making various amendments to ensure national legislation complies with these commitments.

So even if enforcement is not great, the fact is that your country is likely to have committed itself to combating corruption according to some well-established common goals.

There are also many differences about how countries approach anti-corruption legislation:

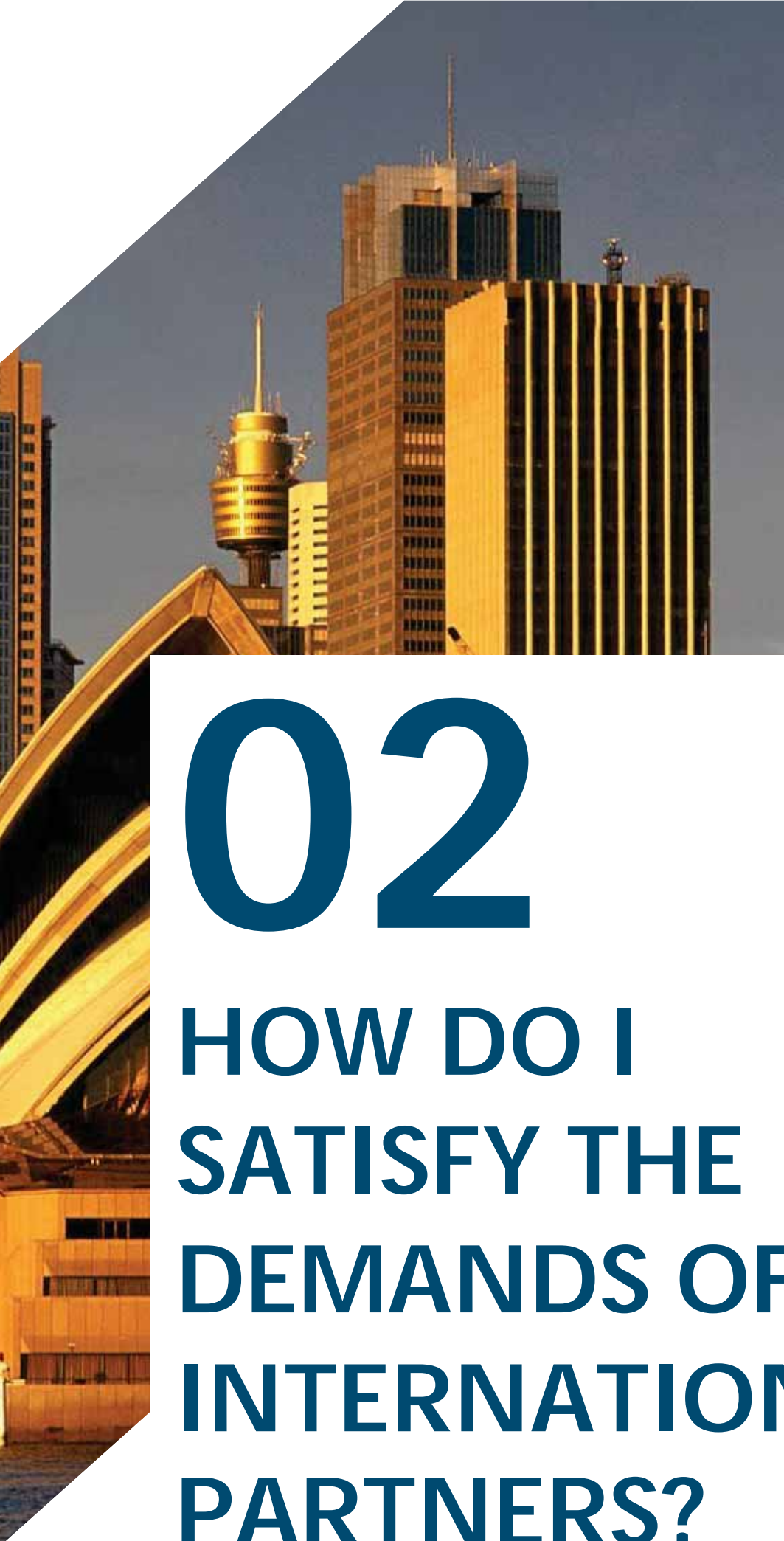
In some countries there may be no explicit definition of “corruption”. Many laws and legal instruments contain provisions intended to fight against corruption but they may be treated differently within different disciplines and pieces of legislation.

Anti-corruption legislation may be present in your country's criminal and civil code, and in its administrative regulations. Liability will depend on the type of law which is being applied – sometimes it is the individual (a “physical person”) who is liable, sometimes a company (a “legal person”).

There is no consistent approach to enforcement either. Some countries have centralised anti-corruption agencies, or specialised ministries dealing with serious fraud. Ministries of Justice usually oversee the legal code and its implementation, and offices of public prosecution are primarily responsible

for enforcement. Generally though, anti-corruption legislation is enforced by a complex network of different government agencies.

Punishment for wrongdoing differs from country to country - it can range from fines which can be negotiated to arrest, and in some countries, even the death penalty.



02

**HOW DO I
SATISFY THE
DEMANDS OF MY
INTERNATIONAL
PARTNERS?**

2.1 How international laws can affect you

The chances are that, as a company, you are linked to a major global multinational's supply chain. You may be exporting to them, or representing them in your country as an agent or distributor. Or perhaps you are the local partner in a joint venture.

As such, you will be expected to match their rigorous standards of compliance. This will most probably relate to technical standards and quality, labour conditions, health and safety. And it will most certainly relate to compliance with the anti-corruption laws of your country and to the corporate rules set by the company itself. In effect you are being asked to comply not only with your local legislation but with your global partner's legislation too. In order to understand the motivations of your international partners, you need to have some basic understanding of the laws which apply to them, and by extension, to you.

Some anti-corruption laws are applied extra-territorially, or beyond the traditional boundaries of domestic legislation. There may be a strong cooperation between the authorities in your country and those of other countries, in pursuing corrupt activity. The anti-bribery laws of the United States are amongst the most rigorously applied. Take for example how the US anti-corruption legislation has been enforced in Switzerland in bringing charges against top-ranking FIFA officials.

So you may find that you are liable directly under the Foreign Corrupt Practices Act of the United States and similar legislation from other developed countries, or indirectly, through your business with companies that are from the US or other countries with extensive anti-corruption legislation and enforcement.

For more information about two influential pieces of legislation – those of the US and the UK - click the country links in Appendix I to find the relevant websites, or turn to Appendix II where you will find a detailed description.

2.2 What your international partners will be looking for

Whether you are hiding something or not, some of the warning signs that your international business partner may be looking out for include:

- You are not transparent about ownership
- You have public officials in your company's ownership or management
- Your company was strongly recommended by a government official
- You do not publish accounts according to generally recognised accounting standards
- Your company does not keep its public filings up to date
- You are registered in an offshore jurisdiction with weak regulation
- You have previously engaged in illegal or suspicious activities
- You have little relevant experience, or you are not known to people within your industry
- You seek unusual payment arrangements, such as abnormally high commissions or success fees
- You run or contribute to a charity affiliated with a government official

Do any of these apply to you?

If so, address these issues now!



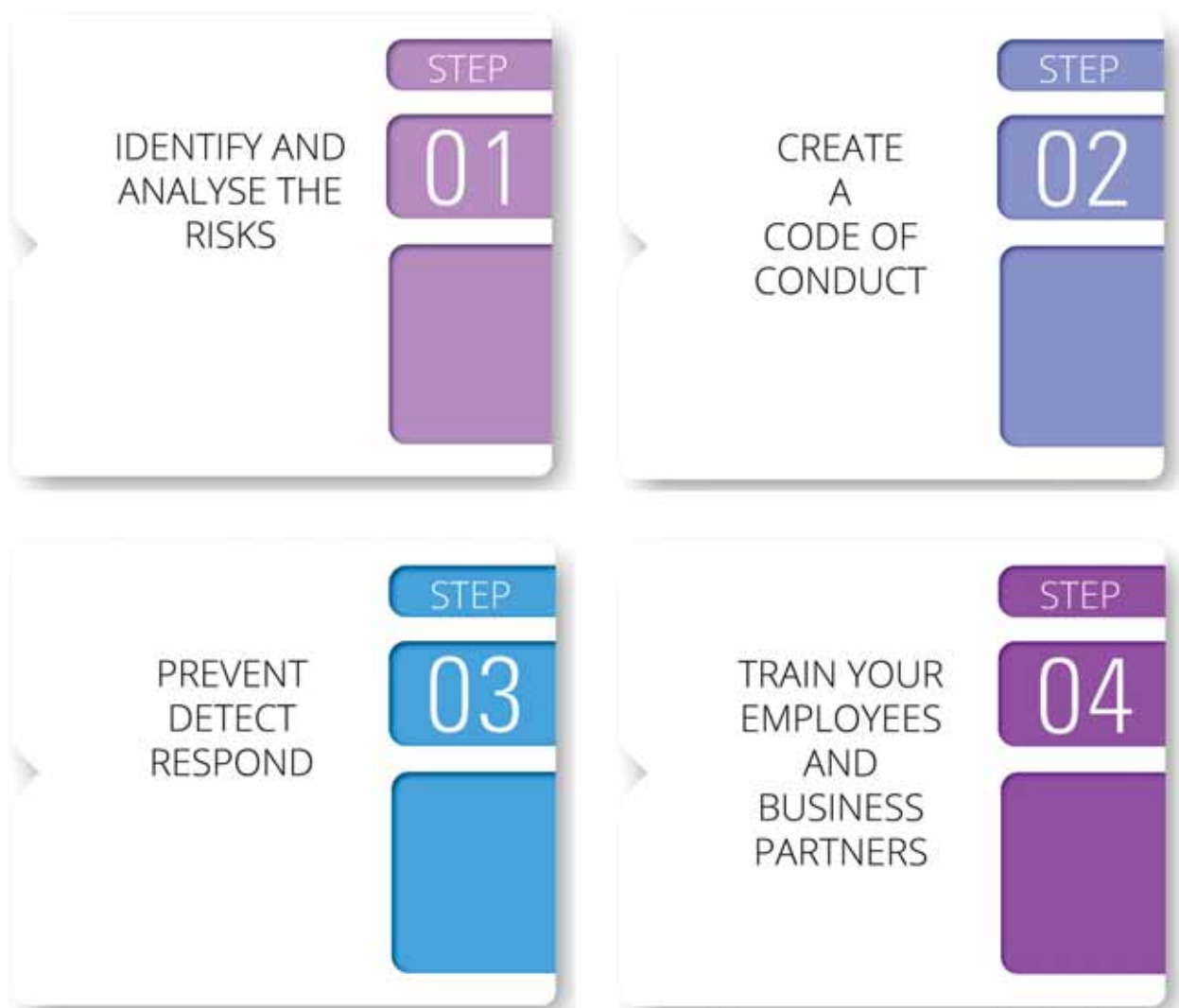
03

HOW DO I PROTECT MY COMPANY?

3.1 Setting up a system

Smaller companies like yours may not have the resource to set up sophisticated audit and compliance systems. So what are the basic steps you can take to protect your company?

As a start, just take a logical and consistent approach to understanding the risks you are facing.



3.2 Red flags

There are plenty of situations where a business situation is high-risk. These danger areas we call “red flags”.

Identifying potential red flags helps you to identify areas of weakness within your company where corruption might occur, and helps you to devise policies that will protect your company...before something goes wrong.

Of course the risks are specific to your company. However, in this section, we'll give you an idea of the high risk areas that you should look out for and what you can do about them. In the box below, here are some real-life examples of red flags. Some of them relate to the behaviour of you and your client, some of them to the agents that facilitate the transaction.

- Your client or an agent demands high commissions or unusually large fees
- There's no written agreement or contract between you and your client
- The contract does not conform to industry or government standards
- There's missing or incomplete technical or financial documentation
- Your client appoints an agent to negotiate the contract and receive payment
- The agent has staff related to a government official
- You have not been able to conduct a proper review of your client or their agent
- Your client or their agent want to make payment into an offshore account
- Your client or their agent want to make payment in cash

3.3 Identify and analyse the risks

There are many corruption risks that you will come across in the course of your day-to-day operations. Some of them may be the red flags we mentioned above.

Here are some specific examples that you might have come across in your company and market – do you recognise any of them?

- Customs official demands payment to speed up customs clearance
- Procurement official requires payment in order to award you a contract
- A group of companies collude in a public tender in order to exclude a competitor
- Health and safety inspectorate official requires payment to issue a certificate
- Purchasing manager of another company requires payment to award your company a contract
- You take out the chief purchasing officer to an expensive meal or invite him on an all-paid holiday
- Tax authorities require payment in order to reduce your tax bill or turn a blind eye to dual accounting practices
- A politician or local governor asks for contributions to his electoral campaign or to a favourite charitable cause in exchange for commercial favours
- Your first cousin is the local mayor and awards your company a contract

From the list above, you can categorise the risk areas that need special attention. These are:

- Gifts and Entertainment
- Political and charitable donations
- Facilitation payments
- Bribery in public procurement
- Conflict of interest

In order to analyse the risk, go into a bit more detail into how each of these apply to your business, and whether the level of risk is high, medium or low. One quick way of assessing the high-risk areas is to ask yourself the following questions:

- Do I understand the high-risk areas in the markets in which I operate?
- Do I have a lot of dealings with government officials and agencies?
- Have I fully understood the local laws and regulations on corruption?
- Do I have contracts with my business partners with clear and appropriate payment terms and conditions?
- Have I checked up on the background of my business partners, including joint ventures partners?

If the answer to these is “yes”, then you are on the right track to begin to protect your company and your colleagues from corruption.

If the answer to any of these questions is “no”, then you need to take some extra measures. There's more on this topic in Chapter 5.

3.4 Create a code of conduct

You have identified and analysed the risks. Now you have to manage them. Your first step is to make the rules clear to everyone in your company. You need a Code of Conduct.

A Code of Conduct serves as a guide for all employees on acceptable behaviour in decision-making, commercial transactions, and all other business activities, inside and outside the company. The Code should reflect the values and principles that the business seeks to uphold.

The Code will guide managers and employees in:

- The values and principles of the organisation
- Acceptable and unacceptable behaviour
- Courses of action in tricky or difficult circumstances
- Avenues and procedures for seeking advice
- Incentives for adhering to the code and penalties for unethical practices

There is no need to reinvent the wheel. There are many available Codes of Conduct which can serve as your model. Why not ask one of your international partners to share with you their Code of Conduct – they will be pleased you've been paying attention!

On the other hand, it is best not to blindly use a standard template or to copy someone else's Code word-for-word. If your company has never had a Code of Conduct, you might consider engaging in a consultation process with your employees. This will help them feel more responsibility for abiding by it once you introduce it. If you're a smaller company, you are unlikely to have the resource to do this, so take a look at the tips in the box on the next page. Just use those that apply best to your business.

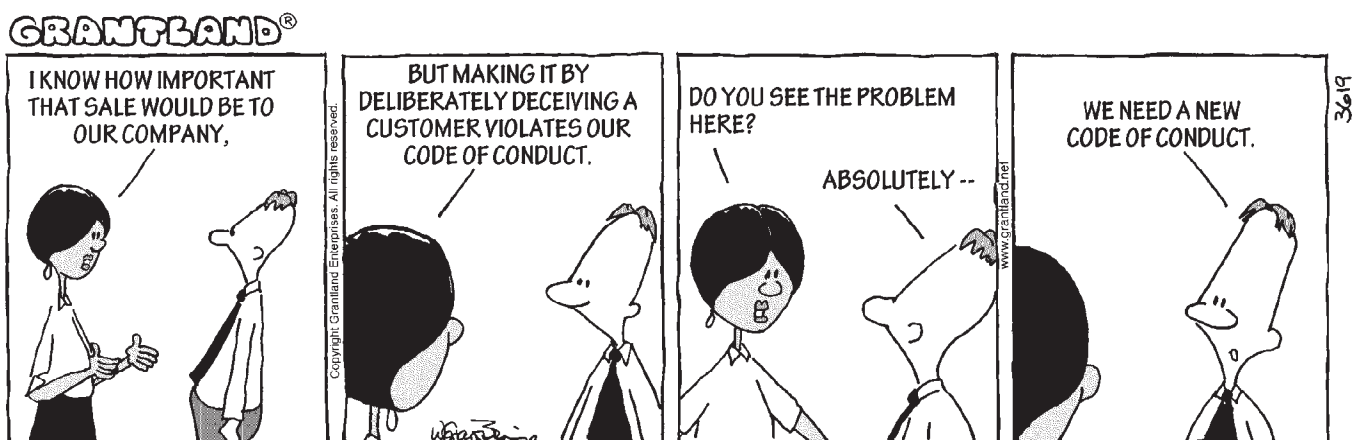
Your Code of Conduct must be clearly communicated to all employees. Just getting them to sign it when they join the company may not be enough. Bigger companies arrange annual training sessions for employees, and require them to sign the Code every year. Some companies even print elements of the Code on the

back of the pass which employees use to get into their building: it's tantamount to making them read the Code every day in order to allow them into their office

Of course they won't forget the Code if you don't go to these lengths, and none of this guarantees that your employees will comply with your rules – but it's a way of ensuring that they know this is the central policy of the company and has the highest level of commitment from top management.

A particularly important section of the Code is "what happens when the Code is breached". Here you need to make clear what the consequences are of ignoring the Code – there could be a range of consequences from a caution to a financial penalty, from dismissal to reporting the employee to the law enforcement authorities. At the same time, you need to ensure that they understand that they will not be penalized for losing a sale or contract as a result of their refusal to pay a bribe. It's extremely important that the Code of Conduct drives the right kind of behaviour consistently throughout your company.

Apart from communicating the Code internally, you need to have a rigorous external communication strategy too. This will show your clients and suppliers that you are seriously committed to following the best international standards. The Code should be shared with business partners, suppliers, clients/customers to ensure that any transactions involving your company are ethical. It does no good to have a Code of Conduct if your agents or other third parties are engaging in corrupt activity on your behalf! It also makes it just a little bit harder for corrupt officials or managers to make an approach to solicit a bribe. And on the positive side, it will stand you in good stead with many of your clients and business partners, and in some cases may give you a competitive edge.



Putting together a Code of Conduct

There are lots of ways of putting together a Code of Conduct, but let the advice provided by the Public Sector Commission of the Government of Western Australia stand for them all. Although it's designed for use in large government agencies, its advice holds true for private sector companies of whatever size. Here are a few elements from their advice:

- Use positive or inclusive language such as 'we' or 'our'.
- Make sure your code is clear, concise and use plain language so everyone understands it.
- Avoid having a code that reads like a list of what not to do.
- Ensure the code is well structured and specific enough to guide the conduct of employees
- Provide references to detailed requirements or links to specific policies

Key elements to include in a Code of Conduct:

- Personal message of commitment from the CEO
- Why a Code of Conduct? Values, vision and mission/strategic direction of the company
- Conduct areas:
 - Personal behaviour – explain how individual employees are expected to behave
 - Fraudulent or corrupt behaviour – draw a clear line between what is and what is not tolerated
 - Use of company resources – outline how the company's property should be safeguarded, including record keeping, use of information, intellectual property and confidentiality
 - Conflicts of interest and gifts and benefits – explain how gifts and other grey areas should be handled
 - Reporting suspected breaches of the code
 - What happens when the Code of Conduct is breached
 - Where to get advice
 - Code of Conduct review date

3.5 Managing compliance: Prevent, Detect, Respond

A Code of Conduct is of course only as good as the paper it is written on. The Code needs to be enforced. Larger companies have sophisticated audit and compliance systems, which may be beyond the means of many smaller companies. However there are some things that you can do to keep control within your company:

Prevent

Set the Tone from the Top

Leadership on compliance is necessary at all levels of the company, but the CEO or President must be seen to be totally committed to the idea. It is unlikely that your employees will abide by the rules if there is a feeling of indifference at the top. And it goes without saying that if there is a perception that the top management is not respecting the rules, there's almost no chance of maintaining an effective compliance system.

The CEO can set the Tone from the Top by engaging with employees on the topic of ethical business. Some companies organise regular sessions to discuss the Code of Conduct. It's a great opportunity for the CEO to demonstrate his or her commitment to clean business, but also to learn from employees about some of the corruption challenges they face in the market. It will help the top team to become more aware of the risks, and to set up safeguards to protect the company

Setting the Tone from the Top is in effect a two-way street of effective communication.

Appoint a Compliance Officer or Assign Responsibilities for Compliance

If you have sufficient staff to warrant it, appoint a Chief Compliance Officer (CCO). This could be an additional responsibility held by the Chief Legal Counsel - although in many of the largest companies, the legal and compliance functions are separated. In any case, this responsibility should be entrusted to a qualified person reporting directly to the head of the company or to the board. For smaller companies, this will necessarily be just a part of a manager's other responsibilities. It's not essential that the manager should have a strong legal background. Just as important as legal knowledge are

management skills that enable the CCO to enter into the trust of all employees. Compliance managers at their best are educators, not auditors, and should be perceived by your team as facilitators for promoting better business, not as obstacles aiming to prevent it.

Establish Clear Guidelines for Handling of Company Funds

The highest risk functions in your company are likely to be those most closely associated with some kind of financial transaction:

- those that come into closest contact with procurement managers and sales managers from other companies
- those that come into contact with government officials responsible for procurement or giving permissions or authorisations
- those that pay or receive money, especially cash

Some simple rules can go a long way to protecting your company's assets, finances, and reputation.

Here are some examples:

- All non-electronic payments should always be backed up with supporting documents
- All cash withdrawals should be recorded and signed for
- Cash payments and receipts should be limited to small transactions – make sure there is a ceiling for purchases to be made with the fund
- Identify which types of purchases that can be made with this fund
- Restrict the use of cash advances for employee's personal use
- All payments above a certain amount should require more than one signatory
- Before purchasing anything, make sure you have received quotes from more than one supplier.

Know Your Customers, Suppliers and Business Partners

The importance of knowing your customers, suppliers and business partners has been recognised to such an extent that there is even a special acronym for it: "KYC" or "Know Your Customer". In fact many major banks even have a KYC manager who is responsible for ensuring that their customers are not using the banking system for money-laundering.

There are several ways of finding out more about your customers, suppliers and business partners.

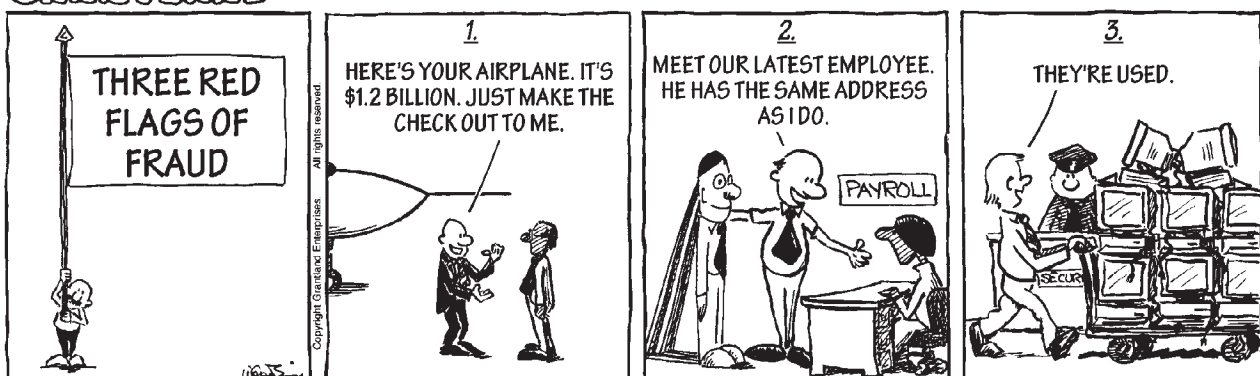
The most simple is to conduct a simple internet search about the companies you deal with. You should in any case be interested in their financial standing, so whilst you are about it, find out about their public reputation, what issues they have in their markets, who are their owners. For companies with whom you have large-scale transactions, or are concluding a more substantial deal, such as a merger or acquisition, you may consider hiring a third party specialist to conduct a due diligence.

Know Your Employees

Your approach to employees should be similar to that used for your business partners. Of course very small companies may be family-run, and the employees as well as the network of customers and suppliers may be one big extended family where everyone knows everyone else. But once your business gets to a certain scale, you will be hiring strangers: traditional personal relationships cannot be taken for granted. Many of the corruption scandals of recent years were not driven by a dishonest competitive practices by a whole company, but by a rogue employee taking advantage of lax rules, poor supervision and a weak corporate culture. During the interview, you should try to explore the candidate's views on corruption issues. You may have to make a tough decision: – what to do about a candidate who has all the commercial and professional qualities you are looking for, but has little or no understanding of the basic rules of compliance. When you have made your decision, you should always take references from previous employers. Sometimes this is done in a rather formalistic way - an exchange of letters is often considered to be sufficient. But if you want to really understand what drives or motivates a new employee, you would do well to speak to his or her former employee.

One word of caution – some candidates may have a past record of criminal activity – that does not mean that they should not be employed. The fact of a criminal record should be placed on file and noted. As long as the employee was open about this fact, it should not automatically be a bar to employment.

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Defining third parties

One of the highest risks is around third parties. As part of knowing your customer, you should be able to categorise the different kinds of third party that you do business with. Here is a simple list of the main categories of third party:

Joint venture partner: An individual or organisation which has entered into a business agreement with another individual or organisation (and possibly other parties) to establish a new business entity and to manage its assets.

Consortium partner: An individual or organisation which is pooling its resources with another organisation (and possibly other parties) for achieving a common goal. In a consortium, each participant retains its separate legal status.

Agent: An individual or organisation authorized to act for or on behalf of, or to otherwise represent, another organisation in furtherance of its business interests. Agents may be categorized into the following two types: sales agents (i.e. those needed to win a contract), and process agents (e.g. visa permits agents).

Advisor or consultant: An individual or organisation providing service and advice by representing an organisation towards another person, business and/or government official.

Contractor and sub-contractor: A contractor is a non-controlled individual or organisation that provides goods or services to an organisation under a contract. A subcontractor is an individual or organisation that is hired by a contractor to perform a specific task as part of the overall project.

Supplier/vendor: An individual or organisation that supplies parts or provides services to another organisation.

Service provider: An individual or organisation that provides another organisation with functional support (e.g. communications, logistics, storage, processing services).

Distributor: An individual or organisation that buys products from another organisation, warehouses them and resells them to retailers or directly to end-users.

Customer: The recipient of a product, service or idea purchased from an organisation. Customers are generally categorized into two types: an intermediate customer is a dealer that purchases goods for resale, and an ultimate customer is one who does not in turn resell the goods purchased but is the end user.

Adapted from: Good Practice Guidelines on Conducting Third-Party Due Diligence, PACI

Detect

Maintain Accurate Books and Records

Your business should keep only one set of books that is accurate and shows all financial transactions. There should be no off-the-book transactions. Maintaining accurate books and records will help you monitor your business, guard against unauthorized transactions, and better manage risks. It will also help protect your business if there is ever a need to explain a transaction.

Engage External Auditors to Conduct Regular Audits

External auditors can help detect irregular transactions engaged in by your employees. Make sure that the auditor is reputable and aligned with your own ethical standards. You may also request an external auditor to review your business's internal controls and make recommendations for improvement.

Provide Channels for Reporting Corruption

Reporting or whistle-blowing is one of the hardest and most sensitive areas in enforcing the Code of Conduct. It is quite culturally dependent: in some societies it is considered ethically impossible to report a colleague for even the smallest misdemeanour, whereas in others it is considered the "right thing to do". In a small family-owned business, whistle-blowing is likely to be an action of last resort.

Whatever the traditions in your society and whatever the relationships in your company, you should still provide your employees with some kind of objective mechanism for reporting corruption or other unethical conduct, without fear of reprisal from colleagues or management. A modern whistle-blowing system requires planning regarding how information is received, how information is distributed, and how records of complaints and investigations are maintained.

In order to achieve this, the whistle-blowing mechanism should ensure that reporting can be done confidentially and/or anonymously. This may entail establishing a hot-line to a third party (your external counsel for example).

Certainly if your employees believe that a complaint can be traced back to them, they are unlikely to report wrong-doing and an important source of detection will be lost.

At the same time, anonymous reports do need to be screened by a neutral third-party in order to safeguard against malicious or frivolous abuse.

Reports must be investigated at once and effective action taken. If employees do not think that anything will be done as a result of their report, they will not use the system.

An effective reporting system

An effective reporting system should offer a choice of channels for reporting depending on the nature of the report.

Reporting to a colleague: A less serious complaint might involve reporting to a direct manager, legal counsel, higher management, or the CCO. However that is not possible if the complaint concerns one of the managers in question, so other channels need to be provided.

Anonymous hotline: Large companies frequently outsource the hotline to specialised firms. Smaller companies find other ways, for example a box placed in an easily accessible yet private spot on company premises.

Should reporting be anonymous or not? Employees should be confident that all reports will be kept confidential. If you can create an atmosphere of trust, anonymous reporting may not be necessary. In some more serious cases, anonymity will be important. However, evaluating the validity of anonymous claims can be difficult and can hinder the company's ability to address the reported issue. While all reports deserve due diligence, there is a possibility of abuse of the process through malicious or false reports.

Dealing with reports: Reports should be classified according to the seriousness of the allegations and how the report should be dealt with. Some allegations can be dealt with by the immediate boss of the individual under investigation. More serious cases should be looked at by a committee involving legal, human resources, finance and other relevant departments.

Dealing with reprisals: Even with the best efforts to preserve the confidentiality of an employee reporting violations, suspicions may arise amongst the staff, and especially from the person accused of misconduct. You need to deal with reprisals, whatever form they take, as soon as they arise.

Follow-up on complaints. There is nothing more demotivating for employees than reporting a violation and never hearing back on how it was resolved. Make sure that each report is registered, record the outcome, and follow up with the person who reported the issue (if they did not make the report anonymously).

Respond

Penalise corrupt behaviour

Your company must apply stringent penalties for employees found to engage in corruption or other unethical conduct. The penalties must be in keeping with your country's labour legislation and the conditions of the termination clause in the contract with your employee. The following are examples of penalties a business might apply to employees for unethical behaviour, but please check local legislation before taking any action.

- Reprimand is an oral or written warning to the employee who has committed a minor offense for the first time
- Suspension is a temporary physical detachment from employment. The suspended employee does not earn a salary or receive benefits during the suspension. An employee being investigated for misconduct can be put in suspension while the investigation is pending
- Dismissal is a dishonourable discharge from the company. A dismissed employee may lose employment and redundancy payments

If the case is severe enough, you should communicate it to the law enforcement authorities. Communicating a corruption case inside the company is not a straightforward matter. Certainly if the case has resulted in the dismissal of an employee, it is right to tell the rest of the team about what happened and why. It will act as a disincentive for other employees.

On the other hand, if the case merited a reprimand or a suspension, it may be best not to broadcast it to other employees. The person who committed the corrupt act is still part of the corporate community and needs to rebuild his or her reputation.

Incentivise ethical conduct

When the opportunity is right you should encourage ethical behaviour and publicly recognise it. In some cases you may even consider providing financial incentives to employees.

- Recognise good behaviour: There are plenty of examples of employees reporting a solicitation

or refusing to deal with corrupt official – you'll know about it because it will have been reported through your CCO. These are positive case-studies of your colleagues making the right decision in difficult circumstances. They can be referred to in top managers' speeches, or in the compliance training sessions. Some companies give plaques or trophies monthly or annually to employees who best exemplify the company's values. You might not need to go to these lengths, but a pat on the back from the CEO can be just as encouraging!

- Reward good behaviour: In an increasing number of countries, there are regulations providing for generous rewarding of whistle-blowers. From a corporate point of view, this may be justified – the whistle-blower has saved the company from financial and reputational losses. However, as we mentioned in the section about reporting, whistle-blowing may not be socially acceptable in your country, and rewarding it in your company may do more harm than good to the standing of the whistle-blower, and to the morale of the other employees.

Another way of incentivising good behaviour is to include ethical standards in employees' performance reviews. Employees who show they understand the values, or managers who are publicly supportive of the Code of Conduct are your closest allies, and this should be recognised publicly and privately. Their commitment to responsible business practices should be one of the criteria when you are considering them for promotion.

Review your processes

When things go wrong – or right – you should always learn from the experience. The experience of an employee giving or receiving a bribe, or refusing one, the use of the anonymous hotline, a corruption case - these should all feed back into the compliance process and the Code of Conduct. Is the process fit for purpose? Does it prevent the behaviour you want to prevent? Are there loopholes? Part of your response is to continuously improve the process.



04

**HOW DO I GET
TRAINING
FOR ME AND
MY COLLEAGUES?**

4.1 Train your employees and business partners

Training is a key component of any anti-corruption programme.

An outstanding training programme, not only can provide protection to your company but it can help address issues head-on especially where it is given in a way that is relevant to your employees, for example, where it provides the knowledge and skills that they need to do their job.

By the same token, badly thought-out training may end up wasting effort and negatively impact the good culture you are trying to promote.

As we have seen from a variety of reports, the majority of bribery allegations involve a third party. This has resulted in many large companies now requiring suppliers to demonstrate that they have an effective compliance programme. A training programme is one element that companies will be expecting to see.

However we are also seeing many large companies prescribing their own training for employees of 'would-be' suppliers. Where a company works for multiple large companies, this can lead to multiple training being taken by your employees on very similar topics. This is not only a drain on resources for the smaller companies but also in some cases the training messages may be inconsistent. In such cases a well thought through training programme may be sufficient to meet the demands of those larger companies which will in return save your company time and resource by avoiding duplication .

What does a good programme look like?

There are numerous companies and civil society organisations that can provide you with training platforms, off-the-shelf training packages, help and assistance. Some of these services are free, some have a cost. In Appendix V, we have recommended some of the suppliers that are available to help you choose what might be the most relevant fit for your company's training needs.

Although many people believe that it should be possible to design a single training programme regardless of sector or company, this may not actually translate into an effective programme. Choosing a module that fits the style and culture of your company will mean that training is more effective for

the budget and resources available. If your employees find a training module relevant to what they do, they are more likely to learn. Also using training that has been developed within your specific sector may mean you can capitalise on work already done by some of the larger companies. This will also aid any training programme being seen as acceptable to your customers.

Tracking

Every employee should have a minimum of knowledge on corruption risks and in particular should be familiar with your company's anti-corruption compliance programme. In practice, issues of corruption may only affect a small number of employees directly, and the anti-corruption compliance programme will apply to employees in very different ways depending on their function in the organisation. However, all employees need to receive sufficient training to enable them to identify, evaluate and prevent potential corruption risks.

Whatever the training, it is critical that you track what training has been given, when and to whom.

Tracking is important for two reasons:

- 1) to ensure that all employees have consistently received the training; and
- 2) to ensure that you can prove to other companies that you are working with, or a regulator, that training has indeed been delivered consistently throughout the company.

This can be as simple as keeping a spreadsheet of topics and completion dates or a copy of a training certificate signed by the individual employee. Many on-line platforms have a built-in tracking facility.

Training format

Training courses can be implemented "face-to-face", or on-line, or both.

Face-to-face training is often considered the most effective method since live sessions are interactive and enable participants to discuss issues and solutions. This leads to a greater understanding of the subject matter. Face-to-face training may be an easy option for a small company with limited geographical spread. Tracking is easier as this is as simple as a signed attendance sheet. However for larger companies with a greater geographical spread this is not always affordable or feasible. It should

be remembered that it is actually those employees who are geographically remote, or located in a country by themselves, who constitute the principle audience for any training.

A “train the trainers” programme can also be effective; an employee goes through the training and is then capable of delivering it to his or her colleagues.

On-line training (for example webinars) has the advantage of being accessible at any time and from any location. It is also easier to track who has been trained. This may not be as effective as face-to-face training, but it provides an instant, and often more efficient, solution to ensure that at least some training is being given.

Ultimately the most effective programmes combine both face-to-face and on-line “refresher” or “reminder” components.

For it to be effective, anti-corruption training needs to be delivered in clear language that is easily understood by the audience and based on practical examples set against the applicable regulatory framework.

When choosing what training will best suit your company, you do need to consider what languages will be needed. Please note that much of the free training that we have included in Appendix V will be predominantly in English and may not be available in other languages. To get training programmes in a wider range of languages may entail additional costs.

Measuring Effectiveness

A test at the end of a training module is widely accepted as a measure of effectiveness although in reality, it may be limited to measuring the extent to which the employee has fully understood the training.

A better measure of the effectiveness of a training programme is of course the absence or decrease in unethical or “corrupt” behaviour by one’s company’s employees. However, because such unethical behaviour may take time to be uncovered, and in any case may not be a very frequent occurrence, this cannot be the only test of effectiveness.

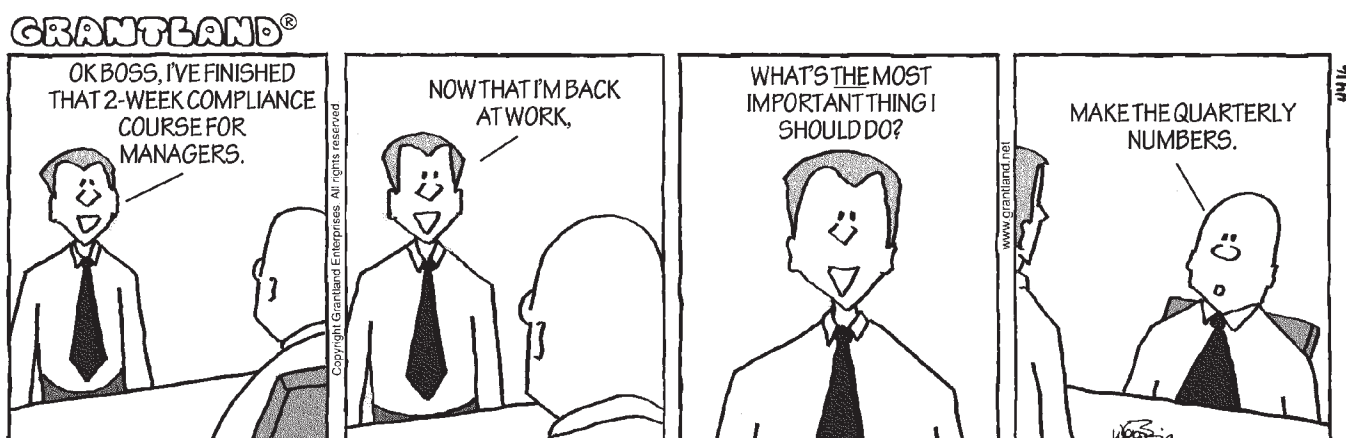
You should therefore try to use a range of different indicators to assess the effectiveness of your

anti-corruption training. One indicator could be the degree of interaction or responsiveness of the employee to the training. Another indicator could be a survey for feedback or an actual test taken by the employee. A third could be the increased use of the company's whistleblower programme.

There is much debate about how often training should be given. Most companies run training annually.

However there is no magic formula here. It is certain that employees are able to retain learning for longer than one year, so if resources are tight, a two-year or three-year training cycle may be more practical. In the end it is a matter of establishing a viable and relevant programme and then being able to demonstrate its effectiveness.

If business partners are requesting annual training, consider using 'test out'. This involves setting a test at the start of the year covering the main topics of the anti-corruption training programme. If the employees pass the test then no further training is required throughout the year. If they fail, training should be provided. This method can save time and resource, and it can help you refine the training programme by highlighting gaps in employees' knowledge.



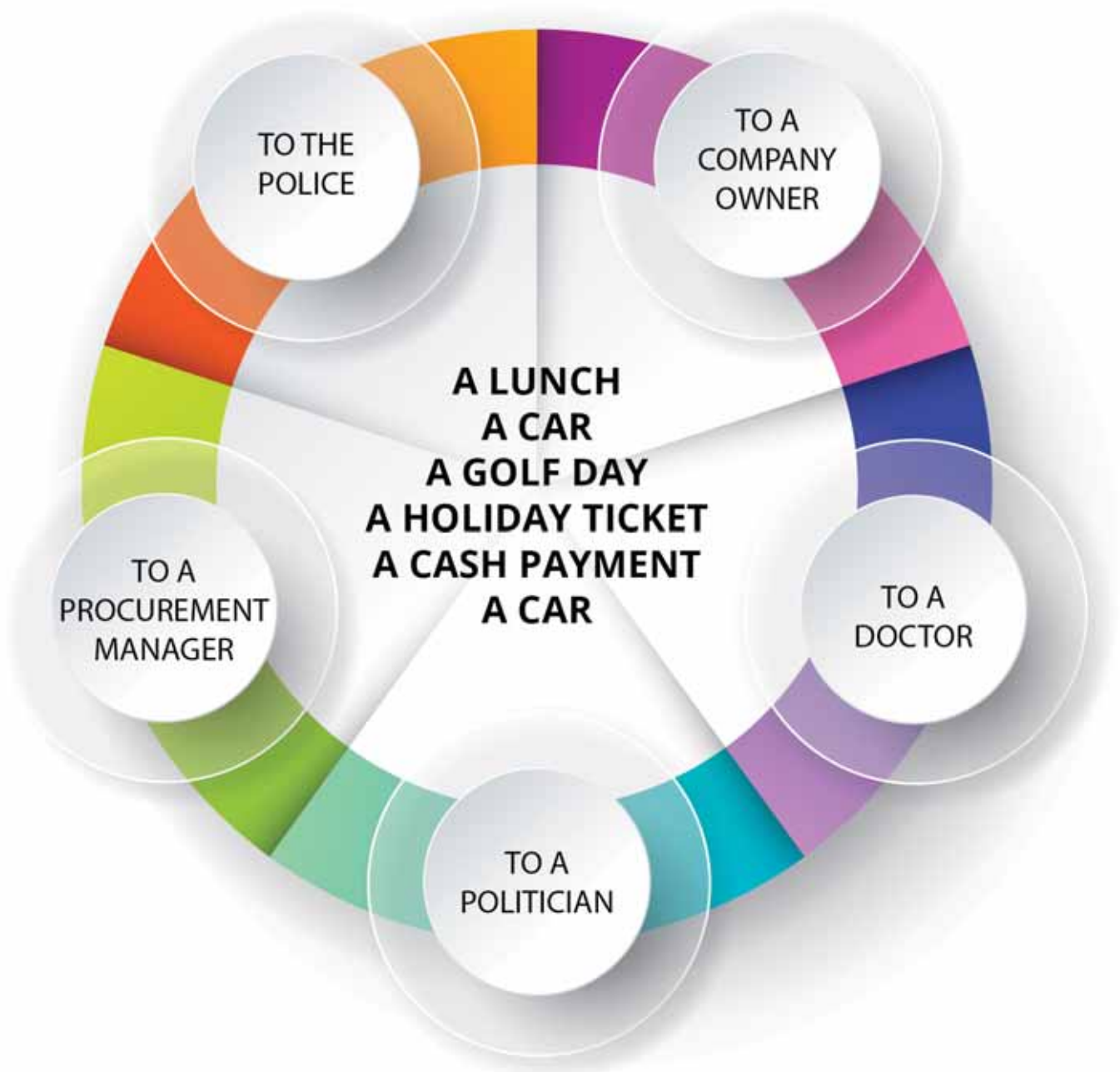


05

HOW DO I RESIST CORRUPTION?

5.1 What are the high risk areas?

Gift? No gift?



Gifts and entertainment

In most countries, entertaining your clients or giving presents is a normal part of doing business. It's a sign of respect and it builds good will. It may be reciprocal – you have been given a gift and you want to recognise this by giving something in return.

The problem is that you can go too far. A disproportionate gift such as a trip abroad or a sumptuous dinner can send messages to your client - and your competitors or the law enforcement authorities - that you are effectively giving a bribe. If your gift helps sway your client's decision in your favour, you are essentially contributing to uncompetitive behaviour.

And even if the gift is not given with that intention, it may be perceived to be, then it is a grey area, and you need to take care not to overstep the mark.

So how do you define what is too much?

You need to establish a clear "Gift Policy" as part of your Code of Conduct. This will define appropriate, inappropriate or questionable gifts. The Policy should cover both giving and receiving gifts.

There is no one standard that is valid for every case or company. Some companies find it simpler to insist on a "Zero gift" policy, but others may prefer giving/receiving gifts within well-defined boundaries. It goes back to your identification of risk and what is tolerated in your country. But if you are part of a US company's supply chain, you need to be aware of their extreme sensitivity to this issue. Follow their guidelines!

Once these definitions are established, include in your policy what your employee should do if wanting to give, or receive a questionable gift.

The usual approach is for the employee to get approval from his or her direct manager. This process will normally be documented in writing.

When you or your managers are asked to approve a gift that is questionable ask the following:

- Is the gift likely to influence your colleague's or business partner's objectivity?
- Will the gift set a precedent in your company as being appropriate rather than questionable?
- Will the gift appear to people outside the company as an alternative to a bribe?

If the answer to any of these questions is "yes", proceed with caution!

Political and charitable donations

Many of your contracts may be with the national, local or municipal government.

There will be plenty of pressure on you from your government counterparts to make some form of financial donation to political parties or charitable causes favoured by politicians, in exchange for contracts.

At the same time in many countries of the world, there is increasing scrutiny from the anti-corruption law enforcement authorities on undue influence on public figures or what might be construed as political lobbying. Lobbying can include using lobbyists or consultants to influence government officials and making political donations to official entities.

Donations to political parties

Political donations are not regulated in many countries but naturally can be more sensitive because money changes hands. The risk of exposure is high.

The most effective way to counter this risk is to have a policy of strict political neutrality and to disassociate the company from any single political party. Your Code of Conduct should include a policy not to allow donations to political parties, organisations or individuals engaged in politics. Your employees may be entitled to their own political views and activities, but they may not use company premises to promote those views or associate their personal views with those of the company.

Lobbying

If you are perceived to be using lobbyists to seek improper influence over government decision-making on public spending, for example by providing free services or gifts, you may also be placing yourself and your company at risk.

The best way of countering this is to opt for full transparency in lobbying, by recording to whom payments are made and what the payments are for. You can also keep your lobbying at arm's length by not engaging in it directly yourself, for example by working through trade associations and wider business membership networks.

Charitable donations and sponsorship

In many countries, companies place themselves in an advantageous position with local government officials by making charitable contributions to an official's pet project or sponsoring an event. This is on the surface marginally more acceptable than a cash in envelope bribe, and certainly harder to detect, but if it is perceived as influencing decision-making, it's still a kind of "social bribe". And of course if some of the funds are siphoned off for the personal benefit of the government official, it's totally outside the law.

Make sure that money paid to a charity is not related to a business deal. Always give the money to the organisation and not an individual. Sponsorship should visibly benefit your company by the publicity generated in being associated with an event or a brand. Make sure it can't be construed as a way of winning a contract or as a cover for bribery.

Facilitation payments

Facilitation payments deserve special consideration. You may know them by different euphemistic names – "grease" or "speed" payments for instance. They are small payments made to public servants that expedite or secure the performance of a routine or required action to which the payer is legally or otherwise entitled. In many countries they are a way of life.

Such actions may include timely granting of a business permit, processing imported goods through customs or connecting a newly opened office to the state-run electric grid. Unofficial payments to facilitate these government services may be commonplace in many countries but they are illegal under most international laws and, importantly, these payments are often also illegal under the local laws of countries where the payments seem to be common practice. As such they should be avoided, and if that's impossible, they should always be documented.

For instance, a permit office may have a clearly published schedule of fees for an expedited service available to applicants, in which case it may be permissible for you to make such a payment as long as your employee obtains a receipt and a copy of the pricing chart, and the payment is correctly accounted for in your books.

Sometimes small payments may be a matter of extortion and impossible to avoid without immediate

harm to the company or its employees. Under these circumstances the incident should not only be properly recorded but also reported to the authorities.

Conflicts of interest

A conflict of interest is when one of your employee's personal interest conflicts with his or her official duties and responsibilities. A conflict of interest can arise when an employee, officer, or director takes action or has interests that may make it difficult to perform his or her company work objectively and effectively.

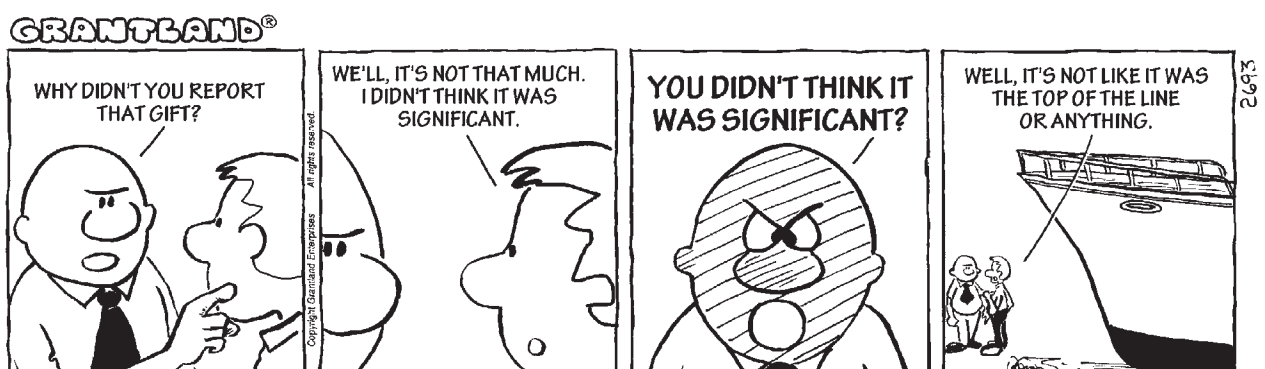
Examples of conflicts of interest – actual, potential or perceived – include:

- Your procurement officer gives a family member a contract for the supply of goods even though the goods offered by the family member are more costly or inferior in quality
- One of your employees has outside employment or receives compensation from a supplier, customer or competitor, and this influences his or her ability to make decisions in the interest of your company
- Your head of Research and Development sells your company's proprietary information and intellectual assets for private gain
- Your Finance Director serves on a competitor's board of directors
- Your head of sales is closely related to your local city's Chairman of public tendering

In your Code of Conduct, you should have a clear policy prohibiting actual conflicts of interest.

To maintain the integrity of business relationships and transactions, you should require all employees to declare any actual or perceived conflicts of interest.

A standard form for declaration of conflicts of interest should be made readily available. There should also be an established procedure for managing declared conflicts of interest, such as requiring the employee with the conflict to withdraw from any involvement in the transaction at issue.



5.2 Resisting bribery

This is perhaps the most difficult section of the Toolkit: how to say “no”!

Most of this Toolkit is directed at helping you and your colleagues avoid situations where you are asked to pay a bribe. But the reality is that very often you may face pressure to make an improper payment or be complicit in corrupt activities.

“Just say no!” - the favourite, and rather simplistic, advice from the global multinationals to their employees and to the small local companies in their supply chains - is all very well, but it may not be the most realistic option.

Your specific market environment, the size and influence of your business in the market, the type of goods and service, your relationship with global multinationals, the efficiency of law enforcement authorities in your country will ultimately influence your decision as to whether to pay or refuse to pay a bribe. Only you can make that call. Hopefully backed by the risk management system we have proposed in the Toolkit, you'll make the right one.

So what are the options available to you?

Say YES :

In real-life situations, paying the bribe may be the only viable option, although, naturally, not one that the authors of this Toolkit would condone. This is not advice the authors of this Toolkit will be able to give! It's up to you to decide how to manage such situations, and soften the impact by negotiating a better deal.

There are extreme cases where there's no other option but to pay the bribe, i.e. intimidation, threat to life, damage to personal property, harassment, or brutality, etc. In such a scenario, protection of life becomes paramount, and even the strongest anti-corruption legislation allows for some leniency in such circumstances. In such cases, retain vital evidence of harassment or duress.

If it's any comfort, you will not be the first or the last to pay a bribe. You can join many thousands of

others who have had to deal with such situations through the celebrated [I Paid a Bribe](#) site.

Say NO

These are the ways in which you can say no but without losing the immediate contract or ruining your longer-term relationship with your client. Many of these options are explained in relation to real-life situations in the very useful [RESIST publication](#).

There are a surprising number of ways of saying no.

A direct refusal is relatively easy for companies which hold a strong technological or price advantage, or are sufficiently big to be able to walk away from deals which are unacceptably risky. For most small companies that will be difficult. The risk is that you will lose this deal, and if the bribery is prevalent in the market or society as a whole you may not be able to continue with your business at all.

So you need to say no in such a way that discourages the bribe taker from asking again. Here are some options. None are guaranteed to stop bribery from happening, but they may discourage it, and in the longer-term, prevent it from happening again.

Ignore the solicitation

There are ways and means to ignore the request. Often a solicitation is not made openly: various alternative turns of phrase are used to avoid an outright request for a bribe. There may be an opportunity to say that you have simply “not heard” or “not understood”.

Bureaucratise the decision-making

You can give the impression that you are not the decision-maker. In fact your boss (if you have one) is. So you need to get the request in writing, and you would both have to go together to “speak to your manager”. In the event that the boss agrees, there would have to be a written receipt of payment. If the solicitation is coming from an individual manager or official, the idea of a second, more public, conversation with someone else may act as a disincentive. Similarly a paper-trail could be a major disincentive.

Find out more about the briber-taker

Sometimes solicitation is driven by a low or mid-level official who needs to compensate his or her meagre salary. Sometimes it's more systemic – the extortion is sanctioned by the top level of a company or a ministry, and the senior level is receiving a share of the bribe. If it is a rogue employee, it may be easier to alert his or her bosses. If the bosses are involved in the bribery, then it may be harder to deal with.

Create legal boundaries

You can say that you are a representative of your company and the company has a tough Code of Conduct, and is compliant with local laws, national laws which have extraterritorial application such as the FCPA and international anti-corruption conventions such as UNCAC. The Code of Conduct is upheld by numerous policies and control mechanisms such as internal audit. By agreeing to pay up, you would be putting at risk your own job, and there would be a strong risk of the whole scheme being discovered in time. You could mention a few examples of where companies have been prosecuted for similar offences.

Transform illegal payments into legal ones

Not all payments are illegal – if you can document them, then under some conditions they may be acceptable. For example small facilitation payments which enable you to receive a service more rapidly. In most legislatures, giving cash in an envelope “under the table” is completely illegal. But some kind of “gratitude” can be expressed in other forms such as gifts and entertaining, or charitable donations to a local good cause. The important thing is that these are not perceived to be disproportionate or influencing the decision maker. Any kind of gift should be above board and properly documented.

Whistle-blowing

You can take a more proactive law enforcement line. What is being proposed is illegal, and if the bribe-taker does not desist immediately, you will report this incident to the bribe-taker's boss, to the law enforcement authorities, to whistle-blowing NGOs, and even to the senior political leaders in the country. You can also threaten to back out from the bid and even from the whole project. Another variation is to threaten to take the case to the media. Of course this line only makes sense if you feel

that the law enforcement authorities will in fact back you up, if you are financially strong enough to miss out on the deal, and if a media or political scandal really acts as a disincentive in your country. You will be aware of the high risks to yourself and your company by pursuing this line.

Collective action

There are an increasing number of examples of companies working together to counter corruption. The idea of "Collective Action" is that smaller companies, by opposing corruption together, can actually block the people or companies soliciting bribes. For more on how you can work with other companies to counter corruption, take a look at Chapter 7.



06

**WHERE CAN
I GET MORE
INFORMATION?**

6.1 Where can I get more information?

A comprehensive list of anti-corruption agencies and national legislations can be found on UNODC's web-based anti-corruption portal [TRACK](#) (Tools and Resources for Anti-Corruption Knowledge).

| Country | Government agency | Key legislation |
|-----------|---|---|
| Argentina | Oficina Anticorrupción | Argentina Decree No. 466 on The Anti-Corruption Office 2007 Argentina Decree 1023 on Anti Corruption (Article 10 Excerpt) |
| Australia | Independent Commission Against Corruption Independent Broad-based anti-corruption commission-Victoria Australian Crime Commission Crime and Corruption Commission Crime and Misconduct Commission | Australian Government Department of Foreign Affairs and Trade Facilitation payments and Australian anti-bribery laws Anti-corruption and Bribery DFAT Code of Conduct for Overseas Service Criminal Code 2002 - Notes Australian Crime Commission Act 2003 |
| Brazil | Brazilian Federal Prosecution Office | Brazilian Anti-Corruption Law Brazilian Clean Companies Act – English translation Brazil The law implementing the Convention amending the Penal Code and provisions on corruption 2002 Brazil Anti Money Laundering Law 1998 |
| Canada | Canadian International Development Agency (CIDA) International Crime and Terrorism Division Ministry of Justice, Canada | Canada Criminal Code 1985 (As amended 2010) Canada Corruption of Foreign Public Officials Act 1998 Canada Corrupt Practices Inquiries Act 1973 |

| Country | Government agency | Key legislation |
|---------|--|--|
| China | Independent Commission Against Corruption (ICAC) of Hong Kong Commission Against Corruption (CCAC) of Macao | Chinese Anti-Corruption Laws Laws of the People's Republic of China Constitution of the People's Republic of China Laws and Regulations Public Procurement |
| France | Central Service for Prevention of Corruption (Service Central de la Prévention de la Corruption, SCPC) | France Loi concurrence et regumation du secetur des jeux (2010) – French France Public Procurement Code 2005 France Penal Code France Loi concurrence et regumation du secetur des jeux (2010) French France Arrete Tracfin 2011 |
| Germany | Bundesministerium für Justiz und Verbraucherschutz Bundesministerium des Innern Prosecution of corruption lies with the law enforcement agencies of the provinces (Länder) | Germany Criminal Code 1998 (As Amended 2008) Germany Criminal Procedure Code 1987(As Amended 1998) |
| India | Anti-Corruption Bureau | Draft National Anti-Corruption Strategy India Competition Act 2002 (As Amended 2007) India Anti Corruption Amendment 1967 (Amendment) |

| Country | Government agency | Key legislation |
|-------------|---|--|
| Indonesia | Portal Pengetahoun AntiKoruptsi The National Police | Indonesia Anti-Money Laundering Law No. 8 of 2010 Indonesia Law on the Commission to Eradicate Criminal Acts of Corruption 2002 Indonesia Penal Code (as amended 1999) |
| Italy | GOPAC Agenzia delle Dogane | Piano straordinario contro le mafie, nonche' delega al Governo materia di normativa antimafia 2010 Italian Italian Criminal Code Italy Criminal Code (excerpts) Italy Law 300 29 September 2000 |
| Japan | Supreme Public Prosecutors Office | Unfair Competition Prevention Act Penal Code (Act 45 1907) Financial Instruments and Exchange Act Bankruptcy Act Summary of Japan's Anti-Corruption Laws |
| South Korea | Anti-Corruption and Civil Rights Commission | Criminal Code Anti-corruption Legislation South Korea |

| Country | Government agency | Key legislation |
|--------------|---|---|
| Mexico | Anti-Corruption Programme Mexico Mexico Anti-Corruption Commission | Mexico Administrative Law (2009) Spanish Mexico CITCC establishment act (2005) Spanish Mexico ACUERDO por el que se crea la Comisión para la Transparencia (2000) Spanish Mexico Internal Regulations of the Ministry for Public Surveillance 2002 |
| Russia | Federal Security Service The Presidential Council for Combating corruption Ministry of Internal Affairs Of The Russian Federation | Russia National Anti-Corruption Strategy 2010 Russia Decree on Measures to Implement Individual Provisions of the Federal Law on the Combating of Corruption - _ 925 Russia Federal Law on Ratification of the UNCAC - _ 40 fz Russia Federal Law on Ratification of CLCC - _ 125 fz Federal Law On Combatting Corruption N 273 |
| Saudi Arabia | | Saudi Arabia Anti Bribery Regulation 1991 Saudi Arabia Anti Money Laundering Law 2003 Saudi Arabia Anti-Money Laundering and Counter-Terrorism Financing Dec 2008 Saudi Arabia Criminal Justice Procedures Against Corruption in the Public Sector |

| Country | Government agency | Key legislation |
|----------------|--|---|
| South Africa | Public Service Commission | South Africa Criminal Procedure Amendment Bill 2010 (Amendment) South Africa Criminal Procedure Amendment Act 2008 (Amendment) South Africa Criminal Procedure Act 1977 (As Amended 2007) |
| Turkey | Türkiye Cumhuriyeti Başbakanlık Kamu Görevlileri Etik Kurulu | Turkey Law Related To The Establishment Council of Ethics For Public Service and Making Modifications on Some Laws 2004 Turkey Prevention of Laundering of Proceeds of Crime Law 2006 Turkey Works Banned From Being Performed by Civil Servants Who Quit Public Duty Law No 2531, 1981 |
| United Kingdom | Financial Accountability and Anti-Corruption Team (FACT) - UK Serious Fraud office | UK Bribery Act 2010 UK Bribery Act Guidance |
| United States | U.S. Department of State Interagency Ethics Council: Standards of conduct for federal employees IGnet - Federal Inspectors General Bureau of International Narcotics and Public Integrity Section - US Department of Justice AAG- Criminal Division | USA Crimes and Criminal Procedure Code 1948 (Extract) USA International Anti-Corruption and Good Governance Act 2000 USA Microenterprise for Self-Reliance and International Anti-Corruption Act 2000 USA Money Laundering Control Act 1986 FCPA Source Guide FCPA ACT |



07

**HOW CAN I
HELP FIGHT
CORRUPTION?**

7.1 How can I help fight corruption?

There is an increasing number of examples of companies working together to counter corruption. When companies work together and with government and civil society, this is called “Collective Action”. The idea of Collective Action is that companies, by opposing corruption together, can actually block the people or companies soliciting bribes and engaging in other forms of corruption.

As a starting point you can network with other companies in your region or industry. A first step would be to create an industry-wide Code of Conduct for example through your trade association.

You might consider joint training programmes with your competitors, perhaps organised by a common multinational supplier. This way you can expand your corruption-free zones from your company to the industry as a whole.

And you and other companies in your city, region or industry can get together for a meaningful dialogue with local authorities’ public procurement agencies to see how business and government can work together to create a level playing-field.

For examples of how companies pool their resources to fight corruption, visit the [B20 Collective Action Hub](#).

One final suggestion: why not get together with a group of companies in your industry or region, and support a local NGO in adapting this Toolkit to your local language? Further details below.

Feedback about the Toolkit:

You can also help other companies by giving feedback about what you like and don’t like about this Toolkit since we’ll be issuing updates in the future.

Please email your comments to: Toolkitfeedback@ibfglobal.org

Adaptations of the Toolkit in other languages:

If you would like more information about versions of the Toolkit which have been or are being adapted for specific countries, please visit [IBLF Global's web-site](#).

The first adapted Toolkit will be in Turkey and will be available in early 2016 on: www.Tr-SMEToolkit.com

Would you like to adapt the Toolkit to the language and culture of your country? You may be eligible to do this if you are:

- 1) An independent civil society organisation such as a not-for-profit or NGO.
- 2) If you represent a group of companies
- 3) And if you have
 - Expertise in promoting anti-corruption, compliance, responsible business practices, corporate responsibility to the business world
 - Ability to convene, network, cooperate with other partners including government agencies
 - Ability to provide support or education to SMEs directly or indirectly
 - Experience in publishing and distributing educational materials, on-line and in hard-copy

In order to adapt the Toolkit, you need to obtain a licence. This is issued free-of-charge, but you do need to meet certain quality standards and conditions. In order to learn more about obtaining a licence to adapt the Toolkit for your country, please email: brook.horowitz@iblfglobal.org.



08

APPENDICES

I - More about International Legislation

The last few decades witnessed the development of a new legal approach in the fight against corruption. With the extraterritorial reach of the Foreign Corrupt Practices Act of the United States ("FCPA") and the Bribery Act of the United Kingdom ("UKBA"). Companies which pursue activities on a global scale have become increasingly aware of the risks arising from the regulation and enforcement of these two major national legal instruments.

The FCPA and UKBA both have extraterritorial reach by virtue of their respectively broad rules of jurisdiction and application. The risks for SMEs associated with these two legal instruments are worth noting in particular because these laws will apply to any persons and companies which have formal ties and connection to the U.K. and U.S. respectively. The strong and increased enforcement actions taken by U.S. authorities have led to ever-increasing settlement amounts and financial penalties imposed on both the U.S. and non-U.S. companies especially since early 2000s. These have turned the spotlight onto the FCPA. The UKBA has not attracted any significant enforcement and prosecution since its enactment in 2010. No doubt though, the silence will be broken in the upcoming years.

Enforcement risks exist for SMEs which have connections to the U.S. or the U.K. (as defined by each law), or which have business relations with companies who are subject to the FCPA and/or the UKBA. Introductory information in relation to the FCPA and UKBA is provided below.

I. The Foreign Corrupt Practices Act

In a nutshell, the FCPA prohibits making or offering a corrupt payment to a foreign public official in order to provide an improper advantage. It is a United States federal law criminalizing bribery of foreign officials. In this sense, it was the first of its kind in 1977 when it was enacted in the wake of a series of bribery scandals involving major American corporations.

The FCPA has been amended several times since its enactment. A major amendment came in 1998 with the International Anti-Bribery Act, which harmonized the FCPA with the OECD Anti-Bribery Convention and extended its scope beyond the U.S. territorial jurisdiction.

The FCPA applies to three major categories of persons:

- (i) "Issuers", referring to companies (originating in the U.S., or elsewhere) which issue any class of security traded on a U.S. security exchange, or companies that are otherwise required to file reports to the SEC.
- (ii) "Domestic concerns", referring to any business forms which is organized under U.S. law or with a principal place of business in the U.S.. This is also considered to include U.S. citizens, nationals, or residents.
- (iii) A "person" other than an "issuer" or "domestic concern", which is generally accepted to include foreign "non-issuer" companies and foreign nationals.

In addition, these three major categories of persons are also responsible for the actions taken by their officers, directors, employees, and third-party agents regardless of their citizenship, nationality or residence. Accordingly, the FCPA introduces the concept of criminal liability by legal entities for the actions of certain persons and entities related to these legal entities. The FCPA is overseen and enforced on the criminal law aspects by the U.S. Department of Justice ("DOJ") and for the civil law aspects by the Securities Exchange Commission ("SEC").

The FCPA has two major jurisdictional criteria which mean that it applies:

- (i) To all illegal acts of "issuers" and "domestic concerns", regardless of the territory where the illegal act was performed.
- (ii) If a foreign national or entity does either of the following while in U.S. territory:
 - a. Uses a means or instrumentality of interstate commerce, or
 - b. Commits an act in furtherance of a violation.

In other words, the FCPA applies to all entities and person regardless of citizenship, nationality or residence, so long as they have a connection to the U.S. in the way identified and to the extent that the jurisdictional criteria is met.

The FCPA prohibits an "issuer", a "domestic concern" and the set forth persons other than an "issuer" or "domestic concern" to make a payment, to offer, to authorize or promise to pay money or anything of

value, directly, or through a third party to any foreign official for the purpose of influencing an official act or decision by that person, inducing that person to do or omit to do any act in violation of his or her lawful duty, securing any improper advantage, or inducing that person to use his influence with a foreign government to affect or influence any government act or decision in order to assist in obtaining or retaining business or in directing business to any person or to secure an improper advantage.

The FCPA's significance arises from its broad sense of application and jurisdiction with an extended reach, as well as from the increasing number of DOJ and SEC investigations and enforcement actions against U.S. and non-U.S. major corporations, which have been resulting in huge penalties or settlements. Since the beginning of the millennium, major U.S. and non U.S. corporations have incurred significant monetary penalties within DOJ settlements.

Major corporations enter certain markets through third party representatives in a range of business forms, while penetrating other markets with fully owned subsidiaries. Many DOJ investigations involve a third party of a major U.S. or non U.S. corporation which violated the FCPA; be it an agent, representative, distributor, supplier or a joint venture partner. Such situations result in liability for the corporation. As the jurisdictional provisions of the FCPA catch all forms of third parties, major corporations have developed a significant practice around the FCPA to force third party agents to comply with FCPA provisions.

When dealing with a major corporation which is bound with the FCPA, third parties –which are mostly SMEs of all sizes- are first scrutinized with the help of extended due diligence procedures. Success at this stage leads to becoming contractually bound to strict FCPA compliance obligations. The major corporations then conduct monitoring activities and even on-site audits over these third parties on a regular basis.

Accordingly, FCPA compliance may become vital, important and relevant to an SME in two aspects:

- (i) The SME itself may fall within the FCPA's scope due to the jurisdictional provisions. In such a case, the SME would be exposed to direct DOJ enforcement of the FCPA.
- (ii) The SME may be a third party agent of a corporation which is bound by the FCPA.

In both cases, among all other adverse effects of corruption on the SME itself, the consequences of non-compliance with the FCPA can be drastic. A Turkish SME which directly falls within the FCPA's scope risks being subject to criminal charges and/or civil law consequences in the U.S. (and most likely in other

territories which have jurisdiction in any such corruption incident) and high monetary penalties, even if settlement is reached. If FCPA compliance is forced onto the SME as a contractual obligation, the SME simply faces the risk of compensating high losses and damages incurred by the respective corporation which will be the primary target for DOJ enforcement actions.

II. The UK Bribery Act, 2010

The UK Bribery Act ("UKBA") was enacted in April 2010, in force since 1 July 2011. It aims to unify the legislative framework on bribery as well as to update and enhance the U.K.'s foreign bribery legislation and to better address the OECD Anti-Bribery Convention. The UKBA abolished the common law and legislative offences which existed in the U.K. at the time in relation to bribery and corruption. The UKBA is enforced by the U.K. Serious Fraud Office.

The UKBA has a long arms approach with extra-territorial reach and application similar to the FCPA. However, the UKBA's extra-territoriality aspects are regulated in wider way than the FCPA. Briefly, the UKBA applies to offenses: committed in the U.K. and outside the U.K. by any person or commercial organization having close connection to the U.K. The concept of "close connection" is yet to be tested. However, the scope is considered to include any citizen or resident of the U.K., companies formed in the U.K., or entities which carry out at least part of their business in the U.K. Accordingly, a Turkish SME formed under the laws of Turkey and a resident of Turkey with business activities in the UK could be prosecuted in the U.K. for paying a bribe (in the U.K. or elsewhere), or for failing to prevent bribery (in the U.K. or elsewhere). Again, as the UKBA has not seen enforcement yet, it is debatable how U.K. courts will apply the test on carrying on business or "a part of business" in the U.K. Yet, it is foreseen that U.K. courts will likely require a physical presence in the U.K. to criminalize offenses under the UKBA.

The UKBA outlines four offenses:

- (i) Bribery of foreign officials.
- (ii) Bribery of other persons.
- (iii) Receiving a bribe.
- (iv) Failure by a commercial organisation to prevent bribery.

Accordingly, the UKBA deals with both public and private bribery. "Bribery" may be defined as offering, promising or giving a financial or other advantage in the relevant context. The UKBA goes a step further and criminalizes organisational failure to preventing a bribe occurring. Criminal charges and monetary penalties will apply for these four offences, without any statutory limits.

Commercial organisation may be sanctioned for crimes committed by their third parties for obtaining business on behalf of the commercial organisation, similar to the FCPA. Third parties such as employees, suppliers (of goods and services), agents, distributors, dealers, etc. are included in the concept of "associated persons".

Introduction of failure of commercial organisations to prevent bribery as an offense has been highly debated since enactment of the UKBA. The only defence available to commercial organisations against this new type of crime is to prove that adequate procedures exist which are designed to prevent associated persons from undertaking such conduct. The Guidance issued by the Ministry of Justice of the U.K. in March 2011 revealed six principles on how adequate procedures will be tested:

(i) Whether the commercial organisation put in place proportionate procedures which are clear, practical, accessible, effectively implemented and enforced. Proportionality is assessed by reference to the risks of bribery the commercial organisation faces and to the nature, scale and complexity of its activities.

(ii) Whether 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 associated persons.

(iii) Whether the commercial organisation periodically 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 commercial organisation should document the results of these assessments.

(iv) Whether 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.

(v) Whether 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.

(vi) Whether the commercial organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.

All in all, the UKBA is considered to provide a tougher and more complete legislative approach and framework against corruption than the FCPA. Although the UKBA has not yet seen any enforcement, ongoing investigations by the UK Serious Fraud Office are expected to be finalized in the coming years. As for the FCPA, besides any adverse effects of corruption on the SME, severe business consequences can result from non-compliance with the UKBA for a foreign SME carrying out business activities or part of its business in the U.K.:

(i) It may be prosecuted in the U.K. and become subject to criminal charges and/or monetary fine (and most likely in other territories which have jurisdiction in any such corruption incident).

(ii) It may face a contractual breach and potential liability to compensate high losses and damages incurred by the commercial organisation which is the primary target of the U.K. enforcement authorities.

II - Further reading

- The Complete Compliance and Ethics Manual Second Edition, Society of Corporate Compliance and Ethics.
- Anti-Corruption Conference of the ADB/OECD Anti-Corruption Initiative for Asia and the Pacific. "Controlling Corruption in Asia and the Pacific." Kuala Lumpur, Malaysia, December, 2003.
- Bettcher, Kim Eric, and Boris Melnikov. "Combatting Corruption: A Private Sector Approach." In Center for International Private Enterprise Reform Toolkit. Washington DC: Center for International Private Enterprise, January 2011.
- Business Unity South Africa. Corruption: An anti-corruption guide for South African SMEs. South Africa: Ethics Institute of South Africa, 2012.
- Center for International Private Enterprise. Combating Corruption: A Private Sector Approach. Washington, DC: Center for International Private Enterprise, 2008.
- Independent Commission Against Corruption. Governance and Internal Control: A Best Practice Checklist (for use by Small and Medium Enterprises). Hong Kong: Corruption Prevention Department, Independent Commission Against Corruption.
- Clean Business is Good Business: The Business Case against Corruption. ICC, TI, the UN Global Compact, and PACI, 2008.
- Klitgaard, Robert, Ronald MacLean-Abaroa, and H. Lindsey Parris. "A Practical Approach to Dealing with Municipal Malfeasance." UMP Working Paper Series No. 7, UN-HABITAT, Nairobi, 1996.
- Klitgaard, Robert, Ronald MacLean-Abaroa, and H. Lindsey Parris. Corrupt Cities: A Practical Guide to Cure and Prevention. Washington: World Bank Institute, 2000.
- Klitgaard, Robert. Controlling Corruption. Berkeley: University of California Press, June 1991.
- Confronting corruption: The business case for an effective anti-corruption programme. In PwC US: Building Relationships, Creating Value. PricewaterhouseCoopers International, January 2008.
- Global Competitiveness Report 2010-2011. Geneva, Switzerland: World Economic Forum, 2010.

III - Publicly available SME Toolkits from international sources

| Name | Published by | Language | Brief description |
|---|----------------------------|--------------------------------------|---|
| The Fight Against Corruption | UNODC and UNGC | Multiple languages | On-line e-learning tool with video modules for private sector (not specifically SMEs) |
| SME Integrity Tool | IFC | English and Spanish | On-line modules |
| Business principles for countering bribery: Small and medium enterprise (SME) edition (2012) | Transparency International | English French Spanish | On-line document |
| Corruption Prevention to foster small and medium-sized enterprise development | UNODC | English (Part 1) English (Part 2) | On-line document |
| Anti-corruption SME Toolkit (in development) | B20 (IBLF and TEID) | English | On-line toolkit and training modules to be adapted in all G20 countries and beyond |
| Anti-corruption Toolkit – a teaching resource | UN PRME | English | Educational modules not specifically focused on business or SMEs |
| Business Anti-corruption Portal | GAN integrity Solutions | English | A one-stop shop for business anti-corruption information |
| A Guide for Mid-sized Companies in Emerging Markets | CIPE | English | On-line document distributed through local partners |
| Anti-corruption Manual for SMEs | CIPE | English | On-line toolkit |
| Why complying with competition law is good for your business | ICC | English | On-line and hard copy. Specifically relates to competition law. |
| A Compliance & Ethics Programme on \$1 a Day: How Small Companies Can Have Effective Programmes | SCCE | English | On-line document |

| Name | Published by | Language | Brief description |
|--|--------------------|----------|--|
| Doing Business without Bribery (2013) | TI | English | 1.5 hour presentation-style course with trainers notes available from TI site |
| Anti-corruption Third Party Due Diligence (2015) | ICC | English | Guide for SMEs to assess and manage corruption risks associated with engaging third party suppliers |
| RESIST | UNGC, WEF, ICC, TI | English | Employee training tool available on-line. Provides approaches to resisting solicitation. |
| Online training for Partners | CISCO | English | On-line course includes Cisco's Anti-corruption policies, and its expectations for its business partners |
| An Anti-Corruption Ethics and Compliance Programme for Business: A Practical Guide | UNODC | English | On-line document for all sizes of companies |

IV - Toolkits and training from G20 and other countries

| Country | Publication | Published by | Languages | Description |
|---------|--|--|--------------------|------------------|
| France | Lignes directrices françaises visant à renforcer la lutte contre la corruption dans les transactions commerciales (2015) | Ministère de la Justice | French English | On-line document |
| | Prévenir le risque de corruption dans les PME (2005) | Transparence Internationale | French | On-line document |
| | Démarche export. Prévenir les risques de corruption (2008) | Medef | French | On-line document |
| Germany | Korruptions-Prävention: Ein Leitfaden für Unternehmen | Global Compact Germany | German | On-line document |
| China | Business Success: Integrity & Legal Compliance Corruption Prevention Guide for SMEs in Guangdong, Hong Kong and Macao (2012) | GDPP, ICAC and CCAC | English | On-line document |
| | Governance and Internal Control-A Best Practice Checklist (for use by Small and Medium) | Independent commission Against Corruption | Chinese | On-line document |
| | Ethical Management Guide for Cross-Boundary Businessmen (2005) | Independent commission Against Corruption | Chinese English | On-line document |
| | The Corporate Social Responsibility Guide for SMEs in China (2011) | China Center for SME Cooperation Development & Promotion | English | On-line document |

| Country | Publication | Published by | Languages | Description |
|--------------|---|---|------------------|------------------------------|
| China | Business Integrity Handbook II: Guidance on Third Party Compliance Management (2013) | China Business Leaders Forum (IBLF China) | English | On-line document |
| | Hong Kong Institute of Directors | Hong Kong Institute of Directors | English | On-line document |
| South Africa | An anti-corruption guide for South African Small and Medium Enterprises (2012) | BUSA Ethics Institute of South Africa | English | On-line document |
| Indonesia | Code of Conduct and Anti-corruption Guidance for SMEs (2012) | IBL | Bahasa Indonesia | On-line document |
| | Anti-corruption compliance guidance for SMEs in supply chains of Oil & Gas Industry (in development) | IBL | Bahasa Indonesia | On-line document |
| Egypt | Guidance Manual for implementing the Integrity Pledge: A Ten Step Approach to Enhance Integrity in SMEs in Egypt (2014) | Egyptian Junior Business Association | English | PDF |
| Philippines | Integrity Assessment | Integrity Initiative (Makati Business Club) | English | On-line self-assessment tool |
| | Anti-corruption Manual for SMEs (2011) | CIPE | English | On-line document |

| Country | Publication | Published by | Languages | Description |
|----------------|--|-------------------------------|-----------|-------------------------|
| Spain | Sistema de Gestión de Integridad y Transparencia | Global Compact Spain | Spanish | On-line management tool |
| United Kingdom | Institute of Business Ethics – Say No Toolkit | | English | Mbile Ap |
| United States | Anticorruption Videos for SMEs | Hills Programme on Governance | English | On-line videos |

V - Commercial suppliers of training programmes

[Interactive Services](#)

[Intuition](#)

[LRN](#)

[Navex Global](#)

[SAI Global](#)

[Skillsoft](#)

[Click 4 Compliance](#)

[Content Enablers](#)

[Corpedia](#)

[Delta Net International Ltd.](#)

[Interactive Dialogues](#)

[The Network](#)

[WeComply](#)

[Create Training](#)

VI - SME Toolkit advisory council 2015

| Name | Position | Company |
|----------------------|-----------------------|--|
| Aydin Birturk | Attorney | Baker & McKenzie |
| Gokce Serez | Attorney | Baker & McKenzie |
| Kathryn Higgs | Head | Balfour Beatty |
| Dilek Mete | Director | Bilim İlaç |
| Rafe Courage | Deputy Head | British Consulate |
| Ruth Rajavejjabhisal | Economic Officer | British Consulate |
| Fikret Sebilcioğlu | Partner | Cerebra Bağımsız Denetim |
| Guray Karacar | Secretary General | Corporate Governance Association of Turkey |
| Gönenç Gürkaynak | Managing Partner | ELIG, Attorneys-at-Law |
| Olgu Kama | Partner | ELIG, Attorneys-at-Law |
| Cuneyt Eti | Manager | EY |
| Dilek Cilingir | Partner | EY |
| Lee Tashjian | Advisor to CEO | Fluor |
| Jan Dauman | Chairman | IBLF Global |
| Brook Horowitz | CEO | IBLF Global |
| Jane Usifoh | Operations Manager | IBLF Global |
| Viviane Schiavi | Senior Policy Manager | International Chamber of Commerce |
| Ayhan Zeytinoğlu | President | Kocaeli Chamber of Industry |
| Ömer Özdemir | Manager | KOSGEB |
| Kemal Zengin | Manager | KOSGEB |
| Bora Ikiler | Partner | Moroglu Arseven |
| Burcu Tuzcu Ersin | Partner | Moroglu Arseven |
| Mete Demirci | Chief Inspector | Prime Ministry Office, Turkey |
| Sefa Çağliyan | Inspector | Prime Ministry Office, Turkey |
| Hugh Bigwood | Head of Compliance | Rio Tinto |
| Altuğ Özgün | Compliance Officer | Sandoz İlaç San |

| | | |
|---------------------|-------------------|------------------------|
| Ali Rıza Ersoy | Vice GM | Siemens |
| Göktekin Dinçerler | Director | Turkven Private Equity |
| Mary Andringa | President and CEO | Vermeer Corporation |
| Melih Yurter | Chairman | Afyon Energy |
| Tayfun Zaman | Secretary General | TEID |
| Caterina Bortoloni | Head of PR | Telecom Italia |
| Giuseppe Recchi | Chairman | Telecom Italia |
| Paolo Tosca | Compliance 231 | Telecom Italia |
| Damla Sat | Manager | Tepav |
| Emin Dedeoglu | Director | Tepav |
| Emre Koyuncu | Director | Tepav |
| Gizem Yönel | Attorney | TESK |
| Celalettin Güteryüz | CFO | Unsped UGM |

VII - B20 Anti-Corruption Task Force Training Workstream

| Name | Position | Company |
|-------------------------|------------------------------|-----------------------------------|
| Michael Nelson | Head of Public Policy | CloudFlare |
| Manuela Mackert | Chief Compliance Officer | Deutsche Telekom AG |
| Maria Teresa Mendizabal | | Deutsche Telekom AG |
| Angel Pes | Chairman | Global Compact Spanish Network |
| Therese Lee | Senior Counsel | Google |
| Brook Horowitz | CEO | IBLF Global |
| Max Burger-Scheidlin | Executive Director | ICC Austria |
| Viviane Schiavi | Senior Policy Manager | International Chamber of Commerce |
| Karen Griffin | Chief Compliance Officer | MasterCard |
| Liz MacGillivray | Compliance Director | Novartis International AG |
| Hugh Bigwood | Head of Compliance | Rio Tinto |
| Caterina Bortolini | Head of PR | Telecom Italia |
| Alessandra Cumbo | Lawyer, Forensic Auditor | Telecom Italia |
| Emin Dedeoglu | Director, Governance Studies | TEPAV |
| Dr Bandid Nijathaworn | President and CEO | Thai Institute of Directors |

