



Anti-Bribery & Corruption

Making your organisation compliant

More than ever before, businesses operating in the UK need to ensure they have robust anti-corruption policies and procedures in place. Failure to do so will expose them to the possibility of automatic criminal liability for bribes paid by others on their behalf under the new Bribery Act 2010. The result could be unlimited fines and confiscation of all revenues relating to the business won through the bribes.

Corporate boards, as a matter of good governance, should be giving due regard to this issue now, before the new offences take effect later this year. CMS Cameron McKenna can help you do this and show you what it involves.

Why conduct a systems audit?

- Increased criminalisation of corporate malpractice under UK legislation means an increased risk of criminal liability for corporates and individuals where bribery has occurred. In some circumstances, acts of bribery may be investigated and prosecuted in multiple jurisdictions where wrongful acts occurred and may result in extradition overseas for trial, with the attendant negative publicity that may involve.
- Directors can incur civil and criminal liability for knowing involvement in wrongdoing, or even turning a blind-eye. The performance of senior management in actively seeking to prevent, investigate and resolve potential issues may be significant when it comes to dealing with prosecutors and the sanctions they may impose.
- Conducting an anti-corruption audit should be part of a best practice corporate governance programme to increase standards and behaviour and manage your organisation's reputation and risk profile through its systems and controls.
- Acting on recommendations arising out of an audit will help to demonstrate, both internally and externally, that your organisation insists on the highest standards of ethical behaviour, including a "top-down" anti-corruption culture embedded at all levels, through implementation of appropriate anti-corruption policies, procedures and training programmes.



CMS Cameron McKenna comes 'highly recommended' as 'one of the strongest' fraud practices, providing a 'ten out of ten' overall service.

*Legal 500, 2009
(Fraud - commercial and regulatory investigations)*

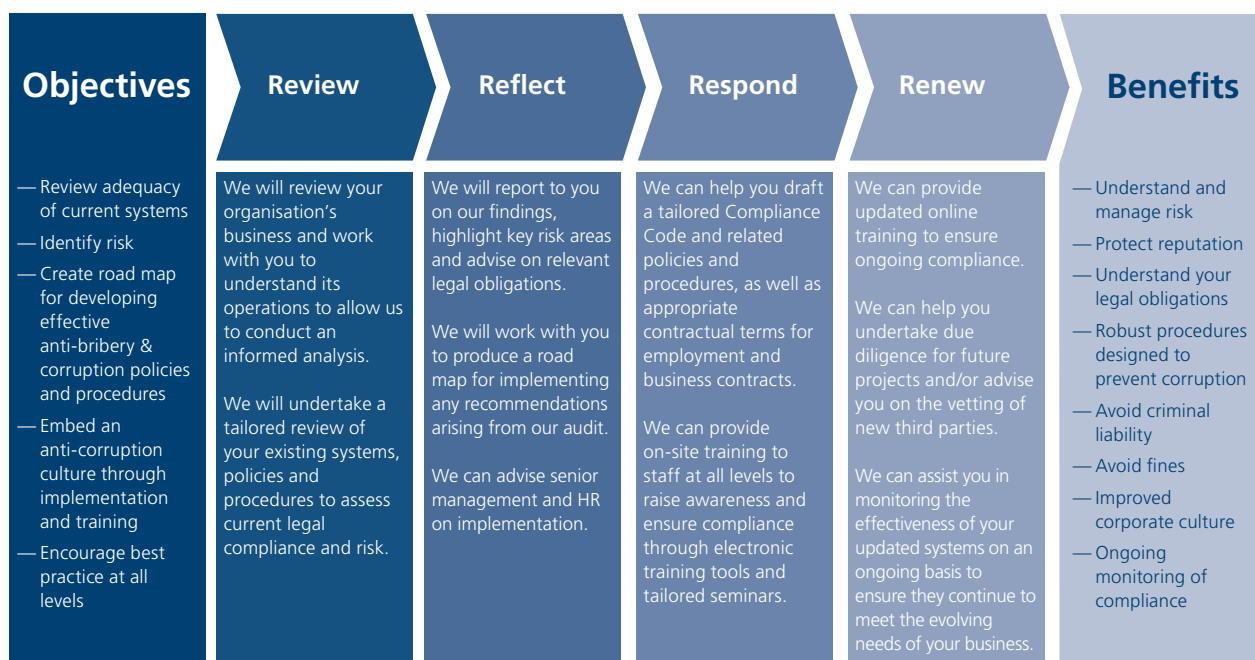
Why use CMS Cameron McKenna as your external lawyers?

- Companies often do not appreciate that legal professional privilege may afford them significant protection. Our audit, its findings and any advice arising from it may be protected from disclosure to third parties (including regulators and investigators) by legal professional privilege.
- Through CMS, we can offer seamless, integrated multi-jurisdictional advice where necessary, coordinated through a single contact to save your organisation time and money.
- We are specialist lawyers with significant in-depth experience in conducting complex investigations.
- As your external advisers, we can provide an enhanced level of independence and objectivity as part of the review.
- We have experience in acting as a point of contact, if necessary, for dealing with external authorities (who may prefer to deal with independent advisers), as part of a proactive relationship in order to manage the flow of information and provide ongoing professional support.
- We can provide legal and commercial advice from experts who understand your business sector to ensure up-to-date compliance with the law, tailored to suit industry-specific and company needs.
- We can help ensure that your business complies with its other legal obligations in conducting any audit, including in respect of data protection.

What would an audit involve?

- Obtaining information about your business (both documented and through interviews with relevant staff) to enable a review of your business structure, in order to identify areas of corruption-risk and the extent of that risk.
- A review of your existing anti-corruption systems to identify gaps and pressure points, including an audit of documentation (including contracts with employees, agents and customers).
- Production of a report outlining the steps taken and identifying areas of potential risk or weakness in your organisation's systems, which may lead to violations of UK corruption laws if left unchanged. The report would indicate on a sliding scale the areas of greatest risk, to assist you in prioritising the implementation of enhancements to your systems.

Following the audit and report of conclusions, we can help you to implement improvements to your systems in any or all of the areas where risks have been identified. The diagram below shows the various steps involved in the audit process:



Our track record and capabilities

CMS Cameron McKenna has significant experience in this area:

- Advising several major medical device companies on business ethics and drafting their internal business compliance policies.
- Performing an anti-corruption systems audit for a major pharmaceutical company, coordinating the review across 6 EU jurisdictions, including the UK.
- Advising a global oil & gas supply company on corruption risk in connection with overseas project tendering and distribution practices via third party agents.
- Conducting more than 100 reviews of FSA regulated clients' internal systems and controls to ensure their adequacy to prevent product mis-selling, money laundering, market abuse and insider dealing as well as employee, third party and customer fraud.
- Regularly conducting document-based anti-corruption systems reviews (of relevant policies and procedures) as part of due diligence for M&A transactions to identify areas of concern or risk, and conducting follow-up interviews with management/ staff where necessary.
- Advising clients on all aspects of internal or imposed fraud and corruption investigations and in dealing with regulators and prosecutors where problems are identified.

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Anti-CorruptionZone

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The Anti-Corruption Zone offers you a "one-stop shop" for useful legal resources, information on training, the new Bribery Act and the latest news on corruption issues.



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