

BM/8 i/AUGUST/2025

CORPORATE

APPROVAL

OPEN

TITLE:	Anti-Bribery Policy
EMT SPONSOR:	Sarah Jane Hannah
AUTHOR:	Nicola Christie
JOB TITLE:	Head of Governance & Legal Services
EMT APPROVED DATE:	01 July 2025

PURPOSE

The Board to approve the Anti-Bribery Policy and note the anti-bribery controls and Gifts and Hospitality Register for the financial year 2024/25 and 2025/26 to date.

RECOMMENDATION

In accordance with the Matters Reserved to the Board, the Board to

- review and approve the Anti-Bribery Policy in the format attached as appendix 1; and
- note the anti-bribery controls and Gifts and Hospitality Register in appendices 2 and 3

BACKGROUND

Under the Bribery Act 2010 organisations can be convicted of the criminal offence of failing to prevent persons that provide services on its behalf (which include employees, agents, and other service providers) from bribing another person. It is a defence for the organisation to demonstrate that it had in place adequate procedures to prevent bribery. Guidance on the adequate procedures that are necessary to prevent bribery are built around six principles:

1. Monitoring and review
2. Proportionate procedures
3. Top level commitment
4. Risk assessment
5. Due diligence
6. Communications

ASSESSMENT

Anti-Bribery Policy

The Anti-Bribery policy, in accordance with the terms of the Bribery Act 2010, is attached as appendix 1 for approval. There are no substantive amendments to highlight. The Anti-Bribery Policy in the format attached as appendix 1 has been reviewed and approved by the EMT and Audit & Risk Committee members and incorporates their comments.

Anti-Bribery Controls

A report on the implementation of Scottish Canals' anti-bribery controls is attached as appendix 2 for noting.

Gifts and Hospitality Register

The Gifts and Hospitality Register for the financial year 2024/25 and 2025/26 to date is attached as appendix 3 for noting.

CORPORATE CONSIDERATIONS ANALYSIS

Strategic Priorities	The review of the anti-bribery policy ensures stewardship of internal controls in accordance with the Corporate Plan 2023-28 key aim to excel in governance.
Health & Safety	N/A
Financial	There are no financial implications for Scottish Canals' budget.
Legal	The Anti-Bribery Policy and controls review is to ensure compliance with the terms of the Bribery Act 2010.
Risk / Risk Appetite	There are no new risks to raise.
Sustainability	N/A
Environment	N/A
People	N/A
Fair Work	N/A
Communication	The Anti-Bribery Policy will be communicated to all staff via NETconsent and supported by internal training.
Community & Third Sector	N/A
Commercial	There are no commercial issues to report.
Asset	There are no asset issues to report.

APPENDIX 1 – ANTI-BRIBERY POLICY

ANTI-BRIBERY POLICY

AUGUST 2025

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Anti-Bribery Policy

1. Purpose and Scope

Bribery is a criminal offence. The Bribery Act 2010 is amongst the strictest legislation internationally on bribery.

Scottish Canals does not, and will not, pay bribes or offer improper inducements to anyone for any purpose. Nor do we or will we accept bribes or improper inducements.

Scottish Canals and its employees may be guilty of a criminal offence if a third party that provides services on its behalf bribes another person with the intention of obtaining or retaining a business benefit for Scottish Canals. It is a defence for Scottish Canals to demonstrate that it had in place adequate procedures to prevent bribery. This policy is an element of Scottish Canals' anti-bribery procedures. Scottish Canals does not and will not permit, engage indirectly in, or otherwise encourage acts of bribery on its behalf. Scottish Canals will investigate all suspected cases of bribery.

Scottish Canals is committed to the prevention, deterrence and detection of bribery and has a zero-tolerance towards bribery. We aim to maintain anti-bribery compliance "business as usual", rather than as a one-off exercise.

This policy applies to all Scottish Canals' activities and employees regardless of working pattern or nature of employment contract. It also applies to anyone working within the premises of and/or for Scottish Canals (for example sub-contractors, consultants, secondees from another organisation or agency staff). The word employee(s) in the context of this policy should be taken to mean all such individuals, unless specifically referred to as being directly employed by Scottish Canals.

To ensure Scottish Canals' employees are aware of and compliant with both the Bribery Act 2010 and Scottish Canals Anti-Bribery Policy, all staff will be given access to the Policy and training offered in its interpretation.

Relevant Scottish Canals employees must complete a yearly 'Declaration of Interest'. This will be circulated to relevant employees by the Governance & Legal team.

For partners, contractors, and suppliers, we will seek to promote the adoption of policies consistent with the principles set out in this policy.

This policy provides a coherent and consistent framework to enable Scottish Canals' employees to understand and implement arrangements enabling compliance with the Bribery Act 2010. It also enables employees to identify and effectively report a potential breach of the Bribery Act 2010. All employees, are required to:

- abide by the procedures and requirements laid out in this policy.
- act honestly and with integrity always and to safeguard the company's resources for which they are responsible.
- comply with the spirit, as well as the letter, of the laws and regulations of all jurisdictions in which the company operates, in respect of the lawful and responsible conduct of activities.
- Employees should report any instances or suspicions of bribery to their line manager in the first instance. Concerns about a line manager should be reported to the Head of Governance & Legal Services. Concerns about the Head of Governance & Legal Services should be reported to the Director of Finance & Business Services. Concerns about any member of the Executive Management Team should be reported to the Accountable Officer and/or to the Chair of the Audit & Risk Committee within 2 working days.

2. What is Bribery?

There are four key criminal offences in the Bribery Act 2010, which are: bribing, receiving a bribe, bribing a foreign public official or failing to prevent bribery. The first three of these offences can be committed by an individual or corporate entity and if anyone at senior management level consents to, or turns a blind eye, to the committing by Scottish Canals of any of these offences, they can also be prosecuted with a criminal offence. The fourth offence can be committed only by a corporate entity.

Bribery can take many forms and is broadly an inducement or reward offered, promised, or provided to gain personal, commercial, regulatory or contractual advantage. It is unacceptable to:

- give, promise to give, or offer a payment, gift, hospitality, or other benefit with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.
- offer, promise, or give a thing of value to someone when you know or believe that acceptance of that thing is improper, for example because the relevant rules of that persons' employment prohibit them from accepting gifts or hospitality in the context of their employment.
- accept, or agree to accept, payment from a third party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them.
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by Scottish Canals in return.

- offer or give anything of value to a foreign public official with the intention of influencing them to obtain or retain a business advantage (note there is no requirement for an intention for the official to exercise their role improperly).
- retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns under this policy.
- engage in any activity in breach of this policy.

2.1 Facilitation Payments

Facilitation payments are not tolerated and are illegal. Facilitation payments are typically small unofficial payments made to public officials to secure or expedite actions (for example to secure planning consent, to obtain clearance through customs or speed up an administrative process). Facilitation payments are more common overseas, but it is possible that they could arise in the UK.

2.2 Public Contracts

It should be noted that under the Public Contracts (Scotland) Regulations 2015 and the Procurement (Scotland) Regulations 2016 (which gives effect to EU law in the UK), a company is automatically debarred from competing for public contracts where it is convicted of an offence of bribing, receiving a bribe, or bribing a foreign public official. It is permissible to request this information for a period not exceeding three years. A company is also permitted to declare the steps taken to address the issues if they have been guilty of any of these offences.

There are currently no plans to amend these Regulations to include an automatic debarment when a corporate entity is convicted of the criminal offence of a corporate failure to prevent bribery. This means that organisations that are convicted of failing to prevent bribery are not automatically barred from participating in tenders for public contracts. However, many Public Bodies have exercised the discretion to exclude organisations convicted of this offence from doing so.

Scottish Canals terms and conditions for procuring goods and services include controls to prohibit any offence or breach of the Bribery Act 2010.

3. Scottish Canals' Commitments

Scottish Canals commits to:

- Setting out a clear anti-bribery policy and keeping it up to date.
- Making employees aware of their responsibilities to always adhere strictly to this Policy.
- Training employees so that they can recognise and avoid the use of bribery by themselves and others.
- Encouraging its employees to be vigilant and to report any suspicions of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately.
- Rigorously investigating instances of alleged bribery and assisting police and other appropriate authorities in any resultant investigation and/or prosecution.
- Taking firm and vigorous action against any individual(s) involved in bribery.
- Provide information to all employees on how to report breaches and suspected breaches of this Policy.
- Include appropriate clauses in contracts to prevent bribery.

4. Your Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Scottish Canals.

All employees are required to avoid activity that breaches this policy.

You must therefore:

- Ensure that you read, understand, and comply with this policy.
- Raise concerns as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future.

As well as the possibility of civil and criminal prosecution, employees who breach this policy will face disciplinary action, as described in Scottish Canals' Disciplinary Procedure which could result in summary dismissal for gross misconduct.

5. What happens if I need to raise a concern?

The following section outlines the process by which potential cases of bribery are reported and subsequently dealt with by Scottish Canals

5.1 Raising a Concern

All staff have a responsibility to help detect, prevent and report instances of bribery. Staff that have a concern regarding suspected instances of bribery have a duty to report these concerns.

Scottish Canals is committed to and has a Whistleblowing Policy to ensure that Scottish Canals employees all have a safe, reliable, and confidential way of reporting any suspicious activity. Employees reporting cases of suspected bribery and those investigating reports of bribery will follow the procedures laid out in the Whistleblowing Policy.

If a Scottish Canal employee suspects that a bribery offence has been committed either by a Scottish Canals employee or a third party they have a duty to report this to their line manager in the first instance. Concerns about a line manager should be reported to the Head of Governance & Legal Services. Concerns about the Head of Governance & Legal Services should be reported to the Director of Finance & Business Services. Concerns about any member of the Executive Management Team should be reported to the Accountable Officer and/or to the Chair of the Audit & Risk Committee within 2 working days of their initial suspicion.

5.2 Informing the Police

As an act of bribery is a criminal offence Scottish Canals have an obligation to report cases of bribery to the police. Failing to prevent bribery is also a criminal offence.

All cases of suspected bribery will be reported to the police by the Head of Governance & Legal Services, or whoever is leading the bribery investigation.

5.3 The Investigation Process

Scottish Canals will investigate all reported cases of bribery following the procedures laid out in Scottish Canals Disciplinary Policy and Scottish Canals Anti-bribery Policy.

All documentation arising from the investigation will be handled in line with both Scottish Canals Data Protection and Freedom of Information policies.

If Scottish Canal's employees are found to have committed an offence of bribery, they will be subjected to the procedures outlined in Scottish Canals Disciplinary Policy as well as those instigated by the police and the Procurator Fiscal Services.

VERSION CONTROL

Title:	Anti-Bribery Policy
Date Created:	August 2012
Date of Last review:	September 2023
Description:	This document sets out the anti-bribery policy for Scottish Canals
Source:	This document has been written with reference to the Bribery Act 2010
Status:	Operational
Coverage:	Organisation Wide
Update Procedure:	To be updated when a change to legislation or Scottish Canals process requires it and at least every two years
Updates Made:	No substantive changes to content.
Number of Pages:	10
Author:	Nicola Christie
Position:	Head of Governance & Legal Services
Date of next review:	August 2027
Authorised By:	Scottish Canals Board
Date:	August 2025

Internal and External Risk Factors	Current Controls
<p>1. Policies & Procedures – clear and accessible policies for:</p> <p>corporate hospitality and gifts;</p> <p>travel and subsistence;</p> <p>reclaiming of expenses;</p> <p>conflicts of interest;</p> <p>charitable & political donations;</p> <p>selection of services providers;</p> <p>recruitment of employees (including checking of references);</p> <p>the conduct of transactional risk assessments; and</p> <p>whistleblowing</p>	<p>Scottish Canals has an Anti-Bribery Policy providing an overview of what constitutes bribery and setting out the organisation's commitment to, and its employee's responsibilities in respect of, anti-bribery compliance.</p> <p>Scottish Canals has a Code of Conduct for the Scottish Canals Board and a Code of Conduct for its employees. These Codes address a range of bribery risk areas including:</p> <ul style="list-style-type: none"> * Principles and rules relating to good conduct; * Remuneration, Allowances and Expenses; * Gifts and Hospitality; * Use of Public Body Facilities; and * Requirements regarding the Registration and Declaration of Interests. <p>Scottish Canals has a Whistleblowing Policy setting out a process for communicating suspicions or instances of malpractice.</p> <p>An Anti-Fraud Policy is in place emphasising the requirement to act honestly and with integrity.</p> <p>A periodic review of the Anti-Fraud Policy, Anti-Bribery Policy, Whistleblowing Policy and Codes of Conduct are included in the Board Work Programme.</p> <p>There are procedures and processes in place for the recruitment of employees (including checking of references). The Anti-Bribery and Anti-Fraud Policies together with the Code of Conduct and whistleblowing procedures are highlighted as part of the induction.</p> <p>Scottish Canals Framework Document governs charitable and political donations with requisite controls included in Scottish Canals internal Finance Manual.</p>

	<p>In addition to Scottish Canals specific policies and procedures, the activities of the organisation and certain of its personnel are governed by the:</p> <ul style="list-style-type: none"> * Ethical Standards in Public Life etc. (Scotland) Act 2000; * On Board – a Guide for Board Members of public bodies in Scotland; and * Scottish Public Finance Manual. <p>Combined, these codes and manuals provide a further layer of control measures that assist with anti-bribery compliance.</p>
<p>2. Knowledge – level of knowledge within Scottish Canals of the UK's bribery laws and the consequences of breaching those laws</p>	<p>All staff are required to complete refresher training on an annual basis of the Scottish Canals Anti-Bribery and Anti-Fraud Policies, Code of Conduct via NETconsent, our policy management tool and Eskillz. All new employees also undertake this training as part of their induction process.</p> <p>Staff reminders sent via email and internal staff newsletters about the requirement to record gifts and hospitality</p>
<p>3. Bribery risk perception</p> <p>Potential risk areas</p> <p>improper payments connected to deals;</p> <p>perceived conflicts of interest;</p> <p>improper interactions with Ministers or Councillors;</p> <ul style="list-style-type: none"> - risk of third-party service providers engaging in bribery; 	<p>Scottish Canals faces the same procurement risks as other public and private organisations. There are a range of control measures in place to minimise such risks.</p> <p>Scottish Canals is subject to all rules laid out in the Scottish Public Finance Manual (SPFM) in demonstrating and accounting for value for money. Scottish Canal's commitment to anti-bribery compliance is incorporated within its procurement process for third party service providers and suppliers which apply throughout the lifetime of the contract.</p> <p>Scottish Canals has internal governance structure to review all projects and challenge where necessary, the actions and judgements of Scottish Canals' management in relation to the management of transactions which have a commercial and/or reputational element. Contractor and supplier information is verified through Company checks and requesting banking details. In respect of any commercial property transactions/overage arrangements, due diligence is carried out through legal advisors.</p>

<ul style="list-style-type: none"> - corporate hospitality being an improper inducement; - improper building or services, e.g. building an extension for a planning officer or land agent; - colleagues being bribed, e.g. homers; and/or - facilitation payments. 	<p>If the purchase is valued between £1,000 and £50,000 then three quotes are required before the contract is awarded (With procurement activity up to £25k being typically managed locally by the business areas in line with Scottish Canals Procurement Policy). Any purchase between £25,000 and £50,000 is required to go through a tender or quotation process and are typically managed by the Procurement team in line with the Scottish Canals Procurement Policy Procurement and any application legislation. Purchases above £50,000 (Goods and Services) and £2M (Works) are governed by the Procurement (Scotland) Regulations 2016 while purchases above the OJEU threshold (currently £189,330 for Goods and Services, and £4,733,252 for Works) are governed by The Public Contracts (Scotland) Regulations 2015. These regulations require the exclusion of bidders who cannot successfully answer a number of business probity questions including questions on bribery.</p> <p>Scottish Canals tendering processes utilise electronic tendering through the Scottish Government web portal (Public Contracts Scotland) to provide a secure, auditable mailbox with no access to received tenders until after the closing date. This portal also allows control of questions and the publication of additional information during the tender to ensure a fair and transparent tender takes place.</p> <p>Tender documents submitted to service providers include an anti-collusion form with specific bribery related questions and financial due diligence questionnaire. Credit reference agencies are instructed to undertake requisite financial checks for any new suppliers and prior to any contract extensions.</p> <p>Tender evaluation is carried out by people with the appropriate technical knowledge (checked for compliance by the Procurement team) and financial evaluations being separated to avoid any potential for evaluation bias. This reduces the impact that any one person can have on the outcome of any tender exercise. For complex tenders, a number of evaluators are involved in evaluating the different elements of the tender responses.</p> <p>Scottish Canal's Procurement:</p> <ul style="list-style-type: none"> * Carry out tendering procedures for larger value contracts, typically those above £25,000; * Provide an efficient service to customers within Scottish Canals to meet their purchasing requirements; * Meet savings targets through efficient purchasing activities;
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	<ul style="list-style-type: none"> * Provide procurement procedures for use throughout Scottish Canals and awareness training and * Provide specialist procurement advice for dedicated contract managers responsible for contract delivery. <p>As a policy, Scottish Canals does not make compensation payments to planning permission objectors.</p> <p>Funding is sourced from third party investors, for example charities, lottery.</p> <p>Scottish Canals does not enter into commission arrangements.</p> <p>The potential for conflicts of interest and improper interactions with Ministers or Councillors are addressed in the Codes of Conduct described above. Scottish Canals' register of interests is published on our website and updated quarterly.</p>
4. Culture - Commercial culture balanced by an ethical culture? How is this evidenced?	<p>Scottish Canals is subject to all rules laid out in the Scottish Public Finance Manual. The organisation comprises individuals from different, private, public and third sector backgrounds, bringing their own personal experience from working in a variety of fields.</p> <p>An Audit and Risk Committee reports into the Board on matters of risk, control, and governance. The Terms of Reference of this Committee are wide ranging and publicly available.</p> <p>A periodic review of the Anti-Fraud Policy, Anti-Bribery Policy, whistleblowing policy and complementary ethical standards is a Matter Reserved to the Board and is included in the Board Work Programme.</p> <p>The Executive Management Team assesses whether the culture, from an anti-bribery perspective, requires to be reassessed periodically and advises the Board.</p>
5. Top level commitment - is there a clear top-level commitment to preventing bribery? How can you evidence that commitment?	<p>The Board of Scottish Canals supports and participates in periodical and proportionate anti-bribery training.</p> <p>The Board reviews the Anti-Bribery Policy and Codes of Conduct in accordance with Scottish Canals Corporate Governance Arrangements.</p>

6. Remuneration – could the remuneration structure act as an incentive for bribes to be offered or received?	<p>Scottish Canals' rewards system is not based on sales. There is no rewards system in place. Scottish Canals is subject to the Scottish Government policy on public sector pay.</p>
7. Business development – what is the approach to business development? Does it involve entertainment? If it does, what type of entertainment?	<p>Scottish Canals balances sustainable income and working capital for reinvestment. Scottish Canals undertakes business development as an income generating organisation.</p> <p>Limited and targeted stakeholder engagement for developing collaborative working with partners and promoting business development for proper business purposes are held from time to time. Internally required prior approvals must be obtained.</p>
8. Financial controls – what is your assessment of how effective your financial controls would be in identifying an improper or questionable payment?	<p>A range of financial controls are in place to minimise the risk of bribery: double signatures required for all payments, expense claims reviewed and sign off process for payments made.</p> <p>Scottish Canals is audited in respect of all funding that it receives that has been awarded for a specific purpose; these funds are not to be used for any other purpose than that for which they are granted.</p>
9. Country Risk – do you transact/deal with foreign officials or business people? From where? How do you factor in bribery risks associated with those interactions?	<p>The Executive Management Team keep under review whether Scottish Canals commences transacting with foreign public officials and follows controls as required in the SPFM.</p>

10. Transaction/Business Partner risk – types of transactions/business partner and any perceived bribery risks	See 3 above related to bribery risk perception for details on transactional/business partner risks and controls.
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APPENDIX 3 – GIFTS AND HOSPITALITY REGISTER April 2024 – August 2025

NAME	DATE RECEIVED	DATE OF EVENT	HOSPITALITY / GIFT OFFERED	ACCEPTED / DECLINED	Value	AUTHORISATION
Sarah Jane Hannah	02/04/2024	22/05/2024	Attendance at Dinner and Presentation from Head of UK Regional Public Policy, Royal Bank of Scotland	Accepted – not attended	£35	John Paterson
Olivia Lassiere	04/06/2024	07/06/2024	Action for Children Sports Dinner 2024 as guest of Envirocentre Limited	Accepted	£90.00	Brian Auld
Richard Millar	05/06/2024	13/06/2024	Dinner and overnight stay in Glasgow courtesy of Winchburgh Developments	Accepted	£195	John Paterson
Richard Millar	19/06/2024	13/07/2024	Paul Weller Concert and Hospitality from Historic Environment Scotland	Accepted	£120	John Paterson
John Paterson	23/07/2024	22/08/2024	Invitation to Edinburgh Military Tattoo from Historic Environment Scotland	Accepted	£200	Maureen Campbell
Alasdair Hamilton	12/08/2024	23/08/2024	Invitation to Scottish Civil Engineering Awards from MacKenzie Construction	Accepted	£100	Ross Speirs
John Paterson	29/07/2024	28/09/2024	Invitation to the Scottish Parliament's 25th Anniversary	Accepted	£100	Maureen Campbell
Glen Gardiner	05/11/2024	16/10/2024	Amazon Gift Card won as a prize during Health and Safety Executive learning/awareness day	Accepted	£50	Brian Auld
Sarah Jane Hannah	22/11/2024	26/11/2024	Gliterary Lunches - Female book club	Declined	£70	John Paterson

Richard Millar	31/10/2024	14/11/2024	ICE Glasgow & West of Scotland Branch Annual Dinner – guest of Balfour Beatty	Accepted	£70	John Paterson
Richard Millar	31/10/2024	28/11/2024	Nature of Scotland Awards – guest of VisitScotland	Accepted	£70	John Paterson
Richard Millar	16/12/2024	14/01/2025	Ceteris at 40 – Evening Event at Scottish Parliament celebrating Ceteris turning 40.	Accepted	£60	John Paterson
Ross Speirs	28/04/2025	30/04/2025	Golf Charity Day as guest of Mackenzie Construction Limited	Accepted	£100	Richard Millar
Emma Carroll	10/06/2025	30/05/2025	Clyde Commercial Diving Limited – Cash	Declined	£500	Deborah Burns
Sarah Jane Hannah	11/06/2025	4/06/2025	Lunch at ‘The Dome’, Edinburgh. A meeting of public sector CFOs to discuss change management in IT systems for people & payroll	Accepted	£35	John Paterson
John Paterson	12/06/2024	04/07/2025	VIP guest at the Kaiser Chiefs concert at Edinburgh Castle’s esplanade as guest of Historic Environment Scotland	Accepted	£212	Maureen Campbell