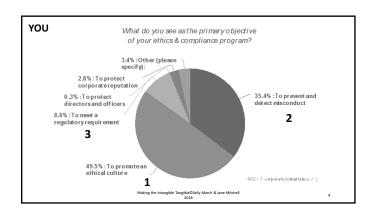
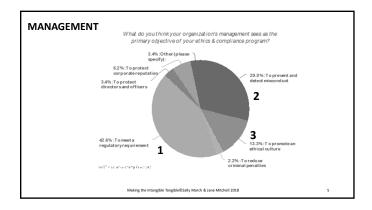
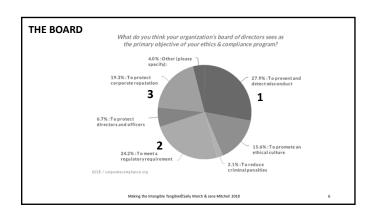
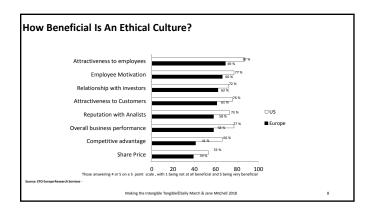
Organisational Ethics:	
Organisational Ethics: Making the intangible tangible	
Sally March and Jane Mitchell 25™ March 2018	
SCCE Southly Companies Southly Companies Southly Companies Southly Companies Southly Companies Southly March & Jane Mitchell	
2018	
"It is not an adequate ethical standard to aspire to get through the day without being indicted."	
militar sering material	
Richard Breeden,	
former chairman of the Securities and Exchange Commission	
Making the Intangible Eargible GSally March & Jane Mitchell 2 2018 2	
2 1 (2)	
Board of Directors	
" 0 (1) 1 (
"One of the key roles for the board includes establishing the culture, values and ethics of the company. It is	
important that the board sets the correct 'tone at the top'. The directors should lead by example and ensure	
that good standards of behaviour permeate throughout all levels of the organization. This will help	
prevent misconduct, unethical practices, and support the delivery of long-term success."	
Preface to UK Corporate Governance Code	

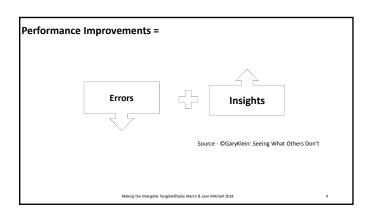


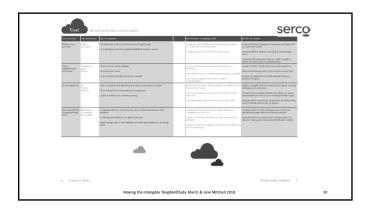




Governance Element	Principle	Recommended Practice
1. Ethical Leadership	and corporate	citizenship
Responsible Leadership	The board should provide effective leader-ship based on an ethical foundation	thical leaders should: 1.1.1 direct the strategy and operations to build 1.1.2 consider the short: and long-term impacts of the strategy on the economy, society and the environment; 1.1.3. do but the strategy on the control of the strategy of the operation of the strategy of the strate

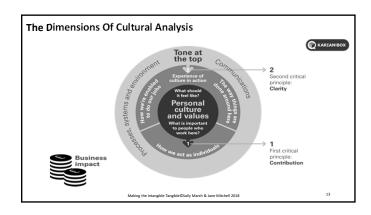


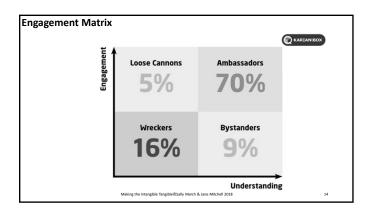




PEOPLE RISKS		serco
Failure to act with integrity 🕏 🍪 💩 🚳 Being found to have engaged in a significant compt or being reluctant to do business with such organisations, of pressures individuals feel they are being placed undeality to bid or win new business, our ability to attract! and financial institutions' confidence in Seroo.	. Such behaviour might arise through the a ler (culture). Such acts might lead to the los	actions of rogue employees or as a result as of existing business; restrictions on our
Key risk drivers:	Material controls:	Mitigation priorities:
Fathers to enominosite at firm do not define and selected in the control of the c	Top level commitment/hom from top. Stong, rearringful and understood Stong, rearringful and understood Code of Conduct. Corporate Governance with oversight by the Corporate in Covernance of the Conduct of the Conduc	 In julimonation of an inter Conflict of Interest registers. Interest registers of compliance in a suspense. Confliction of definition shall and in a suspense. Endest the rest which party due of given to such a super to such a superior of the superior of the superior of the superior of the training. Total on the superior of the training of the supe
	People development and remuneration. Speak Up process (Independent provider).	

LEGAL AND	COMPLIANCE RISKS		serco
Serco is subject t it operates. Failu regulatory prose the prospects for management att	are to comply with laws and regulation cution and fines, reputational damag ir future bids and the retention of exis tention away from running the busine	failure a result of the complexity and breadth of the complexity and breadth of the complexity and breadth of the control of	to the Group including exposure to otherisations, all of which may prejudice ogs may be costly and may also divert
Key risk drivers:		Material controls:	Mitigation priorities:
a failure to identif legal requirement appropriately, or	unce and oversight – may result in ify potential or actual breaches to nts and result in a failure to respond weaken our ability to confirm legal and regulatory requirements.	 Automated alerts on material legal and regulatory obligations and changes. Investment Committee process and 	 Use of trend analysis and analytics from Legal Tracker software. Launch of revised Gode of Conduct and Supplier Gode of Conduct.
obligations - ma	ly with the SMS and contractual ay result in compliance failures naterial legal and regulatory	governance. Third party due diligence. Serco Management System (SMS). Legal Tracker case management	Complete and embed General Data Protection Regulation (GDPR) readiness programme. Refresh Serco Essentials training
changes in legal may result in key r business not rem comply with mate	ify and respond to material I and regulatory requirements – subject matter experts within the vaining up to date and we then fail to erial legal and regulatory obligations.	 Software. Gift and Hospitality process and registers. 	programmes. Implement revised Group Standard Operating Procedures (GSOP). Develop and implement new GSOPs including export controls, parental
and regulatory r	ess by employees of the legal requirements placed upon them ck of identification and subsequent quirements.	Secco Essensis training. Compliance Assurance Programme (CAP) reviews. Business Lifecycle Review Team	 guarantees and conflicts of interest. Continue with contract and compliance assurance reviews.
may result in ineff	vision of systems and tools – ffective methods to support the legal and regulatory compliance.	(BLRT) process and governance. External regulatory audit. Bi-annual reporting to Board and Executive Committee on new laws across the Group.	 Embedding and sustaining the Corporate Renewal Program.
		 Speak up process and case management system (EthicsPoint). 	





Sources for more information Slide 3 – UK Corporate Governance Code – www.frc.org.uk Slides 4-6 – SCEE: www.Corporate Compliance.org Slide 7 – King report on Corporate Governance: http://www.iodsa.co.za/?kinglil Slide 8 – Benefits of an ethical culture http://www.accaglobal.com/documents/coporate_ethics_europe.pdf Slide 9 – Gary Klein-Seeing what others don't: https://www.gary-klein.com Slides 10-12 – www.serco.com Slides 13/14 – www.karianandbox.com