



hydrogen

Code of Conduct and policies

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Introduction to Hydrogen Group

Hydrogen is a global recruiter solving the talent shortages of some of the world's leading organisations. We make it our business to understand our clients and their markets, advising them on their resourcing needs, whether for a highly specialised role or to meet large scale requirements arising from a project within their business.

Hydrogen's success is built on the ability of our consultants to find experienced, high quality professionals no matter where they are in the world. We form lasting relationships with our candidates, having a positive impact throughout their career.

Our code of conduct is designed to demonstrate the way we operate globally and incorporates our policies on equal opportunities and diversity, health and safety, anti-corruption, corporate hospitality and whistle-blowing.

Corporate Social Responsibility

Hydrogen believes that placing individuals with clients and promoting the global mobility of talent is a strong contributing factor to economic well-being.

We categorise Corporate Social Responsibility under four separate headings:

- **HYDROGEN IN THE MARKETPLACE: Operating ethically**
All employees should operate ethically, whether dealing with clients, candidates or internal stakeholders, and work to the same standards regardless of where in the world they are based
- **HYDROGEN AS A WORKPLACE: Providing a safe and rewarding environment for employees**
We reward employees who deliver excellent service for their clients, both internally and externally. Entrepreneurship, trustworthiness and high levels of service are supported by Hydrogen and implied in this Code of Conduct, so employees have clear boundaries within which to develop their business areas
- **HYDROGEN IN THE COMMUNITY: Social awareness**
Hydrogen operates globally and seeks to have a positive impact, wherever it operates. Examples of ongoing thought leadership and community involvement include:
 - The production of our annual Global Mobility Report which promotes thought leadership on global recruitment issues
 - Hydrogen's Sponsorship Fund which supports individual charitable and sporting activities and matches employee donations
- **HYDROGEN'S IMPACT ON THE ENVIRONMENT: Minimising environmental damage**
As an office-based organisation, Hydrogen aims to minimise the impact of its activities on the environment by encouraging video conferences to prevent unnecessary travel and reducing its use of energy and resources in each office

Hydrogen publishes a number of policy documents which together confirm its global approach to doing business. The policies are available to all employees via the Hydrogen Group intranet and are consolidated in this document.

- Hydrogen Code of Conduct incorporates:
 - Hydrogen equal opportunities and diversity policy
 - Hydrogen health and safety at work policy
 - Hydrogen data protection, internet and social media policy
 - Hydrogen anti-corruption and corporate hospitality policy
 - Hydrogen protected disclosure (whistle-blowing) policy

The policies are reviewed at least annually. Formal approval of the main policies is one of the matters reserved for decision by the full Board of Hydrogen Group plc. The date of approval of each of the policies included in this document is shown at the end each section.

Hydrogen Group: Code of conduct

The Code of Conduct applies to all permanent and contract employees working for Hydrogen, whether in Hydrogen's own office network or on-site with clients.

The Code of Conduct and accompanying policies confirm what we expect from employees and the ethical framework within which we do business globally. It helps others to judge us and the quality of service we all expect to provide under the single Hydrogen brand, enhancing our credibility and promoting peace of mind for our clients and candidates. Breaches of the Code of Conduct may affect our business performance and so will be taken very seriously, including taking disciplinary action where necessary.

Ian Temple
CEO

Hydrogen's commitment to employees

- Hydrogen will recruit and treat employees fairly, complying with applicable employment laws
- We value our employees and commit to providing a safe working environment for them, with clear, fair, compliant and transparent policies and procedures
- We will set out our expectations clearly so that everyone understands the consequences of their actions
- We have adopted a single Code of Conduct and a single set of policies which apply across Hydrogen, regardless of where people are located. There are no local exceptions to the basic standards of fair treatment, professional recruitment and straight forward communications
- We will ensure that employees are made aware of our Code of Conduct when they start work with Hydrogen. The Code is available to access at any time on our corporate website and our global intranet
- Every employee will go through an induction programme to cover what we expect in terms of professional behaviour, how to work safely in our offices, how to use the information and systems we provide and how to deal with questions, problems and emergencies. Ongoing development and refresher training on particular issues will be provided as needed
- We will encourage employees to participate in the growth of Hydrogen and to develop their career with us. We want people to ask questions and seek advice if there is anything that they are unsure about

Working with one another

- We build relationships with each other as one global team, working for our clients and candidates
- Teamwork is essential, not optional
- We communicate openly and honestly
- When we are in the office or on Hydrogen business, we dress, behave and speak in a professional manner and do not allow personal issues to affect business
- We distinguish clearly between acting and speaking in a personal or in a professional capacity

- We do not speak publicly or to the press on any matter concerning Hydrogen without authority
- We work in diverse teams and are personally accountable to other team members for our actions and behaviour
- We work together to deliver an excellent service and we challenge each other to improve
- We believe in integrity and high standards in the workplace
- We listen to those around us and respect the values and perspectives of others
- We create an environment that encourages individuals to deliver
- We recognise that we are a global business and will be sensitive to different cultures and customs
- In particular, discrimination, intimidation and harassment of any kind are all unacceptable
- We will not permit any employee to discriminate by reason of a person's gender, faith, race, religion, age, disability, family background or sexual orientation
- We encourage and support individual career development, hold regular appraisals and work through Personal Development Programmes to support any employee who wants, or needs development
- We expect and deliver feedback regularly, ensuring that we are aware of the impact we have on others
- We challenge others if we suspect unlawful or unethical conduct or behaviour
- We make sure that we understand and comply with Hydrogen's policies and procedures

Working with clients and candidates

- We establish, maintain and develop business relationships based on confidence, trust and respect
- We respect the trust placed in us by others
- This means that when information is confidential, we keep it confidential. Commercial-sensitive and personal data acquired as a result of business relationships will be safeguarded and will not use it for personal advantage, for the benefit of third parties or to the detriment of our clients and candidates
- We consider the wider impact on others and on the business before making commercial decisions
- We will not sanction unethical or illegal business practices
- We never destroy or alter documents for any illegal or improper reason
- We comply with relevant local laws, regulations and standards that apply to us in our professional conduct
- We will comply with provisions of international law affecting the movement of people
- We will only place appropriately qualified, professional, adult candidates
- We not support child labour or exploitation
- We do not operate or recruit for "zero hours" contracts
- We ensure that all candidates are screened in accordance with local practices and laws applicable to us and are advised of the documents they will need to prove their entitlement to work in any particular location
- We also ensure that all pre-engagement checks are carried out in accordance with our client agreements
- We acknowledge that, as part of our work, we may be contracted to recruit candidates for roles in situations of conflict. Candidates will be made aware of published governmental advice on personal safety so that they can make their own assessment of risk

Working with Contractors

- Contractors placed by Hydrogen will be expected to follow the relevant practices of the client who has engaged them
- Contractors placed by Hydrogen will have continuing access to the Contractor Care team

- All Hydrogen contractors will be required to operate within the client's policies and procedures. This requirement will be included within their contract of employment.
- We aim to communicate with contractors who have been placed by us at least once a month
- We will pay contractors fairly and to agreed timelines
- We accept the differences in contractors' rights in different locations
- All contractors have access to support in crisis situations and will be supplied with an emergency contact details for such circumstances
- Emergency evacuation will be enabled, as needed, in collaboration with AIG, whose agents have wide experience of difficult and emergency situations

Policies

- All employees must be mindful of the Equal Opportunities and Diversity Policy which aims to ensure that the best candidates are researched, interviewed and selected for any role offered by Hydrogen, whether for itself or on behalf of a client
- All Hydrogen employees must take care to maintain a safe working environment, in line with the Health and Safety Policy
- All Hydrogen employees must comply with the Data Protection, Internet Use and Social Media Policy
- All employees, contractors and agents of Hydrogen must comply with the Group's Anti-Corruption and Corporate Hospitality Policy
- Employees and contractors are encouraged to highlight any potential for serious wrongdoing in the workplace, either one to one with their manager or on a confidential basis through the Group's whistle-blowing policy
- Breaches of policies may result in disciplinary action being taken, up to and including dismissal of an employee or termination of working arrangements with a contractor, adviser or agent

Equal opportunities and diversity policy

- Hydrogen is committed to establishing an inclusive working environment free from unlawful discrimination (direct or indirect). We do not, as a matter of course, maintain detailed personal information on all candidates and applicants, in order to maintain the focus on skills and experience rather than personality or background
- Hydrogen promotes the fair treatment of employees and job applications regardless of a person's sex, gender reassignment, marital or civil partnership status, pregnancy or maternity, race, ethnic or national origin, disability, religion, sexual orientation or age
- Hydrogen has a good balance within its current workforce (40:60 female to male at 31 December 2014 and a good mix of nationalities). The Group aims to attract and interview from a wide candidate pool for internal roles and currently has no reason to impose fixed quotas or positive discrimination to enforce greater diversity
- We assess, interview, select, train and promote employees and offer career development opportunities on a non-discriminatory basis
- We propose candidates to clients and conduct assessment and selection processes for them on the same basis
- This includes giving equal consideration to applications for employment and onward career development from people who may have a disability
- All staffed Hydrogen offices are wheelchair-accessible
- We are committed to the principle of hiring based purely on individual merit, both for our own staff and for clients
- We will follow clients' specific requirements in relation to promoting diversity, according to their need but reserve the right to challenge practices which would contravene national or international laws
- Candidates who supply information to us (including CVs and personal details submitted through our website) are deemed to have given consent for use of their information for the purposes of recruitment. Personal information will not be held for longer than necessary, in accordance with our Privacy Policy
- Candidates invited to interview for certain roles may be asked to complete an anonymised diversity questionnaire if the client has asked for such information, but this is not mandatory
- Responses to questionnaires and other personal and sensitive information will be held only as needed to determine a person's suitability for a role, to ensure compliance with employment law and, in respect of candidates, to meet clients' requirements
- We will not operate fixed quotas in recruiting candidates unless instructed to do so by the client concerned
- We use a number of different mechanisms, including personal recommendations, advertising, job boards and social media to try to attract talent from a wide range of sources. We pride ourselves on being able to find candidates not accessible directly to employers or other recruiters and value the word of mouth recommendations we receive from both candidates and clients
- Invitations to interview at Hydrogen will always ask for confirmation of any special arrangements needed to accommodate disability or personal needs

- We will ensure that account is taken of any requests for reasonable adjustments to selection procedures or working arrangements within Hydrogen to provide equality of opportunity
- In the event of a Hydrogen employee or contractor becoming disabled, we will make practical changes and make every effort to enable them to continue to work for us
- Hydrogen has a strong record of operating family-friendly and flexible working arrangements and will always give fair consideration to requests for flexible working
- Breaches of this policy are treated seriously under the Group's disciplinary procedures and may result in disciplinary action up to, and including, dismissal
- Anyone who witnesses, or is subjected to, discrimination contrary to the equal opportunities and diversity policy is encouraged to issue a grievance in accordance with Hydrogen's grievance procedure
- A copy of this policy is accessible to employees on the intranet and is explained in more detail in the Employee Handbook
- The Executive Board will monitor any issues arising where equality of opportunity has been challenged

Health and safety in the workplace

- Hydrogen is an office-based recruitment business and does not operate any manufacturing or production sites
- It has no direct involvement or legal responsibility for any business involving the use of dangerous chemicals or substances, armaments or ammunition
- Hydrogen will ensure that adequate arrangements are in place to deal with accidents, incidents and emergencies related to contamination, spillages, natural disasters or other adverse environmental effects which might affect its offices
- In the UK the Health and Safety at Work Act 1974 places responsibility on individual employees to take reasonable care of their own health and safety and that of others who may be affected by their activity in the workplace
- Similar provisions apply to each office in the Group under national laws and best practice guidelines
- As the Group is spread across a number of different locations, local laws and regulations apply and a manager in each location will be held accountable for ensuring safe working practices
- The Group does not currently have a structure of Safety Committees or representatives
- Nonetheless, Hydrogen regards the management of health and safety as an integral part of its business and as a management priority
- It is our policy that all activities and work will be carried out in a safe manner and we will ensure the health, safety and welfare of our employees and others who may be affected by our activities
- Our target is for zero accidents and zero work-related ill health to be achieved by applying current best practice in health and safety management. Compliance with current health and safety legislation is therefore regarded as the absolute minimum standard acceptable
- As part of their induction, employees are advised on safe working practices, such as fire evacuation procedures, avoiding slips, trips and falls and First Aid at work
- The Health and Safety policy is available to all employees via the Group intranet and all are expected to take individual responsibility for the welfare of themselves and others in their team
- Managers are expected to ensure that accidents and incidents are investigated and managed appropriately and recorded in the Accident Book maintained at each office location
- Access to all Hydrogen office premises is restricted. It is in all employees' interests to ensure that unauthorised persons do not gain access to the premises.

Individual health and well-being

- We operate a no-smoking policy in all office premises. Smoking is also prohibited in any vehicles owned by the Company
- The Group encourages participation in team sports
- In the UK, Hydrogen operates a "Ride to Work" cycle scheme to promote cycling for fitness and as a more environmentally-friendly means of travelling to and from the office
- Hydrogen will monitor any risks to employees in the day-to-day performance of their duties, including undertaking Display Screen Equipment and workplace risk assessments to prevent injury and illness

- Employees are encouraged to work safely in the office by maintaining appropriate posture, taking regular breaks from the screen and making sure equipment is positioned properly to ensure comfort and to avoid repetitive strain injuries or other harm
- Employees also have the opportunity to have a free eye test once a year to assess if adjustments to display screen equipment are needed or an individual needs glasses to work effectively
- When on Hydrogen business, the health and safety of Hydrogen employees driving vehicles, and any passengers, is of paramount importance. In particular, it is strictly prohibited for employees to use a handheld phone or other handheld communications device whilst driving on Hydrogen business
- Hydrogen prohibits the drinking of alcohol by employees in the workplace or on company business, other than reasonable drinking of alcohol in connection with approved social functions, or official company entertaining (with prior agreement of the individuals' line manager). Hydrogen also expressly prohibits the use of any illegal drugs or prescription drugs that have not been prescribed for the user
- Hydrogen will take all reasonable steps to prevent employees carrying out work-related activities if they are considered to be unfit or unsafe to work, as a result of alcohol consumption or substance abuse
- Hydrogen operates a policy of occasional alcohol and drugs testing, to ensure a safe working environment is maintained for all, to assist in early identification of alcohol or drugs related problems, and to encourage employees to accept help. An alcohol/drugs test will be carried out where management has grounds to believe or suspect that an employee may be under the influence of alcohol or drugs
- Line managers are responsible for putting measures in place to minimise risks to employees' well-being, particularly from negative pressure at work
- Where appropriate, HR will assist line managers in supporting individuals and will liaise with occupational health and other medical professionals, to help employees maintain good psychological health
- Professional help and support will be sought externally as needed for employees
- Any health-related information disclosed by an employee during discussions with managers or HR will be treated in confidence
- Hydrogen provides first aid equipment and facilities in all offices to deal with ill health and injuries to employees whilst they are at work. Regular training is provided for employees willing to take on responsibilities as First Aiders
- Hydrogen also operates regular fire drills and provides training and resources for employees who would take the lead in managing safe evacuation of Hydrogen premises in the case of fire
- Hydrogen does not tolerate any form of violence at work, and will take all reasonable steps necessary to reduce risks from violence to employees and contractors
- Hydrogen acknowledges that, as part of its work, it may be contracted to recruit candidates for roles in situations of conflict. Candidates will be made aware of published governmental advice on personal safety so that they can make their own assessment of risk
- Contractors have access to 24-hour emergency assistance provided by AIG in case of threats to their health or safety arising from natural disasters, conflict, hostage situations or other crises

Accident Reporting

- All accidents and any “near misses” will be investigated to determine their underlying cause, to prevent any recurrence and use lessons learnt to improve health and safety performance
- All employees are encouraged to report potential safety risks and areas of concern. A ‘no blame’ culture is in operation when investigating accidents
- Hydrogen will notify the Health and Safety Executive in the UK of accidents as required by the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 1995
- Managers will ensure that reporting occurs in a similar way as appropriate for all offices
- Local arrangements apply for the reporting of all accidents and incidents of continuing or serious illness, whether reportable or otherwise. An appropriate Facilities Manager or Head of Office will take the decision as to whether an investigation needs to occur. Any investigation reports and corresponding information will be kept for a minimum of three years
- In the event of an external investigation by the enforcement authorities, full cooperation will be provided
- The Group operates procedures to notify all employees if there is potential danger in travelling to, or working from, any of its offices and to enable them to work from home or another safe location

Data Protection, Internet and social media policy

- Hydrogen's main UK operating companies are registered as Registered Data Controllers under the UK Data Protection Act 1998
- All companies within the Group follow the same principles on data protection, no matter where they are in the world. This means that all Hydrogen companies follow the UK principles on fair capturing and use of data, maintaining confidentiality and keeping data up to date and accurate
- Hydrogen enables candidates to send CVs and personal information through its website, at their own risk. The privacy policy we apply is advertised and available to all website users
- Information obtained through the website will be retained for the purposes of marketing and recruitment but will not be used for other purposes and will never be sold to third parties
- As Hydrogen operates globally, personal and sensitive data may be transferred between Hydrogen offices
- Data collected through the website and data about candidates and clients may be transferred to, and stored at, a destination outside the European Economic Area ("EEA"). It may also be processed by staff operating outside the EEA who work for us. By registering with us, individuals who submit personal data agree to this transfer, storing and/or processing
- Personal data obtained from candidates will be retained for so long as the candidate is registered with us. An individual may cease their registration, or update details by submitting a new CV, at any time
- It is a fundamental principle that we will protect personal data relating to employees, clients and candidates and will not disclose or export sensitive contact details outside Hydrogen's systems
- We encourage use of the internet and social media to research and connect with clients and candidates around the world and to work as one Hydrogen team, no matter where we are located
- We use the technology available to us in the best interests of our clients, candidates, contractors and the business as a whole
- Employees will operate personal accounts on sites such as LinkedIn. The views expressed there are personal and should not be taken as being sanctioned by Hydrogen. We expect employees to distinguish between using the internet and social media for business purposes and individuals' own "virtual profiles" on social media sites outside the scope of Hydrogen's work
- Candidate information acquired through job boards and sites such as LinkedIn and used for recruitment within Hydrogen will be deemed to be Company property, not part of an individual's stock-in-trade
- Hydrogen will take action to protect its intellectual property and protect confidentiality
- Hydrogen also reserves the right to take action in response to any illegal or defamatory online content about people or working practices within the Group, or inappropriate, illegal or defamatory content which appears to have been issued in its name, including taking disciplinary action against any employee involved, or seeking retrenchment of comments or other legal redress in any relevant territory
- We will not aim to respond instantly to all online criticism which may appear on Twitter feeds or other social media. We do encourage clients and candidates to give feedback and will always listen to complaints and ideas for improvement

- Hydrogen uses high resilience, high quality Cloud based systems with best in practice protocols
- Hydrogen systems are monitored and any challenge to data security will be reported to the police and any other relevant regulatory authority
- All Internet data that is composed, transmitted and/or received by Hydrogen's computer systems is considered to belong to Hydrogen and is recognised as part of its official data
- Hydrogen acknowledges that data appearing on its websites or in electronic communications may be subject to disclosure for legal reasons or to other appropriate third parties
- The equipment, services and technology used to access the Internet on behalf of Hydrogen are the property of Hydrogen and the company reserves the right to monitor Internet traffic and monitor and access data that is composed, sent or received through its online connections
- Emails sent via the Company email system will be screened for viruses but cannot be guaranteed entirely free of viruses. Those communicating with Hydrogen through electronic means do so at their own risk
- All employees understand that emails sent via Hydrogen systems should not contain content that is deemed to be offensive. This includes, though is not restricted to, the use of vulgar or harassing language/images

Unacceptable use of the internet by employees would include, but is not limited to:

- Sending or posting discriminatory, harassing, or threatening messages or images on the Internet or via Hydrogen's systems and email services
- Using computers to perpetrate any form of fraud, and/or software, film or music piracy
- Stealing, unauthorised use or disclosure of someone else's password
- Downloading, copying or pirating software
- Downloading or printing corporate documentation, including information about clients and candidates, for use outside Hydrogen, without authorisation
- Sharing confidential material, trade secrets, business plans and results or other confidential business information outside the organisation
- Hacking into unauthorised websites
- Sending or posting information that is defamatory to any part of the Hydrogen Group, its employees, clients, candidates or contractors or is in any way damaging to Hydrogen's reputation in the recruitment industry
- Introducing malicious software onto the company network and/or jeopardising the security of the organisation's electronic communications systems
- Sending or posting chain letters, solicitations, or advertisements not related to business purposes or activities
- Passing off personal views as representing those of Hydrogen

Acting in breach of these principles and the policies set out within the business for maintaining IT security and protecting confidential information will result in disciplinary action and may also expose employees to external legal action.

Anti-corruption policy

- Hydrogen prides itself on operating with trust, value, honesty and reliability, following consistent business principles, wherever we are in the world. Hydrogen expects its employees and representatives to operate to the same high standards in their business relationships
- Hydrogen operates internationally. Each Hydrogen legal entity will respect the laws of its own country and must be sensitive to local customs and regulations but must also take account of international legislation and regulations which affect the Group as a whole. This legislation includes specifically the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977, as amended ("FCPA"), both of which have cross-border application
- No member of the Hydrogen Group intends to engage in, or support bribery or corrupt practices (within the terms of the FCPA) and there are procedures in place to safeguard employees from becoming involved in bribery or corruption

Anti-Corruption Measures and Respect for Law

- Hydrogen's staff and agents will not engage in business practice which appears to be corrupt or unlawful
- Information on avoiding corruption is available to all employees via the Group intranet and all employees are encouraged to ask for further guidance from managers or the Legal and Compliance team any issue where they feel uncomfortable or where they believe there may be a risk of unfair practice
- Hydrogen will deal with business contacts in good faith and expects them, in return, to act impartially and with due regard for law
- Hydrogen companies and agents will make themselves aware of relevant legislation, regulations and good business practice in their own particular jurisdiction but will also be expected to comply with the Group's overall anti-corruption policy
- Hydrogen staff and agents will not offer bribes or inducements to encourage any third party to act improperly or to reward a business contact for acting improperly to the advantage of Hydrogen
- In particular, Hydrogen will not make an individual approach or offer any gift, bribe or inducement to any foreign public official which could influence that official to act improperly
- Hydrogen employees and agents will co-operate fully with any state or regulatory investigation into alleged criminal activity or wrongdoing, bribery or corruption
- Hydrogen will compete fairly in open tenders. Staff or agents will not offer inducements designed to secure financial advantage for Hydrogen or to obtain or retain commercial advantage in a competitive situation
- Hydrogen employees will seek to confirm the roles of people involved in new client meetings so that they understand clearly each person's responsibility and to ensure that proper lines of conduct are not breached
- Hydrogen will not create separate accounts or internal budgets for the purposes of facilitating payments or influencing transactions ("slush funds")
- Hydrogen's financial records will contain appropriate evidence of the business reasons for making payments to third parties. As a public limited company, Hydrogen is obliged to have its accounts audited by an independent statutory auditor each year

- All employees are encouraged to challenge perceived malpractice. Under the terms of the Group's "whistle-blowing policy", no action will be taken against any Hydrogen employee who wishes to report any indications of involvement in bribery or corruption (unless the employee's actions are found to be both malicious and unfounded)
- Hydrogen will carry out appropriate due diligence when entering into a new business relationship or expanding into a new business area. Hydrogen intends that the same standards of business practice should be maintained across the Group
- Hydrogen expects its suppliers to comply with requirements to avoid corruption, and will review its business relationships if there is any doubt as to whether appropriate standards of business conduct are being maintained
- Prospective representatives, consultants and business partners will be made aware of the Group's anti-corruption policy, and a decision to enter or continue a business relationship will take into account both commitment, or refusal, to abide by similar principles
- Hydrogen reserves the right to terminate consultancy contracts if Hydrogen becomes aware of a breach of the statement of anti-corruption policies or third-party action which could be interpreted as bribery or corrupt practice
- Hydrogen's remuneration policies will not require employees or contractors to secure business in any way which would be illegal, immoral or corrupt nor will employees or contractors be rewarded for obtaining business which could prejudice the Group's reputation or legal compliance
- Hydrogen is aware of action which may be taken in pursuit of money laundering and to transfer the proceeds of crime into the economy. Hydrogen reserves the right to challenge instructions to pay to bank accounts which are in different countries from the originator of the role or refunds of payments to someone other than the original contracting party
- Hydrogen also reserves the right not to place candidates or work with clients if it believes this would make Hydrogen party to criminal activity
- The Board will review the operation of anti-corruption policies at least annually and will expect Executive Board members to report once a year to confirm compliance with the Group's anti-corruption procedures within their area of responsibility

Commercial arrangements within the recruitment industry

- Hydrogen may enter into commercial arrangements, on terms which would be seen as standard within the recruitment industry, for the introduction or referral of clients, payment or sharing of commissions and/or discounting of standard rates for high volumes of business
- The Group may operate loyalty or bounty schemes. Any such arrangements would be of proportionate value, such that they would not constitute an inducement for the recipient to act improperly

Disclosure of conflicts of interest

- Hydrogen will procure that employees, officers, workers and agents declare in writing any interest which they or a member of their immediate family holds in any organisation which has negotiated, or is likely to be negotiating, a contract with Hydrogen; or which is competing, or is likely to compete, with Hydrogen or any member of the Hydrogen Group for the provision of services
- Hydrogen will require employees, contractors, candidates and business representatives to disclose any personal connection with a member of a local, regional or national government or political party where the connected person may have influence over the award of a recruitment tender or their

support would be required for Hydrogen to be licensed to undertake recruitment activity in a particular region or territory

- Hydrogen will not make donations in support of any political party without the prior consent of a majority of its shareholders

Corporate hospitality

- Hydrogen employees and representatives are not permitted to give or accept any gift, hospitality, reward or other benefit from any source with whom they have been brought into contact with or maintain contact only by reason of the duties for which they are employed by Hydrogen, except in the following circumstances:
- occasional gifts which are regarded as trivial and where the nominal value given or received by any one person is under £100 e.g. diaries, calendars, wine etc. The limit for acceptance of gifts at senior management level (Associate Director and above) is £250. Gifts may not be accepted if the total value of gifts received by Hydrogen employees from the same person or organisation within a period of 3 months would exceed £500
- conventional hospitality (given or received) of £500 or less per head e.g. annual dinner of a body with which staff have day-to-day contact, client dinners or working lunches, where the frequency and the total cost of hospitality is reasonable and would not be construed by an impartial observer as affecting the employee, supplier or client's judgment regarding the work for which they are employed/engaged
- Where a more valuable gift or benefit is offered from which Hydrogen in general might benefit, rather than an individual employee, advice must be taken from Legal & Compliance prior to acceptance.
- Any expenditure which would not be in accordance with the above limits must be highlighted to Legal & Compliance in advance, investigated accordingly and reported to the Executive Board
- Employees will refuse gifts or hospitality from business contacts if acceptance could be seen as compromising their judgment or business behaviour or Hydrogen's reputation
- Employees will not accept gifts sent directly to their home addresses and will always acknowledge receipt on behalf of Hydrogen of a gift or corporate hospitality received properly. It is not permitted for any employee to sell gifts or items received from business contacts by virtue of their position with Hydrogen. Tickets and meals offered as corporate hospitality to Hydrogen employees may not be passed on for the benefit of third parties
- All employees are encouraged to seek guidance from their line manager or from Legal and Compliance on any issues involving potential or actual corporate hospitality offered or received
- Directors may seek further support or guidance from the Board with regards to the suitability of accepting or giving of higher value gifts or entertainment
- Invitations offered will not be made conditional upon agreement of a business arrangement or subject to a contract being awarded to Hydrogen. No invitations will be issued to, or accepted from, corporate or government-related clients during a competitive tender process if this would compromise the outcome of the tender
- Invitations will not be issued so regularly that employees, clients, agents nor business contacts may come to see hospitality as automatic or essential in continuing the business relationship
- No Hydrogen director or employee may authorise their own business expenses. Expense claims must be submitted by the most senior employee involved in any meeting or function
- Hydrogen will not agree to make charitable donations or sponsor an individual in order to win business. Corporate donations for valid purposes will be made only to registered charities

- Hydrogen will not sponsor events or pay for advertising which could be construed as a contribution to political party funds in any country of operation

Payments policy

- Hydrogen will agree payment terms at the commencement of each contract
- Accounts payable and received will be properly documented
- All arrangements for the payment of commissions by Hydrogen will be documented in writing. Commissions will not be paid in cash to any individual, nor will commissions be settled by bank transfers to accounts in territories other than the country of operation or tax residence of the client, candidate or supplier concerned
- Personal payments will not be offered to any public official in any part of the world
- It is recognised that there are circumstances where “fast track” payments may be levied. Where these are official payments and can be documented and receipted properly, Hydrogen may choose to adopt a fast track solution
- Where payments would not be receipted, require the involvement of a single individual or are levied without advance notice. Hydrogen will challenge requests for additional non-contractual payments
- If Hydrogen has no control over payment at that time, steps will be taken to challenge such operations retrospectively, at an appropriate level
- Employees should always notify Legal and Compliance when such a payment has been requested and discuss next steps
- The Legal and Compliance team will give guidance to any Hydrogen employee or contractor who is unsure on matters involving personal or fast track payments
- Non-contractual payments may be sanctioned only in extreme cases where failure to make a requested payment would put at risk the life, health or personal safety of a Hydrogen employee, contractor or candidate

Financial Sanctions Policy

- Hydrogen are committed to avoiding trade with sanctioned parties or anyone in Embargoed Countries.
- We expect all employees to act professionally and with integrity in business dealings wherever we operate. It is the responsibility of all individuals throughout the Group to avoid violations of the applicable sanctions laws.
- No individuals in the group are, without prior approval from Chief Financial Officer, permitted to engage in any business or dealings with Embargoed Countries, Blocked Persons, BIS Restricted Parties, or individuals or entities listed as a sanctions target by U.K. and/or E.U. legislation.
- All agreements are approved by our central Compliance team who are responsible for undertaking sanctions checks against currently published lists as follows:
<http://hmt-sanctions.s3.amazonaws.com/sanctionsconlist.htm>
- Should any sanctions discrepancies be flagged by the Compliance team, this will be escalated to our Chief Financial Officer who will investigate and, if necessary, raise to the Board.
- The Legal and Compliance team will give guidance to any Hydrogen employee or contractor who is unsure of sanction noncompliance of any party they have dealing with.

Protected disclosures policy (“whistle-blowing”)

- This policy applies to all employees of Hydrogen Group. It also applies to other individuals performing functions in relation to Hydrogen Group such as seconders, external consultants, contractors and agency personnel
- The policy exists to enable individuals working for or with Hydrogen to raise any concerns that they have or which an employee or contractor feels should be investigated in the public interest
- Hydrogen operates separate policies for handling employee complaints and resolving disputes, including Grievance, Equal Opportunities and Disciplinary policies. Hydrogen will not take action against anyone who raises a complaint under these policies just because they did so. In these situations, employees are encouraged to use one to one meetings with managers and other formal procedures available (such as the Grievance Procedure) to raise concerns in the first instance
- Matters which concern actual or potential financial misstatement, illegal behaviour or severe damage to Hydrogen’s reputation are considered at a different level, under the heading of protected disclosure or “whistle-blowing”
- Hydrogen operates a positive commitment and open approach to whistleblowing and therefore encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run, or other matters involving Hydrogen which may be in the public interest
- Any individual who feels the need to make a disclosure or requests further investigation of an issue in accordance with this policy will not have any action taken against them by Hydrogen, and should not suffer any mistreatment from other employees, simply because they have raised an issue
- If an individual believes that there is, or there is likely to be, misconduct in any of the following categories, the concern they raise will be treated as a ‘qualifying disclosure’ within the context of legislation which protects “whistle-blowing”:
- Failure to comply with a legal duty
- Miscarriages of justice
- Criminal offences
- An act creating risk to health and safety
- Financial misdemeanors
- An act causing damage to the environment
- Deliberate concealment of any of the above
- Employees and others working with Hydrogen are also encouraged, within the terms of this policy, to call attention to any misconduct not included in these categories but which would be likely to harm the reputation of Hydrogen and should be stopped
- Any employee who makes such a disclosure has the right not to be dismissed, or subjected to victimisation, because he/she has made the disclosure. Continued employment and opportunities for future promotion or training will not be prejudiced because a legitimate concern has been raised
- Guidance can be obtained on a confidential basis at any time from Legal and Compliance
- Free, independent advice may also be available from local charities or telephone helplines (such as Public Concern at Work in the UK, Whistle-blowers Australia and the Government Accountability Project in the US)

- Once a concern has been raised, it is the responsibility of the Company (rather than of any individual) to make sure that it is investigated properly. Nonetheless, everyone working for Hydrogen has a degree of responsibility for treating significant concerns seriously

Responsibilities

Employees, contractors and those who work with Hydrogen are expected to:

- be aware of this policy and procedures
- if making a disclosure, advise the person investigating of any direct personal interest in the matter
- treat other employees who have made a disclosure fairly and not subject them to any form of mistreatment, bullying or harassment

In addition to the above responsibilities, managers are expected to:

- make their teams aware of this policy and procedures
- encourage a positive open working culture where people working at Hydrogen feel able to express their concerns
- take any such concerns seriously
- guide staff to the most appropriate route. This may be escalation to the next level of management, approaching the Executive Board or a confidential disclosure to the nominated Non-Executive Director
- ensure that a disclosure made known to the manager is escalated to the next level within five working days

In addition to the above responsibilities, members of the Executive Board are expected to:

- build a culture of openness and high standards of business behavior
- monitor day to day performance and challenge any suspected misconduct or gaps in procedure
- treat any disclosures of misconduct as a matter of priority and participate fully in any investigation
- implement action as recommended by the Non-Executive Director to resolve an issue raised by a disclosure or to prevent potential misconduct

The Board of Hydrogen Group plc is responsible for:

- nominating an independent Non-Executive Director as the person to whom any employee or contractor working at Hydrogen can refer an issue of concern made on a confidential basis. The Non-Executive Director will lead the process for dealing with disclosures made under this policy
- monitoring the effectiveness of internal control systems and ensuring that any recommendations of internal and external auditors are acted upon
- receiving reports on any disclosures made
- reviewing the policy at least annually

Senior Independent Director

Richard Green is the Senior Independent Director nominated by the Board as the person to whom confidential disclosures can be made. He is a Non-Executive Director of Hydrogen Group plc and therefore independent from everyday activity in the business. His contact details can be obtained via

the Company Secretary's Office and will be made available to all staff via the whistle-blowing policy document on the Group intranet.

On receipt of a disclosure, he will:

- take concerns seriously, and consider them fully and fairly
- acknowledge receipt of the disclosure within 5 working days
- arrange for any further investigation to be carried out
- indicate to the whistleblower, where possible, how management proposes to investigate the disclosure and the likely timescales, aiming to resolve issues as quickly as possible
- communicate the findings of the investigation in an appropriate way to the discloser, the individual(s) under investigation, management and any external authorities

Working with Legal and Compliance and/or the Company Secretary, the Senior Independent Director will:

- maintain a confidential log of disclosures made to assess the effectiveness of the policy and any emerging trends
- provide periodic reports on disclosures (on an anonymous basis) to the Board
- ensure that disclosures raising concerns about financial controls and ethical issues are highlighted (on an anonymous basis) to the Audit Committee

The Process

There are three potential routes available for employees to raise concerns of this nature:

- communication with the employee's direct line manager, either face to face or in writing, confirming that the matter is being raised under the whistleblowing procedure. The manager will refer the matter on to the Senior Independent Director, via the Company Secretary, within five working days. An employee who raises a concern in a face to face meeting has the right to be accompanied by a colleague or, where relevant, a Trade Union representative.
- if the employee believes that their line manager, or more senior managers, are implicated in misconduct then they can approach the Senior Independent Director directly. If an employee wishes to make an anonymous disclosure, a sealed envelope addressed to the Senior Independent Director and marked "Protected Disclosure" can be sent to the Company Secretary, to be forwarded, unopened, within five working days of receipt.
- in circumstances where behaviour would breach laws or regulations applying to Hydrogen, it may also be possible for an employee to raise concerns on a protected basis with the local police and/or relevant local regulatory authority.

Investigations

- Disclosures will be investigated by an independent person. It is likely that one or more fact finding meetings will take place;
- Individuals under investigation may be suspended or asked not to attend the office during the period of investigation. Hydrogen will not ask the person making a disclosure to attend a meeting at which those claimed to be implicated are present;
- The person investigating the claim may be accompanied by an external adviser (e.g. lawyer or accountant) as appropriate, to assist with the investigation;

- Following the investigation, the findings will be communicated within 10 working days to the discloser and Hydrogen management and, if appropriate, to those under investigation. Records formed during this process will be destroyed after seven years.

Confidentiality

- It is an important principle that disclosures will be treated confidentially, and may be made on an anonymous basis;
- Where a complaint is made on a named basis, the identity of the person making the disclosure will be kept confidential within a limited group of people within Hydrogen, unless:
- there is a legal obligation to disclose the source of a disclosure;
- the information is already in the public domain;
- information needs to be given on a strictly confidential basis to external professionals (e.g. lawyer or accountant) for the purposes of obtaining advice; or
- information must be given to the police or regulators as part of investigations or anti-money-laundering requirements;
- Hydrogen will advise the discloser, in advance if possible, of any other circumstances in which the Company is required to reveal that person's identity.

Consequences

- No disciplinary action will be taken, and there will be no prejudice against, any person who makes a disclosure in good faith concerning an action in which they were not personally involved;
- There may be circumstances in which the discloser has been implicated in the alleged misconduct. The fact of coming forward to make a disclosure will be taken into account in any sanction for misconduct unless the misconduct was so serious, or the discloser's role in it so instrumental, that no amount of co-operation or other mitigating factor could justify a decision not to bring any action;
- Hydrogen will take action against any employee who mistreats, harasses or acts prejudicially against a colleague because they have made a protected disclosure.

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