



Woods - Corporate Governance Management

Corporate Governance Management

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2.0 Introduction

Woods Group Limited (Woods) recognises that it must integrate its business values and operations to meet the expectations of clients, employees, regulators, investors, suppliers, the community and the environment.

To support this various policies and measures have been implemented to ensure Woods meets its corporate and social responsibility, which includes:

- Taking all feedback that it receives from interested parties seriously and, where possible, maintaining open dialogue to ensure Woods fulfils its obligations
- Being open and honest in communicating strategies, targets, performance and governance to interested parties
- Committing to continual and sustainable development.

Purpose

This document outlines Woods' approach to corporate governance management, which aims to ensure social, economic and environmental requirements are identified and met.

This document provides a guide to Woods' clients to help them understand the high-level corporate policies and processes Woods has implemented to meet the requirements placed upon it.

Reference Material

This document is supported by a number of internal policies, processes, procedures and documented information, some of which are detailed below:

- Equality and Diversity Policy
- Anti-Bribery Policy
- Social Responsibility Policy
- Information Security Policy
- Data Protection Act Policy
- Environmental Policy
- Quality Policy
- Health and Safety Policy

Scope

The scope of this document applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and bodies corporate) associated with Woods or any of its subsidiaries.

3.0 Social Responsibility Policy

This Social Responsibility Policy sets out the minimum standards Woods expects from staff in their internal and external dealings with colleagues, clients, members of the public and third parties, ensuring compliance with its legal and regulatory requirements such as:

- Companies Act 2006
- Gambling Commission's (GC) Licence Conditions and Codes of Practice (LCCP)
- Human Rights Act 1998
- Data Protection Act 1998

Basic Standards of Conduct

Woods will:

- Conduct every aspect of its business with honesty, integrity and openness, respecting human rights and the interests of our employees, clients, and their supporters and third parties
- Respect the legitimate interests and human rights of all parties with whom it has dealings with in the course of conducting its business
- Uphold the values of honesty, partnership and fairness in our relationships with interested parties
- Conduct its operations in accordance with the principles of fair competition and applicable regulations
- Act in accordance with fair business, marketing and advertising practices and take all reasonable steps to ensure the safety of its services
- Provide transparent and effective procedures that address customer, and their supporter's complaints and contribute to fair and timely resolution of disputes without undue cost or burden
- Not make representations or omissions nor engage in any other practices that are deceptive, misleading, fraudulent or unfair
- Respect the privacy of individuals and provide protection for personal data in accordance with the relevant local law(s).

Employees

Woods:

- Is committed to creating and maintaining a safe and healthy working environment for its employees
- Will strive to create a workplace in which there is mutual trust and respect and where every person feels responsible for the performance and reputation of our company
- Will respect the individual and each other's rights, customs and traditions and this is supported by Woods' Equality and Diversity Policy
- Will adopt fair and inclusive practices throughout its operations
- Will offer our employees clear and fair terms of employment and provide resources to enable their continual development
- Will maintain a clear and fair employee remuneration practices, which includes ensuring:
 - Staff are never paid less than the national minimum wage

- Staff are not forced to work more than 48 hours per week, a voluntary opt out agreement is available for those wishing to work more than 48 hours per week
- Staff are given written terms and conditions of employment that detail the obligations of the employee and employer, rates of pay, working hours, grievance and disciplinary procedures, holiday entitlement, absence and sick pay rules and notice periods for termination of employment
- No deductions are made from wages as a disciplinary measure, and pay slips detailing lawful deductions are provided for each pay period.
- Will seek to eliminate all prejudice, discrimination, bullying and harassment
- Will work towards achieving a diverse workforce, recruiting, employing and promoting employees based on objective criteria, qualifications and abilities needed to undertake a job role
- From time to time, and at its absolute discretion, may invite employees to participate in a bonus scheme. Any bonus scheme will be outlined in writing and does not entitle employees to participate in a scheme in subsequent years.

Clients, Suppliers and other Interested Parties

Woods:

- Is committed to providing safe, value for money, high quality, consistent, accessible and reliable services to its clients
- Will conduct its operations in accordance with the principles of good corporate governance
- Will aim to develop strong relationships with its clients, suppliers, and others with whom it has dealings, based on mutual trust, understanding and respect. In those dealings, Woods expects those parties to adhere to business principles consistent with its own
- Is committed to maintaining open and regular dialogue with its clients and suppliers in matters that affect their interests
- Will ensure it only engages suppliers which employ ethical trading practices, and that do not present unwarranted risk to Woods, its employees, clients or other interested parties.

Socially Responsible Gambling

Woods requirements for ensuring socially responsible gambling are documented within the Woods – External Lottery Manager Compliance Policy and Overview document.

Business Integrity

- Woods will not offer, give, seek or receive, either directly or indirectly, inducements or other improper advantages for business or financial gain
- No member of staff may offer, give, seek or receive any gift or payment which is, or could be construed as, such
- Woods accounting and other records and supporting documents must accurately describe and reflect the nature of the underlying transactions
- No undisclosed or unrecorded account, fund or asset will be established or maintained by Woods
- Woods will not facilitate, support, tolerate or condone any form of money laundering

Information Security Management

Woods requirements for ensuring the integrity and security of its information with attention given to personal and sensitive data, including cardholder data are documented within the Woods – Information Security Management document.

Business Continuity Management

Woods requirements for ensuring it has the appropriate business contingency, resilience, recovery and emergency mechanisms in place that prevent the likelihood of a critical incident occurring, and/or enable business functions to be reinstated efficiently and effectively are documented within the Woods – Business Continuity Management document.

The Environment

Please refer to Environmental Policy section within this document.

Health and Safety

Please refer to the Health and Safety Policy section within this document.

Quality Management

Please refer to the Quality Management Policy section within this document.

4.0 Anti-Bribery Policy

Woods is committed to instilling a strong anti-corruption culture and to upholding all laws relevant to countering bribery and corruption, including, but not limited to, the Bribery Act 2010.

Record Keeping

Woods will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties (such as clients, suppliers and business contacts) will be prepared and maintained with strict accuracy and completeness.

All parties are further expected to:

- declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review;
- ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and
- specifically record the reason for the expenditure.

Facilitation Payments

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods

held in customs. Woods will work to ensure that employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with the company or any of its subsidiaries do not make facilitation payments on Woods' behalf.

Facilitation payments constitute bribes and will not be made at any time, unless a facilitation payment is accompanied by threat of physical harm then safety will be put first. All such instances will be reported to the Managing Director in the first instance.

Gifts and Hospitality

Gifts and hospitality can, when excessive, constitute a bribe and care and due diligence will be exercised at all times when someone gives or receives any form of gift or hospitality on behalf of Woods.

All gifts and hospitality must:

- Given as an act of appreciation for works already undertaken or an existing working relationship, and must not place the recipient under any future obligation
- Be appropriate and in proportion to the relationship
- Be compliant with relevant laws
- Be made openly, documented and approved by Finance if in receipt, or a line manager if given.

Cash will not be given or received as a gift under any circumstances.

Political and Charitable Donations

Woods does not make contributions of any kind to political parties.

No charitable donations will be made by Woods for the purpose of gaining any commercial advantage. Proof of receipt of all charitable donations will be obtained from the recipient organisation and kept. Under no circumstances will charitable donations be made in cash.

5.0 Equality and Diversity Policy

Equality

Woods is committed to the principle of equal opportunities in employment. It is opposed to any form of less favourable treatment or financial reward through direct or indirect discrimination, harassment, victimisation to employees or job applicants on the grounds of race, religious beliefs, political opinions, creed, colour, ethnic origin, nationality, marital/parental status, sex, sexual orientation or disability, and to any form of less favourable treatment on the grounds of handicap or age.

Woods will eliminate discrimination in pay between men and women who do the same work, or work of a similar nature or work of equal value.

Woods will actively promote equal opportunities in its business to ensure that individuals receive treatment that is fair, equitable and consistent with their relevant aptitudes, potential skills and abilities.

Employees will be recruited and selected, promoted and trained on the basis of objective criteria.

Harassment at work

Woods is committed to ensuring that no harassment or victimisation at work, whatever the motivation, is overlooked or condoned. Harassment can apply to a single offensive act and not just persistent unwanted behaviour. Any form of harassment will be subject to Woods' disciplinary process.

Harassment applies to verbal and physical actions as well as any other form of communication including electronic communication such as text messages, emails as well as written communication.

Woods will aim to resolve any complaint of harassment sensitively, impartially, effectively and quickly, ensuring no employee feels victimised for making or supporting or assisting a complaint of harassment, even if the complaint is not upheld.

Disability

Recruitment is on the sole basis of the applicant's abilities. A disability will not of itself justify the non-recruitment of an applicant. No applicant will be considered unsuitable for appointment or less suitable than another applicant unless full consideration has been given as to whether a reasonable adjustment can be made which will counteract the effect of his or her disability upon his or her suitability.

Woods will, in consultation with the employee ensure that reasonable adjustments are made as required to enable him or her to work safely and effectively, and to secure equal access to the benefits of employment, including training, development and promotion. Where required, and where agreed with the employee, an outside specialist will be consulted, to enable Woods to make the reasonable adjustments.

As part of our commitment to equal opportunities for disabled people, we will ensure that all reasonable measures are taken to retain disabled employees in employment. We will make such adjustments as are reasonable to enable a disabled employee to carry out his or her duties. This will include consideration of the provision of specialist equipment, job re-design, re-training, flexible hours, remote working and/or re-deployment.

6.0 Training and Development Policy

Woods recognises that staff development and learning is an integral part of its strategic planning so that all members of staff can perform their individual jobs effectively.

Woods will:

- Provide a working environment where continuous learning and development take place
- Ensure that employees are supported and enabled to meet the changing demands of the organisation and service offering
- Facilitate employee development at work and/or personal development through assisting employees to broaden, deepen and thereby further enhance their existing skills and competencies
- Ensure no employee will be excluded from training and development on the grounds of gender (including gender reassignment), age, marital status, disability, ethnicity, race, nationality, citizenship, sexual orientation, religion or belief, responsibility for dependants, trade union membership or employment status.

Training and Development Options

Training and development options may include:

- On the job training, e.g. job shadowing, mentoring, team meetings, secondments and placements within other departments
- Attending in-house courses or workshops, delivered by subject matter experts (internal or external)
- Attending conferences and seminars, and in some cases providing the opportunity to be a guest speaker
- Attending external courses or workshops
- On-line e-learning and research.

Woods will prioritise training and development to focuses on areas which:

- Enable Woods to fulfil its strategic objectives
- Enable effective responses and management of legislative changes
- Are essential to ensure the quality Woods' service provision
- Enable employees to meet their responsibilities in completing continuous professional development required by relevant professional bodies
- Ensure individuals have the appropriate skills and competencies to undertake their role.

Core Training

There are specific areas of learning which are essential for all employees and cover a rolling programme of needs which have been identified as part of a continuous programme of training and development. Core learning will therefore cover the following areas:

Induction

All new employees are given a timely programme of induction as this is regarded as an essential part of staff learning and development and integration into the working environment. It is important that new employees are given guidance and support on the organisation, its work and practices and their individual duties and responsibilities.

Induction training will include being provided training and awareness on:

- Job role and tasks
- Compliance
 - Gambling Commission (GC)
 - Gambling Commission Remote Technical Standards (GC RTS)
 - Payment Card Industry Data Security Standard (PCI DSS)
 - Quality (ISO 9001)
 - Environmental (ISO 14001)
 - Health and Safety
- Information and Communications Technologies (ICT)
 - Use of internal portals and other electronic facilities and software applications used as part of their role.

Performance Management

Performance Management is an ongoing communication process, which involves both the line manager and their employee in:

- Identifying and describing essential job functions and relating them to the strategic and operational objectives of the organisation
- Developing realistic and appropriate performance standards
- Giving and receiving feedback about performance
- Planning learning and development opportunities to sustain, improve or build on employee work performance.

Appraisals

Appraisals are an essential component of Woods' performance management framework and are supported by regular support and supervision sessions between line managers and their employees throughout the course of the year.

The appraisal scheme allows for every employee to be formally appraised by their line manager through a structured discussion on work performance and which, must also incorporate the employee's training and development needs.

It is an opportunity for the line manager to build on an employee's strengths and address areas, which require support, thereby enhancing the potential skills and competencies of the individual employee.

Line managers are required to identify and address learning needs through regular support and supervision sessions with individual employees, as well as during the annual appraisal process.

Recording, Monitoring and Evaluating Training and Development

Line Manager's will develop and maintain a matrix of employee skills and competencies which will include all training and development activities, except compliance training which will be recorded centrally by the Head of Compliance. All training and development activities will be monitored and evaluated in terms of suitability, effectiveness and value for money.

7.0 Health and Safety Policy

Woods is committed to ensuring the health, safety and welfare of all its employees and other parties that may be affected by its activities.

It is the policy of Woods to produce, and train all applicable personnel, on the appropriate health and safety policies, procedures and guidelines which will represent the minimum standards for health and safety required by the company, ensuring they comply with all legal and regulatory requirements.

Woods has implemented various policies, procedures and guidelines relating to, but not limited to, the following topics:

- Emergency evacuation, including marshals, drills and exits
- First aid
- Accident reporting
- Manual handling
- Protective clothing and equipment
- Hygiene

- Identification of health and safety hazards, including conducting annual risk assessments
- Control of hazardous substances (COSHH)
- Disposal of waste electrical and electronic equipment (WEEE)
- Control of working time
- Display screen equipment
- Contractors permit and method of work

8.0 Environmental Policy

Woods seeks to develop an ethos of environmental responsibility in its entire staff. This is based on the recognition of the need to contribute at local, regional, national and global levels to the sustainable use of natural resources and be cost effective wherever possible.

In order to achieve these aims Woods is committed to minimising our impact on the environment by establishing a programme of continual improvement, with particular emphasis on the following:

- Ensuring that all legal requirements are met
- Continual improvement and pollution prevention
- Using energy efficiently in its daily operations
- Minimising water use and hazardous waste disposal
- Reducing the generation of waste
- Reusing or recycling waste where possible
- Avoiding the risks of pollution
- Minimising the detrimental impact of transport and the use of machinery

Woods will:

- Implement, maintain and continually improve its Environmental Management System in compliance with ISO 14001
- Reduce as far as possible and practical any pollution resulting from its activities and service
- Reduce, as far as possible and practical, its carbon footprint
- Ensure that, in its procurement of products and services, all suppliers and subcontractors operate to environmental standards that do not conflict with Woods' policy
- Reduce waste through reusing, recycling and recovering materials wherever possible
- Make the most efficient use of natural resources and similarly advise contractors etc. as appropriate
- Promote best practice on environmental issues
- Identify and build on good housekeeping practice
- Encourage cost-effective use of resources through the setting of objectives and targets
- Implement sustainable procurement policies where possible
- Continually improve environmental performance through the regular and ongoing review of its Policy; environmental aims and objectives.

9.0 Quality Management Policy

Woods' commitment to achieve the highest quality of production and service is one its' key principles. Woods is required to demonstrate that it provides a quality service, a method of doing this is to obtain certification to ISO 9001, the international standard for quality management systems (QMS).

One method of demonstrating this is to obtain certification to ISO9001, the International Standard for Quality Management System Requirements. Woods' Quality Management Policy, and supporting processes, procedures, including standard operating procedures (SOPs), support the objective to improve all aspects of the Company that will lead to a continual improvement to the service of its clients.

Woods aims are:

- To provide a quality product and service to all our clients
- To identify and meet its legal, regulatory and contractual requirements
- To continually seek to enhance the service to clients and therefore their satisfaction
- To ensure its QMS remains suitable, effective and efficient by:
 - Continuously reviewing its product and service provision processes to identify the potential for errors and taking the necessary action to eliminate them
 - Ensuring tasks are completed in the most cost effective and timely manner for the benefit of all its clients
 - Ensuring all staff understand and fully implement the company's policies and objectives and can perform their duties effectively through an ongoing training and development programme.