

Group Standard

Procurement & Supply Chain



An effective procurement and supply chain is a critical success factor in driving competitive advantage for Serco and driving benefits for our customers



Document Details

Document Details		Serco Public
Reference	SMS GS-PSC1: Procurement & Supply Chain	Version 3.3
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Applicability	Serco Group covering all business regions, operating companies and business units throughout the world ¹	
Authority	Chief Executive, Serco Group plc	
Accountable Policy Owner (Group)	Chief Procurement Officer	
Additional Information	Supporting standards, standard operating procedures and guidance relating to this Group Standard are available on 'Our World' under Serco Management System	
Governance	Our policies and standards, together with any regional or market requirements and enhancements to them, are authorised through a robust governance process. The SMS Quality Manual describes this process and is available on Our World under Serco Management System	
Consequence Management	As a Group Standard the requirements detailed in this document are mandated and must be adhered to. Non-compliance will have consequences which may include disciplinary action. The Consequence Management Group Standard (SMS-GS-G1) details how instances of non-compliance will be dealt with	
¹ As used herein, Serco Group and its affiliates, subsidiaries and operating companies are referred to as 'Serco', the 'Company' or 'company', or 'we', 'us' or 'our'.		

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1 Objectives

An effective procurement and supply chain is a critical success factor in driving competitive advantage for Serco and driving benefits for our customers.

To achieve this we will apply a consistent procurement process in selecting and using suppliers, so that we:

- manage business and financial risk, derive maximum value from our spend , through appropriate procurement strategies and supplier selection criteria, such as low cost, technically acceptable or best overall value, whilst mitigating risks to business and customer objectives and meeting our customer service requirements
- work collaboratively across all Serco’s Divisions and with suppliers to maximise and deliver sustainable value to Serco, maintain the integrity of our procurement process and drive continuous improvements
- comply with laws and regulations and other requirements applicable to the locations in which we operate our business
- reflect our ethical standards and code of conduct throughout our supply chain and ensure that sourcing initiatives are fair and ethical to both Serco and the participating suppliers consider social and environmental and other factors important to our clients and the communities within which we operate in the supply chain

We will be professional in all our dealings with suppliers and establish a relationship where suppliers will want to do business with Serco again.

2 Policy Standards

2.1 Policy

- S1. Procurement and Supply Chain policy, standards, systems and procedures will be defined, documented, implemented and maintained
- S2. Systems and procedures will be appropriate and proportionate to the nature of our procurement and supply chain risks
- S3. Policy, systems and procedures will be regularly reviewed (at least annually) to ensure they reflect business requirements and legal responsibilities
- S4. Systems and procedures will be made available to those working under the control of the organisation so that they are aware of their individual obligations
- S5. A procurement and supply chain management structure will be implemented to support the delivery of policies, systems and procedures, to review procurement performance and respond to business procurement and supply chain management needs

2.2 Risk management¹

- S6. Procurement and supply chain risks will be identified and assessed with appropriate controls implemented to manage the risk in accordance with the Risk Management Group Standard²
- S7. Procurement and supply chain risks will be reviewed at regular intervals (at least annually)

2.3 Delegated Approval Authorities

- S8. All procurement will be conducted in accordance with Serco Group plc Delegated Approval Authorities

¹ **America’s approved variation:** Supply chain risk management is conducted on a procurement-by-procurement basis in line with standard procedures. See Divisional Variation dated 13/11/2014 for details

² See Risk Management Group Standard Ref: SMS GS RM1

- S9. Where appropriate Divisional CEOs will define additional delegated authorities within their area of operations, which will be complied with
- S10. All employees will make themselves aware of and adhere to the delegated authorities applicable to the transactions they execute or propose

2.4 When to involve Procurement

- S11. Divisions/Regions will engage and co-ordinate with the relevant Procurement Lead as soon as a potential (in the case of bidding) or actual (in the case of existing business operations) purchase need is anticipated including any renewals, extensions or variations of any existing supplier contracts. This engagement will take place before any approach to the supply market and any engagement with suppliers including any incumbent suppliers
- S12. Supplier contracts: Notwithstanding Serco Group plc Delegated Approval Authorities and any additional delegated authorities defined by Divisional CEOs, the sourcing and selection of suppliers and the negotiation of suppliers will be managed by the relevant Procurement Lead for all supplier contracts including those that will be used as part of a bid, where the annual spend is estimated to be greater than £100,000. The value of contracts must never be deliberately or artificially underestimated or split to avoid the application of procedures set out in this Standard. This includes any type of contract; for goods or services (to include Letter of Intent; Memoranda of Understanding; Intention to proceed; Letters of Arrangements; Heads of Agreements/Heads of Terms; Contracts; Agreements; Term Sheets; e-Auction Agreements; Proposals or Quotations). For the purpose of risk management and control, all such contracts must be maintained and stored centrally by the relevant Procurement Services organisation
- S13. If the purchase is for goods or services which are, or may also be, procured by another Division/Region or Business Unit this could affect the total contract value for the purpose of Procurement involvement. In

such circumstances, Divisions/Regions will consult the relevant Procurement Lead

- S14. Purchase orders: All purchase orders greater than £50,000 will be made through the relevant Procurement Lead (with the exception of Purchase Order Exempt transactions)
- S15. Capital expenditure will be reviewed by the relevant regional Procurement Lead, in accordance with Delegated Approval Authorities and the Capital Expenditure Process
- S16. Any Divisional/Regional variations for when to involve Procurement must be approved by the Divisional CEO and Group Chief Procurement Officer

2.5 Supplier Selection and Sourcing³

2.5.1 Supplier selection

- S17. Regions will implement a supplier selection and registration process that as a minimum will ensure:
- supplier selection does not undermine Serco's Preferred Supplier List (PSL)
 - supplier selection is subject to competition, except to the extent that appropriate sourcing justifications may be considered where the Procurement leads determines that Serco's interests are properly served
 - suppliers have the opportunity to raise questions and request clarifications as part of the sourcing process
 - suppliers have access to the same information upon which a selection decision would be made and such information will be shared generally, except where this would compromise supplier innovation or intellectual property
 - selection criteria will include, but are not limited to, low cost or best value, past performance, sustainability, ethics, health and safety, supply risk and financial risk, and other criteria appropriate to the procurement opportunity

³ **America's approved variation:** Federal Procedure sections and applicable Commercial Procedures sections relevant to America's sourcing practices are in place. See Divisional Variation dated 13/11/2014 for details

- f. Serco standard terms and conditions, including any requirements for non-disclosure agreements, are complied with. Any deviation must be subject to review by Divisional Legal representative and Procurement Lead (or their delegates)
- g. a clear audit trail exists that captures document transmission between Serco and suppliers to allow continuous benchmarking to ensure that the quality, cost and capabilities of the goods and services purchased are aligned with Serco needs and market conditions

- S18. The general criteria for supplier selection will be the lowest price from suppliers that meet the quality and service criteria specified in the Request for Proposal or other document used to request supplier bids. Alternative criteria such as 'best value' or total cost of ownership may be used where appropriate and agreed in advance. In such cases the rationale for economic differentials in supplier bids must be justified by a supporting cost model and documented
- S19. Serco staff and their associates will not accept gratuities of any nature from suppliers that form part of any supply arrangement that conflict with Group Standard Operating Procedures⁴
- S20. Serco staff will critically assess and declare any conflict of interest in any supply arrangement and remove themselves from any negotiations and subsequent purchasing decisions involving a supplier where a direct or indirect conflict of interest exists⁵

2.5.2 Supplier diversity

- S21. Serco promotes an environment in which inclusion is fundamental to what we do, celebrating the diversity of both the communities it serves and the people it employs within its business. A commitment to supplier diversity is a natural extension of Serco's culture
- S22. In line with Group and Divisional requirements, small firms, voluntary and community organisations, social enterprises and ethnic minority businesses etc. are considered valued members of Serco's supply chain

- S23. Serco's procurement processes with this group will be objective, transparent and non-discriminatory

2.5.3 Supplier classification

- S24. Procurement services will classify selected suppliers to Preferred, Approved, Unapproved and Debarred. (see Definitions)
- S25. Where a preferred supplier is in place it will be used wherever possible for the term of the arrangement
- S26. Consideration may be given to revised submissions from preferred suppliers submitted to rectify any discrepancy should the preferred supply agreement not represent best value
- S27. Existing approved suppliers within the same supply category should not be used once a preferred supplier has been appointed
- S28. Existing unapproved suppliers should be reviewed with a view to moving them to an approved status or removed

2.6 Supplier contract approval

- S29. Serco will only enter into contracts which are fair and ethical to Serco and participating suppliers and that they do not compromise our competitive position or service and share appropriate risks
- S30. Divisions/Regions will delegate specific authority to a competent individual(s) to be responsible for the review, approval and management of supplier contracts. Only these authorised representatives may execute contracts with suppliers to Serco

2.6.1 Contract discussions

- S31. A 'valid contract' includes but is not limited to:
- a. Contracts
 - b. Agreements
 - c. Non-Disclosure Agreements
 - d. E Auction Agreements
 - e. Proposals or Quotations requiring a signature

⁴ See Gifts & Hospitality GSOP Ref: SMS GSOP BC2-2

⁵ See Business Conduct & Ethics Group Standard for Conflicts of Interest process Ref: SMS-GS-BC2

- f. email agreement
- g. Purchase Orders

- S32. Where possible, and in line with regional requirements, supplier contracts will be in accordance with Serco's Standard Terms and Conditions of Contract. Exceptions are approved generally or specifically by the delegated approval authority
- S33. Serco's standard payment terms are defined regionally. Deviation from these terms requires Divisional Finance written authority prior to any agreement with the supplier

2.6.2 High Risk and High Importance contracts

- S34. All supply contracts will be risk assessed to identify specific supply contracts that are 'High Risk' and/or 'High Importance'. (Refer to section 6 Definitions)
- S35. For all High Risk and/or High Importance supplier contracts, the contract with the supplier should include appropriate provisions to address or mitigate the risks identified and be reviewed by the Procurement Lead prior to any agreement being reached or signature

2.6.3 Contract approval and documentation

- S36. Unless executed on Serco's standard form or pursuant to Serco's standard terms and conditions, all supplier contracts will undergo an appropriate review and approval by procurement, technical, legal, tax, finance and ethics, as the case may be depending upon the nature of the deviation from Serco's standard contractual requirements, before being signed in accordance with the Delegated Approval Authorities
- S37. All approvals will be in accordance with Serco Group plc Delegated Approval Authorities
- S38. Any supplier contract must be signed by a Director of the Serco legal entity entering into the contract, subject to delegation to other Divisional EMT members or by a specific Power of Attorney provided by the

relevant legal entity for an individual to sign a specific contract and related documentation. Any supplier contract entered into of a value greater than £15m must be notified to the Company Secretary and minuted by the relevant legal entity

- S39. Prior to any commitment or signature of any type of supplier contract for goods and services (as listed in section 2.6.1, with the exception of Non-Disclosure Agreements), a commercial review will be undertaken by the Procurement Lead for any contract £100,000 or greater
- S40. For any contract over £50,000 contract documents should include, if applicable:
- a. General Conditions of Contract
 - b. Special Conditions of Contract (if applicable)
 - c. Specifications/Scope of Services/Works (as applicable)
 - d. Other Contract Requirements, including Safety, Health and Environment
 - e. Pricing (Item pricing or schedule of rates)
 - f. Service Level Agreements (SLA) Key Performance Indicators (KPI)
 - g. Management Information and Reporting requirements
- S41. Documents will be retained in accordance with the Document Retention Group Standard Operating Procedure⁶

2.6.4 Contract variations, extensions and terminations

- S42. All approvals for renewals, extensions or variation will be in accordance with the Serco Group plc Delegated Approval Authorities based on the revised total contract value
- S43. All requests to terminate a supplier contract for any reason above the procurement threshold set in S12 will be submitted to Procurement. Procurement will be responsible for managing the supplier termination in collaboration with the requester and appropriate legal support

⁶ See Document Retention Group Standard Operating Procedure Ref SMS GSOP II1-2

America's approved Variation: Procurement document retention procedures are based on the requirements of the Federal Acquisition Regulations (FAR) for federal procurements or Serco Policy GN-4 for commercial procurements. See Divisional Variation dated 13/11/2014 for details

2.7 Transacting (P2P)

- S44. A consistent approach to the requisitioning process will be applied to optimise the value delivered from contracted suppliers whilst improving procurement efficiencies, and minimising exposure to commercial risk
- S45. The Global Process Owner – Procure to Pay will set and periodically review the Serco Procure to Pay process to ensure the framework is fit for purpose and meets the requirements of the business and Serco’s suppliers
- S46. The Serco Procure to Pay (P2P) process will be followed and any variations to the Global Process will be approved by the Global P2P Process Improvement Forum
- S47. P2P Transactional Channels will be defined. The business will be responsible for ensuring the lowest cost and most efficient transaction method is utilised. When implementing a preferred supplier relationship the Procurement Lead will ensure the appropriate P2P transaction channel is implemented at the point of go live
- S48. All purchasing activity will be in accordance with the Serco Group plc Delegated Approval Authorities; and Divisional Delegation of Authority and procurement requirements, including Serco’s Standard PO Terms and Conditions
- S49. Serco has standard payment terms as set out in the PO Terms and Conditions, it is expected that all employees and suppliers will honour them
- S50. Purchase requisitions will be raised only with appropriate approvals in place and prior to any commitment being made to the supplier, whether there is an existing supply contract or not
- S51. eProcurement Catalogues will be created in line with the Supplier Contract and details of the agreement will be communicated to the business who will be responsible for utilising catalogues ensuring Serco specific product pricing is adhered to. Where it is not appropriate to create a catalogue, the Procurement team will be responsible for communicating the contractual agreement to the business

- S52. Limit orders (also referred to as Blanket or Call-Off Orders) may be raised for low value consumables for a maximum period of twelve months
- S53. A list of Purchase Order Exempt categories will be defined and periodically reviewed by the Global P2P Process Improvement Forum
- S54. Where applicable in Region, purchasing cards will be issued to authorised employees only. Cardholders will make payments for purchases up to the single transaction limit which will be subject to retrospective validation
- S55. From satisfactory receipt of the goods or services the purchase order will be Goods Received (GRN) within two working days

2.8 Responsible Procurement⁷

- S56. Serco will apply responsible procurement to ensure the products, services, works and utilities it procures achieves value for money on a whole life basis whilst delivering tangible social, environmental and economic outcomes important to our clients and the communities within which we operate
- S57. Responsible procurement will be considered during the procurement process. Where possible Serco will do all it can to seek to avoid adverse impacts on human rights and the environment
- S58. Relationships with suppliers will be based on fair and honest dealings
- S59. Serco will manage its Procurement services with the aim of:
 - a. expecting fair pay and working conditions consistent with the goals of Serco and its clients and increasing sourcing of fairly traded goods
 - b. promoting supplier diversity where this can improve innovation and effectiveness of our supply base, acts against discrimination, and serves the interests of our clients
 - c. fostering local economic development, entrepreneurship and innovation
 - d. preventing and mitigating potential and actual impacts on human rights

⁷ See Supplier Code of Conduct

- e. promoting health and wellbeing for our people, the projects on which we work and within the supply chains that support them
- f. promoting practices that reflect responsible environmental management consistent with the locations in which the business is operated
- g. reducing the full life-cycle impact and cost of products and services (in particular waste disposal) where possible
- h. supporting the maintenance and winning of contracts
- i. evaluating and proposing plans for reducing and mitigating supplier risk

2.9 Supplier management and measurement

- S60. Divisions/Regions will put in place systems and processes to monitor and review supplier arrangements and performance
- S61. All preferred suppliers will be subject to formal performance reviews so Serco can evaluate supplier performance, upgrade relationships, resolve conflicts and enable Serco to identify alternative suppliers and track supplier performance in the marketplace
- S62. Serco will not do business with a supplier where serious breaches of these Standards are identified and where the supplier consistently fails to take corrective action within an agreed timescale

2.10 Procurement savings

- S63. Divisions/Regions will put in place systems and processes to monitor and review procurement savings
- S64. All savings are attributable to contracts based on their spend profile
- S65. Procurement will be responsible for calculating procurement savings
- S66. Finance will be responsible for validating and tracking procurement savings ensuring that budgets and gainshare arrangements with customers are correctly addressed

2.11 What Serco expects from its suppliers

- S67. The following expectations will be assessed and considered when reviewing the overall suitability and performance of suppliers in the procurement process
- S68. A Supplier Code of Conduct will be made available for suppliers to ensure that they know what is expected of them

2.11.1 Regulatory compliance and business integrity

- S69. Throughout Serco's supply chain, suppliers will be required, either by contract terms and conditions or otherwise in its business dealings with Serco, to⁸:
 - a. Conduct their business in accordance with the highest standards of integrity, honesty and openness. Serco will never knowingly use suppliers whose values do not reflect appropriately on our own
 - b. Recognise, comply with and respect laws applicable to their operations and those governing the Serco-supplier relationship
 - c. Act in accordance with fair business, marketing and advertising practices
 - d. Comply with all national and other applicable law and regulations
 - e. Establish and maintain ethical and other standards that are, at a minimum, consistent with Serco's Business Conduct and Ethics Group Standard
 - f. Never offer, promise, give, accept, condone, knowingly benefit from, or demand a bribe or other improper advantage
 - g. Never offer, promise or give payments to foreign public officials ('Facilitation Payments') unless required by local written law
 - h. Support Serco's commitment to sustainable procurement
 - i. Maintain an appropriate compliance and ethics programme that reflects the legal and ethical requirements applicable to the supplier's business and its business dealings with Serco
 - j. Ensure provision of appropriate guidance to their employees and sub-contractors, applicable in its business dealings with Serco, to implement this Standard's requirements

⁸ See Business Conduct and Ethics Group Standard Ref: SMS-GS-BC2

- k. Suppliers will have in place a code of conduct and provisions to ensure compliance with international, national and local anti-bribery and anti-corruption laws, as well as other applicable laws

2.11.2 Health and safety

- S70. Throughout Serco's supply chain, suppliers will be required, either by contract terms and conditions or otherwise in its business dealings with Serco, to:
- a. Assign responsibility for health and safety to a responsible supplier official
 - b. Provide a safe and healthy working environment consistent with the legal requirements applicable to the supplier's business and its business dealings with Serco
 - c. Take appropriate and reasonable steps to prevent accidents and injury to health by minimising the causes of hazards present in the working practice and environment
 - d. Provide workers with suitable and sufficient health and safety training consistent with legal requirements and sound business judgement, in order that they fully understand the hazards associated with the work activity they are required to undertake and how to minimise any risks
 - e. Seek to provide the highest standards possible of worker welfare facilities

2.11.3 Equality and diversity

- S71. Throughout Serco's supply chain suppliers will be required, either by contract terms and conditions or otherwise in its business dealings with Serco, to:
- a. Respect and promote the equality of opportunity consistent with the legal requirements for suppliers' business, the jurisdictions in which they operate, and the law governing the contract with Serco; including, for example and as applicable within such jurisdiction, matters as they relate to sex, race, colour, sexual orientation, gender identity/expression, trade union activity, political belief, religion, marital status, caring responsibilities, national or ethnic origin, disability, age or citizenship
 - b. Maintain an appropriate employee relations environment and consider diversity in recruitment and dealings with employees

- c. Establish an appropriate system for remuneration and benefits, training, personal development and compliance with laws and regulations of the countries within which it operates and of the laws governing its contractual relationship with Serco
- d. Respect labour and union rights and obligations applicable to the supplier and its business, and its business dealings with Serco
- e. Never use forced, compulsory or child labour, and never engage in any form of trafficking in persons or procurement of commercial sex acts. All labour is voluntary, adheres to minimum ages stated in applicable labour laws or international standards and employees are free to leave in accordance with established laws, regulations, and rules
- f. Respect the security of the individual by not engaging in or benefiting from any activity that violates humanitarian law or supports or encourages the abuse of human rights
- g. Respect the environment of the countries in which we operate and seek to contribute to the wider goal of sustainable development

2.11.4 Transacting with Serco

- S72. Throughout Serco's supply chain suppliers will be required, either by contract terms and conditions, or otherwise in its business dealings with Serco, to:
- a. Comply with Serco's supplier risk management assessment and on boarding process
 - b. Comply with the terms and conditions of Serco's contract with the supplier, including Serco's Purchase Order (PO) Terms and Conditions as a minimum
 - c. Only provide goods or services on receipt of a valid contract as detailed in section 2.6.1
 - d. Actively support electronic Procurement (eProcurement) in Serco and other means established by Serco to implement more efficient procurement methods, including on-line/on-system ordering, e-invoicing (where local legislation allows), purchasing card, etc.
 - e. Send invoices to the relevant Shared Service Centre (SSC) (or relevant location where a specific region has no applicable SSC) for processing as identified in the contractual document with the supplier

S73. Serco will not do business with a supplier where serious breaches of this Procurement and Supply Chain Standard are identified and where the supplier consistently fails to take corrective action within an agreed timescale

3 Responsibilities & Accountabilities

S74. The following responsibilities will apply to the delivery of the defined standards. If these are not completed effectively, the person responsible will be accountable for any consequences⁹

Group

S75. The Group CEO will appoint a Group Chief Procurement Officer responsible for:

- a. developing and maintaining Group Procurement and Supply Chain policy
- b. ensuring standards and associated procedures and key controls remain fit for purpose, reflect legislative and regulatory requirements and effectively manage Procurement and Supply Chain risks
- c. providing oversight and reporting Procurement and Supply Chain performance

Division/Region

S76. The Divisional CEO will appoint a Divisional/Regional Procurement and Supply Chain Lead responsible for:

- a. implementing Procurement and Supply Chain policy, standards procedures and key controls across the Division/Region; which may

- b. include the development of country/region/divisional procedures and management systems
- b. ensuring procedures and key controls remain fit for purpose, reflect legislative and regulatory requirements and effectively manage Procurement and Supply Chain risks
- c. defining roles and responsibilities and detailed operating models for the provision of a Procurement & Supply Chain function
- d. ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated
- e. ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000
- f. ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage
- g. providing oversight and reporting Divisional/Regional Procurement and Supply Chain performance

Procurement

S77. Procurement entering into a contract (for Preferred Suppliers) will:

- a. be responsible for managing the sourcing and selection of suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000
- b. be responsible for approving all purchase orders where the purchase order value is greater than £50,000
- c. be responsible for planning the actions necessary including contract renewal for the expiry of supplier contract
- d. be accountable for ensuring that all appropriate approvals (including Procurement services) are in place before a contract is signed
- e. be accountable for ensuring that a supplier signature is obtained on all contract documents
- f. be responsible for ensuring that the original, signed hard copies of all third party procurement contracts are safely and securely stored; and for the signed contracts to be scanned into PDF electronic copy and maintained in the Regional Procurement services organisation for retention

Business Unit

⁹ See Consequence Management Group Standard Ref: SMS GS-G1

- S78. The Business Unit Managing Director is responsible for:
- a. complying with Procurement and Supply Chain policy, standards, procedures and key controls; which may include the development of business Unit management systems
 - b. ensuring appropriate resources are appointed to support the Business Unit manage Procurement and Supply Chain risks, deliver Procurement and Supply Chain objectives and targets and provide competent Procurement and Supply Chain advice
 - c. ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated
 - d. ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000
 - e. ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage

Contract/Function

- S79. The Contract Manager (or Corporate Function Head) is responsible for:
- a. complying with Procurement and Supply Chain policy, standards, procedures and key controls; which may include the development of local operating procedures/work instructions
 - b. ensuring Procurement and Supply Chain responsibilities are clearly defined
 - c. ensuring local controls are in place for providing assurance that Procurement and Supply Chain risks are being effectively managed.
 - d. ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated
 - e. ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000
 - f. ensuring that all appropriate approvals (including Procurement Services) are in place before a supplier contract is signed
 - g. ensuring that a supplier signature is obtained on all supplier contract documents

- h. ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage
- i. ensuring that the original, signed hard copies of all contracts with approved and unapproved suppliers are safely and securely stored; and for the signed supplier contracts to be scanned into PDF electronic copy and maintained in the Procurement services organisation for retention. Documents are to be retained in accordance with the Document Retention Standard Operating Procedure¹⁰.

All employees

- S80. All employees and contractors who have dealings with suppliers, either as a user or requisitioner, or as a procurement representative, are responsible for:
- a. ensuring they are familiar and comply with this Standard, the Supplier Code of Conduct, Serco's standard Purchase Order and Contract Terms and Conditions
 - b. Ensure their suppliers know and comply with what is expected of them in relation to this Standard, the Supplier Code of Conduct and the applicable terms and conditions of the supplier's contract
 - c. Ensure that any suppliers who consistently breach the Supplier Code of Conduct are not used
 - d. ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated
 - e. ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000
 - f. ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage

¹⁰ See Document Retention Group Standard Operating Procedure Ref: SMS GSOP II1-2

4 Processes and Controls

4.1 Governance processes and controls

Process

A set of related activities that must be carried out to achieve policy outcomes

Controls

The action we put in place to mitigate a risk(s) within a key process and/or the delivery of policy outcomes. These are mandated and are the minimum that should be implemented regardless of any local difference

Responsibility

for ensuring controls are in place and operating effectively

Ref	Description	Ref	Description	Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/Function (S79)	All Employees (S80)
P1	Procurement & Supply Chain responsibilities are defined and understood	↔ C1	<p>A Group Chief Procurement Officer is appointed by the Group Chief Executive with responsibility for:</p> <ul style="list-style-type: none"> developing and maintaining Group Procurement and Supply Chain policy ensuring standards and associated procedures and key controls remain fit for purpose, reflect legislative and regulatory requirements and effectively manage Procurement and Supply Chain risks providing oversight and reporting Procurement and Supply Chain performance 	●	○	○	○	○

Process

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		↪ C2	<p>A Divisional/Regional Procurement and Supply Chain lead is appointed by the Divisional Chief Executive with responsibility for:</p> <ul style="list-style-type: none"> implementing Procurement and Supply Chain policy, standards, procedures and key controls across the Division/Region; which may include the development of country/region/divisional procedures and management systems ensuring procedures and key controls remain fit for purpose, reflect legislative and regulatory requirements and effectively manage Procurement and Supply Chain risks defining roles and responsibilities and detailed operating models for the provision of a Procurement and Supply Chain function ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all 	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Process

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Ref Description

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supplier contracts where the annual spend is estimated to be greater than £100,000

- ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage

Providing oversight and reporting Divisional/Regional Procurement and Supply Chain performance

Group (S75)

Region/Division (S76 & S77)

Business Unit (S78)

Contract/Function (S79)

All Employees (S80)

Process

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for ensuring controls are in place and operating effectively

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		↪ C3	<p>Procurement entering into a contract (for Preferred Suppliers) are responsible for:</p> <ul style="list-style-type: none"> managing the sourcing and selection of suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000 ensuring all appropriate approvals (including Procurement Services) are in place before a contract is signed ensuring that a supplier signature is obtained on all contract documents ensuring that the original, signed hard copies of all third party procurement contracts are safely and securely stored; and for the signed contracts to be scanned into PDF electronic copy and maintained in the regional procurement services organisation for retention 	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Process

A set of related activities that must be carried out to achieve policy outcomes

Controls

The action we put in place to mitigate a risk(s) within a key process and/or the delivery of policy outcomes. These are mandated and are the minimum that should be implemented regardless of any local difference

Responsibility

for ensuring controls are in place and operating effectively

Ref	Description	Ref	Description	Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/Function (S79)	All Employees (S80)
		↪ C4	<p>The Business Unit MD is responsible for:</p> <ul style="list-style-type: none"> • complying with Procurement and Supply Chain policy, standards, procedures and key controls; which may include the development of Business Unit management systems • ensuring appropriate resources are appointed to support the Business Unit manage procurement and Supply Chain risks, deliver Procurement and Supply Chain objectives and targets and provide competent Procurement and Supply Chain advice • ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated • ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000 • ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage 	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

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Ref	Description	Ref	Description	Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/Function (S79)	All Employees (S80)
↪ C5	<p>The Contract Manager (or Corporate Function Head) is responsible for:</p> <ul style="list-style-type: none"> • complying with Procurement and Supply Chain policy, standards, procedures and key controls; which may include the development of local operating procedures/work instructions • ensuring Procurement and Supply Chain responsibilities are clearly defined • ensuring local controls are in place for providing assurance that Procurement and Supply Chain risks are being effectively managed • ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated • ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000 • ensuring that all appropriate approvals (including Procurement Services) are in place before a supplier contract is signed 			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>

Process

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Responsibility

for ensuring controls are in place and operating effectively

Ref Description

Ref Description

Group (S75)
Region/Division (S76 & S77)
Business Unit (S78)
Contract/Function (S79)
All Employees (S80)

- ensuring that a supplier signature is obtained on all supplier contract documents
- ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage
- ensuring that the original, signed hard copies of all contracts with approved and unapproved suppliers are safely and securely stored; and for the signed contracts to be scanned into PDF electronic copy and maintained in the Procurement Services organisation

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Ref	Description	Ref	Description	Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/Function (S79)	All Employees (S80)
➔	C6	<p>All employees and contractors who have dealings with suppliers, either as a user or requisitioner, or as a procurement representative, are responsible for:</p> <ul style="list-style-type: none"> • complying with Procurement and Supply Chain policy, standards, key controls, the Supplier Code of Conduct, Serco's standard Purchase Order and Contract Terms and Conditions • ensuring their suppliers know and comply with what is expected of them in relation to this Standard, the Supplier Code of Conduct and the applicable terms and conditions of the supplier's contract • ensuring that any suppliers who consistently breach the Supplier Code of Conduct are not used • ensuring that the Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated • ensuring that the Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000 	○	○	○	○	●	

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				Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/Function (S79)	All Employees (S80)
			<ul style="list-style-type: none"> ensuring that all supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage 					
P2	Establish Procurement & Supply Chain policy	↻ C7	Policy, standards and Group procedures are defined and published	●	○	○	○	○
		↻ C8	Policy, standards and Group procedures are communicated and implemented	●	●	●	●	○
P3	Establish Procurement & Supply Chain systems and processes	↻ C9	Procurement procedures and procurement operating models are defined and communicated	●	●	○	○	○
		↻ C10	A mechanism is implemented to ensure procurement procedures are reviewed annually and updated as necessary	●	●	○	○	○
P4	Procurement & Supply Chain compliance	↻ C11	KPI performance is reported and reviewed to measure compliance with procurement requirements	●	●	○	○	○
		↻ C12	A compliance plan is implemented to test compliance with procurement requirements with remedial actions implemented	●	●	○	○	○

4.2 Key processes and controls

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				Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/ Function (S79)	All Employees (S80)
P5	Goods and services are procured in a responsible manner	➔ C13	The pre-qualification questionnaire includes all key requirements defined including avoiding adverse impacts on human rights and the environment together with a risk assessment	●	●	○	○	○
		➔ C14	A pre-qualification questionnaire is completed by all prospective suppliers, collating relevant supplier data	●	●	●	●	●
P6	A process is implemented to ensure our suppliers understand and agree to the Supplier Code of Conduct including: <ul style="list-style-type: none"> Compliance with regulatory requirements Business integrity Effective Health & Safety management Equality & diversity in their conduct Acceptable conduct of business dealings 	➔ C15	Suppliers confirm acceptance of the Supplier Code of Conduct	●	●	●	●	●
		➔ C16	Supplier compliance with the Code of Conduct is periodically reviewed	●	●	○	○	○
P7	Delegated approval authorities are applied for procurement activity	➔ C17	A Delegated Authorities Matrix is developed, communicated and adhered to	●	●	●	●	●

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		↻ C18	Compliance against delegated approval authorities is checked retrospectively by Procurement	●	●	●	●	●
		↻ C19	The Procurement Lead is engaged as soon as a potential or actual purchase need is anticipated	●	●	●	●	●
		↻ C20	The Procurement Lead manages the sourcing and selection of a suppliers and the negotiation of all supplier contracts where the annual spend is estimated to be greater than £100,000	●	●	●	●	●
		↻ C21	Approval is obtained from the Procurement Lead for new suppliers before transacting (excluding suppliers paid by Purchasing Card only)	●	●	●	●	●
P8	Suppliers are selected based on relevant selection criteria	↻ C22	Supplier selection criteria are established (including supplier diversity) against which potential suppliers are assessed	●	●	●	●	●
		↻ C23	A record of supplier selection decisions is retained for all purchases over £50K	●	●	●	●	●

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				Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/ Function (S79)	All Employees (S80)
P9	All suppliers are classified	↻ C24	Periodically report and review supplier classifications	●	●	○	○	○
P10	All supplier contracts are reviewed and approved	↻ C25	Evidence is maintained and retained of all contract reviews and approvals	●	●	●	●	●
		↻ C26	A procurement lead review is undertaken of all contracts of £100k or greater	●	●	○	○	○
		↻ C27	All supplier contracts are provided to the relevant Procurement Services organisation for central maintenance and storage	●	●	●	●	●
		↻ C28	Contract Documents are retained in accordance with the Document Retention Standard Operating Procedure	●	●	●	●	●
		↻ C29	Original, signed hard copies of all contracts with suppliers are safely and securely stored with a PDF copy retained	●	●	●	●	●
		↻ C30	All supplier contracts risk assessed as high risk/high importance are reviewed by a procurement lead	●	●	○	○	○

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				Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/ Function (S79)	All Employees (S80)
P11	Contract variations, extensions and terminations	↻ C31	All approvals for renewals, extensions or variations to contracts are in accordance with Delegated Approval Authorities	●	●	●	●	○
		↻ C32	Supplier terminations are managed by procurement, with appropriate legal support, where the annual spend is estimated to be greater than £100,000 over the full duration of the contract	●	●	●	●	○
P12	The Procure to Pay process is followed and the best value transactional channels are utilised	↻ C33	Procure to Pay processes are defined, communicated and periodically reviewed	●	●	●	●	●
		↻ C34	Any variations to the P2P process are documented and approved by the Global P2P Process Owner	●	●	●	●	●
		↻ C35	KPI performance is reported and reviewed to measure compliance with P2P process requirements	●	●	●	●	●

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				Group (S75)	Region/Division (S76 & S77)	Business Unit (S78)	Contract/ Function (S79)	All Employees (S80)
P13	Supplier performance is managed and measured	➔ C36	All preferred suppliers are subject to formal performance reviews	●	●	○	○	○
		➔ C37	Any performance issues regarding preferred suppliers are reported to the regional procurement lead	○	○	●	●	○
		➔ C38	Systems are implemented to monitor and review supplier arrangements and performance	●	●	●	●	○
P14	Procurement savings are effectively managed	➔ C39	Systems and processes are in place to monitor and review procurement savings	●	●	●	○	○
		➔ C40	Procurement savings are validated and tracked to ensure all savings are attributable to contracts, correctly budgeted and gainshare arrangements with customers are addressed	●	●	○	○	○

5 Supporting documentation and guidance

The following should be read in conjunction with this standard:

Ref	Document
	Our World>The Way We Work>Business Processes>Buy Goods & Services
	Our World>The Way We Work>Finance>Group Financial Controls>Group Financial Controls Manual (Chapter 3 - P2P)
	Our World>The Way We Work>Finance>Group Financial Controls>Delegated Approval Authorities
SMS GS G1	Consequence Management Group Standard
SMS GS RM1	Risk Management Group Standard
SMS GSOP BC2-2	Gifts and Hospitality GSOP
SMS GSOP II1-2	Document Retention GSOP

6 Definitions

Term	Definition
Accountability	Being accountable means being not only responsible for something but also answerable for your actions.
Responsibility	<p>A responsible person is the individual who completes the task required. Responsibility can be shared and delegated.</p> <p>All responsible persons will also be accountable for completing tasks effectively. Non-compliance will have consequences which may include disciplinary action as defined within the Consequence Management Group Standard.</p>
Group	Serco Group plc is the administrative centre of the organisation, responsible for setting corporate strategy, defining governance requirements and supporting the business in its day to day operations
Region	A geographical area used for operational and reporting purposes.
Division	The Group will define a set of business Divisions which will be responsible for business delivery within a defined set of markets or geographies.
Business Unit	<p>A Business Unit is a cluster of contracts which provide a similar service e.g. Health, Defence, Transport etc.</p> <p>Where appropriate, a separate legal entity wholly owned or where Serco has a controlling share may also be referred to as a Business Unit, where appropriate.</p> <p>This may also refer to Countries/Territories</p>

Contract	<p>A Contract provides specified requirements to a customer (either directly with Serco or to a consortium/Joint Venture in which Serco is a party)</p> <p>A Contract will also refer to a corporate/functional area.</p> <p>Corporate/functional areas are functions which support the business and they include finance, HR, procurement etc.</p>
Organisation	<p>Organisation refers to a site, Contract, Business Unit and Division.</p>
Contract Manager	<p>This refers to a manager with responsibility for managing the performance of a contract and can include a Contract Manager on a day-to-day basis (or Operational Manager with devolved responsibility), a Contract Director, Partnership Director and/or a Business Unit Managing Director</p>
Total Cost of Ownership	<p>An estimate of all direct and indirect costs associated with an asset, service or acquisition over its entire lifecycle</p>
Supplier Classifications	<ul style="list-style-type: none"> • Preferred – A supplier with a valid and signed supplier contract that has been negotiated by Procurement. The signed contract is stored electronically by the relevant Procurement Services organisation. • Approved – A supplier with a valid and signed supplier contract that has been negotiated by Contract but has been approved by Procurement for exceptional and limited use only for the duration of the contract. The signed contract is stored electronically by the relevant Procurement Services organisation • Unapproved – A supplier without a valid and signed contract that has been used for low value and risk purchases only against Purchase Order terms

	<ul style="list-style-type: none"> • Debarred or prohibited suppliers – suppliers that are excluded from contracting and sub-contracting either permanently or for a specified period of time depending on the seriousness of the offence, failure or inadequacy of performance. This may be against the Serco Supplier Code of Conduct or through Government lists
'High Risk' Supplier Contracts	<p>A supplier which presents a higher level of compliance risk because of the presence of one or more of the following factors:</p> <ul style="list-style-type: none"> • is based in or supplies goods/services from a high risk country (as per generally accepted corruption index) • has a reputation in the business community for questionable business practices or ethics; or • unacceptable level of commercial liability to Serco, i.e. where the burden is on Serco • no or unacceptable Termination for Convenience Clause for Serco to exit contract • any Exclusive Supply Agreements • contract value is more than 50% of the current annual revenue of the supplier • Key Service Level Agreements (SLAs) or Liquidated Damages penalties have not been backed-off from Prime Contract, so Serco will be exposed by poor supplier performance • supplier has to conduct a material increase in resources/capital equipment to meet contract requirement • Low financial stability of the supplier • Sole Source Supplier, or key supplier for a Project

**'High Importance'
Supplier Contracts**

Contracts that meet any of the following criteria:

- critical to business operations in terms of the goods/services supplied
- contract term of more than three years
- initial contract, that will be followed up with a number of material follow on contracts in the near future

7 Further information and support

If you require any further information or support regarding this Group Standard, or if you have any suggestions for improvement, please contact the Accountable Policy Owner (Group) or email sms@serco.com