



# Anti-Bribery and Corruption Policy

Effective Date: October 28, 2011

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## Table of Contents

- [Purpose](#)
- [Prohibition of Bribery](#)
- [Facilitation Payments](#)
- [Use of Business Partners](#)
- [Gifts, Entertainment, Hospitality and Reasonable Expenses](#)
- [Record Keeping and Accounting Provisions](#)
- [Reporting Potential Violations](#)

## Purpose

Huron is committed to ensuring adherence to the highest legal and ethical standards. The purpose of this policy is to ensure compliance by Huron Consulting Group companies (“Huron” or “the Company”), and its directors, officers, employees, and business partners (collectively “Huron Persons”) with the U.S. Foreign Corrupt Practices Act, the U.K Bribery Act and related anti-bribery and corruption laws of other countries (collectively the “Laws”) in which the Company does or intends to do business.

Bribery is a criminal offense in most countries in which we operate and corrupt acts expose the Company and our employees to the risk of prosecution, fines and imprisonment as well as endangering the Company’s reputation. Fines assessed against individuals may not be reimbursed by Huron.

The Huron Board of Directors has adopted this policy and the Company will apply a “zero tolerance” approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf. Any breach of this policy will be regarded as a serious matter by the Company and will result in employee disciplinary action and possible termination of applicable third-party agreements. Huron Persons must not consciously or deliberately ignore or disregard suspected violations of this policy.

## Prohibition of Bribery

Bribery is a form of corruption. Bribes can take on many forms and involve either directly or indirectly offering, promising or accepting anything of value designed to exert improper influence. Forms of value can include money, unreasonable gifts, unwarranted expenses, political or charitable contributions, and uncompensated use of Company services or facilities,

Huron prohibits all forms of bribery. Examples of prohibited activity include:

- Attempts to secure an improper advantage, for example in obtaining or retaining business or in securing government authorizations, permits or other favorable treatment;
- Offers of anything of value (either directly or indirectly), not just money, including extravagant trips, entertainment or gifts of significant value, in exchange for an improper advantage;
- All means of channeling undue payments or other benefits, or for misrepresenting their purpose, whether as bribes, subcontracts, purchase orders, consultancy agreements, or through agents or other third parties;
- Acceptance of anything of value (either directly or indirectly) in return for giving an improper advantage to a third party.



## **Facilitation Payments**

Facilitation payments are payments made for the purpose of expediting or securing routine governmental action by a foreign official, political party or party official.

Huron Persons must not make facilitating payments to any government official. However, if such a payment is being extorted and involves an imminent threat to the health, safety or welfare of any employee or a member of the employee's family, the payment may be made and must be immediately reported to the Company's Anti-Bribery and Corruption Officer and then appropriately documented. The safety of Huron employees and their families is of paramount concern to the Company.

If you are unsure whether certain payments which resemble facilitation payments are permissible, please contact the Company's Anti-Bribery and Corruption Compliance Officer.

## **Use of Business Partners**

The definition of a business partner is broad and includes agents, subcontractors, teaming partners, facilitators, business finders, sponsors, and others who act on behalf of the Company.

**Business partners who act on the Company's behalf must be advised of the existence of and operate at all times in accordance with this policy.**

When interacting with business partners, Huron employees are expected to remain alert for possible violations of this policy and to immediately notify a Managing Director, Huron's Anti-Bribery and Corruption Officer, Chief Compliance Officer or General Counsel of potential policy violations so that the Company can respond appropriately.

## **Gifts, Entertainment, Hospitality and Reasonable Expenses**

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings in connection with matters related to our business. Depending on their size, frequency, and circumstances in which they are given, gifts and entertainment may constitute a bribe. The expenses for such activities must be consistent with the Company's Code of Business Conduct and Ethics and Charitable Contributions Policies. Gift and entertainment expenses must not be intended or be reasonably interpreted to encourage preferential treatment.

Payment of reasonable and bona fide expenses, such as travel and lodging expenses, incurred by a foreign or government official and directly related to the promotion of our services or the performance of a contract must be pre-approved by the Anti-Bribery and Corruption Compliance Officer and the respective Managing Director.

**Business partners who act on the Company's behalf must maintain adequate procedures and similar controls for the approval and accurate recording of such expenses.**

## **Record Keeping and Accounting Provisions**

Many serious global bribery and corruption offenses have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all Huron business units. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage the Company.



No accounting record or other document related to any transaction shall be falsified in any manner which may obscure or disguise the true nature of the transaction. No Huron Person shall engage in any arrangement which results in an inaccurate entry on the Company's books and records. No payment on behalf of the Company shall be approved or made when there is an expressed or implied agreement that any portion of the payment is to be used for any purpose other than that described by the documentation supporting the payment.

### **Reporting Potential Violations**

If you are ever in doubt about whether a payment or other transaction would violate Company policy or the law, do not make the decision alone. Instead, SEEK ADVICE. Matters involving bribery issues frequently are not clear-cut. Whether a particular payment or action violates this Policy or the law often depends on unique facts and circumstances.

The Company has appointed its Director of Security to serve as the Company's Anti-Bribery and Corruption Compliance Officer. This individual is a member of the Legal Department and reports to the Company's Chief Compliance Officer.

To obtain guidance or to report concerns about an actual or suspected violation, contact:

David Smiatacz  
Anti-Bribery and Corruption Compliance Officer  
Phone number: 312.880.3146  
Email: [dsmiatacz@huronconsultinggroup.com](mailto:dsmiatacz@huronconsultinggroup.com)

The Company's 24-hour Helpline, 1-800-690-8135, can also be used to report suspected violations of this policy. All reported violations will be promptly investigated and treated confidentially to the extent possible, given the need to conduct an investigation. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.