

跨境企業防貪策略

中小企的優勢在於架構精簡、運作靈活，可惜往往因資源所限而忽略企業管治。一旦缺乏清晰的指引、制度及監管，貪污舞弊的風險便隨之增加，特別是跨境經營者更容易因各地法規不同而墮入貪污陷阱。

隨着業務擴充，不少中小企經營者，尤其是廠房設於內地的港商，因為難以親自處理業務，大多將工作授權下屬處理。然而，此情況難免令員工面對貪污舞弊的誘惑，因此公司有必要建立監管制度及明確的員工指引，以免蒙受金錢或商譽的損失。

加強監控

中小企業經營者應定期評估公司的健康狀況、檢討內部運作程序、在各工作環節進行系統控制，並在日常運作中引入監察及制衡措施，其中以下列範疇須特別注意：

- **採購：**為免員工在採購過程中選用親友經營的供應商，以及因收取供應商的利益而購入不合規格貨品，僱主可考慮編制一份認可供應商名單。僱主也應制訂政策，禁止員工接受供應商提供的任何利益。另外，公司應將洽商採購、決定採購和驗收貨品交由不同職員負責。
- **銷售及市場拓展：**銷售部門競爭激烈，容易導致員工走捷徑爭取生意，例如透過吃喝玩樂、提供回扣來與客人建立關係及獲取訂單。僱主應訂立員工收取及提供利益、接受或提供款待的指引，並定期會見主要客戶及設立投訴渠道，以便收集意見，及早發現不當行為。
- **會計：**如會計監管制度鬆散，員工就能以虛假發票向公司報銷款

待開支。公司應就發還員工墊支款項訂立指引，例如設立不同職級人員的墊支單項金額上限、要求款待開支須獲得預先批核、單據須由申領人的上司審核、利用公司信用卡付費等，這樣可大大減少假發票或虛報支出的問題。

防患未然

商場之上，交際應酬在所難免，但員工若與客人過分打交道，例如與客人吃喝玩樂、經常接受款待，甚至一同賭博，則容易造成金錢纏繞，以

致在公事上未能公事公辦。老闆或上司必須多加留意和提點，以免養虎為患。

員工的不當行為大多有跡可尋，僱主應對員工的日常工作或操守保持警覺，留意有否出現貪污賄賂的徵兆，包括：員工如何處理供應商或客人提供的小恩小惠、經常參與不必要的應酬活動、與個別供應商或客戶之間有金錢來往，甚至經常遭債主追討私人欠款等。同時，工作環境的異常變化，例如公司文件經常出現無故改



動、文件不翼而飛、不按次序排列等，亦可能是舞弊的端倪。

以誠為本的管理系統

長遠而言，公司應改變管理文化，採取誠信為本及制度化的管理模式，引導員工在日常工作中奉行廉潔誠信。以下是誠信管理的四大原則：

- **制訂行為守則**

公司可為員工建立一套共同遵守的行為守則，包括員工在業務上收受或提供利益及酬酢的準則、處理利益衝突的指引、嚴禁外洩公司資料、員工兼職的指引、公司對員工參與有貪污賄賂風險的活動（如賭博及借貸）的立場、違反守則的懲處、投訴不當行為的途徑及處理程序，以及員工被行賄或索賄時的處理方法等。

從事跨境業務的中小企業可按各地的法律及情況而調整守則，同時向當地或境外的合作夥伴、各級員工申明奉公守法的重要，提醒他們切勿以風俗習慣及文化差異為藉口，漠視公司指引。

- **推行系統控制**

跨境投資營商涉及遙距管理和經營，系統控制有助中小企減少潛在的貪污風險。簡單來說，系統控制是指訂定一套工作程序和職責分配，並且設立監控及制衡措施，使各地員工都能切實執行工作程序和履行職責。

具體措施包括訂明員工的職責和權力範圍；妥善保存記錄，以供管理層了解各地分公司或部門的經營狀況；保護敏感資料；清楚制訂工作程序；設立監察機制，包括多人聯署、突擊檢查等；設立投訴渠道；以及定期檢討控制系統。

- **管理員工操守**

管理層除了應留意員工的工作表現及利益衝突，亦應着力提升員工的道德水平，例如將誠信操守納入招聘、評核及晉升的標準。公司可考慮制訂一套人事管理流程，涵蓋招聘、培訓、監察及輔導、評核及懲處等準則，並把忠誠及誠實等素質納入員工的表現評核。

- **建立誠信文化**

要培養員工的誠信文化，管理層首先應以身作則，使員工清楚知道公司的政策。當處理內部投訴時，管理層應鼓勵員工或生意夥伴知情實報，並設立機制保障投訴人。一旦發現違法行為，僱主必須採取絕不容忍的態度，立即按守則處理或向執法機構舉報，坐視不理不但會助長歪風，同時亦可能影響公司聲譽。🔗



Shielding Cross-border Operation from Corruption Risks

Though boasting the advantages of simple structures and high adaptability, SMEs sometimes overlook corporate governance due to limited resources. The absence of codes, policies and controls on governance may breed malpractice. In particular, cross-border operators can be more susceptible to corruption risks arising from regional differences in laws and regulations.

Many SME operators whose businesses are expanding have to delegate duties to their staff. This is especially the case for Hong Kong companies with manufacturing operation in the Mainland. Such circumstances may however expose employees to potential risks of corruption. To safeguard themselves against financial losses and reputation damage, companies need a monitoring and control system, as well as clearly defined codes of conduct for their employees.

Stepping up Control

SME operators are recommended to regularly assess the company's conditions, review its internal operation and put in place systemic control over various aspects of their operation. Equally important is checks and balances on daily operation with special attention on the following areas:

- **Procurement**

A list of approved suppliers can help prevent procurement staff's malpractice of selecting suppliers run by their friends and relatives, or purchasing non-compliant goods in return for advantages from suppliers. Codes should be set out to forbid staff from accepting suppliers' advantages, and arrangement be made so that different procedures (e.g. negotiation and purchasing, procurement decisions and inspection of delivered goods) are handled by different staff.

- **Sales and Marketing**

In the highly competitive environment

of a sales department, staff may be tempted to take shortcuts for higher business turnover. They may offer entertainment, or even rebates, to please customers and secure orders. Therefore, codes on the acceptance and offer of advantages and entertainment should be laid down. In order to spot any malpractice in the earliest instance, employers may have regular meetings with key customers and establish channels for their complaint.

- **Accounting**

A loosely controlled accounting system may encourage employees to claim reimbursement for entertainment with false invoices. Guidelines on expenditure reimbursement should be drawn up to minimize the risks of false invoices or false claim of business expenses. For example, caps should be set for reimbursement by staff of different ranks; entertainment expenses be pre-approved; invoices be audited by the applicant's line manager; and payments be made by corporate credit cards.

Taking Precautions

Socializing is very common in the business world. Having said that, if an employee has too much interaction with his customers (for example, frequently entertaining with or accepting entertainment from them, or even gambling together), he may form pecuniary relationship with them, which could affect his impartiality in business dealing. Employers or line managers are

thus advised to stay vigilant to staff's business socializing activities.

Many staff malpractices are indeed traceable. It is necessary for employers to keep a close eye on staff's daily work and ethics, especially any signs of corruption and bribery. Areas deserve attention include: how employees handle suppliers' or customers' offer of favors; whether they are engaged in unnecessary socializing activities; whether they have pecuniary connections with particular suppliers or customers; or whether they have personal debts being pursued frequently by their lenders. Meanwhile, any irregularities in operation (e.g. frequent yet unjustified alteration to company papers, loss of documents and illogical filing) can all be signs of frauds.

Integrity Management

As a long-term step, the company should work on its management culture, adopting a management model based on integrity and formalized procedures that facilitate honest and clean practice. Following are four principles of integrity management:

- **Code of Conduct**

The company can formulate codes of conduct for staff's compliance. Included in the codes should be, among others, rules on the acceptance and offer of advantages and entertainment, guidelines on handling conflict of interests, strict prohibitions on disclosure of company information, guidelines on part-time work, the company's stance on staff's



participation in activities with corruption and bribery risks (e.g. gambling and money-lending), punitive measures against non-compliance of the codes, channels for complaints against misconduct and relevant handling procedures, as well as actions against employees accepting or soliciting bribery.

SMEs with cross-border business operations are advised to adjust the codes to local legislations and circumstances. They should also make clear to their local or offshore partners, as well as their staff, the importance to obey the law, reminding them not to violate the codes under the pretext of local practices or cultural differences.

- **Systemic Control**

Systemic control can help SMEs reduce potential corruption risks in their cross-border operation. Simply speaking, it involves devising

a system with working procedures, division of roles and responsibilities, as well as checks and balances. Employees in different locations are expected to carry out the working procedures and their responsibilities honestly.

Specific actions in devising the system may include: clear definition of roles and responsibilities; proper maintenance of records for the management's information on the operation of branch offices or departments in different locations; protection of sensitive information; specification of working procedures; establishment of control mechanisms (e.g. countersigning and spot check)



and complaint channels; as well as regular review on supervisory measures.

- **Staff Conduct**

Besides paying attention to staff's practice and potential conflict of interests, efforts should be made to enhance their ethical standards. For example, a code of conduct can be incorporated as part of the criteria for recruitment, appraisal and promotion. In addition, the company can formulate a set of personnel management processes, which

covers the criteria for recruitment, training, monitoring and counseling, appraisal and punishment. Qualities such as loyalty and honesty can also be included as items in performance appraisal.

- **Culture of Integrity**

To create a culture of integrity, the management is recommended to serve as a role model to make the company's policies well known to its staff. When handling complaints on internal practice, the management should encourage its staff or business partners to report the truth, and put a mechanism in place to protect complainants. In case any illegal practice is found,

the employer should adopt a zero tolerance approach and immediately take necessary action according to corporate codes or report the case to law enforcement authorities. Appeasement to misconduct would not only breed further evils but compromise corporate goodwill. 

