

1 About the Anti-bribery Policy

- 1.1 This policy applies to all employees, secondees, consultants, Board and Committee members (all of those employed by and associated with the organisation).
- 1.2 The Board is responsible for this policy. Please contact Director of Finance and Corporate Services in the first instance for further information.

2 Policy Statement

- 2.1 The Bribery Act 2010 came into force on 1 July 2011. It created various offences, including an offence which can be committed by commercial organisations that fail to prevent persons associated with that organisation from committing bribery on their behalf. This applies regardless of whether the person works or commits the offence in the UK or any other country in which the organisation operates. However, it is a full defence for an organisation if it can prove that despite the bribery occurring, it has adequate procedures in place to prevent those persons associated with it from committing bribery. The organisation's procedures must be proportionate to the bribery risks that it faces in relation to the nature, scale and complexity of the organisation.

The organisation and its Directors are committed to the prevention of bribery by those employed and associated with it. The organisation is committed to carrying out business fairly, honestly and openly, with zero-tolerance towards bribery.

The Organisation's Anti-bribery procedures are informed by six principles:

1. Proportionate Procedures
 - instigating procedures proportionate to the risk of bribery in the organisation taking into account the nature, scale and complexity of the organisation's activities. They must be clear, practical, accessible effectively implemented and enforced.
 - having clear procedures on what to do should bribery be suspected.
2. Top-Level Commitment
 - securing the commitment of top-level management to foster a culture in the organisation in which bribery is never acceptable.
3. Risk Assessment
 - The organisation assesses the nature and extent of its exposure to potential external and internal risks to bribery on its behalf by persons associated with it, including for example, consultants engaged in activities on behalf of the organisation. Consultants should be operating at all times in accordance with this policy.
 - Regarding external risk, the organisation should consider:
 - Country risk – high levels of corruption, lack of anti-bribery legislation and poor procurement policies
 - Sectoral risk – some sectors are higher risk than others
 - Transactional risk. Transactions giving rise to higher risk include charitable donations and public procurement transactions

- Business Opportunity risk – associated with high value projects, projects that do not have a clear legitimate objective or have not been undertaken at market value.
- Business partnership risk – consortia/joint venture partners, relationships with politically exposed persons
- Regarding internal risk, the organisation should have:
 - Appropriate training for staff
 - Clear financial controls
 - Clear policies and procedures for gifts and hospitality
 - Clear anti-bribery message from top-level management
 - Standard terms and conditions issued to externals informing them of the organisation's Anti-bribery policy

4. Due Diligence

- The organisation applies due diligence procedures taking a proportionate risk based approach in respect of persons who perform services for, or on behalf of, the organisation. This covers both staff and externals undertaking business for, or on behalf of, the organisation.
- Due diligence procedures are a form of bribery risk assessment and a means of mitigating risk. For example, the organisation may want to carry out due diligence on third parties such as contractors, service providers and business partners. A business contracting ICT services is likely to require low levels of due diligence but if selecting an intermediary to assist in establishing business in foreign markets is likely to require high levels of due diligence. Due diligence checks on third parties include, but are not limited to:
 - Rationale for engagement of third party
 - Evaluation of ability to deliver the service
 - Evaluation of the integrity of the third party – background checks etc
 - Financial and credit checks

5. Communication/Training

- effectively communicating the anti-bribery policy to all staff
- training all staff to recognise bribery so that they can avoid it and be alert to possible instances of bribery
- encouraging staff to be vigilant and to report any suspicions of bribery
- training all staff so that they are aware of what to do should they discover a possible instance of bribery

6. Monitoring and Review

- monitoring and reviewing the effectiveness of the bribery procedures and updating them as necessary to ensure that they remain effective.

2.2 Bribery Defined

A bribe is an inducement or reward offered, promised or provided in order to gain personal, commercial, contractual or regulatory advantage. Acts of bribery or corruption are designed to influence the individual in the performance of their duties and entice them to act dishonestly. It is a criminal offence under the Bribery Act 2010 to:

- Offer a bribe
- Receive a bribe
- Bribe a Foreign Official
- Consent or connive to the commission of a bribery offence by anyone associated with the organisation in respect of business carried out on behalf of the organisation

The Act therefore makes it an offence to offer, promise or give a bribe, agree to receive or accept a bribe and to bribe a foreign official with the intention of obtaining or retaining business or an advantage in the conduct of business. There is also a corporate offence of failure by a commercial organisation to prevent bribery that is intended to obtain or retain business, or an advantage in the conduct of business. An organisation will have a defence to the latter if it can show it had adequate procedures in place designed to prevent bribery.

Individuals guilty of an offence are liable to imprisonment up to 10 years or to an unlimited fine or both.

Organisations guilty of failing to prevent bribery are liable to an unlimited fine.

2.3 Policy Scope

This Policy applies to all staff working at all levels and grades, including employees (whether permanent, fixed-term or temporary), consultants, seconded staff, agency staff, volunteers, interns, agents, sponsors, or any other person associated with the organisation wherever located. For clarity, this includes Board and Board Committee members.

Top-level commitment is an essential feature of compliance of the Bribery Act and those with management responsibility are expected to share the Board's commitment to observe and implement the essence and terms of this policy.

3 **Bribes**

3.1 Offering Bribes

The organisation expressly prohibits any person employed by, or associated with it, from offering, promising or giving any financial or other advantage to another person where it is intended that the advantage will bring about improper performance by another person of a relevant function or activity, or that the advantage will reward such improper performance.

3.2 Accepting Bribes

The organisation expressly prohibits any person employed by or associated with it from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a relevant function should be performed improperly as a result of the bribe or as a reward for performing the relevant function improperly.

The improper performance of a relevant function in anticipation of receiving financial or other advantage is also prohibited.

3.3 Public Officials

The organisation expressly prohibits the bribing of a UK or foreign public official in order to obtain or retain business or an advantage in the conduct of business.

4 **Hospitality and Business Gifts**

4.1 The Bribery Act does not seek to prohibit reasonable and proportionate hospitality, advertising, sponsorship and promotional or other similar business expenditure, as it is recognised that this constitutes an established and important part of doing business.

However, hospitality, promotional and similar business expenditure can be used as bribes and therefore the acceptance or giving of business gifts and hospitality should follow the organisations gifts and hospitality policy.

The organisation expressly prohibits the giving and receiving of hospitality/business gifts and similar where the intention in doing so is to receive or confer an advantage in return for giving or receiving the hospitality/business gift or similar.

5 New Business and Change in Business/Contracts

- 5.1** Where a member of staff, including consultants, develops or seek to develop new avenues for business or new contracts, or where the nature of the business changes, they should inform their line manager of this in order that due diligence and a risk assessment of the circumstances can be undertaken.

Where a business relationship with an external party is sought or newly established, or the nature of the relationship is changed, appropriate due diligence must be exercised to ensure that there are no circumstances giving rise to a concern. That external party must also be made aware of this Anti-bribery Policy.

6 Facilitation Payments

- 6.1** Facilitation payments are small bribes that are paid to speed up or facilitate government action. Although they are commonplace in some foreign countries, they are regarded as bribes and are illegal under the Bribery Act.

The organisation expressly prohibits facilitation payments of any sort. Any member of staff placed under pressure to make a facilitation payment should refer the matter to the Company Secretary immediately.

7 Donations

- 7.1** The organisation expressly prohibits the giving of donations to political parties.

Any charitable donation must be consistent with the organisation's policy on charitable giving and with the knowledge and consent of the Chief Executive or the Company Secretary.

The organisation expressly prohibits the making of charitable donations where the purpose of the donation is to secure an advantage. All charitable donations must be made without expectation of reward.

8 Reporting concerns

- 8.1** All members of staff have a responsibility to prevent, detect and report all instances of bribery. Staff should therefore be alert to the possibility of bribery.

Any member of staff, or consultant, who has concerns regarding acts or potential acts of bribery should report it under the organisations' whistle blowing policy

All reports will be treated with the utmost confidentiality.

9 Training and Communication

- 9.1** All staff will receive training on the Anti-bribery Policy to ensure that they understand both the policy and the procedures that they need to follow in order to comply with it.

A copy of this policy will be published on the organisation's website and included in the staff handbook.

All staff are expected to familiarise themselves with the anti-bribery policy and to sign a copy of the policy to confirm that they have read and understood it.

Changes to the policy and procedures will be communicated to staff and the Board in an appropriate manner.

10 Sanctions

- 10.1** The organisation treats breaches of this policy with maximum seriousness and will investigate any potential breach in accordance with the Disciplinary Policy.

The ultimate sanction for a breach of the policy will be summary dismissal for gross misconduct. Matters will be reported to the police and the organisation will assist in any resulting criminal prosecution.

11 FAQs

- 11.1** *Question:*

Answer: