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**Anti-Bribery and Corruption Policy**

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## What is this policy?

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. We will uphold the laws of the UK, including the Bribery Act 2010, in respect of our conduct.

The purpose of this policy is to:

* set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
* provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

We have identified that the following “red-flags” are particular risks for our business which may raise concerns:

* you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
* you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them;
* a third party insists on receiving a payment of some kind before committing to do business with us; requests payment in cash and/or refuses to provide an invoice or receipt for a payment made;
* a third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business or to someone else;
* a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or providing instructions;
* a third-party request that you provide some advantage to a friend or relative such as free legal advice or work-experience;
* a third party requests or requires the use of an agent or intermediary that is not typically used by or known to us; or
* you are offered an unusually generous gift or offered lavish hospitality by a third party.

To address those risks, we have formulated this policy and appointed Peter Jones as compliance officer so that any concerns can be raised with him.

## Who is covered by the Policy?

This policy applies to all individuals working in the company at any level including the Directors (collectively referred to as workers in this policy).

## What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

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| Examples:  *Offering a bribe*  You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.  This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.  *Receiving a bribe*  A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.  It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage. |

## How does this apply to Gifts and Hospitality?

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

* it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
* it is given in the name of the company, not in your name;
* it does not include cash or a cash equivalent (such as gift certificates or vouchers) (this does not prohibit the form rewarding its staff including consultants with gifts up to the value of £50 in this way at Christmas);
* it is appropriate in the circumstances. For example, in the UK it is customary for small gifts up to £50 in value to be given at Christmas time;
* taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
* it is given openly, not secretly; and
* gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the compliance officer.

## What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

* give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
* give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
* accept payment from a third party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them;
* accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
* threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
* engage in any activity that might lead to a breach of this policy.

## What about Facilitation Payment and Kickbacks?

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us. This is another reason why we don’t engage with third parties who wish us to pay them referral fees.

## What about Donations?

We do not make contributions to political parties and we only make charitable donations that small in value (less than £100) and to charities registered and regulated in the UK.

## What are my Responsibilities?

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the compliance officer as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

## What records do I keep?

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. Peter Jones keeps a log of all gifts.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## How do I raise a concern?

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the compliance partner. Concerns should be reported by following the procedure set out in our Whistleblowing Policy.

## What do I do if I am a victim of bribery or corruption?

It is important that you tell the compliance officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

## Protection

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the compliance officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

## Training and Communication

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers and business partners at the outset of our business relationship with them and as appropriate thereafter.

## Who is Responsible for the Policy?

The Directors have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

## Monitoring and Review

The compliance officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance officer.

This policy does not form part of any employee's contract of employment and it may be amended at any time.