

ANTI-BRIBERY POLICY

Introduction

The Bribery Act 2010 ('Act') came into force on 1st July 2011, replacing a number of older laws and creating a single comprehensive code in relation to bribery. The Act creates new offences and places responsibility on organisations as well as the individual.

The penalties that can be imposed under the Act are severe, with potentially unlimited fines and up to a maximum sentence of 10 years imprisonment for individuals. The Act has a very broad geographical reach, including activities overseas and encompasses the acts of agents or associates in relation to the organisation's business. So, for example, the actions of overseas recruitment agents in relation to future students of the University would be covered by the Act and a breach by those agents could lead to liability for the University under the Act.

The Act also considers corporate hospitality, gifts and incentives in relation to bribery. This Anti-bribery Policy therefore refers later to the University's Anti-Fraud and Corruption Policy, which already deals with issues relating to the receipt and provision of hospitality and gifts.

The University's commitment to honest and ethical trading

It is the University's policy to conduct all of its business in an honest and ethical manner. The University takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates, and implementing and enforcing effective systems to counter bribery.

Definitions

Four key offences exist within the Act:

1. Promising or offering a bribe (active bribery);
2. Requesting, agreeing to receive or accepting a bribe (passive bribery);
3. Bribing a foreign public official; and
4. A corporate offence of 'failure to prevent bribery' by 'persons associated' with the organisation.

The Act provides a comprehensive definition and examples of bribery but essentially, for the purposes of this policy, it can be summarised as:

The receiving or offering of a financial or other advantage by or to any person whatsoever in a public office, in the course of their employment or acting on behalf of a company or public body in order to influence their behaviour in office and to incline them to act contrary to accepted standards of honesty, integrity, good faith or impartiality.

The fourth offence noted above (the corporate offence) is a new offence and places responsibility on organisations to put in place appropriate procedures to prevent bribery by persons associated with those organisations. A person can be "associated" with the University if he or she performs services on

behalf of the University, so will include employees, agents, subsidiaries and, in certain circumstances, sub-contractors and outsourced service suppliers. What is deemed 'adequate' will be for the courts to determine in due course. However, the Government has set out the six principles referred to below which organisations should consider when establishing procedures in this area. The University's procedures are summarised below by reference to these six principles.

Policy Statement

The Anti-bribery Policy applies to all employees and officials of the University, including directors and employees of any subsidiary companies, and to any agency workers, consultants, contractors and others working on behalf of the University or any subsidiary company, irrespective of their location, function or grade. The University also expects its business partners, suppliers, agents and sub-contractors to act with integrity and to have appropriate policies and practices in place to ensure compliance with the Act. Clauses to this effect will be included in future contracts where appropriate.

University staff and other persons working on behalf of the University, as defined above, must **NOT**:

- Offer or make a bribe, unauthorised payment or inducement of any kind to anyone;
- Solicit business by offering a bribe, unauthorised payment or inducement to a third party; or
- Accept any kind of bribe or inducement to act improperly.

University staff and other persons working on behalf of the University, as defined above, must:

- Refuse any bribe or inducement that is offered, in a clear manner that could not lead to any misunderstanding;
- Report all such offers under the University's Whistleblowing Policy; and
- Report all suspected breaches of this policy by other individuals under the Whistleblowing Policy.

Clarification of certain payments:

- Facilitation payments.

Facilitation payments (sometimes known as "kickbacks" or "grease payments") are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Facilitation payments are clearly prohibited by the Act, even in countries where they are a regular feature of doing business. The University regards such payments as being in breach of this Policy. However, in exceptional circumstances, where a payment of this type is considered unavoidable in order to protect "life or limb" of a member of the University's staff or officials (i.e. in the most serious medical or safety emergencies), a payment of this type may be made if first authorised by the Registrar, unless the urgency of the situation prevents prior authorisation. If a payment of this type is made without prior authorisation, it must be reported to the Registrar as soon as reasonably practicable after the payment has been made.

In certain jurisdictions, it is recognised that the University will have to be particularly cautious over dealings with overseas agents and others. University staff or officials must make clear to

overseas agents and others that it will not pay facilitation payments and will not allow its agents or professionals to negotiate facilitation payments on its behalf.

All requests received by University staff or officials for any form of facilitation payment, whether directly or through agents or professionals, must be reported to the Registrar as soon as reasonably practicable.

- Hospitality and gifts

The advantages of networking and developing good working relationships with suppliers, customers and contractors are acknowledged. However, corporate hospitality (whether received or provided) must be transparent, auditable, and proportionate, in order to prevent any real or perceived inducement on individuals to act in an inappropriate way. Guidance for employees on what is considered acceptable is provided in the Code of Conduct attached as Appendix B to the Anti-fraud and Corruption Policy. The receipt or giving of cash is strictly prohibited in all cases.

Prevention of bribery

The procedures established by the University to prevent bribery by persons associated with it are summarised below by reference to the six principles set out by Government. Establishing adequate procedures provides a defence to the offense of 'failure to prevent bribery' under the Act, even if the procedures ultimately fail to prevent acts of bribery by individuals.

1. Proportionate procedures. *[An organisation's procedures to prevent bribery should be proportionate to the bribery risks it faces and to the nature, scale and complexity of the organisation's activities.]*

Procedures as summarised below are proportionate to risk and organisational activities and regularly monitored as part of the annual risk assessment. However, as described below, separate risk assessments and due diligence may need to be carried out on individual projects where a higher level of risk is identified. This may lead to the University reconsidering its involvement in the relevant project, providing relevant staff with additional training relating to the risks of bribery and corruption or putting in place specific anti-bribery arrangements for that project.

2. Top-level commitment. *[Top-level management are committed to preventing bribery by persons associated with the organisation and foster a culture within the organisation in which bribery is never acceptable.]*

This policy and related procedures are approved and enforced by the Executive Team. Non compliance with this policy and the complementary Anti-fraud and Corruption Policy will be dealt with robustly.

3. Risk assessment. *[The organisation assesses the nature and extent of its exposure to potential external and internal risks of bribery. This assessment is periodic, informed and documented.]*

The risk of bribery across the organisation will be included as a specific risk item in the risk register and will be reviewed on an annual basis alongside the procedures put in place to prevent bribery. Procedures will be revised in response to changes in risk, to ensure that appropriate prevention measures are in place. Risk assessments will also be carried out in the context of specific projects and may lead to additional steps being taken where a project is to take place in a jurisdiction which is perceived as high risk.

4. Due diligence. *[The organisation applies due diligence, taking a proportionate and risk based approach, in relation to persons working on behalf of the organisation in order to mitigate bribery risk.]*

Recruitment processes incorporate appropriate measures to ensure the integrity and honesty of employees. Similarly appointment of other officials includes reasonable steps to confirm the integrity and honesty of those appointed to positions within the University and its subsidiaries. Where appropriate (for example, where a risk assessment identifies a high risk situation), additional due diligence may be required and agreements with contractors and agents may include clauses which set out the specific requirement for compliance with the Act.

5. Communication (including training). *[Bribery prevention policies and procedures are embedded and understood throughout the organisation through internal and external communication, including training, that is proportionate to the risks it faces.]*

This Policy document will be prominently displayed on the University's website and all employees and other associated individuals/organisations will be made aware of the need to comply with this Policy and the Act. New staff and other associated individuals/organisations will be advised of the Policy on appointment. On an annual basis, all staff are reminded of key policies within the University and the Anti-bribery Policy will be included in this annual reminder. Additional training may be provided where a risk assessment identifies that a particular project, or operating in a particular jurisdiction, represents a high bribery or corruption risk for the University.

6. Monitoring and review. *[The organisation monitors and reviews policies and procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.]*

The policy and procedures will be reviewed on an annual basis as part of the annual risk assessment review.

Joint Ventures

Where the University is involved in establishing and operating joint ventures, it will expect those vehicles to have appropriate anti-bribery policies in place and will monitor that expectation.

Breaches of the Policy

The University takes compliance with the Act very seriously and any known or suspected breach of the Policy or Act should be reported immediately to the Registrar & Secretary under the Whistleblowing

Policy. Any breach of procedure, policy or law will be treated as a disciplinary offence and may result in dismissal following investigation.