



ANTI BRIBERY POLICY

POLICY NO: 02 – Anti Bribery

INTRODUCTION

Protocol is committed to the highest possible standards of openness, probity and accountability. This Anti Bribery policy applies to those who work for or on behalf of Protocol and aims to ensure that we conduct all business in an honest way and without the use of corrupt practices or acts of bribery to obtain advantage.

Protocol's commitment to the highest legal and ethical standards is reflected in every aspect of the way in which we operate. Our Code of Conduct for staff reinforces the requirement for us to ensure integrity in all our dealings.

This policy has been adopted by the Protocol main Board and will be communicated to all employees. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action.

1. WHAT IS BRIBERY?

- 1.1 A bribe is an inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage. Under the Bribery Act 2010 it is an offence either to offer a bribe or receive a bribe where it consists of an inducement or reward for the improper performance of a function or activity performed as part of employment, business or any function of a public nature. For example:
- If a college manager offered to find work for the niece of a Protocol staff member in return for agreement to waive recruitment fees due, the college manager would be offering a bribe, and if the staff member agreed, they would be guilty of accepting a bribe as agreeing to waive fees. This would be outside the authority of the Protocol member of staff and therefore an improper performance of their function.
 - If a member of staff took a college senior management team out for an expensive meal in the hope of influencing a tender process, this would be an act of bribery, since staff are all aware that colleges are subject to strict requirements in relation to tendering designed to ensure fairness and best value.
- 1.2 Bribery is a criminal offence, and it is bad for business as it prevents free and fair competition. Protocol has implemented safeguards against bribery and employees who fail to adhere to all relevant policies and practices will be subject to disciplinary action, up to and including dismissal.

2. SAFEGUARDS

- 2.1 The company will take the following steps to prevent Bribery:
- **Risk Assessment**
 - An annual Risk Assessment will examine the business activities to ensure there is an awareness of how we conduct ourselves in relation to the 2010 Bribery Act. This will include a review of completed and planned Account Management, Business Development and Marketing activities.
 - **Accurate Books and Record Keeping**
 - Our books, records and overall financial reporting will be transparent and accurately reflect each of the underlying transactions.
 - **Effective Communications, Monitoring and Internal Control**
 - Each Director and Manager will take steps to prevent bribery and corruption. Our HR function will ensure that all staff are made aware of the standards of behaviour which are acceptable when doing business and staff will be made aware of the policies and

procedures which exist to protect the business from allegations of improper conduct in its dealings.

2.2 We will consider any gifts, entertainment and hospitality that are given to ensure that they are proportionate and reasonable and will not place any potential beneficiary in breach of his/her own Anti Bribery Policy, place them in an otherwise invidious position or cause any embarrassment to him/her/them or to the Company.

2.3 Managers and staff should review the financial controls described in paragraph 8 of this document.

3. HOW TO EVALUATE WHAT IS ACCEPTABLE IN RELATION TO CORPORATE GIFTS:

3.1 First take a step back and ask yourself the following:

- What is the intent – is it building a relationship or is it something else?
- How would this look if these details were published?
- What if the situation were reversed – would there be a double standard?

When in doubt please consult your director or Senior Manager.

3.2 Circumstances which are **never permissible** include examples that involve:

- A 'quid pro quo' (offered for something in return).
- Cash gifts or cash equivalent vouchers unless it is donated to the organisation for official use by staff or students in the pursuance of organisational objectives.
- Entertainment of a sexual or similarly inappropriate nature.

3.3 Circumstances that are **usually acceptable** include:

- Modest/occasional meals with someone with whom we do business, but we will check first.
- Occasional attendance at ordinary sports, theatre or other events, but we will check first.
- Gifts of a nominal value, e.g., pens other promotional gifts.

3.4 Transparency is key – so keep your manager informed of gifts and hospitality – in advance of acceptance where possible or notify them promptly if received unexpectedly.

3.5 As a rule, 'quid pro quos' are considered acceptable business practice provided everyone is acting within their authority to offer and accept them. For example, if a college promises a minimum level of bookings in return for reduced fees that is not bribery, provided the college manager has the authority to offer the guarantee and the Protocol manager has the authority to agree the discount.

4. HOW TO RAISE A CONCERN

4.1 Should you become aware of someone acting in a manner which in any way contravenes this Anti-Bribery policy please immediately raise your concerns using the company Whistleblowing policy which is designed to protect you when you raise a concern in good faith.

5. CONFLICTS OF LOYALTY OR INTEREST

5.1 All employees are expected to declare in writing if they find themselves in a situation where their loyalty to the company comes into conflict with personal interests or loyalties. Such a declaration

should be made to their immediate manager who should then report it to the Director responsible for the department/service. If in doubt, then inform the Finance Director or Chief Executive.

6. RESPONSIBILITY

- 6.1 The prevention, detection and reporting of bribery is the responsibility of all employees throughout the Group. Responsibility for the compliance with this policy lies ultimately with the Board.

7. GENERAL GUIDANCE ON FINANCIAL CONTROLS

- 7.1 Budget holders (usually department managers/directors) are responsible for controlling purchasing decisions and overseeing the ordering process for their budget area.

- 7.2 Purchase Orders should be created (contact finance for a PO number and template) and approved by the relevant budget holder before the order is placed.

- 7.3 All planned purchases of over £5,000 must have Chief Executive or Finance Director approval before proceeding. The Purchase Order should be used to document this approval.

7.4 Personal or business inducements

- Staff are required to declare the acceptance of any significant (over £20 value) free gifts, hospitality or other benefits (whether related to purchasing decisions or otherwise) to the Executive Assistant for the Chief Executive.
- Anybody who suspects that they are being offered personal inducements to encourage behaviour that may not be ethical or in the best interests of the company, should report this immediately to their Director (or follow the company's Whistleblowing Procedures).
- This policy also applies if you are asked by any other party to offer/provide (personally or by the business) inducements to encourage behaviour that might not be ethical or in the best interests of our company or those of the other party's organisation. This applies whether they are staff, contractors, customers, suppliers or any other party that you meet during work.
- Gifts given out, such as confectionery, modest meals and invitations to events should be pre-authorised by Line Managers, who are responsible for liaising with the budget holder (e.g., College giveaways = Marketing budget) with regards to cost planning and the purchasing of common give-aways. Such gifts, meals and invitations are subject to the same policies in points 2. and 3. above.

7.5 Expense claims

The company Expense Procedure document (available on the Intranet) gives further details regarding what constitutes business expenses, who can authorise expenses and the financial limits of their authority. Expenses must be, "wholly, exclusively and necessarily incurred in the performance of their duties." The Meals and Entertaining section of the Expense Procedure gives some guidance on what is regarded as "entertaining" for business/customer entertaining and staff entertaining, and how these should be treated with regards to expense claims.

7.6 Payments financial controls

Payments directly out of the business are only to be originated and authorised by designated personnel, in line with cheque-signing, credit card, cash and e-payment controls that are in place and overseen by the Finance Director. Payments by individuals on behalf of the business are subject to the Expense Procedure policy.

POLICY ENDS