

# Anti-Corruption and Bribery Policy

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## Anti-Corruption and Bribery Policy

### 1. POLICY STATEMENT

- 1.1. It is our policy to conduct all of our business in an open, honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity and accountability, both in letter and spirit, in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate or in which we do business. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

### 2. ABOUT THIS POLICY

- 2.1. The purpose of this Anti-corruption and Bribery Policy (this “**Policy**”) is to:
    - (a) set out our responsibilities, and of those working for us or representing us, in observing and upholding our position on bribery and corruption; and
    - (b) provide information and guidance to those working for us or representing us on how to recognise and deal with bribery and corruption issues.
  - 2.2. Involvement in bribery or corruption carries many risks, such as:
    - (a) **Legal risks.** Under the Bribery Act 2010, it is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation.
    - (b) **Business risks.** A company involved in bribery or corruption is not in control of its business, is at potential risk of blackmail and of damaging its relationships with its customers, regulators, professional bodies, partner institutions and stakeholders. The cost of the University's insurance cover could also increase very significantly.
    - (c) **Commercial risks.** Involvement in bribery or corruption reduces our chances of being selected as a supplier. Many of our law firm clients and partner organisations may refuse to deal with us unless we have an effective anti- corruption and bribery programme in place.
    - (d) **Reputational risks.** Public exposure, or even an allegation, of bribery could entail severe reputational damage and suppliers may withdraw or contract with us on much
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less favourable terms. The University could even be blacklisted by our target corporate clients as an approved supplier.

We therefore take our legal responsibilities very seriously.

- 2.3. In this Policy **we, us, and the University** means the University of Law Limited ULAW (UK) Ltd, L-J Finco Ltd, College of Law Services Ltd, Central Law Training (Scotland) Ltd, ULaw Hong Kong Ltd..
- 2.4. In this Policy, **third party** means any individual or organisation you come into contact with during the course of your work or services for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 2.5. This Policy does not form part of any employee's contract of employment and we may amend it at any time.

### 3. WHO MUST COMPLY WITH THIS POLICY?

- 3.1. This Policy applies to all persons working for the University or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third- party representatives (which may include students) and business partners, sponsors, or any other person associated with us, wherever located.
- 3.2. Although likely to be exceptional, there may be circumstances where students could be in a situation - such as dealing with suppliers and other entities with a relationship to the University - where bribery and corruption could potentially be an issue. In these circumstances, it is essential that the Dean for their University Campus ensures that they follow the same process as a University employee. Depending on the individual circumstances, this could include receipt of this Policy and, where appropriate, undergoing the University's anti-corruption and bribery training.

### 4. WHO IS RESPONSIBLE FOR THIS POLICY?

- 4.1. The Board of Directors of the University has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 4.2. The Chief Financial Officer (**CFO**) has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.
- 4.3. The University's Human Resources (**HR**) Team is responsible for ensuring that all University employees have been made aware of this Policy, have received adequate

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training on it and are advised and offered updated training as and when the Policy is updated. They are also responsible for ensuring that University employees understand the potential consequences of an act of bribery or corruption. Managers must act as the initial point of escalation on bribery and corruption issues for University staff, with the support of the CFO.

### 5. WHAT ARE BRIBERY AND CORRUPTION?

- 5.1. **Bribery** is offering, promising, giving, demanding or accepting any financial or other **advantage**, to induce the recipient or any other person to act **improperly** in the performance of their functions, or to reward them for acting improperly, or where the recipient would act **improperly** by accepting the advantage.
- 5.2. An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, rewards, jobs, internships, examination grades, favours or other advantages, the award of a contract or anything else of value.
- 5.3. A person acts **improperly** where they act illegally, unethically<sup>1</sup>, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind. Bear in mind, particularly when working abroad, that even though a person may be acting in accordance with a local custom or practice, they may still be acting 'improperly' where such local custom or practice is not permitted by, or in accordance with, the law applicable to the country or territory concerned.
- 5.4. **Corruption** is the abuse of entrusted power or position for private gain.

#### Examples:

##### Offering a bribe

You offer a key contact at a law firm tickets to a major sporting event, but only if they agree to use their influence within their firm to ensure that it sends its future trainees exclusively to the University for their professional skills course.

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

An international education agent gives your nephew a job during his gap year, but makes it clear that in return they expect you to use your influence in our organisation to ensure we offer a discount to students represented by the agent.

It is an offence for the international education agent 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.

<sup>1</sup> Whether an act is ethical will be judged according to the Seven Principles of Public Life, also known as the "Nolan Principles" which are the basis of the ethical standards expected of public office holders.

**Bribing a foreign official**

You arrange for the University to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as issuing a visa to a University lecturer, enabling us to provide educational services within that country.

A public official includes any officer or employee of a foreign government (or any of its departments or agencies), or of a public international organisation, or any person acting in an official capacity for or on behalf of any such government, department, or agency, or for or on behalf of any such public international organisation.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

**6. WHAT YOU MUST NOT DO**

- 6.1. It is not acceptable for you (or someone on your behalf) to:
- (a) 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;
  - (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
  - (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
  - (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
  - (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the CFO;
  - (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy;
  - (g) offer or accept a payment, gift or hospitality to or from an international supplier or agent that you know or suspect is offered with the expectation that we will provide a business advantage in return;
  - (h) engage in any of the practices forbidden under this Policy when working abroad on behalf of the University or when interacting with international contacts of the

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University, even if any such practices forbidden under this Policy accepted local custom and practice in the relevant region or country; or

- (i) engage in any other activity that might lead to a breach of this Policy.

### 7. FACILITATION PAYMENTS AND KICKBACKS

7.1. We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

7.2. **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official) or to provide goods or services to which the party making the facilitation payment is already entitled, e.g. speeding up the grant of a licence, permit or visa, or expediting an application submitted for a course or a grant. In some cases the facilitation payments may be larger, e.g. a significant amount is demanded to complete a project which has already begun. They are not common in the UK, but are common in some other jurisdictions. Such payments are illegal under the Bribery Act 2010 and in many other countries.

7.3. **Kickbacks** are typically payments made in return for a business favour or advantage.

7.4. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you receive or are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the CFO.

### 8. GIFTS, HOSPITALITY AND EXPENSES

8.1. This Policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.2. Subject to Clause 8.3, you are prohibited from accepting any gift or hospitality from or giving any gift or hospitality to a third party (including a colleague or student, or local or international agents or a prospective partner) where:

- (a) the third party is a supplier and the gift or hospitality is accepted, received or given during a tender exercise which has not yet been concluded;

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- (b) the cumulative value of gifts and/or hospitality accepted by, received from or given to any one individual by another in any one financial year exceeds £50 and you have not, in advance, obtained specific approval from the CFO.
- 8.3. The accepting, receiving and/or giving of gifts or hospitality from or to a third party (including a colleague or student, or local or international agents or a prospective partner) in the course of conducting business as a representative of the University is not prohibited where all of the conditions in Option 1 or Option 2 of Clause 8.4 are met.
- 8.4. The options are that the gift or hospitality:

### **Option 1**

- (a) is not made with the intention of influencing the third party (or any other 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;
- (b) is given in the University's name, not in your name;
- (c) does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- (e) is given openly, not secretly; and
- (f) complies with any applicable local law;

- OR -

### **Option 2**

- (a) the written approval of the CFO for the gift or hospitality has been sought and provided in advance;
- (b) you agree that this information may be used for the purposes of calculating your taxable benefits.

#### **Example:**

Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable. For example, if you are talking to a potential supplier or agent at a trade or student fair, it would not be contrary



to this policy for you to give them a branded promotional pen. If, however, you offer the potential supplier a bottle of premium champagne whilst at a trade fair discussing discounts on the supplier's pricing, this is not a promotional, low value gift and is unlikely to be normal and appropriate in the circumstances and unlikely to fit within the conditions set out in Clause 8.4.

8.5. Reimbursing a third party's expenses, or accepting an offer to reimburse the University's expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

8.6 Gifts or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, or from anyone working in the public sector (including, for example, educational institutions and their subsidiary companies), without the prior approval of the CFO.

8.7 The University appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. As before, bear in mind when travelling abroad that what is local 'custom and practice' is not necessarily compliant with applicable local laws and therefore, in assessing the situation caution should always be exercised. Consider in all the circumstances whether the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered. If you are in any doubt, seek guidance from the CFO before accepting any gift or offer of hospitality.

## **9. DONATIONS**

9.1. We do not make contributions to political parties.

9.2. We only make charitable donations that are legal and ethical under local laws and practices. No donation in excess of £100 must be offered or made without the prior approval of the CFO.

## **10. RECORD-KEEPING**

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

10.2. You must declare and keep a written record of:

- (a) all hospitality or gifts given or received in excess of £50; and/or
- (b) where the cumulative value of gifts and/or hospitality given to or received from one other individual exceeds £50.

Such records may be subject to management review.

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- 10.3. You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the University's policy for expenses and record the reason for expenditure.
- 10.4. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

### **11. YOUR RESPONSIBILITIES**

- 11.1. You must ensure that you read, understand and comply with this Policy and the University's Financial Regulations or relevant University policy or policies as amended from time to time.
- 11.2. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the University or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.
- 11.3. You must notify the CFO, the Head of Legal or the Director of Finance 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. Further "red flags" that may indicate bribery or corruption are set out in paragraph 17.

### **12. HOW TO RAISE A CONCERN**

- 12.1. You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 12.2. If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur by:
  - (a) another staff member;
  - (b) a third party who represents us;
  - (c) one of our suppliers, customers or competitors; or
  - (d) anyone else,

you must notify the CFO, the Head of Legal or the Director of Finance, or report it in accordance with our Voicing Concerns Policy as soon as possible.

- 12.3. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with the CFO, the Head of Legal or the Director of Finance.

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### **13. PROTECTION**

- 13.1. Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The University aims 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.
- 13.2. The University is 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 CFO immediately. If the matter is not remedied, and you are an employee, you should raise it formally in accordance with our Grievance Policy which can be found on the University's intranet.
- 13.3. No person must threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

### **14. TRAINING AND COMMUNICATION**

- 14.1. An anti-corruption and bribery training programme will be incorporated into the University's compliance training programme. This will be supported by both regular communications and a periodic refresh appropriate to an individual's role and responsibilities; induction training for new members of staff will also incorporate anti-corruption and bribery information. Training will be provided for all employees on a face-to-face or e-learning basis and for third-parties, agents and representatives where necessary. Periodic communications will be issued to maintain awareness of bribery and corruption.
- 14.2. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter, for example when entering into contract variations or renegotiations. Progressively, clauses will be incorporated into all the University's contracts which will include a contract termination clause related to breaches of anti- corruption and bribery laws and of this Policy.

### **15. RECORDS AND MONITORING**

- 15.1. It is essential that we keep full and accurate records of all our financial dealings. Transparency is vital; false or misleading records could be very damaging to us.
- 15.2. You must therefore declare and properly record (in writing) all hospitality and gifts given or received in accordance with this Policy and in particular, paragraph 8. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the University's procedures for expenses.

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- 15.3. All accounts, invoices, credit notes, purchase orders and other records relating to dealings with third parties (including suppliers and customers) must be properly prepared in accordance with our prevailing practices and requirements and with accuracy and completeness. No account may be kept “off book”.
- 15.4. Individual employees do not have the authority to bind the University unless expressly authorised to do so under the Financial Regulations. Contractual arrangements must only be entered into strictly in accordance with the Delegation for Execution of Contracts which forms part of our Financial Regulations.
- 15.5. Everyone in the University must observe this Policy. The CFO and the Director of Finance will monitor this Policy regularly to make sure it is being adhered to.

### **16. BREACHES OF THIS POLICY**

- 16.1. Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 16.2. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this Policy.

### **17. POTENTIAL RISK SCENARIOS: "RED FLAGS"**

- 17.1. For the most part, “Red Flag” risk scenarios relevant to the University are largely identical to those affecting most organisations. However, there are some – typically related to overseas campuses and student recruiting – that are largely confined to the education sector.
  - 17.2. Whilst it is accepted that the following risk scenarios are central to the activities of the University, nonetheless the associated corruption and bribery risks should not be underestimated:
    - (a) payments for staff or student travel, hospitality, gifts and entertainment - particularly overseas;
    - (b) invoicing issues, including agent fees, cash payments, disproportionate costs and ‘dubious’ expenses;
    - (c) overseas field trips for staff or students involving potential ‘facilitation’ payments to customs officials and others, typically, in order to speed things up or to gain access;
    - (d) facilitation payments to expedite overseas building, building permissions and access to utilities;
    - (e) overseas agents and brokers, particularly where student enrolment is involved;
    - (f) overseas campuses or representative offices;
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- (g) student places; and
- (h) examination results and associated processes.

17.3. The following is a list of possible “red flags” that may arise during the course of you working for us and which may raise concerns under various anti-corruption and bribery laws. The list is not intended to be exhaustive but if you encounter any of these red flags while working or providing services for the University, or any instance which you consider is similar to or might become a red flag, you must report them promptly to the CFO, Head of Legal or Director of Finance:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
  - (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
  - (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
  - (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
  - (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
  - (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
  - (g) a third party makes a payment for an abnormal amount or in some other abnormal way (e.g. a payment that would normally be a single payments is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction);
  - (h) third party demands (or insists that you accept) lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
  - (i) a third party requests that a payment is made to "overlook" potential legal violations;
  - (j) a third party requests that you provide employment or some other advantage to a friend or relative;
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- (k) you receive an invoice from a third party that appears to be non-standard or customised;
- (l) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (m) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (n) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (o) a third party bypasses process for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters;
- (p) an individual is secretive about certain matters or relationships and/or insists on dealing with particular customers or contacts personally;
- (q) you are offered an unusually generous gift or offered lavish hospitality by a third party.

| Version | Date         | Author     | Revision Summary                       |
|---------|--------------|------------|--|
| V0.1    | 20/10/2016   | Legal Team | Draft for review for Executive Team    |
| V0.2    | 23/11/2016   | Legal Team | Draft post review by Executive Team    |
| V1      | 13/01/2017   | Legal Team | Finalised Draft                        |
| V1      | 20. 09. 2018 | Legal Team | Review                                 |
|         | 02.11.2018   | Legal Team | Final version agreed by Executive Team |
|         | 12.08.2020   | Legal Team | Review                                 |
| V2      | 02.09.2020   | Legal Team | Final version agreed by Executive Team |
| V3      | 19.07.2022   | Legal Team | Review                                 |
|         | 06.09.2022   | Legal Team | Final version agreed by Executive Team |