To whom does this Policy apply?

Everyone who works at Genius Within CIC (“the Company”) regardless of role or contract type, including temporary, agency staff and consultants (thereafter referred to as ‘staff’). We also expect our suppliers and business partners to comply with the prohibitions on bribery set out in this Policy.

What is bribery?

The Bribery Act 2010 defines bribery in a very broad way, namely as a gift or donation intended to “induce a person to perform improperly, a relevant function or activity”. At Genius Within, we value our reputation and are committed to maintaining the highest level of ethical standards in the conduct of our business affairs. The actions and conduct of the Company’s staff as well as others acting on the Company’s behalf are key to maintaining these standards.

In order to ensure that all staff feel comfortable raising any concerns they have regarding bribery in this policy, we want you to feel free to speak directly to the Directors.

Under the UK Bribery Act 2010, there are three offences:

* a general offence of bribing another person or being bribed
* a specific offence of bribing a foreign public official
* a corporate offence of failing to prevent bribery

General Offence

Under the general offence, a bribe is defined as: ”Any advantage given or offered to any person anywhere in the world which is intended to induce improper performance of a business function.” You can be guilty of a bribery offence if you receive an advantage aimed at encouraging you to perform your role in an improper way.

Specific Offence

The test for bribing a foreign public official is lower than the general offence so you must be aware of the risks in dealing with any foreign government, public official, state-owned company or employee of state-owned company. Under the specific offence of bribing a foreign public official, there is no requirement of “improperness” - the offence may be committed where:

(a) An advantage is given with an intention to influence

(b) There is an intention to gain or retain a business advantage

Corporate Offence

The corporate offence can be committed if a company fails to put in place adequate procedures to prevent bribery. The purpose of this Policy is to protect our staff and Genius Within.

Staff and representatives of Genius Within are strictly prohibited (whether acting in their own capacity or on the Company's behalf) from: offering, promising, giving or authorising, directly or indirectly, any bribe or kickback to or for the benefit of any person (whether in private or public office) in order to obtain any improper business or other advantage for the Company, for themselves, or for their family, friends, associates or acquaintances; soliciting, accepting or receiving (whether for the Company's benefit, their own benefit or that of their family, friends, associates or acquaintances) any bribe or kickback from any person (whether in private or public office) in return for providing any improper business or other advantage; otherwise using illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

As well as complying with the specific prohibitions in this Policy, taff are required to exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate. If you are not sure, please contact the Directors.

Contracts with Suppliers and Agents

Contracts with suppliers and agencies should include the standard ethical business clause prohibiting bribery.

For contracts with suppliers where Genius Within is the primary purchaser (i.e. provides over 50% of the supplier’s business), the supplier should also be provided with a copy of this Policy and must undertake to act in accordance with it when conducting themselves on Genius Within business.

Agents with whom Genius Within are entering into contracts must receive a copy of this Policy and must undertake to act in accordance with it when conducting themselves on Genius Within business.

The ethical business clause and a copy of this Policy will be added to the essential policy list.

It is the responsibility of the individual who is making the appointment to ensure that third party contracts contain the ethical business clause and where relevant are provided with this Policy and obtain the necessary undertaking to comply with it.

Gifts and hospitality

A bribe need not be a cash payment. Gifts and hospitality can breach the new bribery laws if they are lavish, and you must exercise caution before accepting or giving gifts and before hosting/attending corporate hospitality events. All types of gifts and hospitality given or received by staff are subject to this Policy. This may include, for example, food, wine, meals, drinks and tickets to sporting or cultural events, reduced or upgraded flights or accommodation.

Gifts and hospitality which are lavish or unreasonable can amount to a bribe. Gifts and corporate hospitality usually fall into three categories:

* Those that are generally acceptable, applying the criteria below
* Those that may be acceptable but require approval being sought from your Manager, a Director or the CEO
* Those that should never be accepted or offered

Generally acceptable gifts and hospitality

Before giving or receiving a gift or corporate hospitality, you should consider if it is appropriate to do so using your common sense. You should consider the following:

* Does the gift/corporate hospitality promote the image of a company or present its products and services?
* Does the gift/hospitality establish or maintain legitimate business relationships?
* Is the gift or hospitality modest, both in isolation and when considered in the context of other gifts and hospitality offered to/by the same recipient? Frequent gifts or hospitality given to or received by the same individual or entity are more likely to be inappropriate than those given infrequently. Is the timing of the gift appropriate?
* It is likely to be inappropriate if the giver/recipient will shortly be involved in a business decision affecting Genius Within (such as a tender or negotiation period) and the gift might be perceived as influencing that decision
* Is there any risk of the gift or hospitality creating an obligation or expectation of a "quid pro quo" (i.e. something offered in order to get something in return)?
* How would the gift be perceived externally? It is likely to be inappropriate if there is a risk that it can be perceived to influence any business or public decision maker (even if that is not your intention)
* Does the gift or hospitality pass the "newspaper test" (i.e. would you be comfortable if the fact that the gift or entertainment given/received was published in a newspaper)?

Acceptable but require notice to your Manager

A gift or hospitality will be acceptable if you have considered the above criteria and the following process is followed:

|  |  |  |
| --- | --- | --- |
|  | Gift | Hospitality |
| Acceptable | below £25 | below £50 |
| Seek approval from your Manager before accepting and record on register | £25 - £100 | £50 - £1000 |
| Seek approval from a Director before accepting and record on register | Over £100 | Over £1000 - £5000 |
| Seek approval from the CEO before accepting and record on register | n/a | Over £5000 |
| Prohibited | £250 | n/a |

You should always err on the side of caution. Remember that gifts and hospitality may be seen as improper advantages, the offer or acceptance of which could potentially lead to criminal liability.

Gifts and hospitality which should never be accepted or offered:

* any gift to an individual for their own benefit which has a value of £250 or over
* any gift involving cash or cash equivalents such as loans, stock or options
* any gift or hospitality which is offered for something in return
* any gift or hospitality which may have, or may be seen as having, a material effect on any business transaction which has been or which may be entered into by Genius Within, or which might otherwise give rise to a conflict of interest
* any gift or hospitality which would fail the "newspaper test" set out above, or which could embarrass Genius Within by reason of its value or nature
* any gift or hospitality that is illegal or known to be prohibited by the other party's organisation
* any gift involving parties engaged in a tender or competitive bidding process with Genius Within (although this does not mean that accepting a gift from suppliers at other times will necessarily be acceptable – they must be considered under the above criteria)

Reporting and monitoring

You must record any gift or hospitality event worth £25 (gifts) and £50 (hospitality) or more in your department’s register. This includes gifts given, accepted or refused and all corporate hospitality events attended, hosted or refused by staff. When recording a gift or corporate hospitality event in the register you should provide the following information: date, counterparty, description, value and reason for receiving/giving/attending/refusing the gift or event.

The gifts and hospitality registers will be held by the Leadership Team.

A review of the registers on a quarterly basis and annually will supply a copy of the registers to the team conducting the annual Compliance Audit for QMS to ensure the department is complying with this Policy. The Company’s management of its regulatory risk in this area may also be assessed by Internal Audit.

Public officials

The offence of bribing a Foreign Public Official (FPO) has no requirement of “improper performance”. The test is much lower and requires only that you seek to influence the FPO and that you intend to obtain or retain a business advantage. You must be extremely cautious when dealing with FPOs as any advantage offered to them could be misconstrued. It is also likely that FPOs will be subject to internal policies which place limits on what they can receive by way of gifts and hospitality. In some countries, these limits may be very low. You should take care not to offer gifts or hospitality to FPOs which may be unacceptable under their own internal policies and if in doubt, you should speak to your line manager or the Legal team for further guidance.

Offset payments are additional investment offered as part of a tender, for example, community investment. Offset payments are potentially high risk and must not be made without approval by the Board.

If you are involved in dealing with public officials in foreign countries it is up to you and your team to be extra diligent and report any concerns to your Manager and/or the Leadership Team immediately.

Facilitation payments

In certain countries, low level "facilitation payments" (also known as "speed" or "grease" payments) may be demanded by FPOs in return for routine government action, such as obtaining visas to cross borders. Such payments are generally illegal under local law. They were already classed as bribes under the old UK law and this position has been restated more clearly in respect of the Bribery Act.

It is Genius’ policy that such payments, regardless of their value must not be made by or on behalf of the Company to any public official or third party.

Reporting of bribery or suspicious activity

If you become aware of any actual or suspected breach of this Policy, you should report this to your Manager or a Director. You are actively encouraged to report any concerns regarding bribery. Processes are in place to ensure that such complaints are logged, investigated and appropriate action is taken.

In addition, measures are in place to ensure that complaints are treated as confidentially as possible and staff raising legitimate concerns in good faith will be protected; Genius Within will not permit retaliation of any kind against any individual they work with for making good faith reports about actual or suspected violations of this Policy.

This Policy should be read in conjunction with the following:

* Whistleblowing Policy
* Disciplinary Procedure

Why is this important to me?

Failure to comply with bribery laws can result in criminal liability for you and Genius Within. Convictions carry unlimited fines for businesses and up to 10 years’ imprisonment for individuals.

If following an investigation and disciplinary procedure (if applicable), the Company reasonably believes that you have been involved in acts of bribery, this will be treated as gross misconduct for which you will normally be summarily dismissed.

Revision History

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| --- | --- | --- | --- | --- |
| **Revision** | **Changes** | **Author** | **Approver** | **Date** |
| 1A | New Document | Fiona Barrett | Fern Fuller | 12/12/18 |
| 2A | Review of policy | Dom Nally | Nancy Doyle | 2019 08 21 |
| 3A | Annual review by HR Manager – small updates of wording | Dom Nally | Fiona Barrett | 2020 10 15 |
| 4A | Format change | Gizem Gokcimen | Fiona Barrett | 2022 01 07 |