

Prevention of Bribery and Corruption Policy

**Identity Holdings Limited
Dated Issued: August 2019
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1. Summary

1.1 Identity requires its employees:

- to act in the best interests of the company at all times; and
- to act with care and impartiality in all dealings with other parties; and
- to follow the seven Nolan Principles of Public Life:
Selflessness; Integrity; Objectivity;
Accountability; Openness; Honesty;
Leadership.

1.2 As such, Identity:

- is committed to carrying out its academic and business activities in an honest, open and ethical manner; and
- is committed to observing the provisions of the Bribery Act 2010, in respect of its conduct both in the UK and internationally.
- will have zero tolerance to any aspect of bribery and corruption both within the company and in respect of any third parties with whom we have dealings.

1.3 The Policy applies to all individuals working at all levels and grades, including senior managers, officers, (all staff whether on permanent, fixed term or temporary employment contracts), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, sponsors or any other person associated with the company wherever located (collectively referred to as "**Workers**" within this policy).

2. Background

2.1 On 1st July 2011, the Bribery Act came into being. The Act has created a number of new bribery and corruption offences and makes it an offence either directly or through a third party to:

- offer, promise or give a bribe;
- request, agree to receive or accept a bribe;
- offer, promise or give a bribe to a foreign public official in order to obtain, or retain, business, or an advantage in the conduct of business.

In addition there is also a new corporate offence of failing to prevent bribery.

Bribery and corruption are serious criminal offences. Under the Act, offences committed by individuals can carry a maximum of 10 years imprisonment and an unlimited fine. In addition, if the company is found to have engaged in corruption then it could face an unlimited fine, face significant reputational damage and could impact of the company's future ability to conduct business.

The company recognises that such events are likely to be rare. Nevertheless it commits itself to the robust implementation of the Act to ensure that it has adequate and proportionate procedures in place for the governance of the company business affairs.

3. Aim of the Policy

3.1 The aim of this Policy is to detail how the Company will implement and enforce effective systems to prevent bribery and corruption. As such the policy:-

- Sets out the Company's responsibilities, together with those of its Workers in observing and upholding the Company's position on bribery and corruption.
- Provides information and guidance for its Workers on how to recognise and deal with bribery and corruption issues.

4. The Company's responsibilities, together with those of its employees and contractors, in observing and upholding the Company's position on bribery and corruption.

4.1 The Company has a responsibility to promote its overarching view on avoiding bribery and corruption. The Company has made clear that it has a zero-tolerance to bribery and corruption and that any employee of the Company who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

4.2 In relation to non-employees and contractors engaged with the Company under any other form of contractual relationship, we reserve our right to terminate such contracts in the event of breach of this policy.

4.3 The Company recognises that all its Workers have a role in the prevention and detection of bribery and corruption.

4.4 The Company's divisions of Corporate Services should undertake a periodic risk assessment of the vulnerability of their operations in this area and the potential for bribery.

4.5 The Company has a responsibility to ensure that its terms of business with agents and contractors carry an avoidance of bribery provision which, if breached, will lead to termination of the contract and possible further legal action.

4.6 Corporate Services should keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

4.7 All Workers must ensure that all hospitality or gifts, either received or given, fall within the Company's Gifts and Hospitality regulations. Where there is an element of doubt then authority should be sought from the Directors.

4.8 All Workers have a duty to declare any instances where there may be a conflict of interest in the operation or establishment of business relations with the Company.

4.9 All Workers have a duty to share any concerns they may have with the Company. For employees this will initially be with their line manager. Other third parties such as contractors should raise concerns directly with the Directors. The line manager may require further guidance which can be obtained from the Directors.

5. Information and guidance for employees, and third parties on how to recognise and deal with bribery and corruption issues

5.1 Recognition and definition of bribery.

A bribe is defined as an inducement or advantage offered, promised or provided in order to influence someone to act improperly. Under the Act, improper performance entails breach of an obligation of good faith, impartiality or abuse of a position of trust. The bribe is normally to gain some form of commercial, contractual, regulatory or personal advantage.

Key aspects of the Act are that:-

- The bribe can take the form of a financial or other advantage. In this context an advantage has its ordinary literal meaning.
- The act of offering or requesting a bribe is enough to commit an offence. It does not have to be paid or received.
- The bribe does not have to go to the person being influenced. A donation to a third party even a charity can be held to be a bribe.
- The bribe does not have to be substantial. There is no materiality threshold in the Act.
- It is no defence to say that the payment was customary in that area of the world for that activity (see facilitation payments below).
- The definition of "foreign public official" includes not just members of foreign governments but such people as state sector education employees such as teachers, police and customs officials and providers of visas.

Examples of bribery or corruption in higher education are extremely rare but the following hypothetical examples provide a flavour:-

Offering a bribe

An employee is undertaking applied research and offers to pay multiple times the normal cost to a small local testing company to play down some defects in a product for which future sales benefiting the member of staff and the Company have been agreed.

This would be an offence as the employee is making the offer to induce the testing company to act improperly leading to an advantage (Financial remuneration and commercial benefit). The Company could also be found to have committed an offence of failing to prevent bribery as the offer has been made by an associated person to obtain business for the Company in addition to any personal benefit derived by the staff member.

Receiving a bribe

A contractor/supplier gives a family member of an employee a job, but makes it clear that in return they expect the employee to use his/her position to influence the chances of obtaining Company business or another advantage to them in return.

It is an offence for a supplier to make such an offer. It would be an offence for the member of staff to accept the offer as it results in an advantage albeit for the benefit of a third party (the family member).

5.2 Gifts and Hospitality

The provision and receipt of gifts and hospitality helps the Company to promote business relationships and goodwill with its contacts and contractors. However, the Company recognizes that lavish or excessive hospitality either given or received has the potential to infringe the Act, or at the very least, raise an assumption of impropriety.

This policy does not seek to prohibit the normal provision or receipt of gifts and hospitality to or from third parties provided it complies with the following guidance:

5.2.1 Staff and members of governing bodies must not accept any personal benefit as an inducement or reward:

- for taking any action (or specifically not taking action) in his or her position in the Company.
- for showing favour (or disfavour) to anyone in his or her position in the Company.

5.2.2 The guiding principles are:

- the conduct of individuals must not create suspicion of any conflict between their official duties and their private interests.
- the actions of individuals in their official capacity must not give the impression (to any member of the public, to any organisation or to their colleagues) that they have been (or may have been) influenced by a benefit to show favour or disfavour to any person or organisation. In all dealings with commercial partners the interests of the Company are paramount.

5.2.3 All offers of gifts, other than those of a very small intrinsic value, should be declined and be reported in writing to the Directors.

5.2.4 Staff and lay members of Company Committees may accept meals or equivalent hospitality only in the course of business. This may include meals at events such as breakfast seminars and working lunches. Offers of hospitality, which may unduly influence, or be deemed by others to unduly influence, the actions of an individual in favour of the provider of the hospitality, or which are on a scale significantly greater than the Company would be likely to provide in return, should be refused. This includes attending sporting events, free trips and offers of accommodation.

5.2.5 All offers of hospitality over £50 should be reported in writing to the Directors, who will maintain a register of such offers. (If staff are in any doubt about whether the value of the hospitality would exceed £50 then they should report the offer.) This register will be used to identify individuals or companies who persistently offer inappropriate gifts or hospitality so that this can be addressed by the Directors. Other senior staff should report to their line managers.

5.2.6 Should a gift be sent or left for a member of staff or member of a governing body without their acceptance then such a gift will become the property of the Company

and must be reported in writing to the Directors, who will provide advice and guidance on how the gift should be used.

5.2.7 Gifts of money must always be refused.

6. Dealing with Possible Bribery Events

The Company commits itself to deal with any issues of bribery and corruption through two key principles:-

- All Workers are **ENCOURAGED** to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.
- Where an employee has concerns, these should be raised, in the first instance, with the employee's line manager. If those concerns involve the employee's line manager, then the Directors should be contacted directly. Non-employees should approach the Directors directly.
- The Company is committed to ensuring that **NO ONE SUFFERS DETRIMENTAL TREATMENT** as a result of reporting, in good faith, their suspicion that an actual or potential offence of bribery has taken place. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If an employee believes that he/she has suffered any such treatment, he/she should inform their line manager who will in turn inform the Directors. If the matter is not remedied, the employee may then raise it formally using the Company's Grievance Procedures. Non-employees should approach the Directors directly.

7. Further Information

- 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 and suggestions and queries should be made to the Registrar and Secretary.
- This policy does not form part of any employee's contract of employment, and it may be amended from time to time.