



Anti-Bribery Policy

Date: 11.04.22

Author: AD People & Culture

for you – for your community – not for profit

Control box :

Document owner:	AD People & Culture		
Reviewed by:	Simon Wheeler-Jones		
Approved by and date:	AD People & Culture April 2022		
Date Policy Created:	July 2017	Review Period:	3 Years
Policy Review Date:	December 2025		
Version Number:	3		

Version Control box :

Version	Date	Author	Change Description	Approved by	Date approved
1	July 2017	Head of HR	Reviewed	Head of HR	July 2017
2	April 2022	AD People & Culture	Reviewed	AD People & Culture	April 2022
3	December 2023	AD People & Culture	Updated definition of bribery. Removed reference to Company Secretary Added consequence of failing to comply	Audit Board	December 2022

CONTENTS

Part A: Introduction	6
1. Our commitment	6
2. Background	6
3. Application of the policy	8
4. Other policies and procedures.....	8
5. Mechanics of the policy	9
Part B: Anti-Bribery requirements.....	10
1. Gifts and hospitality.....	10
2. Expenses	11
3. Dealings with third parties.....	11
4. Charitable donations.....	11
5. Political donations	11
6. Training	11
7. Advice.....	11
8. Practical procedures	12
9. Breaches	12
10. Examples of bribery	12
Part C: Dealing with breaches	14

Part A: Introduction

1. Our Commitment

- 1.1 As a registered provider and a charity, Two Rivers Housing (“TRH”) is committed to eliminating corruption and bribery and achieving the highest standards of good governance in all its activities.
- 1.2 TRH wishes to carry out its business transparently and fairly and therefore operates a zero tolerance policy towards bribery by its Board members, employees, contractors, agents and other associated persons. Incidences of bribery could lead to TRH’s reputation being damaged and also lead to deterioration in its relationship with its tenants, customers, business colleagues and other stakeholders.
- 1.3 As explained below, your conduct can lead to prosecutions being brought against TRH and can impact directly on the company’s public reputation.
- 1.4 TRH is committed to avoiding working with other organisations or individuals who do not commit to doing business without bribery.

2. Background

(a) The Bribery Act 2010 (‘the Act’)

- 2.1 The Government passed the Act to simplify the law and assist the UK to combat bribery. The Act came into force on 1 July 2011.
- 2.2 The Act contains four principal bribery offences:
 - 1) bribing someone to encourage or reward ‘improper performance’ of a function or activity – this includes offering, promising or actually giving a bribe;
 - 2) being bribed resulting in an activity or function being ‘improperly performed’ or resulting from an activity or function being ‘improperly performed’ – this includes requesting, agreeing to receive or receiving a bribe;
 - 3) bribing a foreign public official; and
 - 4) the corporate offence (see below).
- 2.3 A bribe is ‘a gift or reward given, offered or received to gain any business, commercial or personal advantage’.

(b) The corporate offence

2.4 The Act introduces a strict liability offence for commercial organisations where someone associated with an organisation (including board members, employees, agents or sub-contractors) commits an act of bribery to obtain or retain business or a business advantage.

2.5 Strict liability means that TRH may be liable in law without the finding of fault. At court, it need only be proved that a bribe was made by someone associated with TRH with the intention of giving the company a business advantage, whether or not the company encouraged such action or was aware of it. The responsibilities under the Act therefore need to be taken extremely seriously.

(c) Penalties

2.6 Prosecution under the Act could result in TRH receiving an unlimited fine and potentially the company becoming debarred from tendering for public contracts.

2.7 Breaches of the Act could also lead to penalties for the TRH's senior officers with whose "consent or connivance" bribery was committed. Individuals can be found guilty of bribery and, in the most serious cases, be liable on conviction to imprisonment for up to 10 years, to a fine, or to both.

2.8 In addition, individuals could be liable for bribing, receiving a bribe or bribing a foreign public official. Again, such individuals could be liable on conviction to imprisonment for up to 10 years, to a fine, or to both.

(d) Adequate procedures – the six management principles

2.9 There is a defence to the corporate offence if TRH can show it had "adequate procedures" in place, designed to prevent bribery.

2.10 The Ministry of Justice has issued guidance which sets out six broad management principles to assist organisations to put in place proper anti-bribery procedures.

2.11 TRH will be following these principles to show that it is committed to eliminating bribery.

2.12 The management principles TRH needs to follow are:

- **Proportionality** – anti-bribery policies and procedures should be proportionate to the activities and size of the company, the sector in which it operates and the risks it faces;
- **Top level commitment** – establishing a clear culture within TRH in which bribery is unacceptable;
- **Risk assessment** – understanding and keeping up to date with the bribery risks it faces by carrying out regular and comprehensive risk assessments;

- **Due diligence** – TRH needs to know about who it does business with, who it's paying money to and why – and make sure our partners also have reciprocal anti-bribery agreements in place;
- **Communication** – so that all TRH's employees, Board members and business partners know the procedures to follow in situations which may be sensitive to bribery. TRH must ensure that its anti-bribery policies are embedded in the company's culture, not just a "box-ticking" exercise; and
- **Monitoring and review** – through audit and other internal controls the Association must monitor its anti-bribery procedures to prevent and detect bribery – to make sure its procedures are working!

2.13 This policy is designed to address these principles and, primarily, the second key principle of demonstrating top level commitment and the fifth key principle – having clear, practical and accessible policies and procedures properly communicated to people and organisations with the company. This policy complements the other procedures TRH has in place to avoid bribery and corruption within the company.

3. Application of the Policy

3.1 TRH will apply the principles set out in this policy fairly, openly and transparently.

3.2 The policy applies to all Directors, employees, Board members and committee members of the company at any time. TRH will apply the provisions of this policy as they relate to all of its commercial and non-commercial arrangements and to individuals and organisations having a relationship with TRH, including contractors, agents and consultants.

3.3 All of the parties listed above are required by TRH to familiarise themselves with this policy and the processes and procedures contained within it, and to make sure they follow it at all times throughout their relationship with the company.

3.4 Section C of this policy sets out how breaches of this policy will be dealt with.

4. Other policies and procedures

4.1 This policy needs to be read alongside TRH's other policies and procedures from time to time including:

- staff terms and conditions including contracts of employment;
- Board Members' Statement of Responsibilities;
- Board Members' Code of Conduct;
- the Probity Policy;

- TRH's scheme of delegation/standing orders and financial regulations;
 - the Whistleblowing Policy; and
 - the company's contract standing orders and procurement guidelines.
- 4.2 Where this policy conflicts with any provision of the above policies and procedures, this policy will prevail
- 4.3 TRH will act at all times within its Articles of Association. If anything within this policy conflicts with the Company's Articles of Association, the Articles of Association will take priority.

5. Mechanics of the Policy

(a) Who is responsible for keeping the policy up to date?

- 5.1 The Board has overall responsibility for ensuring that all TRH's policies and procedures are kept up to date. It has delegated to the Director of Resources the specific responsibility for maintaining general awareness of and compliance with this anti-bribery policy.

(b) Monitoring and review

- 5.2 This policy will be reviewed by the Board periodically and no less frequently than every 24 months.
- 5.3 The Audit Committee will monitor the operation and adequacy of this policy on a regular basis and will report to the Board on any problems.
- 5.4 The Audit Committee will report to the Board no less frequently than every 12 months on TRH's anti-bribery compliance.
- 5.5 If you have any questions on this anti-bribery policy or any of the issues covered within it, please contact the Company Secretary.
- 5.6 This policy may only be amended with the approval of the Board.

Part B: Anti-Bribery Requirements

1. **Gifts and Hospitality**

- 1.1 This policy must be read in conjunction with TRH's probity policy, in particular in relation to approval of levels of gifts and hospitality and the need to record gifts and hospitality.
- 1.2 This policy does not prohibit the giving or receiving of reasonable, proportionate and appropriate hospitality or gifts to or from people and organisations the company deals with. There are circumstances where the acceptance of hospitality or gifts is in accordance with established business practice, or where the acceptance of gifts or hospitality is difficult to avoid without causing offence. Any such gifts or hospitality should be given openly.
- 1.3 Employees and Board Members should generally not receive or offer hospitality and gifts from or to persons or organisations that may be in a position to benefit from actions or decisions taken by TRH.
- 1.4 Hospitality and/or gifts cannot be given or received if done so with the intention of influencing someone to give TRH business, influencing the company to award business or to reward the provision or retention of business or business advantage.
- 1.5 Any hospitality or gifts given should be reasonable and proportionate and designed to:
 - cement or improve relationships;
 - show genuine appreciation for services;
 - improve TRH's image; and/or
 - market products or services.

Recipients should never be given the impression that they are under an obligation to confer a business advantage on the company because of the gifts or hospitality offered.

- 1.6 Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Governance Coordinator.
- 1.7 You should never give, promise or offer a payment, gift or hospitality to a government official, agent or representative to expedite or "facilitate" a routine procedure (e.g. to speed up a planning application).
- 1.8 If you suspect that hospitality is being offered or provided with an expectation that a business advantage will be provided by TRH in return, then you must not accept it and you must report this to the Governance Coordinator or the Executive Team immediately.

1.9 Any hospitality or gifts offered or received should be declared appropriately. Unofficial payments or “kick backs” should not be offered or accepted under any circumstances.

2. **Expenses**

Any expense claims you make must be in accordance with TRH’s expenses claiming process, properly recorded and supported by receipts (other than in exceptional circumstances).

3. **Dealings with third parties**

3.1 If you make payments to third parties, details of such payments must be properly recorded and receipted.

3.2 In making any such payments, you should consider what these payments are for and whether they are reasonable and proportionate.

3.3 You must make all suppliers / contractors and business partners you deal with aware that TRH takes bribery and corruption very seriously and that it will not be tolerated.

3.4 No hospitality or gifts should be offered to any organisation for which TRH Association is tendering for a contract during the tender process.

4. **Charitable donations**

4.1 TRH only makes charitable donations that are legal and ethical. No donation should be offered or made without the prior approval of the Executive Team. In making charitable donations there will be an assessment of whether it would be appropriate to make such a donation under a formal grant agreement.

5. **Political donations**

5.1 TRH does not make political donations.

6. **Training**

6.1 Board members and employees will receive training on anti-corruption measures and the requirements of this policy, and all new Board members and employees will receive anti-bribery training as part of their induction.

6.2 You must attend any training you are required to attend and, where you cannot attend a session that has been organised; you must arrange to attend an alternative session.

6.3 Any training provided will be monitored and evaluated to ensure it is an effective method of communicating with employees and Board members.

7. **Advice**

7.1 You should seek advice from the Executive Team or Governance Coordinator if you are unsure about how the provisions of this policy should be applied.

7.2 Where appropriate, the Executive Team and Governance Coordinator should seek legal advice on anti-bribery issues.

8. **Practical Procedures**

You must make sure that no payments are left unrecorded; to make sure that there can be no concealment of improper payments.

9. **Breaches**

9.1 If you believe or suspect that a breach of this policy has taken place, or may occur in future – for example if a contractor offers you something in return for business, you must notify the Governance Coordinator or your Manager immediately.

9.2 You must tell the Governance Coordinator or your Manager if you are ever offered a bribe, suspect that this may happen in the future or if you think you are a victim of another form of unlawful activity.

9.3 You must tell the Governance Coordinator or your Manager if you have any concerns or suspicions that any of your colleagues may be involved in bribery or corruption at the earliest possible opportunity. Alternatively, if you are uncomfortable in doing this, you should raise your concerns or suspicions following the procedure set out in the company's Whistleblowing policy or the Employee Assistance Programme helpline.

9.4 TRH is keen to encourage openness and will support you if you raise genuine concerns you have under this policy (even if they later turn out to be mistaken). TRH wants to ensure no one suffers detrimental treatment (including disciplinary action or dismissal, threats etc) because of such reporting or because of refusing to take a bribe – if you feel you have suffered such treatment contact the Governance Coordinator or your Manager.

9.5 The consequences of failing to comply with this policy could result in disciplinary / and or civil action or criminal prosecution.

10. **Examples of Bribery**

The following list contains some examples of acts which should set alarm bells ringing and which should be reported to the Governance Coordinator or Company Secretary. These are to give you an idea of the sort of behaviour which is unacceptable and which could have serious consequences.

- you learn that one of the contractors you regularly deal with has a reputation for paying bribes or requiring that bribes are paid to them;
- a supplier asks you to provide an invoice or receipt when no money is payable or has been paid;

- a supplier insists on being paid in cash and/or refuses to sign a formal agreement;
- a contractor offers to pay you cash to provide employment for a friend or relative;
- you notice that we have been invoiced for a payment which seems large given the service / goods which have been provided;
- you are offered an unusually generous gift or lavish hospitality;
- you are offered substantially discounted fees for supply of goods to you as a private person; or
- you are offered a payment in cash if a contract is awarded to the contractor / supplier.

Part C: Dealing with Breaches

- 1.1 For the reasons outlined in Part A of the Anti-Bribery Policy, the policy is crucial to TRH's ability to meet its legal requirements. Accordingly the company will treat any breach of the Anti-Bribery Policy very seriously indeed.
- 1.2 Any alleged breach of the policy will be investigated by TRH.
- 1.3 A breach of the policy by an employee will be treated as a disciplinary matter under his or her contract of employment and an appropriate sanction may be applied. An investigation into any allegation of such a breach made against an Employee will be conducted in accordance with the company's relevant policies for such investigations. This policy does not form part of any employee's contract of employment and it may be amended at any time.
- 1.4 A breach of the Anti-Bribery Policy by a board member will be treated as a breach of his or her duties and obligations to the company and his or her Statement of Responsibilities. An investigation into any allegation of such a breach made against a board member will be conducted in accordance with TRH's relevant policies for such investigations and an appropriate sanction may be applied in accordance with the Board members' Code of Conduct, the company's standing orders and the Articles of Association.
- 1.5 Where TRH discovers bribery has taken place, it will make a full disclosure of this to the Serious Fraud Office and co-operate fully in any investigation carried out by the Serious Fraud Office.

Date approved: [July 2017]

Review date: [April 2025]

Anti-Bribery ‘Adequate Procedures’ Checklist

1. Top level commitment

- TRH has made a clear commitment to tackling bribery within its anti-bribery policy.
- An anti-bribery statement has been included on the company website.
- An anti-bribery statement is included within all tender documentation for services to be carried out for the company.
- TRH has appointed the Director of Resources as a Compliance Officer within the Executive Team

2. Risk assessment

- TRH will carry out periodic, informed and documented risk assessments of potential bribery risks faced by a) the company in general; b) specific projects TRH is proposing to carry out; and c) potential and existing relationships with contractors and agents.

3. Board members

- TRH will ensure its Board member code of conduct includes reference to non-tolerance of bribery.
- TRH will provide training to board members on the Bribery Act and anti-bribery procedures.

4. Employees

- TRH will ensure its employees’ code of conduct includes reference to non-tolerance of bribery by the company and that committing bribery will be considered gross misconduct.
- TRH will review its terms and conditions of employment and disciplinary policy and procedures to determine if it is necessary to amend to include termination where bribery is committed.
- TRH will provide regular training for employees, and consider specific training for those employees involved in procurement exercises and marketing.
- TRH will incorporate anti-bribery measures into its recruitment policies and procedures, where this is appropriate to the role being recruited for (e.g. senior management and those involved in tendering and marketing etc).

5. Contractors and consultants

- TRH will review its standard commercial contracts to ensure there is provision for termination where a contractor providing services, agent or consultant commits bribery. In addition TRH will consider whether it is appropriate for provisions to be included to give the company the ability to audit the organisation's activities and expenditure and require any requests for bribes to be reported to TRH.
- TRH will carry out appropriate due diligence on agents, consultants and contractors, including taking and checking references, checking ownership, checking details of other directorships or partnerships, reviewing financial statements and accounts, incorporating checks into interviews, reviewing any judicial or regulatory findings and keeping a record of all checks carried out. In carrying out such due diligence, TRH will have regard to the potential bribery risks posed by its relationship with such agents or contractors, especially where they operate in higher risk sectors (e.g. construction) where the project is of higher value and/or longer duration.
- TRH will require contractors to put in place appropriate anti-bribery procedures both internally and with sub-contractors (if applicable), including, if appropriate, bribery prevention training for employees.
- Where any consultant, agent or contractor may offer hospitality on the company's behalf, TRH will ensure such hospitality is only offered where appropriate, reasonable and proportionate. This may include providing such third parties with criteria for the provision of hospitality.
- When employing consultants, contractors or agents, TRH will provide a clear statement of the services to be provided and any relevant costs, commissions and fees (except where this is clear from the contract with that third party).

6. Tendering

- TRH will provide appropriate training to staff involved in tendering exercises to enable them to identify potential bribery risks.
- TRH will require all contractors for the provision of services to demonstrate a commitment to tackling bribery.
- TRH will include a statement about its stance towards bribery in all tender documents.
- TRH will review its standard tender documents to include a requirement for disclosure of bribery or other corruption offences.

7. Communication

- TRH will be proactive in communicating its anti-bribery stance to employees and external organisations.
- TRH will publish its anti-bribery statement on its website.
- TRH will carry out employee and Board member surveys on potential bribery risks and anti-bribery compliance.
- TRH will review any feedback from employees and board members in relation to anti-bribery training to make such training more effective.

8. Financial procedures

- TRH will review its internal expenses policies and procedures to ensure that the process for reclaiming expenses is transparent.
- TRH will raise anti-bribery procedures with its internal auditors.

9. Joint ventures

- TRH will review all joint venture arrangements to assess if appropriate anti-bribery procedures should be put in place.
- TRH will review any existing joint venture and other agreements to ensure both parties demonstrate a commitment to tackling bribery and allow termination if bribery takes place.

10. Mergers and acquisitions

- In considering any potential merger or acquisition, TRH will carry out appropriate due diligence on the other organisation(s) involved to assess and mitigate risk.