

Anti-Bribery Policy

Employees and Trustees

Revision history

Version	Revisions made	Date approved	Approved by
1	Compliance with Bribery Act 2010	24 October 2012	Management Board
2	Compliance with Bribery Act 2010	24 November 2012	Audit and Risk Committee
3	Provisions to cover training and contractors	22 August 2014	Audit and Risk Committee
3.1	Update on giving gifts and hospitality	11 September 2014	Director of Legal
3.2	Review of examples	25 August 2021	Co Head of Legal
3.3	Review of defined terms	17 March 2022	Co Head of legal

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1. Introduction

City & Guilds is committed to the highest ethical standards of conduct and integrity in its business activities in the UK and overseas. We take a zero-tolerance approach to bribery and corruption and as such we prohibit anyone working for or on behalf of City & Guilds from offering, promising, giving, seeking or accepting any bribe.

We uphold laws relevant to countering bribery and corruption in all the countries in which we operate. We remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at in the UK and abroad.

The purpose of this policy is to:

- set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

The Bribery Monitoring and Compliance Group (“**BMCG**”) has been set up as part of City & Guilds’ commitment to robust anti-bribery and corruption procedures. The BMCG assists the Co Head of Legal and the Chief Financial Officer in implementing this policy and related procedures.

This policy is available to all City & Guilds Personnel via the City & Guilds intranet.

All City & Guilds employees have a contractual responsibility to comply with this policy. In particular, those who have responsibility for line management of others and for engaging or overseeing external contractors. For more information, please see section 4: Your responsibilities.

2. Scope

In this policy, the term “**City & Guilds**” means:

- UK companies which are owned or controlled directly or indirectly by The City and Guilds of London Institute; and
- Companies outside the UK which are owned or controlled directly or indirectly by The City and Guilds of London Institute.

Companies that are not wholly owned subsidiaries (as set out in the Legal Structure document owned by the Legal Department) are out of scope of this policy. Whilst training may be made available to them it will not be enforced or monitored.

This policy applies to all individuals working for City & Guilds at all levels and grades, including the Trustees, Chief Executive Officer (“**CEO**”), all directors, senior managers, and employees (whether permanent or fixed term) and temporary workers, wherever located.

Please note that for the CEO and the Trustees of the City and Guilds of London Institute, “**Manager**” refers to the Chair or the Treasurer of the Trustee Board.

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There is a separate Anti-bribery Policy & Procedure for consultants, contractors and suppliers. Section 5, however, outlines the measures that City & Guilds takes in relation to consultants, contractors and suppliers, and identifies additional responsibilities for City & Guilds' employees who are responsible for contracting.

3. Definition of bribery

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is not limited to a financial reward and can take any form where the intent is to induce or reward improper performance of a position of trust, or a function.

Example – offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. It is also an offence for the potential client to accept your offer.

Example – receiving a bribe

A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer because you are gaining a personal advantage for a member of your family.

Example – bribing a foreign official

You arrange for a payment to be made to a foreign official to ensure that our tender is accepted. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us.

4. Your responsibilities

The prevention and reporting of bribery or other forms of corruption are the responsibility of all employees of City & Guilds. All Trustees, directors and employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must:

- not offer, promise or give a bribe on behalf of City & Guilds;
- not seek or accept any bribe either for yourself or on behalf of City & Guilds;
- not offer, promise or give any facilitation payment on behalf of City & Guilds (see section 6);
- successfully complete any anti-bribery training as notified to you within the timescales specified in accordance with the Anti-Bribery Training Plan; and
- notify your Manager in accordance with the Whistleblowing Policy as soon as possible if you believe or suspect that bribery has taken place or is likely to take place.

Failure to successfully complete the mandatory training within the timescales specified could,

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for example, result in new employees not successfully completing their probationary period and therefore not being confirmed in post.

Any breach of this policy could result in criminal proceedings against both the individual and City & Guilds and cause serious damage to the reputation of City & Guilds. Therefore, anyone who is found to be in breach of this policy may face investigation and disciplinary action, including immediate dismissal.

5. Contractors

If you manage any contractors, consultants or suppliers as part of your job role you must be aware of the requirements we impose on them in relation to anti-bribery. These are outlined below. You must also assist in communicating any such requirements to the contractors, consultants or suppliers you manage.

The Anti-Bribery Policy for Contractors, Consultants and Suppliers is available on the City & Guilds website. If a consultant, contractor or supplier does not have their own policy they are generally required to comply with that policy as part of their contract with us.

In addition to complying with the Anti-Bribery Policy for Contractors, Consultants and Suppliers, certain groups of contractors may be required to successfully complete the anti-bribery training as advised by the BMCG.

The BMCG with input from the Learning & Development Team will oversee the nature and logistics of the training provided to contractors and will liaise with the relevant teams and managers to inform the contractors of the training requirement and ensure that they complete the training.

6. Facilitation payments

Facilitation payments are typically small, unofficial payments made to secure or speed up a routine government action by a government official. Facilitation payments are different from an official, publicly available fast-track process.

Example – facilitation payments

A customs officer requests a small payment to secure the clearance of some City & Guilds textbooks through customs. This is likely to be a facilitation payment as you are paying an official to do a routine action. You should ask for details of the payment and why it is required in writing.

We will not make or offer any facilitation payment, and we prohibit anyone else from making or offering a facilitation payment on our behalf.

This prohibition does not apply if the request for payment is accompanied by threats or if you are otherwise concerned for your personal safety, but you must report it as soon as possible to the Legal Department legaldept@cityandguilds.com

Where a public official has requested a payment which you suspect is a facilitation payment, and your personal safety is **not** in jeopardy, you should:

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- ask for further details of the purpose and nature of the payment in writing; and
- report the request for the payment immediately to the Legal Department and, if provided, forward written details of the purpose and the nature of the payment to the Legal Department.

The Legal Department will consider the nature of the payment and determine whether it is appropriate for such payment to be made.

7. Charitable and political donations

City & Guilds may occasionally make donations to charities who share our purpose; all such donations must be approved by the Foundation team and the Legal Department.

City & Guilds does not make donations to any political parties and you must not make any such donation on behalf of City & Guilds.

We have a matched giving scheme which supports the efforts of City & Guilds staff to raise money for specific activities. To qualify for matched giving, the activity must:

- be a fundraising activity (i.e. not a personal donation);
- involve staff of City & Guilds; and
- support a registered charity.

Additionally, City & Guilds SocialCo has a chosen charity to which persons attending a SocialCo event may choose to donate to.

8. Receiving gifts and corporate hospitality

City & Guilds understands that the practice of giving business gifts and hospitality varies between countries and regions and what may be normal and acceptable in one region may not be acceptable in another region.

Small promotional gifts

You may accept small promotional gifts (such as pens, mugs, calendars) from customers or suppliers without the need to check with your Manager. These do **not** need to be recorded on the register of gifts and hospitality.

Example – small promotional gifts

You visit the warehouse of a supplier and are offered a promotional bag including a supplier branded cap and travel mug. You may accept this gift without your Manager's approval and it does not need to be recorded on the gifts and hospitality register.

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Other gifts

You must notify your Manager in relation to other gifts which are more valuable than small promotional gifts. Your Manager will discuss the value of the gift and the context of which it is given with you, and decide whether it is appropriate in the circumstances to accept the gift.

It **will not** be appropriate to accept other gifts if they are:

- capable of being interpreted as placing an obligation on City & Guilds or giving a benefit to City & Guilds; or
- excessive, disproportionate, or inappropriate in the circumstances; or
- offered during negotiations or tender procedure by a party involved in those negotiations or tenders.

By way of guidance, it is generally acceptable to accept gifts under a nominal value of £30 (or a comparable sum in the relevant region) depending on the context in which the gift is given. Gifts over the value of £30 should be carefully considered.

If your Manager decides it is not appropriate for you to accept the gift then it should be returned with a note thanking the sender explaining that it is City & Guilds' policy that employees should not accept gifts.

It is the Manager's responsibility to keep records of all gifts offered to their team members, except small promotion gifts, including gifts accepted and gifts declined, in accordance with section 10.

Example – other gifts

A customer sends you a case of wine at Christmas to say thank you for your excellent work during the year. The value of the case is approximately £45. This gift may be accepted, but you must speak to your Manager about whether you can accept the gift or not. This must be recorded on the gifts and hospitality register – whether the gift is accepted or declined.

Example – other gifts

A potential supplier bidding for new work sends you the latest tablet as a gift to demonstrate its adoption of the latest technology. You must inform your Manager of the gift. However, This gift may not be accepted because it was offered during a competitive tender process. This must be recorded on the gifts and hospitality register.

Small-scale hospitality

You may accept small scale hospitality (such as refreshments or a simple lunch) from customers and suppliers without the need to notify your Manager. These do not need to be recorded on the register of gifts and hospitality.

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Example – small scale hospitality

A supplier arranges for a sandwich lunch to be available at an on-site business meeting. You may accept this hospitality **without** your Manager's approval and this **does not** need to be recorded on the gifts and hospitality register.

Other hospitality

City & Guilds understands that hospitality is used in order to build and maintain business relationships and in many cases, it will be appropriate to accept an invitation to lunch, dinner, drinks or a corporate event with a customer or supplier.

However, it **will not** be appropriate to accept hospitality if it is:

- capable of being construed as placing an obligation on City & Guilds or granting a benefit to City & Guilds;
- offered during negotiations or tender procedure by a party involved in those negotiations or tenders; or
- an invitation to a sporting, theatrical or other similar event not related to the business of City & Guilds unless there is a **specific business reason** for attendance.

By way of guidance, it is generally acceptable to accept hospitality under a nominal value of £75 (or a comparable sum in the relevant region) depending on the context in which the hospitality is given. Hospitality over the value of £75 should be carefully considered.

You must seek approval from your Manager to attend any non-small scale hospitality event that you are offered prior to acceptance.

It is the Manager's responsibility to keep records of all hospitality offered to their team members, except small scale hospitality, including both hospitality accepted, and hospitality declined, in accordance with section 10.

Example – other hospitality

A supplier invites you to dine with them as part of a normal business supplier relationship. The value of the meal is approximately £50. This offer of hospitality **may** be accepted, provided you have your Manager's prior approval. This must be recorded on the gifts and hospitality register - whether the hospitality is accepted or declined.

Example – other hospitality

A supplier whose contract is coming up for renewal offers you a helicopter ride to see their new construction site in Scotland, followed by an all-expenses paid golf weekend at a nearby members only club. As this is excessive, and the supplier's contract is coming up for renewal, it could be seen as a bribe and must not be accepted.

If in doubt as to whether you can accept gifts or hospitality, please ensure that you speak to your Manager. You can also contact Legal for advice legaldept@cityandguilds.com

9. Giving gifts and corporate hospitality

This policy allows reasonable and appropriate hospitality or entertainment to be given to customers or suppliers for the purposes of:

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

However, City & Guilds will only authorise corporate hospitality, gifts and promotional expenditure which is reasonable, proportionate and appropriate in the circumstances.

The giving of a gift or providing of hospitality is acceptable if it is:

- not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- in compliance with local law;
- given in the name of City & Guilds, not in your name;
- not cash or cash equivalent;
- not over a nominal value of £30 (or a comparable sum in the relevant region) for gifts;
- not over a nominal value of £75 (or a comparable sum in the relevant region) for hospitality;
- of an appropriate type and value and given at an appropriate time; and
- given openly, not secretly.

By way of guidance, gifts over £30 and hospitality over £75 should be carefully considered.

If you wish to provide gifts or hospitality to suppliers, clients or other business contacts, you must obtain prior written approval from your Manager – this is of particular importance where the intended recipient is a public official.

The provision of gifts and hospitality will be authorised only if it is reasonable, proportionate and appropriate in the circumstances.

Please note that promotional gifts of nominal value such as a pen or mug may be given without authorisation from your Manager.

It is the Manager's responsibility to keep records of all gifts and hospitality given by their team members, including both gifts and hospitality accepted and declined, in accordance with section 10.

The register of gifts and hospitality is reviewed quarterly by the BMCG and any issues are escalated to the Audit and Risk Committee.

10. Keeping records and monitoring

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Except for small promotional gifts and small scale hospitality, all Managers are required to keep records of all gifts and hospitality given and received – whether accepted or declined by their team and any contractors providing services for their team in accordance with this policy.

Each function of City & Guilds maintains an overall register of gifts and hospitality for their function. These registers are monitored by the BMCG on a regular basis. Managers may also be required to provide these records as part of any Internal Audit process.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained. No accounts must be kept "off-book" to facilitate or conceal improper payments.

11. Reporting suspected bribery

Reporting

If you have any concerns or suspect any act of bribery or corruption is taking place you should raise this at the earliest possible opportunity in accordance with the Whistleblowing Policy.

A log of all concerns raised will be kept and reviewed regularly by the BMCG to ensure that the procedures and this policy are adequate to prevent bribery occurring.

The following is a list of possible "red flags" which may indicate the existence of bribery or other corrupt practices. It is not intended to be exhaustive and is for illustrative purposes only:

- you become aware that a third party:
 - engages in, or has been accused of engaging in, improper business practices;
 - has a reputation for paying bribes, or requiring that bribes are paid to them;
- 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;
 - 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;
 - requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - requests an unexpected additional fee or commission to "facilitate" a service;
 - requests that a payment is made to "overlook" potential legal violations;
 - requests that you provide employment or some other advantage to a friend or relative;
 - insists on the use of side letters or refuses to put terms agreed in writing;
 - requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- you receive an invoice from a third party that appears to be non-standard or customised;
- you notice that we have been invoiced for a commission or fee payment that appears

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large given the service stated to have been provided; and/or

- you are offered an unusually generous gift or offered lavish hospitality by a third party.

12. Protection

You should not be concerned about possible repercussions if you refuse to accept or offer a bribe, or raise concerns or report another's wrongdoing. City & Guilds is committed to supporting any individual who reports any act of bribery or corruption. Further details on the support City & Guilds offers is set out in the Whistleblowing Policy available on the City & Guilds website.

13. Action by City & Guilds

City & Guilds will fully investigate any instances of alleged or suspected bribery in accordance with the Whistleblowing Policy.

City & Guilds will invoke its disciplinary procedures and individuals suspected of bribery may be suspended from their duties while the investigation is being carried out. Any proven allegations may result in a finding of gross misconduct and immediate dismissal.

City & Guilds may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Foreign and Commonwealth Office, Revenue and Customs Prosecutions Office and the police.

14. Responsibility for this policy

The Audit and Risk Committee has primary responsibility for this policy and have delegated day-to-day responsibility for implementation of the policy and for monitoring its use and effectiveness including dealing with any queries on its interpretation to the Management Board.

The Management Board has overall responsibility for ensuring this policy complies with our legal and ethical obligations and that those subject to it comply.

The Legal Department is the key contact for all queries arising under this policy including in relation to gifts and hospitality.

Co Head of Legal, Chief Financial Officer and the BMCG monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality and gifts.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

The policy is kept under regular review and revised versions are issued when appropriate, and made available on the City & Guilds intranet.

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