

This policy is applicable to all Employees, Officers and Directors of the Company (Barnbrook Systems).

In accordance with the highest standards of professional practice and good governance, the company does not tolerate bribery or corruption of any kind.

All members of staff must adhere strictly to the UK legislation in relation to bribery and corruption and follow the procedures designed by the Company to prevent bribery.

Staff must not offer, promise or pay bribes and they must not request or receive bribes. The company will also expect the highest standards of compliance in this area from other parties that provide services to Barnbrook or on its behalf.

Scope and Purpose

This policy applies to all employees and any other member of staff of the Company, including any temporary or agency staff or unpaid members of staff and voluntary workers. It also applies to staff in subsidiary companies. The policy applies to all activities of the Company, whether related to its research, teaching, commercial or other activities, and exists for the protection of members of staff and the Company.

The Company will expect any person or organisation performing services for it or on its behalf, to adhere to this policy or otherwise have equivalent procedures in place to prevent corruption.

These third parties include agents and others who represent the Company and suppliers, consultants and private sector partners who perform services for the Company or on its behalf, wherever located in the world.

The policy sets out the Company's approach to dealing with the relevant legislation, which can apply as follows:

Nature of Offence Scope	Nature of Offence Scope
Paying bribes	Members of staff and the Company
Receiving bribes	Members of staff and the Company
Bribery of a foreign public official	Members of staff and the company
Failure of a commercial organisation to prevent bribery	The company and any subsidiaries

The policy also covers issues related to the following other policies and Codes of the Company, where reference should be made for guidance on procedures:

- Disciplinary Policy
- Policy on Conflict of Interest
- Code of Practice on Reporting Malpractice and Raising Concerns under the Public
- Interest Disclosure Legislation ('Whistleblowing')
- Code of Practice for Staff on the Receipt of Gifts, Hospitality and Other Benefits

Principles of the Policy

The Company and members of staff are required to comply with the following principles:

- Bribes must not be offered, promised, paid, requested, agreed to or accepted.
- In line with its core values and constitution, the Company does not make political donations (whether to individuals, political parties or other political organisations, either in the UK or overseas) and any donations made on behalf of the Company by any member of staff will be deemed a violation of this policy.

- Facilitation payments must not be offered, promised, paid, requested, agreed or accepted (for a definition of these, refer to Appendix B, Paragraph8).
- Disciplinary action will be taken by the Company or its subsidiary companies against staff who breach this policy. This includes the sanction of summary dismissal in cases where staff pay or receive bribes. Similar action will also be taken against other parties performing services for the Company who fail to abide by this policy or equivalent anti-corruption standards, which includes termination of the Company's relationship with them.
- The Company encourages all staff to report any corruption concerns immediately and will support staff that do so. All reporting will be handled sensitively, and the Company is committed to ensuring that no member of staff who reports a corruption concern in good faith suffers any detrimental effect for doing so.
- A deliberate failure to report suspicions of corruption or to conceal bribes by others will also be subject to disciplinary action.
- Third parties who have, or who are suspected of having, offered or accepted bribes should not be engaged to work for the Company.
- Any malicious, wilful or deliberate misreporting of a bribe or suspicion of a bribe may be treated as a disciplinary matter and handled through the Company's Disciplinary Policy.

Responsibilities

All members of staff must read and adhere strictly to the guidelines contained in this policy.

The Company has ultimate responsibility for approval of this policy; monitoring and receiving regular updates on the implementation of this policy.

The Heads of department have responsibility for the following, in conjunction with the Company's Risk Management Committee:

- The implementation of this policy;
- Communication of the policy to staff and other stakeholders, and development of further anti-corruption compliance procedures for the Company as appropriate;
- Conducting a regular risk assessment of corruption risks faced by the Company;
- Commissioning regular audits and monitoring of this policy and related policies and procedures to ensure they are effectively implemented and are responsive to the Company's potential corruption risks.
- Line managers are responsible for ensuring that:
 - All employees with whom they work are aware of this Policy and attend training as necessary on how it affects their work;
 - They promote all other anti-corruption compliance measures within the parts of the Company in which they work and that they lead by example;
 - They inform their Head of Department immediately when they are notified of any corruption concerns

All employees are expected to:

- Adhere to the Company's anti-corruption procedures, and other similar policies, as far as they are applicable to their roles within the Company;
- Raise corruption concerns immediately with their line managers or their Head of department;
- Follow Company guidance and best practice when involved in activities relating to the procurement of goods, services or works, or using overseas or other agents and third parties

The Company directors, officers and Heads of departments have:

- Day-to-day responsibility for implementing this policy, checking its effectiveness and dealing with any queries in relation to it;

- Primary responsibility for monitoring compliance with the policy and for ensuring any instances of suspected corrupt activity are investigated appropriately.

Breaches of this Policy

Where an allegation is made to the effect that a member of staff has breached this policy, the matter will be dealt with under the Company's Disciplinary Policy. Where, after an investigation and subsequent disciplinary hearing, allegations are upheld, the employee may be subject to formal action which could ultimately include dismissal.

Where third parties performing services or supplying good for, or on behalf of the Company are in breach of this policy, action may be taken to bring to an end the relevant contractual relationship.

For clarity, breaches of this policy include:

- Paying bribes
- Receiving bribes
- Bribery of a foreign public official
- Failure of a commercial organisation to prevent bribery

Reporting and Whistle Blowing

The Company encourages all staff to report any concerns about corruption that they encounter and make sure that suspicious behaviour does not go unchallenged.

It is important that if a member of staff suspects that someone else (e.g. a colleague, student, volunteer, supplier or consultant) may have or is about to engage in any corrupt conduct, or if a member of staff is offered a bribe, they should report it immediately to their line manager or Head of department who in turn should report the matter to the Company officer for expert advice and guidance.

The Company will support anyone who raises concerns in good faith and will give assurances that any concerns will be handled sensitively. This includes ensuring that no member of staff will suffer any detriment for refusing to accept or pay bribes, or if they report concerns they have about others' conduct.

Failure to report concerns can result in prohibited activity damaging the Company - and may suggest that there has been complicity in this behaviour.

Record-keeping

The Company maintains financial records and has appropriate internal controls in place through other policies and procedures to ensure all payments to third parties (such as payments to anyone who provides services for or on its behalf) are properly documented and authorised.

Training

The appropriate members of staff will receive regular, relevant training on how to implement and adhere to this policy.

Monitoring and Review

The Company's Risk Management Committee will monitor the effectiveness of this policy on an annual basis. Any potential improvements identified by the Committee will be actioned by production of an updated policy as appropriate and subsequent training where necessary. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.