

Anti-Bribery Programme and Policy

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Definitions of Terms

In this policy the following words and phrases shall have the following meaning:

Term	Definition
Audit, Risk and Compliance Committee (ARCC)	The sub-committee of the Board of Directors of Oxford Policy Management Limited responsible for matters relating to audit, risk and compliance.
Board	The Board of Directors of Oxford Policy Management Limited
Bone Fide Agency	An established commercial or selling agency, maintained by a contractor for the purpose of securing business, that neither exerts nor proposes to exert Improper Influence to solicit or obtain Government contracts nor holds itself out as being able to obtain any Government contract or contracts through Improper Influence.
Bone Fide Employee	A person, employed by a contractor and subject to the contractor's supervision and control as to time, place, and manner of performance, who neither exerts nor proposes to exert Improper Influence to solicit or obtain Government contracts nor holds out as being able to obtain any Government contract or contracts through Improper Influence.
Contingent Fee	Any commission, percentage, brokerage, or other fee that is contingent upon the success that a person or concern has in securing a Government contract.
Improper Influence	Any influence that induces or tends to induce a Government employee or officer to give consideration or to act regarding a Government contract on any basis other than the merits of the matter.
Kickback	Any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided for the purpose of improperly obtaining or rewarding favourable treatment in connection with a contract
Management Team (MT)	OPM's executive leadership team
OPM, the Organisation or us, we, our	Oxford Policy Management Limited, Oxford Policy Management Limited's subsidiaries and branch and representative offices, wherever located, and Oxford Policy Management Limited's subsidiary's branch and representative offices wherever located.
Staff	Employees at all levels, directors, officers, agency employees, seconded employees, volunteers and interns
Suppliers	All individuals and organisations providing goods and/or services to OPM in connection with our business and/or any of our projects.
third party	Any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, Suppliers (as the context admits), business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
you and your	Either Staff, Suppliers or both Staff and Suppliers as applicable.

I. Introduction

At Oxford Policy Management (OPM), we are driven by our Mission and Values.

At OPM we are working for a fairer world. We are driven by impact, enabling change.

To this end, Oxford Policy Management commits to the highest standards of ethical conduct and integrity in our business activities. Fraud, bribery and corruption are ethically wrong and contravene the laws of the countries in which we operate. To protect our business from the risks associated with fraud, bribery and corruption, we have developed and implemented a programme, the **Anti-Bribery Programme**, as detailed in this document. Our Anti-Bribery Policy is the cornerstone of the Programme and is included in this document.

II. OPM'S Anti-Bribery Programme

1. What is the Anti-Bribery Programme?

OPM's Anti-Bribery Programme is composed of various constituents, the overall aim of which is to build and maintain a trust-based, ethical, and inclusive culture of individual accountability in which fraud, bribery and corruption is not tolerated. The Programme includes:

- an annual Fraud, Bribery & Corruption Risk Assessment;
- our Anti-bribery Policy (see section IV below);
- a Fraud and Corruption Control Plan which details all policies, procedures, processes and an internal controls catalogue for the mitigation of these risks;
- an internal communication strategy including awareness, training and guidance published from time to time; and
- monitoring strategies and assurance;
- disclosure, reporting, and whistleblowing procedures as outlined in OPM's Whistleblowing Policy and Issues, Concerns Reporting and Management Policy.

2. Responsibility for the Anti-Bribery Programme

- 2.1 The Board is ultimately responsible for fostering a culture of integrity within OPM and has fiduciary responsibilities to ensure that OPM operates in accordance with applicable laws. The Board reviews and approves the Anti-Bribery Programme annually on a recommendation by the MT as this is modified in response to changing risks. All governance policies comprising part of the Anti-Bribery Programme are owned by the Board and approved in line with the Policy Management Framework.
- 2.2 The MT is accountable for the effective implementation, monitoring and enforcement of the Anti-Bribery Programme and individual members of the MT are designated as Responsible Officers for the Anti-Bribery Programme's various components all of which are reviewed periodically as specified in any underlying documentation for the component. Reviews are conducted in the light of changes in OPM's risk profile from time to time, changes in law, client requirements and any published regulatory and other persuasive guidance. Specifically, guidance published by the UK Ministry of Justice and Transparency International, a leading non-governmental anti-corruption organisation.

III. Risk Management

1. As per OPM's Enterprise Risk Management Policy we take a proactive approach to the management of risk.

- 1.1. OPM's inherent exposure to fraud, bribery & corruption risks is high based on the following indicators:

- (a) **Country risk** - we do business in countries which are generally perceived as having high levels of corruption coupled with fragile or weak regulatory and judicial systems;
 - (b) **Sectoral risk** - we operate in a sector which traditionally is labelled as being based on a “culture of trust” alone and not accountability, compliance and enforcement;
 - (c) **Business opportunity risk** – we implement numerous projects ranging in value sometimes involving multiple sub-contractors or intermediaries which increase our exposure to these risks. These parties are subject to due diligence and may, for example in the case of UK intermediaries, be required to demonstrate compliance with the Bribery Act 2010 including conducting the same or similar risk assessments as OPM (as set out in Appendix 1) as part of their anti-tax evasion controls; and
 - (d) **Business partnership risk** - on those occasions that we use intermediaries, e.g. lawyers or other agents, in any transaction involving a foreign public official e.g. to secure a licence or permit for an OPM office, we expose ourselves to the risk of bribery. OPM would incur liability for any act of bribery committed by the intermediary on our behalf.
- 1.2. The Board has a set a ‘zero tolerance’ level for fraud and bribery as set out in this Anti-Bribery Policy. We have actioned a Fraud and Corruption Control Plan (the **Plan**) which is discussed further in Section V of this document. The Plan defines OPM’s key strategies and actions comprising five key components in line with best practice:
- Planning and resourcing;
 - Prevention;
 - Detection;
 - Investigation; and
 - Response.
- 1.3. A Fraud and Corruption Risk Assessment (**Risk Assessment**) forms part of our prevention strategy referred to above. Pursuant to this, OPM has identified certain areas/activities within our business which expose us to the risks of fraud, bribery and corruption which are reviewed on an annual basis. OPM’s responsible officer for this annual Risk Assessment is the Chief Financial Officer.
- 1.4. Bribery and corruption risks and OPM’s countermeasures and controls in response, as detailed in our Key Risk Register, are monitored on a quarterly basis by the MT and Board, specifically the ARCC, as part of our Enterprise Risk Management Framework. Risk registers at programme, project and International Offices are in place to effectively mitigate the risks at all levels throughout the Organisation.

IV. Anti-Bribery Policy

1. Policy Statement

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to fraud, bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and, implementing and enforcing effective systems to counter fraud, bribery and corruption.
- 1.2 We will uphold all laws relevant to countering fraud, bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

2. Purpose

- 2.1 The purpose of this policy is to:
 - 2.1.1 set out our responsibilities, and of those working for us, in observing and upholding our zero-tolerance position on fraud, bribery and corruption; and
 - 2.1.2 provide information and guidance to those working for and with us on how to recognise and deal with fraud, bribery and corruption issues.
- 2.2 Fraud, bribery and corruption are all criminal offences punishable by imprisonment, and fines. With

respect to bribery for example, it is a criminal offence to offer, promise, give, request, or accept a bribe and individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer, if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

- 2.3 This policy is a key element of OPM's Anti-Bribery Programme, and any breach of this policy will be treated seriously entitling OPM to terminate its relationship with you. Accordingly, for Staff, a breach of this policy is a disciplinary matter and may lead to summary dismissal. OPM actively avoids doing business with others who do not commit to doing business with integrity and a breach of our policy by a Supplier may lead to a termination of our contract with you.
- 2.4 OPM reserves the right to refer any breach of this policy to law enforcement authorities and will cooperate fully with any investigation and or prosecution by any such authority.
- 2.5 Staff and Suppliers are expected to report any concerns relating to fraud, bribery or corruption using the reporting mechanisms set out in our Whistleblowing Policy and, if applicable, any client contract. Staff and Suppliers are further expected to cooperate with any internal or external investigation in response to an incidence of fraud, bribery and or corruption.

3. Who is Expected to Comply with this Policy

- 3.1 All persons working for or on behalf of OPM in any capacity, including without limitation, Staff, Suppliers and any other person associated with OPM, wherever located must comply with this policy.
- 3.2 OPM strives to do business with others who commit to doing business with integrity and accordingly OPM will only contract with a Supplier who has a similar policy, procedures and controls in place to ensure the conduct of business with integrity or, otherwise agrees to comply with our policy and fraud, bribery and corruption procedures and controls.
- 3.3 This policy does not form part of Staff contracts of employment. Notwithstanding, all Staff and Suppliers are subject to a general contractual obligation to comply with all relevant OPM policies including this policy, as amended from time to time.

4. What are Fraud, Bribery and Corruption?

- 4.1 Fraud means wrongful or criminal deception intended to result in financial or personal gain.
- 4.2 **Bribery** is offering, promising, giving (**Active Bribery**) or requesting, agreeing to receive or accepting (**Passive Bribery**) any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage (these are offences created by sections 1 and 2 of the UK Bribery Act 2010 (the **Act**)).
 - 4.2.1 An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
 - 4.2.2 A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of OPM or any organisation of any kind.
- 4.3 **Corruption** is the abuse of entrusted power or position for private gain.
- 4.4 Two further offences are created by the Act which specifically address commercial bribery: (i) **bribery of a foreign public official** in order to obtain or retain business or an advantage in the conduct of business; and (ii) **failing to prevent bribery** on behalf of a commercial organisation.

5. Who is Responsible for the Policy?

- 5.1 The Board has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. Subsidiary boards shall adopt this policy modified, if appropriate, to incorporate local law where this does not conflict with the Act. On behalf of the Board, the ARCC has delegated oversight authority to ensure the effectiveness of this policy.
- 5.2 The Management Team (**MT**) is accountable to the Board for the effective implementation of this policy and management at all levels is responsible for ensuring those reporting to them, whether

Staff or Suppliers, understand and comply with this policy and have received adequate and regular training on it in line with the Anti-Bribery Programme.

- 5.3 The Head of Legal has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness and dealing with any queries about it. Internal assurance is given by periodic spot checks conducted by the Governance Risk and Compliance Officer of any internal control systems and procedures e.g. the Gifts and Hospitality Register to ensure that these are operating effectively in countering bribery and corruption and report accordingly to the MT and ARCC.
- 5.4 Responsibilities for internal investigations, including investigations into concerns raised through OPM's 24hr Emergency Hotline are outlined in our 'Issues / Concerns Reporting and Management Policy'.

6. What is Prohibited by this Policy?

It is not acceptable for you (or someone on your behalf) to:

- 6.1 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- 6.2 give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- 6.3 accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- 6.4 accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- 6.5 offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your line manager or OPM lead contact in consultation, if necessary, with the Head of Legal. Approval will only be granted if the gift is not and cannot, in the circumstances, be seen as being excessive or otherwise improper in the context of the activity to which the gift relates or otherwise compromise you in your role (see section below on gifts and hospitality);
- 6.6 employ or retain a person or agency to solicit or obtain government contracts for a Contingent Fee, except a Bone Fide Employee or Agency;
- 6.7 threaten or retaliate against another individual or organisation who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 6.8 engage in any other activity that might lead to a breach of this policy.

7. Facilitation Payments and Kickbacks

- 7.1 We do not make, attempt to make or solicit, and will not accept, facilitation payments or Kickbacks of any kind.
- 7.2 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate.
- 7.3 You must avoid any activity that might lead to a facilitation payment or Kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt or other documentation, as appropriate which details the reason for the payment:
 - (e) If the requestor refuses, you should ask to speak to their superior for clarification of the purpose of the payment. You should provide an explanation to the requestor and or their superior of both OPM's policy and the Act.
 - (f) If the requestor (or their superior) is persistent, contact your line manager or OPM lead contact immediately to authorise or refuse the payment.

- (g) If the requestor does provide a receipt or other written details, this should be forwarded to your line manager or OPM lead contact, who will consider the nature of the payment. Local advice (including legal advice and advice from the UK embassy or consulate and or client in the relevant country) may be sought. If it is determined that the payment is a legitimate fee, for example, part of a genuine fast-track process, or is otherwise permitted locally, your line manager or OPM lead contact will authorise the payment. If the payment amounts to a facilitation payment or Kickback, the payment will be refused and a report of the incident will be made to the appropriate authorities by OPM.

Examples in which you may proceed with your activity without authorisation may include:

- You are at a port of entry of a foreign country for OPM business and you have been asked by an immigration official for money to gain entry. The incident occurs outside business hours late at night and you have no other feasible alternative course of action including waiting for authorisation or advice.
- Your personal physical safety and liberty (or that of another person) is at risk. In these circumstances you should contact the Crisis Incident Management Team (**CIMT**) immediately or, if this is not possible in the circumstances, you should take whatever action is required to ensure the safety of you and those at risk and contact the CIMT as soon as possible.

OPM 24 hour Emergency Hot Line: +44 1159 577304 / cmt@opml.co.uk
Global Security Manager Charles Watt: +44 7496 434840 /

- (h) If the requestor and their superior decline to provide a receipt or other documentation, you should refuse payment, desist from the activity and report the incident to your line manager or OPM lead contact, as appropriate, as soon as practicable after the incident. If, in the circumstances, it is not possible to desist from the activity, you should use your best judgement and proceed with the activity *provided that* you make a written record of the incident and submit this as soon as possible following the incident, to your line manager or OPM lead contact. The circumstances in which you may make a payment without authorisation and proceed with an activity are extremely limited. However, OPM recognises that they do occur from time-to-time and when they do, they do constitute a breach of this policy but must be reported and recorded in line with this policy.
- (i) You must report any suspicions, concerns or queries regarding a payment. Depending on OPM's contract terms, note that where OPM has reasonable grounds to believe that there has been a violation of this policy we may have a duty to disclose promptly in writing to the contract funder. Suspicions and concerns may be raised with your line manager or OPM lead contact if, applicable in accordance with paragraphs 7.3.3. and 7.3.4 and or in accordance with our Whistleblowing Policy or any client reporting mechanism, if any, including without limitation:
- (j) UK FCDO's "reporting concerns" mail box found on FCDO's website:
https://www.gov.uk/government/organisations/department-for-international-development/about#reporting-fraud,_or
- (k) if a US Federal Government contract (e.g. USAID or Millennium Challenge Corporation), the inspector general of the contracting agency, the head of the contracting agency if the agency does not have an inspector general, or the US Attorney General

See paragraph 12 below.

8. Gifts, Hospitality & Expenses

Gifts & Hospitality

- 8.1 Subject to paragraph 8.2 below, OPM policy allows for **reasonable and proportionate** gifts, hospitality or entertainment given to or received from third parties. Excessive and or inappropriate gifts, entertainment and hospitality can constitute bribery under the law. Even if not

received or given as a bribe, gifts and hospitality can give the impression of bribery or otherwise garner in you, a sense of obligation. You may provide and or receive nominal gifts, hospitality and or entertainment from third parties, for the purposes of:

- 8.1.1 establishing or maintaining good business relationships;
 - 8.1.2 improving or maintaining our image or reputation; or
 - 8.1.3 marketing or presenting our services effectively.
- 8.2 The giving and accepting of gifts and or hospitality during the course of OPM's business is only allowed if the following requirements are met:
- 8.2.1 **Declaration of gift/hospitality** - gift and or hospitality over the sum of fifty UK pounds (£50) per gift or incidence of hospitality, or two hundred UK pounds (£200) over the course of a financial year, or their equivalent in local currency must be declared by you by recording it in our Gifts and Hospitality Register or, in the case of a Supplier, it must be declared to your OPM lead contact, in advance of being made or enjoyed. Your OPM lead contact shall record details of the gift and or hospitality in our Gifts and Hospitality Register. In each case the gift and hospitality must be recorded within 30 days of being given or received; and
 - 8.2.2 **Authorisation** - if the value of the gift and or hospitality is in excess of our gift threshold of fifty UK pounds (£50) or its equivalent in local currency (the **Gift Threshold**), the gift and or hospitality must be authorised by your line manager or OPM lead contact. Gifts or hospitality below the £50 threshold do not need to be authorised.

Where a client prescribes a lower Gift Threshold, you must apply this limit in relation to the relevant project. Details of the client and applicable threshold must be recorded in the Gifts and Hospitality Register. If a client prescribes a higher Gift Threshold, you must, notwithstanding, apply with OPM's Gift Threshold.

- 8.2.3 Furthermore, the gift and/or hospitality:
- (a) must not be made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) must be given or received in our name, not in your name;
 - (c) must not include cash or a cash equivalent;
 - (d) must be appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK and other countries around the world it is customary for small gifts to be given at Christmas and other festive occasions. Another example is gift giving at Ramadan in Muslim countries;
 - (e) must be given openly, not secretly;
 - (f) involving an event, should include your attendance;
 - (g) must comply with any applicable local law.

Any gift and or hospitality which contravenes any requirement in paragraph 8.2.3 above may not be given or received and must not be authorised by OPM. Where a gift or hospitality is offered in contravention of any of these requirements it must be declined and or returned if you are already in receipt.

- 8.3 Promotional gifts of low value such as branded stationery to or from existing clients, Suppliers and business partners will usually be acceptable. Nevertheless, you must comply with paragraph 8 as applicable.
- 8.4 The Gifts and Hospitality Register shall be reviewed by the Governance, Risk and Compliance Officer to monitor compliance and enforce this policy. A quarterly report shall be submitted to the MT and ARCC on any emergent patterns in the giving and receipt of gifts and hospitality and compliance levels with the rules set out in the policy.
- 8.5 You should contact your line manager or OPM lead contact in the first instance for any guidance on gifts and hospitality including, inter alia, the Gifts and Hospitality Register and the authorisation of any gifts and hospitality. Alternatively, you may contact the Governance, Risk and Compliance Officer.

Expenses

- 8.6 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 8.7 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered. If in doubt, seek prior authorisation from your line manager.

9. Donations

- 9.1 OPM does not make contributions to political parties. Nor do we undertake lobbying activities which for the sake of clarity, does not include OPM's legitimate engagement from time to time, with government representatives as part of operational delivery.
- 9.2 OPM will not make any donations to any of our funders, clients or their parent or subsidiary organisations.
- 9.2 OPM may make charitable donations up to the maximum limit of £2000 to any one charity in any given tax year, without shareholder approval and only where these are legal and ethical under local laws and practices. Our charitable giving is reviewed annually as part of our Fraud and Corruption Control Plan and by the Board as the sole approval authority within the Organisation of OPM's charitable donations.

10. Record-Keeping

- 10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 10.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review in accordance with paragraph 8 above.
- 10.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policies as notified to you and record the reason for expenditure.
- 10.4 All accounts, invoices, and other records relating to dealings with third parties including Suppliers, if applicable, should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. Your Responsibilities

- 11.1 In addition to any other responsibilities set out elsewhere in this policy, you must ensure that you read, understand and comply with it. We will record your acknowledgement of the receipt and understanding of this policy through our online training platform.
- 11.2 The prevention, detection and reporting of bribery, fraud and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 11.3 You must notify your line manager or OPM lead as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business, you have a duty to disclose (see paragraph 12). Further, "red flags" that may indicate bribery or corruption are set out in paragraph 13 below.

12. Raising a Concern/Reporting Fraud, Bribery and Corruption

- 12.1 You are encouraged to raise concerns about any issue or suspicion of fraud, bribery or corruption at the earliest possible stage.
- 12.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager or OPM lead contact.
- 12.3 Alternatively, you should report your concerns or suspicions as soon as possible in accordance with

our Whistleblowing Policy:

Your report can be made confidentially using any of the following external mechanisms:

- Calling the whistleblowing hotline number for your location (available on OPM's intranet and website)
- Calling OPM's external whistleblowing hotline from the UK on 0800 890 011 followed by 833-945-3461 when prompted
- Completing the web reporting form at opml.ethicspoint.com
- Emailing or calling the client's reporting mechanism e.g. for UK FCDO, the Counter Fraud and Whistleblowing Unit (CFWU) at reportingconcerns@fcdo.gov.uk or on +44(0)1355 843747

- 12.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or OPM lead contact. Alternatively, you may contact the Head of Legal for confidential advice which will be given subject to the "need to know" as explained below
- 12.4 Concerns and suspicions relating to fraud, bribery and corruption will be treated confidentially and investigated by OPM, on receipt of a report in accordance with our Issues, Concerns Reporting and Management Policy.
- 12.5 You will be regularly informed of the progress of any investigation undertaken by OPM, unless the report is raised anonymously or you have made it clear that you do not wish to be kept informed.
- 12.6 Whilst we aim to keep your identity and your report confidential on a "need to know basis", we cannot guarantee confidentiality where for example, there is a legal requirement to disclose information relating to the matter raised. Nor can we completely prevent your identity being deduced by others.
- 12.7 Whilst concerns may be raised anonymously, cooperation with any ensuing investigation, if this is to be adequately undertaken, may be necessary as anonymity, in some circumstances, may hinder the process rendering the matter difficult to investigate.
- 12.8 The OPM line manager, lead contact, Governance, Risk and Compliance or other OPM Staff in receipt of a report made pursuant to this policy shall, as a minimum record the following information and submit a copy of the record to the Head of Legal if applicable or a member of the MT:
- Date and time of receipt of the bribery concern;
 - The identity of the person raising the concern (if known);
 - A summary of the concern raised, its background and other relevant information;
 - Whether confidentiality was requested, explained or promised;
 - Whether the concern was raised elsewhere; if so where, to whom and when;
 - Any advice or feedback given to the person raising the concern; and
- (h) Details of any preliminary investigation undertaken and its result.
- 12.9 OPM is obliged under some funders' terms and conditions to report proven and suspected cases of bribery, corruption (including kickbacks) and fraud immediately to the funder and it is our policy to cooperate fully with any investigating agency following a report of this nature.

For all US Government-funded awards any violation or suspected violation of 41 USC chapter 87 will be reported promptly to the prime contract holder (where OPM is not the prime) or the inspector general of the contracting agency, the head of the contracting agency if the agency does not have an inspector general, or the Attorney General.

For all UK Government-funded contracts any breach of the conditions relating to bribery or similar matters will be immediately notified in writing to government department or agency.

13. Recognising Incidents of fraud, bribery or corruption - "Red Flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be

exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly in line with this policy:

- 13.1 you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 13.2 you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- 13.3 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;
- 13.4 a third party 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;
- 13.5 a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- 13.6 a third party requests an unexpected additional fee or commission to “facilitate” a service;
- 13.7 a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- 13.8 a third party requests that a payment is made to “overlook” potential legal violations;
- 13.9 a third party requests that you provide employment or some other advantage to a friend or relative;
- 13.10 you receive an invoice from a third party that appears to be non-standard or customised;
- 13.11 a third party insists on the use of side letters or refuses to put terms agreed in writing;
- 13.12 you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 13.13 a third party requests or requires the use of an agent, intermediary, consultant, or supplier that is not typically used by or known to us; or
- 13.14 you are offered an unusually generous gift or offered lavish hospitality by a third party.

14. Protection

- 14.1 Staff and Suppliers who refuse to accept or offer a bribe, or who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 14.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in fraud, bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your line manager, OPM lead contact or the Head of Legal immediately. If the matter is not remedied, and you are Staff, you should raise it formally using our Grievance Procedure, which can be found in the Staff Handbook.

15. Training, Communication and Guidance

- 15.1 Training on this policy forms part of the induction process for all Staff and annual mandatory refresher training will also be provided. A copy of this policy will be provided to all Suppliers and we require their agreement with it. We expect our Suppliers to provide training to their Staff to an equivalent standard, and we will provide training directly to Suppliers as necessary.
- 15.2 Our zero-tolerance approach to fraud, bribery and corruption is communicated at the outset of our relationship with you and as appropriate thereafter.
- 15.3 Training may be delivered in a number of ways, including online training, external training, if possible and one-to-one discussions.
- 15.4 Tailored guidance for Staff and Suppliers on fraud, bribery and corruption will be published from time

to time.

16. Breaches of this Policy

- 16.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 16.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

V. Fraud and Corruption Control Plan

1. The Fraud and Corruption Control Plan (the **Plan**) details the five key strategies, controls and actions to mitigate against fraud, bribery and corruption risks and their consequences in terms of financial loss, legal and regulatory sanction and reputational damage.
2. The Plan is a working document which is reviewed annually by the MT in order to ensure its adequacy and that of existing controls and any accountabilities and responsibilities defined in the Plan. As risks change, so too will the Plan in response to these changes.
3. The Plan forms part of OPM's Anti-Bribery Programme and sits within our overarching risk management strategy. Fraud, Bribery and Corruption risks are monitored in accordance with OPM's Enterprise Risk Management Framework at corporate, programme and project levels across the Organisation.
4. The Plan allocates accountability for each defined strategy to the MT and its individual members (Responsible Officers) respectively. It also identifies actions and controls in response to bribery risks which include OPM's policies, processes, financial and other controls and procedures assigning responsibility to Responsible Officers for implementing, monitoring and enforcing these controls.
5. Below is an outline of the actions/controls at OPM as set out in the Plan:

STRATEGY	ACTION/CONTROL	ACCOUNTABILITY
Planning and resourcing	Adequacy of Plan and Resourcing of Actions and Controls	MT
Prevention	OPM Corporate Governance arrangements (Corporate Governance Framework and Delegation of Authorities)	Board Chairman/Company Secretary (Co Sec)
	Culture "Tone from the Top"	Board
	Risk Management (Risk Appetite – Risk Management Policy)	Board/ARCC
	Risk Management Procedures (Enterprise Risk Management Framework)	MT,
	Risk Registers	Board, ARCC and Project Boards and other register owners as applicable
	Fraud and Corruption Risk Assessment	Chief Finance Officer (CFO)
	Codes of Conduct (Staff and Suppliers)	Head of Legal
	Anti-Bribery Policy	Co Sec
	Gifts and Hospitality Register and procedures	Co Sec
	Conflicts of Interest Registers and procedures	Co Sec
	Prevention of Facilitation of Criminal Tax Evasion Policy	Co Sec

	Financial Management - policies, procedures and other financial controls including delegated authority matrices, supervision protocols and segregation of finance functions	CFO
	Procurement Management Framework – policies and procedures	CFO
	Recruitment policies and procedures	CFO
	Communication and Training (Staff and Suppliers)	Co Sec/CFO (financial management training)
Detection	Culture (as above)	As above
	Due Diligence and background screening (Staff and Suppliers as defined in the Due Diligence Framework Process)	Head of Legal/CFO
	Whistleblowing Policy and Procedures	Co Sec
Investigation	Issues Concerns Reporting and Management Policy and Procedures	Co Sec
	Data Protection Policy	CIO
Response	Internal Reporting	Head of Legal
	External Reporting and Communication with Media	MT/Board/Project Boards
	Enforcement (Disciplinary Proceedings)	CFO
	Enforcement (Contractual Termination Suppliers)	Head of Legal
	Enforcement (Litigation)	Head of Legal/MT
	Recovery of Losses	CFO

Vi. Communication, Awareness and Training

The objective of our communication, awareness and training strategy is to increasing knowledge and understanding of bribery itself, bribery threats to OPM and how we can mitigate against these including reporting bribery where we come across it. We acknowledge that training plays an important role in embedding a culture of compliance and as such, is an important component of our Anti-Bribery Programme. Our messaging across the policies which sit within the Programme encourages Staff and Suppliers to “speak up” and raise concerns about bribery and other misconduct, without fear of repercussion.

Anti-bribery training is mandatory for new Staff, as is annual refresher training thereafter. Our training is refreshed annually and takes the form of e-learning and one-to-ones where feasible. Training is tailored to suit OPM's needs rather than generic and translations are made available where deemed necessary. OPM monitors and evaluates its training and reports back on its uptake to the ARCC.

All Suppliers are made aware of our ethical standards and requirements under this and its associated policies and are required to either have internal policies that meet our standards or comply directly with OPM's Supplier Code of Conduct. OPM includes this requirement within our vendor agreement(s). Execution of these agreements certifies a Supplier's express understanding of and compliance with OPM's ethical standards and requirements. .

Vii. Monitoring and Assurance

Different aspects of the Programme are subject to regular monitoring with the aim of enhancing the relevant procedure or control. Spot checks and testing inform management reporting to the ARCC on the effectiveness of our prevention procedures and controls. OPM continually reviews its monitoring mechanisms to secure the information it requires to improve its processes, procedures and other controls. An important aspect of our monitoring and comprises external verification and assurance of the Programme by internal audit.

Appendix 1: Supplier Risk Assessment Template

The table below explains the heading used in OPM's annual risk assessment which is based on activities typical to OPM and which are identified by Transparency International (TI) as potential risk areas and which may be tailored to suit the Supplier's organisation.

Heading	Explanation
Risk ID	A unique risk identifier for ease of reference.
Risk area	The transaction type or activity giving rise to the risk as a filter, enabling risks to be sorted by risk area.
Description	A reasonably detailed and specific description of the risk such as to enable an understanding of the nature of the risk and its relevance to the organisation (or relevant part thereof), highlighting where appropriate specific activities giving rise to the risk.
Active/Passive	Whether the risk is one of active or passive bribery, or both. This helpful in identifying the need for different responses to active and passive variants.
Public/Private	Whether the risk relates to bribery of public officials, employees of private enterprises or both.
Risk rating	An indication of the assessed inherent risk level using a high/medium/low scale and measured against both likelihood and impact.
Business area/function	The business area of function subject to the risk. This may be a useful filter in analysing risks by the business area or function responsible for managing those risks.
Associated parties	Any third parties involved in a transaction or activity.

Risk ID	Risk Area	Description	Active/Passive	Public/Private	Risk Rating	Business Area	Associated Parties
HEIGHTENED RISK TRANSACTIONS (Examples listed)							
1.	Cash Payments						
2.	Gifts						
3.	Travel, hospitality and Entertainment						
4.	Sponsorship and Grants						
5.	Charitable donations						
6.	Political donations						
7.	Employment						
8.	Bidding						
9.	Customs & Export						
10.	Lobbying						
11.	Licences and Permits						
12.	Tax						
13.	Legal disputes						
14.	Joint Ventures/Consortia						

15.	Acquisitions						
16.	International mobility						
17.	Security						-

Anti-Bribery Programme and Policy

Document Purpose:

To outline OPM's anti-bribery and corruption programme and set out our policy in relation to bribery and corruption risks.

Policy Owner	Company Secretary		
Applies to	All employees, Directors and anyone representing OPM		
Global or local scope	Global		
Version Number	3.0	Effective from	08 July 2020
Approvals (Dates)	Board		26 June 2020
	Policy Authorisation Committee		09 June 2020
	Other (please state)		N/A