ANTI-BRIBERY POLICY

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1. Introduction

Festival Angels is committed to ensuring full compliance with all anti-bribery and corruption laws and regulations, including the Bribery Act 2010. Paragraph 15 provided further information about the Act.

2. Geographical Scope

This policy extends to all the Organisation's business dealings and transactions in the UK and elsewhere in the world in which it or its subsidiaries and associates operate.

3. Personnel Scope

This policy applies to all volunteers, subsidiaries, consultants and associates. An associate includes any person working as a subcontractor; as a joint venture partner or agent. For the purposes of this policy, all these entities shall be collectively referred to as "volunteers" "volunteers" or "you".

4. Contractual Scope

These procedures do not form part of an employment or volunteer contract and are therefore non-contractual except where it is expressly stated or where statute is in place to imply otherwise.

5. The Organisation's commitment

The Organisation commits to:

- setting out a clear anti-bribery policy and keeping it up to date
- ensuring a systematic approach to risk assessment of the nature and extent of bribery risk associated within the entertainments industry and global market
- making all volunteers aware of their responsibilities to adhere strictly to this policy at all times
- encouraging volunteers to be vigilant and to report any suspicions of bribery
- providing volunteers with suitable channels of communication and ensuring any information disclosed which contains sensitive information is treated appropriately and in a confidential manner by a designated Director
- ensuring that our suppliers are fully aware of their responsibility for and are committed to complying with our anti-bribery policy
- taking firm and vigorous action against any individual(s) involved in bribery
- providing information to all volunteers which explains how to report breaches and/or suspected breaches of this policy
- including appropriate clauses in contracts to prevent bribery.

6. The standard expected from all volunteers

No bribes or offer improper inducements shall be paid or made to anyone for any purpose, nor do we or will we, accept bribes or improper inducements from anyone.

Festival Angels expects all to:

- demonstrate honesty; integrity and fairness in all aspects of their business dealings and exercise appropriate standards of professionalism and ethical conduct in all their work activities
- safeguard the organisation's resources for which they are responsible
- comply with the spirit; as well as the letter, of the laws and regulations of all jurisdictions in which the Organisation operates, in respect of the lawful and responsible conduct of activities.

The responsibility to control the risk of bribery or corruption resides with each individual volunteer and within each department, business unit and all the corporate functions. It does not rest solely with the QA and/or audit functions but is a cultural norm that defines the ethical standards of what the Organisation expect of the work you do.

7. Policy objective

This policy provides a coherent and consistent framework to enable volunteers to understand and implement arrangements; enabling compliance. In conjunction with other related policies and key documents; it will also allow volunteers to identify and effectively report a potential breach.

8. What is unacceptable

The use of a third party to act as a conduit to channel bribes to others is a criminal offence. We do not; and will not, engage indirectly in or otherwise encourage bribery.

The Organisation prohibits 'facilitation' or 'grease' payments as these are bribes and illegal.

It is also unacceptable to:

- 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
- give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that we will provide a business advantage in return
- retaliate against or threaten a person who has refused to commit a bribery offence, or who has raised concerns under this policy
- engage in activity in breach of this policy

9. Zero tolerance

The Organisation will take any allegation of bribery and/or corruption very seriously; and will not tolerate bribery or corruption in any form. A 'zero tolerance' approach will be taken to any breach of this policy. This could result in disciplinary action leading to the termination of your volunteering on the grounds of gross misconduct and/or the matter being reported to the police if criminal activity is suspected.

If a person employed by third party supplier is found to have contravened this policy, the Service Agreement with the third party supplier may be terminated with immediate effect.

10. Reporting of alleged breaches or suspicious activities

The Organisation encourages its volunteers to report any suspicious activity that may violate this policy. There is a confidential and discrete way to report any violations or suspicious activity that is described below, and the Organisation's Whistleblowing Policy will also provide support.

11. Definitions

Corruption
Corruption is dishonest behaviour by those in positions of power, such as Organisation directors, managers or government officials.

Corruption can include giving or accepting bribes or inappropriate gifts, double-dealing, under-the-table transactions, diverting funds, laundering money, billing for underperformed work, production of fraudulent invoices, false or exaggerated claims against a contractor to withhold payments, cover pricing, leaking information to a preferential bidder, inclusion of false extra costs to a contract claim, the employment of illegal workers and defrauding investors.

Bribery
The offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. It is unacceptable to:

- 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
- give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that we will provide a business advantage in return
- retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns under this policy

- engage in any activity which is, or could be construed as, a breach of this policy

Facilitation payments
These are commonly small payments made to by public officials which are intended to secure or speed up routine actions; such as issuing permits, immigration controls, providing services or releasing goods held in customs. We will work to ensure that our agents and other intermediaries; joint ventures and consortia, contractors and/or suppliers do not make facilitation payments on our behalf. If you have doubts about a payment and suspect that it might be considered a facilitation payment; only make the payment if the official or third party can provide a formal receipt or written confirmation of its legality. If practicable, obtain senior management/legal approval for the payment or consult the Directors. If the demand is accompanied by the immediate threat of physical harm then put safety first; make the payment and report immediately to the Directors the circumstances and amount of the payment made 'under duress'.

Active bribery
An example would be if Mr Smith gives £1,000 to Mr Taylor in exchange for Mr Taylor bypassing his usual procurement processes and awarding a business contract to Mr Smith's Organisation, Beans Limited.

Both Mr Smith and Beans Limited are potentially guilty of active bribery.

Passive bribery
In the example above, Mr Taylor would potentially be committing the offence of passive bribery by accepting the £1,000 from Mr Smith.

Consent and connivance
Consent and connivance applies to volunteers in "senior positions". This is defined as Directors, Line Managers, or other similar positions.
It happens when a person in a senior position (or a person acting on behalf of a person in the senior position – such as a secretary) consents to or connives in any offence committed by the Organisation.

If this happens, the person in the senior position is also potentially guilty of a bribery offence.

12. Gifts, Hospitality and Expenses

The Organisation prohibits the offer or receipt of gifts; hospitality or expenses whenever they could affect or be perceived to influence the outcome of business transactions and are not reasonable, proportionate and bona fide. Whether any corporate hospitality is improper is judged by considering "*what a reasonable person in the UK would expect*".

The 2010 Bribery Act and this policy do not prevent corporate hospitality. Directors and Line Managers are tasked with taking a sensible approach to hospitality to ensure that promotional business expenditure that seeks to improve the image of the Organisation or establishes more cordial relations with clients is reasonable and proportionate.

The criteria for establishing the how reasonable and proportionate a proposal is, is to determine if it is:

- made for the right reasons
- without obligation
- made openly
- in accordance with stakeholder perception
- of a reasonable value
- appropriate
- legal
- confirming with the recipient's organisation's rules
- infrequent
- documented
- reported

13. How should criteria be assessed – what is reasonable?

Made for the right reason
If the Organisation is providing a gift or hospitality, it should be explained clearly to the recipient that it is given only as an act of appreciation.

If the Organisation is offering to pay travel expenses, then it must be for a bona fide business purpose, e.g. the provision of airport transfers to facilitate a client meeting.

If the Organisation is organising corporate hospitality and invites a guest to dinner or to attend a sporting or music event, it would be acceptable if the purpose of the invitation was to improve the image of the Organisation with that person and if someone from the Organisation was present as host. If the Organisation did not send a representative to attend, it would not be considered hospitality and would instead be classed as a gift, which would not be acceptable.

No obligation
The gift, hospitality or reimbursement of expense should not place the recipient under any obligation.

No expectations
Expectations are not created in the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction.

Made openly
If made secretly and undocumented, then the purpose will be open to question.

Accords with stakeholder perception
The transaction would not be viewed unfavourably by other stakeholders involved with the Organisation if it were to be made known to them.

Reasonable value
The size of the gift is small, and the value of the hospitality or reimbursed expense accords with general business practice.

Appropriate
The nature of the gift, hospitality or reimbursed expense is appropriate to the relationship and accords with general business practice and local customs.

Legality
It is compliant with relevant laws.

Conforms to the recipient's rules
The gift, hospitality or reimbursement of expenses meets the rules or code of conduct of the recipient's organisation.

Infrequent
The giving or receiving of gifts and hospitality is not overly frequent between the giver and the recipient.

Documented
The expense is fully documented including purpose and approvals have appropriately been given, and the transaction is recorded correctly in the financial accounts.

Reported
The gift, hospitality or expense is reported to the Directors and meets with their approval.

14. What gifts may I accept from other organisations?

Sample tokens of modest value bearing the name or insignia of the organisation giving them (for example, pens, diaries or calendars) whether given personally, or received in the post to the Organisation's address, may be retained by you, without consulting your Line Manager, unless you feel that they could be regarded as an inducement or reward.

If you are offered a more substantial gift or an invitation to an event or dinner, you should always discuss it with your Line Manager prior to accepting. Your Line Manager will determine how appropriate and proportional the offer is.

If in doubt you should delay accepting the gift, offer or invitation (or delay returning the gift) unless your Line Manager has advised you that it may be accepted or retained.

The Organisation would consider any gift, which the giver wanted to send to your home address as inappropriate.

Accepting any gift or offer or invitation WITHOUT the approval of your Line Manager will be in contravention of this policy, and you may be subject to formal disciplinary action, which could result in your dismissal.

If you are an employee of a third party supplier, accepting any gift, offer or invitation without the approval of the Organisation will be in contravention of this policy and the Organisation may terminate the Service Agreement with the employer with immediate effect.

15. Volunteers Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption are your responsibility, and you are required to avoid any activity which breaches this policy.

You must ensure that:

- you read, understand and comply with this policy
- if you believe or suspect that a conflict with this policy has occurred, or a conflict may occur in the future you raise it as a concern as soon as is reasonably possible

As well as the possibility of civil and criminal prosecution, if you breach any part of this policy you may face disciplinary action, which could result in summary dismissal on the grounds of gross misconduct.

16. Third Party Supplier Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption are your responsibility, and you, as the Employer of individuals delivering the Service Agreement, are required to ensure that those individuals avoid any activity which breaches this policy.

You must ensure that any person employed by your organisation who will be working on the delivery of the Service Agreement with the Organisation:

- has read, understands and complies with this policy
- anyone who believes or suspects that a conflict/breach with this policy has occurred, or a conflict may occur in the future must raise it as a concern as soon as is reasonably possible

As well as the possibility of civil and criminal prosecution, if a third party supplier breaches any part of this policy you may face the termination of your Service Agreement with immediate effect. .

17. Raising a Concern

The Organisation is committed to ensuring that you have a safe, reliable, and confidential process to report any suspicious activity.

As volunteers, we all have a responsibility to help detect, prevent and report instances of bribery or corruption. If you have a concern regarding any suspicious activity, you are asked to report it, as your information and assistance will help.

If you have any concerns, you may contact the paul@festivalangels.org.uk

When any allegation of bribery, corruption or wrongdoing is reported, we will act as soon as possible to evaluate the situation and take the necessary steps to investigate what has happened with the aim of preventing the Organisation from breaching this policy.

If you refuse to accept or offer a bribe; or you raise concerns or report wrongdoing, you can understandably be worried about the repercussions. The Organisation aims to encourage openness and will support anyone who raises a genuine concern in good faith under this policy; even if it turns out that their suspicions were mistaken. We would prefer you to report suspicious activity than to assume that everything is fine.

The Organisation is committed to ensuring nobody suffers detrimental treatment through refusing to take part in bribery or corruption, or because of reporting a concern in good faith.

18. The Bribery Act

There are four key offences under the Act:

- bribery of another person (Section 1) makes it a criminal offence to offer, promise or give a bribe
- accepting a bribe (Section 2) makes it a crime to request, agree to receive, or accept a bribe

- bribing a foreign official (section 6) make it an offence to bribe a foreign public official to obtain or retain business or an advantage in the conduct of business.
- failing to prevent bribery (section 7) means a failure by a commercial organisation to prevent bribery that is intended to obtain or retain business, or an advantage in the conduct of business, for the organisation. Both individuals in their own capacity and corporate bodies can be liable for this offence.

The Organisation will have a defence if it can show that it had in place 'adequate procedures' designed to prevent bribery by or of persons associated with the Organisation.

19. Penalties

If you are found guilty of any of the offences under the Act, you could be liable for an unlimited fine and/or up to 10 years imprisonment. Directors could face disqualification proceedings, meaning that they are effectively banned from holding any future office as a director.

The Organisation could be charged with a corporate offence under Section 7, for which the penalty is an unlimited fine.

20. Monitoring and Review

The Organisation will monitor and review this procedure which is designed to prevent bribery by persons associated with it. The Organisation is committed to making improvements to this policy as and when necessary.

The Organisation is committed to the proportional implementation of this policy.

21. Why should I be concerned about the Bribery Act?

The Bribery Act introduces fundamental changes in anti-corruption laws compared to previous legislation. Under the current Act, it will be possible to prosecute companies for the actions of all its volunteers – whether junior, mid-level or directors.

Also, people in senior positions can be held personally liable under the Act. So if you work for the Organisation in a function where bribes are more likely to occur (for example, in a sales or business development role), you need to ensure that you are aware of what could be considered as a bribe, so that you do not inadvertently breach the provisions of the Act.

22. What can I do to be alert to bribery and/or corruption?

You need to ask yourself this question - what is the motivation behind any offerings? If you feel there may be something improper, then there is a possibility that the actions may breach the Bribery Act and you should report it in line with paragraph 14.

You should be aware that it is irrelevant whether a person knew or believed that the performance was improper, so the advice to you as an employee is always to err on the side of caution if you are unsure and to discuss the matter with your Line Manager.

23. Overseas tender incentives (such as training)

If local planning law permits a reduction to public procurement costs through cost-sharing with (say) the Organisation's offer of free training, this is unlikely to be considered an offence under the Bribery Act.
However, it is critical that all activity that you are considering is open and transparent and has been discussed and agreed with your Line Manager prior to any offer being made or accepted.

24. Hospitality examples

If a UK mining Organisation provided reasonable travel and accommodation to allow foreign public officials to visit some distant mining operations to assess the security and safety of the sites, this would be permissible.

If the same UK mining Organisation decided to fly a foreign public official first-class with husband and children to spend a week abroad, ostensibly so the official could attend a meeting, but in fact there was no reason for that meeting to take place, it is very likely that a breach under Section 6 of the Act will have taken place.

25. Joint Venture example

A medium-sized Organisation ('D') is interested in significant foreign mineral deposits. D proposes to enter into a joint venture with a local mining Organisation ('E'). It is proposed that D and E would have an equal holding in the joint venture Organisation ('DE'). D identifies the necessary interaction between DE and local public officials as a source of significant risks of bribery.

D could consider negotiating for the inclusion of any or a combination of the following bribery prevention procedures into the agreement that is drawn up when DE is established as a business entity:

- parity of representation on the board of DE
- that DE put in place measures designed to ensure compliance with all applicable bribery and corruption laws. These measures might cover:
    - gifts and hospitality
    - agreed decision-making rules
    - procurement
    - engagement of third parties, including due diligence requirements
    - conduct of relationships with public officials what would be acceptable and what would not
    - training for staff in high-risk positions
    - record-keeping and accounting
    - the establishment of an audit committee with at least one representative from D and E, which has the power to view the accounts of DE, review certain expenditure and prepare regular reports on the activities of DE.
    - binding commitments by D and E to comply with all the applicable bribery laws concerning the operation of DE, with a breach by either D or E is a breach of the agreement between themselves. Where such a breach is a material breach, this could lead to the termination of the entity or other similarly significant consequences.