ITALIA
CONTI

Anti-Bribery and Corruption Policy

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Reviewed by:	Principal Director of Finance Chief Operating Officer
Approved by:	Policy Steering Group Board of Directors
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The Director of Finance owns this policy, and the Chief Executive Officer is accountable for its operation.

The Audit & Risk Committee oversees fraud, public-funding risk and related control weaknesses, with policy governance support from the Policy Steering Group where required. The Board of Directors approves this policy.

The policy will be reviewed annually and updated earlier where required by legal, regulatory, funding, operational or governance changes, or by audit findings, fraud incidents, suspected fraud, material control weaknesses or lessons learned. Any material change must be approved by the Board.

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1. Introduction

This Policy forms part of Italia Conti's arrangements for detecting, preventing and stopping bribery, corruption, fraud, financial irregularity and the inappropriate use of relevant public funds. It should be read alongside the Anti-Fraud Policy, Conflicts of Interest Policy, Whistleblowing Policy, Financial Delegation and Approval Framework, Risk Management Framework, relevant procurement and expenses procedures, and the institutional risk register.

It is Italia Conti's policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to 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 bribery. Italia Conti will comply with the Bribery Act 2010 (the Act), in respect of our conduct both at home and abroad.

The purpose of this policy is to:

- set out Italia Conti's responsibilities, and 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.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and/or a fine. As an employer, if we fail to prevent bribery or are found to have taken part in corruption, Italia Conti could face an unlimited fine, be excluded from tendering for public contracts and face reputational damage. We therefore take our legal responsibilities very seriously.

In this policy, third party means any individual or organisation staff members come into contact with during the course of their work for us, and includes actual and prospective students and parents, suppliers, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

For OfS assurance purposes, higher-risk areas include procurement, supplier selection, recruitment and admissions activity, scholarships or fee discounts, use of agents, student funding, public funds, partnership or subcontractual delivery arrangements, payments to connected parties, and any activity where a personal benefit could affect a decision concerning students, suppliers, partners or public money.

These higher-risk areas must be managed through the relevant linked procedures, including the Conflicts of Interest Policy, Procurement Policy, Financial Delegation and Approval Framework, recruitment and admissions procedures, agent or third-party due diligence, gifts and hospitality controls, and risk escalation arrangements.

2. Who is covered by the policy?

This policy applies to all individuals working for the Italia Conti at all levels (whether permanent, fixed-term or temporary), and includes members of the Board of Directors, volunteers, peripatetic staff, agents or any other person associated with us (collectively referred to as **workers** in this policy).

3. What is bribery and corruption?

A “bribe” is a financial or other advantage offered, promised, given, requested or accepted with the intention of inducing a person to act improperly, rewarding a person for acting improperly, or obtaining an improper business, personal, academic, admissions, procurement, financial or other advantage.

An “advantage” includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value or any financial or other advantage.

“Corruption” is the abuse of an entrusted power or position for private gain.

The following are examples of circumstances in which offences under the Act may occur:

- An IT company providing services to Italia Conti offers you a free iPad as an incentive for renewing its contract for services.
- A ski company tendering for a contract with Italia Conti to facilitate a skiing trip offers to accommodate your children on the trip free of charge.
- To request or offer a reduction in fees at another institution in return for an expectation that the member of staff would induce other families to accept places at the other institution.

Accepting any of the above offers may amount to an offence under the Bribery Act.

4. Governance and Oversight

The Director of Finance is the operational owner of this Policy for bribery, corruption, financial control and public funding risk. The CEO, as accountable executive, is responsible for ensuring appropriate escalation of material concerns. The Audit and Risk Committee receives periodic assurance on material bribery, corruption, fraud, financial irregularity and public funding risks, and reports material issues to the Board of Directors.

5. Bribery and corruption risk assessment

Italia Conti will maintain a bribery and corruption risk assessment, either as a standalone assessment or as part of the institutional risk register. The assessment will consider bribery and corruption risks in relation to procurement, suppliers, agents, recruitment, admissions, scholarships, bursaries, fee discounts, public funding, partnership or subcontractual delivery, connected-party payments, gifts, hospitality and donations. The Director of Finance is responsible for ensuring that the assessment identifies risk owners, controls, mitigations, review dates and escalation routes. Material risks or control weaknesses will be reported through the Audit and Risk Committee to the Board.

6. Third-party due diligence and contractual controls

Italia Conti will apply risk-based due diligence before appointing or renewing higher-risk third-party arrangements, including agents, suppliers, consultants, contractors, partners, subcontractors and connected parties.

Due diligence will be proportionate to the value, role, access to public funds or student data, and the risk of influence over admissions, procurement, student funding or public-money decisions.

Higher-risk contracts must include appropriate anti-bribery, anti-corruption, fraud, conflict of interest, audit, termination and reporting provisions, unless an exception is approved by the Director of Finance and recorded with reasons.

Exceptions, adverse due diligence findings or unresolved concerns must be escalated to the CEO and, where material, to the Audit and Risk Committee.

For procurement-related third-party arrangements, the procurement record must evidence the due diligence undertaken, conflict check, supplier selection rationale, value for money assessment, approval route, contract sign-off, exception or waiver granted, and any anti-bribery, fraud, conflict, audit, termination or reporting provisions required for the level of risk.

Single-supplier decisions, procurement waivers, emergency procurements, fewer-than-required-quotes decisions and contract variations involving a live supplier must be considered for bribery, corruption, conflict of interest, gifts and hospitality, and improper-influence risk before approval.

7. Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

The giving or receipt of gifts or hospitality is not prohibited, if the following requirements are met:

- 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 or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- it is given in Italia Conti's name, not in an individual's name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;

- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives without the prior approval of the CEO or Principal.

From time to time, parents or students may offer gifts on an individual basis as a demonstration of their gratitude for the work carried out on their behalf, and this is perfectly legitimate. However, in some contexts such gifts could be construed as an improper inducement to, for instance, accord preferential treatment in the future. Consequently, it is necessary for Italia Conti to have rules applying to such gifts. These are as follows:

- Cash or cash-equivalent gifts, including vouchers, must not be offered, given, requested or accepted. Any such offer must be refused, returned or donated to Italia Conti or its nominated charity and recorded in the Gifts and Hospitality Register.
- Gifts with an estimated value of £100 or more must not be retained by an individual and must be refused, returned or donated to Italia Conti or its nominated charity. Gifts below £100 may only be retained where they are modest, infrequent, transparent, not linked to a live decision and recorded where required. Supplier gifts should normally be limited to token work-related items such as pens, notepads, calendars or similar low-value branded items.
- Hospitality may only be offered or accepted where it is reasonable, proportionate, transparent, not cash-equivalent, not linked to a live decision and not capable of improperly influencing a decision. Hospitality above £100 per person, or repeated hospitality from the same source, must be approved in advance by the Director of Finance or CEO and recorded in the Gifts and Hospitality Register.

Staff involved in admissions, assessment, progression, complaints, disciplinary, student support, bursary, scholarship, fee, procurement or supplier decisions must not accept gifts or hospitality from an applicant, student, parent, supplier or other interested party while any relevant decision is live. Any such offer must be recorded and treated as a potential conflict of interest. For the avoidance of doubt, this restriction applies during live audition, interview, assessment, admissions, scholarship, bursary, fee-waiver, complaint, disciplinary, progression, procurement, quotation, tender, supplier evaluation, contract award, contract variation and contract management decisions.

All gifts or hospitality offered, accepted, refused, returned or donated must be recorded in the central Gifts and Hospitality Register within five working days. The register must include the giver, recipient, estimated value, reason, decision taken, approving manager and any related conflict of interest. The Director of Finance will review the Gifts and Hospitality Register at least termly and escalate themes, unusual patterns or concerns through the risk and assurance route. Where a gift or hospitality entry also creates an actual, potential or perceived conflict of interest, it must also be notified to the Director of HR for staff and operational matters, or to the Company Secretary for Directors, Board committee members and Board-reserved matters, so that it can be recorded and managed under the Conflict of Interest Policy.

8. What is not acceptable?

It is not acceptable for an individual (or someone on their behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that an advantage for Italia Conti will be received, or to reward an advantage already received;
- 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 is known, or suspected to be offered with the expectation that it will obtain an advantage for them;
- accept a gift or hospitality from a third party if it is known or suspected that it is offered or provided with an expectation that a business advantage will be provided by Italia Conti in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

9. Donations

Italia Conti only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made in Italia Conti’s name or on behalf of Italia Conti without the prior approval of the Director of Finance and the CEO or Principal.

10. Staff responsibilities

All staff must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Italia Conti or under its control. All staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Italia Conti could be held liable for failing to prevent bribery if a person associated with it commits an offence under the Act. Staff must notify the Director of Finance, Director of HR, CEO, Principal, or the reporting route set out in the Whistleblowing Policy as soon as possible if they believe or suspect that a breach of this Policy has occurred, may occur, or if they have been offered any inducement or reward that may create a business, personal, academic, admissions, procurement or financial advantage.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Italia Conti reserves the right to terminate its contractual relationship with other workers if they breach this policy.

11. Record-keeping

Italia Conti keeps financial records and has appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All employees must make their line manager aware and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

All staff must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with Italia Conti's expenses policy and specifically record the reason for the expenditure.

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

Where a bribery, corruption, fraud, financial irregularity, conflict of interest or public-funding concern is identified, the responsible senior postholder must ensure that the matter is recorded in the appropriate risk register, Gifts and Hospitality Register, fraud and public funding incident log, or action tracker, with an owner, mitigation, status, review date and escalation route. Where the matter may involve fraud, inappropriate use of public funds, inaccurate data, public-funding eligibility or an OfS reportable event, it must also be handled under the Anti-Fraud Policy and OfS Notifications and Reportable Events Procedure.

12. How to raise a concern

All suspected, alleged or confirmed bribery, corruption, improper inducement, facilitation payment, inappropriate gift or hospitality, conflict of interest, financial irregularity, inappropriate use of public funds, material control weakness and related near misses must be recorded in the appropriate register, incident log or action tracker. This may include the Gifts and Hospitality Register, conflicts register, fraud and public funding incident log, institutional risk register or another appropriate assurance record.

Any director, member of staff, worker, student, contractor, agent or third party who suspects bribery or corruption, or who is aware of activity that may indicate bribery, corruption, fraud, financial irregularity, inappropriate influence or inappropriate use of public funds, must report it promptly. Reports can be made:

- to the Director of Finance for financial-control, procurement, supplier, gifts and hospitality, expenses, agent, partner, SLC, DfE, OfS or public-funding concerns, unless the concern involves the Director of Finance;
- to the Director of HR for staff conduct, recruitment, employment or worker-related concerns, unless the concern involves the Director of HR;
- to the CEO for any concern not involving the CEO;
- to the Principal for academic, admissions, audition, assessment, scholarship, bursary, student-record or student-facing concerns, unless the concern involves the Principal;
- to the Chair of the Board, or the Chair of the Audit and Risk Committee where appropriate, if the concern involves the CEO, Director of Finance, Director of HR,

Principal, a Board member or senior leadership, or if the reporter reasonably considers the usual route inappropriate;

- via Italia Conti's Whistleblowing Policy, which allows reports to be made confidentially (speakup@italiaconti.co.uk).

Where a concern is primarily a conflict of interest, or where bribery, hospitality, gifts, procurement, admissions, assessment or funding concerns involve an actual, potential or perceived conflict, the concern must also be recorded and managed under the Conflict of Interest Policy.

Reports concerning the Principal may be made to the CEO, Chair of the Board, or Chair of the Audit and Risk Committee. Where such a report is made to the CEO, the CEO must notify the Chair of the Board and Chair of the Audit and Risk Committee promptly unless doing so would compromise the investigation.

Staff and workers should not attempt to investigate bribery or corruption concerns themselves.

A copy of Italia Conti's Whistleblowing Policy can be found on the Italia Conti website.

Italia Conti will not penalise anyone who makes a report in good faith. Victimisation of a whistleblower is itself a disciplinary matter. The Public Interest Disclosure Act 1998 protects employees who raise concerns about certain matters of public interest in good faith. Staff can obtain free independent advice from the charity Protect on 020 3117 2520.Victimisation of a whistleblower or reporter is itself a disciplinary matter.

Where suspected or actual bribery, corruption, fraud, financial irregularity, inappropriate use of public funds, or a material control weakness may be reportable to the OfS, the CEO will ensure the matter is assessed promptly under the OfS Notifications and Reportable Events Procedure. Where a reportable event is identified, Italia Conti will report to the OfS within the timescale required by the applicable OfS F3 notice and guidance.

Where the matter relates to a lead provider, SLC, DfE, another funding body, a partner, agent, contractor or supplier, the relevant contractual, funding or regulatory notification requirements will also be checked and followed.

If the matter involves the CEO or accountable officer, the Chair of the Board will determine an appropriate reporting route that avoids the conflict.

13. Protection

Staff who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Italia Conti aims 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.

Italia Conti is committed to ensuring no-one suffers any detrimental treatment as a result of refusing to take part in 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 use the Italia Conti's Grievance Procedure.

14. Training and communication

Training on this policy forms part of the induction process for all new workers. All existing staff will receive regular, relevant training on how to implement and adhere to this policy.

Training on this Policy forms part of induction for all workers. Role-specific refresher training must be provided for staff and governors with responsibilities for finance, procurement, admissions, recruitment, agents, partnerships, student funding, expenses approval, gifts and hospitality, regulatory submissions or public funding controls. Completion of required training must be recorded and monitored, with non-completion escalated through line management and, where material, the risk and assurance route.

15. Linked Policies

- Anti-Fraud Policy
- Conflict of Interest Policy
- Board Member Effectiveness
- Procurement Policy
- Declarations of Interest Register

16. Policy Tracker

2526-3.0	Added OfS-alignment changes to strengthen E8 assurance: linked the policy to wider fraud/public funds controls; clarified ownership, CEO accountability, Audit and Risk Committee oversight and Board escalation; updated reporting routes; added a central Gifts and Hospitality Register; required risk/incident tracking; added OfS/reportable-event consideration for serious concerns; strengthened role-based training and completion monitoring; identified higher-risk OfS areas; and restricted gifts/hospitality during live student, procurement, admissions or funding decisions.