

ANTI-CORRUPTION AND BRIBERY POLICY

1. Introduction

It is the policy of Epsom College in Malaysia (“the College”) to conduct all of its business in an honest and ethical manner and to act in good faith. The College takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates, and implementing and enforcing effective systems to counter bribery. The College will uphold and comply with all anti-bribery and anti-corruption laws in Malaysia and in all jurisdictions in which it may operate.

The purpose of this policy is to:

- a) set out the College's responsibilities, and of those working for it, in observing and upholding its position on bribery and corruption; and
- b) provide information and guidance to those working for it on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to **20 years' imprisonment** and if the College is found to have taken part in corporate corruption it could face an unlimited fine and damage to its reputation. Bribe recipients as well as bribe-givers can also be penalised. It therefore takes its legal responsibilities very seriously.

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

2. Risks

The College has identified that the following are particular risks for its business:

- a) Accepting payment or donation in return for securing a place for a particular child or the appointment of a particular child to a position within the school, without following the school's usual admissions and appointment procedures;
- b) Accepting an invitation from a supplier or a parent to attend an event as their guest where the supplier or parent intends to secure an improper advantage (in this case, the offence would be committed by the

supplier or parent although there is a reputational risk to the College. If the member of staff acted improperly as a result, the member of staff would also have committed an offence);

- c) Accepting a lavish gift or gifts which induce someone to favour one particular pupil over others;
- d) Offering free or subsidised places to senior members of staff at feeder schools with the intention of influencing the advice or information that they give to parents about their applications to senior schools;
- e) Accepting a charitable donation from a business tendering for a contract with the school or its subsidiaries or favouring donors when choosing suppliers;
- f) Accepting personal gifts or stock personally from suppliers of products in order to induce the College to choose to keep them as a supplier; and
- g) Gaining benefit from the commencement of a school in a location secured following a bribe to a government official either to obtain the land or the consents necessary to construct or operate the school.

To address those risks the College has:

- a) Ensured the College Board of Governors body is aware of the new legislation and designated a governor who will be responsible for overseeing the compliance with this legislation;
- b) Ensured the Senior Leadership Team of the College is also aware of the new legislation and appointed the Bursar as the officer in charge of compliance with the legislation on a day to day basis.
- c) Communicated this new policy to all staff who are thought to be most at risk of being induced with bribes – in addition to the SLT, those responsible for overseas business; procuring material contracts; significant purchasing responsibilities (large budget holders); admitting students; awarding scholarships and bursaries; dealing with unpaid debts; and liaising with donors.
- d) Posted this bribery policy to the College website to communicate the policy to current and potential parents, suppliers and business partners.
- e) Agreed to send the policy to major current suppliers to ensure they are aware of the implications of the bribery act and their obligations under this policy when working with the College.
- f) Amended the College policy on Whistleblowing to ensure it refers to the Anti-Corruption and Bribery Policy;
- g) Added bribery to the list of offences that may constitute gross misconduct (with the potential for dismissal) for members of staff.

3. Who is covered by the policy?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, Governors, employees (whether permanent, fixed-term or temporary), joint venture and/or business partners, consultants, contractors, trainees, seconded staff, homeworkers, casual staff and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the College, or any of its subsidiaries or their employees, wherever located (collectively referred to as staff in this policy).

4. What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any improper commercial, contractual, regulatory or personal advantage. Examples include:

(a) Offering a bribe

- A member of staff suggests that in return for a donation, they can offer a place to a child at the College.
- This would be an offence as the member of staff is making the offer to gain a commercial advantage. The College may also be found to have committed an offence because the offer has been made to obtain business for the College. It may also be an offence for the potential client to accept the offer.
- All new pupils to the school have to pass through the procedures outlined in the College's Admissions Policy.
- Note, there is nothing to prevent the College accepting donations from parents of a pupil who is already in the school or who is already in receipt of an offer of a place provided these are offered without any intention of inducing inappropriate behaviour.

(b) Receiving a bribe

- A parent gives a member of staff a substantial gift in order that they make their child a House Prefect.
- It is an offence for a parent to make such an offer. It would be an offence for the member of staff to accept the offer as they would be doing so to gain a personal advantage.

(c) Bribing a foreign official

- The College's agent or business partner overseas, arranges to pay an additional payment to a foreign official to speed up an administrative process to enable the construction of a new school in time for a school year, whereas a delay in construction would have meant a year's schooling (and any associated income) would have been lost.
- The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for the College. The school may also be found to have committed an offence.

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

- An IT Company providing services to the College offers you a free I-Pad as an incentive for renewing its contract for services.
- A Ski Company tendering for a contract with the College to facilitate a College trip offers to accommodate the children of a member of staff on the trip free of charge.
- To request or offer a reduction in fees at another school in return for an expectation that the member of staff would induce other families to accept places at the other school.

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

5. Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. If a member of staff intends to host an event or invite a third party to an event in their capacity as an employee for the College, they should first inform the Bursar. Approval is required and will only be given if there is a clear business objective. The relevant form should be submitted to the Bursar who will return the form once approval has been given. See **Appendix B**.

There is no need for staff to seek prior approval from the Bursar for hospitality events that appear in the College calendar (e.g. drinks for parents, OE reunions etc.) as these have already been approved by the SLT and Governors who are satisfied that they meet the necessary requirements under the relevant legislation.

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 the College's name, not in the name of a member of staff;
- 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 Bursar or the Headmaster.

The College acknowledges that parents and pupils may choose to provide teachers, housemasters and mistresses and other staff with modest gifts including, inter alia, bottles of wine, books etc. for the work they have done 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 the College to ask all those in receipt of a gift whose value exceeds RM 400 to declare it to the College using the form include in Appendix C.

Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Bursar, who will consult with the Board.

The College also acknowledge that for some visitors, or for parents on or after open days, the College may provide small mementos.

The College appreciates that the market practice of giving business gifts 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 or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

6. What is not acceptable?

It is not acceptable for a member of staff (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 the College 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 they know or suspect is offered with the expectation that it will obtain an advantage for them;

- accept a gift or hospitality from a third party if they know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the College in return;
- threaten or retaliate against another member of staff 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.

7. Facilitation Payments and Kickbacks

- The College does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions. The use of any legal and recognised fast track process that is publicly available on payment of a fee should not be caught by this legislation.
- If a member of staff is asked to make a payment on the College's behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. The member of staff should always ask for a receipt which details the reason for the payment. If they have any suspicions, concerns or queries regarding a payment, they should raise these with the Bursar.
- Kickbacks are typically payments made in return for a business favour or advantage. All staff must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the College.

8. Donations

The College does not make contributions to political parties. It only makes charitable donations that are legal and ethical under local laws and practices and typically for the purposes of education. The College may occasionally support fundraising events organised by staff. No donation must be offered or made without the prior approval of the Bursar or the Headmaster.

9. Staff responsibilities

All members of staff must ensure that they 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 the College or under its control. All members of staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.

The College could be held liable for failing to prevent bribery if a person associated with it commits an offence under the Act. All staff must notify the Bursar or the Headmaster as soon as possible if they believe or suspect that a breach of this policy has occurred, or may occur in the future, or if they consider that you have been offered any inducement or reward with a view to obtaining a business or personal advantage. For example, if a third party offers a member of staff something to gain a business advantage with the College, or indicates to the member of staff that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in **Appendix A**.

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

10. Record-keeping

The College 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 the Bursar aware and keep a written record of all hospitality or gifts accepted or offered over RM 400 in value, which will be subject to managerial review by the Bursar.

All members of staff must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the College's expenses policy and specifically record the reason for the expenditure. The approved Hospitality Authorisation form should be attached to any expense claims.

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.

11. How staff should raise a concern

All members of staff are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with the Bursar. Concerns should be reported by following the procedure set out in the College's Whistleblowing policy. A copy of the Whistleblowing policy can be found on the College website or obtained from the Bursar.

12. What To Do If A Member Of Staff Believes They Are A Victim Of Bribery Or Corruption

It is important that the member of staff tells the Bursar as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

13. Protection

Members of 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. The College 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.

The College 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 a member of staff believes that they have suffered any such treatment, they should use the College's Grievance Procedure, a copy of which can be obtained from the Headmaster or Bursar's PA.

14. Training and Communication

Training on this policy forms part of the induction documentation for all new staff. All existing staff will be provided with details of the policy and where deemed necessary by the Bursar will receive relevant training on how to implement and adhere to this policy as necessary.

The College's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of any business relationship with them and as appropriate thereafter.

15. Who Is Responsible For The Policy?

1. The Board of Governors has overall responsibility for ensuring this policy complies with the College's legal and ethical obligations, and that all those under its control comply with it.
2. The Bursar has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.
3. The Bursar is responsible for collating examples, monitoring records of gifts and hospitality and as a first point of call for possible concerns.
4. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

16. Monitoring and Review

1. The Bursar will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
2. All staff are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
3. This policy does not form part of any employee's contract of employment and it may be amended at any time.

The College may also report any matter to the relevant government authorities and/or the police.

Appendix A

POTENTIAL RISK SCENARIOS: "RED FLAGS"

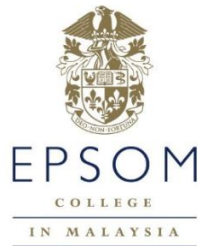
The following is a list of possible red flags that may arise during the course of a member of staff's time at the College, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If a member of staff encounters any of these red flags while working for the College, they must report them promptly to the Bursar (or if appropriate using the procedure set out in the whistleblowing policy):

- a) Being offered payment or donations in return for securing a place for a particular child or the appointment of a particular child to a position within the College, without following the College's usual admissions and appointment procedures;
- b) Being invited by a supplier or a parent to attend an event as their guest where the member of staff suspects the supplier or parent may intend to secure an improper advantage, or after having gone to the event, any suspicions have arisen;
- c) Being offered a lavish gift or gifts by a parent, supplier or other third party by virtue of their employment in the College;
- d) Being asked for free or subsidised places by senior members of staff at feeder schools;
- e) Being offered a charitable donation from a business which is likely to be tendering for a contract with the College or its subsidiaries;
- f) Being offered personal gifts or stock by suppliers of products;
- g) Experience an unusual change of circumstances in an overseas project, for example a sudden speeding up of timetable or being favoured for a site when it had looked like a long period of time would elapse between bidding and selection (or have any other cause to suspect that a bribe to a government official may have occurred to obtain licences to operate, to secure land or secure any other consent necessary to construct or operate a school).
- h) A member of staff becomes aware that a third party engages in, or has been accused of engaging in, improper business practices;
- i) A member of staff learns 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;
- j) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with the College, or carrying out a government function or process for the College;
- k) 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;
- l) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;

- m) A third party requests an unexpected additional fee or commission to "facilitate" a service;
- n) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- o) A third party requests that a payment is made to "overlook" potential legal violations;
- p) A third party requests that a member of staff provides employment or some other advantage to a friend or relative;
- q) A member of staff receives an invoice from a third party that appears to be non- standard or customised;
- r) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- s) A member of staff notices that the College have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- t) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the College;
- u) A member of staff is offered an unusually generous gift or offered lavish hospitality by a third party;
- v) Sudden large cash receipts appear in the bank account that occur other than as a result of normal business operations.

Appendix B



PRE APPROVAL FOR PROVISION OF HOSPITALITY/GIFTS

If you intend to provide hospitality or a gift to a parent, client, customer, contractor or any third party connected to the College that is not planned or noted in the College Calendar you will be required to seek the prior approval of the Bursar and submit this form. (Planned events that do not require approval would include, for example, Refreshments for Parents, OE Reunions, etc.).

Please refer to the College's Anti-Corruption and Bribery Policy for further details.

Name Position

• **Gift/Hospitality to be provided (Provide brief details)**

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.....

• **Reason for the gift/hospitality**

.....
.....

Signed..... Dated

This completed form should be sent to the Bursar for prior approval. A signed copy will be returned to you.

For Office Use Only: The details above will be recorded in the College's Record of gifts/hospitality and reviewed by the Governing Body annually.

Approved Dated
(Bursar)

Appendix C



RECORD OF GIFT/HOSPITALITY RECEIVED BY A MEMBER OF STAFF

You should complete this form if you have received a gift/hospitality in connection with your duties and responsibilities at Epsom College which is of significant value (over **RM 400**).

The completed form should be returned to the Bursar. The details will be recorded on a schedule and will be reviewed annually by the Bursar/Headmaster and Governing Body.

Employees should refer to the College's Anti-corruption and Bribery Policy for further details.

Name

Position

- **Gift/Hospitality received(Provide brief details)**

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.....
.....

- **Value/Anticipated Value**

- **Reason for the gift/hospitality**

.....
.....

Signed.....

Dated

For Office Use Only: The details above will be recorded in the College's Record of gifts/hospitality and reviewed by the Governing Body annually.

Signed
(Bursar)

Dated