

Anti-Corruption and Bribery Policy

1. Policy statement

a. It is our policy to conduct all of 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 dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

b. We will uphold all laws relevant to countering 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. About this policy

a. The purpose of this policy is to:

i. set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption;
and

ii. provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

b. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. We therefore take our legal responsibilities very seriously.

c. In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes members of the judiciary, court staff, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

d. This policy does not form part of any staff member's contract of employment and we may amend it at any time.

3. Who must comply with this policy?

This policy applies to all persons working for us or on our behalf, in any capacity and at all levels including staff, volunteers, interns, agents, contractors, external consultants, third-party representatives, partners, sponsors, or any other person associated with us (collectively, 'staff'), wherever located.

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4. Who is responsible for the policy?

- a. The trustees have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all staff comply with it.
- b. Compliance manager, Tanya Murshed has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.
- c. All trustees and individuals in positions of responsibility are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.
- d. You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.

5. What is bribery and corruption?

- a. **Bribery** is offering, promising, giving or accepting 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.

b. An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

c. 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 any organisation of any kind.

d. **Corruption** is the abuse of entrusted power or position for private gain.

6. What you must not do

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

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i. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that an advantage will be received, or to reward a advantage already given;

ii. give or accept a gift or hospitality during any negotiations, if this could be perceived as intended or likely to influence the outcome;

iii. accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;

iv. accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.

v. offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of Tanya Murshed;

- vi. threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- vii. engage in any other activity that might lead to a breach of this policy.

7. Facilitation payments and kickbacks

a. We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

b. **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).

c. **Kickbacks** are typically payments made in return for a favour or advantage.

d. 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. Reference should be made to our Procurement Policy. Only Trustees are generally authorised to procure goods or services on behalf of Evolve.

8. Gifts, hospitality and expenses

a. This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- i. establishing or maintaining good relationships with our partners and others we work with;
- ii. improving or maintaining our image or reputation; or

iii. Promoting or presenting our work and services effectively.

b. The giving of gifts to a third party is allowed if the following requirements are met (as well as the requirement of the Evolve Gifts and Hospitality Policy):

i. it is not made with the intention of influencing a third party to obtain an advantage, or to reward the provision of any advantage, or in explicit or implicit exchange for favours or benefits;

ii. it is given in our name, not in your name;

iii. it does not include cash or a cash equivalent (such as gift certificates or vouchers)
;

iv. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;

v. it is given openly, not secretly; and

vi. it complies with any applicable local law.

c. 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. Please consult Evolve's Gifts and Hospitality Policy for further information.

d. 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.

9. Donations

a. We do not make contributions to political parties.

b. We do not make charitable donations.

10. Record-keeping

- a. We must keep financial records and have appropriate internal controls in place which will evidence the reason for making payments to third parties.
- b. You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to review by the trustees.
- c. You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
- d. All accounts, invoices, and other records relating to dealings with third parties should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. Your responsibilities

- a. You must ensure that you read, understand and comply with this policy.
- b. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all of our staff. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- c. You must notify Tanya Murshed or another member of the Evolve Management Committee (Marianne Alton or Alex Bennie) as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. A list

of "red flags" that may indicate bribery or corruption are set out in clause 16.

12. How to raise a concern

- a. You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- b. 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 report it in accordance with our Whistleblowing Policy as soon as possible.
- c. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with the compliance manager.

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13. Protection

- a. Individuals 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.
- b. We are 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 inform the compliance manager immediately.

14. Training and communication

- a. Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.
- b. Our zero-tolerance approach to bribery and corruption will be communicated to all partners at the outset of our relationship with them and as appropriate thereafter.

15. Breaches of this policy

- a. Any staff member who breaches this policy will face disciplinary action, which could result in removal from their position with Evolve.
- b. We may terminate our relationship with other individuals and organisations who partner with us if they breach this policy.

16. Potential risk scenarios: "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 using the procedure set out in the Whistleblowing Policy:

- i. you become aware that a third party engages in, or has been accused of engaging in, improper practices;
- ii. 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;

- iii. a third party insists on receiving a commission or fee payment before committing to an engagement with us;
- iv. a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- v. a third party requests an unexpected additional fee or commission to "facilitate" a service;
- vi. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- vii. a third party requests that a payment is made to "overlook" potential legal violations
;
- viii. a third party requests that you provide employment or some other advantage to a friend or relative;
- ix. you receive an invoice from a third party that appears to be non-standard or customised;
- x. a third party insists on the use of side letters or refuses to put terms agreed in writing;
- xi. you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- xii. 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 us; or
- xiii. you are offered an unusually generous gift or offered lavish hospitality by a third party.

Reviewing the policy

Evolve's Trustees will review this policy every year, or when legislation changes.

Next Review Date: January
2021

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