



# **ITG Anti-Bribery & Corruption Policy & Guidance**

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# 1. Introduction

## 1.1 What is Bribery & Corruption?

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

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

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 business dealings and relationships, wherever we operate, and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption and are bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

## 1.2 Purpose

It is not the purpose of this policy to create obstacles or to constrain business, rather the ITG Management Team believes that compliance with this policy contributes to safeguarding business success.

The purpose of this policy is to:

- > **set out our 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.**

## 1.3 Scope

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

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 actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 1.4 Your responsibilities

You 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 us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your manager or the Compliance Officer 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.

Further “red flags” that may indicate bribery or corruption are set out in Appendix 3.

## 1.5 Breaches of this policy

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

ITG may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

## 1.6 Monitoring and review

Our Compliance Officer, **Mike Fox**, and the HR Department, 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.

This policy does not form part of any employee’s contract of employment and it may be amended at any time.

## 1.7 Other Policies

This policy should be read in conjunction with:

> **ITG Travel & Expenses Policy.**

## 2. General Policies

### 2.1 Facilitation payments and kickbacks

We do 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.

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 that details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with our Compliance Officer, Mike Fox.

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

### 2.2 Hospitality, Gifts & Expenses

‘Hospitality’ and ‘Gifts’ refer to any benefit that is offered outside a contractual relationship between two parties. This policy allows reasonable and appropriate hospitality for the purpose of:

- > **establishing or maintaining good business relationships;**
- > **improving or maintaining our image or reputation; or**
- > **marketing or presenting our services effectively.**

**See Appendix 1 for ITG’s guidance on appropriate hospitality. Please discuss any hospitality requirements with your line manager and/or the appropriate Director(s). As a general rule we do NOT accept any supplier gratuities, entertainment or hospitality.**

While ITG takes its responsibilities towards preventing Bribery and Corruption very seriously, we recognise that on occasion, our customers or suppliers may express their thanks by sending us a gift; similarly we may wish to extend our thanks to them.

#### **Procedure for giving/receiving Hospitality & Gifts to/from Clients**

The giving or receiving of gifts to/from ITG Clients is permitted, 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 our name, not in your 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, or politicians or political parties, without the prior approval of the senior management team and compliance officer.

***If you intend to give a gift to or receive a gift from an ITG Client, please follow the Gift Register guidance in section 2.3 below and complete the Gift Register in Appendix 2.***

**Please note:** You should not give a gift to a client on behalf of ITG without the express authority of our Compliance Officer, Mike Fox (ITG Finance Director; [mikefox@itg.co.uk](mailto:mikefox@itg.co.uk)), and your line manager.

### **Giving/receiving Hospitality & Gifts to ITG Suppliers**

The Company does not permit the giving or receiving of gifts to/from approved Suppliers.

If you receive a gift or an invite to a hospitality event from a supplier, the Company policy is that you respectfully decline. If you are unsure as to the best course of action, please contact Darren Lowe, Procurement Director at [darrenlowe@itg.co.uk](mailto:darrenlowe@itg.co.uk)

**ITG recognises that some Suppliers may send gifts direct to you at your place of work, such as Fort Dunlop. Suppliers should be dissuaded from doing this in line with above. Any deviation from this policy must be specifically agreed by our Compliance Officer, Mike Fox, and Darren Lowe, Procurement Director.**

We appreciate that the 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; you must always consider this when giving a gift.

It is not acceptable for you (or someone on your behalf) 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 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;
- > 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;

- > accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- > offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- > threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- > engage in any other activity that might lead to a breach of this policy.

### 2.3 Record-keeping/Gift Register

We must keep financial records and have appropriate internal controls in place that will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts given or received to your line manager and the compliance officer using the **Gift Register** declaration in Appendix 2 of this policy. This declaration will be subject to managerial review.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our **Travel & 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.

### 2.4 Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of our Compliance Officer, Mike Fox.

### 2.5 How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or our Compliance Officer, Mike Fox. Concerns should be reported by following the procedure set out in our Whistleblowing Policy, which can be found in the Employee Handbook.

### 2.6 What to do if you are a victim of bribery or corruption

It is important that you tell your line manager or our Compliance Officer, Mike Fox, as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.



## 2.7 Protection

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.

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. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Employee Handbook.

## 2.8 Training and communication

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

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

### Declaration

I have read and understand the requirements of this policy and agree to abide by it

Signed: .....

Print Name: .....

Department: .....

Line Manager: .....

Date: .....

Please return a copy of this form to the Human Resources Department for retention on your personal file.

## Appendix 1

### Corporate Hospitality

Refers to all hospitality and related benefits that involve an organised event (sporting, cultural or otherwise) where a third party is being entertained in connection with a legitimate business reason. ITG will always consider the timing when organising an event and will not arrange any event in the lead up to a pitch or contract renewal.

All ITG corporate hospitality is organised centrally by the Senior Management Team. If you would like to invite a client or supplier to an event, you must always first discuss this with your line manager and the appropriate member of the senior management team.

- > **If you are invited to a corporate hospitality event by a client, you should always discuss the appropriateness of your attendance with your line manager;**
- > **If you are invited to a corporate hospitality event by a supplier, ITG would always recommend that you respectfully decline.**

Occasionally, a customer may offer to pay for accommodation, food and entertainment on a business trip. Before accepting, please discuss this with your line manager and the Compliance Officer, who will advise if this must be declared on the **ITG Gift Register** (Appendix 2)

You should ensure that anything paid for seems reasonable and is not 'lavish' or 'excessive'.

Test for 'reasonableness':

- > **business hotel;**
- > **only for the duration of the business trip;**
- > **it is public and open.**

You should not accept:

- > **hospitality beyond the length of the business trip;**
- > **any invites to private holiday residences.**

### Routine Hospitality

Relates to general hospitality and benefits for third parties in connection with legitimate business interests as deemed necessary (e.g., drinks, lunch, dinner).

As with all hospitality, you should make every effort to ensure this is not excessive and is in line with ITG's Expenses Policy. If this falls outside business hours and is in excess of £50.00, you should first seek approval from your line manager and declare this to the compliance officer.

## Appendix 2

### ITG Gift Register

This register should be completed in full in **all circumstances** and emailed to [mikefox@itg.co.uk](mailto:mikefox@itg.co.uk) if:

You intend to give a gift/routine hospitality to a client or supplier;

Or,

You have received a gift/routine hospitality from a client or supplier.

Section 1 – The giving of gifts/hospitality to clients/suppliers		
Your name:		
Job Title & Account/Department:		
Name of beneficiary: <i>(person receiving the gift)</i>		
Company name:		
Are they an ITG Client or Supplier?	Client <input type="checkbox"/>	Supplier <input type="checkbox"/>
Reason for gift/hospitality: <i>Please provide a full description:</i>		
Discussed reasons with line manager:	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Line Manager name:		
Compliance Officer comments:		
Compliance Officer Approval:	Yes <input type="checkbox"/>	No <input type="checkbox"/>

Section 2 – gifts/hospitality received from ITG clients/suppliers		
Your name:		
Job Title & Account/Department:		
Line Manager:		
Discussed with line manager:	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Line Manager name:		
Detail of items/hospitality: <i>Please provide a full description:</i>		
Declared to Compliance Officer:	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Compliance Officer comments:		

**If a gift is received from a Supplier, this must be declared and included in the ITG Christmas Raffle for all staff**

## Appendix 3

### 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 anticorruption 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 to your manager or to our Compliance Officer, Mike Fox:

1. you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
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;
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;
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;
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;
6. a third party requests an unexpected additional fee or commission to “facilitate” a service;
7. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
8. a third party requests that a payment is made to “overlook” potential legal violations;
9. a third party requests that you provide employment or some other advantage to a friend or relative;
10. you receive an invoice from a third party that appears to be non-standard or customised;
11. a third party insists on the use of side letters or refuses to put terms agreed in writing;
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. 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
14. you are offered an unusually generous gift or offered lavish hospitality by a third party.