



ANTI-BRIBERY POLICY

Policy Statement

GALVmed's policy is to conduct its business in an honest and ethical manner. **GALVmed has a zero tolerance approach to bribery and corruption.** GALVmed is committed to acting professionally, transparently and with integrity in all its business, implementing and enforcing effective systems to counter bribery.

GALVmed will uphold all laws relevant to countering bribery and corruption in all the jurisdictions it operates in. GALVmed however, remains bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and overseas.

Policy Purpose

The purpose of GALVmed's Anti-Bribery Policy (the Policy) is to:

- set out its responsibilities, and of those working for GALVmed in whatever capacity, to observe and uphold GALVmed's position on bribery and corruption; and
- to provide information and guidance to those working for, or interacting with, GALVmed on how to recognise and deal with bribery and corruption.

Scope

This policy applies to all 1) GALVmed employees; 2) Board Directors (trustees); and 3) all consultants, contractors, partners, and agents acting for, or on behalf of, GALVmed within the UK and overseas (associated parties).

Bribery Act 2010

The Bribery Act 2010 (the Act) describes bribery as a criminal offence and applies to GALVmed's conduct both in the UK and overseas. A criminal offence will be committed under the Act if an employee, trustee or associated persons, either in the UK or overseas:

- offers, promises or gives a bribe to another person;
- requests, agrees to receive, or accepts a bribe;
- bribes a foreign public official in order to retain business; or
- an organisation fails to prevent an act of bribery by those who perform services for or on its behalf.

Definitions

Corruption is influencing someone to act, in the belief that they will probably do so primarily in return for the receipt of an advantage directly or indirectly. Corruption includes bribery and fraud.

Bribery is the offering, promising, giving, accepting or soliciting of money, gifts or other advantages as an inducement to do something that is illegal or a breach of trust in the course of carrying on an organisation's activities.

Appendix 1 provides further guidance on allowable and disallowable gifts, entertainment and hospitality. Specifically, facilitation payments to government officials are not allowed.

Responsibilities

It is the contractual duty and responsibility for all *Employees, Trustees and Associated Parties* to:

- act with propriety at all times, in particular in the use of GALVmed resources;
- be alert to the possibility that behaviours or transactions could be an indication of bribery (see indicators of corruption in appendix 2); &
- report immediately to the *Senior Director of Corporate Services and Finance* if they suspect bribery is taking or has taken place (through the Whistleblowing Policy if necessary). All reported, attempted, declined and actual bribes should be recorded on the Bribery Register (see appendix 4).
- Employees will not suffer for refusing to pay or receive bribes, even if such refusal may adversely affect GALVmed.

The Finance and Risk Committee, on behalf of the Board, is responsible for ensuring procedures for anti-bribery are in place; monitoring the executive, operation and effectiveness of anti-bribery arrangements; and reviewing all reported circumstances of bribery, consider actions taken and report any serious incidents as necessary.

The *Chief Executive Officer* carries overall responsibility for implementing the Policy. This responsibility is delegated to the *Senior Director of Corporate Services and Finance* who has day-to-day responsibility for implementing this Policy and monitoring its use and effectiveness.

Board Directors (Trustees) individually agree to act within the law and in accordance with the Trustee Code of Conduct.

Directors and Managers have a specific responsibility to facilitate the operation of the Policy especially in relation to associated parties.

Breach

If any party is found guilty of bribery and corruption the penalties are substantial:

- Individuals – up to 10 years imprisonment and unlimited fine and potential confiscation of property
- Organisation – unlimited fines; potential imprisonment for senior managers/trustees (up to 10 years)

GALVmed will promptly and vigorously investigate all cases of actual or suspected bribery and take appropriate action.

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

If a *trustee* or *associated party* are found to have committed a breach of this Policy, it could lead to termination of the directorship or contractual relationship.

The reputational impact of GALVmed being linked to a bribery prosecution, or even a public investigation, could be very damaging especially in relation to its funding – current and future.

Procedures

GALVmed's anti-bribery procedures are an integral part of its wider organisational internal control framework. They are detailed in Appendix 3.

Agents

Agents are defined as representatives who have authority to make commitments on behalf of GALVmed. Agents in GALVmed are primarily key consultants but may also be other partners depending on the nature of their contract. We will communicate our zero-tolerance approach to bribery and corruption to all third parties that we work with.

Before working with a partner, we should determine their exposure to risk of bribery and corruption and undertake due diligence procedures, which will include an assessment of their procedures in respect to bribery and corruption. The level of this due diligence will be dependent on the relative importance of the work to GALVmed, their level of decision making on our behalf and our consideration of the risk of bribery and corruption occurring.

We will also seek to include a clause relating to fraud and bribery within every contract.

Security & Safety

Finally, but most importantly - payments demanded by a government official, police or army under duress should be avoided but GALVmed recognises that they may be unavoidable if the health and security of the employee, trustee or associated person's health and security is at risk. Should this be necessary, the employee should ensure to inform the Senior Director of Corporate Services and Finance on their return who will ensure the bribery procedure is followed (appendix 3).

Conflict of Interest

A *conflict of interest* is a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. A record of all trustee and external committee members' interests is maintained in the Confidentiality and Conflicts of Interest Register which is updated every 6 months. An annual declaration of interest is also received from staff. Staff, trustees and external committee members should ensure that all conflicts of interest are declared and not participate in decision making processes where a conflict of interest exists.

Version Control

Date	Activity
January 2010	Policy adopted
March 2012	Policy reviewed by FAC. No changes.
September 2016	Policy refined. Minor title changes. Full review & re-launch due.
March 2017	Significant refinement further to Finance & Audit Committee review.
September 19 & 20 & November 21	Policy reviewed by FRC and minor title changes.
May 2022	High level review. No changes
August 2022	Guidance on gifts to connected parties included.
May 2023	Policy refined to include conflicts of interest, indicators of corruption, agents and other minor changes
August 2024	High level review. Minor updates due to changes in post.

APPENDIX 1 Bribery, Gifts, Entertainment and Hospitality - examples

The Anti-Bribery Policy means that all employees, trustees and associated parties must:

- reject demands for, or offers, of bribes;
- make clear anti-bribery stance;
- record details of any bribery or attempted bribery including declined gifts; and
- report any incidents.

The following are practical examples of bribes and disallowed/allowable expenditure. They are not exhaustive and will be updated as necessary:

Disallowed:

- any gifts in the form of cash or cash equivalent
- gifts delivered to/received at a residential address
- entertainment of an inappropriate nature
- gifts to or from a government official
- political party donations
- facilitation payments (small, unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer has a legal or other entitlement)¹
- the offer or receipt of gifts, entertainment or expenses whenever such arrangements could affect the outcome of business transactions and are not reasonable and bona fide expenditures
- the paying of excessive travel and entertainment expenses on behalf of contractors, suppliers, government officials or employees of any government owned entity
- the falsification of financial documents (invoices, expense forms, etc.) or records to conceal a bribe
- payment to secure a registration, business licence, utilities, etc.
- payment/gift to release imported goods or allow the export of goods
- payment to let your vehicle through a road block

Allowable:

- modest (value does not exceed GBP50 or the local equivalent) gifts and hospitality may be accepted so long as it does not interfere with ethical judgement and does not create an appearance of impropriety. It must be transparent, auditable and proportionate. If a gift or hospitality is not appropriate, then every effort must be made to refuse the offer without creating offence. If the gift cannot be refused it should be declared.
- invitation to an event (that it is believed not to have been extended to influence a decision) which involves a related person, overnight accommodation, long distance travel or extravagant hospitality – with Chief Executive Officer approval (or FRC Chair where requested by CEO)
- charitable donations which are nominal in value (< £100) with prior approval of the CEO
- payment of modest tips
- provision of promotional materials at meetings, conferences, etc. as appropriate
- Gifts to connected parties following a life event – see further guidance below.
- Hospitality may be provided by GALVmed to a third parties for an approved business purpose which is consistent with the achievement of GALVmed's charitable objectives. It is anticipated that such occasions are exceptional and therefore subject to line manager approval. In this context, reimbursement for reasonable meal expenses is allowable up to a maximum of £30 per head.

All gifts or hospitality accepted and rejected must be recorded in the Register of Gifts, Entertainment and Hospitality.

Gifts to Connected Parties:

Under some exceptional circumstances, it may be deemed appropriate, for example for reputational reasons, that GALVmed provides a gift in relation to a life event of a connected party (e.g., charitable donation to a cause following death of a connected party). Where this is the case, the gift must be nominal in nature and value (under £100) and subject to pre-approval by the CEO (or FRC Chair where requested

¹ BOND – Anti-Bribery Principles and Guidance for NGOs

by CEO) with the FRC notified in the subsequent meeting. Any gifts exceeding £100 are subject to approval by the FRC Chair.

APPENDIX 2 Indicators of Corruption

Bribery exists in all countries. There are however some risk factors which may be indicative that bribery is more commonplace. These risk factors should be assessed to determine the overall likelihood and impact of bribery taking place. These include:

- Geographical – risks may be higher in certain countries or regions within countries. Activities in urban areas may pose different risks to activities in rural areas.
- Cultural – in certain cultures and work environments, bribes may be seen as “business as usual”.
- Emergency – any activity which is under time pressure may increase risk.
- Partners – Factors that may impact bribery risk include: size/structure/governance of partners; adequacy of partners’ control systems; partner selection processes; partnership contracts and agreements; and partners’ monitoring and support processes; political involvement or connections of partners.
- Procurement – increased risk where processes are not fair or transparent. Procurement is a high-risk area for bribery.
- Transactions – certain transactions may carry higher risk; for example, payments to government officials, major contracts and payments through third parties.
- Recruitment – bribes can be offered or sought as part of recruitment processes.
- New activities – there may be increased risk when organisations start new activities in which they have limited experience, such as in a new country, or commercial operations.

Some examples that bribery may be taking place are:

- Abnormal cash payments
- Pressure exerted for payments to be made urgently or ahead of schedule
- Payments being made through 3rd party country (e.g. Goods or services supplied to country ‘A’ but payment is being made, usually to shell company in country ‘B’)
- Abnormally high commission percentage being paid to a particular agency. This may be split into two accounts for the same agent, often in different jurisdictions
- Private meetings with public contractors or companies hoping to tender for contracts
- Lavish gifts being received
- Individual never takes time off even if ill, or holidays, or insists on dealing with specific contractors themselves
- Making unexpected or illogical decisions accepting projects or contracts
- Unusually smooth process of cases where individual does not have the expected level of knowledge or expertise
- Abusing decision process or delegated powers in specific cases
- Agreeing contracts not favourable to the organisation either with terms or time period
- Unexplained preference for certain contractors during tendering period
- Avoidance of independent checks on tendering or contracting processes
- Raising barriers around specific roles or departments which are key in the tendering/ contracting process
- Bypassing normal tendering/contractors procedure
- Invoices being agreed in excess of contract without reasonable cause
- Missing documents or records regarding meetings or decisions
- Company procedures or guidelines not being followed
- The payment of, or making funds available for, high value expenses or school fees etc. on behalf of others

APPENDIX 3 Anti-Bribery Procedures

GALVmed's anti-bribery procedures are an integral part of its wider organisational internal control framework and include:

1) Risk assessments

Bribery risk assessment is part of GALVmed's ongoing risk management process and will be undertaken annually in conjunction with a review of GALVmed's Risk Register. The process will identify/update where GALVmed is likely to encounter bribes, the likely frequency, impact if not paid and mitigations to reduce the risk of bribes. External risk factors that will be considered in the process are included in appendix 2.

2) Due Diligence

GALVmed will ensure the bribery risk is assessed prior to contracting a partner and will carry out periodic due diligence based on that risk assessment thereafter, including confirming partners have anti-bribery policies and procedures which is consistent with this guidance. GALVmed's contracts have an anti-bribery clause which will be reviewed regularly.

3) Communication and Training

The Chief Executive Officer, through the Senior Director, Corporate Services and finance will ensure that the Policy is embedded and understood throughout GALVmed via internal and external communication as appropriate. Staff will be required to confirm they have read the policy annually as part of their mandatory training completed within their Performance Development Plan.

All employees will receive anti-bribery training upon commencement of employment. Annual refresher training will be provided to all employees. Anti-bribery training should also be provided to key high risk associated parties, where they may be exposed to risk of bribery in the field.

4) Record Keeping and Reporting

Financial - all accounts, receipts, invoices and other documents and records relating to associated parties must be prepared and monitored with strict accuracy and completeness. All such documents must be submitted to GALVmed Finance Department promptly. No accounts must be kept "off record" to facilitate or conceal improper payments.

Bribery Register - GALVmed will maintain records of all attempted, refused and actual bribes. A Bribery Register will be held at each GALVmed office location (Appendix 4). Home based/seconded employees will be associated with the GALVmed Office in the same continent. The Head of Office will be responsible for ensuring they are maintained and for submitting them annually to the Senior Director, Corporate Services and Finance by 14th April or the nearest working day. Trustees will advise the Board Chair/Co-Chairs of any such situation, who in turn will advise the Senior Director, Corporate Services and Finance. Associated parties will advise the related project manager.

Gifts, Entertainment and Hospitality Register – all gifts accepted, declined or given must be recorded in the Register of Gifts, Entertainment and Hospitality (Appendix 5) and maintained and submitted in the same manner as that of the Bribery Register as noted above. For further guidance on gifts, entertainment and hospitality please refer to Appendix 1.

Should bribery be identified, local law enforcement should be notified, as well as any relevant government department. Proven cases of bribery will be reported to the relevant funder and any material non-compliance to the Charities Commission. GALVmed's external auditors will be advised of both instances.

5) Monitoring and Compliance

The Senior Director, Corporate Services and Finance will review the implementation of this policy in respect of its suitability, adequacy and effectiveness and make improvements as appropriate. The Finance & Risk Committee will independently assess the adequacy of the Policy.

APPENDIX 4 BRIBERY REGISTER

LOCATION _____

PERIOD _____

Bribes offered to GALVmed

Date	Offered by	Offered to	Nature of the bribe	Estimated value	Confirmation of rejection and reason the bribe was offered	Recorded by	Action taken

Bribes requested of GALVmed

Date	Requested by	Requested from	Nature of the bribe	Estimated value	Confirmation of rejection and reason the bribe was requested	Recorded by	Action taken

Completed by: **Name:** _____

Signature: _____

Date: _____

APPENDIX 5 REGISTER OF GIFTS, ENTERTAINMENT AND HOSPITALITY

LOCATION _____

PERIOD _____

Given from GALVmed

Date	Given to	Details of gift, entertainment, hospitality	Approximate value	Reason for providing it	Approved by

Offered to GALVmed (Accepted or Rejected)

Date	Offered from	Details of gift, entertainment, hospitality	Approximate value	Accepted or rejected?	Reason for accepting or rejecting	Approved by

Completed by: **Name:** _____

Signature: _____

Date: _____