

## Probity & Bribery Policy

### Policy Statement & Purpose

#### Probity

This policy is in place to ensure that principles of accountability, probity and openness inform everything we do. Our colleagues and Board members should conduct themselves with integrity, trust and fairness and must not gain inappropriate benefit from their connection with Bromford.

Our decisions must be fair and open. We shouldn't treat, or appear to treat, colleagues, Board members, their close relatives, customers, suppliers or anyone more favourably than anyone else.

#### Accountability

We must be able to explain what we do and why we do it and be accountable for our actions. We should do the right thing and be mindful of professional codes of conduct.

#### Openness

We must be clear and honest about our activities so our customers, partners and stakeholders can have confidence in us. Bromford is committed to acting in an open, transparent and accountable way. We make sure that:

- Our public statements and reports are clear, comprehensive, balanced and fully represent the facts;
- We show a willingness to be open with our customers and stakeholders;
- We carry out appropriate consultation before major changes are decided; and
- We keep personal information confidential at all times.

Colleagues should avoid situations which could create a conflict of interest between their personal interests or their close relatives and friends and the work they do for Bromford. If a conflict of interest arises it should be reported and managed in accordance with the annual Declaration of Interest process.

#### Bribery

Bromford will not tolerate bribery or corruption in any form. Bromford aims to conduct business in an honest way and without the use of corrupt practices or acts of bribery to obtain unfair advantage. This Policy sets out how we seek to maintain the highest ethical standards and protect our reputation against any allegations of bribery.

Bromford Board and Committee members, employees, volunteers, agents and others acting on Bromford's behalf must not offer, solicit or accept any bribe.

The purpose of this Bribery Policy is to provide a framework which helps to ensure that Bromford:

- Takes appropriate measures to deter Bribery;
- Maintains necessary procedures to detect Bribery;
- Investigates all instances of suspected Bribery; and
- Encourages colleagues to report any suspicion of Bribery

Some parts of Bromford, such as those dealing with assets and development, have a higher risk exposure to bribery in relation to negotiations with suppliers and contractors. Colleagues working within this business area must be cautious when dealing with third parties and representatives.

Where Bromford discovers bribery has taken place, it would be brought to the attention of the Fraud and Financial Crime Specialist to be investigated internally. If there are grounds to believe an offence has been committed, this will then be escalated and, if necessary, a full disclosure made to the Serious Fraud Office.

## Scope

The principles and terms within this document apply to colleagues and Board members within Bromford.

References to the Board in this document are as defined in the Governance Framework as the coterminous board acting as the board of each Group RP entity.

Bromford operates a coterminous Board across each of the Registered Providers. With the exception of two identified board members, each Non-Executive Director is a Director and Member of:

- Bromford Housing Group Ltd
- Bromford Home Ownership Ltd
- Bromford Housing Association Ltd
- Merlin Housing Society Ltd

A part of our approach to conflict management, there will always be two individuals who are not shared with Bromford Home Ownership and who sit as board members of the other three entities only.

## Reference Documents

This policy is published on the Hub.

Additional guidance, related policies and procedures:

List of Referenced Documents
Financial Standing Orders
Governance Framework
Group Delegation Framework
Lettings Policy
Gifts & Hospitality Process
Declarations of Interest Process
Colleagues who are customers Process
Procurement Policy

Recruitment Policy
Executive Remuneration Policy
Rules (of BHG and subsidiaries)
UK Corporate Governance Code
Group Conflicts of Interest Policy

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## Legislative Requirements

By following this policy, colleagues make sure that Bromford:

- Complies with legislation (s.122 of the Housing & Regeneration Act 2008 & the Bribery Act 2010)
  - [Bribery Act 2010](#)
  - [Housing & Regeneration Act 2008](#)
  - [Public Interest Disclosure Act 1998](#)
- Complies with regulatory requirements
- Meets best practice and, where applicable, charity law principles

## Bribery

This policy relates to actual or attempted acts of bribery. Under the Bribery Act 2010 it is a criminal offence for a person to

- offer, promise or give a bribe;
- request, agree to receive or accept a bribe.

It is also an offence for an organisation to fail to prevent bribery.

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## Responsibilities

For queries about this policy please contact the Governance, Risk and Assurance Team.

**The Board** and Executive has overall responsibility for this policy and are responsible for setting a rigorous and visible example of probity and conduct for colleagues.

Board members have a duty to make sure that Bromford's assets are kept safe and used appropriately.

The Directors, the Chief Executive, the Audit and Risk Committee and the Board can authorise exceptions as per the Policy Principles section.

**Leaders are responsible for** engaging with their team to:

- Implement and maintain the processes and procedures;
- Ensure that their people are aware of their responsibilities and receive appropriate training.

**All colleagues are responsible for:**

- Carrying out their work in line with this policy and associated procedures;
- Applying our values and behaviours in everything they do;
- Informing your line manager or the Governance, Risk and Assurance Team of all gifts and hospitality offerings.

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## Conflict of Interest

This section applies to Bromford colleagues and board members. However, the Group Conflicts of Interest Policy sets out in more detail how Board members should identify and manage conflicts.

Colleagues should act impartially and shouldn't be influenced by social or business relationships. They shouldn't use their role at Bromford to further their own interests.

Where a colleague's private interests conflict (or could potentially conflict) with the work they do at Bromford the colleague should declare it. Colleagues who are also a resident of Bromford should be aware of the potential conflicts of interest which may arise from this situation. Take extra care not to do anything at work or in your personal life which might look as if your integrity has been compromised.

All colleagues, board members and Committee Advisors will be asked to make an annual declaration of interest but additional declarations of interest can be made at any time to their Leader or the Governance, Risk and Assurance Team. The process will be managed in accordance with the **Declarations of Interest Process**.

All board members, committee members and Colleagues must advise the Governance Risk and Assurance Team about any directorships or other significant positions of responsibility they have outside Bromford, including those of their close relatives or friends. This includes positions held elsewhere in the housing sector or connections they might have with organisations who have contracts with Bromford for example, where you are a board member or committee member of another social housing landlord or voluntary agency.

All conflicts (or potential conflicts) will be recorded in a register and managed in accordance with the declaration of interest procedure. The colleague's leader will be informed of any conflict (or potential conflict) to ensure that this does not materially impact on a colleague's day-to-day role so that the conflict can be managed at team level.

The colleague's director will be required to authorise a conflict if it is likely to create an issue. Advice should be sought from the company secretary if there is any uncertainty about whether to authorise a conflict. The board will consider any potential issues relating to board member conflicts.

Only in exceptional circumstances will a contract of employment or a contract for the supply of goods or services be given to a Board member, and, depending on the circumstances, an ex-Board member or their close relative.

A contract may only be given with the approval of the Audit & Risk Committee, who will consider the circumstances in light of:

- statutory and regulatory requirements
- principles of charity law and guidance
- Bromford's Rules
- Public perception

Under S122 of the Housing and Regeneration Act 2008, current or recent shareholders of a Bromford Company cannot be paid a gift, dividend or bonus. Any payments or benefits that are made in accordance with this policy to any colleague, including the Chief Executive, must be approved by the Board and decisions minuted for public inspection.

## **Colleagues who are Customers**

Bromford recognises that there is much insight we can gain from colleagues who are also customers; customers who wish to become colleagues; or, from colleagues who wish to become customers. However, there should be no preferential treatment for either colleagues or customers and the **Colleagues as Customers Procedure** and any other specific guidance relating to a particular procedure should be followed during any application process and on recruitment. Colleagues who are customers should not use their position to gain access to any information to provide an advantage in their private life and may be the subject of disciplinary action if this is the case. The following principles should be adhered to:

- Fairness and equal opportunity.
- No preferential treatment.
- Encouragement without favouritism.
- Adherence to policies and procedures.
- Relevant declarations of interest to be made and recorded.

## **Gifts and Hospitality**

- **Given by Bromford colleagues**

Money spent on gifts and hospitality should be reasonable and justified. The Board will set an example when using Bromford funds. Our **Gifts & Hospitality Process** sets out when and how we should give gifts and hospitality, including how these should be captured and recorded.

- **Given to Bromford colleagues**

Any offer should be carefully considered before it is accepted. If a gift or hospitality is accepted, it should be reasonable and in proportion to the work that has been done to deserve it. Colleagues must not ask for personal gifts or suggest a gift or hospitality under any circumstances.

The **Gifts & Hospitality Process** sets out when colleagues can consider accepting an offer of a gift or hospitality or when they should politely decline it. A register is kept by the Governance, Risk and Assurance Team to record gifts and hospitality that colleagues have given and received.

## **Bribery**

Bribes may take different forms but they usually involve a corrupt intent and are of benefit to both parties involved. Examples are:

- A direct or indirect promise of something of value;
- The offer or receipt of a fee, reward or other advantage; and
- The giving of a donation with the aim of influencing a decision or action.

Bromford is committed to an effective anti-bribery strategy. As part of this commitment Bromford will be proactive in communicating its anti-bribery stance to colleagues and external organisations.

Colleagues should never:

- offer, accept or demand a bribe (including excessive gifts and hospitality) in order to attract or keep business or gain any other inappropriate advantage;
- offer or give in to demands to make illicit or illegal payments to anyone we do business with;
- engage and/or pay for services we don't legitimately need or have received in line with our Procurement Policy;
- make illegal or inappropriate contributions to candidates for public office or to political parties/organisations.

To support this stance, we will:

- annually review the levels of gifts and hospitality that are deemed acceptable or excesses and the appropriate course of actions;
- carry out periodic, informed and documented risk assessments of potential bribery risks faced by the business;
- provide training to colleagues and board members on the Bribery Act and counter bribery procedures;
- be proactive in communicating its anti-bribery stance to employees and external organisations; and
- we will produce an annual compliance statement and have periodic independent reviews to confirm that we follow the policy principles.

Colleagues should comply with Bromford's financial, auditing and management control systems.

The potential consequences of being convicted of a bribery offence, include sanctions for both individuals and organisation. The organisation could receive an unlimited fine, and individuals can face up to 10 years imprisonment.

## Risks

- Poor governance arrangements which do not support the achievement of our Strategy, DNA and our intended outcomes for customers in an effective, transparent and accountable manner.
  - Lack of probity that negatively impacts on our resources and reputation.
  - Our customers and stakeholders expect us to use our financial resources wisely - Bromford's reputation could be damaged.
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## Assurance Framework

All colleagues are required to read and understand this policy;

All colleagues will be required to complete appropriate training relating to this policy which will test understanding;

This policy will be reviewed every three years or sooner if changes are made to organisational structure, responsibilities, assurance arrangements or changes in the external environment.

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## Document Details

<b>Owner:</b>	Sarah Beal – Head of Governance and Company Secretary
<b>Approved By:</b>	Board of Bromford Housing Group Limited
<b>Date of Approval:</b>	July 2021
<b>Next Review Due:</b>	July 2024
<b>Policy Version:</b>	2.0