

**Guardian Media Group plc and Guardian News & Media Limited**

**ANTI-BRIBERY AND CORRUPTION POLICY**

**INTRODUCTION**

Bribery and Corruption undermine democracy and the rule of law. They inhibit economic growth, cause poverty and suffering (especially in developing countries), and damage business generally.

Under the UK Bribery Act 2010 (the "Bribery Act"), the making or receiving of a Bribe (as defined further below) is illegal and there are serious penalties for individuals and companies. The Act specifically holds UK companies liable for failing to prevent Bribery.

**Commitment**

The Board of directors of Guardian Media Group plc ("GMG"), Guardian News & Media Limited ("GNM") and the trustees of their ultimate owner, The Scott Trust, are committed to maintaining the highest standards and promotion of good practice in the prevention of Bribery and Corruption both within GMG and GNM and in the media industry generally. We are committed throughout our organisation to carrying out business **fairly, honestly, openly**, and in compliance with the laws on Bribery and Corruption. Our commitment is set out in this Anti-Bribery and Corruption Policy (the "Policy").

**Application and Responsibility**

This Policy applies to GMG, GNM and all subsidiary companies of GNM. It applies to domestic and international operations of GMG and GNM and to all directors, officers, employees and representatives of GMG, GNM and GNM subsidiaries ("Guardian Personnel"). Further, it applies to all agents, contractors, resellers and joint venture partners and other third parties who perform services in association with or on behalf of GMG, GNM or GNM subsidiaries ("Associated Third Parties").

Since GMG and GNM can be held responsible for the conduct of Associated Third Parties, the prevention of Bribery and Corruption is our **shared responsibility**. All Guardian Personnel and (where it is proportionate and appropriate to do so in accordance with GMG's risk assessments) Associated Third Parties should be made aware of and should abide by the contents of this Policy.

**Anti-Bribery and Corruption Committee**

GMG and GNM's Anti-Bribery and Corruption Committee (the "Committee") reports regularly to the Board. The Committee is responsible for the Policy, including its design, implementation and operation on an ongoing basis. The Committee has directors and senior managers from Editorial, Legal, Finance, Commercial, HR, Risk and Communications.

**ANTI-BRIBERY CODE OF CONDUCT**

**General Standards of Conduct**

1. All Guardian Personnel and Associated Third Parties are expected to conduct GMG and GNM's business in accordance with best practice of UK business standards, that is to say legally, ethically and with the highest levels of integrity.
2. Engaging in Bribery or Corruption, or any other activity that would lessen the reputation or integrity of GMG and GNM generally, in any jurisdiction, regardless of local custom or practice, is strictly prohibited.

#### **Making and Receiving Bribes**

3. Both the offering and receiving of Bribes are criminal offences under the terms of the Bribery Act. A **Bribe** is any benefit (financial or otherwise) which is intended to induce or reward an individual for **improperly** performing a function or activity.
4. By "improper", we mean that the individual has breached an expectation that they will act in good faith, or impartially, or in accordance with a position of trust. By "function or activity" we mean any business activity, whether in the public or private sector. The value of the benefit does not determine whether or not it constitutes a bribe, although the greater the value the greater the risk the benefit could be viewed as a potential bribe.
5. Consequently, no Guardian Personnel or Associated Third Parties shall **offer, promise or give** any Bribe to any person in order to secure any form of advantage for GMG or GNM, including obtaining or retaining business, obtaining or retaining an advantage in the conduct of business, or directing business to any person or entity. Nor shall any Guardian Personnel or Associated Third Party **receive or agree to receive** any Bribe that may influence business decisions with which GMG or GNM is associated or connected, or compromise business judgment.
6. For journalists / Editorial staff, there are specific risks that certain conduct may amount to Bribes, for example the use of payments to: (i) improperly receive information; (ii) influence editorial decisions; or (iii) reveal source information. For guidance on these issues, Editorial staff should refer to the editorial code or speak to their Managing Editor.

#### **Facilitation Payments**

7. "Facilitation Payments" are unofficial payments made to **public officials** to secure or expedite the performance of a **routine or necessary action**. Making a Facilitation Payment is a criminal offence under the terms of the Bribery Act, which specifically prohibits bribery of a foreign public official if there is intention to influence that official in the exercise of their duty, or to obtain or retain an advantage in the conduct of business.
8. However, there may be a defence if you are forced to pay a Facilitation Payment out of duress (meaning that you were obliged to make the payment to protect against loss of life, limb or liberty).

#### **Contract terms**

9. All contracts and transactions must comply with the law. All payments made under contracts should be traceable (i.e. not made in cash).

10. All payment terms in contracts must have clear commercial justification, with fair and proportionate benefits for all parties. All contractual payment terms should be transparent and the basis for any calculations clearly explained.
11. Where it is proportionate and appropriate to do so, contracts should include anti-Bribery and Corruption representations and warranties and a clause allowing for immediate termination of the contract by GMG or GNM if another contracting party or their agents pays or accepts Bribes in connection with our business.

#### High Risk Territories

12. Guardian Personnel should exercise special care when doing business or engaging in activity in high risk countries. Transparency International publishes an annual corruption perceptions index (CPI), which provides a country by country scoring, which is available together with other useful information on Bribery and Corruption on their website. If you are travelling to or considering doing business in a country with a poor reputation for corruption, you should speak to your Managing Editor or director.

#### Gifts

13. Guardian Personnel may only give or accept gifts to or from suppliers and business partners of low value. They **may not give or accept valuable, regular or illegal items**. Guardian Personnel should refer to the Gifts and Hospitality policy for further details.

#### Hospitality

14. Giving or receiving hospitality could potentially amount to a Bribe and thus a criminal offence under the Bribery Act if it is intended to induce or reward improper performance of a function or activity. However, **bona fide, proportionate and reasonable hospitality**, promotional and other business expenditure, which is in the legitimate interests of the business, is permitted under the Bribery Act ("Reasonable Hospitality").
15. Consequently, Guardian Personnel may give and accept Reasonable Hospitality (such as hosted entertainment, i.e. where the person or organisation which bears the cost of the event is represented at the event).
16. Guardian Personnel may not give or accept **lavish or frequent entertainment**, or entertainment which is **not hosted**. Unhosted entertainment should be treated as a gift and employees should act in accordance with the policy on gifts.
17. Guidance is contained in GMG's Gifts and Hospitality Policy which Guardian Personnel should read.

#### Political and Charitable Donations

18. Neither GMG nor GNM make any political donations. Guardian Personnel wishing to make a political donation, may do so personally.

19. GMG and GNM may occasionally make charitable donations to a registered charity with the approval of a director or Managing Editor. Guardian Personnel may give to a registered charity via the Give as you Earn scheme.

#### Conflicts of Interest

20. GMG and GNM are committed to doing business with transparency. Should conflicts of interest arise, we will declare the existence and nature of the potential conflict to all affected parties and ensure the interests of the business are safeguarded.
21. When negotiating contracts, sufficient due diligence must be undertaken to identify the principals of the contracting parties so that potential conflicts of interest can be identified before any agreement is reached.
22. Any member of Guardian Personnel who becomes aware of a potential conflict of interest should report this to a director. Editorial staff should refer to the editorial code.

#### What to do if you suspect a bribe? Reporting Procedures

23. All incidents of alleged or attempted Bribery or Corruption by or to Guardian Personnel or Associated Third Parties, including any threats, blackmail or extortion, should be **reported immediately to the Managing Editor and / or your director**. Turning a blind eye to an instance of Bribery may be treated as equivalent to committing the offending act.
24. Alternatively, Guardian Personnel may make an anonymous disclosure on the confidential hotline.
25. GMG will fully support all Guardian Personnel or Associated Third Parties who refuse to participate in Bribery and follow the agreed reporting process. **Nobody will be penalised for losing business through refusal to accept a Bribe**. Guardian Personnel may wish to refer to the Whistleblowers/Public Interest Disclosure policy.

#### Consequences and Disciplinary Action

26. The Bribery Act will be enforced by the UK Serious Fraud Office, with strict penalties of up to unlimited fines and 10 years in prison for those convicted of Bribery offences:
27. Any incident of possible Bribery in GMG or GNM will be investigated fully and if it is determined that a member of Guardian Personnel or Associated Third Parties has received a Bribe, or agreed to receive a Bribe, appropriate action will be taken. In relation to Guardian Personnel, this may include **disciplinary action** in accordance with GMG/GNM disciplinary policy. In addition, GMG or GNM may take **legal action** against the member of Guardian Personnel, the recipient of the bribe or both to recover any loss/damage incurred by GMG or GNM resulting from the making or offering of a bribe.
28. In relation to an Associated Third Party it may include termination of any contract between itself and the Associated Third Party. GMG will consider taking legal action against the Associated Third Party to recover any loss resulting from the making or offering of a Bribe.

#### Queries and Further Information

29. If Guardian Personnel or Associated Third Parties have any questions on this policy, they can email [antibribery@guardian.co.uk](mailto:antibribery@guardian.co.uk).

**Guardian Media Group plc**

**Guardian News & Media Ltd**

**June 2011**

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### Gifts and Hospitality Policy

June 2011 (revised September 2011)

All employees must carry out their duties in a professional and responsible manner and it is the responsibility of every employee to avoid any conduct that could damage the reputation of the Company.

This policy applies to both the provision and the receiving of gifts and hospitality.

#### Corporate hospitality

- Responsible hospitality to meet, network and improve relationships with customers and contacts is recognised as a normal part of business.
- Hospitality that is lavish may risk being viewed as a bribe. The more lavish the hospitality, the higher the expenditure, and the more unusual it is by reference to industry norms, the greater the risk is.

In more practical terms, the table below provides some guidance on what is likely to be viewed as acceptable behaviour. Note that this guidance is provided to support understanding of the Anti-Bribery and Corruption policy. All spend by employees must also comply with the terms of the Company Travel and Expenses Policy.

Acceptable	Not acceptable
Taking contacts out for lunch or dinner, accompanied by you.	Paying for lunch and dinner for contacts, unaccompanied by you.
Provision of flights, taxis or other transport services to facilitate a meeting or on site visit.	Provision of flights, taxis or other transport services to facilitate non-business related activities, such as paying for 5 star holidays.
Tickets to sports or other cultural events, accompanied by you.	Tickets to sports or other cultural events, unaccompanied by you.
Taking contacts on a golf day with members of your organisation.	Flying contacts unaccompanied overseas for a golf holiday.
Hosted entertainment.	Unhosted entertainment.

#### Gifts

- Employees and directors should not accept gifts of significant value. Gifts which are worth over £50 should be politely returned with an explanation of our policy.
- Employees and directors should not accept gifts where the intention is to secure influence or accepting the gift would place some obligation on you regardless of the value of the gift.

Examples of gifts that may be accepted	Examples of items that should generally not be accepted
Promotional items bearing the name or logo of the supplier or business partner	Items with a value greater than £50
A box of chocolates	Cash
A bottle of wine	Items given on a regular basis
A bunch of flowers	Items which are unlawful under local law

- There are occasions on which it would be rude to refuse a gift, for example at a public event. In such cases, the gift should be returned to the donor at a later date, with a letter explaining our policy. If the gift cannot be returned, it should be entered for the annual raffle of items for charity also with a note to the donor.
- Employees should understand that they accept gifts on behalf of the business and not in a personal capacity.
- Offers of unhosted entertainment should be treated as a gift and declined (where the value is over £50).

Provision of gifts to suppliers and customers (e.g. flowers, gift hampers or similar) are acceptable provided they are within reasonable industry norms. They should first be discussed with Heads of Department or Editors.

#### Sponsored Events

- Tickets to events and conferences where GNM is a sponsor or media partner may be given to third parties provided the following conditions are adhered to:
  - they are not repeatedly given to the same person;
  - they are not offered with the intention of influencing a third party to provide business or a business advantage;
  - they are not offered immediately before or during contract negotiations; and
  - a written record is kept of them.
- Where you are offered a ticket to an event or conference where a client or business contact is sponsor or media partner, you may accept it provided the above guidance is followed.
- You should notify your line manager of tickets offered or accepted that fall into this category so a written record can be maintained.

#### Grey areas

- It is fully expected that there will be grey areas for the acceptability of corporate hospitality and gifts. If there is any doubt then this should be discussed with your Heads of Department or Editor, without undue delay.

#### Related Documents

[Travel and Expenses Policy](#)

[Anti-Bribery Policy](#)

[Editorial Code of Conduct](#)