

Bribery Act Compliance

The Bribery Act 2010 modernises the law on bribery. It came into force on 1 July 2011. This document offers a quick guide to the things you need to implement within your organisation. The Government has also produced detailed guidance about the Act and the procedures that organisations can put in place to prevent bribery, as well as a set of illustrative case studies which you may find of further assistance [Bribery Act 2010 Guidance](#)

Key points

- This Act deals specifically with bribery
- Your organisation may be liable for failing to prevent a person from bribing on your behalf but only if that person performs services for you in business. It is very unlikely therefore that you will be liable for the actions of someone who simply supplies goods to you.
- There is a full defence if you can show you had adequate procedures in place to prevent bribery. But you do not need to put bribery prevention procedures in place if there is no risk of bribery on your behalf.
- Hospitality is not prohibited by the Act.
- Facilitation payments are bribes under the Act just as they are under the old law.

What is covered by the Act?

The Act is concerned with bribery. Very generally, this is defined as giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so. This includes seeking to influence a decision-maker by giving some kind of extra benefit to that decision maker rather than by what can legitimately be offered as part of a tender process.

The Act is not concerned with fraud, theft, books and record offences, Companies Act offences, money laundering offences or competition law.

When could my organisation be liable?

Your organisation could be liable if a very senior person in the organisation (for example, a managing director) commits a bribery offence. This person's activities would then be attributed to the organisation.

Your organisation could also be liable where someone who performs services for it – like an employee or agent – pays a bribe specifically to get business, keep business, or gain a business advantage for your organisation. But you will have a full defence for this offence, and can avoid prosecution, if you can show you had adequate procedures in place to prevent bribery. See the section 'What do I need to do to rely on the defence?' for further information about this defence.

It is important to note that no one can be prosecuted in England and Wales unless one of the two most senior prosecutors (the Director of Public Prosecutions or the Director of the Serious Fraud Office) is personally satisfied that a conviction is more likely than not, and that prosecution is in the public interest.

What do I need to do to rely on the defence?

You will not commit the offence of failing to prevent bribery if you can show that your organisation had 'adequate procedures' in place to prevent bribery. What counts as adequate will depend on the bribery risks you face ('How do I assess risk?') and the nature, size and complexity of your business. So, a small or medium sized business which faces minimal bribery risks will require relatively minimal procedures to mitigate those risks. The following six principles will help you decide what, if anything, you need to do differently:

- 1 Proportionality:** The action you take should be proportionate to the risks you face and to the size of your business. So, you might need to do more to prevent bribery if your organisation is large, or if you are operating in an overseas market where bribery is known to be commonplace, compared to what you might do if your organisation is small, or is operating in markets where bribery is not prevalent.
- 2 Top Level Commitment:** Those at the top of an organisation are in the best position to ensure their organisation conducts business without bribery. If you are running a business, you will want to show that you have been active in making sure that your staff (including any middle management) and the key people who do business with you and for you understand that you do not tolerate bribery. You may also want to get personally involved in taking the necessary proportionate action to address any bribery risks.
- 3 Risk Assessment:** Think about the bribery risks you might face. For example, you might want to do some research into the markets you operate in and the people you deal with, especially if you are entering into new business arrangements and new markets overseas ('How do I assess risk?').
- 4 Due Diligence:** Knowing exactly who you are dealing with can help to protect your organisation from taking on people who might be less than trustworthy. You may therefore want to ask a few questions and do a few checks before engaging others to represent you in business dealings.
- 5 Communication:** Communicating your policies and procedures to staff and to others who will perform services for you enhances awareness and helps to deter bribery by making clear the basis on which your organisation does business. You may, therefore, want to think about whether additional training or awareness raising would be appropriate or proportionate to the size and type of your business.
- 6 Monitoring and Review:** The risks you face, and the effectiveness of your procedures may change over time. You may want, therefore, to keep an eye on the anti-bribery steps you have taken so that they keep pace with any changes in the bribery risks you face when, for example, you enter new markets.

How do I assess risk?

Many organisations will face little or no risk of bribery, especially if their business is undertaken primarily in the UK. If you operate overseas, the risks may be higher. Factors such as the particular country you want to do business in, the sector which you are dealing in, the value and duration of your project, the kind of business you want to do and the people you engage to do your business will all be relevant.

There are simple practical steps you can take to assess and mitigate risks. These are mostly obvious and are similar to (or even the same as) those you probably take anyway (for example, to make sure you can trust the people you work with). For example, you might use simple internet searches to find out about the levels of corruption or bribery in the country you propose to do business in. You could consult UK diplomatic posts or UK Trade and Investment for advice. You could also consult business representative bodies here and in the relevant country for up-to-date local knowledge.

Do I need complex procedures in place even if there is no risk?

No. If there is very little risk of bribery being committed on behalf of your organisation then you may not feel the need for any procedures to prevent bribery. If you determine that there is a risk of bribery and you want to rely on the defence, the procedures you adopt should be proportionate to that risk.

There is no need for extensive written documentation or policies. You may already have proportionate procedures through existing controls over company expenditure, accounting and commercial or agent contracts for example. In larger organisations it will be important to ensure that management in charge of the day-to-day business is fully aware and committed to the objective of preventing bribery. In micro-businesses it may be enough for simple oral reminders to key staff about the organisation's anti-bribery policies.

In addition, when agreeing contract terms, the Act does not require you to comply with the anti-bribery procedures of your business partners in order to be able to rely on the defence.

Do I need to do due diligence on all my suppliers?

You only have to think about doing due diligence on persons who will actually perform services for you, or on your behalf. Someone who simply supplies goods to you is unlikely to do that. It is very unlikely, therefore, that you will need to consider doing due diligence on persons further down a supply chain.

Where you decide to undertake due diligence, how much you need to do will depend on your risk assessment. If you assess the risk as low then all you may need to do is satisfy yourself that people performing services for you (for example, an agent) are genuine and someone you can trust to do your business without bribing. You could do this by making enquiries with business contacts, local chambers of commerce or business associations or via the internet for example.

Where you think the risks are higher, then you may need to do more. You might ask your agent for a CV, financial statements or accounts, and other references. You might then follow those up to ensure they are genuine. The aim is to satisfy yourself that the person who is to represent your organisation can be trusted not to use bribery on your behalf, but this does not necessarily require sophisticated and costly techniques. Personal contact, allowing you to assess the person for yourself, can be very helpful.

Do I need to employ consultants or lawyers to provide advice on the risks I face, the procedures I adopt, or the level of due diligence I should undertake?

No. There is no duty to engage lawyers or consultants in helping you assess what risks you face, what procedures you might adopt or what sort of due diligence you undertake - especially where you consider the risks to be low or non-existent. The Act does not require external verification of any bribery prevention measures you have put in place.

Can I provide hospitality, promotional or other business expenditure under the Act?

Yes. The Government does not intend that genuine hospitality or similar business expenditure that is reasonable and proportionate be caught by the Act, so you can continue to provide bona fide hospitality, promotional or other business expenditure.

In any case where it was thought the hospitality was really a cover for bribing someone, the authorities would look at such things as the level of hospitality offered, the way in which it was provided and the level of influence the person receiving it had on the business decision in question. But, as a general proposition, hospitality or promotional expenditure which is proportionate and reasonable given the sort of business you do is very unlikely to engage the Act. So, you can continue to provide tickets to sporting events, take clients to dinner, offer gifts to clients as a reflection of your good relations, or pay for reasonable travel expenses to demonstrate your goods or services to clients if that is reasonable and proportionate for your business.

What about facilitation payments?

Facilitation payments, which are payments to induce officials to perform routine functions they are otherwise obligated to perform, are bribes. There was no exemption for such payments under the previous law nor is there under the Bribery Act 2010.

As was the case under the old law, prosecutors will carefully consider all the facts and surrounding circumstances of cases which come to their attention to assess whether a payment amounts to a bribe and, if so, whether a prosecution is in the public interest.

You can continue to pay for legally required administrative fees or fast-track services. These are not facilitation payments

Principles		Actions	Do you have measures in place?	
			Yes	No
Proportionate Procedures	The procedures implemented by an organisation should be “proportionate to the bribery risks it faces and the nature, scale and complexity of the commercial organisation’s activities. They are also clear, practical, accessible, effectively implemented and enforced”. Ultimately, if something went wrong, it is more likely that it will be in a part of the corporate’s business that is higher risk and “any consideration by a court in an individual case of the adequacy of procedures is likely necessarily to focus on those procedures designed to prevent bribery on the part of the associated person committing the offence in question”.	Do you have a nominated officer in place to oversee the policies and procedures in place with regard to the Bribery Act 2010? Chief Financial Officer	Y	
		Is the Bribery Act 2010 referred to within the Conflicts of Interest Policy and declaration? The Conflict of Interests policy (reviewed annually) is on Spark, and it references the Bribery Act in section 7. The “fit and proper persons test” and anti-money laundering declarations are signed by board Members annually and includes the statement "I do not have an unspent conviction for specified bribery offences". With a footnote to that declaration of "An offence under section 1, 2, 6, 7 of the Bribery Act 2010".	Y	
		Is the Bribery Act 2010 referred to within the Gifts and Hospitality Policy? The gifts and hospitality policy is included in the Counter Fraud, Bribery & Corruption Policy (section 5), which also refers to the Bribery Act.	Y	
		Is the Bribery Act 2010 referred to within the Procurement Policy? NB: Last review date Sept 2024 and update due Sept 2026	Y	
		Is the Bribery Act 2010 referred to within the Counter Fraud, Corruption and Bribery Policy? NB: Last review date January 2026	Y	

		<p>Is the Bribery Act 2010 referred to within the Matters Reserved for the Board and Scheme of Delegation?</p> <p>Matters Reserved for the Board includes the Counter-fraud, Bribery and Corruption Policy so covers the Act. This adequately demonstrates the Board’s accountability for, and commitment to, preventing fraud, bribery and corruption.</p> <p>Reference to the Act in the Scheme of Delegation is not considered to be necessary.</p>	Y	
		<p>Is the Bribery Act 2010 referred to within the Whistleblowing Policy? NB: Last review date October 2025</p>	Y	
Top-level commitment (or “buy-in”)	The senior management of the corporate are committed to preventing bribery by those performing services on its behalf and foster a zero-tolerance culture towards bribery. In other words, the actions and words of senior management, including the awareness of, involvement in and oversight of, anti-corruption issues and initiatives, will be a relevant factor in determining the adequacy of the corporate’s anti-bribery policies and procedures.	<p>Does the organisation have internal and external communication on zero-tolerance approach?</p> <p>Internal policies and bribery statement on the website.</p>	Y	
		<p>Is there a public statement on the company’s website of anti-bribery commitment from the Board/Chief Executive Officer informing staff of a zero-tolerance approach to bribery and corruption?</p> <p>The Counter-Fraud, Bribery and Corruption, Money Laundering and Economic Crimes statement is updated annually (every March) to the TP website and reviewed annually by Board, which reinforces their understanding of the principles.</p>	Y	
Risk assessment	The organisation assesses the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by persons associated with it. The assessment is periodic, informed and documented.	<p>Has the organisation undertaken a risk assessment undertaken by appropriate personnel?</p> <p>Included in fraud risk register which is reviewed on an annual basis through the Counter Fraud Group.</p>	Y	
Due diligence	The organisation conducts due diligence on those who perform services on its behalf (including employees), adopting a risk-based	<p>Are anti-bribery clauses included in all standard terms of business and all commercial contracts?</p>	Y	

	<p>approach. “Knowing exactly who you are dealing with can help to protect your organisation from taking on people who might be less than trustworthy”.</p> <p>The Government considers this aspect of bribery risk mitigation to be so significant that it warrants separate consideration as a principle of adequate anti-bribery procedures.</p>	<p>Does HR make reference to the Act in job descriptions, particularly for those involved in procurement?</p> <p>An updated job description has been written for the Strategic Procurement Manager, referring to the Act. During 2026 the job description of the National Head of Business Development and Head of Property will also be reviewed given their roles have been identified as associated persons with higher risk of fraud under the Failure to Prevent offence.</p> <p>In addition, the need for DBS checks for these staff should also be considered.</p> <p>DBS checks are undertaken for all staff</p>	Y	<i>In progress</i>
		<p>Are all staff required to sign a declaration of interests/conflict of interest statement at the commencement of their employment?</p> <p>This should include a requirement to declare any interests or conflicts as and when they arise during the course of their employment.</p> <p>Individual post holders for the identified organisational roles in the scope of the Conflicts of Interest policy are required to make a declaration annually. This mitigates the risk, which is associated only with the identified roles.</p>	Y	<i>Not required</i>
		<p>Do processes for procurement include reference/documentation advising of the organisation’s policies and procedures?</p>	Y	

Communication (including training)	The organisation takes steps to ensure its procedures are “embedded and understood throughout the organisation”, through communication internally and externally, including through training so that those participating in it understand “what the relevant policies and procedures mean in practice for them”. An important aspect of communication involves establishing “a secure, confidential and accessible means for internal or external parties to raise concerns” and to request advice	Does the organisation communicate policies and procedures to all staff and the implications of non-compliance for employees? The Counter-fraud, Bribery and Corruption Policy is an interpretation of the Act to the extent it is relevant to the organisation. All staff as part of their employment contract must adhere to the organisations policies and procedures.	Y	
		Is there reference on the website referring to the Bribery Act 2010 and the organisations zero-tolerance approach? As noted above, the Counter-Fraud, Bribery and Corruption, Money Laundering and Economic Crimes Statement is reviewed annually and uploaded on the Company website	Y	
		Is Bribery Act 2010 training provided to all staff and feedback collected? Reference to Bribery should be included in training to the Board, new starters and all other staff on a regular basis. The organisation’s Fraud e-learning module, which all staff are required to complete, explicitly references both the Fraud, Bribery and Corruption Policy and the Bribery Act 2010	Y	
Monitoring and review	The organisation monitors and reviews its policies and procedures over time to improve them where necessary and to ensure they remain adequate to the changing risks faced by the business. Such review should be carried out with the blessing and oversight of senior management who are able to take decisions based on adequate information being provided to them. This is particularly vital for regulated firms (for whom having anti-bribery controls is	Does a report go on an annual basis to the Audit Committee/Board on the organisation’s compliance with the Bribery Act 2010? (The organisation should monitor and review procedures designed to prevent bribery by persons associated with it and make improvements where necessary. This may include Conflicts of Interest, Gifts and Hospitality, Procurement Procedures, Finance Procedures.) Yes, this is included in the ARQ committees annual Fraud, Bribery and Corruption Report every April.	Y	

	<p>an obligation) – over the last few years there have been imposed increasingly large fines on firms for failings in anti-bribery controls in breach of the rules, including failure to ensure that senior management received sufficient information about the performance of relevant policies to allow them to assess whether bribery and corruption risks were being mitigated effectively.</p>	<p>Is compliance with the Bribery Act 2010 subject to regular review and audit to provide assurance on their design, implementation and effectiveness?</p>	<p>Y</p>	
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