

Approved by: Board of Trustees

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NEOTREE ANTI-BRIBERY AND CORRUPTION POLICY

Content

1. Introduction
2. Policies and Procedures
3. UK Bribery Act
4. Neotree's Risk Assessment
5. Anti-bribery measures
6. Responsibilities
7. Gifts and Hospitality
8. Record Keeping
9. Protection
10. Contact

1. Introduction

Bribery involves an inducement or reward offered, promised, given, accepted, solicited or provided in order to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage to gain any commercial, contractual, regulatory or personal advantage.

Corruption involves the act of dishonestly obtaining an advantage from a third party by abusing an entrusted power or position for private gain.

Bribery and corruption are not restricted to monetary or material benefit but could also include intangible benefits such as status or information.

Bribery is both a criminal offence and bad business. Research shows that a culture of corruption is a disincentive to investment and trade and adds to the costs of doing business as well as being unethical. Personnel are encouraged to be vigilant at all times and report any suspicions that they may have: corrupt activity could seriously damage our work and ultimately, the quality of care we provide for newborn babies, so it is in the interest of all personnel to be on their guard.

IF INDIVIDUALS ARE OFFERED A BRIBE, OR ARE ASKED TO MAKE ONE, OR IF THEY SUSPECT THAT ANY BRIBERY, CORRUPTION OR OTHER BREACH OF THIS POLICY HAS

OCCURRED OR MAY OCCUR, THEY MUST NOTIFY THE CHAIR OF THE TRUSTEES, YALI SASSOON AT YALI@NEOTREE.ORG AS SOON AS POSSIBLE. WE ENCOURAGE OPENNESS AND WILL SUPPORT ANYONE WHO RAISES GENUINE CONCERNS IN GOOD FAITH UNDER THIS POLICY, EVEN IF THEY TURN OUT TO BE MISTAKEN.

2. Policies and procedures

Neotree ('Neotree', 'we' or 'us') is committed to an anti-bribery and anti-corruption culture. It is our policy to conduct all of our business in an honest and ethical manner and we expect all personnel working, or associated with us, to act with integrity in all of their dealings related to our work to help end preventable newborn deaths in low income countries.

We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in our business dealings and relationships wherever we operate. By implementing and enforcing effective systems to counter bribery and corruption, we seek to protect against any undue disruption, and/or reduction in the delivery of Neotree technology and healthcare support to our project beneficiaries (including newborn babies, mothers, families, community representatives, healthcare workers, healthcare officials and Ministries of Health).

The policy applies to all individuals working or volunteering at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary and working full- or part-time), consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, third party representatives, freelance consultants and contractors, business partners or any other person associated with us or our partners, wherever located, all of whom are expected to know this policy, observe its terms and keep themselves up to date with any changes. For the purposes of this policy, we will refer to the term 'staff' to include everyone noted above.

Any breach of this policy by staff will constitute gross misconduct which may result in summary dismissal. Volunteers and consultants will no longer be permitted to work with Neotree. Trustees will be reported to the Chair of the Trustees (currently Yali Sassoon), who will then decide on any further action to be taken, including reporting the trustee and the incident to relevant local law enforcement agencies and the Charity Commission.¹

In all cases of bribery or attempted bribery the Chair of the Trustees must be notified. S/he will decide on the appropriate course of action to be taken, including whether to inform the police or any other regulatory authorities. S/he will also decide whether there are proportionate steps the charity can take to recover resources that are lost to fraud, bribery and corruption so these can be put towards their intended use; to better care for, and save the lives of, newborn babies through the provision of Neotree's low-cost open source technology, and training, education and community engagement

¹ <https://www.gov.uk/guidance/how-to-report-a-serious-incident-in-your-charity>

programmes. For example, it may be possible to recover lost funds via our bank, if fraud has occurred through the charity's bank account.

3. UK Bribery Act

The Bribery Act was passed in 2010 and came into force in July 2011 (the '**Bribery Act**'). It is a fairly short statute - but one with a long reach as it is broad-ranging in its language and it specifically covers corruption abroad as well as at home. Anti-corruption legislation is common throughout the world and this legislation was enacted to bring the UK into line with its international treaty obligations, having signed the OECD Convention on Combating Bribery in 1997.

A person can be guilty of an offence under the Bribery Act even if they commit the offence abroad and they are either a British subject, ordinarily resident in the UK or in some other way have a close connection with this country. Penalties can be severe - up to 12 months or a fine on summary conviction and up to 10 years imprisonment on indictment.

Under the Bribery Act there are four criminal offences:

- **bribing another person**
- **accepting a bribe**
- **bribing a foreign public official**
- **failing to prevent bribery.**

A person is guilty of bribery, to summarise the wording of the Bribery Act, if they offer or give a financial or other incentive to someone with the intention of getting that person or a third party to perform a function or activity improperly or as a reward for an improper act. They are also guilty if they know or believe that the offer or payment itself constitutes an improper performance of a relevant function or activity. Improper performance seems to occur when the person responsible for an activity is expected to act in good faith or impartially, or is in a position of trust, and fails to do so.

The Bribery Act is global in scope and applies to all charities. Failure to comply with its provisions can result in the prosecution of directors and managers in addition to any relevant staff.

If a bribe is paid to a known member of a proscribed organisation or to a designated individual, such payments may also be offences under counter-terrorism legislation.

Principles

UK Ministry of Justice Guidance on the Bribery Act sets out six basic principles:

1. *Proportionate procedures*: An organisation's procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the

nature, scale and complexity of its activities. They must also be clear, practical, accessible, effectively implemented and enforced.

2. *Top-level commitment:* The top-level management of an organisation (the Trustees and senior executives) are committed to preventing bribery by persons associated with it. They foster a culture within the organisation in which bribery is never acceptable.
3. *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.
4. *Due diligence:* The organisation applies due diligence procedures, taking a proportionate and risk-based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks.
5. *Communication (including training):* The organisation seeks to ensure that its bribery prevention policies and procedures are embedded and understood through internal and external communication, including training that is proportionate to the risks it faces.
6. *Monitoring and review:* The organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.

Examples of bribery and corruption

Behaviour which amounts to bribery or corruption includes:

- *Paying or offering a bribe* – where an individual improperly offers, gives or promises any form of material benefit to another in order to influence his/her conduct in any way
- *Receiving or requesting a bribe* – where an individual improperly requests, agrees to receive or accepts any form of material benefit which influences or is designed to influence his/her conduct in any way
- *Making a facilitation payment* – where an individual makes an unofficial payment, for example to secure or expedite a routine government action by a government official
- *Receiving a facilitation payment* – where an individual improperly receives something of value from another party for performing a service or other action that his/her employment requires, for example, refusing to issue the required travel authorisations without an illicit payment also being made

- *Making or receiving a kickback payment* – where an individual makes or receives a payment in return for a business favour or advantage, for example receiving a share of misappropriated funds because of his/her involvement in a corrupt bid or tender process
- *Nepotism* – where an individual improperly uses his/her employment to favour or materially benefit friends, relatives, or other associates in some way, for example, through the awarding of contracts, jobs or other material advantages
- *Abuse of a position of trust* – where an individual improperly uses his/her position within an organisation for material personal benefit or for the benefit of another party, for example, an individual accessing confidential material s/he is not entitled to or passing confidential information such as the contents of a tender bid to a third party.

4. Neotree's Risk Assessment

We have conducted a risk assessment to identify specific risk areas associated with the work Neotree carries out. Set out below are specific potential risk areas we have identified based on the locations where we work, our activities and the way we work.

Where we work

According to Transparency International's Corruption Perception Index², the countries where Neotree works are ranked as follows (*based on the 2019 survey with rankings between 1-198, where 1 is the least corrupt*):

Malawi – 129

South Africa - 69

UK – 11

Zimbabwe - 157

Therefore, all staff need to be mindful that where Neotree operates, corruption is perceived as being prevalent.

What we do

Our work involves engaging with local health officials and other government officers in our operational countries.

² <https://www.transparency.org/en/cpi/2020/index/nzl#>

We are mindful of the bribery and corruption risks associated with regular contact with local health officials and will not tolerate any instances of bribery and corruption within these relationships, including those between our partners and health officials.

How we work

We work through local partner organisations where we are reliant on the control processes and zero-tolerance stance of our partner organisations.

Our UK-based staff team travel extensively to our programme locations and are therefore exposed to bribery risks when travelling through airports, customs points, check points etc.

5. Anti-bribery measures

Failure to prevent bribery is a crime and applies to commercial organisations: Neotree can itself be guilty of an offence if it fails to have adequate procedures in place to prevent bribery and someone associated with the organisation bribes a third party with the aim of getting an advantage for the organisation.

So, if an employee or an outside agent pays a bribe with the aim of getting business for the company, the company as well as the individual employee or agent could be prosecuted.

The only defence for a company is to show it has 'adequate procedures' in place to prevent this sort of thing - i.e. a policy is necessary and must be implemented. The Ministry of Justice has provided guidance as to what would comprise "adequate procedures" as a defence to a charge of failing to prevent bribery. This includes ensuring that:

1. *the organisation's procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the nature, scale and complexity of the organisation's activities. Such procedures must be clear, practical, accessible, effectively implemented and enforced;*
2. *top-level management of the organisation are committed to preventing bribery by persons associated with it. They should foster a culture within the organisation in which bribery is never accepted;*
3. *the organisation assesses the nature and extent of its exposure to potential internal and external risks to bribery on its behalf by persons associated with it. The assessment ought to be periodic, informed and documented;*

4. *the organisation applies due diligence procedures, taking a proportionate and risk based approach, in respect to persons who perform or will perform services on behalf of the organisation;*
5. *the organisation seeks to ensure that its bribery prevention policies and procedures are embedded and understood throughout its organisation through internal and external communications, including training, that is proportionate to the risks it faces; and*
6. *the organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.*

The measures that Neotree has put in place to prevent bribery and corruption include:

- a) We establish transparent and accountable working relationships with our local partner organisations. We build up trust and confidence in their working practices and financial management processes prior to entering any funding arrangement. Where available, we ask for a copy of their Anti-Bribery and Corruption policy and we share our own policy with them.
- b) We make all our local partners aware of our zero-tolerance stance to bribery and corruption and include a clause into all our funding agreements to this effect.
- c) We provide anti-bribery and corruption training to all staff. We have a zero-tolerance policy to bribery and require all instances of bribery or attempted bribery to be reported.

Training will include:

- requirement for the Trustees to review this policy annually; and
 - all charity staff and Trustees to read the policy and receive basic anti-bribery and corruption training annually.
- d) Where we face bribery risks, we assess our working practices and seek to design new practices that reduce these risks.

6. Responsibilities

The UK Serious Fraud Office has set out its expectations in relation to a compliance programme:

"... it needs to be effective and not simply a 'paper exercise'. A compliance programme must work for each specific organisation, and organisations need to determine what is appropriate for the field in which it operates. It is critical that the compliance programme is proportionate, risk-based and regularly reviewed."

In this regard, the responsibilities of all staff members, consultants, volunteers and partners are to:

- Act with integrity at all times in dealing with one another and the newborn babies, mothers, families, community representatives, and healthcare workers that we support;
- Respect Neotree's assets and resources and comply with this Policy;
- Alert their line manager or the Chair of Trustees at the earliest possible stage to instances where they believe the opportunity for bribery or corruption exists;
- Report any suspected or actual corruption or bribery and any suspicious acts or events which might give rise to a suspicion of bribery or corruption; and
- Assist in any investigations by making available all relevant information and by cooperating in interviews;
- If asked to make a payment on Neotree's behalf, always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. They should always ask for a receipt which details the reason for the payment. If they have any suspicions, concerns, or queries regarding a payment, they should raise these with their line manager or the Chair of the Trustees.

7. Gifts and Hospitality

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

Hospitality & Gifts must be modest, appropriate, transparent and recorded/approved in advance. Personnel must always avoid accepting or offering any hospitality or gift when this is in the hope that Neotree will receive a business advantage or to reward an advantage that has already been received.

All hospitality and gifts must be transparent: i.e. disclosed in accordance with this policy and, in appropriate circumstances, approved in advance.

A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers), or be given in secret. Gifts must be given in our name, not an individual's name.

Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

What individuals must not do

It is strictly prohibited for individuals (or someone on their behalf) to:

- a. 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;
- b. 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;
- c. accept a payment, gift or hospitality from a third party that they know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- d. accept or offer hospitality that is unduly lavish or extravagant under the circumstances;
- e. give, offer, solicit or accept a gift to or from government officials or representatives, or politicians or political parties;
- f. threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- g. engage in any other activity that might lead to a breach of this policy.

8. Record keeping

All staff must declare to their line manager and keep a written record themselves of all hospitality or gifts given or received. Staff must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with Neotree's expenses policy from time to time and record the reason for expenditure.

Line managers and the Chair of the Trustees must record and keep details of any payments made or received brought to his/her attention during the year. There is no specific format for this recording, but it must be consistent and open to audit.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

9. Protection

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We 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 that 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 retaliatory treatment connected with raising a concern.

If individuals believe that they have suffered any such treatment, they should inform their line manager or the Chair of the Trustees immediately. If the matter is not remedied, and they are an employee, they should raise it formally using our grievance procedure.

10. Contact

To contact the Chair of the Trustees, Yali Sassoon, please write to yali@neotree.org.