Executive Order No. 1134

Board Level Policy

Office of the Chancellor

BOD Approval References : R.020.19

Date	:	15 September 2022
To	:	Vice Chancellor Provost University Strategic and Governance Committee
From	:	Chancellor, Prof. Waqar Ahmad
Subject	:	**Anti-Bribery and Corruption Policy**

This Executive Order is issued under the authority of the Chancellor as outlined in the Policy on Policy Management under Executive Order No. 0824.

Effective immediately, Vice Chancellor and Provost are given the authority to implement the approved "Anti-Bribery and Corruption Policy" outlined in this Executive Order.

The attached policy is aligned with ADU's strategic goals of achieving operational excellence by creating a service-oriented organization characterized by evidence-based assessment.

The custody of the Executive Order shall be maintained in the Chancellor's Office of the University. If you have questions regarding this Executive Order, please contact Anabella Briones.

Please take the necessary action to ensure that all parties involved are informed of this communication.

Waqar Ahmad

Prof. Waqar Ahmad
Chancellor

ANTI BRIBERY AND CORRUPTION POLICY

POLICY OVERVIEW
The policy is developed as a formal statement of the institution's commitment to complying with all laws and regulations which govern the operations. This Anti-Bribery and Corruption Policy explains the institution's responsibility to provide a practical internal framework within the country's laws relating to anti-bribery and corruption.

Resolution No	
Executive Order	1134
Supersedes	N/A
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Policy Owner:	Vice Chancellor
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Next Review Date:	Fall 2023

Change History

Version Number	Change Description	Date	Changed By
01	▪ New Policy		

1. **Policy Statement**

ADU requires that all its employees must conduct business in a fair and ethical manner, even if this means not gaining new business, not using the services of particular agents or business partners, or incurring delays in carrying on existing business. This includes compliance with the applicable anti-bribery and corruption laws in the UAE.

ADU has a zero-tolerance approach towards bribery and corruption by any of its employees or counterparties representing or dealing with it. Even the suggestion of corruption may damage the University’s reputation and affect its ability to do business.

The University is committed to the prevention of bribery, corruption, fraud, or dishonesty in any of its activities.

The penalties for violating these laws can be severe, both for ADU and for the individuals involved. The UAE corruption laws will be referred to and applied as required.

It is extremely important that employees must familiarize themselves with this policy and strictly adhere to it. In case of any queries or lack of clarity on the acceptance/provision of certain gifts, employees should consult with the VCAFA, who could refer to the designated legal advisors if needed (depending on the complexity of the situation).

Adequate anti-bribery procedures will be implemented to identify cases of corruptions and bribery.

2. **Scope of Policy**

2.1 This policy applies to all members of the Abu Dhabi University Community in the UAE with respect to all their activities and operations for or on behalf of the University or in connection with it.

2.2 It is each employee's responsibility to adhere to these standards in their business interactions. They must also ensure that all counterparties retained by ADU understand that they are responsible for complying with this policy when acting with or on behalf of ADU.

2.3 This policy sets forth ADU's minimum compliance standards with respect to interactions with third parties. However, where local law, regulations, or local or Business Unit internal policies require more stringent controls, then such more stringent controls must be followed.

2.4 The policy document provides guidance on how to recognize and deal with bribery and corruption issues.

3. **Definitions**

3.1 **Corruption** - is a form of dishonesty or a violation that is undertaken by a person or an organization that is entrusted in a position of authority in order to acquire illicit benefits or abuse power for one's personal gain.

3.2 **Bribery -** is the offering, giving, receiving, or soliciting of any item of value to influence the actions of personnel, an official, or another person. Gifts of money or other items of value that are otherwise available to everyone on an equivalent basis and not for dishonest purposes are not bribery.

3.3 **University Community** - are all individuals who have a relationship with or to the University (or had at the time of the incident), including but not limited to: Students, meaning individuals registered as students at the University, whether full-time or part-time (including special students), at the noncredit, undergraduate or graduate level.

3.4 **Public Official** - Under this Policy, public officials include any officer or employee who might also hold a temporary/permanent public service role or representative of the government or a government-owned entity or a quasi-governmental entity. The term also extends to a legislative, executive, administrative, or judicial, regardless of whether elected or appointed or the person who otherwise exercises a public function for or on behalf of any country. It is immaterial that the public officials' function, work, or service is permanent or temporary, paid or unpaid, voluntary or compulsory. This list is not exhaustive, so you should consult with the VCAFA if you have any questions or concerns.

3.5 **Third Parties**

ADU could be held responsible for the actions of a third party (e.g., distributor, agent, contractor, supplier, joint venture partner) acting on its behalf. As such, care must be taken to ensure that those third parties do not engage or attempt to engage in bribery. ADU shall:

3.5.1 Ensure that any new third parties (or third parties whose contracts are being renewed) who provide services on behalf of ADU or to ADU contractually agree to abide by the principles set out in this Policy and the related Code of Conduct. This is clearly stated in ADU's standard contractual terms and conditions.

3.5.2 Ensure that counterparties providing services to ADU comply with the anti-bribery requirements of this policy.

3.5.3 Undertake sufficient and reasonable due diligence in relation to any proposed business arrangement with a counterparty in order to mitigate any identified risks of bribery or corrupt acts. The results of the due diligence process shall be appropriately documented. Undertake sufficient due diligence (including checking of responses) in relation to the new third party's background, capability, and reputation to ensure that bribery is unlikely, where any of the "red flags" (see list of Red Flags further below in this policy) are met. If the due diligence process raises any concerns, the employee/Business Unit in-charge must contact the VCAFA immediately.

3.5.4 Whenever public information becomes available regarding third parties should be checked, and appropriate actions should be taken into consideration.

3.6 **Gifts and Hospitality**

The act of exchanging business gifts and receiving corporate hospitality can play an appropriate role in building or maintaining business relationships. However, gifts and hospitality are problematic if they create actual or perceived conflicts of interest or appear to influence a business decision.

Accepting gifts, discounts, favors, or services from a current or potential customer, competitor, supplier, or service provider is prohibited if that benefit is a type or amount which has the potential to influence a person's business decision. Functions like procurement and sales or health care personnel must take extra care. Stricter requirements might apply, and these groups might not be allowed to take or give any gifts or hospitality under certain circumstances or policies and procedures applicable to that group. If you have any questions, please consult your Designated Legal/Compliance Officer.

Gifts/favors are permitted if they meet all of the following criteria:

3.6.1 Reasonable;

3.6.2 Infrequent;

3.6.3 Justifiable;

3.6.4 Unsolicited;

3.6.5 Presented in the name of ADU as an institution and not in the name of any of its employees;

3.6.6 Does not breach any other ADU policy;

3.6.7 Has a value of less than AED 150;

3.6.8 Not cash or a cash equivalent (i.e., gift certificates, vouchers, items that could be readily exchanged for cash);

3.6.9 Not given with the intent to influence a business decision; and

3.6.10 Given openly and not secretly.
3.6.11 All gifts received should be declared and recorded by the recipient through the electronic registry with full details. The registry records will be overseen by the Community Relations Office and will also be used for audit and database purposes.

Occasionally, for the purpose of building relationships, you may accept or offer social entertainment or hospitality, such as modest meals or event tickets. However, you must not accept or offer entertainment or hospitality unless the activity:

3.6.12 permits business or educational discussions at the meal or event (an ADU representative must attend the meal or event);
3.6.13 is part of a genuine business relationship;
3.6.14 is not intended and could not be perceived by others to improperly influence business decisions;
3.6.15 is consistent with industry practices, all applicable laws and ADU policies and procedures;
3.6.16 is not excessive in value or quantity, as defined by local procedural documents; and
3.6.17 would not embarrass ADU if it were brought to the public attention.

4. Prohibition of Bribery

4.1 No person who is subject to this policy shall:

4.1.1 offer, provide, or authorize, a bribe or anything which must be viewed as a bribe either directly or indirectly or otherwise through any third party; or
4.1.2 request or receive a bribe or anything which may be viewed as a bribe, either directly or indirectly, or otherwise through any third party, or perform their job functions improperly in anticipation, or in consequence, of a bribe, to gain an improper advantage.

4.2 The prohibition on accepting a bribe from, or giving a bribe to, any person applies to any person acting in the course of a business, as an employee of a business, or otherwise on behalf of others in relation to their performance of their duties and public officials. Any dealings with public officials present a particularly high risk. Even the appearance of improper conduct in the context of public officials would have a significant reputational impact on ADU's public image. ADU employees and contractors must take great care in these situations.

4.3 The University considers the integration of periodic risk assessment as fundamental to identifying potential risk activities and applying preventive actions. ADU will implement adequate anti-bribery procedures and proper due diligence to identify cases of corruption and bribery.

5. Facilitation Payment

Facilitation payments are small unofficial payments to public officials to ensure or speed up the performance of routine or necessary action, which is part of the public official's usual responsibilities. These are bribes, regardless of whether they may be a part of the "way of doing business" in a particular country. As a representative of ADU, employees must not make any facilitation payments.

6. **Charitable contributions**

Charitable contributions may only be given to recognized non-profit charitable organizations. All donations must be:

6.1 transparent and properly recorded in ADU's books and records;

6.2 receipted or have a letter of acknowledgment from the charitable organizations to ensure that the donations receive the proper tax treatment; and

6.3 be compliant with local laws, regulations, or local or Business Unit internal policies.

Donations must not:

6.4 be made to individuals;

6.5 be made in cash; or

6.6 be made at the request of a public official as an inducement to or reward for acting improperly.

7. **Record Keeping**

7.1 Financial and non-financial records which ADU maintains are disclosed to shareholders, regulators, and other internal and external stakeholders. Accordingly, these records must be accurate and complete so that the Company can substantiate and justify any transactions with third parties. False or inaccurate records could be misleading for any validation process.

7.2 All persons who are subject to this policy must declare and record in writing all hospitality and gifts given or received, rewards, aid, donations, etc. All persons who are subject to this policy with access to the online registry are expected to use it for recording. They must also submit expense claims relating to hospitality, gifts, or payments made to third parties promptly and provide justification for such expenditures.

8. **Red Flags**

8.1 There are a number of issues that would require further investigation into whether a particular transaction or relationship may present a potential bribery risk or issue.

8.2 All person subject to this policy must remain vigilant and attempt to spot any of the scenarios listed below. If employees should come across a potential issue of the kind listed below, they should consider whether further investigation and due diligence of the counterparty is necessary; and/or escalate the matter to their direct manager and/or the Designated Legal/Compliance Officer.

8.3 Potential issues which call for further vigilance and/or investigation could include, but are not limited to:

8.3.1 the prevalence of bribery in a country that has a nexus with the particular transaction or relationship (the third party is located in such country, or the transaction involves such country); e.g., according to the Corruption Perception Index (CPI) as evaluated annually by Transparency International

8.3.2 payments of unusually high fees or commissions;

8.3.3 requests for cash payments or requests for unexpected payments related to government approvals;

8.3.4 undefined or unreported payments to third parties made on ADU's behalf;

8.3.5 payments with no written agreements to support them;

8.3.6 unusually close relationships with government officials;

8.3.7 a refusal to certify compliance with this policy; or

8.3.8 payments without a PO number, where applicable

9. Consequences of Violation

9.1 Any member of the University Community who violates this policy will be subject to disciplinary action, up to and including dismissal or expulsion, as applicable. Third Parties who violate this policy are subject to termination of all relationships with Abu Dhabi University.

9.2 Those who violate this policy are also subject to civil and/or criminal liability as per the applicable laws and regulations of the United Arab Emirates (UAE), including without limitation UAE Federal Decree-Law No. 31/2021 On the Issuance of the Crimes and Penalties Law.

10. Periodic Awareness/Training

All members of the ADU Community who may have interactions with public officials or external counterparties will undergo periodic compliance training.

11. Reporting

11.1 Members of the ADU Community should immediately report any suspicious activity or actual violations of this policy. Support for any of the reported cases should be provided by the reporting person.

11.2 Employees should report such matters to their line manager in the first instance. If that is not possible, Speak up Policy shall be referred to.

12. Policy Violation

12.1 Any violation of this policy may result in disciplinary action, up to and including dismissal in appropriate circumstances. Where applicable, civil penalties might also be applicable.

12.2 Counterparties who violate this policy's requirements will be subject to termination of business relations with ADU.

13. Benefits

The policy is designed to avoid bribery and corruption and intended to set out the University's approach to monitoring, identifying, and ultimately avoiding incidents and/or risks of bribery. Bribery and corruption are not only against the University's principles. They are also illegal and must be avoided from occurring.

14. Roles and Responsibilities

14.1 Through the supervision of the Chancellor, the VCAFA will ensure and monitor the implementation of this policy.

14.2 Human Resources will liaise with the concerned department depending on the nature of the violation case.

14.3 Employees are responsible for adhering to these standards in their business interactions. They must ensure that all counterparties retained by ADU understand that they are responsible for complying with this policy when acting with or on behalf of ADU.

15. Implementation

15.1 The policy shall be communicated to the community and will be closely implemented under the Chancellor's and VCAFA's supervision.

15.2 The policy shall be reviewed within a year from its first issue date, then at a three-year cycle for the following years or as required.

16. Footnotes, related documents

16.1 Fraud Policy
16.2 Procurement Policy
16.3 Gift Policy
16.4 Speak Up Policy
16.5 Code of Conduct
16.6 Faculty and Staff Disciplinary Policy
16.7 UAE Anti-Corruption Law

Exceptions

For any conditions/circumstances and/or exceptions outside the conditions stated in this policy, a request shall be presented to the Board of Directors for decision.

Authorization

This policy was authorized by the **University Chancellor:**

Waqar Ahmad

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Date