

NOVENA UNIVERSITY

**ANTI-BRIBERY & ANTI-CORRUPTION
POLICY**

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1. INTRODUCTION AND OBJECTIVES

- 1.1 NOVENA UNIVERSITY is committed to the highest standard of integrity and educational ethics. The University recognises that any involvement in bribery and corruption will reflect adversely on its corporate image and reputation and therefore, places great value on the University's reputation for ethical behavior, and merit-based degrees. The University through consistent enlightenment and implementation will achieve success through honesty, fairness and transparency and enforce a zero-tolerance policy against all forms of unethical behavior, including but not limited to Bribery and Corruption.
- 1.2 Bribery and Corruption are criminal offences in Nigeria and most other countries.
- 1.3 Respect of law is one of Novena University's key values and it complies strictly and has adopted a value culture devoid of Bribery and Corruption.
- 1.4 Novena aims towards limiting its exposure to bribery by:
- i.) Setting out a clear Anti-Bribery and Corruption policy.
 - ii.) Arranging training sessions for members of its Governing Council, Academic and Non-Academic Staff and students to enable them recognize and avoid involvement in bribery and corruption by themselves and others;
 - iii.) Encouraging members of its Governing Council, employees, students, and stakeholders to be vigilant and to report any suspicion of bribery.
 - iv.) Providing them with suitable channels of communication and ensuring sensitive information is treated appropriately.
 - v.) Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities in any resultant prosecution.
 - vi.) Taking firm and vigorous action against any individual(s) involved in bribery.
 - vii.) Reinforcing commitment to the University's zero tolerance for Bribery and Corruption.
 - viii.) Establishing the parameters within which the University will deal with bribery and corruption.
 - ix.) Protecting the University's interest and safeguarding its assets.

2. APPLICABILITY

- 2.1 This Policy applies to all members of the University community, Students, Academic and Non-Academic Staff, stakeholders, independent contractors and independent third parties of the University.
- 2.2 This Policy applies to all transactions particularly contractual relations conducted by, with, or on behalf of Novena University anywhere in the world.

3. RESPONSIBILITY

The Governing Council is committed to the implementation of the anti-corruption policy which includes the communication to, training, and enlightenment of all students, Academic and Non-Academic Staff, and members of its Governing Council on imbibing and practicing the policy.

- 3.1. The Governing Council shall have overall responsibility in ensuring that this Policy:
- (i) Is updated as required to remain in compliance with applicable laws in force,

and

- (ii) Is implemented and strictly enforced to demonstrate the university's visible commitment to eradicating Bribery and Corruption.

- 3.2. The Registrar shall be responsible for the day-to-day implementation and enforcement of this Policy, including the conduct of trainings and compliance programs, while investigations shall be led by the Chairman, Disciplinary Committee. The Vice Chancellor, Principal Officers, Deans, Provosts, Head of Departments, and Lecturers shall be responsible to lead by example and to diligently monitor implementation of this Policy by Academic and Non-Academic Staff and Students within their units/departments.
- 3.3. The Pro-Chancellor, Vice-Chancellor, each Academic and Non-Academic Staff, director, third party, independent contractors and students dealing with the university or staff in an official capacity is responsible for reading this Policy carefully, understanding and complying fully with this Policy – in letter and in spirit. Every person so mentioned shall be responsible for making an initial assessment as to whether or not the transaction/activity in which he/she is involved violates, circumvents or contravenes this Policy.

4. **DEFINITIONS**

For purposes of this Policy, the following definitions of key terms shall apply:

- 4.1 **"Academic Staff"** includes all lecturers.
- 4.2 **"Bribe"** means directly or indirectly giving anything of value to the Pro-Chancellor, Vice-Chancellor, Director members of Governing Council, Student, Lecturer, Academic and Non-academic staff, independent contractor or third party for the purpose of influencing an official act, and/or securing an improper advantage. "Anything of value" can include, but not limited to monetary gains, upgrade of ticket, sponsoring school tuition for family members, providing cars for personal use, doing business with a company owned or controlled by a Public Official, or hiring a family member of a Public Official or an employee/representative of a private entity.
- 4.3 **"Bribery"** means the act of soliciting, offering, promising, giving, accepting or receiving of inducement whether monetary or providing something of estimable value with the intent to influence an action or obtain undue favor from or to any academic staff, non-academic staff, or member of Governing Council of the University in the course of official duties or transactions.
- 4.4 **"Business Partner"** means the contractors, business partners, Distributors, Dealers, consultants, and agents with whom or through whom Novena University conducts business transactions.
- 4.5 **"Charitable Contribution"** means a cash or kind contribution made to non-profit associations or organizations for social, educational, environmental, and cultural benefit.
- 4.6 **"Corruption"** means the abuse or illegitimate use of office for financial or non-financial personal or secret gain, and includes bribery, soliciting, or receiving facilitation payments and kickbacks, money-laundering, embezzlement, misappropriation, fraud and other related offences.
- 4.7 **"Director"** means a member of the Governing Council of Novena University or any of its subsidiaries.
- 4.8 **"Employee"** means someone employed by Novena University and/or its affiliates and

non- employees such as contract staff, agent and consultant working for Novena University and/or its affiliates.

- 4.9 **"Facilitation Payment"** means the payment of an unofficial amount or advantage to an official or any other person acting on behalf of a corporate organization without a written receipt in order to secure or expedite a routine government action or corporate action. For example, making "grease" payments to arrange or speed up a service like issuing a passport or visa, or obtaining approvals and licenses, or to avoid prosecution by authorities or penalties.
- 4.10 **"Human Resources"** (HR) means the Head of the Human Resources department of Novena University.
- 4.11 **"Kickbacks"** mean payments made in return for a business favour.
- 4.12 **"Political Contribution"** means a cash or kind contribution made to a politician, political campaign or a political party or committee.
- 4.13 **"Public Official"** means any local or international (i) person engaged or employed in any capacity in the public service of any government entity or any entity that is partially or wholly owned or controlled by the government, (ii) officer of a political party, or (iii) political candidate.

5. **REGULATORY CITATIONS**

- 5.1 In the context of Bribery and Corruption, due consideration has been given to:
 - (i) Corrupt Practices and Other Related Offences Act, Cap C31 LFN 2004
 - (ii) Economic and Financial Crimes Commission Act, Cap E1 LFN 2004
 - (iii) Money Laundering (Prohibition) Act 2011
 - (iv) United Nations Convention against Corruption, 2003 (UNCAC)

6. **POLICY STATEMENT**

- 6.1 Novena University expressly prohibits any form of direct or indirect Bribery and Corruption in all dealings with any person and in any part of the world.
- 6.2. The Pro-Chancellor, Vice-Chancellors, members of Governing Council, Students and Employees are expressly prohibited from initiating, receiving or participating in any form of Bribery and Corruption while performing their duties to Novena University anywhere in the world.
- 6.3. The Governing Council shall ensure the implementation of programmes to counter Bribery and Corruption in Novena University, such as:
 - (a) Embedding of ethical values, establishing the Code of Conduct and ethics with relevant policies and procedures;
 - (b) Organizing anti-Bribery and Anti-Corruption programmes;
 - (c) Developing and implementing a risk management and control mechanism, employing internal and external communication, trainings, audits or any other suitable methodology;
 - (d) Integrating Corruption prevention initiatives and strategies in the University's business operations and activities;
 - (e) Ensuring the implementation of a mechanism for the Pro-Chancellor,

Vice-Chancellor, Students and Employees to report violation of this Policy confidentially or anonymously without fear, favour, or reprisals; and

- (f) Receiving, reviewing, and taking action on corruption reports, and making reports to the public and appropriate government authorities where necessary.

7. GIFTS AND HOSPITALITY

7.1. The Pro-Chancellor, Vice-Chancellor, Students and Employees of the university shall not receive, offer, solicit or arrange through third parties any bribe, whether or not intended for his/her benefit or the benefit of a family member, friend, associate or acquaintance or with intention to unduly influence a legitimate process.

7.2. The Pro-Chancellor, Vice-Chancellor, Students and Employees may offer or receive corporate gifts or benefits to the extent, in the manner and on the occasions recognized by Novena University Staff Handbook or Code of Business Conduct and Ethics policy or relevant regulations to the extent that it does not amount to an inducement, secret profit, conflict of interest and or conflict with existing laws. They shall, before offering or receiving any gift or benefit, ensure that such gift or benefit meets the following requirements:

- (a) It is not given or received and cannot be perceived as a bribe.
- (b) It complies with the law or internal policy of another company or entity.
- (c) It is given in the name of the company, not in the name of an individual.
- (d) It does not give cash or a cash equivalent exceeding the sum or value of N5,000.00 (Five Thousand Naira) (The Maximum Threshold) unless specific approval is given in writing.
- (e) It is appropriate and reasonable in the light of all relevant circumstances, festival or religious holidays, or ceremonies.
- (f) Taking into account the reason for the gift, it is of an appropriate and reasonable type and value and is given at an appropriate time.
- (g) It is given without any expectation of receiving favour or business.
- (h) It is given openly, not secretly; and
- (i) It does not involve a Public or government Official.
- j) If the gift or cash value above exceeds the threshold, such gifts must be declared to Compliance & Internal Audit Department and must be registered in the University's records in detail noting particularly the name of the recipient, donor, and the value.
- k) A staff may receive a corporate gift from business partners or associates or other persons in their capacity as corporate entities on personal occasions such as death of a family member, birth of children, marriage of a child or ward, birthday celebration or other personal or family celebration typically recognized in Nigeria as being worthy of financial support. However, such staff must declare monetary gifts which exceed the prescribed threshold.

7.3. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall obtain prior written approval before offering or receiving any gift or benefit to or from a Public Official. In the case of Council members, approval shall be given by the Pro-Chancellor/Chairman of the Governing Council.

7.4. Any gift or benefit given to or received by the Pro-Chancellor, Vice-Chancellor, any member of Governing Council, Student or Employee in contravention of this clause shall be immediately reported to the University and recorded by the Compliance and

Internal Audit Department. Employees shall make their reports to the Compliance/Internal Audit Department.

- 7.5 Prior to giving any corporate gift, the University shall ensure that the recipient has a reciprocal policy to accept corporate gifts or that the company or person is not prohibited under any law or internal policy from receiving such gifts, save and except corporate gift souvenirs given at meetings and events sponsored or organized by the university.

8. FACILITATION OF PAYMENTS AND KICKBACKS

- 8.1. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall not solicit, offer, pay, or authorize the payment or receipt of any form of facilitation payment or kickback.
- 8.2. If the Pro-Chancellor, Vice-Chancellor, Students, or Employee is asked to give or receive a facilitation payment or kickback, he/she must reject such request and immediately report the incident in accordance with Clause 7 of this Policy.
- 8.3. If the Pro-Chancellor, Vice-Chancellor, Students, or Employee is not sure whether a requested payment will be deemed as a facilitation payment or kickback, he/she should:
- (a) Be mindful of or confirm the reason for the requested payment and whether the requested amount is proportionate to the relevant goods or services,
 - (b) Ask for a receipt that details the reason for the payment, and
 - (c) Immediately report any suspicions or concerns in accordance with Clause 7 of this Policy.
 - (d) Consult with the Chairman of the Governing Council or Head of Human resources as applicable for further advice or clarification.

9. CONFLICTS OF INTEREST

- 9.1. While this Policy applies to transactions or activities performed on behalf of Novena University, the Pro-Chancellor, Vice-Chancellor, Students and Employees should recognize that their private interests or activities may affect their duties to Novena University, and ultimately the reputation and continued success of the university.
- 9.2. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall not put themselves in a position where their private interests or relationships interfere with their duties to Novena University and the university's commitment to the eradication of Bribery and Corruption.
- 9.3. While undertaking private activities, the Pro-Chancellor, Vice-Chancellor, all Students and Employees must avoid any corrupt activity that might lead to, or suggest a conflict of interest with, the business of Novena University or the University's fight against Bribery and Corruption.
- 9.4. Whenever the situation arises, they must disclose any conflict of interest that arises in the course of duty and abstain from voting or benefitting from same without due approval.
- 9.5. The Governing Council shall primarily be responsible to resolve and impose sanctions on any breach of this policy arising from a conflict of interest, bribery or corrupt practices including removal of the council member or termination of the employee's appointment. Where required the Governing Council may designate a committee to

review and make recommendations to the Governing Council on any issue of conflict of interest as the need arises.

10. ABUSE OF POWERS

- 10.1. The Pro-Chancellor, Vice-Chancellor, Students, and Employees shall not do or cause to be done, in abuse of office, any act that is unfavourable to the rights of any person, knowing that such act is unlawful, unethical, or contrary to Novena University's Code of Ethics, Policies and Procedures, or its business and the Company's commitment to zero tolerance to Bribery and Corruption.

11. CAREFULLY CHOOSING AND DEALING WITH BUSINESS PARTNERS

- 11.1. Novena University is committed to only doing business with law-abiding, honest, reputable and qualified Business Partners and third parties.
- 11.2. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall, in selecting and dealing with Business Partners, exercise due care and take reasonable steps and precautions geared towards evaluating corruption tendencies of actual and prospective Business Partners.
- 11.3. Before appointing any Business Partner, consultant, or third party and in the course of dealing with them, the Pro-Chancellor, Vice-Chancellor, Students and Employees shall conduct properly documented due diligence exercises, and actively watch for and report any activity that calls into question the credibility or intention of the Business Partner or third party to comply with anti-bribery, anti-money laundering and corruption laws, and Novena University's Code of Business Conduct and Ethics.
- 11.4. The Pro-Chancellor, Vice-Chancellor, Students, and Employees shall not offer or receive any Bribe, Kickback, Facilitation Payment, or any portion of a contract payment to or from a Business Partner or third party.
- 11.5. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall take diligent steps to ensure that the University's Business Partners do not offer any Bribes, Facilitation Payments, or Kickbacks in the course of their dealings with Novena University and shall immediately report any illegal activity to mitigate risks against the university and its officials.
- 11.6. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall ensure that all Novena University contracts include appropriate anti-bribery and anti-corruption provisions to mitigate against the risk of Corruption and to provide the university with an avenue for terminating the relationship in case of any violation.
- 11.7. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall not corruptly use the Novena University contracting and procurement processes to channel or receive payments to or from employees of Business Partners or third parties.
- 11.8. The Pro-Chancellor, Vice-Chancellor, Students and Employees must not connive with or assist a Business Partner to circumvent the law, Novena University Code of Business Conduct and Ethics policy or any of the Company's policies in order to secure or maintain a business or favour.

12. DEALING WITH PUBLIC OFFICIALS

- 12.1. The Pro-Chancellor, Vice-Chancellor, Students and Employees shall not offer or receive Bribes, Kickbacks, Facilitation Payments, or any portion of a contract payment to or from public officials.

12.2. The Pro-Chancellor, Vice-Chancellor, Students, and Employees shall not connive with Public Officials to circumvent the law.

12.3. The Pro-Chancellor, Vice-Chancellor, Students, and Employees shall ensure that all dealings with Public Officials comply with the law and are properly documented, including the issuance of properly documented official invoices and receipts.

13. POLITICAL CONTRIBUTIONS

13.1. The Pro-Chancellor, Vice-Chancellor, Students and Employees should recognize that Political Contributions can be used to obtain unfair advantages and may lead to Corruption.

13.2. The Pro-Chancellor, Vice-Chancellor, Students, and Employees shall not make any direct or indirect Political Contribution without the prior approval of the Governing Council of Novena University.

13.3. Novena University respects the right of the Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students and Employees to make personal Political Contributions, provided they are not made, and perceived as made, in any way to obtain a business advantage for Novena University. In particular, the Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students and Employees must: (a) not use Novena University time, assets and resources to carry out or support personal political activities; (b) always make clear that their views and actions are personal, and not that of the university; and (c) notify the Management through the HR (employees) or Governing Council (in the case of a council member) before seeking or accepting a public office while in service of the university.

14. CHARITABLE DONATIONS

14.1. The Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students and Employees shall not use Charitable Contributions and sponsorships as subterfuge for any form of Bribery and Corruption.

14.2. All Charitable Contributions made by or on behalf of Novena University above ₦500,000.00 (Five Hundred Thousand Naira) must receive the prior written approval of the Governing Council and thereafter must be properly documented and reported to the Governing Council in accordance with the Company's CSR Policy. The Governing Council shall ensure that Charitable Contributions are publicly disclosed in the university's audited accounts and annual reports as required by the accounting policies, laws and regulations.

14.3. No charitable donation shall be given without prior Governing Council approval if the affected charitable cause in question is not included in the university's CSR policy at any material time.

15. BLACKMAIL AND EXTORTION

15.1. Novena University does not give in to any direct or indirect form of blackmail or extortion.

The Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students, and Employees must immediately report any form of blackmail or extortion in accordance with this Policy.

16. RECORD KEEPING AND INTERNAL CONTROLS

- 16.1. Novena University expressly prohibits off-the-books, secret accounts or any other illegal, illegitimate or unethical practices.
- 16.2. The Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students and Employees must maintain books and records of all Novena University transactions and activities in reasonable detail to reflect such entries, transactions and activities accurately and fairly.
- 16.3. All charitable donations must be maintained in the books and records of Novena University in reasonable detail to accurately and clearly reflect the details and purpose of the charitable donations.
- 16.4. The Compliance and Internal Audit Department shall establish and maintain an effective system of internal controls to ensure checks and balances over Novena University's accounting and record keeping practices, and other relevant business processes.

The system of internal controls shall be subject to regular review and audit to ensure its effectiveness in combating and countering Bribery and Corruption.

17. VIOLATION AND REPORTING

- 17.1 Novena University shall enforce a zero-tolerance policy for any violation of this Policy.
- 17.2 Where the Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students, Employees, and any Student violates this Policy or is in violation of anti- bribery and anti-corruption laws, such an individual may be subject to disciplinary procedures and criminal prosecution with the imposition of fines and/or jail time, if found guilty.
- 17.3 The Pro-Chancellor, Vice-Chancellor, members of Governing Council, Students, and Employees are all required to comply with this Policy and to immediately report any violation of this Policy.

All reports must be treated in strict compliance without any form of reprisals and can be submitted anonymously in good faith.

18. SANCTIONS

In the event that any act of bribery, corruption, or conflict of interest or any other perverse act which contravenes this policy or the relevant statutes in operation in the Nigeria herein is proved against any staff or student, such staff or student shall be liable to forfeit any proceeds or benefits received to the university or the courts in addition to dismissal, or termination or of appointment with the university (if a staff) or suspension, or expulsion, or any other disciplinary measure that the university decides to apply (if a student).

19. ANNUAL REVIEW OF POLICY

- 19.1 Subject to the final approval of the Governing Council, this policy will be reviewed on an annual basis or as required to ensure compliance with changing regulations or internal policy.
- 19.2 This policy may be amended from time to time by the Governing Council in compliance with existing or future legislations, rules, and regulations.

20. **POLICY AUTHORIZATION**

This policy has been reviewed and approved by order of the Governing Council effective
_____20____.