RELATIONSHIPS POLICY

1. INTRODUCTION AND PRINCIPLES

1.1 Key to Imperial's Science for Humanity Strategy is the advancement of the University's role as a convenor, collaborator and partner of choice to facilitate the flow of ideas, talent and innovation to tackle grand global challenges. In pursuit of this strategic goal, Imperial enters into a multiplicity of contracts and agreements ("relationships") across many centres of activity, including Academic Services, Advancement, Enterprise, International Relations, Property and Research.

1.2 It is acknowledged that some of these relationships might carry risks for Imperial because of financial, legal or reputational considerations. It is therefore important that the decision whether to enter into (or renew) a relationship is made at the appropriate level of seniority within Imperial, that risks and potential mitigations are identified, and that our approach to approving or rejecting relationships is consistent and transparent. All relationships with third parties entered into by Imperial should support and be consistent with Imperial's mission, strategic aims and objectives.

1.3 When pursuing proposed relationships, all members of staff are expected to comply with the relevant Codes of Conduct that apply at Imperial, and conduct themselves in accordance with the "Nolan" Seven Principles of Public Life (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership).

Application of this Policy

1.4 This Relationships Policy ("the Policy") applies to institutional relationships where Imperial intends to contract, or renew or extend a relationship, with a third party. The Policy is intended to:

a) Remind all staff of the need carefully to consider the relationships they form, and to be alert to financial, legal and reputational risks associated with the proposed and continuing relationships;

b) Highlight the key considerations through which staff should assess the proposed relationship and decide whether it is appropriate to escalate the decision about whether to enter into or extend the relationship; and

c) Explain how the due diligence, risk assessment, and escalation processes should work.

1.5 Imperial has in place policies, procedures and regulations which set out the scope of authorisations delegated to its staff. Members of Imperial staff must abide by these when forming relationships with third parties. Members of staff also retain responsibility for considering financial, legal and reputational risks associated with their work, and escalating matters where appropriate in accordance with the escalation processes set out in Section 6. Decisions about whether to enter into relationships must be made at the appropriate level of seniority and financial approvals must be made in accordance with the Financial Regulations Delegation of Authority Schedule: Governance | Administration and support services | Imperial College London

2. SCOPE

2.1 The scope of this Policy includes all relationships with third parties entered into, by or in connection with Imperial (except commercial contracts that are managed through the procurement process), for example:

a) Academic collaborations formalised through contractual arrangements;

b) Receipt of philanthropic income and other gifts;

c) Receipt of research funding and related relationship agreements;

d) Receipt of other income, for example, Academic Services, Enterprise or Property collaborations formalised through contractual arrangements; and

e) Those non-income generating relationships that are assessed as potentially giving rise to reputational risk to Imperial.

2.2 Whilst there are some arrangements within Imperial that are not strictly governed by the scope of this Policy – such as student placements and individual academic relationships subject to the Declaration of Interests Policy and Conflict of Interests Guidance – in order to secure approval for those arrangements they are expected to align with the requirements of this Policy. Therefore, particular attention should be given to the nature of the activity being proposed or that the contracting party engages in, and/or the country within which the potential partner is situated; for example: a student placement with a tobacco company will be very unlikely to receive approval. For individual academic partnerships concerning certain areas of research in relevant countries, academics could be liable to make personal notifications under the UK Government's Foreign Influence Registration Scheme (FIRS) if appropriate authority is not sought from, and granted by, Imperial.

3. DEFINITIONS

3.1 **Academic collaboration**: relationships that are formalised through contractual arrangements of an academic nature entered into by Imperial or one of its constituent faculties, departments or divisions with third parties such as: joint degree programmes, memoranda of understanding, joint institutes or centres, and such similar relationships.

3.2 **Research funding and related relationships agreements**: agreements that are formalised through contractual arrangements by Imperial or one of its constituent faculties, departments or divisions with third parties for: research specific activities, funded and unfunded, including collaboration agreements, research funding agreements, research subcontracts, and all similar arrangements.

3.3 **Philanthropic income**: income which does not confer full or partial ownership of a deliverable on the funder in return for the funding; this may include income that is in essence (even if not entirely) philanthropic.

3.4 **Gifts**: includes philanthropic income and other non-financial gifts of a philanthropic nature that are received pursuant to contractual arrangements.

3.5 **Other income**: the proposed receipt, pursuant to contractual arrangements by Imperial or one of its constituent faculties, departments or divisions, of any grants or similar income for purposes related to research, education and academic matters (including income from industry, charity and other sources) which do not meet the UKRI criteria for research. This might include consultancy activities of ICON (Imperial Consulting).

4. GUIDELINES FOR REVIEWING ALL RELATIONSHIPS AND DUE DILIGENCE

4.1 In considering any relationship, the following guidelines apply irrespective of income source or type of relationship. Those proposing relationships should consider carefully matters such as:

a) The reason for undertaking the activity or engaging in a relationship with the third party(ies): what does each party hope to obtain and might the relationship compromise individuals or Imperial more widely?

b) Is the activity potentially sensitive; is sensitive technology involved; does the proposed relationship open up the possibility of misuse of academic research, including the suppression or falsification of research? Are there any legal considerations to undertake in the proposed relationship; does the relationship arise, in whole or in part, from illegal activity that might include tax evasion, fraud, bribery, the violation of international conventions, for example, on human rights or the environment?

c) Who is/are the partners: do they have good standing; are they in or from a country that has differing democratic standards to the UK?

d) Are there any conflicts of interest or potential conflicts of interest that may arise from entering into the relationship?

e) Are there any legal restrictions that might prevent activity from proceeding with the proposed partner, for example: export controls, FIRS, GDPR, visa restrictions, sanctions?

f) Might the relationship attempt to require Imperial to deviate from its normal hiring, promotion, procurement and contracting procedures?

g) Might the relationship attempt to require Imperial to provide special consideration for admission to its programmes of study?

h) In the case of proposed philanthropic or gift proposals, do these appear to be tied to particular pieces of research so that they should properly be routed through the appropriate Research Support and Compliance Division (RSCD) assessment and approval processes?

4.2 Caution must be exercised to ensure that Imperial's interests are maintained when reviewing a relationship; for example, those proposing a relationship should be alert to factors that might:

a) Restrict academic freedom and/or lawful free speech;

b) Deter others from supporting or working with Imperial;

c) Cause any other damage, including financial or reputational, to Imperial;

d) Expose Imperial to potential legal liability (above usual approved contractual terms).

4.3 Relationships where the sources of income or funding are difficult to establish require special scrutiny.

4.4 Relationships must comply with economic sanctions imposed by the UK government, and additionally those of other jurisdictions that apply to Imperial (see Appendix B).

4.5 Any relationship involving a government, government body, institution, company or business connected to Russia, Iran or North Korea must be escalated to the Relationships Review Committee ("RRC") for consideration via RRC@imperial.ac.uk.

4.6 Any relationship involving a government body, institution, company or business connected to China and involving activities in one or more of the Specially Designated Fields (SDF) (contact the RSCD for access to this list), must be escalated to the RRCI for consideration via RRC@imperial.ac.uk.

4.7 Where credit checks are carried out on a potential relationship partner, their creditworthiness is one of several risk factors that a decision maker will take into account when deciding whether to pursue a relationship.

4.8 Any proposed relationship with a company involved in fossil fuel extraction must align with the requirements of Imperial's Zero Index framework; this assessment must be carried out in addition to any due diligence review conducted in accordance with this Policy, before approval is sought.

Due Diligence

4.9 Due diligence is a tool that supports decision making. To assist decision makers a standardised Due Diligence pro forma is available for completion by designated members of Imperial staff ("Due Diligence Coordinators"). The pro forma is accessed through a bespoke Due Diligence Portal to which relevant teams will be given access. **The Due Diligence pro forma must be completed by the team facilitating the relationship** e.g. Faculty Research Services, Education Office, Academic Services, Property, Enterprise or Advancement Divisions. The relevant business area must designate Due Diligence Coordinators who are authorised to use the Due Diligence Portal; these Coordinators will receive appropriate training to support them in their role.

4.10 The Due Diligence pro forma prompts consideration of various factors designed to better identify any risks associated with a proposed relationship. Completing the Due Diligence pro forma is not the decision-making process, but it will assist those who have responsibility to assess a proposal. Exceptionally, some proposed relationships might have such significant financial, legal or reputational risks attached to them that further due diligence from an independent source might be required.

4.11 There are three distinct due diligence proforma to be completed depending on the type and level at which the relationship is being assessed:

4.11.1 Due diligence review for an organisation (and any associated naming proposal)

4.11.2 Due diligence review for an activity

4.11.3 Due diligence review for an individual

4.12 Unless otherwise notified or a material change in information about an organisation or individual becomes known to Imperial:

4.12.1 Organisation and individual records will require review every two years (if any risks have been identified i.e. if escalated beyond DMB Level 1) or every four years (if no risks have been identified i.e. if approved at DMB Level 1).

4.12.2 An activity record must be completed each time a new activity is initiated with an organisation/individual. Whilst the organisation/individual will receive a risk assessment of low to high, the approval for the relationship will always be recorded against the activity.

5. RELATIONSHIP REVIEW COMMITTEE ("RRC")

5.1 Imperial's RRC comprises seven senior members of staff; it is quorate when at least four members are present; the Terms of Reference for the RRC may be found here. The RRC is responsible for setting the strategic approach to relationships, including approving Imperial's due diligence and relationships approval processes. This includes setting the principles for relationship approvals with Sensitive Countries (or entities based within those countries), where the proposed relationships involve particular types of research (and those companies or institutions where increased risks are identified through the due diligence process). The list of Sensitive Countries found at Appendix B may be updated from time to time by the RSCD; these are also located on the Due Diligence Portal.

5.2 The RRC also performs the role of Decision-Making Body (DMB) Level 3 (see below). Where required, the RRC will consider those proposals that have been identified as carrying the highest levels of risk and decide whether to approve or reject the proposed relationship, or to refer the matter for discussion and decision at UMB (UMB may refer the matter to Council if it assesses the level of risk warrants such oversight).

5.3 Additionally, the RRC will:

a) Recommend related policies and procedures to UMB and/or Council for approval (such as Relationships and Gift Acceptance Policies);

b) Provide principles or guidance on how to manage relationships associated with countries on the Sensitive Countries list (Appendix B), and particular industry or strategic partners. This will support DMB Levels 1 and 2 to ascertain whether there is sufficient mitigation or tolerance of identified risks for them to be able to approve a relationship, or whether the decision requires escalation;

c) Set the parameters for escalation of approval decisions;

d) Receive assurance reports from (or about) DMB Levels 1 and 2 (see section 11); and

e) Provide an annual assurance report to UMB and the Audit & Risk Committee on the management of relationships at Imperial.

6. PROCESS FOR ESCALATING DECISIONS ON PROPOSED OR CONTINUING RELATIONSHIPS WHERE RISKS HAVE BEEN IDENTIFIED

6.1 There are certain relationships that frequently carry inherently higher financial, legal or reputational risks than others. These include relationships where a potential or existing partner is located within (or has links to) a country that has been identified as having laws, systems and conduct that do not align with UK democratic standards or otherwise poses a national security threat to the UK.

6.2 Other relationships that carry elevated risks for Imperial include those involving companies where the nature of their business might not align with Imperial's Values. Consideration of the financial, legal or reputational risks associated with a relationship proposal must take place before formally entering into a new relationship or extending an existing relationship.

6.3 A proposed relationship with any company involved in fossil fuel extraction must be assessed under the Imperial Zero Index.

6.4 It is incumbent upon the relationship lead at Imperial to keep such risks under review during the tenure of the relationship. Where appropriate, a decision whether to enter into a relationship should follow the escalation process described below.

6.5 Imperial has three levels of approval for transactions, described in sections 7 to 9. To align with the Delegation of Authority Schedule in the Financial Regulations and to share the burden of risk, a DMB should comprise a minimum of two members of Imperial staff of appropriate seniority (see below).

6.6 As noted above, any relationship involving a government, government body, institution, company or business connected to Russia, Iran or North Korea must be escalated to the RRC for consideration via RRC@imperial.ac.uk. Any relationship involving a government body, institution, company or business connected to China and involving activities in one or more of the Specially Designated Fields (SDF) (contact the RSCD for access to this list) must be escalated to the RRC for consideration via RRC@imperial.ac.uk.

7. DMB LEVEL 1

7.1 Level 1 is the "business as usual" entry level where no, or very low risks that can be mitigated or tolerated, have been identified using the due diligence tool. DMB Level 1 will hold responsibility for the lowest level of risk. Those who may perform the role of DMB Level 1 will usually be the Due Diligence Coordinators carrying out the due diligence work, e.g. Faculty Research Services, Education Office, Academic Services, Property, Enterprise or Advancement Divisions.

7.2 To ensure robust decision making is in place, decisions about whether to approve a relationship where any risks have been identified should be taken by two members of staff. The relevant business area must designate staff with sufficient seniority as authorised decision makers in this process, and approval of financial levels must be made in accordance with the Delegation of Authority Schedule in the Financial Regulations: Governance | Administration and support services | Imperial College London. It is incumbent upon those individuals deciding whether to approve relationships – and the Departments or Divisions – to maintain a record of why decisions were made, especially if any risks have been identified through the due diligence process; this will be facilitated by the automated Due Diligence Portal to which designated Due Diligence Coordinators will have access. Internal audit checks of DMB Level 1 decisions will be conducted periodically to ensure consistency of approach across Imperial.

7.3 Should any decision to approve be conditional (i.e. approved subject to something being done), DMB Level 1 must record whether that condition has been met. No relationship may proceed until any condition has been recorded as met.

7.4 When DMB Level 1 considers that a proposed relationship warrants greater scrutiny and should receive approval at Level 2 or above, the matter must be escalated for approval. The escalation route to DMB Level 2 is automated through the Due Diligence Portal; escalation direct to DMB Level 3 is via RRC@imperial.ac.uk.

8. DMB LEVEL 2

8.1 Level 2 is the first point of escalation outside the particular business area leading upon the relationship; it will receive a relationship proposal for approval when the due diligence process has demonstrated that there are risks associated with the relationship that are above designated tolerance, or DMB Level 1 considers the proposed relationship should be approved at a more senior level of responsibility, or the Financial Regulations Delegation of Authority Schedule require escalation because of the level of finances involved.

8.2 Decisions at DMB Level 2 should be made by the Dean of the Faculty (or their delegate to manage this process), or relevant University Management Board (UMB) member (or their delegate) for a business area that is outside the Faculty structure (e.g. the Chief Property Officer as the Chief Operating Officer's delegate), together with the delegate of the Vice-Provost (Education & Student Experience), Vice-President (Advancement), Vice-Provost (Research & Enterprise), or Chief Operating Officer depending upon the lead business area for the relationship. A record of a decision and the reasons for it must be entered into the Due Diligence Portal (and this must be relayed to DMB Level 1). Regular internal audit checks of DMB Level 2 decisions will be conducted to ensure consistency of approach to relationships across Imperial.

8.3 As noted above, a proposed relationship with any company involved in fossil fuel extraction must be assessed under Imperial's Zero Index (see supplementary guidance).

8.4 Should any decision to approve be conditional (i.e. approved subject to something being done), DMB Level 2 must record whether that condition has been met. No relationship may proceed until any condition has been recorded as met.

9. DMB LEVEL 3: THE RRC

9.1 Level 3 will usually be the final point of escalation in the process. The RRC is the DMB Level 3. It will receive referrals from DMB Level 2 (or occasionally directly from DMB Level 1), where significant financial, legal or reputational risks have been identified. These risks could relate to:

9.1.1 significant reputational risk because of the involvement of particular individuals;

9.1.2 high financial exposure for which Imperial's Authority Matrix requires senior approval;

9.1.3 significant research security considerations, or those with national security implications.

9.2 Any relationships associated with countries on the Sensitive Countries list (which may be updated from time to time by the RSCD) **and** relating to Specially Designated Fields of research must be referred to DMB Level 3. Any relationships involving a government, government body, institution, company or business connected to Russia, Iran or North Korea regardless of the area of research, must be escalated to the RRC. Any relationship involving a government body, institution, company or business connected to China and involving activities in one or more of the Specially Designated Fields (SDF) (contact the RSCD for access to this list) must be escalated to the RRC.

9.3 Proposed relationships that need to be referred to DMB Level 3 should be sent to RRC@imperial.ac.uk, and wherever possible facilitated by systems set up to support due diligence. DMB Level 3 meetings (which should be convened as quickly as possible), will be chaired by the Chair of the RRC. DMB Level 3 meetings will be clerked by the Legal & Regulatory Affairs Team who will record the nature of the proposed relationship, identified risks, decision of the DMB Level 3, and its reasons.

9.4 In some cases the RRC might consider that the risks identified in relation to a particular proposed relationship are significant enough to refer the proposal to UMB for discussion and decision (or the terms of the Financial Regulations Delegation of Authority Schedule might require escalation; UMB may refer a proposal to Council for decision if it considers the identified risks warrant such oversight.

10. OUTCOME

10.1 The outcome from a DMB may be:

10.1.1 RELATIONSHIP APPROVED. This indicates that Imperial may proceed with the proposed relationship.

10.1.2 RELATIONSHIP NOT APPROVED. This indicates that Imperial will not proceed with the proposed relationship.

10.1.3 RELATIONSHIP APPROVED SUBJECT TO CONDITION(S).

10.1.4 RELATIONSHIP REFERRED TO HIGHER DMB. This indicates that the identified risks warrant consideration of the proposed relationship at a higher level of seniority.

10.2 Should any decision to approve be conditional (i.e. approved subject to something being done), the responsible business area must provide evidence that the condition has been met to the relevant DMB, and evidence of the condition being met must be recorded on the Due Diligence Portal or (where relevant) by the RRC. No relationship may proceed until any condition has been recorded as met.

10.3 All decisions must be relayed to the relevant business area/lead as soon as reasonably practicable after a DMB has made its decision.

11. REPORTING AND ASSURANCE

11.1 The Due Diligence Portal has been developed to support due diligence and ensure the consistent use of a single Due Diligence pro forma. The Due Diligence Portal is an automated system that will record decisions at DMB Levels 1 and 2; users should ensure that reasons for decisions are entered into the system.

11.2 Periodic internal audit checks of decisions made at DMB Levels 1 and 2 will be conducted to ensure this Policy, the principles and guidelines are being applied consistently. This process will highlight any matters that would benefit from RRC Guidance to assist decision making.

11.3 The Legal & Regulatory Affairs team will compile termly Assurance Reports for Risk and Compliance Committee. An Annual Assurance Report will be prepared for UMB and the Audit & Risk Committee on behalf of the RRC.

11.4 Imperial aims to be transparent about relationships entered into, the parties involved, and the purposes of those relationships. However, there will be cases where anonymity or confidentiality requirements should properly be respected, and Imperial will carefully consider any requests for anonymity or redaction. Any requests for anonymity or confidentiality requirements will require escalation to the RRC for consideration. The University will, however, disclose details of relationships where it is required to do so by law, by any applicable governmental or other regulatory authority, or by order of a court.

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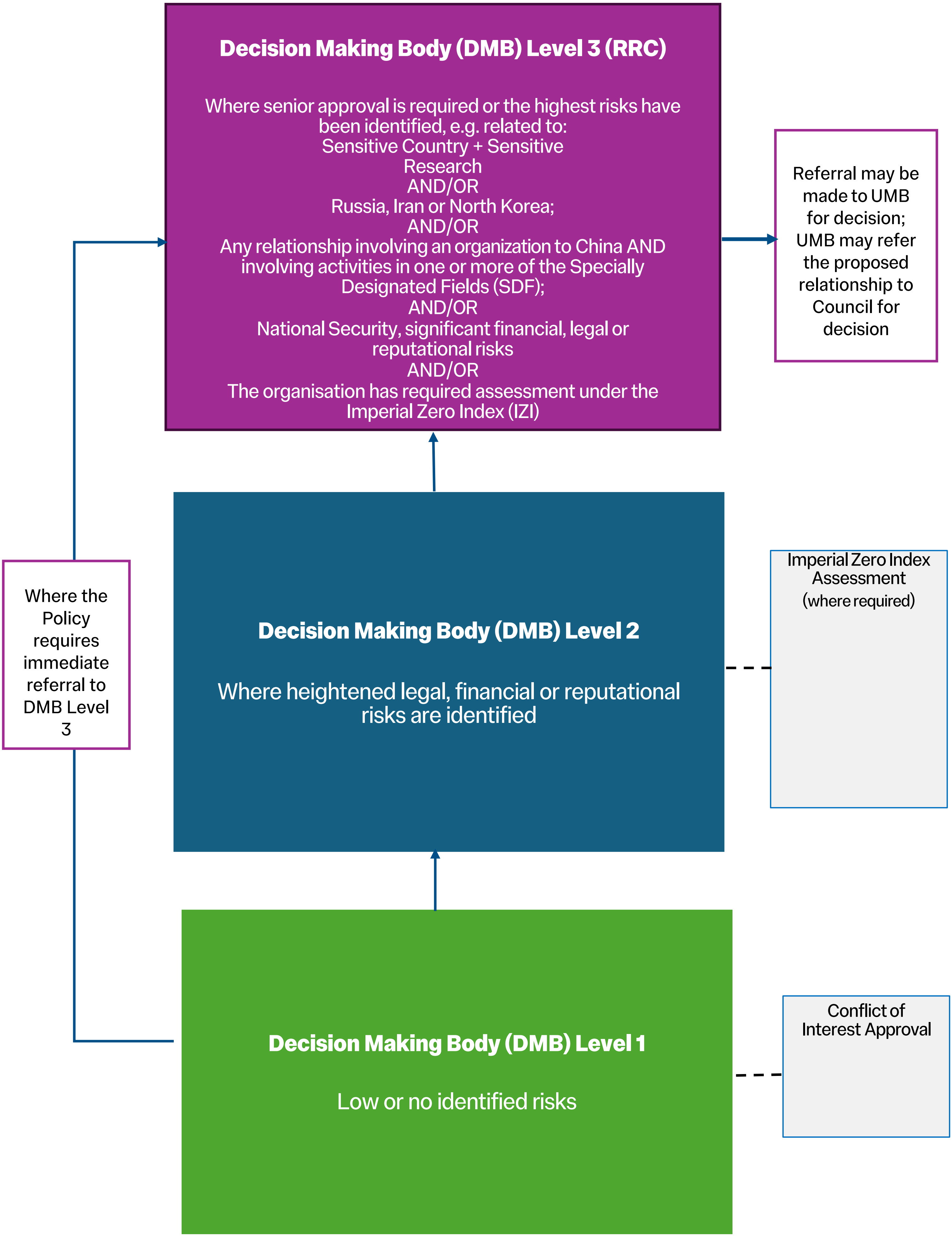
Appendix A: Escalation Pathways Illustrative Diagram



Appendix B: List of Sensitive Countries (aligned with the UK Sanctions Regime)

Any relationship involving a government body, institution, company or business connected to Russia, Iran or North Korea must be escalated to the RRC via RRC@imperial.ac.uk

Any relationship involving a government body, institution, company or business connected to China and involving activities in one or more of the Specially Designated Fields (SDF) (contact the RSCD for access to this list) must be escalated to the RRC.

Additionally, where the following countries are involved in the proposed relationship, if the areas of research are listed in the Specially Designated Fields (contact the RSCD for access to the list), they too must be escalated to the RRC. This list may be updated from time to time by the RSCD:

Afghanistan	Guinea Bissau	Somalia
Belarus	Haiti	South Sudan
Bosnia Herzegovina	Iraq	Sudan
Burma	Lebanon	Syria
Burundi	Libya	Venezuela
Central African Republic	Mali	Yemen
Congo	Nicaragua	Zimbabwe
Guinea	Saudi Arabia	

Additionally, when contemplating entering into a relationship, due regard must be given to other sanctions regimes that affect the University, such as US, EU or United Nations requirements, which might not exactly mirror UK sanctioned countries.
UK sanctions list: https://www.gov.uk/government/publications/the-uk-sanctions-list
USA sanctions list search: https://sanctionssearch.ofac.treas.gov/
UN sanctions list search: https://scsanctions.un.org/search/

Imperial's borrowing covenants require us to comply with the following:
Imperial must not and must not permit any Controlled Entity to (a) become, own or control a Blocked Person or any Person that is the target of sanctions imposed by the United Nations, the European Union or HM Treasury, or (b) directly or indirectly have any investment in or engage in any dealing or transaction with any person or entity if such investment, dealing or transaction would be in violation of, or could result in the imposition of sanctions under any U.S. Economic Sanctions Laws applicable to Imperial (or Controlled Entity), except, in the case of (b), to the extent that such violation or sanctions, if imposed, could not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, provided that for the avoidance of doubt, nothing in (b) restricts Imperial from recruiting students, receiving fees from students, recruiting academics, research activities or doing anything else in the ordinary course of its usual business with any country that is the subject of U.S. Economic Sanctions or any Blocked Person.

POLICY AND DOCUMENT CONTROL	
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