

GOVERNANCE POLICY

Title: Governance Policy
Effective: 23rd July 2012
Revised: 15th March 2021

1.0 PURPOSE

The purpose of the Governance Policy is to direct the manner in which the Board will govern itself, exercise authority, and relate to the Secretariat.

2.0 APPLICATION

This policy is to be followed by Board Members, Secretariat members, and volunteers.

3.0 DEFINITIONS

- 3.1 “Board” refers to the ordinary and ex-officio members of the Council appointed by the Minister of Health in accordance with the Bermuda Health Council Act 2004.
 - 3.2 “Council” is used to refer to the Board and Secretariat combined. It may also be referred to as the Bermuda Health Council, the Health Council, or the Council.
 - 3.3 “Executive Committee” is a sub-committee of the Board comprised of the Board Chair, the Board Deputy-Chair and the Council’s Chief Executive Officer (CEO).
 - 3.4 “Operations” refers to all matters related to the day-to-day running of the Secretariat and to governance policies of the Board.
 - 3.5 “Secretariat” refers to the employed staff of the Council, including the CEO.
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4.0 AUTHORITY

- 4.1 Bermuda Health Council Act 2004, Section 3 (2): “The Council shall be a body corporate with perpetual succession and a common seal and may sue and be sued in its corporate name.”
 - 4.2 The Bermuda Health Council Act, Section 3 (3): “the Council may enter into contracts and do all things necessary for the performance of its functions.”
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5.0 CONSTITUTION OF THE BOARD

- 5.1 The size and composition of the Board is determined by the Bermuda Health Council Act 2004, Section 6 (1). Seven members constitute a quorum (Section 6 (8)).

- 5.2 The Chair and Deputy-Chair are appointed by the Minister of Health in accordance with the Bermuda Health Council Act 2004, Section 6 (4).
- 5.3 The CEO is recruited and appointed by the Board to serve as CEO of the Council with the remuneration, emoluments, terms, conditions and period of service fixed by the Council, with approval of the Minister (Section 9 of Health Council Act). The CEO serves as an ex-officio member of the Board, in accordance with the Health Council Act 2004.

6.0 BOARD RESPONSIBILITIES

- 6.1 The primary responsibility of the Board is to oversee the affairs of the Council in the best interests of the Council. Day-to-day operation of the Council is the responsibility of the Secretariat. The Board is responsible for defining the strategies to be followed by the Council, for selecting the CEO of the Council and for monitoring his/her performance. The Board is also responsible for reviewing the procedures established to assure that the Council's management and employees operate in a legal and ethically-responsible manner. The Board may retain any specialist resources deemed necessary to support its procedures from time to time, as it sees fit.
- 6.2 **Fiduciary responsibilities:** The Board shall operate to ensure achievement of the Council's mission, and to protect the organization's assets. It will ensure policies are in place to prevent theft, waste or misuse of resources, ensure resources are deployed effectively and efficiently to advance the organization's mission, and operate solely in the best interest of the Council.
- 6.3 **Governance style:** The Board will govern with an emphasis on:
- a) Outward vision rather than internal preoccupation
 - b) Encouragement of diversity in viewpoints
 - c) Strategic leadership rather than administrative detail
 - d) Clear distinction of Board and Secretariat roles
 - e) Collective rather than individual decisions
 - f) Future outlook rather than past or present
 - g) Proactive rather than reactive
- 6.4 **Operating principles:** The Board shall operate under the principles of equity, transparency and confidentiality. Accordingly, all members will be treated in an equitable, fair and respectful manner; meetings shall be conducted in an open and transparent manner; and Board Members will maintain confidentiality on all matters, within the Council. Ethical behaviour is detailed in Section 13 of this policy.
- 6.5 **Conflict of interest:** Board Members must complete annual conflict of interest declarations, per attached policy. In addition, Board Members will declare a conflict of interest on any matter brought before the Board before discussion or voting occurs. Where a topic-related direct conflict of interest is established, or declared, an individual shall abstain from discussion, voting or

participation in meetings on these matters. If an egregious case of non-disclosure is discovered, individuals will be recommended for removal from the Board.

- 6.6 Role of the Chair:** The Chair, as an appointee of the Government, is responsible for the integrity and fulfilment of the Council's processes. The Chair does not act independently of the full Council in decision making and ensures the Council holds the CEO accountable to achieve deliverables.
- 6.7 Role of Board Members:** Board Members shall serve the interests of the Council, not self-interest. Steps must be taken to avoid even the appearance of conflicts of interest or interest in a business or practice. More specifically,
- a) Each Board Member owes a fiduciary duty to act in good faith in his or her dealings with or on behalf of the Council and to exercise the powers and fulfil the duties of the office honestly. Each Board Member is also expected, when acting in the Council's interests, to exercise whatever skill he or she possesses with reasonable care and to diligently attend to the affairs of the Council. In discharging his or her duties, each Board Member is entitled to rely on the honesty and integrity of his or her fellow Board Members as well as on the honesty and integrity and the advice, reports and opinions of the management of the Council and its outside advisors and auditors.
 - b) Board Members are expected to attend the Council's Board meetings and meetings of Committees on which they serve. A Board Member who is unable to attend a Board or Committee Meeting should notify the Board or Committee Chair (as appropriate) or Secretary with as much notice as possible so that related arrangements may be changed, if necessary. Each member of the Board must make the commitment to spend the time necessary to prepare for Board and Committee meetings, including thorough advance review of meeting materials, and to meet as frequently as required to properly discharge his or her responsibilities.
- 6.8 Board Member Orientation/Continuing Education:** New Board Members are expected to participate in an orientation process that includes:
- a) Reviewing materials regarding the Council's business, compliance programmes and code of conduct, and attesting to their understanding and acceptance of such;
 - b) Reviewing these Guidelines and other policies and procedures developed by the Board, including the Terms of Reference of any Committee on which such new Board Member is to serve; and
 - c) Visiting the Council's offices and meeting with key personnel to discuss the Council's business and operations, strategic plans, the environment in which the Council operates and its significant financial, accounting and risk management issues. The orientation process should be complete within two months of the time the new Board Member joins the Council. All Board Members are expected to pass through the orientation process on a four year cycle, so that they may be kept current with Council practices, some of which may not come before the Board in the normal course of business.

- 6.9 **Board Access to Senior Management:** Board Members may initiate contact with the Council’s management at any time, advising the CEO when doing so. The CEO will invite key members of management to regularly attend Board meetings so that they may provide additional insight into the items being discussed. The Board expects that management will use this process to give exposure to managers with senior management potential.
- 6.10 **Independent Advisors:** The Board has the power to hire, at the expense of the Council, independent legal, financial or other advisors as they may deem necessary. This decision must be discussed by Executive Committee and a meeting minute recorded. In cases where the CEO/Accounting Officer is not involved in the decision making, the Accounting Officer must be notified via the recorded minutes.
- 6.11 **Strategic Direction:** The Board will direct the Council by establishing strategic goals and broad written policies reflecting the Council’s values. The Board’s primary focus will be on the intended long-term effects of the Council, not on the administrative aspects of achieving those goals. A substantial portion of at least one Board meeting each year will be devoted to a review of the Council’s strategic plans.
- 6.12 **Decision Authority Levels:** To enhance efficiency and transparency in the execution of Council business, the Health Council applies the decision authority levels in Table 1 below. “Ratification” means the Board must have sight of a decision for an approval to be final; no Board member has veto power to override an approval; and Committee approvals can only be reversed by a formal Council vote. All Board decisions are subject to the Appeals Policy.

Table 1: Decision Authority Levels

Business type	Board	Committee*	Secretariat
1. Strategy (e.g. missions, survival, leadership, major, strategic planning, decisions with political implications, policy direction)	Approves	Recommends	Advises
2. Financial & Governance (e.g. budget approval, policies with financial impact, audit, , lease changes, HR including hiring, salaries and payroll, BPSU negotiations, reallocation of funds)	Informed	Approves	Advises
3. Complex functions (e.g. new licences, fees, new SHBs, mandated, status quo** licences)	Ratifies	Approves	Advises
4. Operational (e.g. operational policies and procedures, framework for execution of functions)	Informed	Informed	Approves

* The relevant Committee depends on the business type: 1. Executive, 2. Audit & Governance, 3. Regulation, Care Quality, Finance and Economics, 4. Executive. For Committee level approvals related to expenditure, see Financial Instructions 8.2.

**includes licence renewal where there is no change in circumstances or granting approvals where compliance with legal requirements is straight forward

- 6.13 Assessing the Board's Performance:** The Executive Committee oversees an annual self-evaluation of the Board's performance and reviews the results of such evaluation with the Board on a pre-arranged schedule. Committee Chairs shall conduct annual evaluations of the Committee's performance, and report the results to the Executive Committee.
- 6.14 Board Interaction with Stakeholders and the Press:** The Chair and the CEO speak for the Council as noted in the *Agreement to Refrain from Unauthorized Public Statements*. Management appoints persons to interact with stakeholders and members of the public. All meetings with the press must include either the CEO or the Chair unless otherwise appointed. Individual Board Members ordinarily do not communicate directly with these parties about Council matters, unless requested to do so by the Board or CEO. This policy does not preclude Board Members from meeting with stakeholders, and it is suggested that any such meetings be held with management present unless otherwise approved by the Board.
- 6.15 Upholding Health Council Reputation:** Board members are appointed to uphold the reputation and integrity of the Council and to provide expertise and support for the achievement of its strategic goals. As such board members are expected to safeguard the reputation of the Council and refrain from making negative comments and presentations in the public space. If members are unhappy with how the Council is operating, they should bring the matter to the attention of the CEO and/or Chair for discussion.

6.16

7.0 BOARD MEETINGS

- 7.1 Scheduling and Agendas for Board Meetings:** The Board usually meets six times per year in regularly scheduled meetings although it may meet more often if required. The Chair of the Board and CEO of the Council will develop the agenda for each Board meeting and distribute it sufficiently in advance of the meeting for full consideration by the Board Members. The CEO will consult with senior management during development of the agenda. Board Members may suggest additional agenda items, and may raise topics not on the agenda at the meeting, but substantive issues will normally be decided after full distribution of pertinent documentation prior to the meeting.
- 7.2 Board Materials Review and Distribution:** Information that is important for Board or Committee members to understand the business to be conducted will be distributed to the members sufficiently in advance of each meeting (normally 5 calendar days) for full consideration of the Board Members. Such information will be presented in a concise manner, while still providing the necessary information, so that more meeting time may be spent in discussion. If the subject is too sensitive to be distributed in writing, the presentation will be made at the meeting. Board Members shall preserve the confidentiality of material given or presented to the Council. Board Members are expected to prepare for meetings by reviewing the materials in advance and contacting senior management per Section 6.9 above, if appropriate, with requests for additional information needed. If the information is deemed to be material it should be shared with the full Board for discussion during a Board meeting.

- 7.3 Executive Sessions:** These are closed session meetings occurring within Board meetings exclusive to non-Secretariat and non-ex-officio Board members that do not have a conflict of interest. The majority of business is to be conducted in Board Meetings; as such, executive sessions can be pre-planned and reserved to discuss sensitive litigation, pending litigation, legal advice and any other highly sensitive matters in which the Chair deems appropriate. The chair can determine the participation of legal counsel, Secretariat and ex-officio members as appropriate. The Chair will initiate the beginning and end of the executive session with a motion. Another member must second the motion followed by a Board vote. The motions, vote, intent, participants and length of the executive session must be documented in the Board Meeting minute for transparency purposes. Minutes will be distributed to executive session attendees and filed on the Council's shared drive prior to the next Board meeting.

8.0 BOARD COMMITTEES

- 8.1** The Board will operate with Board Committees that will work in conjunction with the Secretariat to provide oversight and execution of strategic goals, ensure accountability, and make decisions on matters pertaining to the fulfilment of the Council's legal mandate as stipulated in the Bermuda Health Council Act 2004.
- 8.2 Establishment and Terms of Reference:** The Board Committees will be established by the Board and each shall have Terms of Reference for their specific purpose. Each Board Committee shall have its own Terms of Reference agreed upon by the Board. There will be a Board Committee established to a minimum of the following areas: a) audit and governance, b) regulation, c) quality, and d) finance and economics. The Board or CEO may also, in their discretion, appoint ad-hoc Committees to address and advise upon certain issues that may from time to time arise. Each ad-hoc Committee shall have its own Terms of Reference agreed upon by the members of the Committee and project lead as part of its formation process.
- 8.3 Assignment of Committee Members:** The Chair of the Board invites suitably qualified persons (usually but not always Board Members) to serve on and Chair the Committees, taking into account the preferences and experience of the individual. These appointments are ratified by the Board. The CEO is given discretion to appoint one ad hoc member to the Audit and Governance Committee. This member is eligible to receive compensation per the Board Member Compensation Policy.
- 8.4 Term of Membership:** The term of membership on Committees will be one year beginning January of the calendar year. Committee members, including the Committee Chairs, are eligible for re-appointment.
- 8.5 Operating Principles for Committees:** Committees shall operate under the principles of equity, transparency and confidentiality. Accordingly, all members will be treated in an equitable, fair and respectful manner; meetings shall be conducted in an open and transparent manner; and committee members will maintain confidentiality on all matters, within the Council.

- 8.6 Conflict of Interest within Committees:** Members will declare a conflict of interest on any matter brought before the Committee before discussion or voting occurs. Where a conflict of interest is established, such individuals may be asked to abstain from discussion, voting or participation in meetings on these matters.
- 8.7 Quorum:** Meeting quorum will be determined by each Committee's Terms of Reference. When Committees have to make decisions remotely, votes must be cast in writing (email, fax or letter) from not less than 55% of Committee members.
- 8.8 Committee Meetings:** Committee meetings are called by Committee Chairs and scheduled by the Secretary per Terms of Reference.
- 8.9 Committee Agendas:** The Chair and the Secretary of each Committee develop the agenda for meetings of the Committee. Committee members may suggest additional agenda items and may, at any meeting, raise subjects that are not on the agenda. All Board Members, whether members of a Committee or not, are invited to make suggestions to Committee Chairs for additions to the agenda of his or her Committee or to request that an item from a Committee agenda be considered by the Board.

9.0 PUBLICATIONS REVIEW SUB-COMMITTEES (PRS)

- 9.1 Overall Purpose:** The Council produces reports on various aspects of Bermuda's health system. Such reports require Board input for publication; reports are shared with Board Committees in advance of publication. In order to expedite the review and approval process for publications, and to ease the burden on Board members, Publications Review Sub-Committees (PRS) will be utilized to review and approve reports for publication on behalf of the Board.
- 9.2 Definitions:**
- "Publication" refers to the broad dissemination of Council reports via the web site, email and/or hard copy mailing. "Publication" does not include confidential sharing of reports with select partners or stakeholders for specific business purposes.
- "Reports" refer to research, investigation or analytic documents produced by or on behalf of the Council. "Reports" excludes pamphlets, leaflets and correspondence.
- 9.3 Scope and Authority of the Sub-committee:** PRSs will review and approve reports for publication, on behalf of the Board.
- 9.4 Membership:** The Board authorizes the CEO to establish PRSs and to delegate PRS Chairship to the Board Committee Secretaries. PRSs will be established on an ad hoc basis, as required by publication needs of the Council. A PRS will be made up of at least two Board Members with expertise relevant to the publication report in question. If expertise on a selected topic cannot be

found on the Board, the PRS should endeavor to include at least one additional non-board/non-secretariat participant with said expertise. Board Members are expected to participate in PRSs where their expertise or stakeholder representation makes them best-suited.

9.5 Operating Principles for the Sub-committee: The role of a PRS is to oversee the technical integrity of a report, mindful of potential political and public relations impact. A PRS must ensure that Council publications convey a positive and consistent public image of the Council.

- a) The primary purpose of a PRS is to review and approve reports for publication, on behalf of the Board. PRS members will vote on whether a report is “appropriate for Council publication”.
- b) A PRS will receive “fatal flaws” drafts requiring only essential edits to be publishable.
- c) A PRS will be given a minimum of 10 days to review reports, unless agreed otherwise by PRS members. For lengthy reports (over 60 pages) 2 weeks may be given.
- d) PRS approval must be documented in writing (via email, fax, etc. or meeting minutes).
- e) Committee Chairs will ensure the Board is made aware of any new/active PRSs and the papers for review and publication decisions.

9.6 Decisions: Decision to publish will be based on majority vote. Where voting takes place remotely, it must be in writing, indicating unequivocally whether a report is approved for publication or not.

9.7 Term of Membership: The term of membership on a PRS will be for the duration of the review of a given publication.

9.8 Meetings: Meetings will be called by the PRS Chair as required by the needs of a given report.

10.0 EXECUTIVE MANAGEMENT

10.1 Formal Evaluation of the Chief Executive Officer: The Executive Committee evaluates the performance of the CEO at least once a year in the light of the corporate goals, objectives and incentive criteria that have been approved. These goals are generally strategic in nature and may be long-term or short-term. The results of this evaluation are then communicated to the CEO by the Chair of the Executive Committee. The Executive Committee in collaboration with the Minister, has the authority to approve and set the compensation of the CEO based on this annual evaluation.

10.2 Succession Planning: The Board has delegated succession planning in respect of the Board and the CEO to the Executive Committee. To assist the Committee in this process, the CEO annually provides an assessment of the members of the Council’s senior management team and their potential to succeed to the position of CEO and an assessment of those other individuals considered potential successors to other senior management positions.

10.3 Officers: The officers or employed staff of the Council have such powers and perform such duties in the management, business and affairs of the Council as delegated in whole by the Board. Customarily, and as a matter of practice, the CEO of the Council, who is both a Board Member and

a member of the Executive Committee, is in charge of the day-to-day operations of the Council; the other officers of the Council report to him/her. The Board Members may, to the full extent permitted by Bermuda law, delegate to the CEO of the Council any such powers of the Board Members as the Board Members may in their discretion determine. Excluding the CEO, Board members cannot give instructions or make requests of Secretariat staff. For human resources matters related to the CEO, the Chair may make requests of Corporate Office following an initial discussion with the CEO.

11.0 CEO RESPONSIBILITIES

11.1 Communication to the Board: The CEO shall ensure the Board is well informed and supported in its work. Accordingly he/she shall:

- a) Submit monitoring data required by the Council.
- b) Alert the Chair and Board of relevant trends (health, regulation, new businesses, etc.), anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- c) Secure for the Chair and the Council as many staff and external points of view, issues and options as needed for fully informed Board decisions.
- d) Present information in a concise and understandable form, ensuring the purpose of the communication is clear.
- e) Communicate with the Chair and the Council on all material matters related to the Council except when (a) fulfilling individual requests for information or (b) responding to the Committees.
- f) Report in a timely manner any actual or anticipated non-compliance with any policy of the Council.
- g) Act on legitimate, ethical requests from the Chair or any other Board member.

11.2 Executive Responsibilities: The CEO shall ensure that all practices, activities, decisions, and organizational circumstances are lawful, prudent, and in adherence with commonly accepted business and professional ethics. With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO shall ensure fiscal integrity and upright public image. Accordingly, he/she shall:

- a) Not change his or her compensation and benefits.
- b) Establish current compensation and benefits aligned with the Bermuda geographic and professional market for the skills employed.
- c) Align compensation obligations over a longer term with projected revenues.
- d) Not establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that incur unfunded liabilities; provide less than some basic level of benefits to

all full time employees; or allow any employee to lose benefits already accrued from any foregoing plan.

- 11.3 Treatment of staff:** With respect to the treatment of paid and volunteer staff, the CEO shall ensure conditions that are fair and dignified and aligned to the Employee Handbook which includes the Bermuda Public Services Union Agreement. Accordingly, he/she shall:
- a) Operate with written personnel policies that clarify personnel rules, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
 - b) Adhere to the Grievance Process as outlined in the Employee Handbook.
- 11.4 Financial planning and budgeting:** Financial planning for any fiscal year or the remaining part of any fiscal year shall adhere to the approved budget and to the Board's strategic goals. Accordingly, the CEO shall endeavour to foster budgeting that contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

12.0 ETHICAL BEHAVIOUR AND PROPER CONDUCT OF BUSINESS

- 12.1** The Bermuda Health Council has requirements at several levels for associates of the Council to attest that they are familiar with the ethical standards that the Council enforces and expects them to adhere to. The *Ethical Conduct Procedure: Bribery, Gifts and Hospitality* provides internal standards as required by the *Bribery Act 2016*, *Financial Instructions* and other policies governing ethical and business behaviours.
- 12.2 Board Members:** Each Board Member is provided upon his election to the role with a copy of Bermuda Health Council's Orientation Manual. This addresses the duties and responsibilities of Board Members of the Council and is updated from time to time. It also addresses a number of ethical matters, especially those related to conflicts of interest, and offers guidance on how to resolve them if they should arise. Each Board Member must sign an acknowledgement form that he/she has read and understands the document and will act in compliance with it, and return the signed acknowledgement to the Council.
- 12.3 Board Members, Secretariat Members and Volunteers of the Council:** Each Board Member, Secretariat Members and volunteers of the Council shall exhibit and promote honest and ethical standards; maintain diligent internal control and clear communication of all financial transactions; and establish and maintain systems that ensure the legality, transparency and responsiveness to deviation on all financial reporting. Each Board Member, Secretariat Member and volunteer must sign upon appointment an acknowledgement that they have read and understood the *Governance Policy* and *Confidentiality Agreement* and agree to comply with the obligations detailed therein (forms annexed).

- 12.4 Employees:** All employees sign an acknowledgement that they have read and understood the information and agree to comply with the obligation contained in the “Employee Handbook” which is given to them on joining the Council and updated periodically.
- 12.5 Code of Ethics:** The Bermuda Health Council and its Board Members, officers and employees have committed to conduct business throughout the world in accordance with the highest ethical standards. The Board Members and CEO are also subject to Sections 12.6 – 12.11 of this Policy.
- 12.6 Honest and Ethical Conduct:** The CEO, Consultant Accountant and any staff responsible for accounting support will exhibit and promote the highest standards of honest and ethical conduct through the establishment and operation of policies and procedures that:
- a) Encourage and reward professional integrity in all aspects of the financial organization, by eliminating inhibitions and barriers to responsible behaviour, such as coercion, fear of reprisal, or alienation from the organization or the enterprise itself.
 - b) Prohibit and eliminate the appearance or occurrence of conflicts between what is in the best interest of the enterprise and what could result in material personal gain for a member of the organization, including the CEO, Consultant Accountant and any staff responsible for accounting support.
 - c) Demonstrate their personal support for such policies and procedures through periodic communication reinforcing these ethical standards throughout the organization.

The CEO, Consultant Accountant and any staff responsible for accounting support shall promptly bring to the attention of the Board Committee responsible for audit, any such conflicts of interest involving any management or other employees who have a significant role in the Council’s financial reporting, disclosures or internal controls.

Any member in breach of the law or *Financial Instructions* will resign from the Board. Alternately, the Board will recommend the member’s removal from the Board.

- 12.7 Financial Records and Periodic Reports:** The CEO, Consultant Accountant and any staff responsible for accounting support will establish and manage the Council’s *Financial Instructions*, reporting systems and procedures to ensure that:
- a) Business transactions are properly authorized and completely and accurately recorded on the Council’s books and records in accordance with established Council financial policy.
 - b) The retention or proper disposal of Council records shall be in accordance with established organizational financial policies and applicable legal and regulatory requirements.
- 12.8** Periodic financial communications and reports will be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will quickly and accurately determine their significance and consequence.

12.9 The CEO, Consultant Accountant and any staff responsible for accounting support shall promptly bring to the attention of the committee responsible for audit, any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Council's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Council's financial reporting, disclosures or internal controls.

12.10 Compliance with Applicable Laws, Rules and Regulations: The CEO, Consultant Accountant and any staff responsible for accounting support will establish and maintain mechanisms to:

- a) Educate all financial officers about any local statute, regulation or administrative procedure that affects the operation of all financial matters and the organization generally.
- b) Monitor the compliance of financial officers with any applicable local statute, regulation or administrative rule.
- c) Identify, report and correct in a swift and certain manner, any detected deviations from applicable local statute or regulation.

12.11 Whistleblowing: Any member of the Board, Management or Staff who believes that unethical behaviour is being exhibited by any Board member, Management or Staff in the Bermuda Health Council and wishes to report it confidentially, should communicate consistent with the *Good Governance Act* and the *Bribery Act* to the relevant party.

13.0 SIGNATURES

.....
Dr. Sylvanus Nawab, Chair

.....
Mr. H. Anthony Richardson, Deputy
Chair

.....
Date

.....
Date

Governance Policy Acknowledgement Form

This is to acknowledge that I have received a copy of the Bermuda Health Council Governance Policy and have read and understand my obligations and responsibilities therein.

I understand and accept that from time to time the policies and procedures contained within the Governance Policy can be amended in accordance with changes in the organisation or legislated requirements. I also understand that I will be notified in advance of any necessary changes that are to be made.

Full Name (please print)

Signature

Date

Confidentiality & Non-Disclosure Agreement

WHEREAS, the undersigned employee, Council Member, consultant, business partner or associate of the Bermuda Health Council (the Council) will from time to time be privy to or otherwise access certain Information in said capacity, including all information directly or indirectly disclosed to the Council or observed or developed for the Council incidental to service to the Council; also including, but not limited to proprietary, financial and other business information of the Council;

AND WHEREAS, this Information [hereinafter, '**Confidential Information**'], (a) is not in the public domain; or (b) concerns the internal operations and/or business of the Council; or (c) concerns the business of Council members or other third parties as relates to the Council;

NOW THEREFORE, it is hereby understood and accepted that the undersigned shall protect and safeguard the confidentiality of any and all Confidential Information by utilizing all reasonable and feasible means pertaining to verbal, written or electronic communication to any third party except and in-so-far as such communication is authorized by the Council; or when engaged in the official business of the Council.

FURTHERMORE, the undersigned shall not use Confidential Information so as to create a conflict of interest or for his/her own benefit unbeknownst to the Council or likewise for the benefit of any third party; or for any other unauthorized purpose.

FURTHERMORE, the undersigned may not reproduce, copy, transmit, distribute, retain or remove any such information at any time without the express consent of this Council, except to accomplish the purpose for which the Confidential Information was transferred to the employee and by taking reasonably precautionary measures at all material times while so doing and thereafter.

THE OBLIGATION not to use or disclose Confidential Information survives the discontinuation (by termination or otherwise) of the undersigned's relationship with the Council, irrespective of the time, manner or cause of discontinuation, for so long as the information remains Confidential Information.

FURTHERMORE, nothing in this confidentiality agreement derogates from or otherwise diminishes the responsibilities, duties and obligations imposed by the Bermuda Health Council Act 2004 which shall prevail in any event and in particular section 18 thereof; to which the member is required to strictly adhere exclusively and in conjunction with the official Secrets Acts, 1911 as amended by the Official Secrets Act 1920.

I have read and understand this Confidentiality Agreement and agree to strictly abide by it.

Name

Signature

Date

Agreement to Refrain from Unauthorized Public Statements

THE UNDERSIGNED Bermuda Health Council Member (Member), Employee, Contractor or Volunteer understands and accepts that the Chair of the Bermuda Health Council (the Council) and the Chief Executive Officer (CEO) are the exclusive spokespersons of the Council for making statements or otherwise communicating with the press, the public or any other media or third party regarding the affairs of the Council or its opinion or position on any matter whatsoever unless (and only in-so-far as) the Chair expressly delegates this responsibility.

FURTHERMORE, it is the Council’s policy (that the undersigned hereby agrees to uphold) that its associates may not engage in private unauthorized communication or discussion of Council affairs or otherwise use or disclose to any third party information pertaining to such affairs with the reasonable likelihood that it will end up in the public domain.

In accordance with the foregoing, all information that is not available to the public or otherwise not explicitly authorized for disclosure by the Council shall fall within this prohibition and be barred from said disclosure including but not limited to:

- ❖ The position or statements of individual Council members or staff enunciated in the course of their duties;
- ❖ Decisions and deliberations of the Council;
- ❖ Content of Council’s business including documents, reports, records, data, minutes or analysis of such materials performed by the Council; and
- ❖ All material provided to members about another organization as part of the Council’s process and all discussion that takes place as part of the Council’s process, whether or not such discussion at a Council meeting is confidential.

Members, Employees, Contractors and Volunteers shall refer any written, verbal, electronic or other inquiry from the press, public or any other party warranting response to the CEO who is contactable at the Council’s office.

If Members, Employees, Contractors and Volunteers have any questions about what is or is not appropriate to discuss or otherwise disclose outside the Council or the manner of doing so and wishes to seek permission to make a public disclosure about the Council or its affairs, authorization shall be sought exclusively through the Chair.

I have read and understand this agreement to refrain from Unauthorized Public Statements and agree to strictly abide by it.

Name

Signature

Date

Conflict of Interest Policy

1. **Purpose:** The purpose of this policy is to prevent the personal interest of insiders (defined below) from interfering with the performance of their fiduciary duties or resulting in personal financial, professional or political gain on the part of insiders to the detriment of the Bermuda Health Council (the “Organization”) or Bermuda’s health system.
2. **Definitions:** For the purposes of this policy:
 - a) Insiders are Board Members, Health Council Employees, contractors and volunteers.
 - b) Interest means any commitment, investment, relationship, obligation, donation, gift or involvement, financial or otherwise, direct or indirect, that may influence a person’s judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.
 - c) Conflict of interest is present when, in the judgment of the Board Committee responsible for Governance, an insider’s stake in a transaction is such that it reduces the likelihood that an insider’s influence can be exercised impartially in the best interests of the Organization, Bermuda’s health system or the public.
 - d) Transaction means any transaction, agreement, decision or arrangement where an insider has an interest in the transaction or any party to it.
3. **Procedures:** The Board committee responsible for Governance shall oversee and enforce:
 - 3.1 **Annual Disclosure and Compliance Statements:** Each insider shall annually sign a statement on the form attached, disclosing all financial interests, related parties, and family relationships that could give rise to conflicts of interest.
 - 3.2 **Duty to disclose:** Insiders are under continuing obligation to declare a conflict of interest on any matter brought before the Council before discussion or voting occurs.
 - 3.3 **Determining Whether a Conflict of Interest Exists:** Where a potential conflict of interest is raised, the Board committee responsible for Governance shall determine whether a conflict exists by making enquiries, gathering evidence and deliberating the facts, avoiding biases and conjecture; and shall determine how to handle the matter to assure the best interest of the Organization and the health system.
 - 3.4 **Addressing a Conflict of Interest:** Where a conflict of interest is established, an individual shall abstain from discussion, voting or participation in meetings on these matters.
4. **Violations:** If the Board Committee responsible for Governance has reasonable cause to believe that an insider of the Organization has failed to disclose an actual or possible conflict of interest, the Committee shall recommend disciplinary and corrective action. If an egregious case of non-disclosure is discovered, individuals will be recommended for removal from the Organization to the relevant authority, including the Minister responsible for Health in the case of Board members.

Conflict of Interest Declaration

All Board members, employees, contractors and volunteers must complete this form annually. Use additional sheets as needed.

Type of interest (Related parties and financial)	Yes or No	Description of interest that could lead to a conflict of interest
Family relationships – are there any relevant interests of close family members whose interests and relationship to you could potentially be reasonably interpreted as carrying a risk of bias in the conduct of your duties with the Bermuda Health Council (includes spouse/domestic partner, in-laws, siblings (full, half and step), children (natural or adopted), grandchildren, great grand-children, and persons living in your household)?		<i>If yes, please name the person and state the nature of the relationship</i>
Public Appointments – have you ever been appointed to work for or serve with any public authority either paid or unpaid in the last six years?		<i>If yes, state the names of the authority/board and the dates served</i>
Remuneration – do you hold any positions where you receive remuneration (pay, benefit or allowances) by virtue of being employed, self-employed, director, partner, member or any other work outside of the Health Council?		<i>If yes, please state name of employer or company and nature of work; please list any directorships or undertakings which are not remunerated and which could carry a risk of bias</i>
Health Council Programming - do you hold any positions where you receive remuneration (pay, benefit or allowances) by virtue of being employed, self-employed, director, partner, member of a business that applied to be regulated by the Health Council per legislation?		<i>If yes, state the names of the business the programme applied for</i>
Gifts and hospitality – have you or your spouse received any gifts or hospitality during your current term of office which relates to your duties at the Bermuda Health Council?		<i>If yes, provide details except if gift is below a cumulative value of \$200, or is considered appropriate as associated with your duties</i>
Property ownership – do you have any right or beneficial interest in land or buildings which may be significant or relevant to the work of the Bermuda Health Council?		<i>If yes, please note interest or right and address</i>
Other interests – are there any other interests or activities not covered above that may be of relevance to your work with the Bermuda Health Council? Council		<i>If yes, provide details</i>

I have read and understand the Conflict of Interest Policy and agree to comply with its terms. I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

Name

Signature

Date