

BANK OF BERMUDA FOUNDATION POLICY ON POTENTIAL AND ACTUAL CONFLICTS OF INTEREST

Guiding Principles

Bank of Bermuda Foundation (“the Foundation”) is dedicated to making objective and fair decisions, and acting at all times with integrity. In keeping with these principles, there is a high expectation that all Directors, Committee members, employees and service providers engaged in the Foundation’s decision making process will at all times act in the best interests of the Foundation and declare any potential or actual conflicts of interest at the first available opportunity.

What is a conflict of interest?

If the Foundation is deliberating on a subject matter where the outcome of its decision benefits or affects you personally or an organization or person that you have a business or personal relationship with, then a conflict of interest exists and you should declare the interest to the other participants.

Generally, if there is a risk that your participation in the decision making process of the Foundation or the work of the Foundation may invoke personal considerations and interests, then a conflict of interest exists.

When to make the disclosure of interest?

Potential and actual conflicts of interest should be disclosed to the other participants at the first available opportunity and normally prior to the commencement of deliberations that the Foundation is engaged in whether in the course of a meeting, informal discussion or email exchange. On occasion a conflict of interest becomes apparent after deliberations have taken place. Should this occur, you should promptly disclose the conflict to the participants.

How will the Foundation deal with the disclosure?

Except as modified below with respect to conflicts involving the deliberations of the Grants, Review Committees and Scholarship Committee, a decision should be made by the participants in the meeting or discussion whether the potential or actual conflict of interest precludes your participation in the deliberations or precludes you from exercising a vote. A notation of the disclosure and the decision of the participants should be recorded. Generally, where the advantage or benefit to you is or may be significant you should normally excuse yourself from that portion of the meeting and the other participants should ensure that you do not participate in the deliberations.

With regard to the deliberations of the Board, Grants, Review Committees and the Scholarship Committee relating to an actual or potential grantee or scholarship recipient (“grantee”) there is a rebuttable presumption that a declared conflict is significant. Unless the Board or relevant Committee specifically determines that the declared conflict is insignificant or that special circumstances exist, then the person who has declared the conflict must excuse themselves from all discussions relating to the grantee in question. Where special circumstances have been found to exist, those circumstances should be minuted and the person who declared the conflict of interest should leave the meeting at the time the vote is taken on whether to grant funding.

Where the Grants Committee is having deliberations relating to the grantee in which the Chair of the applicable Review Committee had a conflict of interest that was determined not to be insignificant, it is expected that another member of the relevant Review Committee, normally the Deputy Chair, will attend and have a vote should any vote be required on the matter.

Charitable causes where a Foundation Director or Committee member is closely tied to the request for funding

In a small community it is common for Directors and Committee members to be closely associated with charitable causes outside of their work with the Foundation which may involve them in fund raising. In such circumstances, a Director or Committee member should refrain from appearing before the Board or a Committee as part of a presentation or application for funding or use his or her position with the Foundation to influence the outcome.

Gifts and Benefits offered to a Director or Committee member

Offers of gifts or benefits should never be accepted personally but should be directed to the Managing Director or Secretary of the Foundation for consideration and should thereafter be declined if receipt of the gift or benefit could be perceived as having a tangible influence on grantmaking decisions. Naming opportunities of facilities that are part of a *bona fide* funding application may be accepted by the Foundation's Board in appropriate circumstances.

The purpose of the attached Declaration Form

We generally know what business and personal relationships are likely to intersect with the business of the Foundation. The purpose of the attached declaration form is to ensure that a record is maintained of such relationships as it allows the Foundation and those involved with the Foundation to operate with knowledge of these relationships and to decide when it is appropriate or inappropriate for a person to participate in deliberations.

Completion of this form is in addition to your obligation to give disclosure at any meeting where you have a potential or actual conflict of interest.

Please complete the form and return it to the Nominations and Governance Committee by email it to Kim Pratt, Secretary to the Foundation.

BANK OF BERMUDA FOUNDATION DECLARATION FORM FOR POTENTIAL OR ACTUAL CONFLICTS OF INTEREST

TO: THE NOMINATIONS AND GOVERNANCE COMMITTEE ("the Committee") TO THE ATTENTION OF KIM PRATT, SECRETARY TO THE FOUNDATION

I DECLARE to the best of my knowledge and belief that I am aware of the following potential or actual conflicts of interest:

1. List and provide details of involvement in all businesses or companies that provide services to or receive benefits from the Foundation where you, family members, close relatives, close friends or close business colleagues have a direct or indirect interest.
2. List and provide details of involvement in all organisations (including charities, schools and government boards) that either provide services to the Foundation or have applied or are likely to apply to the Foundation for financial assistance where you, family members, close relatives, close friends or close business colleagues have a direct or indirect interest.
3. List and provide details of all contracts with the Foundation that you are aware of where you, family members, close relatives, close friends or close business colleagues are party to.
4. List any gifts or benefits that have been offered to you or which you have received in the last 12 months from potential grant recipients or grant recipients by virtue of being a Director, employee or committee member of the Foundation.

I acknowledge and agree that I shall promptly inform the Committee by email of any change in any matter contained in this Declaration, particularly any additional potential or actual conflict and that I shall once a year upon request either complete a new Declaration or confirm in writing that my circumstances remain the same. I confirm that I have read and understood the Foundation's policy on conflicts of interest and will abide by its terms:

Signature: _____

Name: _____

Date: _____