



Bank of Bermuda Foundation (the “Foundation”), values diverse perspectives and varied backgrounds. We are committed to ensuring our Board, Staff and Review Committees reflect the diversity of our community. To that end, we are actively embedding diversity and inclusion initiatives into our selection process for anyone wishing to be part of the Foundation.

We are looking for individuals who represent a broad cross section of our community, whether it be through age, race, ethnicity, gender, sexual orientation, physical ability or varying socio-economic backgrounds. We know that diverse perspectives will serve to enrich our decision making in support of our whole community.

#### **Ideal Skills & Considerations for Each Review Committee:**

- Members must have:
  - A history of community involvement
  - Demonstrated passion for the community
  - Demonstrated leadership
  - Sound and thoughtful judgment
  - Clear communication skills
  - Strategic thinking leading to thoughtful decision making
- Preferably one member should have financial analysis skills
- Ideally, members will have spent time during the course of their careers conducting evaluation or assessments; reviewing or interpreting information & data; scoring or measuring results
- The time to be an engaged and supportive member of the committee
- Preferably, members should not have any interest that would conflict with, or be deemed to conflict with the work of the Foundation
- At least one member should have experience in the non-profit sector with successful leadership experience (work engaging versus serving on a board – noting preference to avoid conflicts)
- A member from the public sector should be considered who has supported a specific area relevant to a Review Committee (e.g. Ministry of Health, Ministry of Education, Bermuda Economic Development Corporation, Ministry of Community and Cultural Affairs & Ministry of Youth, Sport & Recreation) and who may be able to provide strategic information
- Diversity is an important consideration in the Foundation’s selection process: diversity of age, gender, race, socio-economic background, sexual orientation, physical ability and ethnicity.

## **TERMS OF REFERENCE FOR REVIEW COMMITTEE MEMBERS**

### **TERMS OF REFERENCE**

The terms of reference stated herein outline the roles and responsibilities of Review Committee members. It provides the framework upon which committee members undertake their responsibilities and establishes the Foundation's expectations of committee members.

### **TERM LIMITS:**

In keeping with our Nominations and Governance process, the Foundation has established term limits for each Review Committee member. These are set out below:

1. New Review Committee members joining in or after 2019 are asked to commit to a four-year term limit effective the date of joining the review committee;
2. Existing Review Committee members joining prior to 2019 may extend their tenure for a four-year term limit on a staggered basis, dates of which will be provided by Committee Chair;
3. All Review Committee members may be asked to extend their term for a second four year term provided Review Committee members have met and adhered to the Terms of References as stated herein. Review Committee appointments are subject to the annual approval of the Board.

### **GRANT-MAKING REVIEW AND RECOMMENDATIONS:**

The main objective of the Review Committee member is to provide expertise in support of the grant making process. It is expected that review committee members will provide expertise within their specific focus area (Connected Communities, Economic Participation, Education, Scholarships or Healthy Families). Review Committee members will provide insight into the local landscape and engage in meaningful dialogue to enable the committee to make well informed grant recommendations. In order to effectively provide input and expertise, the Foundation would ask that all Review Committee members commit to the following:

1. Learn and absorb the Theory of Change (TOC) document; bringing a copy of the TOC to all Review Committee meetings;
2. Learn and understand specific focus group rubric and bring to the review meetings;
3. Attend a minimum of 2 out of 3 review Committee meetings\*;
4. Know how to utilize the review portal to score and assess grant applications;
5. Score between 85% -100% of all grant applications\*\*; and
6. Provide comments and feedback within the scoring process of each application.

\*Attendance at meetings is essential to the grant-making process. Committee meeting dates will be provided well in advance to allow review committee members to block schedules accordingly.

\*\*Preference is for 100% scoring on all grant applications, time commitments may be such that this is not always feasible, hence the minimum standard of 85%.

## **CONFLICTS OF INTEREST FOR REVIEW COMMITTEE MEMBERS:**

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.

For the benefit of Review Committee members, the Foundation defines a conflict of interest as occurring when a Review Committee member meets one or more of the following criteria, in relation to an organization or non-profit where a grant application is being considered by the committee within which they currently serve:

- Review Committee member is a member of the applicant organization or member of the Board, Committee, employee or consultant of the applicant organization
- Review Committee member is an immediate family member or close friend of (i) the Executive Director or employee writing the grant application or (ii) a member of the Board of the applicant organization
- Review Committee member has provided guidance or consultation services in the grant-writing process for the applicant organization
- Review committee member is specifically engaged to fundraise for the applicant organization
- Review Committee member feels uncomfortable for any reason considering the application
- Review Committee member has a personal interest in the outcome of the application

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.

If a conflict of interest exists, the following steps must be taken by the Review Committee member:

1. The member has an obligation to declare the conflict prior to any discussion ensuing, regarding their specific grant application
  2. The member must excuse themselves from the meeting when discussing the conflicted grant application unless all other members of the Committee agree otherwise, and such declared conflict of interest is recorded in the minutes
  3. Unless permitted to participate, the member must refrain from influencing the process in any way, to avoid creating an unfair advantage; this includes providing insight and feedback about the organization. The grant application must speak for itself without a voice at the table
  4. The member once brought back to the meeting, must refrain from making comment on the recommendations of the remaining Review Committee members
- The Chair of the Review Committee reserves the right to ask the conflicted member to step out at any time of the meeting