



**2.**  
**Good corporate  
governance**



# Good corporate governance

## Ethical and transparent management



## Governance structure

The **Board of Directors** is the main governing body of the Quirónsalud Group, and it has the following duties:

- Act as the ultimate representation and personality of the Company
- Define and approve corporate policies and strategies
- Make decisions on the appointment and remuneration of senior management
- Identify the main risks to the Company
- Monitor internal information and control systems
- Ensure that the commitments made by the Company are fulfilled





## 2. GOOD CORPORATE GOVERNANCE

At a geographical level, the Group is managed in 7 Regional Units, which report to the aforementioned Operations Divisions. Each Regional Unit has its own governing body with regional Steering Committees represented by a Regional Director and Managers for each business unit. In turn, these business units have their own Steering Committees.

In healthcare, each hospital has its own governing body by means of a Steering Committee represented by:

- Manager
- Nursing Management
- Medical Management
- Human Resources Management
- Communication and Marketing Management

Beyond the corporate structure, the Group has other additional Committees and Commissions to ensure the company is managed ethically, responsibly and transparently in each of the corresponding management areas and in line with the strategic objectives. These include:

- Hospital Health and Safety Committees
- Hospital Environmental Committees
- Equality Commissions
- Workplace Violence Committees
- Human Rights Committee at the Group's parent company (Fresenius)
- Personal Data Protection Committee (Quironprevención)

## Corporate policies

In addition to the corporate structure as a guarantee of Good Governance, a range of Corporate Policies have been established by the Quirónsalud Group's corporate management, which are mentioned throughout this Report and represent another of our pillars in each management area.

These policies are implemented in each of the regional divisions and, consequently, in each of the Group's centres and hospitals.

Some of the most significant corporate policies include the following:

- **Anti-corruption Policy (approved in 2020)**
- Quality and Environmental Policy
- Remuneration Policy
- Occupational Risk Prevention Policy
- Internal Mobility Policy
- Human Rights Commitment Policy
- Purchasing and Contracting Policy
- Data Protection Policy

# Risk management and compliance

The Quirónsalud Group has a **Risk Management and Compliance System**, which provides criteria and policies to identify, assess and manage the most significant risks that could prevent the Company from achieving its objectives.

The aim of the Quirónsalud Risk Management model is to help identify, analyse and assess the main risks to the Group's strategy and objectives based on homogeneous criteria, allowing them to be managed and controlled systematically and transversally, with the participation of all areas of the Group.

This methodology is based on three distinct phases, which have enabled the Company to implement actions to prevent any non-compliance.

The following have been specifically considered as part of the risk categories:

- Ethical Risks
- Fraud Risks
- Money Laundering Risks
- Tax Risks
- Business Risks
- Competition Risks
- Criminal Risks



## 2. GOOD CORPORATE GOVERNANCE

In 2020, the Risk Management and Compliance System has been strengthened by reviewing the risk map, including new regulatory compliance clauses and adding two new members to the Compliance Committee. This Committee comprises thirteen Group executives and an external chairperson, and oversees compliance with the Code of Conduct within the organisation. It also promotes actions aimed at minimising and preventing any non-compliance with the Group's principles and values, and acts as the supervisory body for Compliance within Quirónsalud.

The aforementioned Committee issues recommendations and instructions to ensure that all Quirónsalud activities are carried out in strict compliance with the law and with the Group's own values and policies.

Likewise, the **Compliance Committee** acts as the Group's **Compliance Officer**, and its duties include the following:

- Integrating Compliance into the Quirónsalud Group's policies, procedures and processes
- Providing training support to the organisation in this area
- Exercising due supervision, vigilance and control to prevent or reduce the risk of any crimes from being committed within the company

All of which has the following objectives:

- Preventing crimes within Quirónsalud
- Detecting criminal conduct within the organisation
- Carrying out the duties of prevention, detection and reaction

Several Committee meetings have been held throughout 2020 to review aspects such as information system protection policies and Quirónsalud's tax risks arising from its relationships with commercial medical professionals.

With the aim of strengthening the Group's governance model with regards to **crime and fraud prevention**, in 2020 we have developed a new **Anti-corruption Policy** to improve transparency and ensure solid governance aligned with the demands of all our stakeholders.

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**We have strengthened our crime prevention and anti-fraud system, which covers in detail the specific actions to be taken in order to prevent and mitigate any unlawful actions or those contrary to the Group's Code of Ethics and Conduct.**

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# Quirónsalud Code of Ethics and Conduct

## I Our ethical principles

- Providing the best healthcare to our patients
- Respect for people
- A quality service
- Professionalism
- Equality
- Legality
- Corporate social responsibility

Our **Code of Ethics and Conduct** is the reference framework that helps ensure our actions are transparent, just, fair and efficient for everyone, working for the benefit of the users of our services and for society in general.

As stated in the Quirónsalud Group Code of Conduct, we are fully committed to complying with all legislation applicable to our activity, and feel particularly bound to the spirit and letter of the laws that regulate:

- Workers' rights
- The healthcare standards applicable to our material and human resources
- The qualifications of our doctors
- Occupational quality, health and safety standards
- The environment
- Corruption and bribery
- The correct payment of taxes
- Accurate financial information reporting
- Fair competition

Staff can access this Code of Ethics and Conduct through the Employee Portal, and a compulsory training course has been developed, which all employees are required to attend.

A review of the Code of Ethics and Conduct has been carried out in 2020, which will be approved by the company's management in 2021, and re-distributed, with further training provided in the coming year.



## Whistleblowing channel

Our **whistleblowing channel** allows all employees to report any breach of the Code of Ethics and Conduct, laws or applicable internal rules.

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**No cases of Code of Conduct violations have been identified.**

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This whistleblowing channel is managed by an external company, which sends a monthly report on the complaints received.

Eleven complaints were registered in 2020, but none were considered sufficiently relevant from a compliance point of view. All complaints were archived after being clarified as necessary and distributed to the relevant departments to be taken into consideration.

## Information security and privacy

Our **Security Office** aims to protect the confidentiality, integrity and availability of our systems and associated information.

Aware of our responsibility, we manage all matters relating to Information Security and Privacy, including keeping Management informed of any risks or breaches in this area and staying up to date with General Data Protection Regulation requirements.

Throughout 2020, we have continued to make progress and adopt measures at Quirónsalud in order to maintain and improve the level of compliance with the applicable laws. We have implemented measures to increase the organisation's level of security maturity, including:

- Monitoring security alerts
- Developing a regulatory body
- Carrying out security awareness campaigns
- Improving workstation security
- Securing internet portals
- Designing security architecture in hospitals
- Defining security committees at different levels to ensure measures are implemented correctly.

Furthermore, in line with this process of continuous improvement, we have established a strategy of certifications that accredit and support our commitment to information security and regulatory compliance. As a Group, we already have ISO 27001 and ENS (Spanish National Security Scheme) certifications in some of our companies and centres.



## Membership to external initiatives

In 2016, we were the **first hospital group** to become a member of the **Spanish Network of the United Nations Global Compact**, also joining the Global Network.

In 2020, we renewed our commitment to the 10 Principles for another year.

Since 2016, we have been members of the Forética **Spanish Transparency, Good Governance and Integrity Cluster**, a reflection of our commitment to Good Corporate Governance.

In 2020, we have continued to work with this Cluster to develop and disseminate tools that emphasise the link between transparency and competitiveness, highlighting the growing interest of investors in environmental, social and good governance (ESG) matters, as well as the need to transfer responsible practices to clients and suppliers.



**Pacto Mundial**  
Red Española



