

DeepMind Health Independent Reviewers Pledge

Thank you for agreeing to be an Independent Reviewer (IR) for DeepMind Health. We are excited that you will join a group of your expert peers across the fields of healthcare, technology, patient advocacy, security, and ethics.

Working in healthcare requires regular and independent oversight. Your role is critical: as a respected public figure acting in the public interest. This public scrutiny will help us maintain a publicly accountable profile that ensures we act with the greater public interest in mind.

I. Independent Reviewers Panel: Terms of Reference

1. Independent Reviewers Panel: Broad Role

1.1. The role of the Independent Reviewers is to provide an innovative accountability and transparency mechanism for DeepMind Health. IRs act in the public interest by conducting independent, impartial and respected public scrutiny of DMH work, and by holding DMH to high standards of behaviour and operation.

1.2. This broad role for the IRs is described on the DMH website as follows:

“Working in healthcare requires regular and independent oversight. We have asked a number of respected public figures to act in the public interest as Independent Reviewers of DeepMind Health.

They meet four times a year to scrutinise our work, and will publicly issue an annual statement outlining their findings .

As recommended in their Annual Report 2017, and in recognition of their time commitment and inconvenience, the Independent Reviewers receive an honorarium in line with NHS non-executive appointments. This will be paid directly to the Reviewer, who may decide to transfer the amount to a designated charity or other organisation, as chosen by the Reviewer.”

2. Principles of Operation

2.1. In order to fulfil this role, DMH and the Independent Reviewers Panel will operate under the following principles.

A. A Respected and Independent Membership.

- The Independent Reviewers individually and as a group will be respected for the contribution they have already made in their own areas of expertise, and visibly capable of making independent and impactful judgements about the work of DMH.

B. Freedom to Decide Subject Matter and How to Operate.

- The focus of the IRs is on the work of DeepMind Health. DMH will work with a number of partners, particularly in the NHS. They are subject to their own regulatory and accountability regimes. The IRs are free to make their own judgements about all aspects of DMH's work, including how DMH is working with any and all of its partner organisations. However, it is not the role of the IRs to assess or regulate the partners themselves.
- Within this, the IRs will have complete freedom as to what areas of DMH's work they examine and on how they work. They set their own meeting agendas without any veto from DMH.
- They are free to request materials from DMH and meet with staff members from DMH, and DMH will make every reasonable attempt to fulfil these requests. If not satisfied with the way in which DMH is relating to them, they are free to state this publicly.
- The IRs are also free to make public recommendations to DMH about improving their own ability to act in their role.

C. Open Public Reporting and Communications.

- The IRs will produce a public Annual Report, in which they will report their findings and recommendations on DeepMind Health. The IRs are completely free to choose the topics of the Annual Report, where these relate to the work of DeepMind Health; and are completely free what they say in the Report about DMH's work.
- Where the IRs have made a recommendation about the work of DMH, they will receive a written, public explanation of whether DMH accepts this recommendation or not, and the reasons why.
- The IRs will share a draft of the Annual Report with DMH, for comments on fact and on questions of scope and confidentiality. Where appropriate, the draft Annual Report will be also be shared by DMH with its NHS partners, also for comments on fact and on questions of scope of confidentiality. The final decision as to what is in the Report lies with the IRs, who will have regard to any comments from DMH.

D. An Appropriate But Manageable Time Commitment.

- As respected individuals, each IR is likely to already have a range of existing commitments. However, as part of becoming an IR, each individual will confirm that they can commit an appropriate but manageable time to the role.
- This will involve 4 full meetings of the Panel each year, plus other time:

- coming into the DeepMind offices to meet or shadow individual staff members
- picking up specific topics on behalf of the IRs
- frontline visits getting up to speed on the work of DMH
- Email and phone discussions
- There is an expectation that IRs will attend at least 3 of the 4 full meetings of the Panel. Failure to do this may trigger a review of an individual's appointment as an IR.

E. Suitable Resource Support.

- In order to allow them to be effective, DeepMind Health will provide the IRs collectively with £50,000 per annum, for them to use entirely as they see fit on admin and other support, including commissioning work from other people and organisations, such as commissioning specialist legal advice on a topic, separate from that which DeepMind has received.
- If the costs necessary to perform the studies needed exceed the funds available, DeepMind Health will increase the budget if needed and reasonable.

F. The Independent Reviewer Pledge.

- While not legally binding, each IR will sign a public pledge setting out their commitment to act according to the spirit of the Independent Reviewers' Panel (IRP).

3. Transparency and Ethics

3.1. A commitment to high levels of transparency and to strong standards of behaviour and ethics are fundamental principles that will sit at the heart of the work of the Independent Reviewers. This commitment to transparency and ethics covers both:

- a. Holding DMH to high standards when it comes to the transparency and ethics of DMH's own work
- b. Adopting the principles of transparency and ethics in the work of the IRP itself.

3.2. Within this, the IRs will be free to recommend any area where they think that the work of DMH can be enhanced by being more transparent or more ethical. Likewise, the IRP will be free to recommend any area where it believes that DMH can do better in communicating or engaging with the public on its approach to transparency and ethics. As for the Annual Report, the IRP will receive from DMH a written and public response to any recommendation in this area in a timely manner.

3.3. There may be areas where it is not possible for DMH and/or the IRs to be fully transparent about their work - for example, in relation to matters that are commercial in confidence; where privileged legal advice has been received; where information relates to

specific individuals; where information is provisional; where information is the responsibility of third parties; and possibly other areas also.

3.4. In these cases, both the IRs and DMH will be as transparent as possible, for example by making it clear that such an area of confidentiality exists; or by redacting information to the minimum levels possible that are compatible with any confidentiality concern.

3.5. As the IRP is an self-declared innovation in company governance, there will need to be continual communication, sharing of information and processes of advance notice in place between the IRs and DMH, to ensure that the right balance is struck in these sensitive areas.

4. Skills and Capabilities of the IRs

4.1. In order for the IRP to be effective, it will be necessary for it to have as IRs individuals who between them cover the all the key skills and experiences needed in order to hold DMH intelligently to account.

4.2. DMH and the IRs themselves will strive to ensure that the Panel at all time has suitably skilled people or can access appropriate advice. The Panel will do a regular audit of its skills.

4.3. The IRs themselves will need to become knowledgeable about the work of DeepMind Health, for example through frontline visits to see the work of DMH in practice.

5. Independent Reviewer Appointment

5.1. Independent Reviewers will be appointed for a 3 year term with the possibility to have the appointment renewed for a further 3 years.

5.2. Candidates for new Independent Reviewers will be nominated by an appointment panel consisting of the Chair of the IRs and a representative of DeepMind Health.

5.3. When a vacancy arises for an IR, the Chair of the IRs and a suitable representative of DeepMind Health shall meet to discuss the skills and capabilities that are most needed on the Independent Reviewers Panel. They will agree a shortlist of potential names to be contacted. No candidate shall be contacted before this shortlist has been agreed.

5.4. Candidates will be nominated on the basis of:

- the potential contribution the individual can make to the overall quality and effectiveness of the IRs
- How well the specific skills they bring match the skills needs of the IRs as a whole

- Their contribution to diversity
- Their commitment to the highest standards of values and behaviours

5.5. The final decision whether to approve a new IR appointment or not will rest with the Head of Applied AI, DeepMind.

5.6. The Chair of the IRs will be responsible for the assessment of the performance of each IR.

5.7. IRs can be asked to stand down only in exceptional circumstances, and with the agreement of both the Chair of the IRs (or a majority of IRs, if the Chair is affected) and the Head of Applied AI, DeepMind.

6. Chair of the Independent Reviewers

6.1. The Chair of the Independent Reviewers will be chosen by the IRs themselves, on an annual basis. The IRs may establish other roles as needed.

6.2. No person will be allowed to serve as Chair for more than two consecutive years.

7. Payment of IRs

7.1. IRs should be paid an honorarium, equivalent to the standard scale that the NHS currently pays non-executive appointments at NHS Trusts (currently £6,157 a year). This will be paid directly to the IR, who may decide to transfer the amount to a designated charity or other organisation, as chosen by the IR. Payments to IRs will be made pro-rata on a quarterly basis.

7.2. The IR Chair will be paid an honorarium at the level of the lowest band for NHS Trusts.

II. Public requests

In addition to the above Terms of Reference, we at DeepMind Health would also like to express the following hopes regarding the role of IR:

● We hope that you will give DeepMind reasonable notice (at least five working days) of anything that you intend to publish, about what you've learned and concluded as part of your work, and give us opportunity to respond. However, IRs shall address any queries and requests raised by journalists as they see fit but at all times in accordance with the principles set forth under these Terms of Reference.

● This role isn't a commercial one, and we hope that you will not use the information you learn in a commercial venture; however, you are not legally restricted from doing so.

III. DeepMind's data security and privacy principles

Patients need to be certain that all their health data is handled with the utmost care and respect, and that their privacy and security are protected at all times. We have strived, and will always strive, to hold ourselves to the highest possible standards of patient data protection and we're clear about what this looks like:

- NHS data is only ever processed by DeepMind Health under the provisions of the Information Processing Agreements in place with each individual Hospital Trust, and in compliance with the law.
- This data will only ever be used for the purposes of improving healthcare.
- Our agreements ensure that patients' data will always be stored in England and won't ever be linked or associated with Google accounts, products or services.
- We have established and will maintain the best information security practices, including technical protections, to safeguard this data.
- We rigorously train our staff to enforce policies and procedures that [HSCIC](#) has verified as meeting their highest level of compliance.

IV. Review and signature of the IR pledge

I have read and acknowledged the above. I understand that while I am not legally bound by any contractual arrangement, that I shall uphold the principles of the DeepMind Health Independent Reviewers group. This means upholding the spirit of public accountability and acting in a manner I find consistent with this pledge:

Independent Reviewer

Signature:

Name:

Date: