Governance and Management

Our governance structure and management systems fully embrace and support environmental and economic responsibility, community development and a safe work environment.

- Corporate Governance
- Leadership
- Management Systems
- Environment, Health and Safety Policy
- Systems for Managing Risks
- Management Systems Certification
- Management System Components
- Overarching Policies

Corporate Governance

The management and Board of Directors of Bristol-Myers Squibb Company believe that operating the company in a reliable, efficient, transparent and ethical manner enhances our ability to foster sustainable growth and create value for our stockholders.

The Bristol-Myers Squibb Pledge - the company’s statement of values and principles that guides all our activities - commits us to “the highest standard of moral and ethical behavior” and affirms our conviction that “the priceless ingredient of every product is the honor and integrity of its maker.” The values and principles espoused in our Pledge, and applied in our Standards of Business Conduct and Ethics, guide every action we take and every decision we make in the course of our business practices.

Codes of Conduct

Standards of Business Conduct and Ethics

Bristol-Myers Squibb’s Standards of Business Conduct and Ethics provides a summary of the important policies and procedures in conducting the company’s business in a legal, ethical and responsible manner. The Standards provide specific guidance to company employees in assisting with the compliance of these policies and procedures. Good corporate governance is essential to the integrity of the company and the Standards of Business Conduct and Ethics helps ensure that Bristol-Myers Squibb meets the highest standards of moral and ethical behavior in all of its business activities.

Standards of Business Conduct and Ethics (PDF)
Code of Business Conduct and Ethics for Directors
The Code of Business Conduct and Ethics for Directors provides directors of Bristol-Myers Squibb guidance with respect to recognizing and handling areas of ethical issues, as well as information on how to report unethical conduct. This Code applies to all directors of Bristol-Myers Squibb and is intended to help foster a culture of openness and accountability at the company.

Code of Business Conduct and Ethics for Directors (PDF)

Code of Ethics for Senior Financial Officers
The Audit Committee has adopted a Code of Ethics for Senior Financial Officers that supplements the Standards of Business Conduct and Ethics by providing more specific requirements and guidance on certain topics. This Code applies to the chief executive officer, the chief financial officer, the controller, the treasurer and the heads of major business units.

Code of Ethics for Senior Financial Officers (PDF)

Corporate Governance Guidelines

Corporate Governance Guidelines (PDF)

Leadership

The guiding principles and values behind our business strategy are expressed in our company’s mission to extend and enhance human life, and in our company’s pledge “to act on our belief that the priceless ingredient of every product is the honor and integrity of its maker.” Through the medicines we make, the causes we support and the values we uphold, Bristol-Myers Squibb is helping people everywhere live healthier and better lives. And we’re achieving all this while doing business in a manner that contributes meaningfully to strong communities, to a healthy environment and to economic prosperity, now and into the future.

Management Systems

Our environment, health and safety management system provides the structure for implementing proactive sustainable business practices within Bristol-Myers Squibb. Its purpose is to ensure compliance with internal and external requirements, drive continuous improvement, and support the company’s strategy to be a next-generation biopharmaceutical leader helping patients prevail in their fight against serious disease. The Bristol-Myers Squibb plan encompasses the following elements:

Policy, Principles and Strategy

Building on the foundation of the Bristol-Myers Squibb pledge, we develop policies, sustainability goals, implementation strategies, directives and guidance, and site-level standard operating procedures. These define expectations of employees, contractors, service providers, suppliers, and management to meet compliance requirements and ensure continuous improvement.
Accountability, Organization, Roles and Responsibilities

We clearly define the actions of corporate, divisional and facility-level managers and EHS professionals to most efficiently meet company and business unit EHS goals, objectives and expectations and comply with EHS regulations.

Risk Management

We have processes in place for risk identification, monitoring and mitigation, and incident management related to employee and environmental protection, facilities and assets, products, compliance, reputation and communications.

Compliance Management

We have systematic yet flexible approaches to addressing emerging regulations and standards, operational changes, global sustainability trends, process safety management, acquisitions and divestitures due diligence, and rapid new business integration.

Metrics and Key Performance Indicators

To drive improvement, we report publicly on our safety performance; air, water and waste emissions; resource consumption; site remediation activity; compliance activity; and progress against sustainability goals. In addition, we track corrective and preventive actions from audits and self-assessments.

Resources Planning

Environment, Health and Safety and business management provide the financial and human resources to maintain compliance, support programs, and drive innovative leadership initiatives; review capital investments; and develop individuals to maintain and continuously improve competencies and skills to carry out their environment, health and safety responsibilities.

Auditing and Monitoring

Our company’s evaluation processes include independent and objective corporate audits of environment, health and safety compliance, management systems and directives; business unit monitoring of progress to address corrective actions; and facility self-assessments of compliance, management systems, and standard operating procedures.

Training and Communications

We educate and train employees to conduct their activities safely and in an environmentally-responsible manner, foster openness and dialogue with external stakeholders, and orient new employees, contractors and suppliers to environmental, health and safety expectations.
**Environment, Health and Safety Policy**

Bristol-Myers Squibb is committed to protecting the environment and the health and safety of our employees, contractors, customers, and the public by conducting our business in a safe and environmentally sustainable manner.

We are committed to complying with all applicable governmental regulations and internal company requirements. Our company will maintain management systems designed to assure continued EHS compliance and support continuous performance improvement. Bristol-Myers Squibb will conduct regular evaluations to monitor EHS compliance and performance at our businesses worldwide.

In support of our company’s mission to extend and enhance human life, we are committed to the protection of human health and prevention of pollution, and will integrate fundamental principles of resource conservation into our business processes, facilities, operations, and products.

Our company will work with government, industry, and the public in support of regulations and programs that promote EHS excellence and address areas of EHS concern. We will work with our business partners to support responsible EHS practices among our suppliers, contractors, and customers. We will also work with academic and governmental institutions to promote research that supports and advances EHS progress and knowledge for the common good.

Bristol-Myers Squibb will establish leadership EHS goals and will report publicly on our progress and on our overall impact. Our company will foster open communication and dialogue on workplace health, safety, and environmental issues with our stakeholders and will respond to their EHS concerns and suggestions.

**Systems for Managing Risks**

Effective risk management allows us to achieve our business objectives, generate value for our stakeholders and provide the highest-quality biopharmaceutical products. We use consistent and effective processes for risk identification, monitoring and mitigation, and incident management related to employee and environmental protection, facilities and assets, products, compliance, reputation and communications.

Integration with existing business functions is key; the Bristol-Myers Squibb risk management approach does not exist separately from day-to-day operations. Risk management is an integral part of business performance, in addition to key processes such as strategic planning, brand planning, performance management, disclosure, and crisis management. Bristol-Myers Squibb uses an enterprise risk management approach that addresses the full spectrum of risks: industry-specific, compliance, legal, competitive, environmental, security, privacy, business continuity, strategic, financial, reporting, reputation and operational.

Our approach is a systematic and disciplined set of policies, processes and practices, as well as a structure, that enables ongoing identification, assessment, and prioritization of the major risks associated with the company’s key business objectives.
Our approach includes the development, implementation and monitoring of risk mitigation strategies as well as reporting of significant dollar risks with probabilities to management and our Board of Directors. As of September 2008, the CEO’s Management Council and the Audit Committee will be provided with a common report on risks on at least a quarterly basis.

Each facility has a written incident management plan, which includes appropriate systems for response and containment, notification, investigation, documentation, corrective action, monitoring, training, recordkeeping and self-assessments. The plan addresses major EHS incidents that involve or impact Bristol-Myers Squibb employees, facilities, operations or equipment, or that involve or impact third-party contractors engaged in activities on company property or whose activities off site have the potential to adversely impact significant Bristol-Myers Squibb assets or activities.

Implementing the Precautionary Principle

Doing business in a sustainable manner encourages innovative approaches to government regulation and is essential in developing and maintaining a competitive advantage in the marketplace. Bristol-Myers Squibb supports open markets and maintains that real economic growth is necessary for creating the capacity to meet environmental challenges. We recognize that the integrity of natural systems – land, water, air and biodiversity – is critical to both economic and environmental vitality.

Bristol-Myers Squibb takes a precautionary approach when there is potential harm to human health or the environment. For example, despite some disagreement in the scientific community at the time, regarding the impact of human activities on global warming, in the year 2000 the company established a 2010 goal to reduce our direct and indirect greenhouse gas emissions by 10 percent normalized by sales.

Management Systems Certification

The International Organization for Standardization (ISO) established ISO 14001 as a voluntary, international specification for environmental management systems. Following an internal assessment of our environmental, health and safety management system in 1996, we self-declared that our companywide EHS management system meets or exceeds the requirements of ISO 14001. We reviewed again in 2006 against the ISO 14001:2004 requirements.

To date, eight of our manufacturing facilities have obtained third-party certification. In fact, our facility in Shanghai was the first within its business sector to become ISO 14001 certified in China. The eight manufacturing facilities that are certified to ISO 14001 represent about 47 percent of our manufacturing operations. Each site makes its own decision regarding whether to seek certification.

We believe ISO 14001 certification provides significant benefits by:

- Supporting business growth through greater export and marketing opportunities
- Enhancing government relations
• Improving access to capital
• Demonstrating our commitment to – and accountability for – continuous EHS improvement

ISO 14001 Certified Facilities
(as of October 1, 2008)
• Agen, France (2)
• Anagni, Italy
• Épernon, France
• Latina, Italy
• Meymac, France
• Shanghai, China
• Swords, Ireland

OHSAS 18001

The company’s pharmaceutical manufacturing facilities in Latina and Anagni, Italy, and Agen, France, are certified to OHSAS 18001, a voluntary international standard for health and safety management systems.

Management System Components

Bristol-Myers Squibb’s Environmental, Health and Safety management systems evolve in response to new scientific, technical and public policy information and through an ongoing dialogue with our employees, shareholders, customers and suppliers.

The key components are as follows:

Bristol-Myers Squibb Pledge

The pledge is a fundamental element of our corporate culture. It sets forth our concern for the interests and expectations of our employees, shareholders, customers, suppliers, the communities and countries where we do business, and the world in which we live. Among other things, our pledge is a formal commitment to conscientious citizenship. It supports environmental progress, a safe work environment, and policies and practices that fully embody the responsibility, integrity, and decency required of free enterprise.

Accountability and Organization

The Board Committee on Directors and Corporate Governance (CDCG) has responsibility for oversight of social and public policy. The CDCG members are all independent directors. The CDCG charter enumerates the responsibility as considering matters relating to corporate social responsibility and public policy as a global corporate citizen. Sustainability strategy is included within this scope. The CDCG determines the qualifications and expertise for Board membership and oversees performance.
Sustainability and its obligations are visible within the organization. The Vice President, Environment, Health, Safety and Sustainability reports to the Senior Vice President, General Counsel and Corporate Secretary, who reports to the Chairman and CEO. Division presidents are held accountable for implementation of the Bristol-Myers Squibb Pledge and EHS Policy within their divisions. Sustainability is integrated into the different functions and operations.

The sustainability performance of the Company is reflected in the company’s annual economic, social and environmental reporting. Economic performance is covered in the Bristol-Myers Squibb Annual Report. Progress against the 2010 Sustainability Goals including detailed environmental metrics is communicated companywide and to external stakeholders each year through the Bristol-Myers Squibb Sustainability web site. Social performance is also covered in the Foundation Annual Report. The Vice President, Environment, Health, Safety and Sustainability meets with the Board of Directors to review performance and strategy on Sustainability issues as requested by the Board.

**Capital Appropriation Request**

All capital appropriation requests for new processes, products, and facilities that may affect the environment or employee health and safety must be reviewed by the facility EHS coordinator. The request must address the following, where applicable:

- permitted environmental releases
- sudden environmental releases (such as spills and explosions)
- hazardous and nonhazardous waste generation, storage and disposal
- disposal of raw materials, intermediates and final products
- health and safety risks to employees
- energy consumption

Request for projects involving new products or packaging must include an evaluation of impacts on the environment.

**Contract Manufacturers and Suppliers Guidelines**

Under guidelines relating to contract manufacturers and suppliers, divisions conduct EHS evaluations of the facilities and operating practices of contract manufacturers and selected suppliers. The guidelines address topics such as: chemical storage and handling practices; waste storage, handling and disposal practices at sites; permits; emergency preparedness and response; employee exposure; regulatory compliance history; and financial position.

**Corporate Evaluation Process**

A comprehensive, rigorous EHS evaluation process is key to ensuring that we maintain and continuously improve a compliant, safe and healthy workplace. EHS evaluations are designed to verify consistency of business operations with internal and external technical EHS and transportation requirements and to assess the adequacy of management systems in place at the company’s operations to support on-going
compliance. Corporate, business unit and facility management use the results of the evaluations to maintain and continuously improve EHS performance companywide.

All manufacturing and research and development facilities, plus key distribution and office locations, are evaluated. The frequency, which typically ranges from 18 to 60 months, depends on EHS and business risk factors and on the maturity of the facility EHS management systems. During 2008, EHS evaluations were conducted at 22 facilities. Action plans are being actively monitored.

The EHS evaluation function, within the Corporate Environment, Health and Safety Department, has the responsibility to plan and conduct the evaluations, train and select team evaluators, report evaluation results to management and monitor action plans through closure.

Customer Communications

Bristol-Myers Squibb provides consumers, commercial customers and distributors with information regarding the safe use, transportation, storage and disposal of our products. The vast majority of our products relate to health care, the labeling of which is strictly regulated by various governments to ensure safe use. We follow the highest standards of labeling and product safety information for our health care products. The company also has systems for tracking consumer comments and adverse reactions to our products. Bristol-Myers Squibb then uses this information to modify product formulations, labeling and material safety data sheets, as appropriate.

Bristol-Myers Squibb employees interact with health care professionals about products, medical research and patient health care on a daily basis. When it comes to our interactions with health care providers, we are committed to following the highest ethical standards.

Our drug promotion is guided by our company’s pledge and guidelines set forth by organizations, such as the U.S. Food and Drug Administration, the Office of Inspector General and the Pharmaceutical Research and Manufacturers of America (PhRMA) association.

In July 2008, PhRMA announced plans to strengthen its “Code on Interactions with Healthcare Professionals.” A few of the key modifications to the code include: rules prohibiting the distribution of non-educational items, such as pens and mugs; clarification of provisions regarding educational materials; and guidelines for providing meals to health care professionals. Bristol-Myers Squibb fully endorses the modified code and abides by its recommendations.

Environment, Health and Safety Directives

The directives contain detailed information for Bristol-Myers Squibb’s divisions, facilities and functional business areas. They form the basis of Bristol-Myers Squibb’s requirements worldwide, and may exceed local regulations.
Environment, Health and Safety Policy

Our Environmental, Health and Safety policy sets forth our commitment to conduct our business in a safe and environmentally sustainable manner.

Emergency Preparedness Guideline

All facilities must have comprehensive emergency preparedness programs in place that include: risk and hazard identification and assessment; emergency response, reporting and cleanup plans; and employee training. Facilities develop plans in cooperation with local emergency response agencies, such as police, fire and public health departments. Emergency preparedness drills are conducted at least annually and involve local emergency response entities whenever practicable. For more information about our facilities, refer to our facility section.

Employee Education

Employee awareness and training are at the core of Bristol-Myers Squibb’s goal to become a leader in EHS management. Bristol-Myers Squibb provides guidelines for training both new and experienced employees. In addition, facility environmental coordinators and other full-time EHS professionals must complete, at company expense, at least 40 hours of annual EHS training related to their job assignments. Other company education initiatives include corporate and divisional intranet web sites; employee publications; functional and cross-functional group meetings; management awareness training; and topic-specific training and manuals.

Energy Management Program

Each division is required to develop and maintain an energy management program based on the characteristics of its specific operational situations. The Corporate Environment, Health and Safety Department reviews these programs annually and reports its findings to senior management.

The program objectives are supported by a number of other company initiatives that require consideration of energy issues, including our EHS policy, acquisition due diligence, capital appropriation request review process and product life cycle reviews. As a result, our facilities are making greater use of state-of-the-art, energy-efficient technologies. For more information about our energy management programs see the environmental performance section of this website.

Information Management Systems

Computer-based information management systems enable our company to maximize the effectiveness, productivity and value of our EHS program. Information management systems help us to pursue our goals of sustainable development and sustainable competitive advantage.

Bristol-Myers Squibb has in place several computer-based information management systems, the operating results database and several EHS intranet sites.
Engineering Standards

Bristol-Myers Squibb has engineering specifications, standards and guidelines (SSGs) that are applicable to the design and implementation stages of a project. The SSGs allow the company’s engineering community to design and implement engineering projects that are mindful of sustainable development and are closely aligned with our Sustainability 2010 Goals. Examples of the SSGs include architectural, mechanical, environmental impact control, product selection, roofing and painting guidelines. In addition to the company’s Sustainability 2010 Goals, the SSGs are based upon the LEED (Leadership in Energy and Environmental Design) standards developed by the U.S. Green Building Council.

Packaging

The Environmental Guidelines for Package Development direct our businesses to minimize the environmental impact of packaging by considering source reduction, recyclability, refillability, reusability and safe disposal. As a best practice, all packaging engineers consider the principles of sustainability during package design.

The Sustainable Packaging Committee is responsible for evaluating and setting future packaging goals.

Pollution Prevention

Our local facilities have years of experience demonstrating that pollution prevention makes good business sense. Pollution prevention reduces the environmental footprint of a facility and promotes economic growth through cost savings and productivity improvements.

Product Life Cycle Reviews

Each of our businesses is committed to integrating product life cycle concepts into the new product development process. Our approach to eco-efficiency includes: designing products that meet the highest standards of excellence with regard to quality, cost and EHS performance. By minimizing packaging, using recycled and recyclable materials and reducing the toxicity of our raw materials, we are decreasing the overall impact of our products, including use and consumption by consumers.

Stakeholder Dialogue

Bristol-Myers Squibb has a long tradition of open communication and cooperation on EHS issues.

Internally, we foster communication and dialogue with employees through education initiatives and functional and cross-functional committees. Externally, we actively seek dialogue with investors, suppliers, customers, consumers, environmental and public interest groups, local and national government leaders, the media and international organizations.
Sustainability 2010 Goals

Bristol-Myers Squibb’s comprehensive sustainability goals for 2010 range from environmental and safety performance to leadership development. We track our performance against these goals worldwide and report both positive and negative progress to the public.

Waste Contractor Evaluation Program

Prior to the initial off-site shipment of waste, Bristol-Myers Squibb evaluates the proposed waste handling and disposal contractors. The purpose of the evaluation is to determine the capabilities of the contractors and review the contractors’ compliance records to the extent possible. This includes an evaluation of whether the contractors have operated in accordance with our EHS Policy and applicable laws and regulations. By design, we limit the number of contractors used by our facilities so that we can maximize our knowledge of each contractor’s capabilities. We review the status of our current waste contractors periodically.

Waste Minimization

Bristol-Myers Squibb requires each division to develop and maintain waste minimization programs for its facilities. Waste minimization programs should cover all categories of waste generated at each location. Each division establishes waste minimization goals and reports progress to management at least annually. Our corporate audit group reviews division and facility performance against this guideline. For more information about our waste minimization performance see the environmental performance section of this website.

Overarching Policies

Bristol-Myers Squibb Pledge

The Bristol-Myers Squibb pledge is, in essence, our company’s sustainable development policy. In it we support economic responsibility, environmental stewardship and social responsibility.

Social and Economic-Related Policies

Through the Bristol-Myers Squibb Pledge, our company fosters an ethic of promoting social and economic progress. From fair wages and equitable treatment for employees to ethical practices with our contractors and suppliers, the Pledge addresses a full range of sustainability issues.

Corporate Environment, Health and Safety Policy

We developed a worldwide environmental protection policy in 1983. The policy has been reviewed and updated periodically and today encompasses environmental, health and safety issues.
Bristol-Myers Squibb was one of the first companies in the world to self-declare that our companywide EHS management system meets or exceeds the requirements of ISO 14001, a voluntary, international specification for environmental management systems. Many of our facilities have obtained third-party certification to the ISO standard.

Bristol-Myers Squibb facilities in Princeton, New Jersey, and Wallingford, Connecticut, have been accepted into U.S. Environmental Protection Agency’s performance track. This program motivates facilities to take extra steps in preventing pollution, improving community involvement and enhancing economic prosperity. The Hopewell and Princeton, New Jersey, sites were accepted into the New Jersey Department of Environmental Protection’s silver track program.

The Swords and Cruiserath sites in Ireland, participate in the International Responsible Care® program, the pharmaceutical industry’s global voluntary initiative under which companies work together to continuously improve their health, safety and environmental performance, and to communicate with stakeholders about their products and processes.

Bristol-Myers Squibb is reporting our carbon emissions through the Carbon Disclosure Project. Bristol-Myers Squibb partnered with the World Resources Institute and a group of large companies based in the northeast United States on a project to help corporations address climate change. This project, known as Climate Northeast, brought together businesses from different economic sectors. A report on the partnership’s activities, A Climate of Innovation: Northeast Business Action to Reduce Greenhouse Gases, is available to the public.