

# ETHICS CODE

## FONDAZIONE NOVAE TERRAE

### PRELIMINARY PROVISIONS

#### • GLOSSARY

In this code the following expressions shall have meaning as defined below.

**"Senior officer of the Fondazione"** : means the members of the Management Board, the Supervisory Board, the Chairman, the General Manager of the Fondazione, as in office at the particular time, as well as any other person in a senior position.

**"Manager/Supervisor"** : means any manager, middle manager, or head of one or more departments or areas of the Fondazione, as shown in the organigram of the Fondazione at the particular time.

**"Personnel"** : means persons that are employees of the Fondazione (including those on fixed-term contracts or working part-time), trainees, apprentices, or work-experience personnel, as well as in-house non-employee workers and self-employed personnel (working casually or on a steady basis).

**"Surveillance Committee"** : means the surveillance body invested with independent powers of initiative and control, as defined and set up in accordance with Legislative Decree 231/2001.

**"Fondazione"** means Fondazione Novae Terrae, with registered office at Via San Vito 6, Milan and Operational Offices at via San Giuseppe, 101, Saranno (Varese province). Tax code 97412950152, tel. 02/9 6 2 6 0 6 8

#### • THE PRINCIPLES BEHIND THIS CODE AND ITS ADDRESSEES

As is clear from its By-laws, the Fondazione is driven by a desire to assist in promoting both closer cultural understanding and examination of the issues of human rights, as well as the protection and development of those rights. Particular attention is directed at the right to life, the right to religious freedom, and also the right to education and the defence of the family. Additionally, it promotes study, research, discussion, editorial presentation, training, and keeping culturally attuned with regard to national and international policy and to social problems as they relate to human rights

In seeking to hold together those founding aspirations and day-to-day practice this Code has been drafted and is addressed to the Senior Officers, the Managers/supervisors, and the Personnel, unless otherwise stated in this Code and, in any case, only to the extent as is compatible with the provisions of law and of contract.

This Ethics Code was drawn up to ensure that the ethical values of the Fondazione are clearly defined and constitute the basis of the work ethos it promotes as well as the standard of conduct for all employees and non-employee workers in carrying out the activities assigned to them.

In as far as necessary, the Surveillance Committee works to ensure the application of this Code among the Senior Officers, the Managers/supervisors, and the Personnel, including through the inclusion in their respective contracts with the Fondazione of clauses that specifically impose an obligation to adhere to the provisions of this Code.

The Fondazione is aware that the quality of its work depends on the performance of each and every person engaged in the activity that it promotes.

For this reason the Fondazione is committed to developing its human capital and focuses its activities on the individual, and in so doing develops their diversity and identifies the means for bringing out their potential. At all times integrity and ethics shape the actions of its Senior Officers, Managers/supervisors, and its Personnel so that the Fondazione can deservedly claim the trust and respect of the institutions and the communities involved in its work, and of whoever it deals with in that connection.

Fondazione Novae Terrae asks its Managers/supervisors and its Personnel to commit to the importance of the fundamental values that it defends and promotes and to conduct themselves accordingly in their work at the Fondazione.

Encouraging a culture centred on developing fundamental human rights spurs the Fondazione to seek to relate to all those it deals with in ways in which cooperation, transparency, and responsibility in fulfilling the commitments it makes are crucial.

## **EFFECTIVENESS OF THIS CODE**

Adherence to this Code is an integral part of the contractual obligations of the Managers/supervisors and of the personnel of the Fondazione, including through article 2104 of the Italian Civil Code.

An infringement of this Code may amount to a breach of contract and/or a disciplinary offence and, where appropriate, may entail reparation for any loss to the Fondazione arising from that infringement, in accordance with the legislation in force and the collective labour agreements as may apply.

## **THE STATUS OF THIS CODE WITH REGARD TO THIRD PARTIES**

The Fondazione recommends that its Managers/supervisors and its Personnel, when dealing with third parties (including clients, suppliers, institutions, those providing finance and, bodies that are beneficiaries) in the exercise of their functions shall, if necessary, inform those third parties of the obligations imposed by this Code and demand they adhere to it.

The Fondazione further recommends that they inform their superior or the Surveillance Committee of any conduct by third parties that contravenes this Code or that in any case is such as to induce Managers/supervisors or the Personnel to breach the Code.

## **DILIGENCE OF WORKERS**

Workers must show the diligence required by the nature of the work to be performed and by the interest of the Fondazione.

They must act with loyalty in order to comply with the obligations in their employment contracts and the provisions in this Ethics Code. They shall have a duty to report any breach of established rules of conduct to the Surveillance Committee and/or to their superior. They shall have a duty to draw up their documentation using language that is clear, objective, and complete, so enabling any checks on the part of colleagues, managers/supervisors, or of outsiders with the authority to seek verification.

## **GENERAL PRINCIPLES OF CONDUCT**

- **RESPECT FOR THE INDIVIDUAL AS A PERSON**

The development and defence of individuals and their rights is at the root of all action by the Fondazione. It is expressed through respect for the innermost characteristics of a person and, specifically:

- respect for all nationalities and ethnic groupings;
- respect for all political and/or religious beliefs;
- respect for all types of sexual orientation;
- abstention from verbal and/or physical violence;

- **RESPECT FOR THE LAW**

Respect for the law is a fundamental principle of the la Fondazione.

In carrying out their functions, the Senior Officers, the Managers/supervisors, and the Personnel must comply with the rules of the legal system in which they are operating and must, in any case, abstain from committing a breach of the law.

Furthermore, in addition to the general principles of diligence and loyalty, employees must also adhere to the directives on conduct in the national collective labour agreements that apply to them.

- **SAFEGUARDING THE QUALITY AND EFFICIENCY OF THE ORGANISATION, AS WELL AS THE REPUTATION AND THE IMAGE OF THE FONDAZIONE.**

The quality and efficiency of the organisation as well as the reputation and the image of the Fondazione are an invaluable resource and are mainly determined by the conduct of each and every worker.

Anybody engaged in the work of the Fondazione must, through their conduct and ethical behaviour, contribute to safeguarding that resource by upholding the reputation and the image of the Fondazione both in their place of work and outside of it with regard to every person and every institution.

- **RESPECT, HONESTY, PROPRIETY, AND INTEGRITY.**

The Senior Officers, the Managers/supervisors, and the Personnel acknowledge the dignity, the private sphere, and the rights of individuals as persons.

In carrying out their functions they must each conduct themselves with transparency and honesty and embrace the responsibilities that come with those functions.

All persons engaged in the work of the Fondazione shall pursue the institutional mission and the values of the Fondazione in their work and shall be honest and transparent in relation to its strategies, objectives, and operations. In so doing they shall abide by the legal directives in force and avoid conflicts of interest. They must each bear in mind the broader ethical implications in their work in order to avert unintended adverse consequences.

The above principles shall hold good both as regards relations with one's own colleagues or superiors, and in relations with third parties.

- **RESPONSIBILITY, CONTROL, AND PROFESSIONAL DEVELOPMENT OF INDIVIDUALS.**

Every Manager/supervisor of the Fondazione shall be answerable for the personnel under his/her management, coordination, or control, and they must fulfil their duties of organization and control through diligent vigilance to prevent breaches of the law and of this Code.

In particular, each Manager/supervisor is bound by the following commitments:

- a duty to train: explaining to employees the tasks assigned, the intended strategies, and training them so that they each, equipped with the necessary skills and tools, can tackle

them;

- a duty of control: keeping continuous vigilant watch over the compliance of their own staff with the rule of law and the rules in this Code;
- duty of vigilance: promptly reporting to their superior or to the Surveillance Committee on potential or actual breaches of the law or of this Code;
- duty of prevention: as part of the functions assigned them, promoting the adoption of measures for averting breaches

- **SELECTION OF THE PERSONNEL.**

Those Managers/supervisors of the Fondazione charged with personnel selection shall make a careful selection of the employees or other workers under them based on those individuals' personal and professional aptitude, and shall do so having in mind compliance with the Code. They shall promote adherence to the principles of equality and of equal opportunity in the selection and recruitment of personnel.

Work relations are made official through a due and proper contract and any working of an irregular nature shall be rejected.

In particular, Managers/supervisors that handle personnel selection are bound by the following commitments:

- duty of instruction: communicating to candidates or to those newly taken on, in a manner that is precise, complete, and binding, the tasks to which their professional skills and job function is geared, as well as the duties to be fulfilled regarding compliance with the rule of law and the rules of the Code;
- disciplinary-related duty of information: communicating unequivocally to candidates or to those newly taken on that in addition to disapproving of any infringements of the law and of the Code, such infringements are a breach of contract and/or a disciplinary offence in accordance with the law.

- **ENVIRONMENTAL PROTECTION**

The Fondazione conducts its work in a way that is geared to the proper use of resources and to respect for the environment.

The Managers/supervisors and the Personnel, in carrying out their functions, shall undertake to comply with the provisions in force on environmental protection.

- **PROTECTION OF PRIVACY**

The privacy of the Personnel is protected by adopting standards that specify what information the Fondazione requests and what the respective processing and conservation methods are.

- Those personnel that as part of their work acquire knowledge of sensitive data and confidential information shall undertake to process them in accordance with the laws in force on privacy

- **PROTECTION AND CARE OF HEALTH AND SAFETY AT WORK.**

The Fondazione supports working conditions that protect the psychological and physical well-being of individuals by providing workplaces in line with the legislation on health and safety. However that may be, everybody engaged in the work of the Fondazione must comply with all the laws and standards relating to environmental safety and protection and to adhere to the policies of the Foundation where these impose more stringent requirements than the legal standards.

The responsibility of each Manager/supervisor and of the Personnel towards their colleagues enjoins maximum care in preventing accidents at work. Anybody engaged in the work of the Fondazione must exercise the utmost attention in carrying out their activity and shall strictly observe all the established safety and prevention measures to avoid any possible risk to themselves and to their fellow workers and colleagues.

Compliance with the requisites of Legislative Decree 81/2008 on safety and health at work is ensured by the Fondazione through the appointment of a person charged with responsibility for the Prevention and Protection Unit and of a Workers' Safety Representative

- **CONFLICTS OF INTEREST**

The Fondazione requires that its Personnel and its Managers/supervisors in carrying out their functions avoid situations that involve them in a conflict of interest.

Any situation that might potentially create a conflict of interest or, in any case, compromise the ability of the Manager/supervisor or member of Personnel to take decisions in the best interests of the Fondazione must be immediately notified to their superior or to the Surveillance Committee and shall make it obligatory for the person concerned to abstain from taking any action connected or relating to that situation, unless there is authorisation by the superior or by the Surveillance Committee.

## **EFFECTIVE AND TRANSPARENT COMMUNICATION**

The Fondazione remains alert and uses its endeavours so that its action programs regarding official activity of general interest and social benefit are supported by the release of information to the public and to the press, the intention being to encourage access to contributions, transparency in the selection process, and knowledge of what has been achieved through these programs.

The Managers/supervisors and every other person involved in communicating the work of the Fondazione shall make it a point of informing, fully and impartially, each user, body, or institution that approaches the Fondazione of its programs and of the requisites needed to make use of the services it operates.

## **OFFER/CLAIM AND GRANTING /ACCEPTANCE OF BENEFITS**

As part of their functions anyone engaged in the work of the Fondazione is barred from offering or granting to third parties, directly or indirectly, unauthorised material benefits in the form of sums of money, goods, services or in any other form.

Gestures of commercial courtesy, gifts, or any hospitality are allowable where the value is modest and, generally, such as not to create the impression of being intended to procure undue advantage. In any case, no personal gifts may be made to public employees or public officials.

Applying the same criteria as above, anybody engaged in the work of the Fondazione is barred from accepting or securing promises of benefits or preferential treatment not directly attributable to normal acts of courtesy. In particular, Managers/supervisors that as part of their functions conclude contracts with Employees and Suppliers, financial counterparties, providers of finance, suppliers, partners, or with third parties, must be vigilant in ensuring that such contracts do not offer or grant benefits in breach of this code.

## **GUIDE LINES FOR PROPRIETY IN MANAGERIAL PRACTICE**

The Fondazione reaches its decisions on administration, communication, and on providing official assistance on the basis of objective data within a transparent and mutually shared process, consistent with its mission and its vision. It is also careful to avoid any type of influence or distortion of its activity.

In carrying out decisions and/or official operations or other management action, the Managers/supervisors or any other person involved in decision-making processes undertake to be transparent at every stage in the decision process and to make public the policies and decisions and

shall involve the appointed bodies in the critical programs and in any economic appraisal of the projects.

## **ACCOUNTING RECORDS - SAFEGUARDING THE TRANSPARENCY AND CONTROL OF ADMINISTRATIVE ACTIVITY**

All accounting records and reporting statements for in-house as well as external use, both general as well as detailed, must conform to the principles of clarity, transparency, propriety, completeness, and accuracy. In particular, the recognition and booking of transactions and of accounting data must be prompt and suited to the information requirements of the Fondazione, as well as in line with the accounting principles laid down in the existing legislation.

Reports on the activity of the Fondazione, including at an institutional level, shall be true and accurate. This holds true equally for in-house dealings (with colleagues, subordinates, or superiors, as well as with internal bodies) and for dealings externally.

All transactions and operations undertaken in administrative work shall be adequately recorded and it shall be possible to check the respective decision-making and authorisation process. For each transaction there must be proper documentation so that checks may be made that show the details and reasoning for the actions and enable those who have authorised, made, and checked the transaction to be pinpointed.

Where action is taken in partnership, the Managers/supervisors engaged in handling the administrative side must decide on written agreements with the partners that clearly explain how the resources assigned shall be used, while still enabling possible adjustments - partial and not substantive - in the event that external circumstances alter the context for their application.

It will be the responsibility of the Managers/supervisors to seek clarification if the information they have is insufficient to guarantee the transparency of the use of the resources of the Fondazione.

### **• STANDARDS FOR GIVING ORDERS TO SUPPLIERS.**

The Fondazione shall carry out a fair and impartial vetting of the offers tendered by its suppliers.

The Managers/supervisors and the Personnel shall abide by the selection and awarding procedures laid down by the Fondazione.

In any case, when handling dealings relating to independent contractors, to continuous or periodic supplies, or to the supply of goods or services to the Fondazione, the Managers/supervisors and the Personnel, as part of their functions, must comply especially with the following standards:

- > anyone engaged in the work of the Fondazione must notify his/her superior or the Surveillance Committee of any personal interest as may give rise to a conflict of interest;
- > where there are competing tenders, the prospective suppliers that meet the qualifying requirements as may be set by the Fondazione must not be unfairly favoured or obstructed by purposely adopting individually tailored and non-transparent assessment and selection criteria;
- > nobody engaged in the work of the Fondazione, especially if they have the power – directly or indirectly – to influence an appointment, shall be allowed to place with persons/entities with which he/she has professional dealings personal orders that may procure for him undue advantage.

### **• CORRECT PROCEDURE FOR SELECTING PARTNERS**

In pursuing its official aims the Fondazione draws on the cooperation of public and private bodies that operate on a non-profit basis in their respective sectors. The bodies that cooperate and any organisations that are the beneficiaries of contributions must show they have the capacity to manage the action program underlying the partnership, by demonstrating they have significant experience in the field of application.

The Fondazione shall see that the conditions relating to quality, development, manner of execution, and the time for the partnership to fulfil its objectives are expressly laid down. A failure to fulfil these conditions may prejudice the continuation of the cooperation.

## **. RULES OF CONDUCT WITH REGARD TO PROVIDERS OF FINANCE**

All the personnel of the Fondazione engaged in raising funding shall be guided by the standards of conduct set out below. In particular:

- guaranteeing, as regards one's own actions, the utmost transparency and propriety vis-à-vis donors and promoting and implementing the adoption of these principles within organisation;
- undertaking to efficiently coordinate the contribution of different entities/persons (donors, volunteers, non-employee personnel) who, in different capacities, contribute to raising funds, so that no input of solidarity goes to waste;
- respecting the privacy of donors and the confidentiality of the information gathered in fulfilling one's professional obligations;
- guaranteeing donors the right to information: about the mission and the ends that the Fondazione pursues; about the operating structure of the Fondazione, about its governance bodies; about the identity and the role of the persons/entities that cooperate with the organisation and with which it makes contact; about the purposes, the timing, and means of implementing the individual initiatives to be supported;
- guaranteeing and defending the principle of impartiality: respect for and non-discrimination of providers of finance, entailing not accepting acts of generosity as may prejudice the independence of the Fondazione in pursuing its own aims; refraining from any arbitrary discrimination between providers of finance; respecting the free will of donors and avoiding inducing them to donate through excessive pressure, and misleading and untrue appeals or advertising;
- protecting the personal data of providers of the finance; notification of the information about donations must be given having regard to the principles of confidentiality in existing law; in particular the personal data of donors shall be used solely in accordance with the aims of the Fondazione, excluding any unauthorised transfer, even if free of charge, to other persons, units, or organisations;
- guaranteeing that the resources raised through donations are directed in a way that is effective, efficient, and fair to the purpose for which the donation was made;

## **APPLICATION OF THE ETHICS CODE.**

### **• PERSON/ENTITY CHARGED WITH CHECKING ON THE APPLICATION OF THE ETHICS CODE**

The General Manager is the person charged with checking on the application and implementation of the Ethics Code and in this connection he can report on his own work to the Surveillance Committee and/or to the Management Board.

In the function as above, the General Manager is allocated the following tasks:

- periodically checking the application of, and compliance with, the Ethics Code, and in so doing ascertaining and promoting an improved level of ethics in the work environment;
- undertaking initiatives for ensuring widespread knowledge of the Ethics Code;
- making recommendations to the Management Board for amendments and supplements to the Ethics Code;
- receiving reports of infringements of the Ethics Code and conducting investigations into them.

Everybody engaged in the work of the Fondazione has a duty to cooperate with the General Manager in carrying out his task.

## **ENSURING WIDESPREAD KNOWLEDGE OF THE ETHICS CODE.**

The General Manager shall ensure that the Ethics Code is widely available among its addressees using e-mails and/or fax and/or postal delivery and/or delivery by hand using the methods identified below:

- transmission to the employees and non-employee workers of the Fondazione, indicating that

compliance with this code is an essential condition of the work relationship;

- transmission to the members of the Board of Statutory Auditors of the Fondazione;
- bill-posting in a place that is accessible to all employees and non-employee workers pursuant to paragraph 1, article 7, of Law 300/1970;
- statement to outside workers and suppliers concerning the existence of the Ethics Code; publication of the Ethics Code on the website of the Fondazione;
- inclusion in the contracts made by the Fondazione of a clause that informs third parties of the existence of the Ethics Code and in which it is stated that the Fondazione has this document and the counterparty has a duty to respect its principles, failing which the contract will be terminated.

#### **INFRINGEMENT OF THE ETHICS CODE.**

Any conduct contrary to the provisions in the Ethics Code shall be followed up and sanctioned in that it is contrary to the guiding principles of the Fondazione.