



Code of Good Corporate Governance and Code of Ethics

INDEX

Introduction (1)
Code of Corporate Governance (2)
Code of Ethics (8)
References (16)

INTRODUCTION

The CNIC Carlos III Foundation, in accordance with the principles of the *Law 19/2013, on transparency, access to public information and good governance*, considers essential to approve a corporate governance code and a code of ethics, as necessary elements, not only for the proper development of its ends, but also to promote its social function and its operational transparency. These codes aims to strengthen CNIC prestige in public sector, private companies (ProCNIC Foundation) which contribute significantly to its funding has in CNIC , the scientific community and the Spanish society, whose progress in health CNIC should serve especially.

The CNIC Foundation is a public, non-profit organization under the supervision and coordination of the *Instituto de Salud Carlos III* (Ministry of Economy and Competitiveness) The Foundation welcomes the Protectorate exercised by the Central Government through the Ministry of Education in accordance with Article 40 of Real Decreto 1337/2005, 11 November. Indeterminate groups in the scientific community and users of the Spanish health system shall be considered beneficiaries of the Foundation.

The *corporate governance code* and the *code of ethics* have been approve by the Executive Committee of the Board of Trustees on the 7, December 2014 to serve as fundamental codes of conduct for governance and management and to orientate all CNIC members (thereof members) in their individual or collective professional behavior. They also serve as a general framework to govern behavior and relationships between CNIC members, according to the principles of the rule of law, mutual respect and cordiality for creating an ethical and professional culture.

CODE OF CORPORATE GOVERNANCE

Article 1. CNIC Mission: basic research, translational medicine and training

Despite the enormous advances in the diagnosis and treatment that have occurred in the last 20 years, cardiovascular disease remains the leading cause of death in developed countries. The costs generated in economic, social and human terms remain enormous. Aware of this fact, the Spanish Government, through the *Instituto de Salud Carlos III* (ISCIII), decided to create the CNIC to group the best cardiovascular research in Spain and give it a modern infrastructure and the funding required to conduct biomedical research excellence in the cardiovascular area, both in the field of basic research and the translation of research results to the NHS, giving special relevance to young researchers training through its various training programs.

Article 2. Purposes

The purpose of the Foundation is to promote research in relation to cardiovascular diseases, prevention thereof and promotion of scientific and medical advances in this area, through the creation and maintenance of the CNIC that aims to develop the following particular purposes and specific activities:

A) Specific Purposes:

1. Promote and develop cardiovascular research.
2. Planning and create knowledge networks in the field of cardiovascular research, promoting coordination of research on cardiovascular diseases in Spain.
3. Encourage scientific advances impacting on the health system and hence on the welfare of patients.
4. Implement and develop programs to prevent cardiovascular diseases.
5. Implement and develop training programs.
6. Any other activities on cardiovascular research that can contribute to improving the quality of both citizens in general and patient's life.

B) Specific activities:

1. Run prevention projects, research and training in the field of cardiovascular disease, and disseminate their results by appropriate means.
2. Involve most prestigious specialists and researchers in its activities through the creation of knowledge networks and acts of protocols, discussion and sharing.
3. Encourage the establishment of general principles and guidelines for the development, management and accreditation of initiatives related to cardiovascular research in Spain.
4. Encourage coordinated cardiovascular research projects.
5. Develop training plans through specific actions: seminars, training programs, supervision of doctoral theses and any other that may contribute to researches training.

6. Maintain constant contact with private sector entities to set common goals, achieving partnerships and funding with public or private entities, so that high self-financing capacity is guaranteed and, therefore, economic and social profitability of the Foundation.

For the development and achievement of the stated purposes, the Foundation may have the assistance and funding of individuals, institutions, associations, foundations and other public or private entities and arrange for it any resolutions, agreements and contracts deemed necessary in accordance with the applicable law.

The Foundation, in fulfillment of its purposes, shall be required to give adequate publicity of its objectives and activities, as well as the regular dissemination of its achievements.

Article 3. Purpose of the Code of Good Governance

This Code of Corporate Governance aims to develop and formalize the CNIC mission and principles and to guide the conduct of the members of the governing boards, the managing teams, the CNIC staff and other members of the Foundation, according to the rules and principles of the Law 19/2013, of December 9 on transparency, access to public information and good governance.

Article 4. General Principles

1. The Foundation assumes a set of principles that express their commitment to good governance. The pillar of these being the foundational social responsibility and the transparency in its activities and its communication policy.

2. The principles acknowledgement, dissemination and implementation will guide the governing boards, the managing teams and the foundation staff and members.

3. These principles are:

a) Principle of the rule of law, according to which the Foundation will promote the attainment of its purposes under the strictest compliance with applicable law and the recommendations of the supervisory and auditory bodies (Intervención General de la Administración del Estado –State General Controllers Team, Tribunal de Cuentas -Court of Audit- and Labour Inspection, among others).

b) Principle of austerity in spending, taking advantage of the financial resources for the fulfillment of the foundation purposes.

c) Principle of proactivity in attracting resources from funding agencies or private sponsorship.

d) Principle of transparency, ensuring equal opportunities in access to Foundation programs and providing clear information about the origin of its resources.

e) Principle of efficient management, that involves the planning and monitoring of the activities undertaken, in response to prearranged objectives and resource optimization.

f) The principle of good corporate image, which involves the orientation of all internal processes and activities towards the society interest in order to convey an image of creditworthiness and trustworthiness in all areas.

g) Principle of effective control which involves the establishment of mechanisms for monitoring internal processes to ensure compliance with the rest of principles.

h) Principle of public interest that should inspire CNIC doings and implies that all its actions must pursue objectives of general interest and avoiding in any case, the use of public resources to satisfy particular interests.

Article 5. Duty of compliance

1. The governance boards and management teams and members thereof, strictly will comply with the law, fulfilling the spirit and purpose of the rules. They also observe all commitments and obligations undertaken by the Foundation in its contractual relationships with third parties and the customs and good practices of national and international regulations that may be applicable.

2. The governance boards, management teams and members of the Foundation shall particularly know the laws and regulations affecting the exercise of their office and apply to them as well as the principles of good governance set out in this Code of governance and Code of ethics.

Article 6. Duty of confidentiality

1. Members of the Board and its Executive Committee will keep its deliberations confidential and shall not disclose the information, data, reports or records to which they have access in the performance of their duties, and to use them for their own benefit or for the benefits of people connected with them.

2. This obligation of confidentiality shall remain even if they leave office.

3. This obligation also incumbent upon all participants in the meetings of the Board and of the Executive Committee and all directors and officers in their respective areas.

Article 7. Use of the assets of the Foundation

The governance boards and management team and members of the Foundation may not use the assets of the Foundation or use their position therein to obtain a financial or personal advantage of any kind.

Article 8. Conflict of interest

1. There shall be deemed conflict of interest such situations in which, directly or indirectly, the personal interest of the employee or member and the interests of the Foundation are in opposition. There is also considered conflict of interest when the matter affects a person connected with CNIC trustees, directors, employees or members.

2. For the purposes of this Code of Corporate Governance, it will be considered people naturally or legally related to the director, employee or member by the following:

a) The spouse or person with similar relationship.

b) The ascendants, descendants and siblings of the trustee, employee or member or the one of their partners (or person with similar relationship).

c) The spouses (or people with similar relationship) of the ascendants, descendants and siblings.

d) Entities in which the trustee, employee or member, or their respective

connected persons, directly or through an intermediary, are in one of the situations of control established by the law. Or they have been in such situation in the last two years.

e) The companies or entities in which the trustee, employee or member or any related persons, directly or through intermediaries person, hold office, administration or management; or from which he/she receives compensation for any reason, provided the trustee, director, employee or member exercises, directly or indirectly, a significant influence on the financial and operating decisions of such companies or entities. Or they have been in such situations in the last two years.

3. In relation to possible conflicts of interest, governance board, management team and members will observe the following rules of conduct:

a) Independence: to act professionally with loyalty to the Foundation and independently of own or third party interests. Consequently, in any case, they will refrain from placing their own interests at the expense of the Foundation.

b) Abstention: refrain from intervening or influencing decisions that may affect the Foundation with which there is conflict of interest, from attending meetings at which those decisions are raised and from accessing confidential information affecting such conflict.

c) In the case of governance board and management team, they will communicate to the Board, through its Chairman or the Secretary, any conflict of interest. For members, the existence or possible existence of a conflict of interest must be communicated in writing to the immediate superior, who shall inform the direction for communication to the governing bodies of the Foundation, which should take the appropriate decision thereon.

4. communication must indicate:

a) If the conflict of interest affects him/her personally or through a person related to him, identifying as appropriate.

b) The situation that cause the conflict of interest, detailing if the object and the principal terms of the planned transaction or decision.

c) Measures taken to avoid conflict and to ensure the protection of the general interest.

5. These general principles of action will be especially observed in those instances where the conflict of interest is, or reasonably is expected to be, of such a nature as to constitute a structural and permanent situation and, specifically, in those related to supplier's contracts or recruitment or hiring process or personnel contracts. Such issues must be subject, in any event, to prior deliberation and decision by the Board. That decision will be binding.

Article 9. Acceptance of gifts and presents

1. Neither the governance boards and management teams of the Foundation, nor members or persons related to them may give or accept gifts or presents, in the exercise of his office or responsibility, of such importance that are likely to constitute a conflict of interest that can affect the freedom and independence with which they must perform their duties or responsibilities.

2. This prohibition does not apply when gifts are of little economic value or respond to signs of common courtesy, are not prohibited by law or are generally accepted practices in similar institutions.



Article 10. Business Opportunities

1. The governance boards, management teams and members, will not achieve their own benefit or the benefit for persons connected to them, coming from benefits granted to the Foundation or business opportunities arising from patents or industrial property rights, unless the Foundation had abandoned them without the influence of that member and the rights exploitation by the trustee, employee or member is authorized by the Board.

2. The trustee, director, employee or member (or a person related to them), shall not use the name of the Foundation or invoke his position to perform private transaction or trade agreements.

Article 11. Duties of communication

The members shall notify the Foundation, through the Chairman or the Secretary of the Board, any change in their professional status or in any other aspect that may affect the normal performance of their duties.

Article 12. Duty of effective management and control

The governance board and the management team shall attend the Board meetings to which they are duly summoned or the ones of the Executive Committee, having adequately prepared them and inquiring diligently on the matters to be discussed to contribute to the effective management and control of the Foundation activities.

The same obligation applies to members of the Foundation in their respective areas of responsibility.

Article 13. Duty of active participation in the governance of the Foundation

The Foundation expects its governance board and management team to actively participate in meetings of the Board and of the Executive Committee, so that their criteria contribute to the enrichment of points of views that ensures making well founded decisions. Also, trustees will monitor diligently and fully informed the actions of the management teams.

The same obligation of active participation is applicable to the members of the Foundation in their respective fields of responsibility and control of the proceedings.

Article 14. Information Transparency

1. The website of the Foundation is the principal instrument of transparency. Through it, the Foundation will inform the general public and third parties directly related to it, on activities, while also serves as a tool to facilitate understanding and participation in future activities and to develop and disclosure of their purposes and principles.

2. Notwithstanding other information considered necessary by the Board, the website of the Foundation shall contain at least:

- a) Foundation Charter (Statutos)
- b) The Code of Corporate Governance c) The Code of Ethics.
- d) The reports of their activities.



- e) The mandatory information to be published in compliance with the law.
3. The Foundation shall, with due diligence, maintain direct and constant contact with all groups of society interested in achieving its social goals through their participation in social networks.

Article 15. Audit Process

1. The Foundation is subject to audits of accounts by the IGAE (General Controller of the State) and Tribunal de Cuentas (Court of Auditors)
2. The Board will receive full information on the work of audit bodies and will take steps to implement the recommendations of these measures.
3. Also, the board must be informed about the results of audits and inspections on labor, health and safety, social security, finance, nuclear security and other similar audit or inspection deemed relevant.

Article 16. Relations with suppliers

As for Relationships with suppliers, foundation is guided solely by the criteria of objectivity, impartiality and equal opportunities avoiding any favoritism or interference of conflicts of interest in selecting them according to legal provisions, in particular, as to the provisions of the Spanish Law on Public Sector Contracts. (*RDL 3/2011, of 14 November, Ley de contratos del Sector público*)

Article 17. Approval

The Corporate Governance Code is reported favorably by the Working Council Committee and approved at the meeting of the Executive Committee of the Board of Trustees held on December 1, 2014.

CODE OF ETHICS

Article 1. Purpose

1. The CNIC code of ethics aims to develop and formalize CNIC's mission and values and provide guidance for the performance of its professionals in a public environment governed by the general interest.
2. The code of ethics has been developed taking into account national and international recommendations on good governance of nonprofit entities and foundational principles of social responsibility accepted by the Foundation, forming a baseline for monitoring. It also responds to the new obligations in terms of crime prevention in the field of criminal liability of corporations.
3. The Code of Ethics reflects the Foundation commitment with the principles of ethics and transparency in all spheres of activity and establishes a set of principles and standards of conduct designed to ensure ethical and responsible behavior of all the professionals in the development of their activities.
4. The code of ethics is part of the system of rules of the Foundation and will be published on the website in developing its policy of transparency.

Article 2. Scope

1. The principles and standards of conduct contained in the code of ethics apply to the governance board, the management teams and all the professionals, regardless of rank, its functional location or its legal link with the Foundation, be it employment, training, private agreements or as visiting scientist.
2. Compliance with the code of ethics is compatible and consistent with strict compliance of the rules and laws in force.
3. Professionals who act as representatives of the Foundation in organizations, associations, foundations or other entities will observe the code of ethics in the conduct of such business and promote the implementation of the mission, goals, values and standards of conduct in those organizations, associations, foundations or other entities to which collaborate.
4. These commitments, far from being a mere statement of principles, apply to its daily practice and are integrated in the daily management of the Foundation in all areas of activity.
5. The Foundation believes that professional conduct in keeping with the mission and values described above, is the best assurance of its commitment to the fulfillment of the foundational purposes.

Article 3. Compliance with the law

CNIC professionals will strictly comply with applicable law in the place in which they pursue their activity, considering the spirit and purpose of the rules and observing the provisions of the ethical code, existing rules and procedures governing their activity. They also will fully comply with its obligations and commitments with the Foundation, established in its contractual relationships with third parties, as well as customs and practices applicable in each case.

Article 4. Commitment to the constitutional rights and labor



1. The Foundation expresses its commitment and involvement with the constitutional and labor rights under Spanish law.

2. In particular, the Foundation is committed to respecting freedom of association and collective bargaining as well as equal rights between men and women, nationals and foreigners and people with disabilities, prohibiting any discrimination between professionals or employees or those that could affect to third parties who wish to have access to CNIC services, benefits, scholarships or jobs.

3. Similarly, the Foundation guarantees the rights of opinion, association, expression, privacy, image, secrecy of communications and dignity of his employees in the content and scope that the Constitutional Court gives them in the workplace.

Article 5. Observance of ethical professional conduct

1. The fundamental principles to which the conduct of professionals of the Foundation will be set are:

a) Principle of the rule of law. The CNIC professionals shall conduct its proceedings, decisions and statements, within the workplace, in full respect of existing standards in each subject, without applying personal interpretations that could change its original purpose and seeking expert advice if in doubt about compliance or the applicability of a rule.

b) Protection of general interest. CNIC professionals will pursue the general interest of the Foundation in all its actions and will give it precedence to personal interest or to the one of particular groups. This principle means that goods or public funds may not be used to satisfy private or group interests.

c) Professionalism. The researchers, technicians and management staff of the Foundation shall apply in all their actions objectives with the diligence and quality necessary to ensure excellence in the scientific field and in the management professional criteria.

d) Responsibility. CNIC professionals are responsible for their actions, decisions and statements within the workplace. Obedience to superior orders cannot be invoked as a justification for the breach of an applicable standard. The Foundation articulate a protocol for any employee receiving orders that contradict an applicable standard can make it known to the management team of the Foundation, providing timely and in full observance of confidentiality and privacy of personal privacy.

e) Efficiency. CNIC professionals will undertake to carry out their professional activities fully optimizing available economic resources, generating maximum savings and applying austerity criteria in decision-making.

f) Good faith. CNIC professionals will act in good faith, loyalty and honesty, avoiding any intent or negligence on their performances against both the Foundation and in relation to the other members of the Centre including colleagues, superiors or colleagues under their supervision.

2. It is the duty of all professionals of the Foundation to inform the Direction about the initiation, evolution and outcome of any judicial, criminal or administrative proceeding of punitive nature, in which a professional is imputed defendant or accused, and can affect the performance of their duties as professional or harm the image and interests of the Foundation, always with absolute respect for



confidentiality and privacy.

Article 6. Environment

The Foundation and its professionals assume the obligation to carry out their activities with full respect for the environment, minimizing the impact of their activities on it, assuming as behavioral patterns to minimize wastes through efficient waste management and to promote energy savings for the preservation of the natural environment.

Article 7. Principles of non-discrimination and equal opportunities

1. The Foundation completely reject discrimination based on race, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition of its professionals and promote equal opportunities to access to jobs or scholarships offered by the Foundation.

2. In particular, the Foundation will promote equal treatment for men and women as regards access to employment, training, promotion of professionals and working conditions as evidenced by the Equality Plan. Already in force, extending the scope of this principle to public tenders for the procurement of goods and services.

3. Likewise, the Foundation shall ensure strict compliance with legislation that promotes access of people with disabilities into the workplace, extending the scope of this principle to public tenders for the procurement of goods and services

4. The Foundation rejects any form of violence, physical, sexual, psychological, moral or other harassment, abuse of authority at work and any other conduct intimidating or offensive to the personal rights and will take proactive in actions, in collaboration with the representative bodies of workers, to prevent such conducts or terminate them once detected. To this end, the Anti-Harassment Protocol is a crucial part of the CNIC Equality Plan.

Article 8. Family life and work balance

The Foundation respects the personal and family life of its professionals and promotes programs that provide the best balance between family care and job responsibilities.

1. The Foundation respects the privacy of its professionals in all its manifestations, especially in regards to personal details, medical and economic data, respecting the personal communications of its professionals through Internet and other media.

2. The Foundation undertakes not to disclose personal data of its professionals except with the consent of the parties and in cases of legal obligation or comply with court or administrative orders. In no event may be processed personal data of professionals to purposes other than those legally or contractually provided.

3. Access to personal data are subject to the confidentiality clause and CNIC or its officers or employees are committed to maintaining the secrecy of confidential data they have access for their activity .

4. Access to third parties personal data are subject to the confidentiality clause and CNIC, their offers or employees are committed to maintaining the secrecy



of confidential data they have access for their activity.

Article 10. Safety and Health at Work

The CNIC promotes, as an essential part of their activity, safety and health at work and applies, in collaboration with representatives of workers through the Committee on Occupational Safety and Health, preventive measures required under current legislation and any other which could be established in the future, ensuring that they are strictly observed by the CNIC professionals, students and collaborators.

Article 11. Recruitment

1. The Foundation will maintain a rigorous and objective selection program based exclusively on academic, personal and professional merits of the candidates and the needs of the Foundation. In this regard it ensures both the rights of internal promotion of the CNIC staff and, in cases where the vacancy cannot be filled with internal staff, the principles of openness, ability and merit contained in the legislation

2. The CNIC will evaluate the professionals who attend the selection process rigorously and objectively on the basis of their training, experience and suitability for the post, according to the selection procedure approved by the Board.

3. The CNIC guarantees the principles of openness, free competition, merit and ability in the processes of recruitment, consistent with the principles of internal promotion and efficient expenditure management.

Article 12. Gifts and presents

The provisions of the code of good governance of the Foundation and the internal rules communicated to workers in this field will be also applicable to all CNIC professionals.

1. CNIC professionals or persons connected to them may not give or accept gifts or presents, in the exercise of his office or responsibility of such relevance that are likely to constitute a conflict of interest affecting the freedom and independence with which they must perform their duties or responsibilities.

2. CNIC Professionals shall return the gifts they receive or, if unable to return or because they are complimentary gifts of small value, deliver to headquarters for timely treatment in accordance with internal procedures.

3. The management team will communicate to CNIC suppliers the prohibition of receiving gifts that affects to the staff and their obligation to return or make them available to CNIC.

Article 13. Conflict of Interest

1. There shall be deemed conflict of interest such situations in which, directly or indirectly, the personal interest of the employee or member and the interests of the Foundation are in opposition. There is also considered conflict of interest when the matter affects a person connected with CNIC trustees, directors, employees or members.

2. For the purposes of this Code of Corporate Governance, it will be considered people naturally or legally related to the director, employee or member by the

following:

- a) The spouse or person with similar relationship.
- b) The ascendants, descendants and siblings of the trustee, employee or member or the one of their partners (or person with similar relationship).
- c) The spouses (or people with similar relationship) of the ascendants, descendants and siblings.
- d) Entities in which the trustee, employee or member, or their respective connected persons, directly or through an intermediary, are in one of the situations of control established by the law. Or they have been in such situation in the last two years.
- e) The companies or entities in which the trustee, employee or member or any related persons, directly or through intermediaries person, hold office, administration or management; or from which he/she receives compensation for any reason, provided the trustee, director, employee or member exercises, directly or indirectly, a significant influence on the financial and operating decisions of such companies or entities. Or they have been in such situations in the last two years.

3. In relation to possible conflicts of interest, governance board, management team and members will observe the following rules of conduct:

- a) Independence: to act professionally with loyalty to the Foundation and independently of own or third party interests. Consequently, in any case, they will refrain from placing their own interests at the expense of the Foundation.
- b) Abstention: refrain from intervening or influencing decisions that may affect the Foundation with which there is conflict of interest, from attending meetings at which those decisions are raised and from accessing confidential information affecting such conflict.
- c) In the case of governance board and management team, they will communicate to the Board, through its Chairman or the Secretary, any conflict of interest. For members, the existence or possible existence of a conflict of interest must be communicated in writing to the immediate superior, who shall inform the direction for communication to the governing bodies of the Foundation, which should take the appropriate decision thereon.

4. Communication must indicate:

- a) If the conflict of interest affects him/her personally or through a person related to him, identifying as appropriate.
- b) The situation that cause the conflict of interest, detailing if the object and the principal terms of the planned transaction or decision.
- c) Measures taken to avoid conflict and to ensure the protection of the general interest.

5. These general principles of action will be especially observed in those instances where the conflict of interest is, or reasonably is expected to be, of such a nature as to constitute a structural and permanent situation and, specifically, in those related to supplier's contracts or recruitment or hiring process or personnel contracts. Such issues must be subject, in any event, to prior deliberation and decision by the Board. That decision will be binding.

Article 14. Resources and means for the development of professional

activity

1. The CNIC is committed to make available to the staff, professional resources and means necessary and appropriate for the development of their professional activity.

2. CNIC professionals undertake to make responsible use of resources and the means at their disposal, performing only those professional activities in the interest of the Foundation. In particular, CNIC members are committed to make responsible use of media, computer systems and, in general, any other means that CNIC makes available in accordance with the policies and criteria set out to this purpose. Such means are provided for professional use and are not suitable therefore for private communication. The use of such media by professionals generates no expectation of privacy in case they had to be supervised by the CNIC in the performance of their duties provided control under the doctrine of the Constitutional Court in this matter with.

3. The Foundation owns the property and rights of use and exploitation of software and systems, equipment, manuals, videos, projects, studies, reports and other works and rights created, developed, perfected or used by its professionals as part of their work or based on systems and computers of the Foundation.

Professionals respect the principle of confidentiality regarding the rights, licenses, software, systems and technological knowledge whose property or rights of exploitation or use correspond to CNIC. Any information or disclosure of the CNIC information systems shall require the prior approval of the Director General and the Managing Director of the Foundation.

The use of equipment, systems and programs that the Foundation offers to professional for the development of their work, including Internet access and operational systems, shall conform to standards of safety and efficiency, excluding any use, action or computer function that is unlawful or contrary to the rules or instructions of the Foundation.

CNOC professionals do not operate, reproduce, replicate or assign the systems and applications of the Foundation for purposes that are unauthorized.

Also, professionals do not install or use on the CNIC computers, programs or applications whose use is unlawful or that might damage the systems or harm the image or the Foundation or third parties interests.

Article 15. Confidential information

1. The non-public information that is owned by the Foundation will have, in general, the consideration of private and confidential information, and it is subject to professional secrecy. The content cannot be provided to third parties, unless authorized by the personnel of the Foundation that is competent in each case or when involved legal, judicial or administrative authority requirement.

2. The third party personal data provided to CNIC professionals shall be in full respect of the LOPD (Law on Data Protection), ensuring the access through secure query or passwords. Downloading files containing confidential data must preserve, in any case, appropriate traceability.

3. It is the responsibility of the Foundation and all its professionals to provide the adequate means of security and implement procedures to protect private and confidential information recorded on physical or electronic media from any internal or external risk of non-consensual access, manipulation or destruction,



either intentionally or accidentally. To this end, the CNIC professionals must keep confidentiality on the content of their work in their relations with others.

4. As necessary to the security of computer systems and to fulfill the legal obligations of confidentiality by the Foundation and its professional status, CNIC professionals are committed to exclusively use their respective personal passwords, and may not transfer its use to third parties under any justification. In cases of absence of any member with signature, the access to personal files can be delegated to another member, designated "by proxy", that will be able to access, but always identified with his/her own keys. This delegation is not applicable when it could affect the secrecy of communications that must be observed in any case.

5. Develop and / or using proprietary and confidential information for personal purposes violates the code of ethics and is a serious violation of labor duties.

6. In the event of termination of employment or professional relationship, the private and confidential information will be returned by the professional to the Foundation, including documents and media or storage devices, and the information stored in their personal computer terminal, subsisting in all the professional duty of confidentiality.

Article 16. Outside Activities

1. If CNIC professionals provide any other employment, professional activities, self-employment, to companies or entities other than CNIC, as well as academic activities, they should conveniently be authorized by the Office of Conflict of Interest in accordance with Law 53/1984, of 26 December, on incompatibilities of staff working for the government, and will require the General Director internal approval for scientific personnel, and the Managing Director approval for management area personnel.

2. In order to determine the existence of possible incompatibilities, professionals will inform the Foundation, in advance of any public office or private place where they intend to apply.

3. The connection, membership or collaboration of professionals with political parties or other institutions or associations will take place in such a way that it is clear its personal character, thus avoiding any connection with the Foundation.

In all the cases listed above, The CNIC management team agrees to issue, in the shortest possible time, the corresponding report about the administrative procedure to be followed before the Office of Conflict of Interest in the Ministry of Finance and Public Administration, in order to avoid any damage to the requesting Member.

Article 17. The Ministry of Economy and Competitiveness and the Institute of Health Carlos III (ISCIII)

The CNIC is a public foundation under the supervision and coordination of Institute of Health Carlos III, (Ministry of Economy and Competitiveness)

CNIC professionals undertake to respect the institutional relationship of CNIC with its supervisory bodies and promote recognition in their publications, on the major public investment that the Ministry, through the ISCIII, has performed in the CNIC project. They also assume to take no action that could undermine this



institutional relationship or the good image of the public supervisory institutions

Article 18. The Foundation Pro CNIC

The Foundation, notwithstanding its cooperation with any other entities, has signed an agreement with the Pro CNIC Foundation, which provides a collaborative framework by which the Foundation has become one of the cornerstones of financing of the CNIC Foundation.

CNIC professionals are committed to always respect the terms of this agreement, to promote and facilitate their implementation by recognizing, in their publications, the importance of Pro CNIC sponsorship and they assume no perform any action that could impair such agreement.

Article 19. Beneficiaries of the Foundation

In choosing the recipients of its activity, the Foundation will always act with criteria of fairness and non-discrimination, designating them among people who meet the conditions and requirements set forth in the different calls. In particular, the Foundation will ensure equal opportunities in access to educational programs, activities and staff selection processes.

Article 20. Relations with suppliers

1. CNIC relations with its suppliers will be guided solely by the criteria of objectivity, impartiality and equal opportunities, avoiding any favoritism or interference that may cause conflict of interest in their selection (RDL 3/2011 , of November 14, Law on Public Sector Contracts)
2. Professionals may not receive any kind of remuneration, in cash or other, from suppliers or third parties that provide services related with CNIC activity

Article 21. Relations with other institutions

1. CNIC Professionals shall refrain from making public contributions, even in the form of loan or advance payments, to political parties, authorities, agencies, public administrations and institutions in general, without the corresponding authorization.
2. The Foundation shall provide true, proper, useful and consistent information about its programs and activities. The transparency of information is a basic principle that should govern the actions of the professionals of the Foundation.
3. The financial information of the Foundation faithfully reflects its economic, financial and economic reality, according to legal principles of accounting.

Article 22. Regime compliance and communication

1. The Foundation will develop the necessary measures for the effective implementation of the code of ethics.
2. No one, regardless of rank or position, is authorized to request that a professional commit an unlawful act or breach of the provisions of the code of ethics. In turn, no professional may justify improper, illegal or contravenes the provisions of the ethical code relying on the order of a superior behavior. Activities that violate the law or the provisions of the code of ethics will result in the application of disciplinary measures under labor laws for workers and to external personnel. Measures deemed necessary under the criteria of proportionality to



ensure compliance with the code of ethics must be taken. The Foundation will articulate a protocol for supporting members who receives orders that contradict an applicable standard, for them to make it known to the management team, providing full observance of confidentiality and privacy.

3. The ethical code will be communicated to CNIC professionals and to their representatives in Working council and it will be externally disseminated through the CNIC website.

Article 23. Approval

The ethical code is reported favorably by the Working Committee and approved at the meeting of the Executive Committee of the Board of Trustees held on December 1, 2014.

REFERENCES

In developing these codes, the following documents and information posted on the websites of the respective institutions or companies have been taken into account:

- Asociación Española de Fundaciones . Code of Good Governance.
- Coordinadora Catalana de Fundaciones. Code of ethics and governance of foundations. Principles, values and best practices.
- Fundación Iberdrola. Code of good governance and code of ethics.
- Fundación Mapfre. Code of ethics and conduct.
- La Caixa. Code of ethical values and principles of action.
- Mutua Madrileña. Accountability: transparency and ethics.
- ONCE. Code of Ethics.
- European Union. European Charter for Researchers and Code of Conduct for the Recruitment of Researchers.