

# FEEM Code of Conduct

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# FEEM Code of Conduct

<b>1. INTRODUCTION</b>	<b>1</b>
<b>2. GENERAL PRINCIPLES</b>	<b>2</b>
2.1 DUTIES AND RESPONSIBILITIES	2
2.2 ACKNOWLEDGEMENT OF INTELLECTUAL FREEDOM	3
<b>3. RELATIONS WITH STAKEHOLDERS</b>	<b>4</b>
3.1 RULES OF CONDUCT	4
3.2 MANAGEMENT, EMPLOYEES AND COLLABORATORS OF FEEM	5
3.2.1 DEVELOPMENT AND PROTECTION OF HUMAN RESOURCES	5
3.2.2 CONFLICTS OF INTEREST	5
3.2.3 COMPANY SECURITY	6
3.2.4 HARASSMENT OR MOBBING IN THE WORKPLACE	7
3.2.5 ABUSE OF ALCOHOL OR DRUGS	7
3.3 RELATIONS WITH FUNDERS AND PARTNERS	8
3.4 RELATIONS WITH EXTERNAL COLLABORATORS AND SUPPLIERS	8
3.5 RELATIONS WITH THE MEDIA	9
<b>4. TOOLS FOR IMPLEMENTING THE CODE OF CONDUCT</b>	<b>10</b>
4.1 SYSTEM OF INTERNAL CONTROL	10
4.2 TRANSPARENCY OF ACCOUNTING RECORDS	10
4.3 PROTECTION OF PRIVACY	11
<b>5. SCOPE OF APPLICATION AND REFERENCE STRUCTURES OF THE CODE OF CONDUCT</b>	<b>12</b>
5.1 INTRODUCTION	12
5.2 OBLIGATION TO KNOW THE CODE AND TO REPORT ANY POSSIBLE VIOLATIONS THEREOF	12
5.3 REFERENCE STRUCTURES AND SUPERVISION	13
5.3.1 GUARANTOR OF THE CODE OF CONDUCT	13
5.3.2 PROMOTION OF THE CODE	14
5.4 REVIEW OF THE CODE	14
5.5 CONTRACTUAL VALUE OF THE CODE	14

## 1. INTRODUCTION

The Fondazione Eni Enrico Mattei (FEEM) is a not-for-profit and *super partes* organisation recognised in 1989 by the President of the Italian Republic and operative since 1990.

Its institutional mission is to foster and encourage, through studies, research and training and information initiatives, a broader awareness and understanding of economic, energy and environmental issues, at both local and global levels. In particular, FEEM aims to carry out detailed research in the area of sustainable development, with particular emphasis on its environmental, economic, social and cultural aspects within national and international development scenarios.

For FEEM, people represent a fundamental resource for the pursuit of this mission.

With this Code of Conduct, FEEM affirms the importance of clearly defining the principles and responsibilities that FEEM recognises, accepts, shares and assumes in its dealings with its internal and external Stakeholders, taking the specific nature of its institutional mission into account.

The Code is brought to the attention of every person or body having business relations with FEEM.

FEEM undertakes to promote knowledge of the Code among FEEM's People and the other Stakeholders. FEEM also undertakes to take into consideration any suggestions and remarks of Stakeholders, with the objective of confirming or integrating the Code.

FEEM carefully checks for compliance with the Code, by providing suitable information, prevention and control tools, by ensuring transparency in all transactions and behaviours, and by taking corrective measures, if and as required.

The Surveillance Body performs the functions of Guarantor of the Code of Conduct.

The Code has four sections: the first states the general principles of conduct that are shared and assumed by FEEM in relation to its institutional mission. The second states the rules of conduct to adopt. The third regulates the system of implementation of the Code. Finally, the fourth identifies the scope of application of the Code and the reference structures for its implementation and review.

## 2. GENERAL PRINCIPLES

### 2.1 Duties and responsibilities

Compliance with the law, regulations, statutory provisions, self-regulatory codes, ethical integrity and fairness is a constant commitment and duty of all FEEM's People, and characterises the conduct of the entire organisation.

The activities carried out by FEEM's People, at all levels, and the relations between them, must be characterised by criteria and behaviour that are honest and transparent and by collaboration and reciprocal respect.

FEEM undertakes to maintain and strengthen an organisational system that can guarantee a direct, transparent and non-bureaucratic approach that focuses on individual needs.

In developing its research, training and dissemination activities at local and global level, whether independently or in partnership with other public and/or private bodies and institutions, FEEM especially values the recognition and safeguarding of the dignity, freedom and equality of all, and the protection of labour, freedom of trade union associations, health and safety. FEEM promotes and protects civil, political, social, economic and cultural rights in the broadest and most complete sense.

FEEM undertakes to encourage sustainable behaviours in terms of the environment, promoting the responsible use of natural resources in its own daily activities.

All FEEM's People, without any distinction or exception whatsoever, respect the principles and contents of the Code in their actions and behaviours while performing their functions and according to their responsibilities, because Compliance with the Code is fundamental for the quality of their working and professional performance.

The belief that one is acting in the interest or to the advantage of FEEM can never, in any way, justify – not even in part – any behaviours that conflict with the principles and contents of the Code.

## 2.2 Acknowledgement of intellectual freedom

As an essential and fundamental element of its institutional activity, FEEM promotes the central role of human relations, pays particular attention to respect for the person, their training, fulfilment and professional growth, and leaves space for individual growth.

In promoting and incentivising a high level of research, combined with a rigorous scientific approach with effective organised management, FEEM offers its People a stimulating and constructive workplace, promoting collaboration with other bodies, flexible work management, individual responsibility and personal autonomy.

FEEM promotes a multidisciplinary approach to research, providing incentives to group work. By promoting the exchange of ideas, knowledge and contacts, FEEM assures broad intellectual freedom for its researchers, and independence in the choice of the methods and tools they use to perform their research activity.

### 3. RELATIONS WITH STAKEHOLDERS

#### 3.1 Rules of conduct

The conduct of FEEM's People in the performance of their work activities is inspired by the highest principles of fairness, completeness and transparency of information, and legitimacy, both in form and substance, as well as clarity and truthfulness of all accounting documents, in compliance with the applicable laws in force and internal procedures.

All FEEM's activities have to be performed with the utmost care and professional rigour, with the duty to provide skills and expertise adequate to the tasks and responsibilities assigned, and to act in such a way as to protect the prestige and reputation of FEEM. Corrupt practices, illegitimate favours, collusion, requests for personal or career benefits for oneself or for others, either directly and/or through third parties, are prohibited without any exception. It is prohibited to pay or offer, directly or indirectly, money, material benefits or other advantages of any kind to third parties to influence or remunerate the actions of their office.

Commercial courtesies such as small gifts or forms of hospitality are only allowed if of value that is modest and in any event such as to not compromise the integrity or reputation of either party, and to not be capable of interpretation by an impartial observer as intended to obtain undue advantages. In any case, this type of expenses must always be authorised by the designated managers as per existing internal procedures, and properly documented.

Accepting money from individuals or companies that have or intend to have relations with FEEM is prohibited. Anyone who receives proposals of gifts or favourable treatment or hospitality that cannot be considered acts of commercial courtesy of modest value, or who receives requests for such considerations from third parties, must reject them and immediately inform their superior, or the body they belong to, as well as the Guarantor.

FEEM shall properly inform all third parties about the commitments and obligations imposed by the Code, require them to respect the principles of the Code that apply directly to their activities, and take the appropriate internal actions and, if the matter is within its own competence, external actions in the event that any third party should fail to comply with the Code.

## **3.2 Management, employees and collaborators of FEEM**

### **3.2.1 Development and protection of human resources**

FEEM is committed to developing the abilities and skills of management, employees and collaborators, so that, in their working life, their energy and creativity can have full expression to fulfil their potential.

FEEM safeguards working conditions, protecting the psychological and physical health of its workers, and respecting their dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting the development of personality and professionalism are fostered.

FEEM undertakes to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all its workers, ensuring that everyone receives a fair statutory and wage treatment, based solely on criteria of merit and competence, without discrimination of any kind.

FEEM would like its People, at all levels, to contribute to maintain an atmosphere of reciprocal respect for people's dignity, honour and reputation. FEEM will intervene to prevent offensive, discriminatory or abusive attitudes. In this regard, any behaviour outside the workplace that is particularly offensive to civil society is also deemed relevant.

In any case, behaviours that constitute physical or moral violence are not tolerated.

### **3.2.2 Conflicts of interest**

FEEM acknowledges and respects the right of its People to take part in research activities, investments, businesses or other kinds of activities other than those they perform in the interest of FEEM, provided that such activities are permitted by law and compatible with their contractual obligations towards FEEM.

The management, employees and collaborators of FEEM shall avoid and report any conflicts of interest between their personal and family economic activities and the tasks they undertake within the structure or body they belong to. In particular, everyone is required to report any specific situations and activities in which they or, insofar as they are aware, their family members, close relatives or people they are living with, have economic or financial interests (owner or shareholder)

of suppliers, customers, competitors, contracting third parties, or of the relevant controlling companies or subsidiaries, or who are officers, directors or managers of such entities.

The following situations also give rise to conflicts of interest:

- use of one's position in the company, or of information or opportunities acquired while carrying out one's work, to the undue advantage of oneself or of third parties;
- performance by an employee and/or collaborator and/or a member of their family of any type of work for suppliers, sub-suppliers or competitors.

In any case, the management, employees and collaborators of FEEM are required to avoid all situations and activities in which a conflict with the interests of FEEM might arise, or which might interfere with their capacity to take decisions impartially, in the best interest of FEEM and in full accordance with the principles and contents of the Code or, in a general sense, to precisely fulfil their functions and responsibilities.

Any situation that may constitute or give rise to a conflict of interest must be immediately reported to one's superior, or to the body one belongs to, and to the Guarantor. Furthermore, the subject involved shall promptly abstain from participating in the operational/decision-making process and the relevant superior or body shall:

- identify the operational solutions that can safeguard the transparency and fairness of behaviours in the execution of activities in the specific case;
- transmit the necessary written instructions to the parties concerned, and for information to their superior and the Guarantor;
- file the documentation received and transmitted.

### **3.2.3 Company Security**

FEEM is committed to preventing and overcoming any criminal or negligent behaviour that might cause direct or indirect damage to FEEM's People and/or resources, tangible or intangible. Preventive and defensive measures, aimed at minimising the need for an active response to threats to people and goods – always and solely in proportion to the offence –, are preferred.

All FEEM's People are expected to contribute actively to maintaining an optimal security standard in the workplace, refraining from behaviours that are illegal or dangerous and reporting any



activities carried out by third parties that damage the assets or human resources of FEEM to their supervisor or to the body they belong to.

In any context that requires particular attention to personal safety, people are required to adhere strictly to the indications in this regard provided by FEEM, refraining from behaviour that might constitute a risk to their safety, reporting any situation that endangers their own or other people's safety to their superior.

#### **3.2.4 Harassment or mobbing in the workplace**

FEEM supports initiatives aimed at creating working methods designed to achieve greater organisational well-being. FEEM demands that, in work relations inside or outside the organisation, there is no place for harassment or behaviour that might constitute mobbing, which are all prohibited, without exception. The following are considered behaviours of this kind:

- creating a work environment that is intimidating, hostile, isolating or in any way discriminatory for individual workers or groups of workers;
- creating unjustified interference in the work performed by others;
- placing obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness.

Any form of violence or harassment, whether sexual or in relation to personal or cultural diversity, is prohibited. The following are considered behaviours of this kind:

- subordinating decisions on someone's working life to the acceptance of sexual attentions or personal and cultural diversity;
- obtaining sexual favours by using the influence of one's role;
- proposing private interpersonal relations despite the recipient's express or reasonably evident distaste;
- alluding to physical or psychological handicaps or disabilities, or forms of cultural and/or religious diversity or sexual orientation.

#### **3.2.5 Abuse of alcohol or drugs**

All FEEM's People shall personally contribute to promote and maintain a climate of reciprocal respect in the workplace; particular attention must be paid to the respect of the feelings of others.

FEEM will therefore consider individuals who work under the effect of alcohol or drugs, or substances with similar effect, during the performance of their work activities and in the workplace, as being aware of the risk they cause. Chronic addiction to such substances, when it affects the work performance, shall be considered equivalent to the above mentioned events in terms of contractual consequences; FEEM is committed to promoting social action in this field as provided for by employment contracts. Keeping, consuming, offering or exchanging for whatever reasons drugs or substances with similar effects is strictly prohibited during work and in the workplace.

### **3.3 Relations with funders and partners**

In pursuing its institutional aims, FEEM accesses grants from third party institutions and bodies.

In its fund raising activities, FEEM undertakes to exclude grants from political parties, subjects who directly or indirectly undertake political propaganda to influence the legislative process and election campaigns, or from subjects who aim to limit the liberty and dignity of citizens or to promote any form of discrimination.

FEEM intends to maintain and strengthen a relationship of faith with funders, partners, communities and institutions in the areas in which it operates.

Every FEEM Person involved in the decision-making processes for fund-raising and research activities must take reasonable action to acquire adequate knowledge about funders and partners, also in order to determine the legitimacy of funding organisations.

### **3.4 Relations with external collaborators and suppliers**

FEEM undertakes to look for suppliers and external collaborators with suitable professionalism and commitment to sharing the principles and content of the Code, and promotes the building of long term relationships for the progressive improvement of performances while protecting and promoting the principles and contents of the Code.

In relationships regarding tenders, procurement and, generally, the supply of goods and/or services and external collaboration (including consultants, agents, etc.) FEEM's People are obliged to:

- follow internal procedures concerning selection and management of relations with suppliers and external collaborators and abstain from excluding any supplier meeting the required requisites from bidding to supply FEEM;

- adopt appropriate and objective selection procedures, based on established transparent criteria;
- secure the cooperation of suppliers and external collaborators in constantly assuring that the requirements of the organisation are adequately satisfied in relation to its legitimate expectations in terms of quality, cost and delivery times;
- comply with, and demand compliance with, the conditions specified in contracts; maintain a frank and open dialogue with suppliers and external collaborators in accordance with good commercial practices;
- inform the management about any significant problems that might arise with a supplier or external collaborator, in order to evaluate their possible consequences.

The remuneration to be paid shall be exclusively commensurate with the services described in the contract, and payments may in no way be made to a party other than the contractual counterpart, or in a third Country that is not that of the parties, or the Country where the contract has to be performed.

### **3.5 Relations with the media**

Relations with the media are exclusively dealt with by the officers and managers specifically appointed to do so; information to be provided to media representatives, as well as the undertaking to provide such information, has to be agreed upon beforehand by FEEM's People with the relevant FEEM structure.

## **4. TOOLS FOR IMPLEMENTING THE CODE OF CONDUCT**

### **4.1 System of internal control**

All FEEM's People, in the context of their own functions and responsibilities, are engaged in defining and actively participating in the correct functioning of an adequate system of internal control, to ensure that laws and company procedures are adhered to, company assets protected, and the activities of the company optimally and efficiently managed, as well as ensuring that accurate and complete accounting and financial information is available.

Each individual shall be held responsible for the FEEM assets (tangible and intangible) assigned to them that are necessary for the activity they carry out; no employee or collaborator may make improper use of the assets assigned or allow others to do so.

Any practices or attitudes linked to the perpetration or participation in the perpetration of frauds are prohibited without any exception.

The control and surveillance bodies shall have full access to all data, documentation and information necessary to perform their own relevant activities.

### **4.2 Transparency of accounting records**

Accounting transparency is based on the truth, accuracy and completeness of the basic information for the corresponding accounting records. Each member of the Corporate Boards, manager, employee or collaborator shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the books of accounts.

It is forbidden to behave in such a way that might adversely affect the transparency and traceability of the information in the financial statements.

For each transaction, the proper supporting evidence has to be maintained in order to allow:

- easy and prompt posting of accounting entries;
- the identification of the different levels of responsibility and the distribution and segregation of tasks;
- the accurate reconstruction of the transaction, also to reduce the probability of errors, including material or interpretative errors.

Each entry shall reflect exactly what is shown in the supporting documentation. All FEEM's People shall ensure that the documentation is easily traced and filed according to logical criteria.

FEEM's People who become aware of any emissions, forgeries, negligence in documentation on which accounting entries are based, shall report the facts to their superior, or to the body they belong to, and to the Guarantor.

#### **4.3 Protection of privacy**

FEEM is committed to protecting information concerning its People and third parties, whether generated or obtained inside FEEM or in relations with third parties, and to avoid improper use of any such information.

FEEM guarantees that the processing of personal data undertaken within its structures respects fundamental rights and freedoms, as well as the dignity of the parties concerned, as contemplated by the legal provisions in force. In any event, data collected and stored are only those which are necessary for certain, explicit and legitimate purposes. Data shall be stored for a period of time no longer than necessary for the purposes of collection.

FEEM also undertakes to adopt suitable preventive safety measures for all databases in which personal data are stored and retained, in order to avoid the risks of destruction and loss or of unauthorised access or unallowed processing.

FEEM's People shall:

- obtain and process only data that are necessary and adequate for purposes directly connected to their tasks and responsibilities;
- obtain and process such data only within specific procedures, and store and file the said data in such a way that unauthorised persons are prevented from accessing them;
- represent and order data in such a way that any subject authorised to access them may easily obtain an outline thereof that is as precise, exhaustive and truthful as possible;
- disclose such data pursuant to specific procedures or subject to express authorisation by their superiors and, in any event, only after having checked that the information may be disclosed, in the specific case, also in relation to absolute or relative constraints concerning third parties linked to FEEM by a relationship of any kind and, if appropriate, after having obtained their consent.

## **5. SCOPE OF APPLICATION AND REFERENCE STRUCTURES OF THE CODE OF CONDUCT**

### **5.1 Introduction**

The principles and contents of the Code apply to FEEM's People and activities.

Directors and managers must be the first to give concrete form to the principles and contents of the Code, by assuming responsibility for them both inside and outside the organisation, by strengthening trust, cohesion and the sense of team-work, as well as providing a behaviour model for their collaborators, in order to have them comply with the Code and formulate questions and suggestions on its specific provisions.

To achieve full compliance with the Code, each Person may even apply directly to the Surveillance Body, as Guarantor of the Code of Conduct.

### **5.2 Obligation to know the Code and to report any possible violations thereof**

Each of FEEM's people is required to know the principles and contents of the Code, as well as the reference procedures governing their own tasks and responsibilities. Each of FEEM's people must:

- refrain from conduct that is contrary to these principles, contents and procedures;
- carefully select their collaborators, within their field of competence, and guide them to fully respect the Code;
- require any third parties having relations with FEEM to confirm that they know the Code;
- promptly report any observations of theirs, or information provided by Stakeholders, about possible cases of violations or requests relating to the Code to their superiors or to the body they belong to, and to the Guarantor;
- cooperate with the Guarantor and the relevant departments according to the specific procedures in ascertaining any possible violations;
- take immediate corrective actions whenever necessary, and in any event prevent retaliation of any kind.

FEEM's People are not allowed to conduct personal investigations nor to exchange information to others except to their superiors or to the body they belong to and to the Guarantor. If, after reporting a supposed violation, any of FEEM's People feels that he or she has been subject to retaliation, he or she may apply directly to the Guarantor.

### 5.3 Reference structures and supervision

FEEM is committed to ensuring the following, also through the appointment of the Guarantor:

- the widest dissemination of the principles and contents of the Code among FEEM's People and the other Stakeholders;
- the provision of all possible tools to understand and clarify the interpretation and implementation of the Code, and for updating the Code to meet evolving civil awareness and relevant regulations;
- the execution of checks on any report of a violation of the principles and contents of the Code, or of the reference procedures; the objective assessment of the facts, and, if the violation is ascertained, the consequent implementation of adequate sanctions;
- that no-one might suffer retaliation of any kind for having reported possible violations of the Code or of the reference procedures.

#### 5.3.1 Guarantor of the Code of Conduct

The Code of Conduct represents a compulsory general principle of the Organisational, Management and Control Model adopted by FEEM pursuant to the Italian provision on "the administrative liability of legal entities deriving from offences" contained in Legislative Decree no. 231 of 8 June 2001.

FEEM assigns the functions of Guarantor to the Surveillance Body established pursuant to the above-mentioned Model.

The Guarantor is assigned the following tasks:

- promoting the implementation of the Code and issuing reference procedures;
- reporting and proposing to FEEM Director initiatives that might be useful for the greater dissemination and knowledge of the Code, also in order to prevent the recurrence of ascertained violations;
- investigating information about possible violations of the Code, by initiating proper inquiry procedures;
- taking action, also in response to reports by FEEM's People, in case of information of possible violations of the Code considered to have not been properly dealt with, or of retaliation suffered for reporting violations;

- notifying the relevant structures of the results of the investigations relevant for the adoption of any sanctions;
- informing FEEM Director of the results of the investigations carried out, for the adoption of the necessary measures.

All information flows should be sent to the following email address: [organismo-di-vigilanza@feem.it](mailto:organismo-di-vigilanza@feem.it)

### **5.3.2 Promotion of the Code**

The Code is made available to FEEM's People in accordance with the applicable regulations, and may also be consulted on the FEEM internet site.

### **5.4 Review of the Code**

The review of the Code shall be approved by the Board of Directors of FEEM, upon proposal of the Director, after hearing the opinion of the Audit Committee and of the Surveillance Body.

### **5.5 Contractual value of the Code**

Observance of the rules in the Code must be considered an essential part of the contractual obligations of all FEEM's People, pursuant to and in accordance with applicable law.

Any violation of the principles and contents of the Code may constitute non-compliance with the primary obligations of the employment relationship or a disciplinary offence and can entail the consequences provided by law, including termination of the employment relationship and compensation for the resulting damages.