

Code of Ethics

Nous Cims Private Foundation



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A special thanks to everyone who participated with their contributions and collaboration in making this Code of Ethics a reality.

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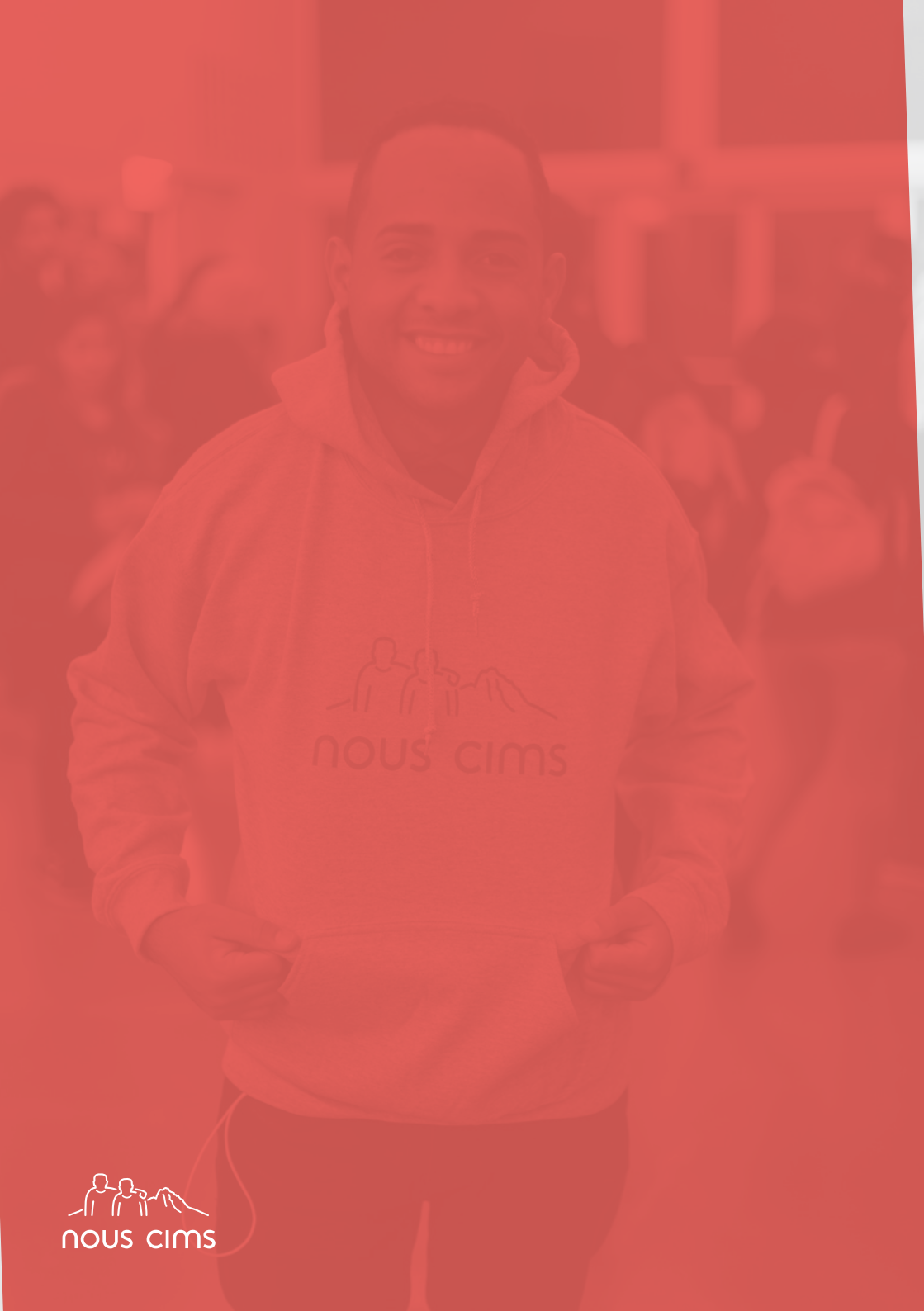
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1. INTRODUCTION TO THE FOUNDATION AND ITS MISSION

The NOUS CIMS PRIVATE FOUNDATION (hereinafter, “NOUS CIMS” or “the Foundation”) is a non-profit organisation constituted in 2015 for the purpose of developing and creating **innovative, transformative and sustainable social projects** in the following areas:

1. The **generation of training opportunities** and **improvement of the employability** of young people in situations of economic and social vulnerability.
2. The **promotion of emotional well-being**, improving the quality of life and accompanying young people and adults who are suffering from psychological disorders and/or cancer.
3. The **creation of transformative dynamics** aimed at the most vulnerable social sectors - women and young people - in emerging countries.

This Code of Ethics is intended as a compilation of the **common principles, values and standards** of behaviour that we want to govern NOUS CIMS, and to serve as the connecting element that gives meaning to all of the people involved in the Foundation now and in the future. In parallel, this Code of Ethics must establish the behaviour expected of these people.

This Code of Ethics sets out a monitoring and supervision mechanism that consists of **implementing an Ethical Channel**, through which queries, proposals and/or communications about its application may be submitted and to raise awareness about behaviours that may be considered contrary to the ethics and regulations that govern NOUS CIMS.

Failure to comply with the provisions of this Code of Ethics will result in the fines or penalties that legally apply in each case.



2. VALUES

1. Humility

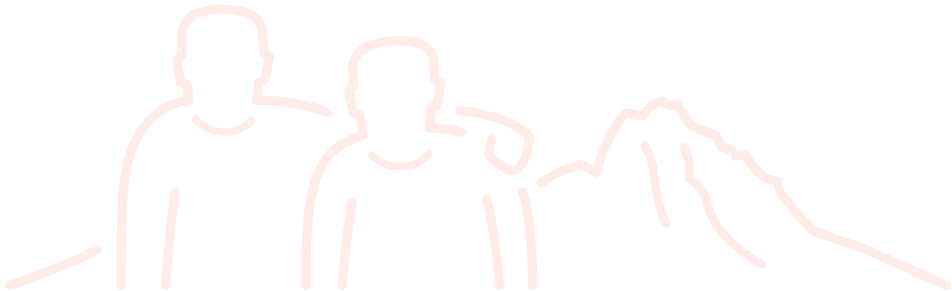
- Act with modesty, **empathising** with the needs of others.
- Be sincere, respectful and transparent.
- Put yourself in other people's shoes and acknowledge your own limitations.

2. Professionalism and effort

- Face the day with passion and dedication.
- Work hard, and play hard.
- Be an example to others, acting proactively and carefully, demonstrating responsibility and initiative.

3. Innovation

- Cultivate a culture of creativity.
- Foster an attitude of continuous improvement, leaving your comfort zone.
- Express ideas openly.





3. SCOPE AND ADDRESSEES

Ethical conduct is everyone's concern. That's why this Code of Ethics applies to **everyone who forms a part of the NOUS CIMS ecosystem:** beneficiary/ies and user/s, direct worker/s and employee/s, social entities and their personnel, the board of trustees and governing bodies, family and, generally, all agents involved in the operation of the organisation, including volunteers.

As an example of **involvement and conformity**, a copy of this Code of Ethics will be provided to everyone involved, and must be signed to show that they understand and are committed to it.

It is the responsibility of everyone responsible for hiring external collaborators and/or services, to ensure that the latter **share and agree with the principles of action** of this Code of Ethics.





3.1. Beneficiaries and users

Young people, adolescents and adults who fall within the scope of the Foundation's purpose and aims may be beneficiaries of NOUS CIMS. The Board of Trustees will choose the group of beneficiaries by applying criteria of impartiality and non-discrimination to the people who find themselves in the following circumstances: they have lost the provision or service that the Foundation can offer and they meet the specific requirements that the Board of Trustees might additionally agree.

Given that the beneficiaries are an essential element of the foundation's activity, channels will be enabled to relate to them in a **participatory and transparent manner**.

The beneficiaries and users **must be committed to the values and principles of NOUS CIMS** that are contained in this Code of Ethics and, furthermore, must comply with the applicable regulations.

NOUS CIMS expects the following from its users:

1. **Commitment and effort.**
2. **Give something back** to society, help others altruistically.
3. **Care for and value** both the materials and services provided.
4. **Personal growth.**
5. Express their needs by means of a **fluid communication** with the relevant social entities and/or NOUS CIMS or the closest environment (family and friends).
6. That they **promote the Foundation**.
7. Provide NOUS CIMS with their **contact details during and after the provision or service** so the Foundation can continue to support them and perform a follow-up to assess the impact.
8. Adopt a **positive and proactive attitude** that helps contribute to their own happiness and that of others.



3.2. Direct employees and workers

The professionals who will be selected using criteria of objectivity, merit, and based on their personal and professional competences, are the most important value in NOUS CIMS. For this reason they should maintain a **permanent attitude of responsibility, cooperation and team-working** with the other colleagues. They will keep an open mind, formulating proposals and accepting those from other people, in order to improve constantly.

They are expected to perform the functions for which they have been contracted **with commitment**, at all times, following the procedures and protocols established and approved by NOUS CIMS. It is also expected that they will participate in some training initiatives that will be proposed to them.

Lastly, the professionals **must feel sufficiently free and confident** in order to report their concerns and make any proposal for the purpose of the continuous improvement of NOUS CIMS.

NOUS CIMS requires its professionals to:

1. Dedicate their **working time exclusively to professional matters**, and always for the benefit of NOUS CIMS.
2. Attitudes that may be considered, directly or indirectly, as harassment, or of an illegal or corrupt nature, as well as discrimination for reasons of nationality, religion, gender, disability, sexual orientation or social background **will not be tolerated in any way** and will be automatically deemed to be a serious breach.
3. **Confidentiality**. They must save their passwords, access cards and other electronic methods of access to information systems, as the professionals will be responsible for any misuse that may be made of these media, due to negligence, whilst under their custody.
4. **They must care for NOUS CIMS' assets**, such as installations, materials or IT instruments.
5. Dedicate time and effort to **internal assessments and ensure they pursue the appropriate training** depending on the result of these.

6. **Treat people with respect and consideration**, and have a positive attitude towards others.
7. Admit errors with **transparency and humility**.
8. **Accept constructive criticism (opinions)** at all levels of the organisation and ask for/propose alternative solutions.
9. Maintain a **positive attitude**, always considering that others are acting with good intentions.

From an eminently legal perspective, NOUS CIMS professionals have the following obligations derived from the Statute of Workers' Rights and the Law on Occupational Risk Prevention:

1. Observe the **health and safety measures** that the Foundation adopts.
2. Fulfil the **obligation to work** that they assumed in the employment contract.
3. Act with **diligence and cooperation at work** and in day-to-day activities, in accordance with this Code of Ethics and other applicable regulations.



3.3. Social entities and their personnel

Some activities of the NOUS CIMS Foundation are performed via social entities worldwide, with the objective of **generating impact, innovation and transformation** in the beneficiaries and in the close environment. These entities must comply with the following requisites:

1. Have **values that are consistent and compatible** with those of NOUS CIMS.
2. **Work jointly** to develop a project according to the strategic plan of NOUS CIMS and of the social entity itself.
3. Agree an evaluation plan and **dedicate the resources and effort necessary** to comply with the plan and the established delivery time.
4. Agree the **drafting of an agreement/contract**. Sign it and comply with the established clauses.
5. **Continuously report** on the project status according to the terms of the agreement/contract.
6. Keep their **mind open to innovation and continuous improvement**, actively participating in the projects.
7. If the entity has workers and volunteers who deal with minors, these people **must present their CRB (Criminal Records Bureau) certificate** or sign the appropriate authorisation so that the social entity can apply for this certificate on behalf of the interested party.

If the entity maintains a relationship with the public authorities, it must guarantee a stable relationship, based on **transparency, independence, collaboration, service, honesty and correctness**.

The entities with which NOUS CIMS decides to collaborate **must comply with the minimum legal requirements on constitution and operation**.



3.4. Board of trustees and governing bodies

The Foundation's Board of Trustees is the Entity's principal governing body. Members of the Board of Trustees act collectively and form a **self-less team with a spirit of service**, which ensures that the foundation's purposes and values are maintained, acting with loyalty.

The Board of Trustees is responsible for **achieving the Foundation's purpose**, whilst conveying this to the people who collaborate and to society in general.

All the people who form a part of the Board of Trustees and governing bodies, which may be attended by the necessary internal or external professionals, **must fulfil their organisational and supervisory responsibilities**, as they are liable for all workers as a whole. Thus, they must emphasise the importance of ethical conduct, integrate it into the day-to-day activity and encourage training in this area.

In particular, the Board of Trustees and the governing bodies have the following obligations among others:

1. Select the collaborating persons based on **objective personal and professional qualifications**.
2. **Provide clear, precise and binding instructions** to the collaborating persons, especially concerning compliance with the laws.
3. Assure that **compliance with the law** is continuously monitored.
4. Clearly communicate to the collaborating persons the **importance of applying the Code of Ethics** in the day-to-day activity. They must also point out that breaches of the law are unacceptable and will result in penalties.
5. Foster a **democratic, participatory and transparent governance**.
6. **Set up mechanisms** so that the actions of the Board of Trustees can be evaluated and the functions by the trustees developed.

The group to whom this Code of Ethics is addressed (beneficiaries, direct and indirect collaborators, personnel of social entities, members of the Board of Trustees and family) do not have the powers, either directly or indirectly via intermediaries, to offer, grant, try to obtain or accept any unjustified advantage that is intended to make a profit for NOUS CIMS, for him/herself or for third parties.





4. OTHERS

4.1. Provider companies and external collaborators

1. NOUS CIMS will select (physical or legal) persons, social entities, providers of services, supplies and works, as well as external collaborators, according to objective criteria of quality and professionalism, with the premise of **making the most of the Foundation's economic resources**.
2. When entering into contracts with all of the usual external providers and/or collaborators for the provision of services, supplies and works, NOUS CIMS will incorporate a special clause that requires such providers to **accept and comply with this Code of Ethics**.
3. In any case, the contracting of external providers and collaborators will remain **subject to the applicable regulations** as well as NOUS CIMS' current internal protocols for management and actions.

4.2. Asset and finance management

The management of assets and activities aimed at capturing resources, as well as the economic and business activities that NOUS CIMS may perform, **must be ethically compatible** with its purpose, as it is a Foundation and has its own values.

- Asset management must be **balanced**, taking into account the criteria governing performance and prudence.
- The management of economic resources (both the capture and application of the same) must be **honest, strict and transparent**, applying internal and external control mechanisms.
- The **budget must be adapted to the purposes of the Foundation**, both when they are approved and during their subsequent execution.
- To prevent any irregularities in the payments and money-laundering, **it is prohibited to receive or transfer goods** knowing that they stem from an illegal activity.

4.3. Donations

The Foundation will not accept economic funds or materials stemming from activities that are illegal or contrary to the values of the Foundation as established in this Code of Ethics.

Donations that are subject to conditions that infringe any of the foundation's objectives or values, or that may compromise the Foundation's independence will not be accepted.

Under no circumstance will NOUS CIMS receive cash donations, except those made legally within the framework of events duly organised and authorised by the Foundation.

In any case, donations will be processed pursuant to the applicable regulations.

4.4. Data processing

NOUS CIMS protects the processing of personal data, the privacy and security of all the information at its disposal, including and especially the most sensitive of this information, the bank details of beneficiaries, providers, etc. **The Foundation guarantees the appropriate processing of all files that contain personal data.**

Personal data will only be obtained, processed and used when strictly necessary for implementing specific, clear and legitimate purposes. Also, **the personal data will be kept secure** and the appropriate precautions will be taken to protect it, including in the IT area.

4.5. Corporate image and reputation

All the people affected by this Code of Ethics **will ensure that the corporate image and reputation of NOUS CIMS, as well as its founders and donors, is preserved**, and shall be extremely careful in their interventions, communications and, generally, any public action.





5. CONTROL AND ASSISTANCE BODY. ETHICAL CHANNEL

In order to be effective, **the Code of Ethics requires an Ethics Manager**. This person will be the control body who will ensure compliance with the Code of Ethics and implement the specific and necessary measures to ensure that the Code of Ethics is kept up-to-date and implemented. They will also prepare an **annual report on compliance**, which will be passed on to the Foundation's Board of Trustees. The NOUS CIMS' Board of Trustees may take responsibility for the relevant audits of compliance with this Code of Ethics, if deemed necessary and/or appropriate.

The **Ethical Channel** is available to all personnel and collaborators of NOUS CIMS. This is a confidential communication channel through which **queries** or **proposals** related to the Code of Ethics may be submitted so that they are received by the Ethics Manager.

Any **complaints** that may arise as a consequence of any breaches of this Code of Ethics, the internal implementing regulations, or any other breach of the current regulations, may be submitted to the Ethical Channel.

Insofar as the complaints are not anonymous, the person or body Responsible for Ethics Management **shall keep the identity of the complainant confidential at all times**, unless this information is requested by an administrative or judicial authority.

The person or body designated by the Foundation's Board of Trustees to be Responsible for the Ethical Management at NOUS CIMS will be the same person or body that is designated as a control body for criminal risk prevention. The Ethical Channel or email address set up for the purpose of communicating with the Person Responsible for Ethics Management at NOUS CIMS is **canaleticnouscims@monterri.es**.

6. PENALTY SYSTEM

The behaviours contained in this Code of Ethics are **the basis for the commitments acquired by all the persons to whom it is addressed.**

NOUS CIMS will not accept any form of retaliation against those people who report suspected breaches in good faith, and will issue penalties pursuant to the current regulations for any breaches or infringements that constitute misconduct at work, notwithstanding any other responsibilities that may arise, given the circumstances of the specific case.

However, false or defamatory complaints will be the object of a disciplinary action by the Foundation, according to the agreements and applicable legal regulations.

7. VALIDITY AND DISTRIBUTION

The NOUS CIMS Board of Trustees, in a meeting held on 19th October 2019, approves this Code of Ethics together with its internal implementing protocols, which enters into effect on the day of its publication on the Foundation's website.

NOUS CIMS Ethical Code will be available for consultation on the Foundation's website and distributed in paper copy to the Foundation's Board of Trustees, to the people who exercise the management positions and to all personnel, companies, and collaborative entities, providers, external personnel and, generally, all agents involved in the Foundation's operation, including the group of NOUS CIMS volunteers.

FINAL PROVISION. - The Board of Trustees will review this Code of Ethics once **four years** have passed since its approval, and will propose any modifications that may be appropriate.

Review 30/01/2024: *As established in the Final Provision of the Code of Ethics, after four years from the date of its approval, the Board of Trustees has reviewed its adequacy and validity and has considered it appropriate not to propose any modification to it. The Board of Trustees is urged to carry out a new review of the same four years from now, without prejudice to the possibility of carrying out an earlier total or partial review if deemed appropriate.*





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