

GOOD GOVERNANCE CODE

Good practice: recommendations and suggestions

HOW WE COMPLY WITH IT AT THE JOSEP CARRERAS FOUNDATION

Foundation's Board of Trustees: structure. The Board is the Foundation's government body.

1. Number of members

The Catalan legislation establishes a minimum of three. The number must be appropriate for the accomplishment of the foundational goal and the founder's will.

In any case, the number of members must allow the Board to be:

- Agile: allowing smooth decision-making.
- Plural: in the members' personal profiles, but cohesive.

An odd number of members is advisable. Alternatively, the president's deciding vote in case of a draw can be established in the Article of Association.

We do not recommend a maximum, but more than eleven may diminish the necessary agility for decision-making and often complicate the establishment of the necessary quorums.

Our foundation's Board has 14 members, 4 of which are constituent. A wide range of professions is represented, and so are the founder himself and his family. In this way, the foundational will is fully guaranteed and, at the same time, accompanied by prominent leaders of the worlds of science, communication, cultural and the judiciary system.

Of all the members, 12 reside in Catalonia, which makes contact easier and, if necessary, facilitates the celebration of meetings called in short notice.

2. Attendance and quorums

It is necessary to safeguard the continued attendance of every one of the members. Also, cessation mechanisms, due to repeated unjustified absence, should be established. Quorums, beyond the minimum established by Law, must be enough to guarantee the necessary debate previous to the making of decisions.

The Foundation's Articles of association anticipate simple majority to reach agreements except those referring to subjects that may not be delegated by the Board (article 20.3 in the Articles of association) and the naming of members and posts within the Board, which require a two third majority of members with full rights.

3. Number of annual meetings

A minimum of four annual meetings is recommended. We do not establish a maximum.

Frequency that goes over one meeting a month will probably indicate poor management practice or inefficiency in future thinking (planning) or control.

The Board and its Delegation committee, which has 8 Members, usually meet at least 4 times a year.

The Board's managing positions (President, Vice-president and Treasurer) lead and supervise regularly and frequently the entity's operations together with the managing team.

4. Position duration

When a Foundation is born, the Board should last for six years, to

The Members remain in their position for 5 years and are indefinitely re-electable for periods of equal length.

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enable the Foundation's consolidation. In following renewals, a four-year duration is recommended.	
<p>5. Lifelong Board members</p> <p>In general, lifelong duration is not recommended. However, it is necessary to evaluate this possibility in each case, especially when it is the founder's will for specific people to be in the Board for life. Cessation is recommended after seventy-five years of age.</p>	<p><i>The President and Founder acts as a lifelong Member. This condition is fully justified by the nature of personal initiative in its constitution and for the continued support towards the strengthening of the entity in every field: financial, social, programmatic and institutional.</i></p>
<p>6. Renewal</p> <p>Establishing renewal mechanisms for members –either partial, sequential or intermittent– is advisable, always striving for the necessary balance so as not to lose sight of history and the need to be open and coherent with the ever-changing environment. It is not advisable for the Board to change all its members at once –it can be done in halves or thirds–, notwithstanding possible re-election.</p>	<p><i>The Foundation renews its Members as the designation period runs out, so the Board is always renewed sequentially.</i></p>
<p>7. Member recruitment and selection</p> <p>Members should advisably propose people potentially suitable in each moment as new members. The Board must make the final designating decision by cooption whenever it is possible.</p>	<p><i>The designation of new Members takes place by cooption and is accepted by a qualified majority.</i></p>
<p>8. Member designation</p> <p>In the designation of a member, the abilities and vocations of each member and the requirements derivative from the present moment in the Foundation's lifecycle must be taken into account. For example: public vocation, social prestige, financial capacity (personal or induced), and political and social influence.</p>	<p><i>That is the way it has been done over the years. The merger with the Farreras Valentí Foundation, which took place in 2009, also meant that new Members, with great experience and both personal and professional qualifications, joined the Board, with an identical involvement in the fight against leukaemia.</i></p>
<p>9. Members' profiles</p> <p>The Members' personal profiles must be plural. Age, gender, race or religion, are not considered relevant factors. However, each and every one of the members' personal values are considered important, and must be coherent with the Foundation and the Board's values. Knowledge in the Foundation's field of activity is desirable.</p>	<p><i>The Foundation's Members are independent and fully autonomous in their freedom for decision making, for none of them is there in representation of any entities, companies, organizations or governments and they answer only to their own moral criteria and conscience.</i></p>

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<p>In short, it is essential for each member to think and act with:</p> <ul style="list-style-type: none"> - Motivation - Ability - Generosity - Solidarity - Independence 	
<p>10. Remuneration</p> <p>The position as a member –in coherence with the values they represent– must be free of charge. In certain foundations, the member who performs management or administration tasks may be remunerated. This must always be done with reasonable conditions and the Board’s explicit agreement.</p>	<p><i>The Association Articles anticipate the position as unpaid, with an occasional paid contract. The Board is authorised to hire and pay one of its members to act as Scientific Director, which requires special dedication, different an additional, to the position as Member.</i></p>
<p>11. Safeguard of independence</p> <p>The Board is sovereign in its organizational interventions. This sovereignty must be safeguarded so it is performed with total independence, with the foundational purpose as its only goal. This is especially relevant for members who represent institutions (either private or public), who must be clear about their responsibility being towards the Foundation and not towards their original organizations’ concerns or goals.</p> <p>The Board’s decision making cannot, in any case, depend on the private concerns of the original institutions represented.</p>	<p><i>Each Member only acts in his or her own personal capacity, with no other concerns, and in behalf of no one else, nor any other objectives interfering in the decision making towards the foundational goal.</i></p>
<p>12. Information and commitment</p> <p>The current Board must formally inform any new Members of the relevant parameters (historical, financial and current programming tendencies) about the Foundation they are joining. Also, they must be explicitly informed of the responsibilities the position involves and of the contributions (knowledge in the Foundation’s field of action or in other fields, fundraising, etc.) that are expected of the new member.</p>	<p><i>The Foundation has a Strategic Plan and regular revisions, which, together with the Reports and Annual accounts from previous years, are at the disposal of the new Members. Naturally, the process of a new Member joining involves other activities of knowledge acquiring and socialization.</i></p>

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<p>13. The Board Member's commitments</p> <p>13.1 Service. Every member must act in service of the Foundation, never the other way around. Accepting the position is committing to actively participate in the Foundation's government in agreement with the principles and values denoted.</p> <p>13.2 Each member must acquire the necessary complementary knowledge needed to properly carry out his or her role.</p> <p>13.3 Each member has a right to request the necessary information to be able to properly carry out his or her role.</p> <p>13.4 He or she is obliged never to use the tangible and intangible assets for his or her own benefit, nor to misuse them.</p> <p>13.5 Each member is obliged to keep the Board's deliberations and any facts or data known of because of his position a secret. Even after the position has been given up.</p> <p>13.6 Each member is obliged to vote against any agreements he or she considers to be opposed to the goals, the Association Articles or the law, if it were necessary.</p> <p>13.7 If the foundation has any ownership rights to a commercial entity, the members will have to take into account the profits from the investee company within the scope of the Foundation's goals.</p>	<p><i>Absolute compliance. Every member, depending on his or her ability and specialisation, has made, and continues to do so, contributions of great value to the entity.</i></p>
<p>14. Incompatibilities</p> <p>14.1 By principle, with reasoned exceptions that may take place, no member should have a paid position in any commercial entities created by the Foundation or in which it is the main participant.</p> <p>14.2 Any member who has either personal or institutional interests, different or opposed to the Foundation's, must explicitly abstain from participating during the consideration and voting of a particular issue.</p> <p>14.3 No member must use information from the Foundation that has not been publically disclosed for his or her own private interests.</p> <p>14.4 It is convenient to regulate, within each Foundation's Articles of</p>	<p><i>None of the situations in this section are the case.</i></p>

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<p>Association, the possible incompatibility conflicts and their effects. This is especially relevant if the Foundation's first executive is also a member.</p>	
<p>15. Complementary executive committees</p> <p>Given, in some cases, the difficulty of meeting all the Foundation's needs –both permanent and temporary– from the Board, complementary committees can be created to:</p> <ul style="list-style-type: none"> - Provide the Board with strategic suggestions. - Maintain the bond with people who have been relevant to the Foundation's history. <p>But always underlining that the Board is the Foundation's one and only government body.</p> <p>15.1 Characteristics of committees</p> <p>15.1.1 The committees must always work in favour of the government, never replacing the job of the executive personnel.</p> <p>15.1.2 We recommend their temporary creation. With a one-year maximum, that could potentially be explicitly extended. In the moment of their creation, their dissolution date must be decided.</p> <p>15.1.3 Depending on the nature of the issue at hand, it may be convenient to include the presence of an external expert.</p> <p>15.1.4 They can self-regulate their functions.</p> <p>15.1.5 They are created and dissolved by agreement of the Board and only respond to the president and the Board itself.</p> <p>15.1.6. We advise against the same member being in more than two committees.</p> <p>15.1.7 As a guideline, the most common may be: funding (fund raising), naming (both of new members and executives), account verification (internal audit) and management control.</p>	<p><i>The Articles of Association anticipate the existence of the Board's executive committee, made up exclusively of its members. It is the body in charge of active direction and control in between Board meetings. It prepares the issues that will be presented to the Board of Trustees and is in charge of the execution of its agreements. It is formed by the following positions in the Board: President, Vice-president and Treasurer, plus five other members and, therefore, it is made up by half of the members.</i></p>

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<p>Board of Trustees: basic tasks</p> <p>The Board is the Foundation's government body. Its main function is to reach, in time, the foundational goal. It is the actual (before the users and other people involved) and legal responsible of the Foundation.</p> <p>Boards must exercise three groups of functions.</p>	<p><i>In order to comply with the reform of the Criminal Code by which juridical persons are to have criminal responsibility, the Board of Trustees, at its meeting of April 25, 2016, agreed to create the Compliance Program and designate an External Compliance Officer, in the person of a Professor of Law.</i></p>
<p>1. Strategic tasks:</p> <p>1.1 Knowing the Foundation's objective and making sure it is widely known among the different people involved (stakeholders).</p> <p>1.2 Planning. Long term thinking, always reinterpreting and adapting the variables in the ever-changing environment to the foundational goal.</p> <p>1.3 Establishing goals in time and quantified means to achieve them. Communicating them to the first executive level as an order. This, notwithstanding toleration, and even encouragement of informal communication.</p> <p>1.4 Controlling the results of implementing the strategy.</p> <p>1.5 Preserving the Foundation's independence.</p> <p>We recommend:</p> <ul style="list-style-type: none"> - Preparing a written strategic plan. Reformulating it annually. Verifying the degree of accomplishment two or three times throughout the budget period or when necessary under exceptional circumstances. - Preparing, in as much detail as possible, the objectives of the different programmes provided and the basic strategies to achieve them. It is necessary to disclose them to the general public and all groups involved (internal and external). - Particularly in the case of grantmaking foundations which fund / aid programmes carried out by other organizations, it is necessary for them to write up and disclose clear and logical terms and make them 	<p><i>The Foundation's Members Board has an approved Strategic Plan 2012-2017, annually updated.</i></p> <p><i>The Scorecard's Delegate Committee does a quarterly follow-up, collecting a wide range of quantitative indicators and of the project's executive evolution. The management team is in charge of presenting the reports and renovation proposals, and of proposing an intermediate update after six months, if necessary, to the Delegate Committee.</i></p> <p><i>The Strategic Plan specifies the foundational will and establishes the way the goals established in the Articles of Association will be achieved by defining:</i></p> <ul style="list-style-type: none"> <i>Identity</i> <i>Mission</i> <i>View</i> <i>Principles</i> <i>Strategic objectives</i> <i>Analysis of the internal and external situation</i> <i>The Plan's programmes, actions and objectives</i> <i>Process map</i> <i>Scorecard</i> <p><i>Additionally, the Foundation has a Corporate identity manual with the goal of integrating its principles in every public communication activity and for them to be properly reflected.</i></p>

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<p>public. The appropriate and fully disclosed knowledge among the general public and among individual applicants, is essential to their proper functioning and to maintain trust in the legitimacy and responsibility of the foundations.</p> <ul style="list-style-type: none"> - As a result of the previous item, these foundations must be strategically conscious that further than the contribution of funds, they help their beneficiaries in learning how to formulate their own strategies, always planning future actions in advance and with the necessary evaluation and monitoring of results. - The relationship between foundation and beneficiary must be based on mutual respect to strengthen the essential communion of interests among contributing foundations and beneficiaries. - Establishing formal and informal relationships with other foundations is highly recommended, basically –not exclusively– from the same field of action to: - Be able to carry out certain projects that require a particular critical mass. - Contribute to the creation of a network that makes the foundational fabric stronger. 	<p><i>The Foundation has established a Cooperation Agreement with the Generalitat de Catalunya (the Catalan Government) for the Josep Carreras Public Institute of Research against Leukaemia to be built and equipped. Its coherence with the foundational goals results from:</i></p> <ul style="list-style-type: none"> - <i>The President of the Institute, Mr Josep Carreras.</i> - <i>The President of the Institute’s Members’ Board Delegate Committee, who is the Vice-president of the Foundation.</i> - <i>The participation of four representatives of the Foundation in the Institute’s Board, as established by the Articles of Association.</i> - <i>Other issues established in the Articles of Association guarantee that the Institute cannot reach certain strategic agreements without the votes of the Foundation’s representatives.</i> - <i>The mechanisms for applying, transferring, settling and justifying the use of funds going from the Foundation to the Institute.</i> <p><i>The Foundation is part of the Catalan Foundation Coordinator and is present in its President’s Advisory Committee and in the Foundation Committee for Research and Technology.</i></p> <p><i>The Foundation is founder and part of the Catalan Federation of Organizations fighting Cancer, associated to the European Cancer League.</i></p> <p><i>The Foundation is part of the Spanish Association of Fundraising (AEFr).</i></p>
<p>2. Fund-raising tasks:</p> <p>2.1 Obtaining funds for the Foundation. Through direct contribution, getting involved in the task.</p> <p>2.2 Making sure of the availability of resources and solvency, so as to ensure the survival of the Foundation.</p> <p>Recommendations:</p>	<p><i>The Foundation, from its birth, has had the objective of combining the execution of its programmes with providing a solid foundational fund that contributes to the long-term survival of the organization and provides it with financial solvency and liquid assets. The foundational fund is fundamentally sustained by the many altruistic charitable activities carried out by its President. The Foundation and the President established an agreement on the 1st of June 1994, notarised on the 27th of September 1994, through which</i></p>

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<p>- It is necessary to preserve, so as not to endanger future viability, the Foundation's asset value. To pay for the activities, these assets must never be used.</p> <p>Temporary returns should.</p> <p>- Avoiding the use of the term "partner" or other similar terms is recommended. It causes confusion. In Spanish, Foundations do not have partners, associations do. Terms such as "friends of the Foundation" or other similar terms can be used.</p> <p>- In no case should donors –either occasional or regular– individually or in association, exercise any kind of power within the foundation. Except for the members of the current Board, due to their position as members and not as donors.</p> <p>- For the members of the board to make financial donations to the Foundation –without specifying the amount– and for this to be known internally and externally is advised, although it cannot be imposed.</p>	<p><i>the Foundation is the beneficiary of the concerts and charitable events carried out by Mr Josep Carreras. On the 31st of December 2016, this foundational fund had more than 22,000,000 €, taking into account the assets obtained through the merger with the Foundation Farreras Valentí, which took place in 2009, and the financial contribution of the Friends of Jose Carreras Leukaemia Foundation, based in Seattle, USA.</i></p> <p><i>The Foundation has always dimensioned its Projects depending on the available resources. The only debt it has incurred in, is a loan from the Carlos III Health Institute for the construction and equipment of the aforementioned Research Institute for 6,000,000 € to be returned with an 1,22% annual interest starting on January 2017 throughout a fifteen-year period. The foundation can meet it with its own means, not concerning the Foundational Fund. The Foundation has already made the first payment of the loan repayment on January 30, 2017.</i></p> <p><i>Fund-raising is focused on three fields: corporate, private and raising of inheritances and legacies.</i></p> <p><i>In all fields the criteria is:</i></p> <ul style="list-style-type: none"> - <i>Precise, emotional and scientifically meticulous information.</i> - <i>Respect for the will of the donors, if they should want a specific destination for their donations.</i> - <i>Use of fund raising channels and verified techniques, so the cost of the fund raising is always recouped over a reasonable length of time.</i> - <i>Regular balance statements on the use of the funds raised.</i> - <i>Donation acknowledgment, proportional to the amount of the donations and, in some cases, agreed on with the donor.</i>
<p>3. Account submission tasks:</p> <p>Foundations must be held accountable in four fields:</p> <p>3.1 Financial/Fiscal. Especially in the use of the funds received from</p>	<p><i>The Foundation is held accountable to:</i></p> <ul style="list-style-type: none"> - <i>To the Generalitat de Catalunya Protectorate.</i> - <i>To tax authorities, in accordance with current regulations.</i>

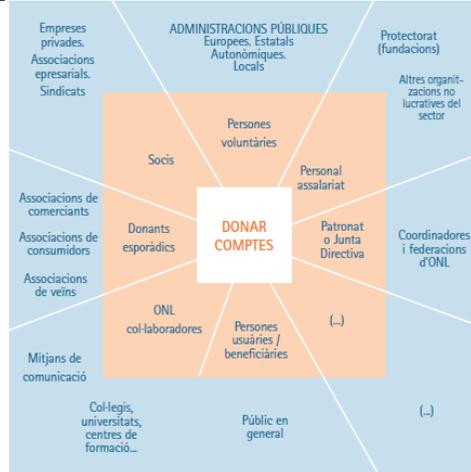
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<p>donors.</p> <p>3.2 Management professionalism, measured with a great level of efficacy and efficiency.</p> <p>3.3 Relevant activities. Result measuring instruments must be established, both final and intermediate (within the process).</p> <p>3.4 Strategic. The need to measure how activities and actions are focused on the mission is evident, always trying to contribute with as much added value to society as possible.</p> <p>We recommend:</p> <p>For each foundation to make an effort in trying:</p> <ul style="list-style-type: none"> - To measure the results of their actions. It is not easy, but it is basic: <ul style="list-style-type: none"> a) To ensure the achievement of their mission through the government body. b) To allow comparisons with other similar foundations. c) To introduce analysis and focus on judging facts, and not good intentions. - To communicate: <ul style="list-style-type: none"> a) With the groups that benefit from the foundational goal. With other foundations and people involved in general. <p>To make the foundation known to its most immediate surroundings (See the following charts)</p>	<ul style="list-style-type: none"> - <i>To health authorities, by obtaining the authorization as a health and tissue establishment centre and by virtue of the Mixed Commissions established in the cooperation agreements it has with the government. Particularly, the Foundation is accountable to the National Transplant Organization based on the Marco agreement established with the Health Department for the whole National Health System.</i> - <i>To national and international health professionals through the participation in regular congresses and conferences, especially in the field of progenitor transplant, with result submission of the Donors Registry data (REDMO).</i> - <i>To authorities in matters of data protection and money laundering prevention, in accordance with current legislation.</i> - <i>To its economic donors, through regular information, the edition of the Annual Activity Report, mass emailing and personal contact.</i> - <i>To their own co-operators, through internal communication systems (Keep up's newsletter).</i> - <i>To their website visitors, through the obtaining of the Health on the Net certificate and the website certification from the Barcelona Medical Association.</i> - <i>To society in general through the information published and the availability of their Account Audits and Financial Statements (Balance, Income Statement, Cash Flow Situation, Statement of Changes in Equity and Reports).</i> <p><i>Also, the Foundation has internal information systems, some of which should be mentioned:</i></p> <ul style="list-style-type: none"> - <i>Scorecard, including a critical parameter follow up, fund-raising investment returns, loyalty management, and public impact.</i> - <i>Quality System with regulated procedures, including procedures for incidence detection and resolution.</i> - <i>The Bone Marrow Donor Registry's internal management and information system.</i>

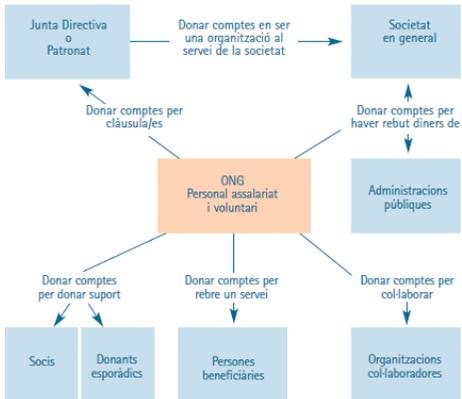
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Extret de: A. Vernis, et al. *Los retos en la gestión de las organizaciones no lucrativas*. Granica, 2004



Mapa d'accountabilitats bàsiques d'una ONG.
Extret de: A. Vernis, et al. *Los retos en la gestión de las organizaciones no lucrativas*. Granica, 2004

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<p>Board of Trustees: self-assessment</p> <p>1. Government body task assessment</p> <p>Each foundation's government body is advised to establish formal self-assessment procedures. It must assess its own actions.</p> <p>We cannot recommend a specific assessment programme.</p> <p>Probably, a series of question can help. The goal of self-assessment is the on-going learning process with the aim of improving. We lay out a series of questions as guidance.</p> <p>Questions about:</p> <ul style="list-style-type: none"> - The amount and quality of the information. - The composition of the government body. - Renovation. - Tasks. - Degree of mission achievement. - Role (of the Board's members) as members of the government body. - Quality of the Management and organizational structure. <p>In any case, more or less formal self-assessment is a non-expendable activity that may not be delegated.</p> <p>A series of questions answered by each member and shared in a formal meeting might be a good way to do it.</p>	<p><i>The Foundation's Board of Trustees carries out its own self-assessment implicitly. The Members who throughout the years have given up their position have done it for personal or health reasons. In no case have disagreements arisen regarding strategy or execution of the foundational will. As the minutes of meetings prove, there has never been a vote requested by a group of members and no observations or mentions of conflicting votes have occurred. The members have always made the Board of Trustees' decisions unanimously.</i></p>
<p>Board of Trustees: how it works</p> <p>1. Meetings, duration, location and frequency.</p> <p>As guidance, meetings should last between a 2-hour minimum and a 4-hour maximum.</p> <p>Holding them, as a norm, at the Foundation's head office, is advisable. Information here will be at hand. Possible interruptions must be avoided.</p> <p>Holding a one or two day maximum retreat/event in a comfortable place where work can be combined with a little entertainment, may be</p>	<p><i>The Board's meetings always take place in Barcelona. Occasionally, they must take place in a location outside the Foundation's facilities for capacity reasons, for in all of them the presence of interpreters is necessary, for some of the Members are English speaking.</i></p> <p><i>Many of the Members have a relationship as family, as well as social relationship.</i></p>

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<p>beneficial:</p> <ul style="list-style-type: none"> - Towards a deeper relationship between the members and between them and the first executive level. - For in depth work on very strategic issues for the Foundation. 	
<p>2. Order of the day</p> <p>Writing it down is essential to:</p> <ul style="list-style-type: none"> - Knowing, studying and thinking about the issues. - Rationing the time invested in each one. - It is advisable for the president to define the preference of the issues in order of importance, from most to least. 	<p><i>Meeting development takes place just as this section 2 indicates.</i></p>
<p>3. Dynamics of the Board's meeting</p> <p>The Board must be "socialised". The members should know one another enough. When member changes take place, enough time must be spent on acquiring this socialization.</p> <p>In the process of reaching an agreement, it is important to keep in mind the impact it may have on third parties. An agreement reached by simple majority can be perceived as a sign of weakness, keeping in mind that, in fact, despite the confidentiality of deliberations, they always end up being known. Decisions with a wide consensus must be encouraged.</p> <p>The president must conduct the meeting taking into account:</p> <ul style="list-style-type: none"> - Avoiding excessively long introductions. - Asking the executives to adapt to the timing in their presentations. - Starting his interventions impartially, without conditioning. - Make the maximum number of points of view surface. - Asking a member who –given his or her particular experience– may act as a "devil's advocate" in a specific issue. - Postponing strategic decisions if the issue in question is not mature enough. 	<p><i>Meeting development takes place just as this section 3 indicates.</i></p> <p><i>The Members always receive the necessary information for meetings at least 5 days ahead of the holding of a meeting and always with a weekend between receiving the material and the date of the meeting formally called.</i></p> <p><i>Scientific information is quantitative and qualitative and it includes efficiency follow up through publications of funded scientific research and of the groups we support.</i></p> <p><i>Most of the management information is quantitative, represented both in numbers and graphs.</i></p>



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- The Board of Trustees must collectively decide on, and request the information they need and how they want it presented.
- The information for the Board must be:
 - Summarised.
 - Meaningful: related to the variable.
 - Relevant.
 - The best available at each moment.
 - Contextualized.
 - With understandable graphic representation.

Code of Ethics	HOW WE COMPLY WITH IT AT THE JOSEP CARRERAS FOUNDATION
<p>1. Identity / what are we</p> <p>Foundations are organizations with the following characteristics:</p> <p>- Non-profit organizations: given the fact that the foundation must safeguard its continuity and viability, it must have a surplus. However, it is not shared out as profit, it is re-invested in the foundation itself and must be obtained ethically.</p> <p>- General interest goals: the foundation must benefit a generic and undetermined group of people; goals in benefit of specific people are excluded. The strength of a foundation comes from its ability to adapt to the needs of today's society. Despite their long history, they continue to be pioneering in many fields in which they have been closer than governments. However, it is important to outline that making up for the government's shortages is neither their role nor their reason to exist.</p> <p>- Will of the founder: it is the first necessary element to create a foundation. It is created through the manifestation of the founder's will, who freely appoints assets and/or rights he owns to a general interest goal. It is true that once it is created the foundation becomes a legal entity, which is completely independent from its founder. However, his or her will, will continue to guide the foundation's life through the Articles of Association which, established by the founder, will regulate the operations and organization of the foundation. Even if the law does not include it in the definition of foundation, the Board of Trustees should be mentioned: a government and representation body which carries out the foundation's action so as to exteriorise the founder's will. This board determines its initial composition, the designation and renovation of members, the tasks they will assume and the way in which agreements should be reached.</p>	<p>According to the 2017-2022 Strategic Plan, we are:</p> <ul style="list-style-type: none"> • <i>A private Foundation dedicated to fighting leukaemia, created by Josep Carreras's initiative as testimony of gratitude to science and society, with the help of his family.</i> • <i>An independent Foundation, exclusively governed by independent people who come from scientific, professional and corporate fields, with no political or institutional obligations.</i> • <i>A Foundation committed to the foundational will, for it carries the name of its Founder, who is present and takes a great deal of action.</i> • <i>A Foundation loyal to the principle of being an asset with an altruistic goal.</i> • <i>A Foundation with local, national and international repercussion, both regarding fund raising and the destination of their services and support.</i> <p><i>The generation of exploitation surplus is applied to savings. At a later date, these saving are used for the development of projects such as the construction and equipment of the Josep Carreras Research Institute against Leukaemia.</i></p> <p><i>The group of people who benefit from the Foundation is made up of all patients suffering from leukaemia, both on a national level and around the world. The international activity of our Donor Registry and the universal vocation of the research we promote and support are proof of it.</i></p> <p><i>Both when we assist people and when we do research or social work, we act as a complement of public health and research systems and social services. All the activities we develop are universal and free.</i></p> <p><i>The founder's will be guaranteed by his lifelong position as president, because of the participation in the Board of Trustees of members of his family and because of the commitment of the other members and management team to the foundational will.</i></p>



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	<p><i>This will extends to the Public Foundation Josep Carreras Research Institute against leukaemia, as its Articles of Association and composition of its Board indicate.</i></p>
<p>2. Values / what we want to be</p> <p>Manifestation of values of its own: it is necessary to do a second reading of these elements to see the foundation as a manifestation of a set of values. These values are precisely the common thread of the foundation as an entity in the past, present day and future. Whoever the founder is (private person or legal entity) and whether they are more or less important as assets, enough or not to reach the goal, in foundations, the following values must always be present:</p> <ul style="list-style-type: none"> - Generosity and responsibility: The will to create an entity through the irreversible donation of assets, an entity with a life of its own, independent from its creator. - Altruism and solidarity: the will to help others, undetermined third parties unrelated to the founder. - Nonconformity and freedom: the will to act in order to improve a deficient society in the face of which the founder, by creating the foundation, decides to do something about, instead of believing it will not be of much use, with an attitude that can even be rebellious and transgressive in order to modify reality. <p>If these principles are there, we are before a foundation. If they are not, we are before an organization that has used the foundation entity but is not really one. The foundational sphere must express this, making the importance of these principles known, for they will be really difficult to include in a law. The law may incorporate some of the necessary elements when defining a Foundation, but not all, and maybe not even the most important.</p>	<p><i>The Foundation's nonconformity is expressed in its corporate identity which summarises the Foundation's will for permanent process as a tireless promoter of initiatives supporting the fight against leukaemia:</i></p> <p><i>"The Josep Carreras Foundation against leukaemia. Until we cure it, we will not stop"</i></p> <p><i>This corporate identity is the result of an internal debate process among Members, assisting professionals and professional team researchers.</i></p>

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<p>3. How we want to act</p> <p>The identity of foundations and their set of principles are stated when activities in their day-to-day progress are carried out. This testimony is, then, a reflection of their identity. In this section, we summarise those traits that are visible in any foundational activity, as general activity values. Their transversality allow them to be present in many specific fields (practical guidance), both related to internal affairs (aspects within the organizations themselves) and external (aspects that are evident when in contact with third parties).</p> <p>3.1 General activity values:</p> <ul style="list-style-type: none"> - All foundations are obliged to work effectively, meaning they must reach their goal (reason for every foundation's existence) and efficiently, meaning they must use available resources in the best possible manner. - All foundations must act professionally: they must know and know how, demanding a level of action from all organizations and providing the necessary resources. - All foundations must be high-quality organizations: in a degree corresponding to the goal for which they were created, in the way the founder established and society needs. - All foundations must be easily accessible and fully disclosed to users/beneficiaries, both the results they obtain and the means they use. - All foundations must honour both their rights and their obligations from a realist and responsible point of view, which should never be paternalist. - All foundations must be loyal to a set of principles and act coherently within its environment (beneficiaries, workers, volunteers, providers, donors...). - All foundations must try to have an impact on reality and the effect of their actions must make an improvement in society. 	<p>According to the 2017-2022 Strategic Plan:</p> <p>VISION <i>“One day, making leukaemia a 100% curable disease for everyone and in every case”.</i></p> <p>MISSION <i>“Working to constantly increase our social base, making efforts towards scientific research and consolidating the current lines of work a priority”.</i></p> <p>Principles included in the Strategic Plan:</p> <p>COMMITMENT <i>A foundation committed to the foundational will, for it carries the name of its founder and he himself is present and takes a great deal of action.</i></p> <p>RIGOR AND TRANSPARENCY <i>In the measure in which we ask for help from society, we must answer back by explaining the destination of the charity entrusted to us and work with complete professionalism.</i></p> <p>INDEPENDENCE <i>An independent foundation, governed exclusively by independent people, coming from scientific, professional and corporate fields, with no political or institutional obligations whatsoever.</i></p> <p>SAFEGUARDING OF MR. JOSEP CARRERAS'S NAME REPUTATION <i>The Foundation benefits from Mr Josep Carreras's reputation. We must use his name responsibly.</i></p> <p>INVESTMENT IN SCIENTIFIC RESEARCH <i>With the help of the public sector, we concentrate our efforts in scientific research so it moves forwards faster that public resources allow it to, by developing projects in this field.</i></p> <p>PROVIDE PERSONAL AND WARM RESPONSES TO ENQUIRIES RECEIVED <i>We do not settle for answering patients and family members' questions “administratively” or just for dealing with our donors and associates. We do it with the warmth and gratitude we owe everyone on both sides.</i></p>



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<p>3.2 Practical guidance: Internal:</p> <p>3.2.1 Founder –</p> <ul style="list-style-type: none">- The foundation is an institution born from the personal action taken by the founder(s) becoming an institution. On one hand, the foundation becomes a legal entity independent from its founder, but on the other hand, the founder's will regulates the life of the foundation (its goal, the way it operates, its organization...). Therefore, the founder must exercise his right to found responsibly, since his will is going to transcend himself as a private person.- The founder's will is the foundation's embryo, and one of the main elements within it: it must be respected, and, if necessary, reinterpreted, so its validity and reason for existing is kept intact.	<p><i>The foundation is fully infused with the values, goals and courses of action set by its founder and President. He himself makes sure he is informed and supervises the development of activities. He also verifies that all activities with public projection are coherent with the foundational will and the values we want people to identify us with.</i></p> <p><i>The appointment of people we completely trust to be Members, whether they are family members or come from social or corporate fields is a guarantee for the foundational will to always be followed as closely as possible.</i></p>
<p>3.2.2 Board of Trustees –</p> <ul style="list-style-type: none">- The board of trustees must ensure the validity of the founder's mark in society. The members must personally work for the foundation, getting involved, with responsibility and commitment.- The board is in charge of the foundation. Their responsibility is to achieve the foundational goal and to be able to communicate it to others involved in the foundation and to society.- The composition of the board must respond to the needs of the foundation. The members must be sufficiently prepared to set goals, obtain the necessary resources, monitor them both and communicate a view of the future.- The board must be a selfless and humane team with a commitment to service that suitably promotes the foundation's goals and principles. The board must become, as well, an entity adapted to current needs, agile, forthcoming and independent to be able to defend the foundation's interests. In the cases where the members represent institutions (either public or private), they must act in the	<p><i>See the Code of Good Governance. Sections devoted to the Board of Trustees.</i></p>



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<p>interest of the foundation and independently from the organization they represent.</p> <ul style="list-style-type: none"> - The board must encourage its own renovation, which is advisable both for the entity itself and for the foundational goal. 	
<p>3.2.3 Human resources</p> <ul style="list-style-type: none"> - The board must communicate the difference between a foundation and other organizations, with or without profit, to the hired personnel and volunteers. They must also communicate what cooperating with a foundation involves. - So the foundation can reach its goal and act in accordance to it, hired personnel and volunteers must identify with the cause. The participation of the staff in the making of decisions increases their degree of involvement in the organization and its goals. - The foundation's recruitment policy (hiring, pay, training, participation...) must be meet the demands of current legislation and be coherent with the ethical spirit of the foundation. 	<p><i>The Foundation carries out formal recruitment processes with participation of candidates. Regular staff training sessions take place, it has formal mechanisms for internal communication and has encouraged their participation in the development of the Strategic Plan and the Corporate Identity Guide.</i></p> <p><i>The recruitment policy is influenced by the fact that the Donors Registry requires the kind of staff that cannot be found among university graduates, but must be trained by the Foundation itself, requiring a high level or general knowledge and languages. Consequently, holding on to staff trained in the processes of acquisition and management of haematopoietic donors, research of compatible donors and international transplant cooperation is a very important variable.</i></p> <p><i>Both the values the Foundation is based on, and the adherence to the public projection criteria of the entity and the President, as a socially renowned personality, involve complete acceptance of all the differential traits in order to maintain complete coherence in the activities carried out and their public impact.</i></p>
<p>3.2.4 Financial and asset management</p> <ul style="list-style-type: none"> - Asset management, activities addressed to fundraising and financial and business activities the foundation might carry out, must be ethically compatible with its goal, with it being a foundation and with its own principles. - The management of the foundation's assets must be balanced, taking output capacity and caution into account. - The management of financial resources (both in raising them and using them) must be honest, austere and clear, ensuring 	<p><i>Being an asset assigned to a goal is a priority for the foundation. This asset has been built and has grown strong thanks to the personal and artistic activities of Mr Josep Carreras and his very personal management with the purpose of obtaining institutional, social and corporate support.</i></p> <p><i>The Foundation has developed programmes that could be supported by the asset yield obtained in this way. It has never received any public aids. It has no commitments to any people or organizations that have given it support so it has total freedom and independence.</i></p>



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<p>both internal and external control mechanisms. All foundations must provide clear and sufficient information.</p> <ul style="list-style-type: none"> - The budget must be adapted to the foundational goal, both when it is being approved and when it is being executed. - The foundation must maintain enough independence to be able to fulfil the foundational goals. 	<p><i>In the last few years, taking into account the natural and logical evolution of the artistic presence of its President, the foundation has managed to create a base of social support that acts as an extraordinary complement to the asset yield and allows objectives of great magnitude to be set.</i></p> <p><i>The raising of such funds responds to rigorous, clear and efficient criteria, with verifiable short-term investment returns. The Foundation fulfils the Agreement of the 30th of November 2003 on the Code of Conduct for financial investments adopted by the CNMV.</i></p> <p><i>The Foundation is a conservative investor. Their asset portfolio focuses almost exclusively on minimal risk financial assets and diversifies through intermediary or issuing entities. The only financial assets quoted in the stock market are inherited assets or legacies that are mostly bound to a contingency plan when inherited.</i></p>
<p>External:</p> <p>3.2.5 Users and beneficiaries</p> <ul style="list-style-type: none"> - The main goal of the foundation and its reason for existing is service to society, whether in general or through users or beneficiaries, through the provision of goods or services. - The criteria when taking action and making decisions must be clear and honest. - It is necessary to inform the beneficiaries and users of the differential traits of what the foundation can offer, especially the fact that it is a general interest and non-profit organization. 	<p><i>The Foundation has generic, undetermined beneficiaries and acts in total consequence with the principle of non-discrimination for any kind of reasons.</i></p> <p><i>The action principles are based on the needs detected by patients, assisting professionals and researchers, through available scientific evidence in each moment. They are also based on the financial resources and on institutional cooperation of health and university authorities, and authorities in the field of research.</i></p> <p><i>The Foundation, within its possibilities, and in a way that does not prevent the fulfilment of the foundational goals, invests some funds in making itself widely known through mass media and social networks.</i></p>
<p>3.2.6 Relationship between foundations and other organizations</p> <ul style="list-style-type: none"> - Foundations must not be seen as possible competitors. They must participate in common projects and encourage possible cooperation. - It is necessary to encourage networking among foundations 	<p><i>All the Foundation's activities are carried out through agreements and legal entities jointly governed with other institutions of the health system and university and public research fields.</i></p>



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<p>and other organizations. Generated synergies will result in a better use of resources employed and, therefore, improved results.</p>	
<p>3.2.7 Donors</p> <ul style="list-style-type: none">- Foundations must make sure they know where the donations they receive come from.- Neither economic resources nor equipment coming from criminal activities, activities opposed to human rights recognised in international treaties or to the foundational principles established within this code of ethics will be accepted.- Conditioned donations that violate essential goals or principles or question the foundation's necessary independence will not be accepted.	<p><i>The Foundation follows the current laws in the field and does not accept donations that might come from activities opposed to the foundational principles or that may involve a limiting condition to the services and aids it provides patients and scientists with.</i></p> <p><i>The Foundation has a Money Laundering Prevention Handbook.</i></p>
<p>3.2.8 Public governments</p> <ul style="list-style-type: none">- Both foundations and the Protectorate have mutual rights and obligations to ensure correct development of objectives of general interest to society.- Foundations must require the Protectorate to safeguard foundation's proper functioning fairly, both when they are created and throughout their development.- It is necessary to establish a stable relationship with governments, based on independence, cooperation, compensation and service, which prevents excessive and unnecessary intervention.- Transparency and coordination between foundations makes an improved relationship with government easier.	<p><i>The Foundation has good relationship with the protectorate and methodically fulfils all its obligations regarding balance statements, responsibility statement communication and others the current legislation requires.</i></p>