

# CODE OF CONDUCT OF THE GIMM FOUNDATION – GULBENKIAN INSTITUTE FOR MOLECULAR MEDICINE

## Introduction

**The GIMM Foundation – Gulbenkian Institute for Molecular Medicine** (hereinafter referred to as “GIMM” or the “Foundation”) is a private law foundation with the primary purpose of promoting scientific research and technological development in the fields of life and health sciences. The Foundation is governed by its statutes and by applicable legislation, particularly the Framework Law for Foundations, approved by Law No. 24/2012, of July 9, currently republished in the annex to Law No. 67/2021, of August 25, whose Article 7, No. 1, establishes that foundations must approve and publicize codes of conduct that self-regulate good practices, specifically regarding the participation of beneficiaries of their activity in the foundation’s life, conflicts of interest, incompatibilities, and the consequences arising from non-compliance, among other matters.

The present **Code of Conduct** (hereinafter referred to as the “**Code**”) aims to establish standards of conduct and ethics to be observed by all members of its governing bodies, employees, including researchers, technicians, and administrative staff, service providers, students, interns, and volunteers, as well as by any other individuals who, either temporarily or permanently, maintain a relationship with the Foundation (all henceforth collectively referred to as “**Collaborators**”), both in their relationships with each other and with third parties.

The Collaborators are essential to the pursuit of the Foundation’s mission and statutory objectives, which are to be developed sustainably and based on a culture grounded in values of trust, mutual respect, social responsibility, and accountability in academic, scientific, and professional conduct.

This Code also aims to outline and safeguard the core principles and values that, according to the founders’ intent, should guide the development of all the Foundation’s activities, contributing to this entity’s recognition as an example of progress, transparency, integrity, honesty, responsibility, and rigor.

## Chapter I Purpose and Scope of Application

### Article 1 Purpose

1. This Code establishes the principles, values, and rules of professional ethics, as well as the standards of professional conduct shared by all entities, governing bodies, employees, suppliers, and third parties who participate in fulfilling the Foundation’s purpose or are associated with it.
2. The Code may be supplemented by provisions from other codes, policies, or specific conduct manuals, duly adopted and in effect within the Foundation.

3. The Code should serve as a reference for the public regarding the standards of ethics and conduct required of the Foundation and its Collaborators.

## **Article 2**

### **Scope**

1. This Code applies to the Foundation in its entirety, covering all its organization and activities, including all its Collaborators and any individuals or entities acting on behalf or in the interest of the Foundation, regardless of their affiliation, governing body, department, geographic location, as well as anyone who interacts with the Foundation.
2. The Code applies to the Foundation's Collaborators when they travel in the course of their professional duties representing the Foundation.
3. The application and observance of this Code do not prevent or exempt compliance with other codes of conduct or professional ethical standards applicable to Collaborators through their roles, activities, or membership in certain professional groups.
4. The rules, values, and principles established in this Code are applicable to the Foundation's suppliers and service providers.

## **Chapter II**

### **Values and Principles**

#### **Article 3**

##### **General Principles**

In the performance of their activities, functions, and responsibilities, the Collaborators must contribute to the pursuit of the interests and objectives of the Foundation, with professionalism and integrity, respecting the principles of legality, responsibility, transparency, loyalty, prudence, integrity, non-discrimination, efficiency, fairness, accountability, and rigor.

#### **Article 4**

##### **Will of the Founders**

The Foundation and its Collaborators, in the performance of their duties, must respect the will of the founders, as inscribed in the act of establishment.

#### **Article 5**

##### **Legality**

1. The Foundation acts in accordance with the law and in compliance with its Statutes, fulfilling all obligations imposed by Portuguese law and other legally applicable international normative instruments, as well as adhering to best governance practices and its internal self-regulation policies.

2. In the performance of their duties, Collaborators must act in accordance with the law and any other applicable specific regulations, guiding their professional conduct by the principles outlined in this Code and by high ethical standards and values.

**Article 6**  
**Non-Discrimination**

1. Collaborators may not promote or adopt discriminatory behaviors towards other Collaborators or third parties, whether or not they are recipients of the Foundation's services and activities, particularly based on race, sex, ethnic or social origin, age, sexual orientation, physical ability, political, ideological, or religious beliefs, and personal or professional relationships, or other factors.
2. Any differences in treatment must be based on objective and relevant data and adhere to the guidelines set forth by the Foundation's Board of Directors.

**Article 7**  
**Efficiency and Well-Being**

1. The Foundation's Collaborators must diligently and efficiently fulfill the responsibilities, functions, duties, or activities assigned to them concerning the Foundation, with care, diligence, availability, correctness, and efficiency, considering this Code as well as any other guidelines defined by the Foundation's governing bodies.
2. The Foundation promotes and ensures a positive organizational and social climate that encourages the professional and personal development of each Collaborator, rewards individual and collective effort and contributions, and maintains an organizational and social atmosphere of well-being.
3. In order to foster a commitment to institutional responsibility aimed at improving the quality of life for Collaborators and their families, Collaborators should promote a work environment that supports personal development, helping others to reconcile, as best as possible, work demands with the normal needs of personal and family life.

**Article 8**  
**Prohibition of Harassment and Offensive Behaviors**

1. The practice of any form of harassment, abuse, intimidation, lack of respect and consideration, or any other type of aggression by the Foundation's Collaborators is not tolerated, whether verbal, non-verbal, or physical, with the intent or effect of disturbing, constraining, or affecting a person's dignity.
2. Collaborators with supervisory responsibilities over others in any area must use all available means to ensure that the behaviors and situations referred to in the previous paragraph do not occur.
3. Whenever possible, Collaborators should prevent or report any practice of moral, sexual, academic, or professional harassment, abuse, or intimidation of which they have direct knowledge, specifically through the reporting mechanisms provided for this purpose.

4. Collaborators must refrain from using inappropriate or unsuitable language and from engaging in behaviors that, through action or omission, could be considered offensive or constitute any pressure that could reasonably be deemed abusive.
5. The Foundation's Board of Directors prevents, corrects, and sanctions any behavior by a Collaborator or third party that creates an intimidating, hostile, degrading, or destabilizing environment in the Foundation's activities.

**Article 9**  
**Impartiality and Independence**

1. The Foundation and its Collaborators must be governed by the principles of equality and impartiality, aiming to best achieve the Foundation's objectives and maintain its ethical integrity.
2. Collaborators must be impartial and independent, refraining from any actions that arbitrarily harm the public or that could lead to any unjustified preferential treatment based on personal or family interests, regardless of the reasons.

**Article 10**  
**Sustainability and Environmental Protection**

1. The Foundation and its Collaborators recognize that they must prioritize environmental sustainability in their activities.
2. The Foundation and its Collaborators engage in environmentally sustainable activities, prioritizing best practices for environmental protection, including eco-efficient management that minimizes the environmental impact of the Foundation's activities and allows for the responsible use of natural resources in pursuing its mission while respecting the rules regarding the use of animals for scientific purposes.

**Chapter III**  
**Administration of the Foundation**

**Article 11**  
**Administration, Management, and Governance of the Foundation**

1. The Foundation promotes an organization and operation aimed at prudence and efficiency in the management and sustainable use of its resources.
2. The Foundation is governed according to the organizational structure outlined in its Statutes and in accordance with the applicable legal framework, and it is ultimately subordinated to the pursuit of the Foundation's objectives.

**Article 12**  
**Transparency**

1. In fulfilling its legal obligations, the Foundation acts transparently and adopts best practices related to management and accountability.
2. The Foundation makes publicly available all information regarding its activities, assets, investments, funding, and donations granted/received.
3. The information provided by the Foundation must be current, objective, truthful, clear, complete, and well-founded, in accordance with applicable legal, regulatory, and contractual provisions.

**Article 13**  
**Prevention of Corruption, Money Laundering, and Terrorism Financing**

1. In the exercise of its activities, the Foundation is committed to preventing and combating corruption, money laundering, and the financing of terrorism, and complies with all applicable legislation related to these matters, establishing appropriate measures and policies for this purpose in the Foundation's Risk Prevention Plan for Corruption and Related Offenses.
2. The Foundation and its Collaborators must actively oppose all forms of corruption, both active and passive, paying special attention to any forms of payments, favors, and complicity that may lead to the creation of illicit advantages, such as offers or receipts from suppliers or other entities.
3. The Foundation and its Collaborators do not make or promise to make any offers of goods or advantages with the intention of persuading or influencing another person to adopt a conduct or make a decision that favors the Foundation's activities.
4. The Foundation and its Collaborators do not accept or receive any offers of goods or advantages that may induce or create illicit advantages, such as offers or receipts from suppliers or other entities.
5. The Foundation and its Collaborators do not intervene in or participate in operations or transactions whose resources are of suspicious or illicit origin.
6. Whenever Collaborators suspect or have sufficient reasons to suspect that certain funds or goods, regardless of the amount or value involved, originate from corrupt or criminal activities or are related to money laundering or the financing of terrorism, they must report them to the Board of Directors.

**Chapter IV**  
**Rules of Conduct and Functional Standards**

**Article 14**  
**Collaborators and Resources**

1. The Foundation and its Collaborators must contribute to strengthening public trust in the Foundation and its affirmation as a responsible and credible institution that prioritizes quality, progress, and academic and scientific rigor.

2. Collaborators must guide their actions with loyalty to the Foundation and its social purpose and contribute to creating a culture based on the objectives, principles, and values underlying the Foundation's Statutes and this Code.
3. In their interactions with one another, Collaborators of the Foundation must act with integrity, dignity, courtesy, and respect for the hierarchical structure of the Foundation.
4. Collaborators of the Foundation must act transparently, keeping their hierarchical superiors and other involved or interested Collaborators informed about their work on the same activities, initiatives, or projects.
5. The omission of facts or information that may affect the reputation, integrity, or quality of the services provided by the Foundation is contrary to the duty of institutional loyalty, and such matters must always be reported according to standards of prudence and reasonableness and through appropriate hierarchical channels.
6. The Foundation, through its governing bodies, must:
  - a) Prioritize and value the professional development of its Collaborators, promoting their training as a means of enhancing their performance and motivation;
  - b) Adopt selection, progression, and compensation policies for its Collaborators based on criteria of merit, competence, knowledge, experience, leadership ability, as well as recognized market practices;
  - c) Implement procedures and standards that ensure prudence and a sparing, intelligent use of available resources, combating waste and prohibiting extravagant and incompatible expenses with the Foundation's profile and mission;
  - d) Promote the well-being, safety, and productivity of its Collaborators, providing a healthy, safe, and pleasant work environment; and
  - e) Engage and encourage the participation of Collaborators in the Foundation's decisions and strategy, respecting the hierarchical structure and the responsibilities of each governing body.
7. Collaborators must, at all times, safeguard the maintenance and protection of the Foundation's assets and the responsible, appropriate, efficient, and sustainable use of its resources, including:
  - a) Using the Foundation's resources to achieve its social mission;
  - b) Protecting the Foundation's resources against fraud, theft, alteration, or loss resulting from their own actions and/or those of third parties, ensuring their preservation and proper use;
  - c) Ensuring the protection and good condition of the equipment and facilities provided by the Foundation;
  - d) Preventing abusive use of the Foundation's services, equipment, and facilities by third parties; and
  - e) Promoting the responsible and efficient use of the Foundation's financial resources.

## **Article 15**

### **Hygiene, Safety, and Health at Work**

1. Collaborators must follow the orders and instructions of their hierarchical superiors regarding hygiene, safety, and health at work.
2. Collaborators must avoid behaviors that could endanger their health or safety, as well as the health and safety of others.

**Article 16**  
**Relations with Third Parties and the Media**

1. The Foundation and its Collaborators must communicate openly and transparently with each other, the public, and third parties.
2. In institutional or scientific relations with other entities, whether private or public, national or international, the Foundation's Collaborators and governing bodies must act with the utmost correctness, courtesy, integrity, professionalism, quality, and respect.
3. The Foundation communicates its activities, initiatives, scientific discoveries, and funding sources transparently and accessibly.
4. The Foundation and its Collaborators work with the media in alignment with professional ethical principles to publicize the Foundation's initiatives and activities, including its scientific activities and discoveries.
5. Regarding matters and activities related to the Foundation, Collaborators must not disclose confidential information or information unavailable to the general public, whether on their own initiative, through social networks, or at the request of the media, without prior authorization from the Foundation's Executive Committee.
6. Collaborators must inform the Foundation's Communications Service whenever they write articles for newspapers or magazines or participate in or give interviews to media outlets or on social networks related to their professional activity and connected to the Foundation's activities.

**Article 17**  
**Confidentiality and Duty of Professional Secrecy**

1. The Foundation's Collaborators must maintain absolute secrecy and discretion towards third parties regarding all information acquired in the course of their duties or on behalf of the Foundation, particularly if such information, by nature, could impact the Foundation's interests, image, or activities.
2. The Foundation and its Collaborators may not disclose or share information obtained through their roles with individuals outside the Foundation or with other Collaborators who do not require such information to perform their duties.
3. The Foundation and its Collaborators may not use information accessed through their roles to advance personal or third-party interests.

**Article 18**  
**Conflict of Interest**

1. Collaborators must avoid any situation likely to create, directly or indirectly, an actual or potential conflict of interest.
2. A conflict of interest, actual or potential, exists whenever Collaborators have a personal or private interest, directly or indirectly, in a matter that may influence their impartial and objective performance in the Foundation's activities.

3. A personal or private interest of a Collaborator includes any potential benefit for themselves, their family, their circle of friends, another Collaborator, or a company or entity in which they have a direct or indirect interest.
4. Whenever a Collaborator believes they may be, or another Collaborator may be, in a conflict of interest situation, they must immediately report it to their superior, or, in the case of a member of a governing body, to the President of the Board of Directors or the President of the Board of Trustees, as applicable.
5. Any Collaborator or member of the Foundation's governing bodies who believes they may be in a conflict of interest situation must refrain from participating in discussions and decisions related to the matter in question. The minutes of meetings of the Foundation's statutory bodies should document any conflict of interest situation declared by the respective members.

### **Article 19 Incompatibilities**

1. No Collaborator may engage in any professional activity with third-party entities whose corporate purpose or ongoing activities may conflict with, or potentially harm, the Foundation's activities, social purpose, reputation, or interfere with the fulfillment of their duties.
2. The following roles or positions are incompatible with the performance of executive functions at the Foundation:
  - a) Holder or member of any sovereign body; and
  - b) Executive or advisory roles in other foundations.

### **Article 20 Civic and Political Activities**

1. In carrying out civic or political activities, Collaborators and members of the Foundation's governing bodies must ensure and communicate the independence of their contributions and opinions from the Foundation and must not compromise or undermine the Foundation's capacity and suitability to pursue its social purpose.
2. Members of the Executive Committee may not serve in any political leadership or national executive bodies, nor act as spokespersons for political parties.
3. Collaborators may not engage in political activities during working hours.
4. Collaborators are prohibited from using Foundation resources for political purposes.

### **Article 21 Exclusivity**

1. Collaborators may engage in activities outside their working hours, whether paid or unpaid, provided such activities:
  - a) Do not interfere with or compromise their obligations to the Foundation; and
  - b) Do not give rise to conflicts of interest.



2. Collaborators must obtain prior authorization from the Executive Committee for any professional activities external to the Foundation, whether paid or unpaid.
3. Collaborators may engage in teaching or research activities, as allowed by their contracts or collaboration agreements with the Foundation.

## **Article 22**

### **Hiring of Collaborators and Suppliers**

1. The Foundation and its Collaborators must act to honor commitments to other Collaborators, suppliers of products, or service providers, while requiring these parties to fulfill their obligations in full and on time.
2. The Foundation promotes competitive processes in the selection of its Collaborators.
3. The Foundation selects its suppliers in compliance with the law, based on impartial and transparent criteria through an objective evaluation process. Criteria include merit, service and supply conditions, quality assurance in goods and services provided, and adherence to best environmental practices.
4. The Foundation promotes resilience in its value chain and avoids, whenever possible, exclusive relationships with its suppliers or service providers.

## **Article 23**

### **Protection of Personal Data**

1. The Foundation has a legal duty to protect personal data processed within its activities, adhering strictly to the terms of the General Data Protection Regulation (GDPR) of April 27, 2016, concerning the protection of individuals regarding personal data processing and the free movement of such data, as well as applicable national laws.
2. The Foundation will collect only the personal data strictly necessary for the purposes arising from its activities, which will be processed and stored in databases, in full compliance with current Data Protection legislation and Information Security standards.
3. The Foundation will process personal data according to specific, legitimate purposes defined at the time of collection, and will not process these data in ways incompatible with those purposes, except for public interest archiving, scientific or historical research, or statistical purposes. In such cases, under the GDPR, no incompatibility is considered.
4. When collecting and processing special categories of personal data (“sensitive data”), this will be done only in accordance with the exceptions provided for in Article 9, Paragraph 2 of the GDPR.
5. Collaborators who, acting under the Foundation's authority, have access to personal data must not process these data except under the Foundation's instruction.
6. Collaborators must, at all times and in any setting, respect the personal and family privacy of all individuals—including Collaborators, beneficiaries, or any other persons—whose data they access through activities conducted at the Foundation. This includes personal, medical, financial, or any other data related to an individual's private and personal sphere.

**Chapter V**  
**Scientific Activity**

**Article 24**  
**Scientific Integrity**

1. The Foundation conducts its research and supports scientific activities, projects, and initiatives with integrity, adhering to the highest scientific standards.
2. Foundation Collaborators promote and respect scientific integrity, following guidelines for scientific best practices and valuing scientific quality.
1. Whenever Foundation Collaborators participate in or collaborate on scientific research activities, projects, and initiatives, they must:
  - a) Conduct their activities with the utmost integrity, diligence, and ethical, technical, scientific, and professional rigor;
  - b) Respect other participants and ensure their well-being;
  - c) Act with honesty, transparency, and accuracy concerning processes, procedures, data, and results used or obtained;
  - d) Understand and act in accordance with principles of financial, social, and environmental sustainability, respecting applicable norms, instructions, and best practices;
  - e) Avoid publishing inaccurate or imprecise material, content, or results;
  - f) Avoid and report plagiarism, whether of text, images, or other materials;
  - g) Respect the confidentiality of collected data and information or results obtained;
  - h) Ensure proper and secure management and preservation of all research data and materials;
  - i) Strive to maximize the positive social impact of their research; and
  - j) Acknowledge financial support obtained and any materials provided or donated.
2. Foundation Collaborators must seek to continually enhance and improve their technical and scientific knowledge.
3. The quality of research projects, initiatives, and activities conducted, promoted, or funded by the Foundation is periodically monitored by the Scientific Advisory Board and external experts.

**Chapter VI**  
**Final Provisions**

**Article 25**  
**Dissemination and Publicity**

3. This Code is appropriately disseminated to ensure the effective adoption, accountability, and consolidation of the Foundation's values, principles, and standards, as well as the preservation of its institutional image with all associated entities.
4. The Code is publicly accessible and made available to all Collaborators in electronic format via the Intranet.
5. The Foundation will implement effective measures to inform the public about this Code, including making it available on its official website at <https://gimm.pt/pt-pt/>.

6. The Foundation encourages the participation of its Collaborators and partners in the updating and adaptation of the Code.
7. Upon the admission of new Collaborators and the hiring of suppliers, the Foundation will require a declaration of awareness and commitment to the terms of this Code.
8. The Foundation promotes awareness and training for its Collaborators regarding the provisions of this Code.
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#### **Article 26 Code Oversight**

1. The Foundation ensures the supervision of compliance with this Code for all those subject to its provisions, with a formal notice regarding their obligation to adhere.
2. The Executive Committee, when justified, will inform the Board of Directors and, if deemed necessary, the Foundation's Board of Trustees, about the ongoing adherence and effective compliance with the Code.
3. Communications outlined in this Code, as well as any queries regarding its provisions made by any Collaborator, should be directed to the Foundation's Executive Committee via the email address: executive.committee@gimm.pt, unless expressly designated to other areas or individuals.

#### **Article 27 Non-Compliance and Sanctions**

1. Violations of the provisions within this Code constitute disciplinary infractions under the applicable legal framework. Such violations may result in the initiation of an internal procedure to determine accountability, particularly in cases involving corruption or related infractions.
2. The initiation of disciplinary proceedings and the application of disciplinary sanctions do not preclude the potential for civil, regulatory, or criminal liability as applicable, in relation to violations of this Code and any other applicable codes, manuals, or policies, particularly in cases of corruption and related offenses.
3. Individuals responsible for acts or omissions constituting criminal offenses, including corruption and related infractions—such as, but not limited to, corruption, undue receipt and offer of advantage, embezzlement, economic participation in business, extortion, abuse of power, influence peddling, malfeasance, and money laundering—are subject, under the law, to the imposition of criminal sanctions, such as imprisonment or fines, as well as possible additional penalties, such as disqualification from professional roles, as per the Penal Code and other applicable criminal legislation.
4. Any violation of this Code must be reported to the Executive Committee, with guarantees of confidentiality, anonymity, and protection against retaliation, in accordance with Article 26 of this Code.

#### **Article 28 Doubts and Omissions**

1. The Executive Committee is responsible for clarifying any doubts and addressing omissions related to this Code.
2. The Executive Committee must inform the Board of Directors of any requests for clarification, complaints, reports, or other matters of which it becomes aware.

**Article 29**  
**Effective Date**

1. This Code comes into effect on the date of its distribution across all Foundation establishments and services and is binding, without exception, on all individuals covered by its provisions, as defined herein. Ignorance or ambiguity of its contents cannot be used as grounds to exclude liability or responsibility.
2. The Executive Committee shall ensure a review of this Code every two years or whenever there is a significant change in relevant legislation or the Foundation's activities.

**Article 30**  
**Amendment, Modification, or Replacement**

This Code may only be amended, modified, or replaced, in whole or in part, by a joint resolution of the Foundation's Board of Trustees and Board of Directors.

Lisbon, October 8, 2024