



General operating regulations

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The definitions contained in this Regulation are valid only for the purposes of this Regulation and are not to be understood as replacing and/or conflicting with those contained in the system of responsibilities and powers adopted by IIT.

Part I - Rules governing the operation of bodies

1. Bodies

Pursuant to par. 6 of the Bylaws, the Bodies of the Istituto Italiano di Tecnologia Foundation (hereinafter the "Foundation") are the Board, the Chairperson, the Scientific Director, the Executive Committee ("Committee") and the Board of Statutory Auditors.

Any person who, in the last ten years, has been sentenced to imprisonment with a judgement that has been made final or has been subject to preventive measures ordered by the judicial authorities for acts that constitute a criminal offence according to the Italian legal system, may not be assigned a post or made a member, except in the case of rehabilitation.

The post holder or member who has a specific conflict of interest with the Foundation must inform the Board and abstain from relative discussions and deliberations.

The terms of members of the Foundation's Bodies, if renewed within the statutory limits, cannot be conferred again within three business years from termination of the previous mandate.

2. The Board

1. Role

Pursuant to Art. 7 et seq. of the Bylaws, the Board:

- directs the Foundation's activities, approves its strategies, and generally supervises its overall performance.
- appoints and removes its members and periodically assesses the compatibility of mandates with any other activities and assignments.
- appoints the members of the Board of Statutory Auditors and determines their remuneration.
- appoints and removes the Chairperson, determines their remuneration and assesses the compatibility of their mandate with other activities and assignments.
- appoints and removes the Scientific Director, determines their remuneration and assesses the compatibility of their mandate with other activities and assignments.
- appoints and removes the other members of the Executive Committee, determines their responsibilities, powers and remuneration and assesses the compatibility of mandates with other activities and assignments;
- It may, on the proposal of the Executive Committee, assign the post of Vice-Chairperson, determining their responsibilities and powers.
- Annually indicates, as part of the procedures for approving the budget of the Foundation, the programming of expenditure for its operations.
- appoints and removes the Evaluation Committee referred to in paragraph 15 and periodically assesses the compatibility of the assignment with any other activities and assignments.
- examines the Foundation's Budget, submitting comments to the Executive Committee if necessary.

- approves the budget and publishes it in the manner it considers most appropriate.
- proposes strategic guidelines also on the basis of the indications of the Evaluation Committee referred to in paragraph 15.
- approves, on the basis of proposals by the Executive Committee, the strategic plan referred to in paragraph 17;
- issues and amends the General Operating Regulations.
- approves, on the basis of proposals by the Executive Committee, the strategies for the development of Technology Transfer.
- evaluates the activity of the Foundation with the support of the Evaluation Committee referred to in paragraph 15; it may also call on the Scientific Technical Committee for certain assessment activities.
- decides on liability action, which entails the removal from the relative post of those against whom it is brought.

2. Chairperson of the Board

The Chairperson of the Board chairs meetings of the Board and the sub-committees referred to in paragraph 2.5 and coordinates their activities.

The Chairperson liaises with the Chairperson of the Foundation and the Executive Committee on behalf of the Board.

The Chairperson is elected by the Board from among its members.

The Board may also appoint a Deputy-Chairperson. In the absence of the Chairperson and the Vice-Chairperson, the Board is temporarily chaired by the most senior member.

The Chairperson may, in line with the Foundation's budget, make use of external consultants.

3. Composition

The Board consists of 15 ordinary members of recognised authority in their field. In order to ensure adequate representation of the categories concerned, as well as gender, the Board must include qualified representatives from the national and international scientific community, representatives of industry and finance, and particularly representative figures from civil society.

The members of the Board may not be holders in, or members of, any of the other bodies, nor may they be members of operational structures or other Statutory bodies within the Foundation. If this is the case, the member concerned is removed from the Board. This is without prejudice to appointment by the same Board to the Evaluation Committee referred to in paragraph 15 below. In the selection of ordinary members, candidates' participation in the Evaluation Committee or their involvement in other Foundation activities may be taken into account. A *curriculum vitae* of each member of the Board is published on the Foundation's website.

The Board elects the Chairperson from among the ordinary members, who remains in office for the duration of their post as a member of the Board or for a shorter period as may be specified by the Board.

Before the expiry of the term of office of each ordinary member, or in the event of the death, permanent impediment, expiry of term, removal, resignation or temporary suspension of an ordinary member in accordance with article 18 of the Bylaws, the Board, on the basis of a proposal by the Chairperson, and if it is not already established pursuant to paragraph 2.5,

appoints from among its members a nomination committee responsible for proposing nominations to the Board for each member to be appointed and for ascertaining the availability of candidates. Nominations are to be justified, with particular focus on criteria of independence, honourableness and professionalism. If the appointment of a new member has not already taken place, it shall be or shall be deemed to be included in the agenda of the first meeting following the proposal by the nomination committee.

If no one candidate obtains a majority of the votes cast, a fresh vote shall be taken. If no candidate obtains a majority of the votes cast in the new ballot, a final vote will be held between the two candidates with the highest number of votes. The candidate with the most votes in the final round is appointed. In the event of a tie in the second ballot or in the final vote, the younger candidate prevails. Any further ballots shall be carried out by repeating the procedure described above with candidates who were excluded in previous votes or ballots.

The Chairperson informs the successful candidate of their election. The candidate must accept the role within fifteen days of being informed. After this period has elapsed, the appointment will be deemed to have been rejected and the Board may proceed with a new vote or appoint a new nomination committee.

The Board may remove individual members by justified resolution adopted by a two-thirds majority of the Board members in office.

4. Function

The Board meets at least three times a year. It must be convened if at least four members, the Chairperson or the Executive Committee request so, indicating the items to be discussed.

Meetings are normally held at the Foundation's headquarters or other offices, but the Chairperson may convene meetings at other locations. Meetings may be held by audio-visual or telephone connection or by other means of communication, provided that all participants can be identified, that they have the documents under discussion, and that they are able to speak and vote.

Meetings are attended, without voting rights, by members of the Executive Committee and, on invitation from the Chairperson, by members of the Board of Statutory Auditors, the Magistrate assigned with the control of the Court of Auditors and any other persons, including those external to the company.

The Chairperson convenes the Board, sets the agenda and coordinates the work. The functions of secretary are carried out by the youngest member or by another qualified person who is not a member of the Board, including an external member.

The notice of convocation must indicate the date, time, place and agenda and may be sent by registered letter, telegram, fax or email. It must reach the addressee or their domicile at least 3 (three) days before the meeting. In cases of urgency declared and justified by the Chairperson, the time limit is reduced to 24 hours.

Each member must attend meetings in person and may not delegate others to represent them.

The Board is validly constituted when half of its members are present and decides by a majority of the votes cast. In the event of a tie, the Chairperson has the decisive vote.

The favourable vote of the majority of the members is required for the adoption and amendment of the General Operating Regulations, for the appointment, confirmation and removal of the Chairperson, the Scientific Director and the other members of the Executive Committee and for the resolution of liability action.

Board members can be declared disqualified by the Chairperson.

Minutes are taken of the meetings and signed by the Chairperson and the Secretary.

Each member may inspect the minutes.

For functional purposes and in compliance with the criteria of economy, efficiency and effectiveness, the Board may call on experts particularly qualified in related matters according to the provisions of Article 7 of the Bylaws, in compliance with applicable laws and Foundation policies.

5. Delegation of functions

The Board may delegate its functions to committees consisting of at least three ordinary members and appointed for a period of no longer than three years. The Board defines its operating procedures.

The following committees are set up within the Board and granted with advisory and proposal-making functions:

1.

- The Appointments, Remuneration and Governance Committee, which is assigned the task of supervising activities related to appointments, remuneration of bodies and corporate governance for the Foundation.
- The Strategic Committee, which has the task of overseeing the prior examination of topics that have a high impact on the Foundation's overall strategy.
- The appointment, confirmation and removal of members of the Executive Committee, the decision to take liability action against the Chairperson and/or the Scientific Director, the adoption and amendment of the General Operating Regulations and the approval of the budget cannot be delegated.

3. Chairperson

1. The role

Pursuant to Art. 9 of the Bylaws, the Chairperson is the legal representative of the Foundation, presides over the Executive Committee and supervises the execution of the Committee's decisions and the general running of the Foundation.

The Chairperson:

- convenes and chairs the meetings of the Executive Committee.
- proposes to the Executive Committee the ordinary and extraordinary administration activities to be delegated and the person(s) to whom powers are to be delegated; determines the organisation of the departments for direct collaboration and staff.
- takes necessary measures in urgent cases, reporting to the Executive Committee at its next meeting,

- maintains relations with the Board, the Supervisory Bodies, the Institutions and the supervising Administrations, and handles external and institutional relations, coordinating with the Scientific Director with regards to Communication activities of a scientific nature and content.
- proposes the appointment of the members of the Technical and Scientific Committee to the Executive Committee, as referred to in paragraph **13**, in consultation with the Scientific Director.

2. Method of appointment and duration of the position.

The Chairperson is appointed as described in par. **5.3**.

The term of office is four years, renewable, on the first expiry date, for no more than two further terms.

In the event of the death, impediment, expiry of term, removal, resignation or temporary suspension of the Chairperson, a person identified by the Board or, failing that, the most senior member of the Executive Committee, or, in the event of a tie, the oldest member, shall temporarily assume the functions of the Chairperson until the impediment ceases or a new Chairperson is appointed.

4. Scientific Director

1. The role

Pursuant to Art. **10** of the Bylaws, the Scientific Director is responsible for implementing the strategies and resolutions of the Executive Committee, coordinating and operating the scientific, administrative and support structures and allocating funds to the research structures in accordance with the strategic plan.

The Scientific Director is also responsible for ensuring that scientific activities are in line with projects for the use of Foundation technology.

The Scientific Director coordinates the Foundation's training activities and, with the support of the Scientific Technical Committee, selects the persons in charge of the research lines, agreeing with them scientific plans and programmes, and proposes the appointment of the relative people in charge to the Executive Committee.

2. Method of appointment and duration of the position.

The Scientific Director is appointed as described in par. **5.4** and is selected from a range of people with proven experience of managing organisations or research teams.

The term of office is four years, renewable, on the first expiry date, for no more than two further terms.

In the event of the death, impediment, expiry of term, removal, resignation or temporary suspension of the Scientific Director, the procedure set out in paragraph 5.4 below shall apply.

5. Executive Committee

1. The role

Pursuant to Art. **11** of the Bylaws, the Executive Committee plans the Foundation's strategies, which it submits to the Board for approval, and has full ordinary and extraordinary administrative powers.

The following strategies in particular are decided by resolution of the Committee and cannot be delegated:

- Establishment of research lines, offices and administrative functions, units for Technology Transfer referred to in par. **12**.
- On the proposal of the Scientific Director, the appointment and removal of research line managers.
- Definition, within the framework of the Foundation's Strategic Plan and on the proposal of the relative person responsible for the same, of strategies for developing Technology Transfer, which are to be submitted to the Board for approval, as well as of the relative actions to be implemented.
- Drafting and submission to the Board of the strategic plan with the indication of objectives and measurement indicators, as well as their periodical updating.
- Drafting and submission to the Board of Statutory Auditors of the Foundation's financial statements, in accordance with Art. **15** of the Bylaws.
- Drafting and approval of the Budget by 31 December of each year and the submitting of the same to the Board for consideration.
-
- Issuing and amending of operational policies and guidelines, in compliance with the Bylaws and these Regulations.
- Appointment and determination of remuneration for the members of the Scientific Technical Committee.
- Adoption of activity programmes.
- Determination of management criteria.
- Appointment of the General Manager and Technology Transfer Director.

2. General principles and duration of post for members of the Executive Committee

The members of the Executive Committee are appointed by the Board, after consultation with the Chairperson and the Scientific Director, and are chosen from lists of candidates, in order of priority.

Nominations are to be examined by the Board and justified with particular focus on the criteria of independence, honourableness and professionalism.

The list of candidates is also drawn up in such a way as to ensure gender balance.

The Chairperson communicates the appointments to those concerned. The person designated must accept the role within fifteen days of being informed. After this period has elapsed, the appointment will be deemed to have been rejected and the Board may proceed with a new vote or appoint a new nomination committee.

A *curriculum vitae* of each member of the Executive Committee is published on the Foundation's website.

The members of the Executive Committee, without prejudice to the forecast duration of the terms of office of the Chairperson and the Scientific Director, are appointed for a period of up to four years. The appointment is renewable. In the case of appointment resulting from temporary suspension

of the role, this shall be deemed to be until the expiry of the term for the suspended role. Members of the Executive Committee are required to inform the Board of their activities and external assignments immediately after accepting their appointment and during their assigned term of office.

3. Appointment method and duration of post for members of the Executive Committee other than the Scientific Director

Before the expiry of the term of office, in the event of non-renewal in accordance with paragraph 5.2, or within three months after termination due to death, resignation or any other reason, including temporary suspension from office of one or more members of the Executive Committee other than the Scientific Director, the Board, with the support of the relevant sub-committee pursuant to par. 2.5, and after consulting the Chairperson and the Scientific Director, assesses the candidates for the position of member of the Executive Committee, other than that of Scientific Director, during the meeting prior to the expiry of the term of office (or at the meeting to be convened within three months after the termination of the term of office due to death, resignation or any other reason).

In the event that it has not already taken place, the appointment of the members of the Executive Committee other than the Scientific Director is or is deemed to be included in the agenda of the last meeting prior to the termination of the current Committee.

The new members of the Executive Committee, with the exception of the Scientific Director, are chosen, one at a time, by the majority vote of the board, from the relevant shortlist of candidates, presented in order of priority.

If the candidate does not obtain the majority of votes, a new vote will be held for the nomination of the second candidate presented in the order of priority indicated in the list of candidates.

This procedure is repeated, if necessary, with the other candidates, if any, in order of priority.

If no candidate has obtained the majority vote of the members of the Board, the nominating committee identified by the Board pursuant to par. 2.5 and responsible for proposing candidates, proposes a new shortlist of candidates within 60 days to the Board convened for this purpose in order to assess the new candidatures.

The Chairperson communicates the appointments to those concerned. The person designated must accept the role within fifteen days of being informed. After this period has elapsed, the appointment will be deemed to have been rejected and the Board may proceed with a new vote or appoint a new nomination committee.

4. Method of appointment and term of office for the Scientific Director.

Before the expiry of the term of office, in the event of non-renewal in accordance with par. 5.2, or within three months from termination due to death, resignation or any other reason of the Scientific Director, the Board appoints a dedicated Committee, made up of 6 (six) persons external to the Foundation in addition to the Chairperson and their delegate - whose role is governed by specific guidelines to be approved by the Board upon proposal of the Executive Committee - responsible for drawing up a shortlist of candidates for the position of Scientific Director, which is to be submitted to the Board - through the relevant sub-committee pursuant to par. 2.5 - in the

meeting prior to the expiry of the term of office (or at the meeting to be convened within three months of termination due to death, resignation or any other reason).

If a Scientific Director has not already been appointed, said appointment of the Scientific Director shall be or shall be deemed to be included in the agenda of the last meeting prior to the termination of the role in question.

The Board, on the basis of the shortlist of candidates proposed, decides on the appointment with the favourable vote of the majority of the Board members.

If the first candidate does not obtain the majority of votes, a new vote will be held for the nomination of the second candidate presented in the order of priority indicated in the list of candidates.

This procedure is repeated, if necessary, with the other candidates, if any, in order of priority.

If no candidate obtains the vote of the majority of the members of the Board, the dedicated committee shall submit a further shortlist of candidates to the Board within 60 days. This is without prejudice to the possibility for the Board to set up a new dedicated Committee for this further selection process.

5. Function

The Executive Committee meets at least once every two months, or whenever the Chairperson deems it appropriate or the Scientific Director, the Director General or two other members of the Committee request so.

Meetings are attended by members of the Board of Statutory Auditors, the Magistrate delegated to audit by the Court of Auditors and, without voting rights, any other persons invited by the Chairperson or the Committee itself.

The Executive Committee is convened by the Chairperson, with a notice indicating the day, time, place and agenda, which is sent at least 3 (three) days before the meeting by registered letter, telegram, fax or email. In cases of declared and justified urgency, the time limit shall be reduced to twenty-four hours.

The Committee is considered to be properly constituted when the majority of its members are present. Each member must attend meetings in person and may not delegate others to represent them.

Meetings may be held by audio-visual or telephone connection or by other means of communication, provided that all participants can be identified, that they have the documents under discussion, and that they are able to speak and vote.

Meetings of the Executive Committee are chaired by the Chairperson. In their absence, by the most senior member; in the event of a tie, by the oldest member.

Decisions are taken by the majority of those present. In the event of a tie, the vote of the person chairing the meeting shall prevail.

Minutes of the meetings are taken and signed by the person chairing the meeting and the acting secretary. The minutes are sent by email to all members of the Committee.

6. Director General

1. The role

The Director General is responsible for administration, finance and control activities. They are also responsible for activities expressly assigned to them by the Executive Committee.

The Director General, if not a member of the Executive Committee, attends meetings of the Executive Committee without voting rights.

2. Method of appointment

The Director General is chosen from a selection of highly qualified people who meet the requirements of integrity and professionalism and is appointed by the Executive Committee on the proposal of the Chairperson, after consultation with the Scientific Director.

The Director General holds office for 3 years. The appointment is renewable.

7. Board of Statutory Auditors

1. The role

Pursuant to Art. 13 of the Bylaws, the Board of Statutory Auditors monitors compliance with the law and internal rules, as well as the proper keeping of accounting records, informing the Board of its assessments.

The term of office of each member, without prejudice to the provisions of the Bylaws, shall be until the date of the Board meeting called to approve the fifth term of office.

2. Method of appointment

Within three months of the expiry of the term of office of the Board of Statutory Auditors, the Chairperson asks the Board to appoint new members.

The Chairperson of the Board of Statutory Auditors is appointed by the Board.

In the event of the death, resignation or expiry of term of a Statutory Auditor, they will be replaced by the alternate designated by the Board, who shall remain in office until the expiry of the term of office of the Board of Statutory Auditors.

3. Activities

The Board of Statutory Auditors meets at least twice a year. It must be convened if one of its members requests so, indicating the subjects to be examined. Meetings are normally held at the Foundation's headquarters.

The Chairperson of the Board of Statutory Auditors convenes meetings of the Board, sets the agenda and coordinates tasks. The functions of secretary shall be performed by the youngest member. The notice of convocation must indicate the date, time, place and agenda and may be sent by registered letter, telegram, fax or email. It must reach the addressee or their domicile at least seven days before the meeting. In the event of

urgency, declared and justified by the Chairperson of the Board of Statutory Auditors, the time limit is reduced to three days.

Each member must attend meetings in person and may not delegate others to represent them, save for the case of substitution by a temporary figure.

The Board of Statutory Auditors is validly constituted with the presence of the majority of the auditors, replaced by alternates if needed.

Minutes are taken of the meetings and signed by the Chairperson of the Board of Statutory Auditors and the Secretary. Each member may inspect the minutes.

8. Certification of annual financial statements

1. Statutory Auditor

The Foundation's annual financial statements are subject to voluntarily auditing by an economic operator registered in the relative Registry of Statutory Auditors.

2. Appointment

The Statutory Auditor is appointed for a three-year term by the Executive Committee, from among those listed in the appropriate Register of Statutory Auditors and identified in accordance with the law.

The Committee shall inform the Board of this appointment.

3. Activities

The Statutory Auditor receives the financial statements from the Executive Committee and submits them to the audit procedures in accordance with the law. In the course of its activities, the Auditing Firm has access to the documentation necessary to carry out its mandate in accordance with privacy legislation. The Auditing Firm independently draws up a report which is sent to the Board, the Executive Committee and the Board of Statutory Auditors at least 10 days before the Board meeting called to approve the financial statements.

Part II - Rules governing the operation of the operational structures

9. Relations with Supervisory Ministries

In relation to the supervision to which the Foundation is subject pursuant to Article **18** of the Bylaws and carried out by the Ministries of Economy and Finance and of Education, Universities and Research, the Foundation, within 15 working days from the approval of the financial statements by the Board, shall communicate to the Supervisory Ministries (i) the financial statements and (ii) a report on the scientific activity carried out in the relative period.

10. Operational structures

The operative structures of the Foundation are:

- Research Lines.
- Technology transfer units.
- Administrative offices.
- The Scientific Technical Committee.

11. Research Lines.

1. The role

Research activity is carried out through a special form of organisation known as “matrix”, consisting of research lines for which a Principal Investigator is appointed, as described in section 12.2 below, working in the Foundation's facilities or hosted by other public or private research institutions under collaboration agreements with the Foundation, who are entrusted with the execution of a scientific programme. The research lines have their own staff and resources, as well as operational and financial autonomy within the framework of their delegated powers. They make use of material and financial resources assigned to them or obtained by them. The Scientific Director, or the function delegated by the same, coordinates the research lines, ensuring the efficient use of resources.

The research lines are directed or coordinated by a Principal Investigator and may comprise research teams, which are in turn led by a contact person, and which collaborate in the conducting of scientific activities, the management of the research line and the drafting of the annual report.

The Foundation's website describes the organisation of the research lines, gives the names of those responsible and provides their contact details.

2. Principal Investigator (hereinafter *P.I.*)

The *PI* is responsible for the management of the research line: they coordinate its activities and resources in accordance with the provisions of the Executive Committee, the guidelines and their own scientific programme. In particular:

- they collaborate with the Scientific Director to agree the annual and multi-year scientific programmes, and is responsible for their implementation, including carrying out research on behalf of third parties.
- after consulting the Scientific Director, they promote relations and collaborations with subjects outside the Foundation.
- they provide for the organisation of the research line.
- they identify the skills and human resources needed to carry out the scientific programme.
- they coordinate training activities.

The research *P.I.* consults the representatives of the different groups within the research lines on the most important decisions and can delegate its responsibilities.

13.1 Method of appointment of the *P.I.* and duration of term

The *P.I.* is chosen by the Scientific Director in the most appropriate manner, according to criteria of transparency and excellence and in compliance with the Foundation's policies and procedures.

The Scientific Director informs the Executive Committee of the successful candidate, the agreed scientific programme and the selection process. In the event of approval by the Committee, the Scientific Director shall negotiate with the designated person, also regarding the achievement of the scientific objectives to be pursued. Once an agreement has been reached with the candidate, the Executive Committee, acting on a proposal from the Scientific Director, proceeds with the relevant appointment.

12. Technology Transfer Unit

Technology Transfer activities are entrusted to the responsibility of one or more offices, set up by the Executive Committee, on the proposal of the Chairperson, after consulting the Scientific Technical Committee.

Technology Transfer activity is headed by a Director, appointed by the Executive Committee, on the proposal of the Chairperson, after consulting the Technical and Scientific Committee. The Technology Transfer Units are responsible for promoting, coordinating and implementing the Foundation's institutional objectives in the field of technology transfer.

Each Technology Transfer Unit, within its own sector, is responsible for defining technology transfer strategies and processes within the framework of the overall strategies of the Foundation, interacting with all internal and external stakeholders involved.

13. Scientific Technical Committee

13.1 Role

The Scientific Technical Committee (hereinafter "STC") has a general, mandatory but not binding advisory role with regards to the research activities carried out by the Foundation.

The STC is appointed by the Executive Committee on the proposal of the Chairperson and reports on its work to the Committee. It may also report to the Board, if expressly requested by the latter, through the Chairperson, on matters within their competence and on the basis of the activities described below.

The STC, represented by its Chairperson, participates in the meetings of the Executive Committee.

The STC carries out its activities:

- by expressing opinions on the quality and scientific - as well as technological and industrial if required - relevance of Technology Transfer projects,

research programmes and further scientific and technological initiatives in order to ensure consistency with the Foundation's aims.

- by expressing specific opinions on the strategic plan referred to in par. 17 and its consistency with the Foundation's aims.
- by expressing opinions on the allocation of funds, checking the appropriateness of funding requests and analysing the consistency of proposals with the Foundation's overall strategy.
- by expressing opinions, at the request of the Executive Committee, on the allocation of funds for research activities aimed at developing technology transfer, in consultation with the Head of Technology Transfer;
- by checking the progress and quality of research projects.
- by expressing opinions on any other matters, at the request of the Executive Committee.

2. Composition

The STC consists of a maximum of 20 permanent members, who are external to the Foundation and appointed by the Executive Committee from among representatives of the scientific and technological community and the industrial and professional world, with high levels of qualification in the fields relevant to the Foundation, relevant experience and recognised authority. The Executive Committee appoints its Chairperson from among the members of the STC.

The remuneration and the entity of the same are established by the Executive Committee on the basis of proposals by the Chairperson of the Foundation.

The term of office for the members of the STC is up to a maximum of five years and is renewable.

All members of the STC are bound to confidentiality in the carrying out of their functions.

3. Activities

The STC is organised into subcommittees with expertise in specific scientific and technological areas relevant to the Foundation's strategic plan.

Each subcommittee is chaired by a person responsible for the corresponding area.

Coordination of the activities of the whole STC is the responsibility of its Chairperson, in cooperation with the heads of the individual sub-committees.

Recommendations made by the STC are approved by its members unanimously or by majority. Specific recommendations for individual areas are adopted by the corresponding subcommittee unanimously or by majority and ratified by the Chairperson of the STC.

The coordination group consisting of the Chairperson of the STC, and the heads of the sub-committees meets at least twice a year with the Chairperson of the Foundation, on invitation of the same.

The whole STC meets at least once a year with the Chairperson of the Foundation, on invitation of the same.

The STC may call on experts with particular expertise on specific topics.

The STC defines its operating rules by adopting specific internal procedures, subject to the approval of the Executive Committee.

Meetings and other activities of the STC may be conducted using audio-visual or telephone means or other communication tools, provided that it is possible to

identify all participants and that they all have the documents under discussion and that they are able to speak.

The Committee's secretarial services are provided by administrative staff assigned by the Foundation, who document and record the activities carried out. One or more representatives of the STC, on invitation of the Chairperson of the Foundation, may attend meetings of the Executive Committee without the right to vote.

The financial resources for the activities of the STC are decided by the Executive Committee within the framework of the Foundation's annual budget .

14. Administration Offices

The Administration Offices are set up by the Executive Committee, on the proposal of the Director General, and carry out the activities determined by the Committee. The overall staffing and related costs are determined by the Executive Committee, on the proposal of the Director General, when drawing up the budget.

The Foundation's website describes the organisation of the Foundation, gives the names of administrative office managers and provides their contact details.

15. Evaluation Committee

1. The role

In order to carry out the function of evaluating the Foundation's activities, referred to in paragraph 2.1, the Board appoints one or more Evaluation Committees. These periodically analyse the overall performance of the Foundation.

2. Composition and duration

The Evaluation Committee consists of a minimum of 5 and a maximum of 15 members, who are prominent representatives of the international scientific and industrial community in the relevant areas, as well as management experts external to the Foundation. Members of the Board may also be members of the Committee.

The members are appointed by the Board, which also establishes the remuneration for the position and the budget for expenses related to the carrying out of the evaluation activities. The overall budget and costs for the activities of the Evaluation Committee are provided for when the Foundation's budget is drawn up.

3. Activities

The Evaluation Committee is set up for individual evaluation cycles and operates for the time necessary to carry out its mandate.

The frequency of the evaluation cycle is determined by the Board and is in any case no longer than 3 years.

More specifically, the Evaluation Committee analyses the overall management and results of the Foundation, expressing opinions and recommendations to the Board on the quality, relevance and prospects of the research and training activities carried out, on the excellence of the structure, the organisation and management of the Foundation and of the various research lines, on the funding methods and efficiency in carrying out the activities, on relations with the outside world and on the disclosure of results. All initiatives funded, even partially, by the Foundation are subject to assessment by the Committee.

Part III - The Foundation's Operating Rules

16. Principles

The functioning of the Foundation is guided by the principles of transparency and public information, autonomy of researchers, promotion of collaboration with other national and international research centres, with universities and with industry, the continuous evaluation of research, merit in the recruitment and career of scientific and administrative staff, equal opportunities, and competition in the purchase of goods and services.

The Foundation considers the violation of measures regarding conflict of interest contained in the Code of Behaviour and Scientific Conduct as a serious breach and reserves the right to act in the ways it deems appropriate in the event of such violations.

The Foundation respects the rules on the protection of personal data and encourages access by data subjects to the personal data concerning them.

The Foundation's website provides information on research programmes, ongoing and completed research, and relations with other Italian and foreign research centres.

17. Multi-year research planning

The Executive Committee defines the Foundation's multi-year plans and draws up the strategic plan. The plan must be approved by the Board, as must any subsequent amendments.

The plan defines the research areas, the general research objectives and strategies, as well as the main initiatives and result indicators for each area, so that it is possible, for each objective, to check the relative degree of achievement in terms of progress. It defines the ways in which Technology Transfer strategies and relationships with relevant industrial sectors are implemented.

The plan also includes forecasts on the human resources needed to carry out the activities and on investments in infrastructure and defines the organisational structure of the Foundation. The plan also provides information on research costs, fund raising and management of said funds. The Scientific Director, the General Manager and the Director of Technology Transfer are responsible for the implementation of these strategies in accordance with their powers.

18. Research funding

The Foundation favours the competitive allocation of its resources and encourages and facilitates research lines to find external funding. Research funding is provided for programmes and projects, which are evaluated in accordance with paragraph 20.

Each research line is allocated the material and financial resources defined between the Scientific Director, the Director General within the framework of their responsibility, and the person in charge of the line itself, who is in any case called upon to provide support to the Foundation in finding external funding.

For the purpose of funding individual research projects, the Scientific Director may entrust the evaluation of said projects to the STC or to individual members of the STC, respecting the coherence of these projects to the strategic plan, their originality and scientific importance, and the feasibility and appropriateness of the related costs. The Executive Committee is informed of the results of these activities.

The annual allocation of the Foundation's funds is carried out in accordance with the Foundation's strategic plan and, in particular, in compliance with the resources allocated by the plan and in a competitive manner with respect to specific projects or development initiatives. The allocation of the Foundation's funds to research lines takes place in conjunction with the preparation of the budget by the Executive Committee. In addition, each research line is committed to finding external public and private funding. Changes to the project funding system may also be made over the course of the year and will be decided by the Executive Committee on the basis of proposals by the Scientific Director. The Chairperson shall inform the Board of the changes.

19. Human Resources

Human resource management policies are based on the principles of the greatest possible freedom of action and experimentation, strict control of the scientific value of the results of the work carried out and maximum accountability of human resources for the results of the work carried out.

Researchers are recruited taking into account the nature of the assignment conferred, i.e., as a rule, by means of collaboration or employment contracts, in accordance with current regulations. The confirmation of research staff is carried out in accordance with the Foundation's procedures and in compliance with the relative legislation, taking into account the suitability of the employee and the coherence of a stable employment relationship with the Foundation's strategies.

The number of confirmed researchers, with reference to the categories of Tenured or Tenure Track staff, shall in any case not exceed approximately 15% of the total staff.

20. Research assessment

1. Principles

The Foundation continuously evaluates the results of research activity.

While respecting the scientific autonomy of research lines and researchers, the Scientific Director, the Executive Committee, the Chairperson and the Board ensure that the Foundation's resources are used on the basis of an evaluation of the results of the research activity, inspired by the principles of the Code of Behaviour and Scientific Conduct.

2. Scientific Director's annual report to the Executive Committee

When the budget is drawn up, each research line manager submits a report on the activity of their research line to the Scientific Director, within the terms established by the latter. The report describes, among other things, the scientific and educational activity, with particular reference to the results obtained, the prospects for development, cultural initiatives, publications, awards obtained, relations with other research institutes, patents and spin-off initiatives; the structure and organisation of the research line, with particular reference to staffing levels; and the funding arrangements, with particular reference to external project assignments acquired or planned to be acquired.

In addition, this report presents ongoing projects, assignments acquired, and projects and collaborations that are to be activated, together with the planned financing methods.

On the basis of these reports, the Scientific Director draws up a report which is forwarded to the Executive Committee. The individual reports of the line managers are available to each member of the Executive Committee at any time.

3. Chairperson's annual report to the Board

The Chairperson informs the Board and the Board of Statutory Auditors on the management of the Foundation at the same time as the budget is presented to the Board.

As part of the report, the Chairperson presents information and assessments on the status of the implementation of the strategic plan, the research funding provided, the research funding obtained, the results achieved and the activity of the individual research lines, future research programmes, as well as personnel measures and compliance with the principle of merit in recruitment, career development and remuneration.

Each member of the Board is entitled to send specific questions, within a relative period of time, which will be answered by the Chairperson and the Scientific Director during the meeting.

On the basis of this annual report, the Board takes the action it deems appropriate, including making recommendations to the Chairperson, the Scientific Director and the Executive Committee, or their removal, in accordance with paragraph **2.1**.

4. Report of the Evaluation Committee

On the basis of the reports prepared by the Evaluation Committee, the Board makes recommendations to the Chairperson, the Scientific Director and the Executive Committee on the scientific activity and overall management of the Foundation.