

**ORGANIZATION, MANAGEMENT
AND CONTROL MODEL
IN ACCORDANCE WITH
LEGISLATIVE DECREE
N. 231 OF 8 JUNE 2001**

**ADDENDUM A3
PROVISIONS FOR THE
PREVENTION OF CORRUPTION
AND FOR TRANSPARENCY**



**ISTITUTO
ITALIANO DI
TECNOLOGIA**

Entity	Italian Institute of Technology Foundation
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History	
Date	Short description
25/01/2010	Adoption of the Model of the Italian Institute of Technology Foundation
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1 INTRODUCTION

1.1 Foreword

With reference to the anti-corruption regulations set forth in the Addenda to the Model (Addendum 1, Addendum 2, Addendum 3 and Addendum 4), it seems necessary to anticipate some remarks on the applicability (from a subjective point of view), in general, of the public anti-corruption regulations and, in particular, *inter alia*, of Law n. 190 of 6 November 2012 and Legislative Decree n. 33 of 14 March 2013, which will be discussed in greater detail below.

It should be pointed out, in this regard, that the anti-corruption legislation imposes obligations on various entities of the legal system, sometimes identifying them clearly and unambiguously (for example, entities that may fall within the notion of 'Public Administration'), sometimes identifying them by referring to different institutions (companies, publicly controlled companies, subsidiaries, private law entities, foundations, etc.), with the result that it becomes necessary, from time to time, to proceed to carry out an interpretation and to define the potential applicability of certain regulatory provisions, also in accordance with a principle (repeatedly referred to by the legislation itself) of "compatibility".

For this reason, due to its specific legal set-up, the Foundation has carried out specific investigations to assess the applicability of anti-corruption legislation.

In particular, reference is made to the subjective scope referred to by both the Law 190/2012 and Legislative Decree 33/2013 and to the interpretation that the National Anticorruption Authority has made of these rules in its various resolutions on the subject, as well as in the National Anti-corruption Plan (PNA - **Piano Nazionale Anticorruzione**).

In view of this, and considering the particular legal nature of the Foundation, it is deemed necessary to refer to Article 2-bis of Legislative Decree 33/2013, which is fully quoted below:

"1. For the purposes of this decree, 'public administrations' means all the administrations referred to in Article 1(2) of Legislative Decree n. 165 of 30 March 2001, as amended, including port authorities, as well as independent administrative authorities of guarantee, supervision and regulation.

2. The same regulations provided for the public administrations referred to in paragraph 1 also apply, given its compatibility with:

a) public economic bodies and professional associations;

b) companies under public control as defined in Article 2, paragraph 1, letter m) of Legislative Decree n. 175 of 19 August 2016. Listed companies as defined by Article 2, paragraph 1, letter p), of the same

legislative decree, as well as companies in which they have a shareholding, are excluded, unless they are, not through listed companies, controlled or participated in by public administrations;

*c) associations, **foundations** and bodies governed by private law, however denominated, including those without legal status, with a budget in excess of five hundred thousand euros, **whose activities are for the most part financed, for at least two consecutive financial years in the last three years, by public administrations and in which all representatives or members of the administrative or management body are appointed by public administrations.***

*3. The same regulations provided for the public administrations mentioned in paragraph 1 shall apply, given its compatibility, only to data and documents related to the activities of public interest regulated by national or European Union law, to companies with public shareholders as defined by the legislative decree issued in implementation of Article 18 of Law n. 124 of law 7 August 2015, and to associations, **foundations** and bodies governed by private law, including those without legal status, with a budget in excess of five hundred thousand euros, **which perform administrative functions, activities of production of goods and services in favor of public administrations or management of public services.**"*

In accordance with this regulatory provision, the following aspects have been taken into account:

1. the legal status of the IIT Foundation;
2. the possibility to connect the Foundation to a legal entity under private law;
3. the dependence of the IIT from supervisory powers of the Ministry of Economy and Finance (MEF) and the Ministry of Universities and Research (MUR);
4. the impact of public contributions on the Foundation's sources of funding;
5. the total designation of the members of the administrative or management bodies of IIT by public administrations;
6. the implementation of administrative functions, of activities aimed at the production of goods and services for the benefit of public authorities or of activities qualifying as a public service,

noting that:

- the assumption that all members of IIT's management and supervisory bodies are appointed by public administrations is completely lacking;
- the conditions set out in the sixth bullet point above are also lacking, since IIT does not perform administrative functions, does not carry out activities aimed at the production of goods and services for the benefit of public authorities and does not perform activities that

can be qualified as a public service.

Therefore, the Foundation was not subordinate to the provisions of the anti-corruption and transparency regulations.

However, the Foundation, also taking into consideration the invitation made by the supervising ministries to voluntarily apply the provisions in question, has voluntarily chosen to identify and implement some of the measures provided for by the regulations, within the limits better specified in the Addenda.

This choice was a consequence, in the first place, of a similar decision to adopt a Model pursuant to Legislative Decree 231/2001.

Furthermore, in accordance with the principles of transparency that characterize its activity and which also constitute the practical implementation of the principles that inspire the Model itself, the Foundation has decided to spontaneously apply specific safety measures provided for by the anti-corruption legislation, as better defined in the Addenda.

This choice, it must be reaffirmed, was made within the limits of 'compatibility' expressed by the legislation and considering the need for a balance between the information to be made public, and the opposing protection requirements to be granted to the IIT's information and documentary assets.

The choices voluntarily made were also in compliance with the resolutions and acts issued from time to time by the National Anti-Corruption Authority (PNA, Decisions, including Decision n. 1134 of 8 November 2017, etc.), as better specified below.

The Addenda to the Model, therefore, after having carried out an overall examination of the regulatory context of reference and without implying that the rules therein are in any case applicable to IIT (Addendum 3), outline the anti-corruption measures that the Foundation has voluntarily decided to apply (Addendum 4).

1.2 The Regulatory Context

Law n. 190 of 6 November 2012, setting out '*Provisions for the prevention and repression of corruption and illegality in the public administration*', better known as the '*Anti-corruption Law*', introduced into the Italian legal system a specific regulation aimed at strengthening the effectiveness and efficacy of measures to fight corruption in the Public Administration.

With Resolution A.N.AC. n. 72 of 11 September 2013, adopted following the proposal of the Department of Public Administration pursuant to Article 1, paragraph 2, letter b) of Law 190/12, the first National Anti-Corruption Plan for the three-year period 2013-2015 was approved. This Plan provides general regulations, for the activities to fight corruptive phenomena, and provides specific

directives for the implementation of the rules at the level of the individual Administration.

The National Anti-Corruption Plan has been regularly updated, up to the latest Resolution n. 605 of 19 December 2023.

The content of Law 190/2012 was amended through a number of regulatory measures, and certain aspects of its application were also regulated.

The most important regulatory measures are listed below:

- i. Legislative Decree n. 33 of 14 March 2013 (*'Reorganization of the rules concerning the obligations of publicity, transparency and dissemination of information by public administrations'*), which came into force on 20 April 2013, introducing specific obligations for public administrations and private law entities controlled and participated by public administrations to publish on their websites the administrative activities for which they are responsible;
- ii. Legislative Decree n. 39 of 8 April 2013 (*"Provisions on Unsuitable and Incompatible Offices in Public Administrations and Private Entities in Public Control, pursuant to Article 1, Paragraphs 49 and 50, of Law n. 190 of 6 November 2012"*), which came into force on 4 May 2013, regulating cases where Public Administration representatives are unsuitable and incompatible with private entities in public control;
- iii. Presidential Decree n. 62 of 16 April 2013 (*'Code of Conduct for Public Administration Employees, approved in implementation of Article 54 of Legislative Decree n. 165 of 2001, as replaced by Law n. 190/2012'*), which updates previous obligations of disciplinary conduct in the public sector by supplementing them with several provisions on the fight against corruption;
- iv. the A.N.A.C. Resolution n. 1310 of 28 December 2016 (*"First guidelines containing indications on the implementation of the obligations of publicity, transparency and dissemination of information contained in Legislative Decree n. 33/2013 as amended by Legislative Decree n. 97/2016"*), the purpose of which is to provide guidance to public administrations, and other entities, on the main and most significant changes in the field of publicity and transparency of information;
- v. A.N.A.C. Resolution n. 1134 of 8 November 2017 (*'New guidelines for the implementation of the regulations on prevention of corruption and on transparency by companies and private-law entities controlled and participated by public administrations and public economic entities'*);
- vi. Law n. 3 of 9 January 2019 (*"Measures to fight crimes against the public administration, as well as in the matter of the statute of limitations of the crime and in the matter of transparency of political parties and movements"* so-called "Spazzacorrotti Law") which, by making

amendments to the Code of Criminal Law and the Code of Criminal Procedure Law, had the objective of enhancing the prevention, detection and repression of crimes against the public administration;

- vii. Law n. 114 of 9 August 2024 (known as the 'Nordio Law', containing '*Amendments to the Criminal Code, to the Code of Criminal Procedure, to the Judicial System and to the Code of Military Judicial System*'), which provided for the repeal of the crime of abuse of authority and reformulated the crime of passive corruption, whose scope of application is significantly reduced.

1.3 Sanctions under Law 190/2012

In general, non-compliance with the provisions of Law 190/2012 and subsequent amendments thereto constitutes a disciplinary crime for employees, and its confirmation triggers the procedure for the application of sanctions provided for by the legislation in force. Sanctions aimed at punishing non-compliance with internal protocols/procedures and anti-corruption provisions are regulated in the Model and, in particular, in the disciplinary system annexed thereto, to which reference is made.

1.4 Applicability to IIT of anti-corruption and transparency legislation

As mentioned above, IIT, as part of the continuous improvement of its governance and in particular of the system of controls and control measures related to the risks connected with its research activities, has voluntarily made the choice to broaden the scope of its Model, extending the risk analysis to all the crimes provided by Law 190/2012 for the prevention of corruption, incorporating, within the limits already described in paragraph 1.1 above, some of the measures on transparency of Legislative Decree 33/2013.

This initiative was agreed upon as a result of the necessary in-depth studies ordered by the Executive Committee on the actual scope and application to the IIT of the aforementioned rules, also in relation to the content of the A.N.AC. Guidelines, in particular under Decision n. 8/2015.

As part of these investigations, shared, first of all with the supervising ministries (Ministry of Economy and Finance and Ministry of University and Research) and, secondly, also with the Board of Statutory Auditors and the IIT Supervisory Body, on the basis of the interpretative clarifications provided by the A.N.AC. in the aforementioned Decision, the measures provided for the category of private law entities not under public control, as expressly defined by the law, were assessed to be applicable.

This is due to the fact that, in the present case, the IIT's governance model does not provide for any power of intervention in management on the part of the Supervising Ministries or other public

authorities. Furthermore, the characterizing elements cannot be connected with the IIT Foundation, pursuant to the law, the so-called 'public control', such as the implementation of administrative functions, the production of goods or services for the public administration, or the management of public services.

In this context, IIT, in accordance with the provisions for the category 'private law entities not under public control', has therefore shared the opportunity, with a view to a continuous strengthening of its governance model, to (i) extend the scope of its Model (adopted on 25 January 2010) also to the types of crimes provided by Law 190/2012, even if not relevant for the purposes of administrative liability governed by Legislative Decree 231/2001; (ii) and to include some of the measures provided by Legislative Decree 33/2013 for the aforementioned category of private entities.

1.5 The Anti-Corruption Law and Legislative Decree 231/2001

The Anti-Corruption Law has important interactions with the regulations on the administrative liability of entities under Legislative Decree 231/2001, to the extent that such entities have already adopted their own organization, management and control models for the various purposes provided for in that regulatory framework.

For a detailed description of the relationship between the Anti-Corruption Laws and Legislative Decree 231/2001, please refer to what is fully described in paragraph 1.2 of the General Section of the Model.

2 PROVISIONS FOR THE PREVENTION OF CORRUPTION AND FOR TRANSPARENCY

2.1 Recipients

This *Addendum* - and its Annexes - is addressed to all Addressees, as defined in paragraph 2.6 of the General Section of the Model.

For entities acting by mandate or on behalf of the Foundation, the contracts regulating their relations include specific clauses indicating clear responsibilities for non-compliance with the Code of Conduct and Scientific Behavior.

2.2 Methodology

For the purpose of preparing this *Addendum* and the underlying instruments (e.g. risk analyses, safety measures and protocols, etc.), in continuity and consistency with what was carried out for the drafting of the Organization and Management Model in order to comply with the requirements of Legislative Decree n. 231/2001, a similar analysis methodology was used, supplemented with the peculiarities required by the Anti-Corruption Law.

The Foundation used two analysis tools:

- analysis of documentation;
- interviews.

In particular, the following documents, among others, have been analyzed:

- Law establishing the IIT Foundation - Decree-Law n. 269 of 30 September 2003, converted into Law n. 326 of 24 November 2003;
- Statute;
- Court of Auditors, Resolution - Control Section on Entities, 16 March 2015, n. 23 - Reports on the result of the audit carried out on the financial management of IIT (financial year 2013);
- IIT's internal regulations and policies;
- sample documentation on procurement procedures (open procedures, piece works, direct awards);
- sample documentation of research contracts;
- sample documentation related to contracts concerning the economic exploitation of IIT's

- intellectual property (license agreements, transfers, etc.);
- sample documentation of contracts concluded with staff;
- sample documentation related to work and services contracts;
- health and safety documentation;
- sample documentation of maintenance contracts.

The following representatives were also interviewed:

- Scientific Director,
- General Manager,
- Legal Affairs Directorate,
- Planning and Management Control Department,
- Purchasing Management,
- Prevention and Protection Directorate,
- Technical Services and Facilities Management,
- Information Systems and Telecommunication Directorate,
- Administrative Management,
- Research Organization Directorate,
- Technology Transfer Directorate,
- Human Capital and Organization Directorate,
- Communication and External Relations Directorate,
- Internal Audit Department,
- Compliance Department,
- Associate Director Network Centers.

2.2.1 Identification and management of risks of corruption

The Foundation's corruption risk management process has been implemented through the following development stages:

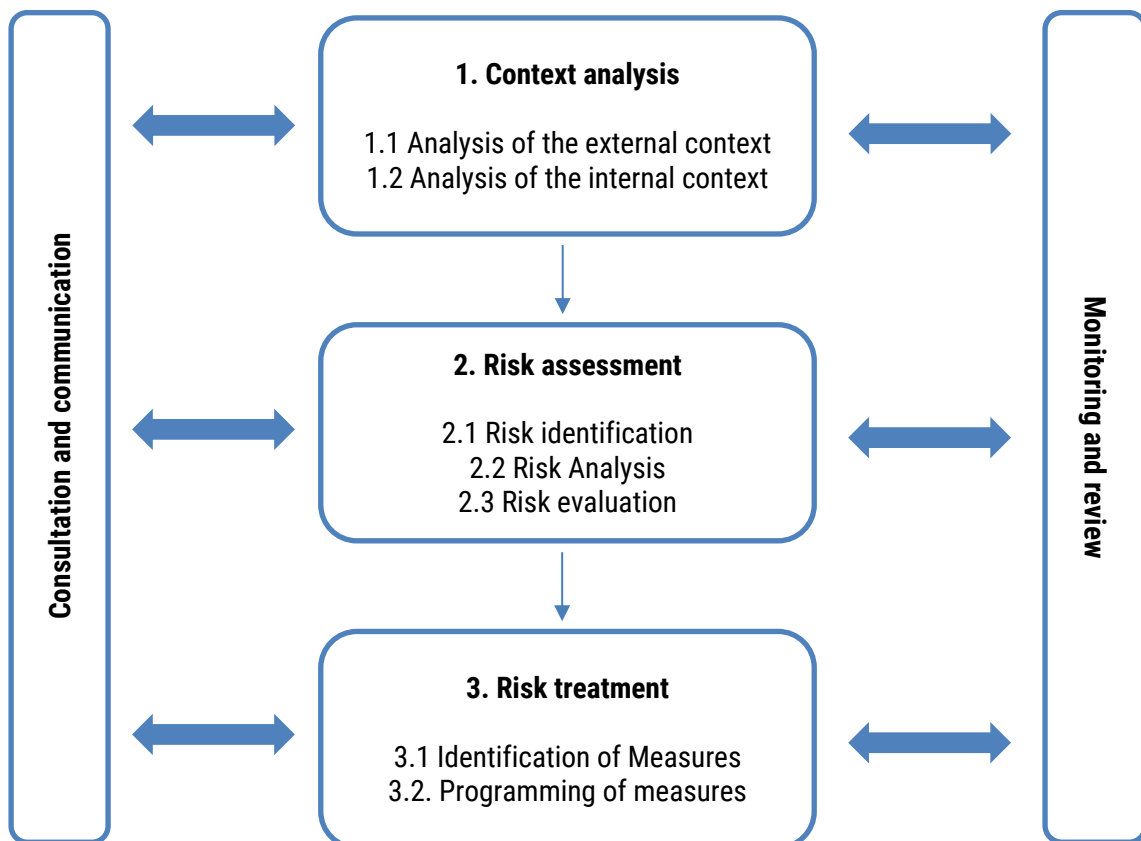


Figure 1. The corruption risk management process.

The fundamental principles adopted in the risk management process, in accordance with the provisions of the National Anti-corruption Plan (PNA), were taken from the UNI ISO 31000:2010 Principles and Guidelines, which represent the national adoption, in the Italian language, of the international standard ISO 31000 (November 2009 edition), drawn up by the ISO/TMB Technical Committee 'Risk Management'.

These principles can be summarized as follows. The risk management:

- ascertainably contributes to the achievement of the objectives and the improvement of

performance;

- is an integral part of all organizational processes of the Foundation;
- helps decision-makers to make informed choices, to define the priority scale of actions and to recognize different possible actions;
- explicitly takes into account uncertainty, the nature of that uncertainty and how it can be addressed;
- must be a systematic, structured and timely decision;
- is based on the best available information;
- is in line with the external and internal context and the organization's risk profile;
- takes human and cultural factors into account;
- is something transparent and inclusive;
- is something dynamic;
- promotes the continuous improvement of the organization.

2.2.2 Analysis of context

The first and essential phase of the process to identify risk areas is the one related to the context analysis through which the necessary information is obtained to understand how the risk of corruption can occur within the Foundation, due to the specific nature of the environment in which it operates.

In particular, the external context and the internal context of the Foundation were analyzed.

External context

The analysis of the external context has two objectives, on one side, to highlight how the structural and cyclical characteristics of the environment in which the Foundation operates can favor the occurrence of corruptive phenomena and, at the same time, affect the assessment of the corruptive risk and the monitoring of the suitability of the prevention measures. This is an essential preliminary phase that, if properly carried out, also enables the Foundation to define its corruption risk prevention strategy, and not only, taking into account the characteristics of the territory and the environment in which it operates. In particular, the analysis of the external context consists of identifying and

describing the cultural, social and economic characteristics of the territory or specific sector of intervention (e.g. cluster or sector) as well as the existing relations with stakeholders and how these may influence the Foundation's activity, eventually favoring the occurrence of corruptive phenomena within it.

With regard to the organization and structure of the Foundation, reference is explicitly made to what has already been described in detail in the General Section of the Model and, in particular, in paragraphs 2.1, 2.2 and 2.3.

Internal context

The analysis of the internal context concerns those aspects linked to organization and process-based management that influence the vulnerability of the structure to the risk of corruption and is aimed at highlighting, on the one hand, the system of responsibilities and, on the other, the level of complexity of the Foundation. Both these aspects put into context the corruption prevention system and are capable of affecting its level of implementation and adequacy.

The analysis of the internal context is based on the detection and analysis of the entity's processes (so-called 'process mapping'), taking into account the relevant organizational set-up and governance tools.

2.2.3 Mapping the risk areas

Process mapping is instrumental in the identification, assessment, and treatment of corruption risks. Process mapping has, in fact, led to the identification of areas that, due to the nature and peculiarities of the activity itself, are potentially exposed to corruption risks.

To this end, the Anti-Corruption Law and the National Anti-corruption Plan (PNA - Piano Nazionale Anticorruzione) identified the main areas of risk, such as:

- personnel acquisition and management;
- public contracts;
- measures related to an extension of the legal sphere of the addressees without direct and immediate economic effect for the addressee;
- measures related to an extension of the legal sphere of the addressees with direct and immediate economic effect for the addressee (results not present in IIT);
- management of revenue, expenditure, and assets;
- checks, verifications, inspections, and sanctions;

- responsibilities and appointments (placed in 'Public Contracts');
- legal affairs and litigation.

The Foundation, in line with the provisions of A.N.AC., has mapped, together with these areas, further 'specific areas', related to specific types of characteristics of the Foundation:

- communication activities;
- relations with public institutions;
- management of computer systems;
- research agreements.

The analysis of the objectives set by the last National Anti-corruption Plan shows that the intention to carry out an **integrated** process mapping pursuant to Legislative Decree n. 231/2001 and Law n. 190/2012, starting from the analysis of relevant processes, with a common identification, and then through a differentiation of risk assessment and objectives.

2.2.4 Risk assessment

The areas identified have been investigated to identify the relative level of risk exposure.

The criteria for carrying out the risk analysis have been identified in Annex 3 to the 2019 National Anti-corruption Plan (PNA) and consist of a series of indicators related to 'probability' and 'impact', as well as to the internal control system, to which values between 1 and 4 have been assigned, although the assessment has been then guided by a qualitative approach, with the aim of providing an overall measurement of the level of risk associated with the object of the analysis.

Addendum 2 - Process mapping at risk of crime gives details on the evaluation criteria.

Probability	Impact			
	Low (1)	Medium (2)	High (3)	Very high (4)
	1	2	3	4
	2	4	6	8
	3	6	9	12
	4	8	12	16
	Low risk	Medium risk	High risk	Critical risk
	1-3,9	4-7,9	8-11,9	12-16

Figure 2. Corruption Risk Matrix

The results of the risk analysis are described in an annex to this Model (Addendum 2).

2.2.5 Identification of corrective measures

Furthermore, the Foundation identified corrective measures, people responsible for them and timeframes, distinguishing between 'general measures' - characterized by the fact that they address the overall corruption prevention system, acting across the entire Foundation - and 'specific measures' - characterized by the fact that they address specific problems identified through risk analysis.

2.3 The role of the Compliance Director in preventing corruption

Taking into consideration the instructions contained in A.N.AC. Decision 8/15, the Foundation's Executive Committee assigned to the Compliance Director the following activities, to be performed in

coordination with the Supervisory Body:

- to verify the effective implementation of the anti-corruption program and propose amendments in the event of significant violations or changes in the organization;
- to monitor compliance with the rules adopted on publicity and transparency, reporting any delays in publications and ensuring that procedures are properly implemented,

all in accordance with the principles and within the limits set out in paragraph 1.1 of this Addendum.

The Committee, with specific regard to the new safety measures provided for the adoption of the Anti-Corruption Addendum, asks the Compliance Director to share with the concerned offices, if possible, type and timing of the corrective measures to be implemented.

The Compliance Director regularly verifies the complete and timely publication of the Executive Committee's decisions.

Taking into consideration, moreover, the close connection between the measures adopted pursuant to Legislative Decree n. 231/2001 and those provided for by Law n. 190/2012, the activities of the Compliance Director, with regard to the prevention of corruption, must be carried out in constant coordination with those of the Supervisory Body.



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