

Fondazione  
Compagnia  
di San Paolo

Internal regulations governing institutional activities

Approved by the Governing Council at its meeting of 16 March 2020

## **Article 1: purpose**

- 1.1. These regulations govern the criteria and means by which Fondazione Compagnia di San Paolo (hereinafter FCSP) pursues the objects set down in its governing document, with particular reference to the criteria for allocating resources to institutional activities, the rules concerning the planning, approval, management and evaluation of these activities and the forms of public information relating to them. The operational application of the criteria and principles expressed herein is set down in the “Guidelines for application of the internal regulations governing FCSP institutional activities”, which have been approved by the Management Board and communicated to the Governing Council.
- 1.2. The institutional activities are subject to the application of Italian legislative decree 231/2001 as amended, in accordance with the risk control and prevention model adopted by FCSP.

## **Article 2: areas of intervention and structural organisation**

- 2.1 Pursuant to art. 3, paragraph 1 of the Charter, the broad subject areas in which FCSP operates are:
  - a) research and education;
  - b) art, cultural assets and cultural activities;
  - c) health;
  - d) social policy.
- 2.2 For reasons of operational practicality, the organisation of the FCSP units tasked with carrying out its institutional activities may differ from the configuration of the broad subject areas, as defined in art. 3 of the Charter. FCSP’s organisation is structured according to its three Goals – Culture, People and Planet – which are pursued by dividing them into Missions.

## **Article 3: activity planning**

- 3.1 In the first year of its term in office, the Governing Council of FCSP discusses and approves the Multi-year Planning Document. This document establishes the broad lines of institutional activity for the duration of the Governing Council’s term in office; pursuant to art. 3 paragraph 1 of the Charter, it also indicates the major sectors in which FCSP intends to operate in the subsequent three-year period. In the course of its term in office, the Governing Council may update the Multi-year Planning Document and revises or confirms the major sectors in relation to the three-year term laid down by law. The draft Multi-year Planning Document is submitted to the Governing Council for examination at least one month before the date on which it is due to be approved.
- 3.2 By 31 October each year, the Governing Council, in line with the Multi-year Planning Document, where approved, authorises the Annual Planning Document, containing the lines of intervention for the subsequent calendar year. The deadline for submitting the draft

document to the Governing Council for examination is ten days prior to the meeting at which it is due to be approved.

- 3.3 The Annual Planning document establishes the total amount of resources allocated to institutional activities and how these will be divided. It also sets down guidelines for the allocation of funds to the units tasked with carrying out institutional activities, and indicates the Culture, People and Planet Goals and other Departments if applicable.
- 3.4 During the course of the financial year, the Management Board may adjust the distribution of resources allocated to institutional activities, having first evaluated the situation and set down the reasons for any changes it decides to make. The amounts allocated to individual activities may be increased or reduced, but no change may exceed 10% of the original amount allocated to the activity in question and the total amount made available for the full set of activities must not exceed the originally approved total.
- 3.5 In preparation for the drafting, examination and approval of the Annual Planning document for the following year, the Governing Council receives, by the end of July, a report from the Committees of the Governing Council, if set up pursuant to the Charter, covering the sectors for which they are responsible.
- 3.6 The draft Multi-year Planning Document and the draft Annual Planning Document are prepared by the Secretary General, with the aid of the units concerned. The Secretary General may request the submission of any further information that may be necessary for this purpose.
- 3.7 The planning documents are made available through various channels to ensure adequate public knowledge of them.

#### **Article 4: vehicles for institutional activity**

- 4.1 Within the framework of its institutional activity, FCSP operates through the following:
  - a) non-commercial Auxiliary Bodies, having legal personality, through the action of which FCSP pursues the objects set down in its Charter. Approval for recognising or revoking Auxiliary Body status is given by the Governing Council, on the basis of a proposal submitted by the Management Board, setting out its reasons for said recognition or revocation, with particular reference to the body's mission and objectives, having first consulted with the body concerned and, in the case of partnerships, with its associates or other founding members. The list thereof is kept up to date by the Secretariat to FCSP's governing bodies;
  - b) participation in non-profit organisations, including social enterprises, consortia and similar entities that operate exclusively within the scope of FCSP's broad subject areas in line with its planning framework and have particular sectoral and territorial importance. The

list thereof is kept up to date by the Secretariat to FCSP's governing bodies;

c) special programmes and projects, whether short-term or of multi-year duration, each aimed at achieving a single goal or multiple coordinated goals, and which may involve the integration of directly managed initiatives and support for projects or even the institutional activity of third-party bodies, provided these are eligible under the law and FCSP's Charter and internal regulations. The lines of intervention and the procedures for running and evaluating each special programme and project are set down by the Management Board on the basis of the general guidelines submitted for the approval of the Governing Council;

d) operational projects, whether short-term or of multi-year duration, aimed at achieving specific purposes, designed and managed directly by FCSP, by means that may include purchasing services from external providers or making contributions to third parties for carrying out coordinated, integrated operations;

e) formal agreements, generally of multi-year duration, between FCSP and other large, complex bodies. These agreements set down the aims of the agreement itself and the obligations of the parties to the agreement, with particular reference to the funding commitments made by FCSP, the time-lines over which such funding is to be spread and the specific purpose of the funding. They also specify the mechanisms for governing and monitoring the use of funding and evaluating the process and its results;

f) Support for the institutional activity of entities that have a high level of scientific, cultural or socio-economic importance in the field and territory in which they operate and the capacity to guarantee continuous action over time, and that carry out their institutional activity mainly in a territory deemed to be of special importance;

g) calls for proposals and other structured selection processes involving pre-defined procedures for access and selection on the basis of specific requirements published by FCSP;

h) grants for projects submitted by third parties. This represents economic support in the form of contributions and, where possible and appropriate, technical and organisational support, including pre-design and pilot activities.

4.2. Subject to formal approval by the Managing Board, FCSP may allocate part of the resources earmarked for institutional activities to cover all or some of any loss of earnings deriving from mission-related investments and/or to protect capital earmarked for these investments. Also subject to formal approval by the Managing Board, FCSP may allocate resources for institutional activities jointly to mission-related investments.

4.3. FCSP directly or indirectly carries out all activities of documentation, study, research, training, data collection, data analysis and evaluation that may improve the way it performs its activities and its communication and dissemination of the results thereof. The Secretary General is responsible for how the resources earmarked for this purpose in the Annual

Planning Document are used.

#### **Article 5: subjective and objective requirements for submitting applications**

- 5.1 The Charter sets down a binding list of legal entities that are ineligible for any form of grant or subsidy. The Management Board establishes the subjective requirements for the eligibility of proposers of initiatives and the objective requirements that their proposals must meet. These requirements are set down in the “Guidelines for application of the internal regulations governing FCSP institutional activities”. The requirements may be reviewed periodically.

#### **Article 6: submission of grant applications and subsequent selection procedures**

- 6.1 The procedures for submitting applications for assistance are established and publicised by the Management Board, which may delegate this function to the Secretary General, in accordance with the principles of transparency of conditions of access and optimum performance of the selection process.
- 6.2 Applications are normally sent to FCSP using the online application system. Applicants are not generally required to sending their applications or accompanying materials in hard-copy format. Certain FCSP projects, involving a high degree of experimental content and intensive co-design activity with bodies and institutions located in the territory, may be exempt from the requirement for the third-party bodies involved in their implementation to submit an application via the online application system.
- 6.3 Preliminary checks to ensure that applications meet the requirements for eligibility are carried out by the FCSP units under the responsibility of the Secretary General. These units may avail themselves of the Auxiliary Bodies or independent experts appointed for the purpose.
- 6.4 Once it has been established that the proposals meet the requirements for eligibility, the relevant units make an initial evaluation of them to check that they are consistent with FCSP’s current planning framework, are of high quality and interest, internally coherent and compatible with the resources allocated for the year. These units then compare them, and in the case of calls for proposals, compile a ranking of them.
- 6.5 Entities eligible to receive grants in support of institutional activity, i.e. entities with a high level of scientific, cultural or socio-economic significance, are selected by FCSP on the basis of their importance in the field and territory in which they operate. The Management Board is responsible for establishing the general criteria governing grants in support of institutional activity, with particular reference to upper limits (in terms of absolute and/or relative value), and rules prohibiting long-term continuity and/or requiring rotation of the beneficiary entities. The Governing Council shall be informed of these criteria.
- 6.6 When taking decisions regarding the allocation of grants aimed at supporting institutional

activity, the Management Board may establish conditions relating to the use of the funds provided or, more generally, to the activity of the beneficiary entity. The award of possible subsequent grants to the same entity shall be subject to compliance with these conditions.

- 6.7 The relevant units, under the responsibility of the Secretary General, report annually to the Management Board on whether they recommend the full or partial renewal of the grant aimed at supporting the institutional activity of the beneficiary entities.

#### **Article 7: decision-making powers relating to the administration of institutional activity**

- 7.1 The Governing Council is responsible for:

a) approval of the general lines of the programmes and special projects within the framework of multi-year and annual planning documents in response to proposals from the Management Board. The Management Board is responsible for managing programmes and special projects and specifies their lines of intervention and the procedures for implementing and evaluating them;

b) granting “Auxiliary Body” status and approving – by means of a specially drawn-up regulatory framework – documents specifying the procedures for strategic and organisational liaison between FCSP and the Auxiliary Bodies, in response, in both cases, to proposals from the Management Board. The liaison procedures shall respect the autonomy of Auxiliary Bodies, with particular reference to their scientific and cultural activity.

- 7.2 All other decision-making powers relating to the administration of FCSP’s institutional activities lie with the Management Board, which exercises them in line with the planning documents.

- 7.3 In order to ensure adequate coordination between the work of FCSP and the work of the bodies in which FCSP has the power to appoint representatives, board members or equivalent post-holders, the Management Board defines the procedures for periodic reporting by said appointees.

- 7.4 Under the responsibility of the Secretary General, the relevant FCSP units verify the coherence, quality of performance and results of projects or other activities funded, against the targets and methods assessed in the preliminary examination and approval phase. Monitoring is normally carried out using standard tools made available online. Special programmes and projects managed by FCSP may require specific forms of monitoring and the use of dedicated tools.

#### **Article 8: technical/scientific committees and the bodies they report to**

- 8.1 The Governing Council may appoint one or more Scientific Committees and establish the duration of their appointment, their operating procedures and the remuneration of their members, on the basis of consultations with the Board of Auditors and a specially drawn-up

regulatory framework. The Scientific Committees, which have an international outlook, assist the Governing Council with analysis and planning. Should the Governing Council decide to establish multiple committees, the range of action of each must be clearly identified when they are first set up.

- 8.2 The Management Board may appoint Technical Evaluation Committees made up of experts, and establish their powers, operating procedures and remuneration in consultation with the Board of Auditors. The Technical Committees assist the Management Board, the Secretary General and the relevant units in the design and evaluation of programmes or specific initiatives. The Management Board may assign similar functions to bodies or specialised companies. For the purposes of selecting the members of Technical Committees, the Management Board may consult with the relevant Advisory Committee for the subject concerned, if one exists.
- 8.3 The President, having consulted with the Board of Auditors for the purpose of determining their remuneration, may appoint experts to perform the task of compiling rankings of initiatives submitted in response to calls for proposals, in coordination with the relevant units, or assist the relevant units by providing professional opinions on specific aspects of FCSP institutional activities.

#### **Article 9: distribution of information**

- 9.1 Every six months, the Secretary General shall provide the Management Board with a summary statement of rejected applications.
- 9.2 In order to provide the Governing Council with the necessary information to fulfil its policy-making duties, the Management Board shall submit a report, at least once every six months, on the decisions it makes with regard to institutional activities.
- 9.3 FCSP's annual financial statements shall be accompanied by a report on the institutional activities carried out in the course of the year, with a list of all the parties that have benefited from its grants. This report is widely distributed.