

Work package 2

Deliverable: D2.6 Package of draft internal regulations

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The main outcome

- Providing the draft internal regulations of the BANOS Association

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Description of task: (i.e. as in the Description of Work)

An efficiently functioning dedicated implementation structure (DIS) is the key element of a successful programme. Although the current BONUS Art. 185 DIS – European Economic Interest Grouping (EEIG) – has been serving flawlessly for the Baltic Sea programme, there are other options of possible legal forms (e.g. association). In a broader context, and taking into account currently ongoing developments, both the evaluation of H2020 and the preparation of Horizon Europe provide elements with potentially suitable partnership instruments. Therefore, the first and foremost sub-task under this task is to analyse the options of the DIS legal form and agree on a final proposal among the participating NFIs. Once the legal form is decided, the steps to follow will include drawing (or updating, should EEIG be selected as the legal form) the DIS statutes and the liability agreement, as well as preparing a package of internal regulations, e.g. rules for handling the cases of conflict of interest and confidentiality rules.

The analysis will be used for proposing the establishment of a DIS optimally fit for the future programme. This task will mostly involve legal experts of the participants; several working meetings will be necessary for negotiating and agreeing upon DIS and drafting the respective legal documents. The work on this task will continue from M1 till M36. It is expected that the decision on DIS is adopted in M26; by M32 the draft package of the legal documentation is ready and by M36 the draft package of the necessary internal regulations is ready.

Contents

| | | |
|--|--|----|
| 1 | Executive summary | 4 |
| 2 | Introduction | 5 |
| 3 | Internal regulations of BANOS Association | 5 |
| 3.1 | Operational Procedures of BANOS Association | 5 |
| 3.2 | Handling of Confidential Information in BANOS..... | 6 |
| 3.3 | Conflict of Interest Policy in BANOS..... | 6 |
| 3.4 | Personal Data in BANOS..... | 6 |
| 4 | Conclusion..... | 7 |
| Annexes: | | 7 |
| Annex 1: Operational Procedures of BANOS Implementation Structure (BANOS IS) | | 8 |
| Annex 2: Handling of Confidential Information in BANOS | | 14 |
| Annex 3: Conflict of Interest Policy in BANOS | | 17 |
| Annex 4: Personal Data in BANOS | | 20 |

1 Executive summary

Based on the deliverables D2.1 *Options for the legal form of the future programme's dedicated implementation structure*, D2.4 *Package of legal documentation* and D2.7 *Set of model agreements proposed for implementation of the future joint Baltic and North Sea Research and Innovation Programme (BANOS)*, a package of internal regulations has been developed for the use of the centralised BANOS Implementation Structure (BANOS IS) as planned in the BANOS CSA. This package includes four documents for effective and transparent management of BANOS IS: Operational Procedures of BANOS, Handling of Confidential Information in BANOS, Conflict of Interest Policy in BANOS and Personal Data in BANOS. All draft documents have been made so that they can be used in a wide variety of situations and easily modified as needed.

The chapters of the deliverable describe the purpose and the content of each internal regulation. The draft internal regulation documents are included as annexes to the deliverable.

2 Introduction

Based on conclusions drawn in the BANOS CSA deliverable D2.1 *Options for the legal form of the future programme's dedicated implementation structure*, a package of legal documents for founding an association in Finland were drafted in the deliverable D2.4 *Package of legal documents*. This package included three documents - the charter of the Association, the rules of the Association and a request for exemption for having a chairperson non-resident of Finland - which are mandatory under Finnish law when establishing an association. Now, this deliverable – D2.6 *Package of internal regulations* – provides four further documents that introduce more detailed management procedures of BANOS Implementation Structure (BANOS IS) and set out the principles for handling confidential information and the rules for conflict of interest situations in management of the BANOS Programme. The package also includes a data protection policy of personal data¹ in BANOS IS.

The procedures and rules set by these documents make the management of the BANOS IS structured and transparent, and they facilitate the possible start-up of the activities of the BANOS IS. Some of the internal regulations are also useful and applicable for lighter and informal management structures, such as conflict of interest rules for a shared Call Secretariat.

3 Internal regulations of BANOS Association

The package of internal regulations contains 1) Operational Procedures of BANOS IS (Annex 1); 2) Handling of Confidential Information in BANOS (Annex 2); 3) Conflict of Interest Policy in BANOS (Annex 3) and 4) Personal Data in BANOS (Annex 4). Each document is briefly summarised below.

3.1 Operational Procedures of BANOS Association

The Operational Procedures of BANOS IS provide the operational and practical framework for BANOS operations. The procedures clarify and supplement the Rules of the BANOS IS (proposed legal form to be an association under Finnish law; see Annex 1 of the *D2.4 Package of legal documents*) in order to ensure the proper functioning and administration of the BANOS IS. The Operational Procedures are supplementary and subordinate to the Rules of the BANOS IS. Nevertheless, the procedures may be adapted or developed when needed.

The article 1 of the Operational Procedures deals with the rights and the obligations of the members of the BANOS IS. The role and responsibilities of the Steering Committee - the highest co-operation organ of the members of the BANOS IS - and the Chair of the Steering Committee, as well as the decision making procedures of the Steering Committee meetings, are described in the articles 2 and 3. The article 4 explains the role and the functions of the Director and the responsibilities of the Secretariat. The provisions related to the financial management of the BANOS IS are described in the article 5 and the general rules of conduct in the article 6. Finally, the article 7 sets out the procedure for amending and reviewing the Operational Procedures.

¹ Article 24 of the Regulation (EU) 2016/679 (GDPR)

3.2 Handling of Confidential Information in BANOS

As a general rule, information and documents received or generated by the BANOS Programme or the BANOS IS are considered as public unless there is a valid reason to keep it confidential. Handling of Confidential Information in BANOS describes the policies and practices regarding the handling of confidential information in BANOS IS in order to avoid unintentional disclosure of confidential information.

The document lists the different types of information the BANOS IS holds and their confidentiality levels. Further, it goes through various rules and criteria that determine the confidentiality of information, e.g. applicable laws, the contractual obligations, etc. Finally, the document describes how and when information can be declared as confidential if no other obligation prevails and who has access to confidential information in the BANOS context.

3.3 Conflict of Interest Policy in BANOS

The Conflict of Interest Policy sets out principles and procedures regarding potential conflict of interest of individuals in participating call process (e.g. proposals application, evaluation and decision-making), or any other decision-making situation in the context of BANOS Programme. The purpose of the policy is to ensure the objectivity and transparency of the overall decision making in the BANOS Programme and especially in the call process, i.e., to guarantee an equal and fair treatment of the applicants.

The document describes the situations in which a person has a conflict of interest in the BANOS call process or decision-making and gives concrete examples of such occasions. Further, it sets out the procedures of announcing and deciding on the presence or the absence of conflict of interest and the further measures in that particular context.

3.4 Personal Data in BANOS

The EU General Data Protection Regulation (GDPR) entered into force on 25 May 2018. The GDPR applies to the processing of personal data - any information relating to a person who can be directly or indirectly identified. The term "processing" comprise any operation which is performed on personal data, such as collection, recording or a storage of data.

The GDPR applies to natural or legal persons, public authorities, agencies or other bodies - called as "controllers"- processing personal data. According to the article 24 of the GDPR each controller shall implement appropriate technical and organisational measures to ensure and to be able to demonstrate that personal data processing is performed adequately. These measures include the implementation of appropriate data protection policy by the controller.

In the deliverable D2.7 *Set of model agreements* a model of the Joint Controllers' Agreement was introduced for the use of execution of joint BANOS calls. In addition to this, the BANOS IS - if established - must have its own data protection policy and Personal Data in BANOS has been developed for this purpose. The document describes the types of personal data processed within the BANOS context, how personal data is collected, how consents are handled and how long different data types are stored. It also defines the lawful basis for each data type, what data might be transferred to third parties and how a person – called as "data subjects" – can influence the processing of the personal data. Finally, it identifies the risks of personal data processing within the BANOS context and the procedures when data protection in BANOS IS is compromised.

4 Conclusion

The internal regulations of the BANOS IS presented here facilitate a smooth and effective start of the BANOS IS. In addition, the procedures and rules set out in the internal regulations openly and transparently express the basic principles of the BANOS IS management. The flexibility of internal regulations allows them to be modified as appropriate.

Annexes:

Annex 1: Operational Procedures of BANOS Implementation Structure (BANOS IS)

Annex 2: Handling of Confidential Information in BANOS

Annex 3: Conflict of Interest Policy in BANOS

Annex 4: Personal Data in BANOS

Annex 1: Operational Procedures of BANOS Implementation Structure (BANOS IS)

Preamble:

[BANOS Association] is governed by the rules as adopted on [date] by the founders (the **Rules**), which define its purpose and set out the legal framework necessary for the operation of the Association. In accordance with the Article 8 of the Rules, the Steering Committee of the [BANOS] has adopted these Operational Procedures on [date] in order to ensure the proper functioning and administration of the Association (the **Operational Procedures**). The Operational Procedures are supplementary and subordinate to the Rules of the Association. In the case of any contradiction between the Operational Procedures and the Rules, the latter shall prevail.

The Operational Procedures provide the operational and practical framework for [BANOS] operations. Notwithstanding this, the procedures contained herein may be adapted or developed when needed at any time following the procedure established in Article 7 of this document.

The Operational Procedures apply to all members, the staff employed within/seconded to/ contracted by the Association, to anyone appointed or contracted or participating in actions launched by the Association and observers or guests to the Association's meetings.

Article 1 – Members

Admission to the Association as a member is granted as set out in Article 3 of the Rules. The withdrawal and termination of membership is ruled by Article 5 of the Rules.

The members have the rights given by the Rules from the moment their membership is approved. These rights include, but are not limited to, the following:

- admission and voting right in the Steering Committee;
- eligibility to take part in all committees, working groups and other bodies created by the Steering Committee;
- access to the books, records and working documents and other documents of the Association;
- receipt of appropriate notice of all meetings of the Association;
- participation in any appropriate meetings, workshops, conferences and other events organised by the Association

Members shall appoint two natural persons ('permanent representative' and 'substitute representative') who may attend and represent the member in the meetings and decision-making of the Association. If neither of the representatives is able to attend the meeting, the member organisation may be represented by a proxy. The representative(s) shall ensure that information concerning the activities of the Association is circulated nationally, as appropriate.

Members shall contribute an annual membership fee as set out in Article 4 of the Rules. The Steering Committee adopts annually a budget and determines the amount of the membership contributions. Members shall bear their own (and their representatives' and experts appointed by them) costs for attending meetings, events or any other committee or body of the Association.

Members shall contribute to working groups and other subsidiary bodies of the Association through their representative(s) or appointed experts.

In addition to fulfilling their obligations, members and their representative(s) are expected to engage in the activities of [BANOS] through e.g.:

- direct or indirect support e.g. facilitating and hosting events/meetings, presenting their national perspectives, producing written contributions if required;
- representing [BANOS] at external events;
- supporting [BANOS] communications;
- supporting [BANOS] through in-kind contributions.

Article 2 – Steering Committee

The Steering Committee is the highest decision-making organ of the members of the Association. It determines the guidelines for all the activities and all policies of the Association.

The Steering Committee is composed of the representative(s) of the members of the Association, as set out in Article 3 and Article 6 of the Rules. Any changes in the representation in the Steering Committee shall be immediately communicated in writing to the Chair of the Steering Committee or the Director by the member's authorized representative.

Steering Committee shall be responsible for:

- approving and monitoring actions, annual working plans and annual budgets of the Association;
- appointment, suspension and dismissal of the Director and determination of its remuneration;
- specifying the objectives of the Association;
- updating the BANOS SRIA;
- general communication planning;
- creation, suspension and termination of committees and working groups;
- defining the operational procedures of the Association

The above-mentioned list is a non-exhaustive. Steering Committee may delegate tasks to the Director or any other person, committee or body that has been set up where appropriate.

A Chair and a Vice-Chair of the Steering Committee shall be elected among the representatives of the members for a term of two years.

The responsibilities of the Chair shall be to:

- Ensure that the Steering Committee remains focussed on the purpose of the Association;
- Promote high ethical and scientific standards and the efficient use of the funds of the Association;
- Direct meetings in order to ensure high quality of the Steering Committee meetings and an effective decision-making process; and
- Address the Steering Committee on matters which are not the responsibility of the Director or concerning the relationship between the Steering Committee and the Director.

In the absence of the Chair, the Vice-Chair shall act in his/her place and shall assume the same responsibilities as the Chair.

Each representative undertakes to avoid a conflict of interest in accordance with the *Conflict of Interest Policy of BANOS*.

Article 3 – Decision making and meetings of the Steering Committee

The decision making of the Steering Committee is based on consensus. If the consensus is not reached, decisions shall be taken by voting in accordance with the Article 7 of the Rules.

The meetings of the Steering Committee shall be held as set out in Article 7 of the Rules.

The Director shall announce the meeting by e-mail or in other written form at least 30 calendar days before the planned meeting. A draft agenda of a Steering Committee meeting is prepared by the Director. Any member may request to add an item to the agenda up to twenty (20) days before the meeting by informing the Chair of Steering Committee and Director by e-mail. The amended agenda shall be circulated to all addressees of the invitation letter in the same manner as the invitation letter at the latest fifteen (15) days before the meeting. The agenda and the necessary working documents shall be circulated to the Steering Committee members at least with 10 calendar days notice. If the matter is urgent, the members may, by way of exception, waive this rule.

Agenda of the Annual Meeting shall include following mandatory items:

- Presentation and approval of the financial accounts consisting of an income statement, and a balance sheet;
- Presentation and approval of the annual report;
- Presentation on the auditor's report;
- Decision upon the measures regarding the approved balance sheet;
- Election of the auditor(s) for the ongoing financial period.

Minutes shall be taken for all meetings of the Steering Committee. Each decision taken by the Steering Committee as well as the results of the voting on each decision shall be recorded in the minutes of the meeting. The minutes shall be distributed to the delegates shortly after a meeting. The minutes shall be considered as accepted if no objections have been communicated to the Director within three weeks. Thereafter, the minutes are signed by the Chair.

In case of necessity, the Steering Committee may take a decision by a written procedure. To this end, the Director shall communicate the Steering Committee members the proposed measures on which their opinion is sought. This communication shall include all relevant background information. Any member having received the message who does not express his or her opposition or intention to abstain before the deadline laid down in the letter is considered to have given his or her silent agreement to the proposal; the response period must not be less than 10 calendar days.

Delegates representing members at the Steering Committee shall take any action to avoid situations of conflict of interests in accordance with the *Conflict of Interest Policy of BANOS*. They shall inform the Chair of the Steering Committee and the Director timely of any situation constituting or likely to lead to a conflict of interests.

Article 4 - The Director and the Secretariat

The Association shall be managed the Director as set out in Article 9 of the Rules.

The responsibilities of the Director are to ensure that:

- All work needed for the association is carried out in conformity to the applicable laws, the provisions of the Rules and the Operational Procedures as well as the decisions and resolutions of the Steering Committee;
- Steering Committee decisions are implemented in proper and timely manner;
- In every area of Association's work, the flow of information, review processes, checks and controls as well as agreements reflect fully the objectives of the Association;
- The risks and liabilities for the Association are minimised.

Specific functions of the Director are to:

- Provide support for the work of the Steering Committee in general and for the organisation of meetings of the Steering Committee in particular;
- Draft an overall management scheme of the Secretariat, as appropriate, for the Steering Committee approval, determine terms of reference for the Secretariat staff and recruit the Secretariat staff;
- Manage everyday work of the Secretariat;
- Prepare the calls for proposals, organise the independent evaluation of projects and draft the list of proposals for funding;
- Negotiate Association's contracts;
- Monitor and follow up the projects funded by the BANOS Programme;
- Prepare the annual accounts of the Association, draw the annual budget and present financial information for the approval by the SC;
- Properly administrate the funds and accounts held by the Association;
- Develop fundraising activities and submit the appropriate plans to the Steering Committee; and
- Be responsible for tax compliance of the Association

The Secretariat of the Association operates under the authority of the Director and is composed of the staff employed by the Association, but it may also include secondments from the member organisations or other organisations. The staff of the Secretariat reports to the Director, who is responsible for identifying and prioritising the tasks of the Secretariat in accordance with the goals and decisions made by Steering Committee.

The Director and the Secretariat implement the decisions of the Steering Committee and provide support to the Association's activities. The responsibilities include:

- daily management of the Association;
- progress monitoring and reporting;
- collection and management of data and information required for evaluation of the Association's performance; and
- acting as the central point for communication between all bodies of the Association and stakeholders.

The Director is responsible for and can take decisions in respect of specific day-to-day management items of the Association. The Director may delegate operational actions and decisions to the staff of the Secretariat as appropriate.

Article 5 - Financial provisions

The operation of the Association will primarily be funded through annual membership fees calculated according to the contribution rate decided by the Steering Committee. The membership fees for each year will be decided when the annual budget of the Association is approved by the Steering Committee. The membership fees shall be paid within the deadlines set by the Steering Committee.

The Director shall open bank account in the name of the [BANOS association] in the country where the Secretariat is located and shall inform the members on this account. The Director shall issue instructions to the staff members of the Secretariat for the control of cash money, necessary for small purchases, foreign currencies etc.

The Director is responsible for drawing up the annual budget together with a proposal for the yearly action plan for the coming year and present it to the Steering Committee. The annual budget shall be submitted to the Steering Committee for a decision no later than two months before the beginning of each calendar year. The budget shall be drawn up in Euros. It shall contain detailed estimates of incomes, expenses as well as explanatory notes and shall identify all items above 10 000 €. The explanatory notes shall separately detail the estimated development of incomes and expenses used for funding of BANOS projects as well as general administrative funding and costs.

The annual accounts and the books of accounts shall be in accordance with generally accepted national accounting principles and statutory provisions of the seat state and shall record accurately association's assets, incomes, expenses, liability as well as receipt and disbursement of cash.

The annual accounts, consisting of a balance sheet, a profit and loss account, and detailed explanatory notes, shall be prepared by the Director and submitted to the auditor in accordance with schedules defined in the national legislation. The annual accounts are approved by the Steering Committee. These documents shall be sent to the representatives of the members, not later than 10 days before the Annual Meeting of Steering Committee.

A copy of the annual accounts and a copy of the auditor report shall be submitted to the registration authority in accordance with the national legislation.

Article 6 - General rules of conduct

The representatives of member organisations, the members of Steering Committee, the Director and the staff of the Secretariat shall comply with the confidentiality rules of the association (*'Handling of Confidential Information in BANOS'*) and undertake not to disclose to third parties confidential information brought to their attention in the course of their duties.

[BANOS legal entity] processes personal data in accordance with rules of handling personal data of Association (*'Personal Data in BANOS'*).

Article 7 Amendments to and revision of the Operational Procedures

These Operational Procedures can, provided that they are in accordance with the Rules and applicable law, be revised by a decision of the Steering Committee. Amendments enter into force as soon as the decision is adopted by the Steering Committee. These Operational Procedures shall regularly be reviewed by the Director, upon request of the Steering Committee, in accordance with matters arising, and submitted to Steering Committee meetings.

Annex 2: Handling of Confidential Information in BANOS

1. Purpose and applicability

Unauthorized disclosure of confidential information may cause significant risks and damage to the [BANOS legal entity]. Therefore, it is vital to be aware of the scope and duration of the legal confidentiality obligations. The purpose of this document is to describe the policies and practices regarding the handling of confidential information in [BANOS legal entity] in order to avoid unintentional disclosure of confidential information.

In general, information and documents received or generated by the [BANOS] Programme are considered as **public** unless there is a **valid reason to keep it confidential**. In connection with [BANOS] Programme activities, the reason for confidentiality is usually a legal one, but it also can be based on the contractual obligations or decisions by the [BANOS] Steering Committee (SC). [BANOS legal entity] as a private legal entity is not obliged to comply with the law on the openness of government activities (e.g. in Finland: Act on the Openness of Government Activities 621/1999), but the members of [BANOS legal entity] - usually governmental organisations or other public bodies - are bound by their own national legislation.

The confidentiality rules apply to anyone who receives confidential information in the context of [BANOS] Programme activities or tasks. This includes the members of the SC, observers, employees of [BANOS legal entity], employees of [BANOS legal entity] members and persons working for the [BANOS legal entity] under contract including confidentiality clause.

2. Types of information [BANOS legal entity] holds

| Type of information | Source | Confidentiality level | Basis for confidentiality |
|-------------------------------|-------------------------------|---|--|
| Employee personal data | Employee | Confidential | Law |
| Work applications | Work applicant | Confidential | Law |
| Applications for funding | Applicants for funding | Confidential | Personal data: law Other data: contract |
| Call evaluation | Reviewers (evaluation) | Confidential | Personal data: law Other data: contract |
| Project deliverables | Project participants | Public unless separately decided confidential | SC decision |
| Tender and contract documents | Enterprises offering services | Confidential unless separately agreed public | Contract |
| Steering Committee decisions | Steering Committee | Public unless separately decided confidential | SC decision |

3. Applicable laws

3.1. BANOS legal entity

[BANOS legal entity] is registered in Finland. Therefore, the laws of Finland, in addition to relevant EU laws, apply to its organisation and operations. Such laws, relevant to confidentiality, are, for instance, Act on the Openness of Government Activities (621/1999), Act on the Protection of Privacy in Working Life (759/2004) and Trade Secrets Act (595/2018). The most regulated data type is personal data held and processed by organisations and for this the applicable law is EU General Data Protection Regulation (2016/679) and Data Protection Act (1050/2018). Personal data processing in [BANOS legal entity] has been described in a separate document ('Personal data in [BANOS legal entity]').

In regards the contracts or agreements that [BANOS legal entity] enters, the aim is that the applicable law is Finnish law.

3.2. Members of [BANOS legal entity]

The laws of Finland apply to the [BANOS legal entity] itself. The members of [BANOS legal entity], however, operate under their national laws. These laws can be different from the Finnish law regarding, for instance, the access to public documents.

4. Rules of [BANOS legal entity]

The Rules of [BANOS legal entity] do not contain any clauses related to confidentiality obligations, hence the general principles on disclosure – i.e. information and documents are considered as public unless there is a valid reason to keep it confidential – applies to all [BANOS legal entity] activities. In case of a valid reason, any organ of [BANOS legal entity] – i.e. SC or the Director – may decide on the confidentiality of the information or document, if necessary.

According to Article 6 of the Operational Procedures of [BANOS legal entity] the representatives of the SC, the Director and the staff of the Secretariat shall comply with the confidentiality rules of the association (i.e this document) and undertake not to disclose to third parties confidential information brought to their attention in the course of their duties. Further, according to the Operational Procedures, [BANOS legal entity] processes personal data in accordance with rules of handling personal data of association ('Personal Data in BANOS').

5. Confidentiality obligations in BANOS contracts

5.1 Memorandum of Understanding, Article 6

Scope of confidentiality:

- Reviewers in the evaluation process shall enter into a confidentiality agreement prior to evaluation assignment
- All members of the Call management bodies shall keep confidential all information with respect to the evaluation process
- Publishing of identities of reviewers without indicating the related proposals and themes

5.2 Project Implementation Agreement, Article 5

Scope of confidentiality:

- Consortium agrees conditions on confidentiality in the Consortium Agreement

- Data or information marked as confidential
- Conditions and procedures related to data protection and personal data handling are agreed in the Consortium Agreement

5.3 Joint Controllers Agreement, Article 1

Scope of confidentiality:

- requirement for confidentiality of information extended to employees

6. Non-contractual obligations

[BANOS legal entity] receives documents and information from entities which are not its contracting parties, such as applicants and interested stakeholders. Typical documents are proposals for projects, including research plans. Confidentiality is not based on a contractual obligation, and, in many cases, it is not based on the applicable law either.

Usually, documents are marked by sender as confidential. As a general rule [BANOS legal entity] respects such requests and considers documents as confidential. However, the confidentiality required by sender does overrule a national law applied by [BANOS legal entity] or by delegates of [BANOS legal entity] members.

7. Confidentiality decided by the Steering Committee or by the Director

To the extent confidentiality does not originate from law, contract or third party request it could be declared confidential by the Steering Committee or by the Director who is, according to the Rules of [BANOS legal entity], competent body at this matter.

7.1 Documents proposed to be public

- Rules of [BANOS legal entity] and Operational Procedures of the [BANOS legal entity]
- Financial statements and budget of the [BANOS legal entity]

7.2 Documents to be decided case by case

- Contracts and agreements
- Minutes of the meetings of the Steering Committee
- Minutes of the meetings of other [BANOS legal entity] bodies
- Preparatory documents
- Policy and strategy documents
- Reports and other documents produced by the [BANOS legal entity]

8. Access to confidential information

Access to confidential information will be restricted, on a need-to-know basis, to the members of the Steering Committee, observers, staff members and persons working for the [BANOS legal entity] under contract including confidentiality clause.

Annex 3: Conflict of Interest Policy in BANOS

Preamble

This policy sets out the conflict of interest principles and procedures of the persons in participating call process (e.g. proposals application, evaluation and decision-making), or any other decision-making situation in the [BANOS] Programme context. The purpose of this policy is to ensure the objectivity and transparency of the overall decision making in [BANOS] Programme and especially in the call process, i.e., to guarantee an equal and fair treatment of the applicants.

This policy is a mutual statement of intent among the members, who agree to make every reasonable effort to fulfil the intents expressed herein. The members of Call Evaluation Panels and possible observers guarantee the impartiality according to this policy in a separate signed declaration.

This policy will come into force on the date of their approval by the [BANOS legal entity] Steering Committee. This policy may be amended or modified by the decision of the [BANOS legal entity] Steering Committee.

Applicability

This policy applies, except as otherwise stated, to every person associated with [BANOS] Programme, its Secretariat or any of its legal organ as a representative of the Steering Committee delegate, observer, staff member or reviewer.

[BANOS] Steering Committee (SC) is composed of at least one representative of member organisations of the [BANOS].

Reviewer is an external science, innovation or policy expert who participates in the call evaluation process and attends to a Call Evaluation Panel.

Call Steering Committee is composed of one delegate from each funding partner organisation (FPO) participating in the call for proposals. It supervises the call and makes decisions concerning the projects to be funded. It also steers the scientific coordination and monitoring of the funded projects.

Call Secretariat is composed of [the staff of the BANOS association and] the representatives of FPOs. It is responsible for the overall organisation of the call for proposals, and it takes care of all local matters in each funding partner organisation.

Call Evaluation Panels consist of scientific or policy experts. The duty of the panels is to evaluate the project proposals submitted to the Call in regards the criteria identified for that call.

Disqualifications

A person shall be **disqualified**, i.e. has a **conflict of interest**

- If s/he, within an any decision-making context, is subject to two coexisting interests that are in a direct conflict with each other
- if s/he, in any way, benefits or will be disfavored from the approval or rejection of a proposal in the call process.
- if his/her impartiality may otherwise be endangered, or if s/he feels that there is a conflict of interest and therefore is disqualified to participate in the call process or decision-making.

A person shall also be disqualified if s/he:

- participates or has been involved in preparation of any proposal being evaluated or submitted under the call
- stands to benefit directly should the proposal be accepted for funding
- has close research collaboration with the applicant
- has been a superior, subordinate or instructor of the applicant during the past three years
- is currently applying for the same post as the applicant
- is a director, or is a member of the board, council or corresponding governing body of an organisation, which has submitted an application to the call
- is in close family relationship with any person representing the applicant organisation in the proposal. A close family relationship is:

1) the spouse or ex-spouse (also de facto), child, grandchild, sibling, parent, grandparent or a person otherwise especially close to the member (e.g. fiancé/e or a close friend), as well as their spouses (also de facto)

2) a sibling of the member's parent or his/her spouse (also de facto), a child of a sibling, or previous spouse (also de facto)

3) a child, grandchild, sibling, parent or grandparent of the member's spouse as well as their spouses (also de facto), a child of a sibling of the member's spouse

4) or a half-relative comparable to the above mentioned.

A person has a ***potential conflict of interest*** if s/he:

- is employed by one of the applicant in a proposal or has been so within the previous three years
- has been involved in a contract or research collaboration with an applicant organisation in the previous three years

In these cases, as well as in any other situation that casts doubt or that could reasonably appear to do so, the disqualification is decided by the Call Steering Committee.

Duty to inform

A person is required to declare any personal interests according to the criteria listed above. It is preferred that a person individually by her/himself will consider hers/his conflict of interest to avoid possible conflicts during the call process. If needed the Call Steering Committee decides on the presence or absence of conflict of interest and the further procedure.

Call process

All cases of (potential) conflict of interest must be notified to the [BANOS] Call Secretariat and the Call Steering Committee as soon as they are revealed.

If a hitherto unsuspected conflict of interest becomes apparent during the call process, a person must announce this immediately to the [BANOS] Call Secretariat and the Call Steering Committee. If the conflict is found to be a disqualifying one, a person must abstain from further activities within the call process. Any comments and scores made earlier within the call process by that person (Reviewer) for the proposal concerned will be discounted.

Other decision making

A person should not participate as a delegate in the [BANOS]/Call Steering Committee meetings in person and cannot vote on any decisions where circumstances of a personal or professional nature can, directly or indirectly, compromise hers/his ability to decide objectively and in accordance with transparency principles.

At each meeting, the Chair shall ask delegates to declare if they perceive any conflict of interest. If a delegate considers herself/himself to be in a situation of potential conflict of interest s/he shall raise the issue with the Chair as soon as possible, who in turn shall inform the SC that a potential conflict of interest has been declared. In such a case, the delegate cannot take part in the discussion and the decision (where relevant) on the specific item of the agenda of the SC meeting to which the conflict of interest relates and, as the case may be, another delegate of the member organisation should vote on behalf of the member. If no other delegate is attending the SC meeting (who does not have a conflict of interest), such a member organisation shall be deemed to abstain from voting.

In order to guarantee the quorum of the decision making and a sufficient national expertise in the [BANOS legal entity] management, the member organisation may in the case of the conflict of interest, appoint a substitute to represent the member in the (Call) Steering Committee or in the Call Secretariat.

If it is established that a delegate has failed to inform the Chair of an existing conflict of interest, the delegate can be held liable for any damages which would follow therefrom.

Annex 4: Personal Data in BANOS

[BANOS legal entity] processes personal data lawfully, fairly and in a transparent manner. [BANOS legal entity] collects personal data only for specified, explicit and legitimate purposes and does not further process it in a manner that is incompatible with those purposes. Personal data is adequate, relevant, and limited to what is necessary in relation to the purposes for which they are processed. [BANOS legal entity] aims for keeping personal data up to date and accurate, and it will be kept in a form which permits identification of data subjects for no longer than is necessary.

1. Types of personal data

[BANOS legal entity] processes following types of personal data:

- 1) Applicant data and participant data for project funding process²: name, organisation, postal address, email address, phone number, gender, profession, education, main publications, academic and research records, IP addresses
- 2) Independent evaluation reviewer data for project funding process³: name, organisation, postal address, email address, phone number, gender, profession, education, main publications, IP addresses
- 3) Employee data for financial and HR processes: name, national identification number, postal address, email address, phone number, banking details, previous employments, health data (only in case if needed for occupational health services, insurances, or salary accounting), membership of unemployment fund (only if consent given by data subject), daily working hours
- 4) Candidate data for recruiting process: name, postal address, email address, phone number, profession, education, previous employments, recommendations
- 5) Compensation receiver data for financial processes: name, national identification number/date of birth, address, banking details
- 6) Contact information for communications: name, organisation, postal address, email address, IP addresses
- 7) Representatives of [BANOS legal entity] members and observers for [BANOS legal entity] management: name, organisation, postal address, email address

2. Collection of personal data

Personal data is collected directly from data subjects (i.e. when registering for events, by joining distribution list, sending application for recruiting process) or via the [BANOS] Electronic Programme Service System ('BANOS EPSS').

3. Lawful basis for data processing in [BANOS legal entity]

[BANOS legal entity] processes personal data to comply with contractual and legal obligations as well as for purposes of legitimate interests of [BANOS legal entity] and for performing tasks carried out in the public interest. Also, there are situations when the consent⁴ to process personal data is asked.

² Applicants are the legal entities that apply for funding through the submission of proposals. Participants are the successful Applicants, i.e. participants in funded research projects.

³ Independent evaluation reviewers are persons appointed to evaluate proposals

⁴ Any freely given, specific, informed, and unambiguous indication of the data subject's wishes by which he or she, by a statement or by a clear affirmative action, signifies agreement to the processing of personal data relating to him or her.

Lawful basis for each data type:

- Contractual obligations: applicant data, participant data, evaluation reviewer data
- Legal obligations: employee data, compensation receiver data, representatives of the [BANOS legal entity] members
- Legitimate interest: contact data, candidate data
- Public interest: participant data
- Consent: applicant data, participant data, candidate data, contact data

4. Transferring personal data

[BANOS legal entity] transfers personal data to authorities and to service providers as follows:

- 1) Applicant data: funding partner organisations involved in [BANOS] funding, IT service providers
- 2) Participant data: the European Commission⁵, national funding agencies, IT service providers
- 3) Independent evaluation reviewer data: the European Commission⁴, funding partner organisations involved in [BANOS] funding, IT service providers
- 4) Employee data: suppliers of financial accounting, occupational health services, banking services, mobile phone services, travel services and IT services, insurance companies, tax authorities, unemployment funds
- 5) Compensation receiver data for financial processes: suppliers of financial accounting, banking services, tax authorities
- 6) Contact data: supplier of web services
- 7) Representatives of the [BANOS legal entity] members for [BANOS legal entity] management: trade register of [hosting country of BANOS legal entity]

Some of the personal data (name, profession, organisation) - mainly participants of the [BANOS] projects, employees of [BANOS legal entity] and representatives of the [BANOS legal entity] members - may be published on the [BANOS] website.

5. Consent

[BANOS legal entity] asks for a consent to personal data processing from data subjects when a person registers as a user in BANOS EPSS for the first time. Also, the consent is asked for adding a person to the contact database for sending out publications and invitations, and within registrations to events organised by [BANOS legal entity]. Further, the [BANOS] website and BANOS EPSS asks for a consent to storing the cookies on users' devices.

The consent will contain information on that specific processing activity. If a person has given a consent to a processing of personal data (s)he can always withdraw the consent either by contacting directly [BANOS legal entity] and, in case of the contact database, through an opt-out/unsubscribe on [BANOS] website.

Consent records⁶ are stored by the IT service provider of BANOS EPSS and [BANOS] website.

⁵ Only if call/project has received co-funding from EU

⁶ How the express consent of the data subject has been obtained, when the consent was obtained (data and time stamp), and the specific purpose for which the consent was given. The record of the IP address, location and time at which someone submitted a

6. Retention of personal data

Personal data shall be kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed. The retention periods for different types of personal data are:

- 1) Applicant data:
 - funded applicants: 5 years after the funding decision of respective funding call
 - not funded applicants: 2 years after the funding decision of respective funding call
- 2) Participant data: 5 years after the project's end
- 3) Independent evaluation reviewer data: 5 years after evaluation
- 4) Employee data: according to the national legislation, e.g. in Finland 2-10 years; depending on the data type
- 5) Compensation receiver data for financial processes: according to the national legislation, e.g. in Finland 6-10 years; depending on the data type
- 6) Candidate data for recruiting process: max 2 years after recruiting process has ended
- 7) Contact data:
 - Data provided for the purposes of event arrangements: erased once there is no longer any need to process the event information
 - Newsletters: stored until the person notifies [BANOS legal entity] that they want to unsubscribe or until the person unsubscribes via the link provided (in each newsletter)
 - Other contact data: stored for as long as the person belongs to the client group concerned (distribution list). The data storing is based on the person's employment relationship to/position at the organisation in question. The data are updated on a regular basis.
- 8) Representatives of the [BANOS legal entity] members: stored for as long as the person is in this position.

7. Data subject's rights

The person can influence the processing of the data by exercising the following rights:

- a) Verifying, correcting, and deleting data: Person is entitled to verify the stored personal data. Upon request, any incorrect, incomplete, or outdated personal data will be corrected, supplemented or deleted.
- b) Withdrawal of consent: Person can cancel his/her consent at any time by contacting the [BANOS] Secretariat, [email address]
- c) Right to restrict: Person has the right to restrict the processing of the data if, for example, he/she contests the accuracy of the personal data, in which case the processing is restricted for the duration of determining the validity of the data.
- d) Right of appeal: Person has the right to file a complaint with the authority if he/she believes that his/her information has been processed in violation of existing privacy legislation. This right is without prejudice to other administrative appeal or legal remedies. [In Finland, the national supervisory authority is the Data Protection Ombudsman, tel. +358295616670 or tietosuoja(at)om.fi.]

consent form is insufficient without a screen capture of the form itself. The confirmation email containing this information is recommended.

To exercise the data subject's rights, one must submit a written request to the [BANOS] Secretariat, [email address]

8. Risks of personal data processing

In [BANOS legal entity] the likelihood and severity of the risk to the rights and freedoms of the data subject are low because [BANOS legal entity] does not collect or process sensitive data⁷, nor has automated-decision making processes based on profiling, nor processes data on a large scale. Therefore, a data protection impact assessment (DPIA)⁸ is not needed, neither nominating a Data Protection Officer (DPO)⁹ for [BANOS legal entity].

9. Procedures when data protection is compromised

If it is noticed that data protection has been compromised, a risk assessment will be conducted, immediate corrective measures will be taken, and the person concerned will be informed. In case of serious personal data breach, the data protection authorities of [BANOS legal entity hosting country] will be informed.

⁷ Personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, or trade-union membership, and the processing of genetic data, biometric data for the purpose of uniquely identifying a natural person, data concerning health or data concerning a natural person's sex life or sexual orientation

⁸ DPIA is only required when the processing is likely to result in a high risk to the rights and freedoms of natural persons

⁹ DPO is required when the processing is carried out by a public authority or body; the core activities of the controller consist of processing operations which, by virtue of their nature, their scope and/or their purposes, require regular and systematic monitoring of data subjects on a large scale; or the core activities of the controller consist of processing on a large scale of special categories of data.