

## Compliance Officer and Head of the Canal Obert

Organic Law 5/2010, of 22 June, **amending** Organic Law 10/1995, of 23 November, on the Criminal Code, introduced the concept of criminal liability for legal persons into the Spanish legal system, following the international trend. The initial doubts related to the introduction of this amendment led to the publication of Organic Law 1/2015, of 30 March, *amending Organic Law 10/1995, of 23 November, on the Criminal Code.*

The penal reforms and statutory interpretations related to the criminal and corporate liability of organisations are summarised in *Compliance* documents. In the specific case of UIC, the related document is *Compliance* for Foundations, given that this is the legal form adopted.

*Compliance* (or regulatory compliance) should be understood as follows: **“a series of procedures and good practices adopted by organisations to identify and classify the operational and legal risks they face, and to establish internal mechanisms for prevention, management, control and react to these risks”**

These procedures and good practices are incorporated in UIC Barcelona in the Code of Conduct, which was approved by the Board of Trustees of the UNIVERSITAT INTERNACIONAL DE CATALUNYA, FUNDACIÓ PRIVADA, on 19 February 2019. The objective of this code is to determine the values, principles and rules that should govern the behaviour and actions of each of the members of the university community, as well as the members of its governing bodies. UIC Barcelona makes its Code of Conduct available to the entire university community via its website (<https://bit.ly/3R3esaQ>).

The position of the Compliance Officer was appointed by the Board of Trustees of the Universitat Internacional de Catalunya, Fundació Privada, at the meeting held on 19 February 2019. The role of the Compliance Officer is to:

- ✓ Manage the whistleblowing channel and follow the appropriate procedure to handle complaints
- ✓ Suggest reviews of the Code of Conduct and make any necessary proposals to amend it.
- ✓ Communicate and publicise the Code of Conduct
- ✓ Evaluate and propose disciplinary measures in case of non-compliance with the Code of Conduct.
- ✓ Draft an annual management report and submit it to the Governing Board and the Board of Trustees.

The Compliance Officer will draft an annual report on how the criminal risk prevention policy has evolved. The report will include information on the internal whistleblowing policy and other relevant actions, any new actions implemented based on legislative developments or the needs derived from actions that took place during the year, and proposals of all the policies necessary to implement the Code of Conduct and, in general, to effectively manage criminal risks.

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In a similar vein, the Compliance Officer will propose the necessary financial resources to adapt and update the Criminal Risk Management Model, including a permanent training plan for employees, managers and members of the university community.

The ultimate responsibility for supervising the correct execution of the Compliance programme lies with the UIC Board of Trustees, who receive regular updates from the Compliance Officer for due follow-up.

During the 2023 financial year, Law 2/2023 of 20 February was published, regulating the protection of persons who report regulatory and anti-corruption offences. The new law was a transposition of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, which indicates the minimum standards for the different reporting channels that allow a natural person to become a whistleblower and report any infringement of a European Union law in a work or professional context.

The purpose of the law is to protect people who detect serious or very serious criminal or administrative offences in a work and professional context. This protection extends to people with work and professional ties, people who have already ended their employment or professional relationship, volunteers, trainees or interns, and job candidates. The law also aims to protect people who provide assistance to the whistleblower, persons who are close to whistleblower, or legal persons connected to the whistleblower who may suffer reprisals.

In order to comply with these regulations, UIC Barcelona has set up an internal information system called “CANAL OBERT UIC BARCELONA” in order to prevent and detect any irregular, illegal, illicit, criminal or discriminatory behaviour, and to provide the protection required by the regulations. The Canal Obert is a tool used to continuously improve the UIC Barcelona Code of Conduct and its prevention and transparency protocols and policies, while ensuring compliance with other internal regulations.

The Canal Obert is the channel that UIC Barcelona provides to any member of the UIC Barcelona university community so that they may report any alleged facts, situations, behaviour, conduct or similar that may be illegal, illicit, criminal or discriminatory according to the legal or regulatory rules that are applicable in the scope of the UIC Barcelona university community. The Canal Obert provides members with a secure and confidential means of reporting any potential irregularity that may harm the reputation of UIC Barcelona and the people within then university community.

The Board of Trustees, as the governing body of UIC Barcelona, is responsible for putting the Canal Obert in place. On 17 October 2023, it approved the UIC Barcelona Open Channel Regulations and made them available to the UIC Barcelona University Community, with the prior consent of the workers' legal representatives (<https://bit.ly/3QZErjh>).

On 23 May 2023, the Board of Trustees appointed the person responsible for managing the Canal Obert and proceeded to register them with the Anti-Fraud Office of the Generalitat de Catalunya, the independent authority to protect whistleblowers in Catalonia. The Anti-

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Fraud Office was given this function in the seventh additional provision of Law 3/2023 of 16 March, on fiscal, financial, administrative and public sector measures for 2023 (published in the Official Gazette of the Generalitat de Catalunya no. 8,877 of 17 March 2023).

To comply with these two regulations, UIC Barcelona provides the entire university community with access to a “whistleblowing channel (canaldenuncia@uic.es)” and the “UIC Barcelona Canal Obert (<https://www.uic.es/ca/canal-obert>)” it is possible to anonymously report any acts or conduct that may not be in line with the Code of Conduct, or to applicable general or sectoral regulations.

These channels are both managed by the same person, since Law 2/2023 allows the Compliance Officer to also manage the organisation's internal communications system. On 23 May 2023, the Board of Trustees designated Narcís Aguiló Vendrell as Compliance Officer, for an indefinite period, and as the person responsible for managing the UIC Barcelona Canal Obert.