

CODE OF CONDUCT OF THE NANOMEDICINE TRANSLATION ADVISORY BOARD (TAB)



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1 Part I - Overview of the Nanomedicine Translation Advisory Board (TAB)

1.1 Context

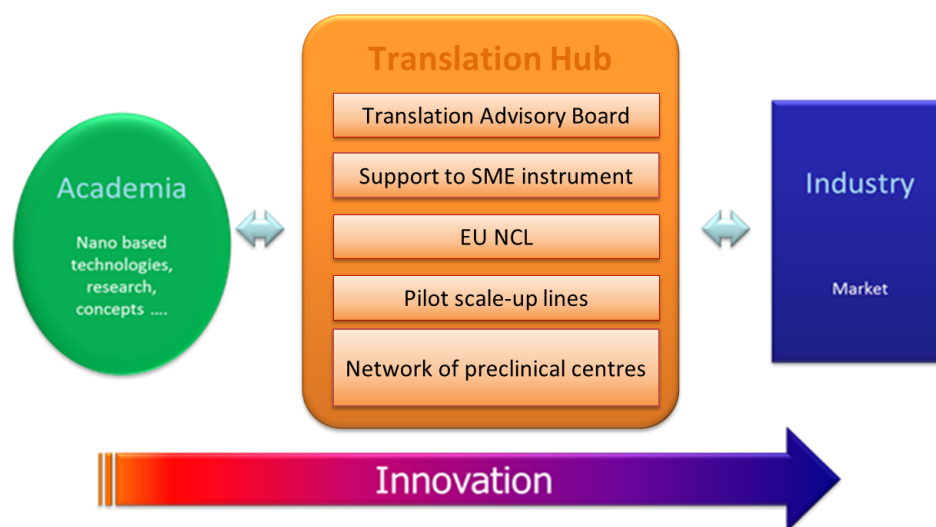
Sponsored by the EC-funded project ENATRANS – Enabling Nanomedicine Translation, the Nanomedicine Translation Advisory Board is a service that has been designed as the prime initiative to help the European nanomedicine community not to get lost in translation.

The program builds on the fundamental work previously developed by the European Technology Platform for Nanomedicine (ETPN) and the FP7 NANOMED2020 project, through which a comprehensive overview of the nanomedicine community in Europe and the identification of gaps and needs for a more effective translation was realised. The major hurdles were identified between the Proof-of-Concept (PoC) at the research level (TRL4) and the clinical PoC (TRL7):

1. Missing relevant knowledge in the field of regulations, clinical needs and market access at the early stage of the project;
2. Difficulty to find appropriate funding to finance the Proof-of-Concept in order to further raise investment from venture capitalists;
3. Difficulty to acquire the appropriate knowledge on clinical trials and to identify a competent Clinical Research Organisation (CRO) to develop the specific pre-clinical studies required before going to the First in Man trials,
4. No availability of a Contract Manufacturing Organisation (CMO) to manufacture the first batches of the nanomedicine product.

In order to overcome these barriers, to stimulate successful translation and to practically support the European Nanomedicine community with their endeavours, the ETPN and the FP7 NANOMED2020 project proposed in 2013 the concept of a Translation Hub, as an umbrella for a set of complementary actions/initiatives such as:

- A Translation Advisory Board (TAB) with experienced industrial experts, who will apply horizontal innovation filters on R&D proposals from academics and SMEs to select, guide and push forward the best translatable concepts towards funding and clinical proof of concept, to finally reach faster the market and thus the patients.
- A European Nano-Characterisation Laboratory (EU-NCL) for physical, chemical and biological characterisation of nanomaterials intended for medical use.
- Good Manufacturing Practice (GMP) pilot lines for clinical batches, to both assist academic groups and especially SMEs to develop their nanomedical materials for validation in clinical trials, before transfer to CMOs.
- A strong link with existing European clinical networks or organisations to help transfer and provide efficient early clinical trials in nanomedicine.
- An SME instrument that would fit for nanomedical SMEs and aiming at funding discovery projects and innovative SMEs in order to keep excellence in nanomedicine research and development.



The Translation Hub entered in 2015 the implementation phase with calls dedicated to SMEs under the SME instrument of Horizon 2020, with the establishment of 2 pilots lines funded through EU the projects Nanofabrication and NanoPilot, with the launch of the European Nano-Characterisation infrastructure and finally with the ENATRANS project that aims at federating an ecosystem in nanomedicine, notably with the involvement of clinicians, regulatory authorities, HTAs but also investors and large companies, but also at financing the Translation Advisory Board.

1.2 TAB Mission

The mission of the Nanomedicine Translation Advisory Board is to guide and promote innovative nanomedicine projects by providing free strategic advice, support and concrete recommendations. The ultimate mission of TAB is to facilitate access to clinical trials or the market uptake of promising projects supported.

1.3 TAB Objectives

The TAB aims at helping individual actors of the European nanomedicine community to translate their promising projects into innovative products for healthcare by providing a free advisory service based on the high-level experience of seasoned translation experts.

1.4 TAB Approach

The Nanomedicine Translation Advisory Board is a stage-gate service that offers free one-to-one advice sessions to the European nanomedicine community at any stage of their nanomedicine endeavours.

The duration and depth of the advisory service will depend on the merit of each project to continuously benefit from the service.



The content of the advice should be driven by the needs each project brings, and tailored to the beneficiaries' ultimate concerns and expectations. Topics of advisory may include project development and R&D; process development, optimisation and scale-up; safety and quality control; clinical investigation; regulatory and reimbursement issues; intellectual property rights and licensing; business strategy, business modelling, business development, and funding strategies; networking, collaboration, and dialogue around critical issues for commercialisation; manufacturing and other operations.

Projects that qualify for business development support may need access to clinical centres for first studies in patients, to Contract Manufacturing Organisations (CMOs), to regulatory expertise or financial resources from investors and/or large companies. In close alignment with ENATRANS community-building activities, the TAB will try to help projects tackling specific business development needs. In this context, the TAB may offer showcasing opportunities to the most relevant stakeholders. Special coaching sessions may be organised prior to showcasing events.

The advice of the TAB and its recommendations are not binding. Beneficiaries are free not to follow any advice or recommendations. It is hoped however that projects can be monitored over time to assess the impact of the TAB's guidance.

1.5 TAB Structure

1.5.1 Management Unit

The Management Unit, led by TecMinho, is responsible for managing and overseeing operations, which include marketing the service, recruiting and screening potential advisers, screening beneficiaries' applications at Stage 0, assigning advisers to the service's different stages, managing and monitoring advisers' relationships with beneficiaries, communicating results to beneficiaries and to other stakeholders, organising sessions, meetings and events as needed throughout the service, organising training sessions as recommended by advisers, and conducting the daily operation of the service.

1.5.2 Advisers

Advisers are individuals with relevant expertise in business formation and development, management, clinical investigation, regulatory affairs, IPR, and other relevant nanomedicine technical fields, who wish to provide advisory, consulting, coaching and training to beneficiaries in general and/or specific areas. Advisers are responsible for assessing applications and projects at Stages 0 and I, selecting projects for Stage II, providing in-depth advice and training at Stage II, issuing recommendations throughout the service.

Any individual meeting the following criteria may apply to be a member of the TAB:

- Successful track record in bringing new medical and nanomedical products on to the market;
- High-level profile in industry, academia, and/or any relevant organisations dealing with nanomedicine;
- Sound expertise and competences in any or some of the following domains: business formation and development, management, R&D, clinical



- investigation, regulatory and reimbursement issues, IPR, technology transfer, manufacturing, and quality control;
- Previous experience in advisory, coaching and/or training of companies and R&D teams;
- Demonstrate to be able to observe and comply with the Principles under the Code of Conduct and the Statement of Principles;
- Proficiency in English.

Individuals interested in becoming advisers of the TAB shall formally express their interest to the Management Unit. Such expression of interest shall be issued by email accompanied by a cover letter, explaining the motivation behind the application, and a short bio demonstrating compliance with the above-mentioned criteria.

Expressions of interest will be screened by the Management Unit before being ultimately assessed and voted by the Steering Committee of ENATRANS.

Unsuccessful applicants will be notified in written by the Management Unit. Successful applicants will be required to sign a Service Agreement with the Management Unit prior to official nomination as TAB members.

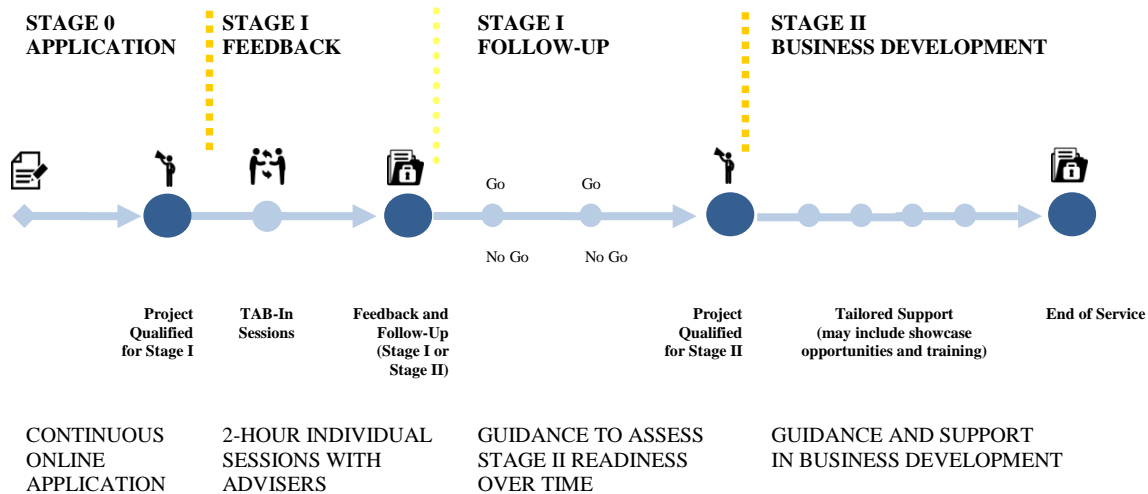
1.5.3 Beneficiaries

Beneficiaries are those persons with innovation projects, business plans, or desire to start and grow a venture in nanomedicine, wishing to form a relationship with the TAB to pursue development of a promising nanomedicine enterprise / project. By nanomedicine enterprise it is understood to be any promising project addressing the controlled use of nanotechnologies or of advanced biomaterials in health or medical applications, and being carried out in a start-up, an established venture or a research organisation. The TAB welcomes applications of projects at any stage of development.



2 Part II: TAB Process, Procedures and General Principles

2.1 TAB Process



2.2 TAB Procedures

2.2.1 Stage 0 – Application Stage

2.2.1.1 Application Period

- Continuous online submission with 2-cut-off dates planned per year;
- Cut-off dates will be announced every year on the website.

2.2.1.2 Who can apply

Beneficiaries as defined in 1.5.3.

2.2.1.3 Application requirements

- The application and enrolment in the TAB is free of charge;
- Applications that do not show a clear link to nanomedicine will not be considered eligible;
- Applicants from countries or territories not listed as Member States, as Overseas Countries and Territories (OCT) linked to the Member States, or as Countries Associated to Horizon 2020 are not eligible (please check http://ec.europa.eu/research/participants/data/ref/h2020/wp/2014_2015/annexes/h2020-wp1415-annex-ga_en.pdf);
- All entries must be submitted in English using the online application form;



- Applications should comply with the limits defined in each field. Applications exceeding the limits will not be considered eligible;
- Applications that miss to fill one or more of the required fields of the application form will not be considered eligible;
- Candidates are not allowed to apply with more than one project in the same cut-off date, but may submit a new or revised application for the next cut-off date;
- The submission of an application to the TAB automatically binds beneficiaries to the Code of Conduct, being therefore required that beneficiaries make sure they understand and agree with the same before applying to the TAB.

2.2.1.4 Assessment process

- Acknowledgment of applications

An acknowledgment email will be sent upon receipt of an application.

- Eligibility check

The eligibility of applications will be determined by the Management Unit in coordination with the experts for all applications received. Ineligible applications will be notified of their ineligible status in writing, including the reasons for ineligibility, and their application will not be assessed further.

- Assessment of applications
 - All eligible applications will be assessed by TAB advisers. The selection of the submitted proposals to enter Stage I will follow a first come-first served basis, provided the applications meets the threshold of assessment criteria such as:
 - i. importance of nanomedicine for the project;
 - ii. answering compelling medical needs;
 - iii. commercially developable now or in the near future.
 - The application will be used for assessment purposes only.
 - Successful applications to enter Stage I will be notified in writing by the Management Unit. Unsuccessful applications will also be notified in writing by the Management Unit, and may include some guidance for resubmission in a next cut-off date.

2.2.2 Stage I

The Stage I of the TAB has been designed to provide initial feedback and guidance to projects selected at Stage 0, with the final aim of picking the most promising projects for business development support at Stage II. Stage I is composed by



“Feedback” and “Follow-up”. Projects entitled for Stage II support might be selected by our advisers either at “Feedback” or “Follow-up”, depending on business development readiness detected early or later on.

2.2.2.1 Stage I Feedback – The TAB-In Sessions

Stage I Feedback is primarily delivered during dedicated TAB-In Sessions, which should normally take place during relevant larger events or business conferences (e.g. ETPN Annual Event, CLINAM, Bio-Europe). The location of the TAB-In Sessions will be defined along the ENATRANS project according to the opportunities provided by conferences and events and to the geographic dispersion of the applications received. The TAB-In Sessions will cover major cities across different European countries to ensure geographic equity. **The TAB-In Sessions provide beneficiaries the unique opportunity of benefiting from face-to-face meetings to get expert advice and recommendations from TAB advisers.**

2.2.2.1.1 Before the TAB-In Sessions

- Beneficiaries will be assigned two advisers for live review, feedback and recommendations;
- Beneficiaries will be informed about the agenda, enquiries for additional information and the necessary conditions for the session;
- Beneficiaries will have the responsibility of preparing all the materials that may be deemed necessary for the session to be as productive as possible;
- Beneficiaries may be offered the opportunity to enrol in other business, training and networking events taking place in the larger events;
- Each beneficiary shall support the expenses related with travel and accommodation to attend the session. The Management Unit will assist in logistic issues as needed;
- Beneficiaries should warn the Management Unit of the unavailability to attend the session at the earliest convenience;
- In the event of unavailability to attend the session, beneficiaries may be offered the opportunity of enrolling in Stage I through a remote session.

2.2.2.1.2 During the TAB-In Sessions

- Beneficiaries will be offered a maximum of 2 hours session with previously assigned advisers;
- The typical agenda for TAB-In Sessions consists of 15 min presentation, using slides, from the beneficiary, 30 min Q&A, 60 min discussions and 15 min internal wrap up between the experts;
- Beneficiaries will be expected to address the issues raised by advisers to deepen the understanding of the project potential, status, roadmap, and challenges;
- Advisers will provide an objective review of the project and a set of constructive recommendations accordingly;



- Beneficiaries will have the opportunity to comment on such review, and/or to further clarify recommendations and any other questions of interest;
- It is the beneficiaries' responsibility to capture and observe the feedback and advice provided by advisers;
- Beneficiaries will be provided with a set of "to dos"-recommendations and a proposal for a follow-up meeting.
- The Management Unit will appoint internal staff to attend the TAB-In Sessions and serve as facilitators and time keepers and to wrap up the sessions.

2.2.2.1.3 After the TAB-In Sessions

- Advisers will debrief the TAB-In Sessions to select eventual projects ready for Stage II support;
- The Management Unit will receive the main recommendations and corresponding follow-up issued by advisers for each project reviewed;
- For communication and quality management reasons, beneficiaries are expected to provide feedback and testimonials about their TAB-In Sessions experience;
- Eventual selection to Stage II will be communicated to beneficiaries within one month after the Sessions;
- Beneficiaries will be notified about the continuation or not of Stage I support ("Stage I Follow-up") up to within one month after the Sessions;

2.2.2.2 Stage I Follow-up

For many reasons (scientific, technical or business related), projects might not be considered ready for business development (Stage II). This is especially the case for early-stage projects. The TAB is available to monitor and support projects over time, depending on the interest and commitment shown by beneficiaries, and until a control point where the chances of success might be clearer.

Stage I Follow-up should comprise the following workflow:

- Projects entitled for Stage I Follow-up will be informed about the recommendations that will be followed over time frames to be defined;
- Projects to be followed by the TAB should be assigned to the same advisers of the Stage I Feedback;
- Beneficiaries should communicate their interest in committing to Stage I Follow-up;
- Projects progress towards TAB recommendations will be assessed in one or more control points to be defined;
- In each control point, a new assessment might be performed and new recommendations might be issued for follow-up;
- Upon advisers' recommendation or beneficiaries communication, the TAB Management Unit might cease Stage I Follow-up;



- Upon advisers' recommendation, the TAB Management Unit will communicate projects' qualification to Stage II support;
- Beneficiaries are expected to provide testimonials about Stage I Follow-up support.

2.2.3 Stage II – Business Development Support

Stage II will offer beneficiaries support in the main business development issues identified by advisers. For each project qualified for Stage II, besides two lead advisers, secondary case advisers might be assigned with specific expertise in the most relevant technical and business issues detected and recommended by lead advisers.

Stage II may also comprehend a personalised service to link and showcase projects to relevant stakeholders, such as regulatory agencies, CROs, CMOs, preclinical and clinical entities, industry and/or investors. Prior to showcasing events or other face-to-face meetings to be organised during Stage II, beneficiaries may be offered tailored coaching and training. Costs related with the participation in showcasing events, face-to-face meetings, coaching or training (e.g. travel and subsistence) should be covered by beneficiaries.

Business development efforts are to be led by beneficiaries, having advisers the role of providing guidance and support to such efforts led by beneficiaries. It should be clear that it is out of scope of the TAB to take a primary role on what might be considered competitive business development work, such as the writing of business plans or any other documents for fund-raising purposes.

2.2.3.1 Before Stage II support:

- Lead advisers may request secondary case advisers for specific business development tasks;
- The Management Unit informs beneficiaries about the business development actions to be taken, specific responsibilities of lead and secondary advisers, specific responsibilities and conditions to be assured by beneficiaries, and timelines;
- Beneficiaries confirm their interest in benefiting from business development support, and acknowledge that non-confidential data might be used for statistical, reporting and dissemination purposes.

2.2.3.2 During Stage II Support

- Beneficiaries are responsible for the business development execution;
- Lead and secondary advisers will support the business development execution;
- The Management Unit will oversee the execution, assuring that the support service is delivered according to the business development goals defined and the expectations of beneficiaries;



- Beneficiaries will be requested to update the Management Unit with progress and achievements;
- Upon appraisal of beneficiaries, lead advisers may recommend to the Management Unit the interplay with relevant stakeholders through meetings or showcase events;
- The Management Unit will take its best efforts to attain recommendations by lead advisers;
- Upon appraisal of beneficiaries, lead advisers may recommend specific training sessions previous to eventual meetings or showcase events scheduled;
- The Management Unit will take its best efforts to organise training sessions as recommended by lead advisers;
- Beneficiaries shall be available to attend training sessions, meetings and/or showcase events at their own expenses;
- Beneficiaries will be requested to provide feedback on the training, meetings and/or showcase events participated in;
- The Management Unit and the beneficiaries may terminate Stage II support at any time.

2.2.3.3 After Stage II Support

Beneficiaries will be requested to provide testimonials about the quality and impact of the business development support service, and other information deemed necessary by the Management Unit for statistical, reporting or dissemination purposes.

2.3 TAB General Principles

2.3.1 Beneficiary interest and understanding with beneficiary

The Management Unit staff and advisers shall be responsible, foremost, for acting consistent with the TAB's mission and Code of Conduct, and for promoting the best interests of beneficiaries who have formed a relationship with the TAB. The beneficiary interest principle requires serving the beneficiary interest by seeking to accomplish the objectives established by the understanding with the client while maintaining integrity and objectivity. Understanding with beneficiary requires establishing with the beneficiary a written or oral understanding about the responsibilities of the parties and the nature, scope, and limitations of services to be performed, and modify the understanding if circumstances require a significant change during the engagement.

2.3.2 Objectivity and neutrality

Staff and advisers shall act as dictated by the principles of objectivity and neutrality. Objectivity requires intellectual honesty and impartiality. Regardless of the particular



service rendered or the capacity in which a staff and advisers functions, staff and advisers should protect the integrity of their work, maintain objectivity and avoid subordination of their judgement. Neutrality requires acting to the maximum of the self's capacity without bias against any matter assigned to the TAB, and to deal with all stakeholders with neutrality and full equality.

2.3.3 Diligence

Staff and advisers shall provide services diligently. Diligence is the provision of services in a reasonably prompt and thorough manner, including the proper planning for, and supervision of, the rendering of professional services.

2.3.4 Confidentiality and conflicts of interest

The TAB staff and advisers agree to abide by strict confidentiality and conflicts of interest principles in interactions with the applications and projects supported, in accordance with the Guidelines and Principles for the Management Unit and the Advisers (see Part III). These principles apply for the entire service - related meetings and activities. Upon enrolment in the TAB advisers will have to sign a service agreement with confidentiality and no conflict of interest clauses.

2.3.5 Managing conflicts of interest

A conflict of interest is herein defined and understood by advisers as a situation in which someone in a position of trust has competing professional and/or personal interests. Such competing interests can make it difficult to fulfil his or her duties fairly. Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to act properly. Advisers must avoid positions of conflict of interest wherever possible and notify the TAB Management Unit any time there is a potential conflict. Conflict of interest becomes a problem in situations where the adviser tries to influence a decision for personal gain, or to use information for personal gain at the expense of the beneficiaries. Examples of such situations include, but are not limited to the following:

- Receiving privileged information or giving advice on a project when the adviser has a financial stake in a potential competitor;
- Giving advice on a project when the adviser has a potential financial stake in said project. As a result, if an adviser decides he/she wants to be involved with the project on a professional level, he/she must notify the Management Unit immediately and step back from being an adviser on that project;
- Reviewing an application when the adviser has a financial stake in the success of the application (such as an interest to invest or a financial stake in a competitor), has an application under consideration in the TAB, or if he/she has a relationship with the beneficiary that would make an objective review difficult or in a way unfair towards the TAB.

Upon enrolment in the TAB advisers will be required to sign a Declaration of Interest, which will enable the Management Unit to understand potential conflicts of interests that may arise throughout their involvement in the TAB.



2.3.6 Handling privileged information

The TAB sessions, meetings and activities are identified as "privileged". They are conducted with the understanding that advisers are specifically assigned by the Management Unit for the review of sensitive information, and advisory and/or coaching of beneficiaries on a privileged basis. By agreeing to take part, advisers in these activities agree to:

- Maintain privileged information in confidence;
- Not use the information for personal gain at the expense of the TAB and beneficiaries;
- Notify the Management Unit of any potential conflict of interest at any point in such an event; and
- Refuse themselves from participating in any activity where there might be a conflict of interest.

2.3.7 Intellectual property

In their role of advisers, intellectual property (copyrights, inventions, trademarks, etc) may be developed. Advisers acknowledge and agree that all intellectual property involved in the action (both background and foreground intellectual property) shall be solely and exclusively owned by beneficiaries.

2.3.8 Transparency and accountability

All TAB staff, advisers and beneficiaries acknowledge that they are serving and/or being sponsored by the public interest, and as such they shall agree to publish, promote and report all necessary information, provided it is not classified, for a transparent and accountable operation of the program, as needed and required by the European Commission rules and procedures.

2.3.9 Integrity of information

All oral and written information, as documents, files and reports, regardless of whether they are for internal or external use, must contain accurate, true, reliable and authorised information. The obligation for integrity of information applies to the TAB staff, advisers and beneficiaries.

2.3.10 Liability

None of the members of "ENATRANS – Enabling Nanomedicine Translation" warrants that any result or objective whether stated in this Code of Conduct or not shall be achieved, be achievable or be obtained at all or by a given completion date or any other date. None of the members of "ENATRANS – Enabling Nanomedicine Translation" or the advisers shall be liable to the beneficiaries in contract, tort, negligence, breach of statutory duty or otherwise for any loss, damage, costs or expenses of any nature whatsoever incurred or suffered by beneficiaries of an indirect or consequential nature including without limitation any economic loss or other loss of turnover, profits, business or goodwill.



3 Part III: Guidelines and Principles for the Management Unit and the Advisers

3.1 Guiding Principles

The TAB recognises that promotion of its goals requires careful adherence to principles that, at their heart, put the interests of the beneficiaries (nanomedicine entrepreneurs, SMEs and researchers) ahead of the staff and advisers serving the TAB.

(a) The Management Unit, staff and advisers of the TAB shall be responsible, foremost, for acting consistent with law and the TAB mission and Code of Conduct, and for promoting the best interests of beneficiaries who have formed a relationship with the TAB.

(b) The available resources of the TAB shall be offered without charge to all members of the community who are actively connected to a nanomedicine project. Members of the community are defined as entrepreneurs, executives, and researchers, within a business or research setting, involved in promising nanomedicine projects.

(c) The resources of the TAB shall be made available without regard to gender, race, religion, colour, national origin, or sexual orientation.

(d) The TAB staff and advisers shall adhere to the procedures, responsibilities and general principles as defined in Part II – Process, Procedures and General Principles.

(e) The Management Unit shall oversee the formation and development of each relationship between advisers and beneficiaries.

(f) Advisers select beneficiaries relationships based solely on the needs of the beneficiary, the experience they personally bring to bear. Any recommendations made by the Management Unit are based on the best available advisers for the needs identified.

(g) The Management Unit staff and advisers shall maintain strict confidentiality over any proprietary information entrusted to them by beneficiaries. All information (including the identity of potential business leads and investors) and advice generated or received in connection with advisers' assessment and consulting activities is presumed to be confidential and should be treated as such. Advisers will be requested to sign a Service Agreement with confidentiality and no conflict of interest clauses when formally accepting to participate in TAB.

(h) No adviser associated with TAB may accept, for himself or herself, or any related party, a primary financial interest or financial relationship with a beneficiary associated with the TAB without firstly refusing himself or herself, with 30 days advance notice, from the role as a TAB adviser with respect to that beneficiary.

(i) The TAB advisers serve on a voluntary basis as requested by those seeking help. Given advisers' professional / business affiliations, assignments, and interests, it is possible that they may be asked to serve potential competitors. According to the service agreement's no conflict of interest clause, the adviser shall immediately notify the Management Unit of such conflict of interest and resign from his or her advisory role.



- (j) All TAB staff and advisers must disclose to the Management Unit any potential known secondary conflict of interest where success or failure of a TAB project which they assist or oversee would potentially have material impact on any entity in which that person or related party is significantly invested or is a principal or for which such a close relationship is contemplated. In such cases, separation from the project may be the remedy chosen if the Management Unit deems the conflict substantive.
- (k) In addition to their advisory responsibilities, advisers may be asked to participate in events, coaching sessions and follow-up meetings organised by the TAB in the best interest of its beneficiaries.
- (l) The TAB and its advisers shall not retain any intellectual property or equity on projects supported during the operation of the service.
- (m) Advisers are aware and agree that beneficiaries shall be the sole owners of the results of the services provided.

3.2 Principles of Governance

- (a) The Management Unit will be responsible for making an annual report to the ENATRANS' Steering Committee on activities related with the TAB, and for providing regular updates on applications, beneficiaries and advisers, a statement of the operations and the cases supported by the TAB, and a statement of the expenditures of the TAB. These reports will briefly assess the overall success of the TAB in realising its mission.
- (b) The Management Unit is responsible for reporting of TAB's activities to the EC according the ENATRANS Grant Agreement (GA N° 646113) in Deliverables as defined in the ENATRANS Description of the Action (DoA).
- (c) The Management Unit will oversee the process of recruiting advisers. The Management Unit staff will be assigned to perform reference checks, and/or other adequate analysis of background and experience, on each adviser. Recruited advisers will sign a service agreement stating compliance with the principles and procedures of the TAB.
- (d) The Management Unit will assure that records are maintained on each adviser who provides services to the TAB, and make relevant data available to beneficiaries.
- (e) The Management Unit will screen applications for eligibility compliance before assigning assessment tasks to advisers.
- (f) The Management Unit will oversee the process of reviewing available advisers and identifying prospective adviser/beneficiary matches. Advisers and beneficiaries are then contacted regarding the desirability of forming a relationship, and advisers and beneficiaries may decide whether to accept the relationship. Typically, each project will maintain more than one adviser. There will be no adviser-beneficiary relationship without mutual approval and formal assignment.
- (g) The Management Unit will maintain confidential records on each application received for services under the TAB.
- (h) The Management Unit will assign internal staff to each adviser-beneficiary relationship to ensure compliance with the TAB reporting responsibilities.



- (i) Advisers report to the Management Unit regarding the agreed framework of each advisory assignment, including the nature and content of the relationship and the proposed advisory plan and timeline.
- (j) The Management Unit reviews the compatibility and appropriateness of any relationship between the TAB and the beneficiary.
- (k) Assistance to be provided by advisers will be mostly due during events and missions, hence advisers are expected to travel on a regular basis.
- (l) The Management Unit shall assign advisers for services / missions with formal notice due at least 30 days before the assignment takes place.
- (m) Advisers that may not be available for enrolment in a specific service / mission shall notify the Management Unit not more than 10 days after the formal notice for assignment.
- (n) Lead advisers shall provide periodic written reports to the Management Unit on each relationship.
- (o) The Management Unit collects information from advisers regarding the status of relationships with beneficiaries, including the amount of time being spent by those advisers.
- (p) The Management Unit will assure that records are kept of the names of TAB beneficiaries, their projects, and adviser assignments.
- (q) The Management Unit responds to any request for re-assignment and to any complaint that an adviser / beneficiary has acted inappropriately.
- (r) Advisers will be requested to sign the Service Agreement and submitting a Declaration of Interest as a formal commitment to enrol in TAB.
- (s) Any person acting as adviser shall provide, no later than 30 days before consummating any such arrangement, a memorandum to the Management Unit describing the nature and terms of any proposed financial, equity, or compensated business relationship (including employment) with a TAB beneficiary, or with a relationship with third parties that would create a potential conflict of interest with a TAB beneficiary whom they assist or oversee. Before discussing any proposed financial, equity, or compensated business relationship with a beneficiary, the involved adviser first must advise the beneficiary of the need for the adviser to decline his/her advisory role and of the need for the beneficiary to seek independent advice regarding the proposed new relationship.
- (t) The Management Unit should dissociate from any adviser who fails to comply with procedures or to uphold appropriate standards.

3.3 Principles for Compensation

- (a) Compensation of advisers follows the rules of the European Commission for H2020 Experts.
- (b) Compensation of advisers is due after the performance of service / mission and upon formal receipt of the TAB Reimbursement Form, the corresponding supporting documents for travel expenses, and the written report(s) that may be assigned for the service / mission.



- (c) The Management Unit should formally acknowledge the receipt and validity of the TAB Reimbursement Form, accompanying documents, and written report(s).
- (d) Upon formal acknowledgement of the TAB Reimbursement Form, compensation of advisers is due no later than 30 days from effective date.
- (e) Compensation of advisers includes reimbursement of travel expenses, daily subsistence costs and accommodation (flat rates defined according to the country of travel and length of the trip), and a per diem honorarium.
- (f) Details of compensation are presented in the TAB Reimbursement Form and compensation provisions will be included in the Service Agreement to be signed by advisers.
- (g) Prior to compensation of per diem honoraria, advisers shall present an official declaration issued by their own countries' tax administrations confirming that they are tax payers in their tax residence countries.
- (h) Advisers shall be the sole responsible for declaring the payments received in its "income declaration" in accordance with their tax residence laws and rules.

3.4 Conflict of Interest Guidelines for Advisers

As a TAB adviser, it is important to understand that unbiased advisory is essential to building and maintaining beneficiaries' trust. Avoiding even the appearance of impropriety is critical. If the word gets around that TAB advisers are looking for clients, jobs or equity – our reputation and ability to attract the best projects and advisers will suffer. It is our policy that advisers should not have any relationship with a TAB beneficiary where there is any form of compensation or equity. As a TAB adviser your primary interest in serving cannot be to scout for investment opportunities, new clients, or a job.

Occasionally, there will be cases where advisers are so excited about a project that they would like to invest or join the team. In these exceptional cases, TAB does have a policy and procedure that serves all parties. The key elements of our policy are communication and transparency of information. If you are considering investing in a project or taking any role involving any form of compensation (including equity or options), the very first step is to notify the Management Unit.

A brief summary of the policy:

- (a) Investor in a TAB Project:
 - You cannot be an investor in a project that you are advising;
 - You must inform the Management Unit immediately upon contemplating such an action and immediately resign from further activity related with the project.
- (b) Operational Role as an Employee or Consultant to a Project:
 - You cannot receive any compensation from a project that you are mentoring;
 - You must never approach any beneficiary to propose your involvement. If you believe that your services as an employee or consultant would benefit them, discuss this with the Management Unit to determine any possible next steps;
 - If a beneficiary approaches you, and if you have any possible interest, you must immediately notify the Management Unit and resign from further advisory activities;



- Thirty (30) days' notice is required to allow for review by the Management Unit and counseling of beneficiary.

A few final words about avoiding conflicts of interest:

All advisers should be alert to the potential for real or perceived conflicts of interest to arise at any stage of the advisory assignment. If you know you have a conflict, alert the Management Unit immediately and resign from any dealings with the project in question. If you think you may have a conflict, discuss it with the Management Unit immediately to arrive at the proper course of action.



4 Part IV: Guidelines and Principles for the Beneficiaries

Upon application to the TAB, beneficiaries shall understand and commit to comply with the following guidelines and principles:

- a) Beneficiaries understand and acknowledge that the TAB service has to follow the rules and procedures of the EC funded project ENATRANS (GA N° 646113);
- b) Beneficiaries confirm that they have read and agree with the conditions of the TAB service as determined in Part II – Process, Procedures and General Principles;
- c) Beneficiaries understand and acknowledge the non-binding nature of the TAB service;
- d) Based on the previous consideration, beneficiaries will be the ultimate responsible for following or not any advice, recommendations or other course of actions arising from the provision of the service;
- e) Based on the previous consideration, beneficiaries understand and acknowledge that nor the TAB neither its advisers should be held responsible for any losses and damages directly or indirectly resulting from the provision of the service;
- f) Beneficiaries understand and acknowledge that they determine alone whether to make a disclosure of confidential information;
- g) Notwithstanding the previous consideration, beneficiaries commit themselves to providing the TAB, to the best of their ability, accurate information regarding their project;
- h) Beneficiaries understand and acknowledge that the quality of the service depends on their active collaboration throughout the provision of the service;
- i) Beneficiaries will have the exclusive right of refusing the adviser(s) that will be recommended for assignment by the Management Unit;
- j) Beneficiaries understand and agree to provide the non-confidential information that will be requested for reporting and publicity obligations under the EC funded project ENATRANS;
- k) Beneficiaries understand and acknowledge that authorisation from the Management Unit is necessary to include the name of the TAB service in their written business plans or company descriptions, or mention the TAB in their fund raising presentations. Names of individual advisers may be used if permission for such use is given in written by the individual adviser;
- l) Beneficiaries understand and acknowledge that the Management Unit may dissociate from any beneficiary who fails to comply with procedures or to uphold appropriate standards according to this Code of Conduct;
- m) Beneficiaries understand and acknowledge that the Management Unit may terminate the service at any time at its own discretion.