

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Pursuant to Legislative Decree No. 231/2001

Approved by the University Board on 21 September 2023

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Definitions

Administrative offenses: the administrative offenses for which the Organization is held liable pursuant to Legislative Decree 231/01;

Code: the University's Code of Ethics, adopted by resolution of the University Board on 21 October 2008 and last amended on 22 October 2010;

Collaborators: parties having with Bocconi University: (i) project work relations; (ii) agency, representation, commercial distribution or coordinated and continuous collaboration relations;

Computer document: any computer medium containing data or information with effect as evidence or programs for their processing;

Corporate bodies: Board and Managing Director of Bocconi University;

Decree or Decree 231: Legislative Decree no. 231 of 8 June 2001;

Disciplinary system: the system of applicable sanctions – and the relevant procedure – in the event of breach of the Model (and of the Code as an integral part thereof);

Employees: parties who have a subordinate working relationship with Bocconi University, of any degree or nature, including term workers and including those with insertion or apprenticeship contracts or part-time workers, as well as workers on secondment or on para-subordinate work contracts (labor supply);

Leadership positions: persons who hold representative, administrative or management positions at Bocconi University or in one of its units with financial and functional autonomy, as well as persons who exercise, also de facto, the management or control of the same;

MD: Managing Director of the University;

Model, Model 231 or OMM: this Organization, Management and Control Model, as provided for by the Decree, approved by the Bocconi University Board on 25 February 2008 and amended, most recently, by resolution of the Board on 21 September 2023;

Offenses: the individual offense or offenses to which the provisions of Legislative Decree 231/01 and subsequent amendments and additions apply;

PA: Public Administration;

Recipients: parties to whom the provisions of the Model apply, i.e. University employees, whether Staff or Faculty members; collaborators who, in any capacity, are employed by the University whether carrying out administrative, teaching and research activities; temporary workers; suppliers with whom Bocconi has relations; Clients/Supporters/Donors from whom the University receives funding; Consultants; governance bodies and their members;

Sensitive Activities: operations, activities or acts that could give rise to the risk of the commission of one of the offenses implying the Organization's liability;

Subordinates: persons subject to the management or supervision of persons belonging to the top management of the company (hereinafter, also "persons in a subordinate position");

Suppliers: the subjects supplying goods and services to Bocconi University;

Supervisory Body: the internal supervisory body of Bocconi University, as described in Art. 6. (1.B) of the Decree with the functions of supervising compliance with the Model and verifying its effective implementation (hereinafter, also "Body" or "SB");

UB or Board: Bocconi University Board;

University or Bocconi University: Università Commerciale Luigi Bocconi.

University Representatives: the President, the members of the University Board, the members of the other Bocconi University bodies, as well as the other persons in leadership ("apical") positions within the meaning of the Decree, by which is meant any person performing functions of representation, administration or management of the organization or of a unit or division thereof having financial and functional autonomy;

Whistleblowing: the act of reporting information, suspicions or risks of wrongdoing of which one has become aware within the working context pertaining to the University, in the forms and within the limits provided for by the relevant legislation on the subject (Legislative Decree 10 March 2023, no. 24 and art. 6, paragraph 2-bis of Decree 231) and the internal procedures adopted by Bocconi.

GENERAL SECTION

Chapter 1 - The Organization, Management and Control Model Pursuant to Legislative Decree 231/01 Adopted by Bocconi University

1.1 Università Commerciale Luigi Bocconi

The free Università Commerciale "Luigi Bocconi" in Milan (hereinafter the "University"), founded by Ferdinando Bocconi in 1902, is a legally recognized University, with legal personality and teaching, scientific, administrative, organizational and disciplinary autonomy as provided for by Article 33 of the Constitution and pursuant to Article 1 of the Consolidated Law on Higher Education, approved by Royal Decree 31 August 1933, no. 1592 and subsequent amendments and additions.

The University is a non-profit organization, it is mainly financed by the proceeds of its activities and it is managed by a University Board whose members are mainly appointed by private entities.

Bocconi University works for cultural, civil and economic progress and to this end it is the seat of free research and free education, aimed at learning, critical processing and dissemination of knowledge.

Within their respective functions and responsibilities, professors, researchers, lecturers, students and administrative staff contribute to the pursuit of institutional aims and to the observance of Bocconi University's general principles. Bocconi University carries out the following activities:

- a) teaching and university education at all levels;
- b) basic and applied scientific research;
- c) application, promotion, dissemination and transfer of knowledge, learning and technologies to external stakeholders, with the aim of generating a significant social, cultural and economic impact at local, national and global levels.

It also carries out activities of professional training and development courses, support and dissemination of economic, legal and social culture, and promotion of technological, organizational and entrepreneurial innovation. To this end, it may undertake publishing initiatives and support the establishment, growth and consolidation of innovative startups founded by students and graduates.

Bocconi University awards the following degrees:

- a) Bachelor degrees;
- b) Master of Science degrees;
- c) Specialization diplomas;
- d) PhDs.

It also awards:

- a) first- and second-level Specialized Master degrees;
- b) certificates for other scientific and highly specialized courses.

In the pursuit of its institutional aims, Bocconi University collaborates with other public and private entities. It may enter into contracts and agreements regarding teaching and research activities, consultancy and the provision of other services. It may establish foundations, associations and joint-stock companies, of which it may also acquire shares and quotas, including controlling shares. It may also set up inter-departmental and inter-university structures as well as consortia with other universities or public and private entities, or become part of them.

Bocconi University maintains institutional relations with the community of its own graduates and of those who have participated in other educational programs, also by coordinating the activities of one

or more associations. As an ancillary activity, the University carries out activities of a real estate nature aimed at the creation of structures functional to the didactic purposes and the dissemination of culture and, among them, structures for the support and reception of students.

As can be seen in light of the above, Bocconi University is characterized by considerable dynamism, also by virtue of its position in comparison with other leading university institutions at national and international levels. This entails frequent interventions to improve the organizational structure and controls, in line with the five-year Strategic Plan. This Strategic Plan, approved by the University Board, analyzes the most relevant trends characterizing the university education sector in the international and Italian contexts, defines the University's strategic positioning and outlines the most important strategies and objectives that will guide Bocconi's action over the Plan's horizon.

The Plan also describes the activities and initiatives designed to achieve the University's main development objectives. Considering the fast pace of change that characterizes the scenario, determined by the evolution of the market situation, the competitive framework and technologies, the specific actions and initiatives planned are periodically reviewed in order to assess possible adaptations to changes in the reference scenario.

Another significant characteristic of Bocconi University is the presence of individuals in leadership and subordinate positions, belonging to profoundly different categories, such as the Faculty, Staff and Students, who therefore take on different responsibilities and roles depending on their involvement, in addition to Governance positions, in:

1. Teaching activities, articulated in the educational programs of the Schools (in this regard, please refer to what is illustrated in paragraph 2.1);
2. Research activities, by means of scientific publications and other forms of dissemination, with the aim of contributing to the advancement of knowledge in a given field; research must be characterized by internationally recognized elements of creativity and originality and have a significant impact on society (companies, institutions and governing bodies);
3. Other activities of the so-called Third Mission, focused on the transfer of the knowhow developed within the first two missions (teaching and research) to external stakeholders, with the aim of generating a significant social, cultural and economic impact on a local, national and global levels. Throughout its history, the University has pursued this objective through a multiplicity of activities and projects, which can be traced back to the three main areas in which the Third Mission is articulated: continuous and lifelong learning; innovation and dissemination of knowledge; responsibility, social commitment and, in general, all the activities (artistic, cultural, sport, educational) that can be traced back to the concept of "public engagement";
4. Operative support activities, which may be specific to each of the above activities or, otherwise, are carried out centrally at university level.

The University defines regulations, policies and procedures that are specifically intended for distinct categories of recipients. In some cases, activities are carried out by subjects of the University in the capacity of public official and/or person in charge of a public service. For example: issue of certificates, evaluation/assessment of students' preparation and relative recording and registration; management of comparative evaluation procedures of faculty in the context of public competitions; management and disbursement of support measures for the right to university study as per Regional Law no. 33/2004 or other similar measures financed with funds or contributions granted or disbursed by the State, other public bodies or the European Union.

In all its activities, the University (understood as a members of the Bocconi Community) operates on the basis of cardinal principles: independence, ethics, transparency, freedom of expression, equity, solidarity, promotion of diversity, a focus on merit and the development of individual abilities, professionalism and striving for quality, social responsibility.

In this respect, contributing to a more equitable, inclusive and sustainable society is a duty and a constant objective that every individual, company, institution must pursue today. Bocconi University, which is founded on a core of ethical and responsible values, has a persistent and enduring focus on sustainability issues and, to this end, publishes its Sustainability Report annually, in which it gathers together all the initiatives and activities implemented, and on diversity, equity and inclusion.

1.2 The Adoption of the Model, Its Objectives and Structure

In addition to constituting a cause of exemption from administrative liability for offenses on the part of the University,¹ the adoption of an Organization, Management and Control Model pursuant to Legislative Decree 231/01, is an act of social responsibility on the part of the University, from which benefits accrue to a multiplicity of parties, including those outside the University. The presence of a control system,² together with the establishment and dissemination of ethical principles, improves the already high standards of conduct adopted by the University, increases the trust and the excellent reputation that the University enjoys with third parties and, above all, fulfills a regulatory function since it regulates the behavior and decisions of those who work for the University on a daily basis.

An initial Model was introduced by resolution of the University Board on 25 February 2008. This Model has been kept up-to-date in relation to regulatory changes, organizational changes over time and established best practices in the field. In 2017 and subsequently in 2023, it was considered whether to launch a structural revision project in order to achieve an even clearer, more streamlined, concise, dynamic and interconnected Model to the university operating procedures, with a view to increasing effectiveness and efficiency.

Furthermore, the University periodically analyzes and reviews the content of the Guidelines in force (such as those approved by Confindustria, ANAC and others) to identify which of the principles they contain are applicable to the activities carried out by the University, bearing in mind that, to date, no specific Guidelines have been defined for the university sector.

The Model provides a unified view of the already existing internal control systems provided for by regulations other than Legislative Decree 231/01 but incorporated in it. The objective of the Model is, in fact, to ensure that university activities are carried out in compliance with the Decree, preventing conduct that may lead to the commission of one of the types of offenses envisaged by the Decree or by special laws relating to the Liability of Entities for Offenses.

Therefore, the Model has the following aims:

- to represent the governance system in a clear and integrated manner with organizational and regulatory requirements;
- to establish principles and rules of conduct aimed at promoting and enhancing an ethical culture, which supports fairness and transparency in the conduct of all university activities;
- to set up a structured and organic system of prevention and control aimed at reducing the risk of the commission of offenses connected to the University's activities;
- to introduce all those who work in the name of and on behalf of Bocconi in the "areas of activity at risk" to the awareness of the fact that, in the event of breach of the provisions contained therein, they may incur in an offense punishable with sanctions both against the author of the breach (civil, disciplinary and, in some cases, criminal) and against the University (administrative liability pursuant to the Decree);

¹ For more details on the Decree and predicate offenses, which, under the conditions set forth in the Decree, can therefore result in the liability of the entity, please refer to the Regulatory Appendix referred to in this Model.

² Although referring to the corporate sphere, the decision to have a Model is consistent with an organizational, administrative and accounting structure in line with the objectives of good governance set forth in Article 2086 of the Civil Code.

- to point out to all those who work in any capacity in the name of, on behalf of or in the interest of Bocconi that the breach of the provisions contained in the Model entails the application of appropriate sanctions, possibly the termination of the contractual relationship;
- to reiterate that Bocconi shall not tolerate unlawful conduct of any kind and for any purpose, since such conduct (even if the University is apparently in a position to take advantage of it) is contrary to the ethical principles that Bocconi intends to abide by;
- to effectively censure any conduct in breach of the Model through the application of disciplinary and/or contractual sanctions.

Following the introduction of the Model, the University established the Supervisory Body specifically provided for by the regulations and also set up a Compliance & Internal Audit function that the Supervisory Body may use, if it deems it appropriate, to support the activities assigned to it. On this occasion, specific procedures were introduced for Sensitive Activities, pursuant to Legislative Decree no. 231/01, which entailed a substantial revision and improvement of those already existing.

The 231 Model consists of this document, which constitutes its General Section, and the document "Sensitive Activities and Specific Control Standards of the 231 Model", which constitutes its Special Section and which dictates the control standards that must be applied in the University's operations. In addition, all annexes or appendices referred to therein are an integral part of the Model.

In the 231 Model, account is taken i) of the assessment carried out with regard to the risks of commission of the offenses expressly referred to in Decree 231; ii) of the identification of Sensitive Activities, in order to verify in which areas of activity and in what manner the aforesaid offenses could abstractly be committed; iii) the identification of the existing control system with reference to the control measures applied to prevent the risks of offenses; iv) the rules for the identification, composition and functioning of the Supervisory Body and the reporting from and to that Body; v) the disciplinary and sanctioning system applicable in the event of non-compliance with the rules referred to in the Model; and vi) the procedures for updating the Model.

The provisions of the Model are supplemented by the provisions of the Code of Ethics, which sets out the principles of conduct that guide all those who work at the University and constitutes a fundamental reference element of the 231 compliance system.

Chapter 2 - The Governance, Organizational, Internal Control and Regulatory Systems of Bocconi University

2.1 The Governance Structure

Due to the objectives and activities carried out by the University, the governance and organizational structure is highly articulated, consistent with the roles and responsibilities identified. The Governance of the University, as per the Statute, is divided into the functions assigned to:

- University Board;
- Executive Committee;
- Academic Council;
- Faculty Council;

assisted by the following advisory and verification bodies:

- International Advisory Council;
- Board of Statutory Auditors;
- University Evaluation Unit;
- Student Representative Council;
- Committee for Faculty Development.

In accordance with the provisions of the Statute, the University Board has appointed the Rector and the Managing Director. The Rector's role and functions are set out in the current Statute. The Managing Director performs the functions delegated by the University Board.

The statutory auditing of the accounts is entrusted to an auditing company, appointed by the University Board at the proposal of the Managing Director, after hearing the opinion of the Board of Statutory Auditors expressed in a specific written report.

A central figure in Bocconi's governance model is also the Supervisory Body, to which Chapter 4 of this document is dedicated.

2.2 The Organizational Structure

The University's organizational model distinguishes two main areas of activity, which refer to the academic area, overseen by the Rector, and the technical-administrative area, overseen by the Managing Director, and which operate in close synergy:

1. Activities carried out by Professors, Researchers and Lecturers (Faculty);
2. Activities carried out by the Technical-Administrative Staff (Staff).

The activities that refer to the Faculty are the responsibility of the Rector, who is assisted in their performance by the Deans, Rector Delegates, School Deans, Advisory Committees, and other Boards, Councils and Committees.

The activities entrusted to the Faculty are related to the fulfillment of teaching and research needs in the various disciplinary areas; as well as the enhancement of the products of teaching and research, fostering debate, exchange and mutual development between the University and the stakeholders in relation to the territory and social contexts of reference. In the performance of these activities there is a strong and continuous interrelation with the activities carried out by the Staff.

The activities that refer to the Staff are the responsibility of the Managing Director and are related to the operational support provided to the Faculty, to the Students and to the so-called general services. By way of example, this refers to administrative, legal, corporate, accounting, financial and control aspects, as well as support provided in the management of academic, artistic and cultural activities,

fundraising, marketing and communication. Specific areas overseen by Staff are also the management of real estate and technology infrastructures, including cybersecurity aspects.

The Staff organizational model is divided into Units and their managers are specifically identified within the reference organization chart.

The Faculty organizational model provides for:

- Departments;
- Schools;
- Research Centers.

In particular, teaching and research activities are carried out in the Departments to which professors, researchers and lecturers belong. The Departments are as follows:

- Accounting;
- Computing Sciences;
- Decision Sciences;
- Economics;
- Finance;
- Legal Studies;
- Management and Technology;
- Marketing;
- Social and Political Sciences.

All the educational programs, i.e. Bachelor and Master of Science degree programs, pre- and post-experience Specialized Master degree programs and PhD programs, belong to the Schools. The Schools are as follows:

- Undergraduate School;
- School of Law;
- Graduate School;
- PhD School;
- SDA Bocconi School of Management.

Research activities, both basic and applied, are promoted and organized not only in the Departments, but also in the University's Research Centers, within which the skills present in one or more Departments converge. The Research Centers are as follows:

- ASK;
- BAFFI CENTER ON ECONOMICS, FINANCE AND REGULATION;
- BIDSAs;
- CERGAS;
- GREEN;
- IGIER;
- ICRIOS;
- CARLO F. DONDENA CENTER.

Research is also promoted and organized in the Labs, Funded Chairs and Research Centers of the SDA Bocconi School of Management.

The SDA Bocconi School of Management is the University's Business School that offers MBA programs, specialized post-experience Specialized Master programs and custom training projects for individuals, companies and institutions.

The activities that refer to the Faculty are the responsibility of the School's Dean, who is assisted in their execution by the Associate Deans and Division Directors.

The activities that refer to the Staff are the responsibility of the SDA Managing Director, who is the head of the relevant Staff organizational units and who reports to the Bocconi University Managing Director.

In line with the ANVUR regulations on the periodic Self-Assessment, Evaluation and Accreditation (AVA) system of university facilities and programs, which aims to improve the quality of teaching and research carried out in universities, the University has adopted a Quality Assurance (QA) model based on the following organizational controls:

- Quality Assurance Committee,
 - in direct contact with the governing bodies, designs and verifies the correct and uniform application of the internal QA system;
- Evaluation Unit,
 - performs propositional and verification functions on the adequate and effective functioning of the Internal QA system, the activities of the actors involved and draws up the annual report that is also sent to ANVUR (the Italian university evaluation system).

The functions and components of the two organizational bodies are reported on the University's institutional website.

In detail, the organizational structure is defined in the Statute, the University and SDA Regulations, the Organizational Chart, on the institutional website and in the university's internal organizational provisions.

2.2.1 The System of Powers

The system of powers is developed in an integrated manner with respect to the other elements of the organizational structure and is divided into:

- powers conferring representation in the name of and on behalf of the University, involving commitments towards third parties (powers of attorney);
- powers attributing to persons holding a specific organizational position the power to perform acts that produce effects within the University and/or the power of expenditure vis-à-vis third parties in respect of relations already contracted by other proxies (proxies).

2.3 The Internal Control System

The University's Internal Control System fulfills multiple objectives of quality, efficiency, reliability of information systems and compliance with regulations, partly overlapping with those set out in Legislative Decree 231/01.

2.3.1 The Internal Control System Related to Risk Management

Bocconi University has an Internal Control System intended as a set of rules, procedures and organizational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the University.

The actors

The actors of the Internal Control System monitoring risks act according to a three-level control model:

- first level of control: identifies, assesses, manages and monitors the risks of competence in relation to which it identifies and implements specific treatment measures;
- second level of control: monitors the main risks to ensure the effectiveness and efficiency of how they are dealt with, monitors the adequacy and operability of the controls put in place to protect against the main risks and, in addition, provides support to the first level in the definition and implementation of adequate management systems for the main risks and related controls;
- third level of control: provides independent and objective assurance on the adequacy and effective operation of the Internal Control System as a whole.

The articulation of the first and second control levels is consistent with the size, complexity, specific risk profile and regulatory context in which the University operates.

In this sense, Bocconi has set up specific operational coordination mechanisms (Data Protection Team, Compliance Team, Intellectual Property Team) with the task of guaranteeing coordination among the various Organizational Units that carry out supervision or second level control activities in their respective fields.

The third level of control is guaranteed by the Internal Audit function, which carries out checks with a "risk based" approach on the Control System as a whole through audits on areas, processes and/or organizational structures of the University.

The components of the Internal Control System

The Internal Control System is composed as follows:

1. assessment of the risks inherent in the activity performed and evaluation of the effectiveness of the responses adopted in order to mitigate or eliminate such risks (risk assessment and risk management);
2. design and implementation of specific control measures (formalized procedures or "protocols", according to the terminology of Legislative Decree no. 231/01), in turn divided into:
 - a) organizational control mechanisms, i.e.:
 - segregation of duties (segregation of the roles of manager, executor and controller) and correlated definition of signature powers, in order to implement for the relevant activities an adequate process of authorization – execution – subsequent control, consistent with the organizational structure adopted and respecting the balance of authority and responsibility assigned to each actor;
 - communication processes (consistent with the workflow of the processes subject to control), so as to guarantee to each actor the requirements of quality, timeliness and traceability of the necessary information;
 - organizational mechanisms of "control environment", relating to human resources management policies (Faculty and Staff), in the context of which the following are extremely important:
 - codes of conduct, with specific identification of practices considered unacceptable;
 - reward system (incentives) and disciplinary system (sanctions) to reinforce the adequacy of the controls carried out by personnel;

- continuous training and communication activities both on internal control and on the skills required for the roles assigned;
 - staff rotation mechanisms or alternative measures;
 - mechanisms for the protection of employees/faculty who report anomalies of any kind (including offenses) in the operation of the internal control system;
 - definition, where relevant, of specific situations of incompatibility for positions that may be held by employees and faculty;
- b) information control mechanisms, i.e.:
- documentation or traceability of the activities performed, authorization, execution or subsequent control;
 - detailed control mechanisms on individual transactions/operations carried out, aimed at ensuring their compliance with the applicable objectives and procedures;
 - consistency control mechanisms (so-called Performance review) by means of indicators (Key Performance Indicators and Key Risk Indicators), in order to monitor – through appropriate reporting systems – the consistency of the results of the activities carried out with the relevant objectives (defined in documents such as policies, plans, budgets, action plans and procedures).

Monitoring of the abovementioned controls must be performed:

- in a continuous form (ongoing monitoring) by the actors with roles of responsibility for the management and control processes;
- on a discontinuous basis (separate monitoring) by the Supervisory Body and bodies in charge of periodic checks on the adequacy of the control system, such as Management Control, Internal Audit, the Evaluation Unit.

Verification of the adequacy of the Internal Control System

With regard to the verification of the adequacy of the Internal Control System, from a methodological point of view, there are various levels of analysis summarized in the following points:

1. assessment of internal controls (both ex-ante authorization and ex-post approval) must be carried out under the dual profile of:
 - design, in order to ascertain that the controls inherent in corporate procedures are adequate, in terms of design, in enabling the achievement of business objectives within the defined acceptable levels of risk;
 - operation, i.e. the concrete application by the structures concerned of the controls inherent in the approved procedures;
2. assessment of the adequacy of internal controls must always be performed both directly and indirectly, i.e.:
 - direct assessment of the adequacy of internal control procedures is carried out by analyzing, typically on a sample basis, a certain number of transactions/operations to ascertain that the approved procedures have been correctly applied to them. At the end of this verification, it is possible to alternatively conclude whether:
 - any deviations from compliance with the approved procedures are acceptable, in that they are not such as to compromise the achievement of business objectives within acceptable levels of risk; or

- any deviations from compliance with the approved procedures are unacceptable, in that they are such as to compromise the achievement of business objectives within acceptable levels of risk. In this case, the inadequacy of the Internal Control System must be acknowledged;

The indirect assessment of the adequacy of internal control procedures is carried out through the analysis of management indicators (Key Performance Indicators and Key Risk Indicators) that detect negative results compared to business forecasts as well as significant anomaly factors within the processes subject to internal control.

2.3.2 Quality Assurance Resulting from Belonging to the University Sector

The various activities leading to the accreditation of university facilities and programs are subject to quality control.

The Quality Assurance system adopted by Bocconi University is based on a system of policies, procedures and mechanisms aimed at guaranteeing the achievement of quality objectives defined by the University's governing bodies. In detail, the University's Quality Policy is built on four building blocks: Teaching, Students, Faculty and Research.

Most of the Quality actors are already provided for by law, the Statute and other University Regulations, while some have been introduced specifically for Quality Assurance (e.g. the Delegate for the Departmental Research Review and the Student-Faculty Joint Teaching Committees).

With reference to the actors identified by the Statute, the Evaluation Unit is the body that makes proposals and checks the adequacy and effectiveness of the University's evaluation and quality assurance activities, governed by the University Statute and the General University Rules, in implementation of the provisions of Law no. 370 of 12 October 1999. This body reports to the University Board, the Rector and the Managing Director and performs the following functions:

1. it acquires, analyzes and evaluates the results of quality assessment and quality assurance initiatives, providing its indications to the University Board, the Rector and the Managing Director for the improvement of the levels of efficiency, effectiveness and quality of university activities;
2. it carries out functions of guidance and verification of the adequacy and effectiveness of the University's quality assurance and quality assessment activities, carried out – according to their respective competences – by the University bodies and structures, by verifying the methodologies used and the results achieved;
3. it provides its referees with any opinions they may be asked to give on evaluation and Quality Assurance matters;
4. it performs all the functions assigned by law, insofar as relevant and compatible also for non-state universities.

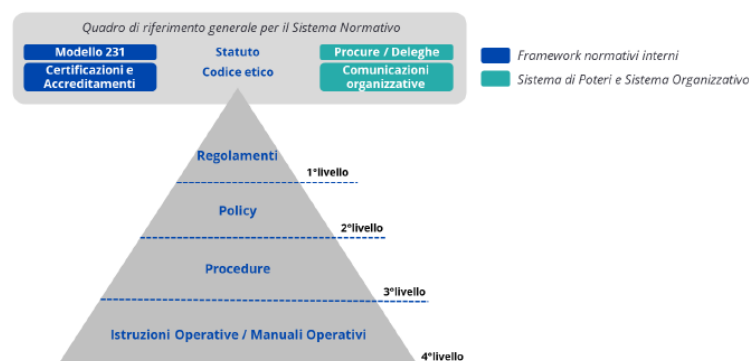
In addition, as provided for by the General University Rules, the University has established the "Quality Assurance Committee", a structure of the University Quality Assurance process, a mandatory organizational requirement for all universities in application of the Self-Assessment, Evaluation and Accreditation (AVA) model prepared by ANVUR (National Agency for the Evaluation of University and Research Institutes) and implemented by the implementing Ministerial Decree no. 47/2013 issued by the Ministry of Education, University and Research.

2.4 The Regulatory System

The Regulatory System consists of a set of internal regulatory instruments that govern the University's key processes and outline their responsibilities, information flows and control points. It represents one of the tools for achieving Bocconi's institutional goals, so as to guarantee, on the one hand, the effectiveness and efficiency of processes and, on the other hand, compliance with the general reference framework made up of the general and sector-specific legal provisions relevant to the University.

The Regulatory System referring to Model 231 is divided into four hierarchical levels, each consisting of a type of regulatory instrument:

- Regulations, which regulate the ways in which values, ethical principles and rules of good conduct are implemented, in compliance with the law and the Statute; they also establish the ways in which the University's bodies and structures function;
- Policies, which define the mandatory rules of conduct and the general process guidelines to be followed in order to ensure the achievement of the University's objectives. They normally involve several organizational units;
- Procedures, which define the operating procedures for carrying out processes/areas (or phases thereof) and the related control activities. They describe the tasks and responsibilities of the organizational contacts involved, the methods of management and control and communication flows. They normally involve several organizational units;
- Operating Instructions / Operating Manuals, which define the details of the operating methods by which activities must be carried out with reference to a specific organizational unit or a specific process. They normally involve one organizational unit.



The structuring of the Regulatory System therefore envisages both a hierarchy aimed at ensuring that the lower-level instruments are consistent with the principles and guidelines expressed by the higher levels, and the integration within the process regulatory documents of the control principles set out in the compliance and governance models and, in general, in the documents of the general reference framework.

These aspects are also applied by virtue of the approval process defined for regulatory documents.

The regulatory tools are accessible to all University Employees and Representatives on a dedicated section of the University intranet.

Chapter 3 - Identification, Analysis and Assessment of Risks Ex Legislative Decree 231/01: The Bocconi Methodology

3.1 Methodology for Identifying, Assessing and Managing Risks

This Model has been drawn up on the basis of the results of a series of activities that have enabled the University to make its own Model compliant with the requirements of Decree 231 and consistent with the indications contained in the relevant jurisprudential guidelines, in the Guidelines and in established best practices.

In this regard, Article 6(2.a) of Legislative Decree 231/01 expressly provides that the Model shall identify the activities within the scope of which the offenses referred to in said Decree 231 may potentially be committed.

In compliance with the regulatory provisions and taking into account the methodological guidelines contained in the reference Guidelines, on the basis of the updated framework of the University's processes and formalized organizational responsibilities, the relevant Sensitive Activities are identified, in relation to the individual offenses envisaged by Decree 231 (through a detailed analysis of the processes concerned).

To this end, Bocconi first of all analyzes the legislation in force, monitors its evolution together with doctrine and jurisprudence, arriving at the identification and understanding of the offense cases and, in particular, at the identification of the relative abstract ways of commission in the reference context.

Secondly, an in-depth and thorough analysis (risk assessment) is carried out, aimed at identifying the areas of activity within which there is an abstract risk of commission of the offenses set forth in Decree 231 and the functions assigned to them, taking into account the organization adopted and the operational processes.

The mapping of the operational areas of potential exposure to the various 231 offense/risks is accompanied by the identification of the specific existing control elements, as well as the definition of any initiatives to integrate and/or strengthen existing controls (in light of the results of the gap analysis).

On the basis of the indications and results of the overall analysis activity outlined above, the individual functions responsible implement – after assessing the risks identified and defining the management policies for the same – regulatory instruments relating to the activities at risk, with the support of the competent functions of the University, in accordance with the internal regulatory system.

The steps and activities characterizing the illustrated methodology are summarized below:

Steps	Operational Activities
Step 1 - Preliminary analysis	– Analysis of the reference legislation; collection and analysis of the documentation; identification of the map of processes in the scope of which the offenses referred to in the Decree may in abstract terms be committed; identification of the persons who, on the basis of their functions and responsibilities, have in-depth knowledge of the areas identified and of the control mechanisms currently in place, in order to

	determine the areas of intervention and a detailed interview plan
Step 2 - Risk Assessment and Gap Analysis	– Identification of Sensitive Activities and assessment of 231 risk at inherent and residual level, as well as analysis of the Internal Control System in place ("AS IS"), in order to identify any deficiencies and define a plan for improvement actions ("TO BE")
Step 3 - Preparation of Model 231	– Definition and updating of Model 231 with all its components and operating rules

3.2 Prevention Protocols

The protocols aimed at preventing and mitigating the risk of committing the offenses set out in Decree 231 are structured on two levels:

1. general prevention protocols, i.e. control standards of a transversal nature to be considered and applied with reference to all the Sensitive Activities of the 231 Model;
2. specific prevention protocols, which provide for particular provisions aimed at regulating the particular aspects of Sensitive Activities.

Prevention protocols are set out within the regulatory and/or organizational instruments referring to Sensitive Activities. These regulatory and/or organizational instruments are communicated and disseminated by the competent functions and oblige University management and employees to comply with them.

3.2.1 General Prevention Protocols

The following principles apply to all actions concerning Sensitive Activities:

– Rules of conduct

- the development and implementation of Bocconi's decisions shall comply with the principles and prescriptions contained in the provisions of law, in the deed of incorporation and in the Code of Conduct of the University.

– Definition of roles and responsibilities

- only subjects who have been previously identified by means of proxies, powers of attorney, organization charts, job descriptions, procedures or any organizational provisions are entitled to carry out sensitive activities;
- the management, coordination and control responsibilities within the University are formalized;
- the levels of hierarchical dependence are formalized and the different tasks within the University are described;
- the external system of proxies and powers of signature is consistent with the responsibilities assigned to each Board member and the knowledge of such powers by external parties is guaranteed by adequate communication and disclosure tools;
- the assignment and exercise of powers within a decision-making process is consistent with the positions of responsibility and with the relevance and/or criticality of the underlying economic transactions.

– Internal procedures and rules

- For all risk operations that concern Sensitive Activities, procedures, guidelines or regulations are

implemented and enforced and an Internal Manager is identified for the implementation of the operation, who corresponds, unless otherwise specified, to the Head of the Function responsible for managing the risk operation in question.

– Segregation of duties

- there must be no subjective identity between those who take or implement decisions, those who must give accounting evidence thereof, and those who are required to carry out the controls provided for by law and by the procedures laid down by the Internal Control System.

– Control activities and traceability

- the formation steps and authorization levels of the acts of the University must be documented and reconstructible;
- documents concerning the formation of decisions and their implementation are archived and stored by the competent function. Access to filed documents is permitted only to authorized persons according to the company's operating procedures, as well as to control bodies and functions.

Internal Managers:

- may request information and clarifications from all the corporate functions, operational units or individual persons dealing with – or who have dealt with – the operation at risk;
- promptly inform the Supervisory Body of any critical issues or conflicts of interest;
- may call upon the Supervisory Body in all cases of ineffectiveness, inadequacy or difficulty in the implementation of the prevention protocols or of the operational procedures for implementing them, or in order to obtain clarifications on the prevention objectives and procedures governed by the Model.

3.2.2 Specific Prevention Protocols and the Special Section of the 231 Model

On the basis of the general protocols and in consideration of the University's operations, the specific prevention protocols can be associated to one or more Sensitive Activities and are aimed at mitigating specific risks/offenses, i.e. potential offenses that may be committed in the performance of activities.

The text of the specific prevention protocols is provided in the Special Section of the Model.

In this regard, the Special Section has the following features of layout deriving from the operational methodology adopted for its drafting:

- at the beginning the categories and/or types of Offenses that are considered applicable to the context of reference of the University and the relative reasons are illustrated;
- the Special Section is structured to facilitate the usability of the Model and favor its application by the Recipients. In this sense, the Special Section is developed according to a representation by "families of offenses", thus associating the various Sensitive Activities with the different categories of Offenses set forth in Decree 231 and reporting the relevant specific prevention protocols. Moreover, at the end of this analytical illustration, the Sensitive Activities and protocols are also traced back to the reference processes through a matrix representation;
- lastly, in keeping with the University's current strategic direction, which is largely focused on sustainability issues and in consideration of the correlations and synergies present between such issues and Decree 231, the Special Section of the Model makes it possible, through the identification of specific control measures, to prevent the commission of Offenses, as well as to contribute to the realization of the material issues defined within Bocconi's "sustainability challenges"³ that

³ See the "Sustainability" section of the University's institutional website.

contribute to the pursuit of the United Nations Sustainable Development Goals (SDGs).⁴ Therefore, the Special Section also contains an indication of the correlation between the various 231 classes of offense, the UN SDGs and the University's "sustainability challenges".

⁴ The 17 Sustainable Development Goals were defined on 25 September 2015 by the United Nations General Assembly through the adoption of the 2030 Agenda for Sustainable Development. These goals, divided into 169 specific "targets" to be achieved by 2030, refer to different domains of development relating to environmental, social, economic and institutional issues.

Chapter 4 - The Supervisory Body

4.1 General Principles on the Establishment, Appointment and Replacement of the Supervisory Body

The Supervisory Body may be single or collective. In the latter case, the Supervisory Body consists of a minimum of three and a maximum of five members.

The Supervisory Body is established by resolution of the University Board, which simultaneously establishes its remuneration.

The members of the Supervisory Body are chosen from persons with an ethical and professional profile of unquestionable value. Professionals external to Bocconi may be appointed as members of the Supervisory Body (i.e. persons who do not have an employment relationship with the University; Staff and permanent Faculty members are therefore excluded). The members of the Supervisory Body must not have relations with the University such as to cause possible conflict of interest and jeopardize their independence.

The remuneration of the members of the Supervisory Body does not constitute a conflict of interest.

Its members remain in office for a period of four financial years and may be re-elected, once only, for a further four financial years. The Supervisory Body's term of office expires at the same time as the University Board that appointed it, i.e. on 31 October of the year in which the four-year term ends, although it will continue to perform its functions until its new members are appointed.

Appointment as a member of the Supervisory Body is conditional on the presence of the subjective requirements of eligibility, honorableness and professionalism. Under the first profile, the members of the Supervisory Body must meet the requirements of honorableness established for Board members and auditors of listed companies.⁵ It follows that a person cannot hold office, and if appointed, lapses, who:

- is in the situations envisaged by Article 2382 of the Italian Civil Code (i.e. has been declared disqualified, incapacitated, bankrupt or sentenced to a punishment entailing disqualification from public office or inability to exercise executive offices);
- has been subjected to a prevention measure (Legislative Decree no. 159/2011, the so-called Anti-Mafia Code), subject to the effects of rehabilitation;
- has been subjected to a final conviction, unless rehabilitation has taken place, or has been subjected to a sentence of application of the penalty at the request of the parties (so-called plea bargaining), unless the offense has been extinguished:
 - to a custodial sentence for an offense provided for in the special regulations governing the insurance, banking, financial, credit sector, or concerning financial markets and instruments, payment instruments or tax matters;
 - to imprisonment for a corporate or bankruptcy offense;
 - to a term of imprisonment of not less than six months for an offense against public administration, public order, public trust, property, or the public economy;
 - to imprisonment of not less than one year for any offense committed with criminal intent.

When the appointment is made, the person appointed as a member of the Supervisory Body must issue a declaration stating the absence of the following other grounds for ineligibility:

⁵ See Articles 147-quinquies, 148 of Legislative Decree 58/1998 and Ministerial Decree No. 162 of 30 March 2000.

- the existence of relationships of kinship, marriage or affinity up to the fourth degree with members of the Board and the Board of Statutory Auditors, with top positions in general and auditors appointed by the auditing firm;
- the existence of conflicts of interest, including potential ones, with the University such as to jeopardize the independence required by the role and duties of the Supervisory Body, as well as overlapping of interests with the University itself beyond the ordinary ones based on the possible collaboration or intellectual work relationship;
- having exercised administrative functions – in the three years preceding the appointment as member of the Supervisory Body – of companies subject to bankruptcy, compulsory administrative liquidation or similar procedures;
- the existence of a public employment relationship with central or local administrations in the two years preceding the appointment as member of the Supervisory Body;
- having acted as a member of the Supervisory Body in the previous three years for companies convicted, pursuant to the Decree, even with a plea-bargaining sentence for offenses committed during the period in which he/she was in office;
- having been convicted of one of the predicate offenses referred to in the Decree or in special laws relating to the liability of Entities for offenses, in Italy or abroad, or having been convicted of one of the predicate offenses referred to in the Decree or in special laws relating to the liability of Entities for offenses;
- having been convicted of an offense or having been sentenced to a punishment at the request of the parties (so-called plea bargaining), even if not final, to a punishment entailing disqualification, even temporary, from public offices, or temporary disqualification from the executive offices of legal persons and companies.

Should any of the causes of ineligibility arise against a person who has already been appointed, they shall inform the other members of the Supervisory Body and shall automatically forfeit the office.

Further causes of disqualification are:

- the supervening impossibility of adequately performing one's duties;
- the assumption of operational/managerial/executive functions, assignments and responsibilities within the University organization that are incompatible with the requirements of "autonomy and independence" and "continuity of action" of the Supervisory Body.

The entire Supervisory Body, on the other hand, shall lapse if:

- the majority of its members cease to exist, due to resignation or any other cause;
- the University incurs a sentence of conviction – or the application of the penalty at the request of the parties (so-called plea bargaining) – pursuant to the Decree and the acts reveal an omission or insufficient supervisory activity on the part of the Body itself.

In all cases of disqualification, the University Board shall promptly appoint a new Supervisory Body; until such time, the Supervisory Body shall remain in office.

The revocation of one or more of the members of the Supervisory Body and the appointment of another person, may only occur for just cause, also linked to organizational restructuring of the University, by means of a specific resolution of the University Board. The following constitute "just cause" for revocation:

- serious negligence in the performance of the duties connected with the office, such as (by way of example only) failure to draw up the annual summary report on the activity carried out to the Board and failure to draw up the supervisory program;
- failure to attend three consecutive meetings of the Supervisory Body without a justified reason;
- serious disloyalty or incompetence in the performance of their duties;
- breach of confidentiality obligations.

In particularly serious cases, the Board may in any case order the suspension of the powers of the Supervisory Body and the appointment of an interim Supervisory Body.

Each member of the Supervisory Body may withdraw from the office at any time with at least 30 days' written notice, to be notified by registered letter with advice of receipt to the Managing Director, who shall report to the University Board.

The members of the Supervisory Body must be persons with appropriate professional skills, selected from among experts in the field of:

- law and, more specifically, criminal law;
- statistical-accounting and data analysis;
- internal control and compliance;
- corporate governance.

If deemed necessary, the Supervisory Body may avail itself – under its direct supervision and responsibility – of the cooperation of all the University functions and structures or of external consultants in the performance of its duties.

The reasons for ineligibility also apply, as grounds for ineligibility, to any external consultants of the Supervisory Body. When the appointment is made, the external professional must issue a declaration in which he certifies:

- the absence of the abovementioned grounds for refusal of the appointment;
- that they have been adequately informed of the provisions and rules of conduct and ethics to which the University aspires in the performance of all its activities, and of those laid down in the Model and in the Code of Ethics, which they must observe in the performance of the assignment.

The Supervisory Body independently regulates the rules for its own operation in a special Regulation, in particular defining the operating procedures for the performance of its functions. The Regulation is subsequently forwarded to the University Board.

Furthermore, the Body appoints from among its members a Chairperson – to whom it may delegate specific functions – as well as a Secretary, who may be a member of one of the University Units or, in any case, a person external to the Body, who shall be entrusted with filing and storing the documents concerning the activity of the Supervisory Body, taking care that the same documents cannot be modified or altered. In particular, specific minutes of the meetings of the Body must be drawn up. The entire documentation shall be kept at the University in a special archive (computerized or on paper), access to which is only allowed to the members of the Supervisory Body itself, and to any other persons specified in the regulation or specifically delegated.

4.2 Tasks and functions of the Supervisory Body

The Supervisory Body must:

- have autonomous powers of initiative and control;
- be endowed with adequate financial resources;
- in the performance of its functions, answer only to the University Board;
- take its decisions and implement its initiatives in full autonomy;
- abstain from any conflict of interest, immediately informing the University Board thereof;
- abstain from any intervention or initiative of an operational nature;
- recognize the University Board as the competent body to evaluate its activities.

The Supervisory Body must have the powers of initiative, decision, control and expenditure necessary for the effective and efficient supervision of the functioning and observance of the Model in accordance with Article 6 of the Decree.

The Supervisory Body is entrusted with the following tasks and powers for the performance and exercise of its functions:

1. constantly supervising the operation of and compliance with the Model;
2. taking care of, developing and promoting the timely updating of the Model, formulating, where necessary, proposals to the management body for any adjustments required as a result of:
 - significant breaches of the provisions of the Model;
 - significant changes in the internal structure of the University and/or in the way its activities are carried out;
 - regulatory changes;
3. ensuring the periodic updating of the system for identifying and classifying sensitive activities;
4. detecting any non-compliant conduct that may emerge from the analysis of the information flows and from the reports to which the heads of the various functions are subject;
5. promptly reporting to the management body, for the appropriate measures, any ascertained breaches of the Model that may entail the emergence of a liability for the University;
6. liaising and ensuring the relevant information flows to the University Board;
7. promoting and verifying the adoption, by the management body, of initiatives for the dissemination of knowledge and understanding of the Model, as well as for the training of Staff and Faculty Personnel and raising their awareness of compliance with the contents of the Model;
8. providing clarifications on the meaning and application of the provisions contained in the Model;
9. promoting and verifying the adoption, by the management body, of an effective internal communication system to allow the transmission of relevant information for the purposes of the Decree, guaranteeing the protection and confidentiality of the person providing information;
10. formulating and submitting for approval by the management body the annual expenditure forecast necessary for the proper performance of the tasks assigned;
11. having free access to any structure of the University to request and acquire information, documents and data, deemed necessary for the performance of the tasks provided for by the Decree;
12. summoning any representative or employee of the University, without the need for any prior consent, to request and acquire information, documentation and data, deemed necessary for the performance of the tasks provided for by the Decree.

When defining the annual budget, the University Board determines the amount of resources to be allocated to the Supervisory Body, on the proposal of the Body itself. This is without prejudice to the Supervisory Body's right to exceed its allocations, should it be necessary, in exceptional cases for the performance of its functions, with the sole obligation to inform the University Board thereof at a later date.

4.3 Information Flows

Information flows – whether requested or produced, spontaneously or in a structured manner, for the acquisition of knowledge through the exchange of documents or the flow of information and data – represent a factor that no party can disregard for the correct and exhaustive performance of its functions and therefore need to be clearly articulated, constituting a necessary requirement in order to not incur relational diseconomies or information gaps.

In this regard, the Supervisory Body – in light of its functions and position within Bocconi governance – is a fundamental junction both "outgoing" (reporting coming from the SB) and "incoming" (reporting activity towards the SB).

4.3.1 Reporting from the Supervisory Body

The Supervisory Body must report on the implementation of the Model, on the emergence of any critical aspects, and on the need for changes. Two distinct reporting lines are envisaged:

1. the first, on an ongoing basis, directly to the President of the University Board and the Managing Director;
2. the second, on a periodic basis (at least annually, by means of a special report on the activities carried out in the current year and those planned for the following year), to the University Board.

The meetings with the university bodies to which the Supervisory Body reports must be documented. The Supervisory Body takes care of filing the relevant documentation.

The Supervisory Body prepares:

1. annually, a report summarizing the activities carried out in the current year and a plan of the activities planned for the following year, to be submitted to the University Board, without prejudice to the possibility of carrying out unplanned activities, where appropriate for the proper performance of its duties;
2. immediately, a communication on the occurrence of situations and in the event of reports received that are of an urgent nature, to be submitted to the University Board.

All information, indications and reports provided for in the Model is kept by the Supervisory Body in a specific archive (computerized or on paper); access to the aforesaid archive is allowed only to the members of the Body itself, to any other persons indicated in the regulation or specifically delegated.

4.3.2 Reporting to the Supervisory Body

The reporting addressed to the Supervisory Body is aimed at facilitating the ongoing analysis, also in terms of potential risk and of the corporate controls adopted, with reference to the various 231 sensitive areas, through the knowledge of corporate acts and information of specific interest. In fact, Article 6(2.d) of Decree 231 expressly contains, among the requirements to be met by the Model, the provision of information flows in fulfillment of the *"obligations to inform the body responsible for supervising the operation of and compliance with the models"*.

Information must be promptly forwarded to the SB concerning:

- in relation to inspection activities, by Public Administration, falling within the scope of Decree 231, requests for information or the sending of prescriptions, reports or letters by the same;
- all operations, measures or news coming from judicial police bodies, or any other public authority, from which it emerges that investigations are being carried out, even against unknown persons, for the offenses covered by the Decree or in special laws that may involve the University;
- communications to the Judicial Authority concerning potential or actual unlawful events relating to the hypotheses set out in Decree 231, without prejudice to the legally imposed obligations of confidentiality and secrecy;
- requests for legal assistance forwarded by Staff and Faculty Personnel, in the event of legal proceedings being initiated against them and in relation to Offenses pursuant to Legislative Decree 231/01 or provided for by special laws concerning the liability of entities for offenses, unless expressly forbidden by the judicial authorities;
- reports prepared by the heads of other functions as part of their control activities and in respect of which there is reasonable cause to believe that facts or conduct in breach of the provisions of the Model may emerge;
- any communications from the auditing firm concerning aspects that may indicate deficiencies in the Internal Control System, reprehensible facts, observations on the University's financial statements;
- news concerning disciplinary proceedings carried out and any sanctions applied, including the measures taken against employees of each category and the measures to dismiss such proceedings with the relevant reasons;
- amendments to the Statute, news of significant organizational changes (e.g. changes in the organizational structure) and updates to the system of powers;
- reports of serious accidents (fatal accidents or accidents with a prognosis of more than 40 days) occurring to employees, contractors and/or collaborators in the workplace;
- any other information that, although not included in the above list, is relevant for the purposes of correct and complete implementation, supervision and updating of the Model.

In addition, the University functions shall transmit to the Supervisory Body suitably structured, periodic and "ad hoc" information flows, on the basis of specific internal regulatory documents, defined by the Supervisory Body in sharing and coordination with the heads of the functions.

It goes without saying that the Supervisory Body may request information from the heads of the competent functions of the University and organize meetings with them, in order to be informed on issues relevant to the performance of its activities.

Information and documents collected in the performance of institutional tasks must be stored in a special paper and/or computer archive and kept by the Supervisory Body, taking care to keep the documents and information acquired confidential, also in compliance with privacy regulations.

Without prejudice to the legitimate orders of the Authorities, the data and information stored in the archive are only made available to persons outside the Supervisory Body with the prior authorization of the Body itself.

The Supervisory Body must perform its task with the diligence required by the nature of the task, acting in compliance – among others – with the provisions of the GDPR and the Personal Data Protection Code (Legislative Decree No. 196 of 30 June 2003).

Information can be sent in the following ways:

- by sending it to the Supervisory Body's email address
organismo.vigilanza@unibocconi.it;
- by postal service to the following address:

c.a. Supervisory Body
Via Sarfatti 25 –
20136 Milan.

All information received, regardless of the channel used, is filed by the Supervisory Body.

4.4 Management of Whistleblowing

So-called Whistleblowing is the act of reporting information, suspicions or risks of wrongdoing that has come to one's attention in a work context. Studies and empirical research show that a large proportion of wrongdoing can come to the attention of the organization concerned through the reports of people within or close to the organization. For this reason, organizations are increasingly considering the introduction or improvement of internal whistleblowing policies and processes, in response to regulations or on a voluntary basis, in order to strengthen their Internal Control System through adequate reporting mechanisms.

In this regard, as a result of Legislative Decree no. 24 of 10 March 2023 – concerning the implementation of EU Directive 2019/1937 on the protection of persons who report breaches of European Union law and laying down provisions concerning the protection of persons who report breaches of national laws – Article 6(2-bis) of Decree 231 requires the Model to provide for specific internal channels through which it is possible to transmit – among others – information concerning unlawful conduct relevant under the Decree itself or breaches of the 231 Model.

In this sense, all Recipients of the Model are required to report the aforementioned information in accordance with the provisions and through the channels provided for by the internal regulatory instruments adopted on the receipt and management of reports,⁶ to which reference should be made, appropriately disseminated inside and outside the University⁷ in order to develop a speak-up culture.

In compliance with the relevant legislation on the subject and the procedures adopted by Bocconi, the methods for receiving and handling reports ensure the processing of personal data in compliance with the law, confidentiality as well as the protection of the person making the report from any retaliatory measures – prohibited – put in place as a result of the report made.

Lastly, in order to ensure the fulfillment of its task of supervising the operation of and compliance with the 231 Model, the internal regulatory instruments adopted guarantee that the Supervisory Body is sent, by the competent functions, adequate and timely information on the reports relevant from time to time.

⁶ *Whistleblowing Policy: Handling of reports of unlawful acts arising in the course of work activities and protection of whistleblowers*, approved by the Managing Director on 15 July 2023 and reported to the Executive Committee on 20 July 2023.

⁷ Pursuant to Article 5(1.e) of Legislative Decree 24/2023, information on the channels, procedures and prerequisites for making reports is disseminated within the University and published on the website.

Chapter 5 - Recipients of Model 231 and Communication, Information and Training Activities

5.1 Recipients of Model 231

The provisions of the Model are addressed to all:

- University employees, whether Staff or Faculty members;
- collaborators who, in any capacity, are employed by the University whether they perform administrative, teaching or research activities;
- external contract workers (“lavoratori somministrati”);
- suppliers with whom Bocconi has relations;
- Customers/Supporters/Donors from whom the University receives funding;
- Consultants;
- the governance bodies and their members.

The subjects to whom the Model is addressed must be familiar with and promptly comply with all its provisions, also in fulfillment of the duties of loyalty, fairness and diligence arising from the legal relations established with the University. Bocconi condemns any behavior that differs, not only from the law, but also from the provisions of the Model, even if the behavior is carried out in the interest of Bocconi or if it gains an advantage from it.

5.2 Communication and Information

In order to implement the Model, the University ensures a wide and effective dissemination of its contents inside and outside its organization.

In particular, the University's objective is to extend the communication of the contents of the Model to Staff and Faculty Personnel and to subjects, including External Professors, who, although not formally employees, work – even occasionally – for the achievement of the University's objectives by virtue of contractual, collaboration or consultancy relations.

This activity is supervised and supplemented by the Supervisory Body, in accordance with the provisions set out in its rules.

Communication to members of corporate bodies, management staff and heads of functions

Members of corporate bodies,⁸ management personnel and heads of functions are provided with the Model and made to sign a declaration of compliance with its contents.

Communication to Staff and Faculty Personnel

The Staff and Faculty Personnel of the University must:

- become aware of the contents of the Model;
- be aware of the operating methods with which to carry out their activities in the areas/offenses governed by this Model;
- actively contribute, in relation to their role and responsibilities, to the effective implementation of the Model, reporting any shortcomings found in it.

⁸ With reference to the University Board, acknowledgement of the Code of Ethics and the Model is inherent in the Board's approval of the documents.

Staff and Faculty Personnel of the University are entitled to obtain a hard copy of the Model; new employees will be given a copy of the Model when they are hired or appointed to their role, and will be made to sign a declaration of compliance with its contents. Employees can also consult the Model directly on the University Intranet.

Communication to third parties

Third parties with whom Bocconi University has economic/commercial relations will be given a hard copy of the Model, with acknowledgment of receipt.

The commitment to compliance with the law and of the reference principles of the 231 Model by third parties having contractual relations with the University is provided for by a specific clause in the relevant contract.

In this regard, there are standardized clauses that, depending on the activity regulated by the contract, commit the counterparties to comply with Decree 231, the general principles of the 231 Model and the Code of Ethics, also providing for specific contractual remedies (such as the right to terminate and/or the right to suspend the performance of the contract and/or penalty clauses) in the event of non-compliance.

Finally, the General Section of the Model is made available to all users of the University's website, where there is a section dedicated to the Supervisory Body and the 231 Model.

5.3 Training

Training on the contents of Decree 231 and on Model 231 is an important requirement for its implementation.

The University undertakes to implement a periodic training activity, also by means of special courses, supervised by the Supervisory Body and to be carried out in different ways depending on the recipient and the degree of involvement in sensitive activities, observing principles of completeness, clarity, accessibility and continuity. The training activity will be carried out:

- immediately after approval of the Model;
- in the event of amendments and/or updates to the Model or procedures;
- as part of the training activities for new recruits.

Participation in training is mandatory.

The Supervisory Body shall establish, in its regulations, the most appropriate methods for verifying the degree of learning of the Model and, in general, of the procedures adopted by the University itself on the part of Staff and Faculty Personnel.

Chapter 6 - Disciplinary System

6.1 Introduction

Legislative Decree no. 231/01 indicates, as a condition for the effective implementation of the Model, the introduction of a disciplinary system capable of penalizing non-compliance with the measures indicated in the Model. The definition of an adequate disciplinary system therefore constitutes an essential element of the Model.

The sanctions that can be imposed are diversified according to the nature of the relationship between the author of the non-compliance and Bocconi, as well as the importance and gravity of the non-compliance and the role and responsibility of the author. More specifically, the sanctions that can be imposed are diversified, taking into account the degree of imprudence, inexperience, negligence, fault or intentionality of the behavior relative to the action/omission, also taking into account any recidivism, as well as the work activity carried out by the person concerned and the relative functional position, together with all the other particular circumstances that may have characterized the fact.

The activation of the disciplinary system is independent of the conduct and outcome of any proceedings initiated before the competent judicial authority in cases where the breach integrates a significant offense under Decree 231.

Similarly, the application of the sanctioning measures has no effect with respect to any civil or other (e.g. administrative, tax) consequences that may arise from the same fact, including any compensation for any damage caused to the University.

The sanctioning procedure is managed by the competent function and/or bodies, which report to the Supervisory Body.

The following constitutes non-compliance with the 231 Model:

- the implementation of actions or conduct that do not comply with the provisions of the 231 Model, or the omission of actions or conduct prescribed by the 231 Model;
- failure to comply – in the performance of Sensitive Activities – with the reference regulatory instruments in which the prevention protocols are incorporated;
- failure to comply with the obligations to inform the Supervisory Body provided for by Model 231.

6.2 Measures Against Staff and Tenured Faculty Personnel

Disciplinary measures are taken against members of the Staff and the Tenured Faculty Personnel in compliance, for the former, with the provisions of the so-called "Statuto dei Lavoratori" (Workers' Statute), collective agreements and individual contracts and, for the latter, by the regulations applicable to tenured professors and researchers at Bocconi University.

Upon being informed of a breach of the Model, the competent functions of the University shall take disciplinary action to ascertain the facts. During the preliminary investigation step, the charge shall be moved in advance to the employee belonging to the Staff as well as to the tenured Faculty Personnel, with an appropriate term of defense. If the breach is ascertained, a disciplinary sanction proportionate to the seriousness of the breach committed and to the possible recidivism shall be applied to the author thereof. As regards the ascertainment of breaches, disciplinary proceedings and the application of sanctions, the powers already conferred, within the limits of the respective delegated powers and competences, on the University management or the competences otherwise provided for by the public employment regime of tenured professors and researchers shall remain valid.

The file on the application of the sanction must be forwarded to the Supervisory Body for its assessment.

6.3 Measures Against Non-Tenured Faculty

Measures against non-tenured Faculty Personnel are applied in compliance with the rules governing their contractual relationship with the University. The procedure of dispute, ascertainment and application of the disciplinary sanction set out in the previous paragraph shall apply.

6.4 Measures Against Staff Directors

If non-compliance with the Model by one or more directors is ascertained pursuant to paragraph 6.2. above, the measures provided for by law and by the applicable contract shall be taken against the author of the conduct complained of. If the non-compliance with the Model configures the prerequisites for the termination of the employment relationship, the sanction is dismissal with notice or for just cause for conduct that does not permit the continuation of the employment relationship.

6.5 Measures Against Board Members and Members of the Board of Statutory Auditors

In the event of breaches of the provisions and rules of conduct of the Model by members of the University Board, the Supervisory Body shall promptly inform the entire University Board, which, collectively, after hearing the opinion of the Board of Statutory Auditors, shall take the appropriate measures.

If the report of a breach of the provisions of the Model concerns one or more members of the Board of Statutory Auditors, the Supervisory Body must promptly inform the entire Board of Auditors and the University Board. The recipients of the information from the Supervisory Body must take the appropriate measures.

6.6 Measures Against Members of the Supervisory Body

In the event of breaches of the Model by one or more members of the Supervisory Body, the other members of the SB or any of the Board members or members of the Board of Statutory Auditors shall immediately inform the University Board and the Board of Statutory Auditors. These bodies, after having been notified of the breach and having taken note of any defensive arguments put forward, shall take the appropriate measures, including, for example, the revocation of the appointment.

6.7 Measures Against Suppliers, Collaborators, Partners and Consultants

The breach by suppliers, collaborators,⁹ partners and consultants of the rules provided for by the Model and applicable to them, or the possible commission of the offenses contemplated by Legislative Decree no. 231/01 by them, entails the immediate termination of the contract. To this end, specific contractual clauses known as "231 clauses" must be included in letters of appointment, purchase orders or contracts, in which the counterparty declares that it is aware of the principles of Legislative Decree 231/2001, the Code of Ethics and the Organizational Model of the University and which expressly provide for the University's right to terminate the contract with the third party in the event of (i) serious breaches of the Code of Ethics or of the Model adopted by the University or (ii) commission of offenses included in the category of offenses for which the University is liable pursuant to Legislative Decree no. 231/2001.

⁹ Collaborators include professors, researchers from other universities, including non-Italian universities, and scholars and experts outside academic roles with whom the University stipulates collaboration contracts under private law and of varying duration for the purpose of carrying out teaching and research activities; given their nature as collaborators, the latter are included in the broader category of collaborators in the teaching and research or administrative activities of the University (so-called "External Professors").

Chapter 7 - Rules for Updating the 231 Model

The University Board, after hearing the opinion of the Supervisory Body, shall decide on the updating of the Model and its adjustment with regard to amendments and/or additions that may become necessary as a result of:

1. ascertainment of breaches of the provisions of the Model that reveal, in any case, a lack of effectiveness thereof;
2. changes in the internal structure of the University and/or in the way its activities are carried out;
3. regulatory changes;
4. results of controls that reveal serious critical situations or anomalies (so-called critical issues).

Once approved, the changes and the instructions for their implementation are communicated to the Supervisory Body, which carries out the supervisory and control activities falling within its competence, reporting to the University Board at the appropriate times.

The Supervisory Body shall submit an annual report to the University Board on the activities undertaken in compliance with the resolution providing for the updating and/or adaptation of the Model. The Supervisory Body has tasks and powers for the care, development and constant updating of the Model. To this end, it formulates observations and proposals, pertaining to the organization and the control system, to the relevant structures and functions or, in cases of particular importance, to the University Board. In order to ensure that the changes to the Model are timely and effective, without incurring any lack of coordination between the operational processes, the provisions contained in the Model and their dissemination, the University Board has delegated to the Managing Director the task of periodically making changes to the Model that relate to aspects of a descriptive and/or merely formal nature, where necessary. The expression "descriptive or formal aspects" refers to elements and information deriving from acts decided by the University Board (e.g. redefinition of the organizational chart) or from functions with specific delegated powers (e.g. new procedures), as well as changes that are not of a substantial nature. The Supervisory Body must be immediately informed of such changes. On the occasion of the presentation of the annual summary report, the Supervisory Body shall submit to the University Board an information note on the changes made by the Managing Director in implementation of the delegation received, to be ratified by the University Board. Pending ratification, the changes made to the Model remain in force.

The University Board is the only party responsible for resolving on updates and/or adjustments to the Model due to:

- intervention of regulatory changes on the subject of the administrative liability of entities;
- identification of new sensitive activities, or variation of those previously identified, also possibly connected to the start up of new activities of the University;
- observations by the Ministry of Justice pursuant to art. 6 of Legislative Decree 231/01 and Articles 5 et seq. of Ministerial Decree 26 June 2003, no. 201;
- commission of the offenses referred to in Legislative Decree no. 231/01 or by special laws relating to the Liability of Entities for offenses committed by the recipients of the provisions of the Model or, more generally, of significant breaches of the Model;
- detection of deficiencies and/or gaps in the Model's provisions following audits of its effectiveness.