

*guide of good  
governance*

**som** – fundació catalana tutelar *Aspanias*

*som*

— fundació catalana  
tutelar *Aspanias*

*som*

# *index* —

<b><i>first chapter</i></b> .....	<b>4</b>
<i>general dispositions</i> .....	4
article 1. objective.....	4
article 2. validity and modification .....	4
<b><i>second chapter</i></b> .....	<b>6</b>
<i>dispositions related with the internal organization of the</i> <i>Patronage</i> .....	6
article 3. organization and functions of the Patronage .....	6
article 4. about the patrons.....	7
article 5. about the “patró en cap”.....	10
article 6. about the posts of the Patronage.....	10
<b><i>final dispositions</i></b> .....	<b>11</b>
<i>effective date</i> .....	11
<i>quality</i> .....	11

# *first chapter —*

## ***general dispositions —***

### **article 1. objective**

This code of governance has been elaborated by the Patronage of **som** - fundació and has been supervised by the “ERESS” of the Foundation.

This document defines the recommendations for the continuous improvement and self-regulation of the good governance of **som** - fundació.

### **article 2. validity and modification**

This guide wills entry into force from the very date of the approval by the patronage of **som** - fundació and with an indefinite duration, until a new modification is required.

#### **2.1 som - fundació:**

**som** - fundació is run by a set of ethical principles for the service of persons that must configure a **moral action**, promoting a more human society and more coexistence styles of life. This action of **som** – fundació is addressed to the persons DID, as the own statutes state.

The mission of **som** - fundació has been formulated as follows:

“**som** - fundació ensures that the people with learning disabilities or development have the help and necessary support to develop their personal project along their life.”

This adaptation to the future, in a way, has been present along more than 25 years of action and we assume that is contemplated in the vision of **som** - fundació:

“**som** - fundació tries to be a referential and consolidated institution in the Catalan territory that, starting from the commitment with the society and with the persons with learning disabilities and development, works for their full Integration , the exercise of their rights and the improvement of their quality of life”.

**2.2** *The values of som- fundació are:*

- 2.2.1 COMMITMENT AND SOCIAL RESPONSIBILITY.** The entity has a commitment with the persons under its guardianship and with the society in general in order to identify and make visible the development of the social rights and claim a public and social responsibility. The criteria on which this commitment is based are the following: personalization, accompaniment, integrity, justice, and humanism.
- 2.2.2 TRANSPARENCY.** The accounts, the patrimony and administration, in general, of the Foundation as well as of the persons under guardianship are rigorous and always fulfill the general countable principles and are published regularly to the pertinent organs (Protectorate, Administration, Court, etc.) so that the society can have fully guarantee of the task done. The criteria on which this transparency is based are the following: efficacy, efficiency, professionalism, austerity, and innovation.<sup>1</sup>
- 2.2.3 INDEPENDENCY.** In order to guarantee the control of the quality of life and welfare of the persons under guardianship, the entity does not provide residential, labour, or educational services, because, doing so, there may be a loss of objectivity when trying to defend their rights and interests. The criteria on which this independency is based are the following: objectivity, subsidiarity, and non-discrimination.
- 2.2.4 CONFIDENCE.** The entity, along all the years of existence, has gained the confidence of the family and tutors of the persons with learning disabilities, as well as the confidence of the social entities and public administrations and, at the same time, has had a close treatment to the persons under guardianship. The criteria on which this confidence is based are the following: empathy, personalization and acknowledgment

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<sup>1</sup> Transparency has always been an important value in **som** - fundació and follows the line of the laws :  
Law 19/2013 of December, 9th, of transparency, access to public information and good governance.  
Law 19/2014 of December, 29th, of transparency, access to public information and good governance.  
Law 219/2014 of December, 29th, of Protectorate of foundations and verification of the activity of associations declared of public utility.

# *second chapter —*

## *dispositions related with the internal organization of the Patronage —*

### **article 3. organization and functions of the Patronage**

- 3.1 The organization and functions of the Patronage are regulated by the Statutes of **som** - fundació (article 5 and following), without prejudice to the submission to applied norms and rules and in force in any particular moment, related to the regulation and of the organization and functioning of the Foundations.
- 3.2 This guide of good governance details some of the aspects regulated by the Statutes. In these, the founding commitment is expressed and it is permanently guaranteed by the Patronage.
- 3.3 Each patron must protect this willingness; reinterpreting it, if necessary, joining past, present and future, based on criteria such as:
- 3.3.1 **Fidelity:** keep, along the time, a commitment expressed in the purpose of **som** - fundació.
  - 3.3.2 **Adaptability:** to detail, interpret, and carry out into the practice the essence of the foundational purpose.
  - 3.3.3 **Prudence:** capacity of evaluating and weigh up the ends and the means.
  - 3.3.4 **Creativity:** research of new ways.
  - 3.3.5 **Understanding,** believe and identify oneself with the foundational end.
  - 3.3.6 **Be and stay close to the needs of som** - fundació. In other words, to know the life of the very foundation.
  - 3.3.7 **Freedom:** capability of doing something with others for the welfare of the community, especially with the persons with DID.
  - 3.3.8 **Responsibility/co-responsibility:** Capacity —individual as well as corporative— of guaranteeing the fulfillment of the mission and the targets that **som** - fundació is outlining.
- 3.4 Finality of general interest: addressed to third persons.  
The finality of general interest is based on:
- 3.4.1 **Justice:** think and act according to the right and truth.
  - 3.4.2 **Solidarity:** fraternal relationship inward outward, whenever this is for the benefit of the persons with DID.

- 3.4.3 **Non-conformity:** capacity of criticism, of claim, and think about alternatives of different types of future.
  - 3.4.4 **Altruism:** take into account the benefit of all.
  - 3.4.5 **Vision of future:** to have clear objectives and foresee what it may come (prospective) in the line of the vision of the Foundation.
  - 3.4.6 **Service:** be ready to help others, mainly to the people attended by the Foundation.
- 3.5 Non-profit.  
The lack of non-profit is based on:
- 3.5.1 **Honesty:** Be fair in all the decisions taken.
  - 3.5.2 **Generosity:** act for interest of the others, not for one's interest.
  - 3.5.3 **Dedication:** make available to the Foundation: time, professional knowledge, social relationships and the wish to work in the line of the Foundation.
  - 3.5.4 **Contribute:** establish a human team adapted to the needs of the Foundation.
  - 3.5.5 **Transparency:** towards the beneficiaries, benefactors and the rest of the people involved in the task of **som** - fundació.
  - 3.5.6 **Independency:** only linked with the foundational will and without being influenced by any pressure.
- 3.6 Effectivity based on:
- 3.6.1 **Efficacy:** willingness to reach the finality which is part of our identity.
  - 3.6.2 **Efficiency:** to use the best as possible the available resources.
  - 3.6.3 **Funding of new resources:** invest new efforts to search benefactors.
  - 3.6.4 **Professional Management:** mainly in the capacity of initiatives. Be keen on risks and innovations. Continuous learning.
  - 3.6.5 **Periodical control:** to verify the goodness of the actions and try not to fall into routines.
  - 3.6.6 **Self-evaluation:** to keep freshness and avoid routine.
  - 3.6.7 **Act an organ:** The Patronage is the organ of government, different to the management organ. It worries and must be in charge of the formation, the strategy that guarantees and makes possible the implementation of what may be better for the Foundation and control the results.

#### **article 4. about the patrons**

- 4.1 The functions of the Patrons in relationship with the Patronage and the Foundation are regulated in article 5 of the Statutes and in the current legislation.

4.2 The Patrons of **som** - fundació are required the following specific functions:

4.2.1 Defense of the foundational principles.

4.2.2 Permanent formation on the objectives that the Foundation wants to achieve.

4.2.3 Periodical assistance to the Patronage meetings.

4.2.4 Every patron of **som** - fundació is required to act with:

- Motivation
- Capacity
- Generosity
- Solidarity
- Independence

4.3 Safeguard of the independence.

4.3.1 The patronage is sovereign in their organic decisions. They must ensure that the sovereignty is carried out with total independence, having only as one direction the accomplishment of the foundational objectives.

4.4 Information and commitment:

4.4.1 The Patronage is committed to inform the new patrons about the relevant parameters (historical, financial, and current programmatic trends) of the Foundation, as well as about the responsibilities that the position of patron implies and must make explicit generically which contributions (knowledge in the field of action of the Foundation, other fields, fund rising, etc.) he is expected to offer with his/her incorporating.

4.4.2 Commitments (rights and duties) of the patron of **som** - fundació:

4.4.2.1 Service. El patron is legitimated for the service to the Foundation, not for giving service to himself/herself. When accepting the position, he / she commits to participate actively in the governance of the Foundation, in accordance with the principles and values of **som** – fundació.

4.4.2.2 The patron has the right to acquire the necessary complementary knowledge to carry out correctly his/her function.

4.4.2.3 The patron has the right to apply for the necessary information for the correct exercise of his / her position.

4.4.2.4 The patron must commit not to make wrong use in his/her benefit of the active / non-active materials of the Foundation.

4.4.2.5 To keep the deliberations of Patronage secret as well as all those facts and data of which he/she has knowledge due to his/her position, even after leaving office.

- 4.4.2.6 To vote against, if need be, all those agreements that may be considered as opposite to the principles of the Foundation, The Statutes or the Law.
- 4.4.2.7 If the Foundation is the head or exercises the dominical power of a profit company, the patrons will have to take into account the interests of the sharing society in the higher level of the foundational objectives.

4.5 The guiding criteria established to the incorporation of new patrons to **som** – fundació are the following:

- 4.5.1 Be introduced by another patron.
- 4.5.2 Preferably, be a person with some knowledge or be liked with the third sector in general or with the world of disability, in particular, health sciences, ethics, education of values, pedagogy, communication, culture, law economy, etc. This profile is established for the new patrons of **som** - fundació with the objective of achieving a wide and plural spectrum of the Catalan civil at every moment, although this is not an excluding basis.
- 4.5.3 Not incur in any of the causes that disqualify to be a patron, according to article 5 of the Statutes, or in those that determine the current legislation at any moment.
- 4.5.4 Despite these guiding criteria, the Patronage of **som** - fundació is open to other people who, due to their special human qualities, are interested in taking part of the Foundation.
- 4.5.5 **som** - fundació, at any moment will be ensuring that criteria of parity of the organs of governance are complied, respecting the laws and protocols approved by the Foundation, in force at any moment.
- 4.5.6 Every patron has the right to introduce different candidates to fill the vacancies to the post of patron, with the only requirement of presenting a letter supporting the new candidate and adding a brief curriculum of the candidate. The candidates can be presented to the Members of the Board. Once the candidates are presented, there will be a schedule time to allow the Members of the Board considerate the different candidates and draw a motivating report. When there is more than one candidate, the Members of the Board will write a motivating report in which they can opt for one or two candidates, or even, declare the candidature unfilled. These candidates will be presented at the first next Patronage meeting, with this item on the agenda, and they will elect by secret vote, the candidate they think is the most suitable to replace the vacancy.

**4.5** About voting in the patronage.

There will be secret ballot in the following cases:

- 4.5.1** When choosing a candidate to patron to fill a vacancy, whenever a patron asks so previously or in the very meeting.
- 4.5.2** When there are elections for president or for any of the posts of the Patronage or for members of the Board, whenever a patron asks so previously or in the very meeting.
- 4.5.3** When reaching any agreement, whenever a patron asks so previously or in the very meeting.

**article 5. about the “patró en cap”**

The post of “patró en cap” of **som** - fundació belongs to Pare Abat de Montserrat, according with the Statutes, and his functions are those established in article 11 of these statutes.

**article 6. about the posts of the Patronage**

- 6.1** The general functions of the President, 1st vice-president, 2nd vice-president, treasurer, and secretary, are regulated in the Statutes of **som** – fundació (article 7), without prejudice to the submission to applied norms and rules in force in any particular moment.
- 6.2** The nomination to the posts of the Patronage is regulated in article 7 of the Statutes of **som** - fundació.
- 6.3** The duration of the posts will be, in general terms, five years. In no case, it can be over fifteen years after the first election.
- 6.4** The manager director of **som** - fundació will assist to the meetings of the Patronage and has the voice but not vote.

# *final dispositions —*

## *effective date —*

This guide of good governance will be effective in the very moment of their approval by a majority of 2/3 parts of the Patronage validly constituted.

With the effective date of this guidance, the Internal Regime Regulation ceases to have any effect.

## *quality —*

The elaboration of a survey by the responsible of Quality of the Foundation will be promoted every two years or when necessary in order to control the quality.

This guide of Good Governance has in mind the respect for the difference of gender and the non-sexist use of the language. The fact that sometimes the terms he/she or other lexical forms that differentiate male/female is due to make the reading easier.