

GOOD GOVERNANCE CODE



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1.- PREAMBLE

POLICLINICA COMARCAL DEL VENDRELL (PCV) is a private health center and its origin dates back to 1941. It was born as a center for acute patients, but it extends its care coverage to chronic patients in 1985, with its incorporation into the "Vida als anys" Program of the Generalitat de Catalunya , becoming a supplier center for CatSalut and a Social and Health Center of reference in the Comarca of Baix Penedès.

PCV is configured as a multi-purpose health center, with a multiprofessional and multifunctional capacity to cover both the hospital and chronic needs of the population of the Baix Penedès region and its surroundings.

To do this, PCV has more than a hundred social and health beds to attend to "chronic patients", in addition to 24 beds of Assisted Residency and Day Hospital Unit. To treat acute patients, PCV has a quarantine of beds, all are exteriors with their own bathroom, clinical and gas equipment, TV, air conditioning and Wifi.

The constant commitment of PCV to the pursuit of professional excellence and its continuous training, the investments made in state-of-the-art sanitary equipment and technology, have earned it the recognition of the ISO 9001: 2008 Certification that periodically renews.

In this regard, the expansion of the portfolio of care services provided by PCV has been constant over time. I invite you to discover them on the new PCV website.

Policlinica Comarcal del Vendrell PCV has always opted for continuous improvement as the vertebral axis of each of the care processes that make up its broad portfolio of health services offered to the population of influence, and in this sense, Policlinica Comarcal del Vendrell with the management model has deserved ISO certification: 9001-2008.

The **MISSION** of the POLICLINICA is to provide health and social care coverage to the health and social needs of the population of the Baix Penedès region, through comprehensive and personalized care of the patient and the provision of quality health services, and all of this oriented to the constant search for the patient's well-being and the path to excellence.

The **VIEW** of POLICLINICA is to consolidate itself as a multi-purpose and integrated health center by offering assistance services provided by professionals of recognized prestige and experience, equipment and cutting-edge technology and with a vocation to cover those health needs that are required by the population of the Comarca of Baix Penedès.

The **VALUES** that preside over the activity of the POLICLINICA are summarized in the achievement of a comprehensive and personalized health care, based on the best scientific evidence available and under criteria of multidisciplinary; guaranteeing the patient at all times the preservation of the rights that as a person and citizen assist him, of information, confidentiality and respect for his autonomy in decision making. All this under the attentive professional and trained care that has as permanent objective the continuous training, the support and the technical capture to provide an efficient, effective health care and oriented to the excellence.

2.- AREA OF APPLICATION

Good governance code of Policlínica Comarcal del Vendrell is a document that establishes the general principles that should guide the performance of the members of the PCV management team, the ethical criteria under which their functions should be developed, and their responsibilities, obligations and duties in the exercise of this activity. However, it establishes the mechanisms of financial control and supervision, as well as actions that favor the transparency of the institution.

3.- GENERAL PRINCIPLES

The PCV is governed by a series of general principles that express its commitment to good governance and transparency:

- 3.1. Principle of independence**, in accordance with what its members, without prejudice to the representation that has proposed them, must act at all times in defense of the interests of the Center, with objective criteria.
- 3.2. Principle of prudence in investments**, which involves the optimization of own financial resources for the achievement of institutional purposes.
- 3.3. Principle of transparency**, that guarantees equal opportunities in access to the activities of the Center, and involves the provision of clear information about the origin of the means of financing, the purposes, the application of resources and governing bodies.
- 3.4. Principle of regulatory compliance**, according to which the Center will pursue its goals within the framework of the strictest compliance with the applicable law in each moment and territory, both in the decision-making process and in the actions of the managers and personnel at the service of the Center.
- 3.5. Principle of proper functioning of the Management**, which requires that its highest governance body ensures an efficient functioning of the Institution.

3.6. Principle of planning and monitoring of the specific activities carried out, by virtue of which, the Management will approve the master plans that reflect the objectives and activities that they plan to develop for the achievement of the institutional purposes, as well as control systems and monitoring of the various activities, in accordance with what in each case provides the legislation and those of internal order that the Center adopts to guarantee the former.

4.- ETHICAL BEHAVIOR

Respect for ethics and laws must inspire the actions of those who make up the institution, which implies acting with the diligence of a good administrator, good faith and primacy of the purposes of the institution in line with the will of the Management. And especially those attitudes and practices derived from public and private law standards that establish the standards of ethics and public diligence.

4.1.- OPERATION CRITERIA

The Center must give impartial and fair treatment to those who may be involved in its actions, without making any differences based on birth, race, sex, religion, disability, opinion and any other condition or personal or social circumstance and must always act in interest of the Institution. In particular and in what is not strictly regulated normatively, the Center will be governed by the criteria of merit and capacity.

5.-MISSION OF THE MANAGEMENT OF THE PCV

The Management of the PCV has the mission of governing the Center and:

- Assume the strategic direction of the organization.
- Effective control of management.

Accountability and economic, social and environmental results to administrations and citizens.

For the fulfillment of its mission, the Direction has to develop the following functions:

- a) Select the managing director, support and control the managers and management team.
- b) Approve the strategic plans and, in line with these, define the annual objectives and the action programs that are derived.
- c) Search excellence in the quality of services, organization and actions of the Center.
- d) Ensure the economic survival and sustainability of the PCV and, therefore, approve budgets, investments and significant credit operations and annual accounts.
- e) Ensure compliance with legality in all its actions.
- f) Ensure compliance with this Good Governance Code.
- g) Preserve the necessary balance that allows creating value taking into account the needs of the Center, employee satisfaction, compliance with the administration, suppliers and respect for the environment.

6.- ACTION PRINCIPLES, OBLIGATIONS, RESPONSABILITIES AND RIGHTS AND DUTIES OF THE PARTNERS

6.1.- ACTION PRINCIPLES

In the performance of the actions derived from their position, the Members will be governed by the following principles:

6.1.1. Principle of integrity, which assumes fair and honest action, in good faith, objective and aligned at all times with the purposes of the Center.

6.1.2. Principle of prudence, which implies that in the exercise of their activity they can not make any type of investment of the Center's assets that entails a risk for carrying out institutional activities.

6.1.3. Principle of non-discrimination, which requires non-discrimination based on race, color, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition of those persons with which you relate.

6.1.4. Principle of transparency, which entails the obligation of the partners to communicate to the Management any situation of conflict, the obligation to provide the relevant information and to abstain from deliberation and voting.

6.1.5. Principle of diligent and responsible fulfillment of obligations

inherent to the position, it entails the implication in the functions of government and in the fulfillment of the tasks that are formulated.

6.1.6. Principle of legality: which requires an action strictly in accordance with the law.

6.1.7. Principle of communication: involves the obligation to communicate in writing to the Secretary, immediately, situations of conflict of interest that may arise.

6.1.8. Principle of independence and objectivity: in the defense of the interests of the PCV.

7.- OBLIGATIONS

The main obligations that derive from the generic duties of diligence and Partners loyalty are the following:

- Know and assume the institutional goals, principles, and objectives of the Organization, and commit to achieve them.
- Take care of the public image of the Center and disseminate its work.
- Provide their experiences and knowledge related to the activity and management of the Institution.
- Study the agenda and support material before attending the meetings of the Members.

- Stay informed about the entity's mission, policies and programs.
- Dedicate, with continuity, the time and effort necessary to follow up on the issues related to the governance of the Center and its management.
- Assume the performance commitments entrusted to him as well as the performance of special tasks.
- Maintain the confidentiality of the deliberations of the meetings of the Management.
- Inform the Management of the PCV of all judicial, administrative or other claims that affect them personally or to the entity they represent, when they may affect the reputation of the Center.
- Know the legal obligations, especially those derived from public and private sector regulations.
- Conserve the founding assets and maintain their productivity following financial criteria of prudence appropriate to the economic circumstances and to the activities carried out in the Center.
- Contribute so that the Management meets its responsibilities analyzing and reviewing the financial statements of the Institution.

7.1. Partner Responsibilities

Members are liable for damages caused to the Center due to breaches of the law, bylaws, this code or negligent acts or omissions in the exercise of their functions. All the Partners will be jointly and severally liable for the acts or harmful agreements adopted by the Management, unless they have not participated in its adoption or execution, by absence or by opposition, or knowing their harmful effects have acted to avoid the damage.

7.2. Rights

7.2.1. Political rights: Members have the right to attend the meetings of the Members with voice and vote. They also have the right to abstain and oppose decisions.

7.2.2. Right of information: The members of the Management have the right to obtain from the managers and management team of the Institution all the information they deem necessary on matters of their competence, as well as regular information on the accounts, the main indicators of management, activity, effectiveness and efficiency, regularity in the management and quality of the services offered. They also have the right to receive the necessary advice for the correct performance of their duties.

7.2.3. Rights of civil liability coverage: The Center will have a civil liability insurance policy for the Members that covers the Members of the responsibilities that may be required as a result of the exercise of the position.

8. OPERATION OF THE MANAGEMENT

In order to correctly assume these functions, the Management will have to:

- a) Adopt methods of operation as appropriate as possible: systematic exchange of information, ideas and proposals and establish an appropriate periodicity of the working sessions.
- b) Ensure the use of management tools that allow planning, as specifically as possible, the general and specific objectives, the corresponding priority

activities, the necessary resources, as well as ensuring the monitoring of their implementation and the evaluation of their results.

- c) Have the autonomy and the necessary resources for analysis and reflection.
- d) Deploy the appropriate organizational model and invite the participation in sessions of the Directorate to the persons or experts it deems appropriate.
- e) Evaluate periodically the effectiveness and efficiency of their work and functioning, consolidating a self-evaluation culture and a self-critical spirit, in the same way that it analyzes and evaluates the action of the executive and management positions.

9. CONTROL AND FINANCIAL SUPERVISION

9.1. Control of economic management

The management will make a careful control of economic management. To this end, through economic-financial management, utility and solvency will be analyzed in order to extract useful information for decision making. For this, the Center will have an adequate record of its economic activity. And the Management must receive periodic information on the financial situation, submitting it at the end of the year to a financial audit.

9.2. Obtaining and optimizing resources

In order to guarantee its survival and sustainability, the Center will promote a management that guarantees its financial autonomy.

9.3. Planning and monitoring of the activity

The Center must plan its activity and have criteria and processes to carry it out, establishing systems of control and internal monitoring of its activity and it will have a system of indicators that allow evaluating its activity and its effective results. The planning of the activity will require strategic plans in the long term. This strategic plan must constitute the vertebral axis of the actions to be implemented during the term of the plan. Its purpose will be the improvement and excellence of the service provided to citizens and the contribution to society as a whole. This planning instrument must therefore include future challenges in terms of quality, accessibility and efficiency and predict the necessary budget, the available resources, the axes and the lines of action.

10. TRANSPARENCY, INFORMATION AND COMMUNICATION

The Management will establish the contents of the information related to the Center that should be provided to the general public. Transparency is an essential public value that must be defended if we want to increase the confidence of society in the foundational sector.

10.1. Relevant information and accountability

The Institution will inform society of its purposes, its activities and the beneficiaries of its activities. Likewise, it will make public its Statutes and the present norms, as well as the composition of its governing bodies and its management team, through updated and truthful information. It will report on its annual accounts and the activity report, as well as on any other relevant information. It will inform about the projects that it develops. It will make known its activities by disseminating the information referred to in the previous sections. The web page is the fundamental instrument for communication and publication of the actions of the PCV.

10.2. Social Balance

The Social Balance is the document that collects the results and the evaluation of the different aspects that make up the social responsibility of the Center. The Social Balance must be at the same time a management tool to plan, organize, direct and evaluate in quantitative and qualitative terms the social activity of the Institution in a determined period, and it should allow to define policies, establish programs and rationalize the effectiveness of the social investments. The Directorate is responsible for the preparation of the Social Balance of the Organization, based on a system of objective indicators (environment, relations with the community, health prevention, risk prevention, etc.) and, when this is not possible, through an assessment subjective should periodically record the elements that make it up.

10.3. PCV Website

The Management is responsible for keeping the PCV's website updated and for its content to be coordinated with what results from the documents as well as those contents that are marked by the applicable legal regulations.

The minimum content of the Web page is the following:

- ✓ The articles of association
- ✓ Main strategic lines of action of the Institution.
- ✓ Good Governance Code
- ✓ The annual reports of activities of the PCV.
- ✓ EI Social Balance.
- ✓ The governing bodies with the composition of the people that form them.
- ✓ The organizational structure.
- ✓ The postal and electronic mail addresses to which the general public can address.
- ✓ All the documentation that the Management considers relevant.

11. FINAL DISPOSITION

11.1. Entry into force

The Code of Good Governance will become effective the day after its approval.

11.2. Validity

This Code of Good Governance will have indefinite validity and will be subject to continuous evaluation and to the appropriate modifications when the Management considers it appropriate taking into account the current regulations.



The Secretary

Mrs. Cristina Contel Bonet



The President

Dr. Isaac Contel Rivero