

GUIDELINES ON CONFLICTS OF INTEREST

CONTEXT

Concern regarding conflicts of interest within organisations has become increasingly widespread, due to the growing complexity of society, the number and diversity of relationships established between an organisation's employees and external entities, and the heightened sensitivity of society and, consequently, of funding entities to these issues.

In fulfilling their mission to develop and transfer science-based technology to the Portuguese business community, in a manner that does not compete with it, the employees of the INESC System Institutions necessarily and desirably interact with external entities.

Employees of the INESC System Institutions, in the performance of their duties, share with these Institutions a **primary interest** in fulfilling their respective missions and values. However, both in the course of their professional lives and in their personal lives, they may have **secondary interests**.

An employee's engagement in activities or the existence of interests in entities outside the INESC System Institutions, as well as their ability to influence the Institutions' relationship with such external entities — with potential gains, financial or otherwise, for themselves or for their immediate family members or close associates — may give rise to **conflicts of interest**.

In order to ensure the independence and integrity of the activities they carry out, and to guarantee transparency regarding the interests of employees that may or should be known to the institutions themselves, their bodies and services, other employees, and the entities with which they interact, the Institutions of the INESC System adopt these Guidelines on conflicts of interest.

1. SCOPE OF APPLICATION

1.1. The Guidelines on Conflicts of Interest of the Institutions of the INESC System (hereinafter referred to as the “Guidelines”) apply to all employees classified as Integrated Human Resources, and are equally applicable to other employees who regularly participate in the activities of each of the Institutions and are bound by a formal contractual relationship with one of the Institutions of the INESC System.

- 1.2. For the purposes of applying these Guidelines, the following are not considered external entities with respect to each of the Institutions of the INESC System: their associates, as well as non-associate Higher Education Institutions that provide them with human resources. Thus, any activities carried out by faculty and researchers in the service of the Higher Education Institutions to which they are affiliated shall not give rise to conflicts of interest from the perspective of the INESC System Institutions, given that the relationship with higher education institutions should be sufficiently regulated under applicable legislation, personnel secondment protocols, and internal rules governing the affiliation of researchers employed by an institution within the INESC System. In cases of doubt, the management of conflicts falls to the hierarchical body to which the faculty member or researcher belongs. These Guidelines also do not cover conflicts that may arise between the interests of Higher Education Institutions and the external interests of their faculty and researchers in the context of the activities they perform at their respective institutions.
- 1.3. These Guidelines apply without prejudice to the provisions of other applicable legislation, including, for example, provisions on public procurement.

2. DEFINITIONS

In this context, the words and expressions used shall have the meanings set out below:

- **“Integrated Human Resources”**: for this purpose, the concept of integrated human resources is understood as set forth in the document “Employee Affiliations with Institutions of the INESC System,” which constitutes Annex I of this document.
- **“Immediate family member”**: spouse or domestic partner, ascendants and descendants, and first-degree relatives (parents, parents-in-law, children, stepchildren, sons-in-law, and daughters-in-law) and second-degree collateral relatives (siblings).

Note: For the purposes of these Guidelines, the following are considered immediate family members and relatives: spouses, domestic partners, parents, parents-in-law, children, stepchildren, siblings, sons-in-law, and daughters-in-law, but not siblings-in-law or cousins.

- **“Reasonable and informed observer”**: defined as a person uninvolved in the specific conflict of interest, endowed with common sense and reasonably informed about the issue of conflicts of interest in general, as well as the specific legal, institutional, and financial context in which the activity of the respective INESC System Institution takes place.

Ex. A researcher with some experience participating in funded projects and/or public procurement procedures, familiar with the entities of the INESC System (but uninvolved in the specific situation), is a reasonable and informed observer.

➤ **“Related external entity”** – entities characterised as such in accordance with the provisions of Section 5 of these Guidelines.

➤ **“Actual conflict of interest”** – when an employee’s secondary interests directly and unequivocally conflict with the primary interests of the INESC System Institutions. As a result, decisions made by the employee may be influenced by their private interests, for their own benefit or that of third parties.

Ex. The representative of the body responsible for the award decision within a specific public procurement procedure is, at the same time, the majority shareholder of the awarded company.

➤ **“Apparent conflict of interest”** – when an employee’s secondary interests appear to conflict with the primary interests of the INESC System Institutions. As a result, decisions made by the employee appear to be influenced by their private interests, for their own benefit or that of third parties.

Ex. A researcher responsible for a specific research project proposes, within the scope of that project, to procure specialised consulting services from the company where their child works, even though the child may be completely uninvolved in the negotiation process.

➤ **“Potential conflict of interest”** – when an employee has secondary interests that may conflict with the primary interests of the INESC System Institutions, inherent to the future performance of a specific position. As a result, decisions made by the employee may be influenced by their private interests, for their own benefit or that of third parties.

Ex. An employee is considering providing services for two hours a week at a company whose corporate purpose is, in some way, competitive with or conflicts with the activity carried out by their employer, but has not yet made a decision. The situation may develop into an actual conflict if the employee accepts the offer.

3. GENERAL PRINCIPLES

3.1. A conflict of interest is deemed to exist when the external activities and interests — financial or otherwise — of an employee of one of the INESC System Institutions may influence or appear to

influence their decisions or actions in the performance of their duties at the institution to which they belong, to the detriment of that institution's interests.

- 3.2. Employees of the INESC System Institutions must ensure that their external activities and interests do not conflict with their obligations and commitments to the institution to which they belong and that they do not undermine their primary commitment to that institution's mission and to the highest intellectual and ethical standards in the performance of their duties.
- 3.3. They must also, in general, avoid circumstances that appear, to a reasonable and informed observer, to create an undesirable risk that such circumstances might influence their decisions or actions in the performance of their duties.
- 3.4. In light of the possibility of conflicts of interest arising, and as an alternative to prohibiting the circumstances that give rise to them, the Institutions of the INESC System adopt this set of specific guidelines on conduct to prevent or reduce the risk of their occurrence.
- 3.5. Should a potential conflict of interest on their part arise, the employee covered by these Guidelines must inform their supervisor of their concern and their interests in external entities that are likely to give rise to conflicts of interest, with a view to assessing the existence of such a conflict of interest and, if necessary, establishing, by mutual agreement, an appropriate action plan and/or the intervention of the Management/Board of Directors or another competent collegiate body of the Institution to which they belong.
- 3.6. Without prejudice to disciplinary liability, or even civil and criminal liability in the case of unlawful or illegal conduct, an employee of one of the Institutions within the INESC System may, in the course of their duties, be prohibited from engaging in certain external activities or maintaining certain external interests if these give rise to conflicts of interest deemed irreconcilable.

4. CONFLICTS OF INTEREST

- 4.1. Without prejudice to the provisions of applicable law, particularly regarding recusals and disqualifications in administrative proceedings, a conflict of interest arises from a set of circumstances that, from the perspective of a reasonable and informed observer, creates an apparent, potential, or actual risk that the decisions or actions of an employee of one of the INESC System Institutions, in the pursuit of their primary interest with respect to the institution to which they belong, may be unduly influenced by a secondary interest.

- 4.2. The main sources of conflicts of interest are the activities and financial interests in external entities of the employee and their immediate family members, in accordance with the provisions of Section 5 of these Guidelines.
- 4.3. The circumstances giving rise to a conflict of interest are objective and do not depend on the character or actions of an employee.
- 4.4. The conflict exists (or does not exist) regardless of whether a secondary interest is likely to actually influence an employee's decisions or actions.
- 4.5. The recognition of a conflict of interest does not imply any judgment regarding an employee's character or actions, nor can it, on its own, be used to infer the existence of improper conduct.

5. ACTIVITIES LIKELY TO GIVE RISE TO CONFLICTS

5.1. Employee's external activity

- 5.1.1. An employee's external activity is an activity that is additional to or parallel to their duties and responsibilities as an employee of one of the INESC System Institutions, carried out on behalf of another entity or on their own account, and which generates financial benefits or any other benefits that can be clearly identified, even if they are not of a financial nature.
- 5.1.2. The performance of external activities, as defined in the preceding point, does not necessarily constitute a circumstance giving rise to conflicts of interest; a specific assessment is required to determine their existence, particularly in light of the provisions of the following point.
- 5.1.3. The occurrence of the following circumstances gives rise to conflicts of interest related to the performance of external activities, requiring the establishment of appropriate management measures within the scope of these Guidelines:
 - a) If such activities are part of the Institution's mission;
 - b) If such activities, given their scope, importance, or the level of employee involvement required, could undermine or be incompatible with the employee's commitments to the INESC System Institution to which they are affiliated;
 - c) If such activities could directly compete with the INESC System Institution to which the employee is affiliated in obtaining public or private funding.

5.1.4. Entities on behalf of which the employee performs an external activity, or that are beneficiaries of such activity, and that meet at least one of the conditions listed in the previous point are considered external entities related to that employee.

Ex. A technical staff member involved in various projects developed and/or underway at INESC System Institutions provides specialised consulting services to third parties regarding the preparation of applications for funded projects in the areas of R&D&I. These third-party entities are related external entities.

5.2. Activities of immediate family members

5.2.1. For the purposes of the Guidelines on the Management of Conflicts of Interest, the activities of an immediate family member of an employee at an external entity are considered relevant in cases where, cumulatively:

- a) the immediate family member has decision-making power or the ability to influence decisions at the external entity where they perform their duties;
- b) the external entity carries out activities in the areas of operation of the INESC System Institution to which the employee belongs, or has a contractual relationship with one of the INESC System Institutions;
- c) the employee, within the scope of their duties at one of the INESC System Institutions, can influence or appear to influence decisions or actions that favour the external entity to the detriment of the interests of the Institution to which they belong.

5.2.2. Entities that meet the conditions referred to in the previous point are considered external entities related to that employee.

Ex. A researcher coordinates the negotiation of a consortium contract involving partners, including a company run by their father.

5.3. Financial interest

5.3.1. An employee is considered to have a financial interest in an external entity when benefits may accrue to them or to an immediate family member from that entity, in the form of capital income or intellectual property income resulting from the ownership of rights to results in whose creation the employee participates or has participated.

5.3.2. For the purposes of these Guidelines, a financial interest is considered relevant when, cumulatively:

- a) the external entity carries out activities in the areas of operation of the INESC System Institution to which the employee belongs, or has a contractual relationship with that INESC System Institution;
- b) the employee, within the scope of their duties, can influence or appear to influence decisions or actions that favour the external entity to the detriment of the interests of the INESC System Institutions.

5.3.3. In the case of capital income, and even where the circumstances set forth in the preceding point apply, the corresponding financial interest is not considered relevant in the following situations:

- a) ownership of shares, stock, or other equity interests in publicly traded companies;
- b) ownership of bonds, options, or credit rights against another natural or legal person in an amount less than €5,000.00.

5.3.4. The concept of a relevant financial interest does not cover cases of remote or merely hypothetical “financial interest,” as occurs, for example, in the initial stages of technology development processes.

5.3.5. Entities that meet the conditions referred to in the preceding points are considered external entities related to that employee.

5.3.6. The holding of stakes in external entities associated with the launch of spin-offs by employees and/or their participation in the management or development of activities in certain start-ups, although they may give rise to conflicts of interest, may be encouraged and supported by the Institutions of the INESC System, provided that management measures are established in advance to minimise such conflicts.

Ex. An employee is simultaneously a majority shareholder (and/or executive and/or occasional employee) of a company whose activity directly competes with the activity carried out by the Institutions of the INESC System or in which one of these institutions participates as a partner.

5.4. Other interests

Other circumstances likely to generate conflicts of interest not covered by these Guidelines and which, in the employee’s view, may create an apparent, potential, or actual risk that their decisions or actions, within the scope of their duties, may be unduly influenced by a secondary interest, must equally be reported.

6. ASSESSMENT OF THE EXISTENCE OF CONFLICTS OF INTEREST

- 6.1. In accordance with the provisions of point 3.5 above, if an employee suspects the potential existence of a conflict of interest on their part, they must report their concerns and any interests they hold in external entities that could give rise to conflicts of interest to their supervisor at the INESC System Institution to which they belong.
- 6.2. The supervisor shall assess the existence of the conflict in light of the provisions of these Guidelines, consulting, if deemed necessary or appropriate, the Management/Board of Directors of the INESC System Institution in question (or another body with such authority that may be established), and communicating the result of the assessment to the employee in writing.
- 6.3. The supervisor may, at any time, request additional clarification from the employee regarding the possible existence of a conflict of interest, provided that such a request is justified given the circumstances of the specific case.
- 6.4. Where applicable, the potential existence of a conflict of interest must be reported to and assessed by the chair of the competent collegiate body.
- 6.5. All communications made under this clause are confidential.

7. MITIGATION OF CONFLICTS OF INTEREST

7.1. Exercise of decision-making authority in processes and activities

- 7.1.1. Employees of the INESC System Institutions may not intervene with decision-making authority or exert influence in processes or activities involving external entities related to the employee themselves, specifically in the following cases:
 - a) Purchase or sale of products or services to such entities;
 - b) Participation in contract negotiations for projects in which such entities are beneficiaries or subcontractors;
 - c) Coordination of projects in which such entities are beneficiaries or subcontractors;
 - d) Participation in determining ownership and/or negotiating intellectual property rights to be licensed to such entities.

7.1.2. The general prohibition resulting from point 7.1.1 above applies without prejudice to the provisions of applicable legislation in force, namely provisions regarding conflicts of interest and recusals in administrative proceedings, and provisions arising from internal rules on this matter.

7.2. Use of resources of the INESC System Institutions

7.2.1. The resources of the INESC System Institutions, such as confidential information, research results, facilities, equipment, and human resources, are intended exclusively for the pursuit of their respective missions and may not be used for the benefit of the employee or of external entities related to the employee.

7.2.2. In particular, employees of the INESC System Institutions may not:

- a) Appropriate inventions, creations, or computer programs and their respective media for their own benefit or that of related external entities, without first notifying, in writing, the competent departments of the INESC System Institution to which they belong to determine ownership, in accordance with the institution's policies, and without obtaining an express — and written — positive response to said notification;
- b) Use, for their own benefit or for the benefit of a related external entity, confidential information resulting from research or other confidential sources of the INESC System Institutions;
- c) Involve other employees in their external activities, taking advantage of their hierarchical position within one of the INESC System Institutions in relation to those employees and/or exerting influence so that they do not report such activities to their superiors, as provided for in these Guidelines.

7.3. Supervisory responsibilities

The external activity and the financial or other interests of an employee of one of the Institutions of the INESC System may not unduly influence their supervisory, scientific, or technical activity, nor their evaluation of other employees, including interns, particularly in terms of assigning grades, approving promotions or salary supplements, determining salary levels, or allocating workspaces.

7.4. Freedom of research and publication

In the context of scientific and technological research activities, employees of the INESC System Institutions may not, due to the influence of their own secondary interests:

- a) steer such activities in a particular direction contrary to the interests of the INESC System Institutions;
- b) limit or delay the publication of research results;
- c) keep the existence of such activities or results confidential;
- d) influence other employees to adopt similar conduct.

8. COMMITMENT OF THE INSTITUTIONS OF THE INESC SYSTEM

8.1. General commitment

The Institutions of the INESC System commit to reviewing these Guidelines periodically and, over the next two years, to considering the implementation of an automated and regularly updated conflict of interest management system, supervised by an autonomous and impartial body specifically designated for this purpose.

8.2. Training and awareness-raising initiatives

8.2.1. The Institutions of the INESC System commit to providing their employees with training on the prevention of corruption and conflicts of interest, conducted at least every two years.

8.2.2. Likewise, the Institutions of the INESC System will ensure the implementation of the principles reflected in these Guidelines through awareness-raising activities on this matter, conducted annually and/or whenever necessary.

8.3. Clarifications

The Institutions of the INESC System commit to providing their employees with an internal and confidential channel for clarifications regarding conflicts of interest.

Lisbon, 19 November 2025.

Annex I – Employee Affiliations with Institutions of the INESC System

This document identifies the various types of affiliation with the Institutions of the INESC System, covering affiliations to internal R&D structures and to the Central and Local Structure.

Type of Affiliation			Definition	
Integrated Human Resources	R&D	Tenured Researchers	Contract Staff	General case of an employee under contract with one of the INESC System Institutions, assigned to generally permanent R&D duties, including R&D management.
				Employee under contract at one of the INESC System Institutions within the multi-year funding of the R&D Unit, specific FCT programmes, or regional programmes, corresponding to an exceptional role progressively integrated into the permanent roles defined for the institution's other employees.
		Higher Education Faculty Member / Researcher		An employee employed as a faculty member or researcher at a higher education institution, typically under a personnel secondment agreement, who carries out their work as part of an R&D unit at one of the INESC System Institutions, with a typical time commitment of 50% for faculty members.
		Research Fellows	Fellow with a specific status resulting primarily from the regulations and types of fellowships defined by the FCT.	Fellow with a contract and direct funding from one of the INESC System Institutions, possibly working on a project funded by R&D support programmes.
	FCT Fellow with a contract and direct funding from the FCT, whose host institution is one of the INESC System Institutions.			
	Fellow with a contract and funding from other institutions, working within the R&D Unit of one of the INESC System Institutions.			
	Intern	Professional Intern	Employee with an internship contract with one of the INESC System Institutions, funded by the IEFP, or assigned by one of the Institutions in exceptional cases, assigned to temporary R&D duties.	Employee with an internship contract with one of the INESC System Institutions, funded by the IEFP, or assigned by one of the Institutions in exceptional cases, assigned to temporary R&D duties.
Affiliated Researcher			<p>Researcher in one of the following situations:</p> <ul style="list-style-type: none"> Affiliation with a Higher Education Institution, without a permanent affiliation with another R&D Unit, with limited commitment to the activities of one of the INESC System Institutions; No permanent affiliation with other entities, with limited involvement in the activities of one of the Institutions of the INESC System. 	
Central and Local Structure	Contract Structure Staff		Employee with an employment contract with one of the INESC System Institutions, assigned to structural duties, generally permanent, including management duties.	
	Intern	Professional Intern	Employee with an internship contract with one of the INESC System Institutions, funded by the IEFP, or assigned by one of the INESC System Institutions in exceptional cases, assigned to temporary structural duties.	

<p>External Collaborating Researcher</p>	<p>Researcher in one of the following situations:</p> <ul style="list-style-type: none"> • Permanent affiliation with another R&D unit, which authorises collaboration with one of the INESC System Institutions; • Permanent affiliation with an entity other than a Higher Education Institution, which authorises collaboration with one of the INESC System Institutions; • Limited participation in activities at one of the INESC System Institutions, such as service providers requiring access to resources of the INESC System Institutions.
<p>Visiting Researcher</p>	<p>A researcher or faculty member affiliated with another institution who, for a limited period of time, conducts their research within the context of the INESC System Institutions.</p>
<p>External Staff</p>	<p>Employee not covered by the previous categories of Central and Local Staff, assigned to support functions at one of the INESC System Institutions.</p>
<p>External Student</p>	<p>Student without a contractual relationship who has sporadic access to resources at the INESC System Institutions.</p>