

ADDRESS

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Introduction

ISALAB carries out inspection and conformity assessment activities for products, processes, and services in the railway sector (AsBo / ISA / NoBo / DeBo).

To comply with the impartiality and independence requirements established by UNI CEI EN ISO/IEC 17065:2012 and EN ISO/IEC 17020:2012, an Impartiality Safeguarding Committee (ISC) was created, in order to best represent the stakeholders involved in inspection and certification activities and to provide the highest level of guarantees of impartiality and independence in inspection and certification activities.

CEO of ISALAB delegates to the ISC the responsibility of ensuring compliance with the requirements of impartiality and independence of inspection and certification activities (in accordance with the requirements of UNI CEI EN ISO/IEC 17065:2012 and EN ISO/IEC 17020:2012) for ISALAB inspection and certification activities.

Furthermore, the ISC is delegated the responsibility of acting as an external and independent guarantor from the Management and Ownership regarding the Code of Ethics (Md-RIS-05), particularly in cases where any unlawful or improper conduct, pressure, or intimidation is directly or indirectly attributable to Management and/or Ownership.

Structure

The ISC is composed of a minimum of 3 members who must ensure the absence of conflicts of interest with ISALAB and who must guarantee the widest possible representation of the market sectors involved in inspection and certification activities.

For the composition of the ISC, reference was made to UNI CEI EN ISO/IEC 17065 clause 5.2.4, selecting the following categories of stakeholders most involved in inspection and certification activities:

- ✓ **Manufacturers of railway structural subsystems:**
 - Rolling stock manufacturers;
 - Railway signalling manufacturers;
 - Energy system manufacturers;
 - Infrastructure manufacturers.
- ✓ **Railway users:**
 - Railway undertakings;
 - Infrastructure managers;
 - ECM "Entity in charge of Maintenance".
- ✓ **Associations / Academic sector / Certification bodies:**
 - Representatives of railway sector associations;
 - Representatives of railway governmental bodies;
 - Representatives of non-governmental railway organizations;
 - Railway training centres;
 - Quality management system certification consultancy companies;
 - Quality management system certification bodies;
 - Universities.

It is specified that the following figures cannot be part of the ISC:

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- Subjects having personal interests with ISALAB;
- Subjects having interests with For.fer company and its shareholders;
- Any figures actively involved in ISALAB activities.

In order to guarantee the greatest possible balance of represented interests, the ISC has established the following composition rules for member selection:

- ✓ At least one member for each category of stakeholders listed above;
- ✓ Total number not less than three members.

The CEO will appoint the members (for appointment details see the following paragraph), registering them in form Md-RIS-18 (ISC Members), specifying the role of each member:

- ✓ ISC President;
- ✓ Assigned ISC Member;
- ✓ Substitute ISC Member.

The ISC will therefore be composed of the President and the two assigned members, while substitute members will intervene in case of unavailability of one of the three members above, in the following cases:

- ✓ Unavailability of the ISC member;
- ✓ Inability of the ISC member to express an opinion on the contract subject to impartiality and independence assessment, in case of potential specific conflict of interest of the member;
- ✓ Resignation of the ISC member.

Replacement of a Member must ensure compliance with the minimum representation of each of the three identified categories. If the substitute must replace the President, the CEO will appoint the replacement President among the two assigned members and the substitute member.

If it is not possible to replace the unavailable member in the scheduled meeting, the meeting shall be postponed to a new date through a new notice (no later than 30 calendar days), in accordance with the meeting notice terms specified later in the document.

Appointment, Renewal, and Revocation of ISC Member Mandate

Appointment and Acceptance

ISALAB sends a “nomination proposal” to the representative body of the interested party, which, in case of positive response, appoints its own representative and possible substitutes.

Following the appointment by the entity, ISC members (and their substitutes, if designated) are required to confirm in writing the acceptance of the appointment, also committing in writing to accept this Regulation (Md-RIS-10 ISC Member Appointment Letter and Md-RIS-11 ISALAB Srl – Requirements of Integrity and Confidentiality).

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The appointment as ISC member is personal. ISALAB confirms the appointment specifying the stakeholder category of belonging of the member.

The CEO may appoint, after the establishment of the ISC, additional members, new or replacing resigned members, whose mandate will expire simultaneously with that of the already existing members.

The CEO or his delegate may participate in ISC meetings without voting rights.

The President may request ISALAB to provide a recording secretary if he does not intend to directly perform this additional role.

ACCREDA has the right to participate in ISC meetings for impartiality purposes if requested.

Duration, Renewal, Resignation, and Revocation of Appointment

Each committee member remains in office for a period of 3 (three) years; if their representativeness remains at the end of this period, the appointment is automatically renewed unless otherwise communicated.

If an ISC member ceases to act as representative of a stakeholder category, they must notify ISALAB in writing.

A member of the ISC may voluntarily resign without providing justification, by submitting written resignation to ISALAB with at least 15 calendar days' notice.

ISC members may be replaced by the President or by the CEO in the following cases:

- ✓ Verified violation of confidentiality obligations;
- ✓ Failure to abstain in cases of conflict of interest;
- ✓ Absence from more than two consecutive meetings without justified reason.

Responsibilities

As provided by the aforementioned standards, the responsibilities and authority of the Impartiality Safeguarding Committee (ISC) are:

- Supporting ISALAB in developing policies related to impartiality and independence of its certification activities;
- Counteracting any tendency by ISALAB to allow commercial or other aspects to hinder a consistent and objective performance of certification activities;
- Providing suggestions on aspects that may influence confidence in certification, including transparency and public perception;
- Conducting a review at least once per year regarding the impartiality of audits, certifications, and decision-making processes of ISALAB;
- Reviewing and approving the impartiality threat analysis document (Md-DIR-06);
- Verifying that ISALAB has and maintains an organization of resources and means suitable to ensure the proper performance of inspection and conformity assessment activities;
- Verifying that technical personnel listed in Md-RIS-01 "List of Qualified Technical Personnel" are not in any way connected, directly or indirectly, to For.Fer and its shareholders; this verification is carried out through evidence contained in Md-RIS-03 "Confidentiality,

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Impartiality and Independence Declarations of Personnel”, Md-RIS-09 “Assignment of External Personnel”, Md-RIS-04 “Personnel Record Sheet”, and personnel CVs attached;

- Ensuring, in presence of significant threats to impartiality or relevant independent actions, mandatory communication to the European Union Agency for Railways (ERA) of the independent actions taken and their outcomes;
- Ensuring compliance with the Code of Ethics (Md-RIS-05) by collecting reports from employees and/or external collaborators regarding any unlawful or improper conduct, pressure, or intimidation directly or indirectly attributable to Management and/or Ownership and implementing necessary corrective actions.

Duties

Members of the Impartiality Safeguarding Committee are required to comply with the following obligations:

- ✓ Absolute confidentiality;
- ✓ Reporting of irregularities, both regarding impartiality and independence aspects and compliance with the Code of Ethics (Md-RIS-05);
- ✓ Not maintaining relationships with certification applicants or certificate holders in ISALAB’s competence sector;
- ✓ Not carrying out activities in conflict with ISALAB.

Operation

The ISC has the function of directing and supervising ISALAB’s inspection and certification processes, ensuring their impartiality.

It ensures the compliance of ISALAB certification schemes with impartiality and independence principles defined in applicable normative and legislative references through:

- Verification of guidelines and approval of basic certification process regulations regarding impartiality aspects;
- Advisory reference for possible situations/interpretations;
- Examination and evaluation of company appeals regarding their certification eligibility;
- Review and approval of the impartiality threat analysis document (Md-DIR-06);
- Monitoring audit activities, certification activities, and related decision-making processes;
- Appeals and complaints;
- Monitoring financial aspects related to conformity assessment activities.

Furthermore, based on its responsibilities, the following operational activities are conducted during the year:

- Periodic meetings (at least 1 per year);
- Managerial audit activities (at least 1 per year).

Meetings may be increased, upon decision of the President, if ISALAB’s operations require more frequent meetings.

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The agenda is defined in detail before each meeting; the following is an indicative list of topics that will be addressed alternately:

- Analysis of inspection and certification activities for the period, including critical cases, with particular reference to responsibilities assigned to the Committee by reference standards;
- Presentation and discussion of financial results;
- Presentation of budget and tariffs;
- Presentation and discussion of results of accreditation body audits and internal audits;
- Presentation of internal and external complaint trends;
- Presentation of Customer Satisfaction results;
- Presentation and discussion of Code of Ethics monitoring aspects (Md-RIS-05);
- Presentation and discussion of verifications conducted by ISC members;
- Presentation of new certification schemes activated and new accreditations obtained;
- Evolution of standards and regulations;
- Any specific technical topics evaluated according to needs;
- Planning of activities for the following year;
- Other matters.

The President performs the following functions:

- Convening meetings;
- Coordinating meetings;
- Preparing the agenda;
- Preparing meeting minutes or requesting ISALAB to provide a recording secretary if he does not intend to perform this additional role directly;
- Taking any necessary actions.

Meetings may be held in person at one of ISALAB's operational sites, or remotely via video call, provided that the connection is sufficiently stable and fast (allowing video connection support), that participants can be clearly recognized and identified, and that each connected member's camera remains on for the entire duration of the meeting.

Hybrid meetings are also allowed, with some members present on-site and others connected remotely, provided that the above remote connection requirements are met.

The Committee meeting is convened by the President in writing at least one week before the scheduled meeting date. For the validity of the meeting, the presence of at least three committee members is required.

ISALAB guarantees access to all necessary information to allow the ISC to properly perform its functions.

The impartiality threat analysis document (Md-DIR-06) is a mandatory input document for ISC activities and is formally shared with committee members before periodic and/or extraordinary meetings. Any updates to Md-DIR-06 are promptly communicated to the ISC.

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Significant changes in shareholding structure, including appointment of minority shareholder representatives and new governance structure, must be officially communicated to the ISC within 15 working days. This communication must include all details and must be documented in the ISC minutes (Md-DIR-09) before or during the meeting.

In order to guarantee impartiality and transparency of ISALAB activities, the Quality Management Manager (RSG) periodically reviews (at least every three months) all information, changes, or updates that may impact management, organization, projects, or any other relevant matter for the proper performance of inspection and certification activities. If any unreported or forgotten elements emerge, the RSG promptly sends an official communication to the ISC, ensuring that all information is documented and recorded in the Committee minutes (Md-DIR-09), so as to allow adequate impartiality evaluation and supervision.

To ensure impartial judgment, these members must not have any involvement with the activities listed in the meeting agenda.

The ISC, for the best performance of meeting activities, may request the support of ISALAB Technical Management and CEO and may rely on a recording secretary.

The minimum mandatory agenda items in committee meetings are:

- Verification of ISC composition (in person, remote, or hybrid) and its composition regarding impartiality;
- Approval of the agenda;
- Approval of previous meeting minutes.

In addition to the minimum items, the agenda contains additional elements based on supervision needs expressed from time to time by the ISC; these topics are generally related to:

- Presentation of financial statement data to allow supervision of financial aspects of assessment activities;
- Technical Management report on operational performance of assessment activities;
- Evaluation of appeals and complaints (if any) and other matters that may arise during meetings;
- Results of any inspections/assessments;
- Management of non-conformities and/or corrective, preventive, or improvement actions previously reported by the ISC.

Based on observed elements, the ISC expresses evaluations in terms of adequacy and/or non-conformity and/or improvement actions regarding company processes.

Each member has the right to one vote.

For the validity of resolutions, the majority of present members is required.

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The decisions of the ISC are recorded in minutes signed by the Committee President and the Secretary of the meeting (if applicable).

Results of ISC Activities

The results of ISC activities are documented through minutes detailing which elements were evaluated and documenting any anomalies found.

The ISC President reports the results of these verification activities during periodic committee meetings to allow analysis and discussion.

Non-conformities, observations, and comments are collected and analyzed by the Technical Director (DT) and Quality Management Manager (RSG) to verify the need for appropriate corrective actions on operational practices/procedures used, which will be recorded in Form Md-NCAC-01.

For non-conformities, the ISC may require ISALAB to define and implement corrective actions to resolve the non-conformity and prevent recurrence and/or request further investigations and/or convene an extraordinary ISC meeting.

ISALAB will take charge of any detected non-conformities and/or corrective and/or preventive and/or improvement actions and manage them in accordance with company quality assurance methodologies and treat them in Form Md-NCAC-01. The ISC is periodically informed about the status of detected non-conformities.

Independent Actions of the ISC

The ISC also has the right to undertake independent actions if ISALAB's CEO does not take into account its instructions.

The ISC, through its President, may convene extraordinary meetings whenever necessary.

The ISC may directly inform the Accreditation Body, the European Union Agency for Railways (ERA), and the relevant National Authorities.

The Management
Eng. Antonio Scofano