

*Corporate governance  
report*

*2024*

*April 2025*

*Som - Fundació*

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# 1. Origins

Som – Fundació was founded in 1987 by the members of the Aspanias Association with a founding endowment of 1,500,000 pesetas (9,015.182 euros). In their constitution, the founders reserve the right that the president and the secretary of the Aspanias association will be born members of the Patronage and will stop doing it of the Board of directors of Aspanias, being replaced in the Patronage by the president and secretary incoming.

Section that will be ineffective in case of dissolution of the Aspanias Association. This faculty disappears with the revision of the founding statutes of 2004.

On July 1, 2022, the Fundació Tutelar Terres de Lleida will be merged by absorption, this fact consolidates the presence of the entity in the territory.

# 2. Board structure

The [statutes](#) of Som – Fundació establish that the Foundation will be represented, governed and administered, with the widest powers, by a Board of Trustees composed of a minimum of six people and a maximum of fifteen.

At the board meeting in March 2023, the modification of the statutes is approved to adapt the content and name of the entity in order to adapt them to current legislation.

## 2.1. Composition of the Board

The board of trustees is currently made up of 14 people, of whom 43% are women. This year, the president has been re-elected for a new term and one trustee has resigned from his post.

Name and Surnames	Charge at the Board	To be renewed
Jordi Costa Molina	President	29/09/2029
Pere Grau Buldú	Vicepresident	13/03/2028
Roser Galí Izard	Treasurer	01/10/2025
M <sup>a</sup> Eulàlia Balañá i Vives	Vocal	30/03/2027
Carles Dalmau i Ausàs	Vocal	30/03/2027
Eloísa Martínez Torregrossa	Vocal	29/09/2029
Jordi Andreu Soriano	Vocal	30/03/2027
Jordi Bolós Giralt	Vocal	18/06/2025

Josep M <sup>a</sup> Durán Bellido	Vocal	30/03/2027
Natalia Martínez Mustienes	Vocal	30/03/2027
Sílvia Garre Gui	Vocal	01/10/2025
Jordi Gabarra Serentill	Vocal	13/03/2028
Agustí Vilardebó Clascà	Vocal	13/03/2028
Eva Ribó Fenollós	Vocal	13/03/2028
Josep Tresserras Basela	Secretary (not trustee)	Indefinite

## ***2.2. Professional profile of the trustees***

The full profile of the trustees is available on the entity's corporate [website](#).

### **Jordi Costa Molina – President**

He has a degree in Hispanic Philology, Catalan Philology section from the Universitat Autònoma of Barcelona (1985) and a Diploma in Business Management (EMI-IQS Foundation, 1989). He was Vice-president of the APPS Catalan Federation (from June 2000 to November 2010) and of the Dincat Federation (2010-2011); he was also member of the Board of Directors of the Feaps Confederation from 2007 to 2012. From 2009 to 2014 he was representative of Feaps at Inclusion Europe and member of its Board of Directors in Brussels. Professionally, he works as an entrepreneur dedicated to the manufacture and distribution of sports equipment for mountaineering and climbing.

### **Pere Grau Buldú – Vice-president**

He completed his studies in Economic Sciences at the University of Barcelona in 1967 and supplemented his training with international trade courses. He has had an intense political life. He was councilor of Tàrrrega City Council and president of the Urgell Regional Council. He was also a senator from 1993 to 1996, member of Congress between 2000 and 2008. He took part in the Toledo Pact, an ambitious reform of the Spanish Social Security approved in 1995. At local level, he was president of the board of trustees of the Fundació Terres de Lleida.

### **Roser Galí Izard – Treasurer**

She holds a degree in Economics from the University of Barcelona (1994) and a PhD in Comparative History from the UAB (2024). Professionally, she has been associated with the University and has engaged in both public and private management. She served in the Government of Catalonia in the General Directorate of Families of the Department of Social Affairs and Employment (2016-2019) and was Councilor of Social Affairs and Health of the Castellterçol City Council (2019-2023). Since 2019, she has been a technician for the Moinès Consortium and its Regional Council. She has collaborated in the initiative to create an organization for children with disabilities and volunteers at a residential facility.

**M<sup>a</sup> Eulàlia Balañá i Vives – Vocal**

She is a teacher specialized in early childhood education and 1st cycle of primary education. She has also carried out ongoing training in courses directly related to the educational stage from 0 to 3 years. Professionally, she has always been dedicated to the educational sector, working in early stimulation centers with paediatricians, and re-educating children with special educational needs. From 1990 to 2020 she was the principal director of her nursery school and in the 2020-2021 academic year she was the coordinator of the first stage of early childhood education at a private school. Currently, she is a preschool and primary education teacher and a SIEI teacher at a private school.

**Carles Dalmau i Ausàs – Vocal**

He holds a degree in Law from the University of Barcelona. His current professional work is focused on legal activities as a collaborative and family lawyer and in mediation, specifically in conflict management between individuals and organizations. He served as the Municipal Ombudsman of Sant Boi de Llobregat between 2004 and 2016. Additionally, he regularly collaborates in social and cultural activities in the city and the country. He has been a member of the board of trustees of Som-Fundació since 2001.

**Eloisa Martínez Torregrosa – Vocal**

She has a degree in Philosophy and Education Sciences, specializing in Therapeutic Pedagogy, from the Universitat of Barcelona (1986) and a Diploma in Physiotherapy from the Universitat Autònoma of Barcelona (2000). She has completed several postgraduate courses: Psychopedagogical Intervention in children with special educational needs (Universitat Politècnica de Catalunya, 1995), Equestrian Rehabilitation - Hippotherapy - (2002) at Gimbernat School of Physiotherapy (Universitat Autònoma of Barcelona, 2007) and Psychomotor Therapy (Ramón Llull University and Blanquerna University, 2011). She is currently a full professor at the Moragas School.

**Jordi Andreu Soriano – Vocal**

Graduated in Medicine and Surgery from the Universitat Autònoma de Barcelona, (1982) and specialist in Radiodiagnosis since 1987. Currently and since 1998, he has been Head of the Radiodiagnosis Section at the Vall d'Hebron Hospital and associate professor of Radiology and Physical Medicine at the Universitat Autònoma de Barcelona. He has carried out a prolific activity in communications and publications, both national and international, in radiology.

**Jordi Bolós Giralt – Vocal**

He graduated in Pharmacy in 1990 from the University of Barcelona. His connection with the world of disability comes from a very young age: he was a free time monitor in Aspanias (association of parents of boys and girls with disabilities) for three years. He did substitute military service at the Aspanias Guardianship Foundation. When he finished, he joined the Board of Trustees and after his incorporation his third son, with intellectual disability, was born. He was president of the board of trustees of Som-Fundació from 2007 to 2014. He was member of the executive board of Dincat and of the board of the Municipal Disability Institute of the Barcelona City Council.

### **Josep M<sup>a</sup> Durán Bellido – Vocal**

He studied at the Faculty of Economics at the University of Barcelona and is a Mercantile Expert from the Escuela Superior de Altos Estudios Mercantiles (1954). He did economics and finance internships at Gimbel Brothers Philadelphia, sponsored by Pennsylvania University (USA 1961) and Kreis-Sparkasse Bonn, sponsored by the University of Bonn (Germany 1960). It is necessary to emphasize of his professional trajectory his positions like Director in Inverpyme, S.A. (1990-2013); Vice President and Bankpime (1999-2011); General Manager of the Corporation of Small and Medium Savers (1979-2011), Director of the Bank of Small and Medium Enterprises, S.A. (1978-1999); Executive Vice President of Construcciones Eurogar, S.A. (1973-1978); Executive President for Spain and Portugal at Crowell, Collieran Mac MillanInc (1963-1972) and Director for five East Coast states at The Grolier Soc. Philadelphia, Pa. (1961-1962).

### **Sílvia Garre Gui – Vocal**

She is a telecommunications engineer from the Universitat Politècnica de Catalunya. Professionally, she has worked in the world of technological consultancy and in the banking sector. Since 2005, she has been working at the Telecommunications and Information Technology Centre of the Generalitat of Catalonia, developing different responsibilities. She is currently Executive Director of the Educational and Cultural Digital Areas. She has been involved in the world of volunteering from a very young age.

### **Natalia Martínez Mustienes – Vocal**

She has a degree in Economic Sciences in the speciality of Political Science and Sociology (Barcelona, 1991), she did a postgraduate Erasmus in Leisure and Tourism at the Universiteit Gent and the Cheltenham School of Higher Education. Her professional activity is carried out in the real estate sector. She is qualified as a Real Estate Property Agent (1993) and a collegiate Property Administrator (1994). She was also the owner and director of the Inogar family business, dedicated to real estate brokerage, asset and rental management and community administration until 2011. Subsequently, this company merged with Amat Immobiliaris, where she worked for four years in the asset department. In October 2015 she joined the team of the Fundació Habitat3, housing for social inclusion, as head of the Housing Recruitment area. Since 2022, she is Strategic Alliances and Communications Officer at the same organization.

### **Agustí Vilardebó Clascà – Vocal**

Graduated in Nursing in 1978, he has dedicated his professional life to the field of health, specifically at the Mataró hospital, a few years in the care sector and later in the management of a health center. In addition, he is a photographer. His works, with a social theme, have been exhibited at the Visa Pour l'Image festival in Perpignan, one of the most important photojournalism contests in the world. His link with the social world began in 2001, when he collaborated to create the organization Haribala, an entity that supports vulnerable children in India. Years later he began to collaborate with the L'Olivera organization, one of the founders of the Fundació Terres de Lleida, of which he was patron.

### **Jordi Gabarra Serentill – Vocal**

He is a technician in Agricultural Operations and holds a Diploma in Banking Management. He has worked at CaixaBank, where he has served as a director in several branches. At the same time, his life has always been closely linked to the world of associations. Thus, he has been a volunteer for more than 30 years at the Associació L'Estel, one of the founding entities of the Fundació Tutelar Terres de Lleida, where he served as a trustee for 12 years.

### **Eva Ribó Fenollós – Vocal**

She holds a degree in Law from the University of Barcelona (1992) and she is a family mediator since 2002. She has been a lawyer since 1993 and between 2019 and 2023 she actively participated in the defense of the rights of people with disabilities from institutional law. She has been the coordinator of the Disability Working Group at the General Council of the Spanish Bar and head of Disability at the Catalan Bar Council. She has participated in several legal studies on facilitation, ASD and on Good Treatment in the judicial exploration of minors who are victims of sexual violence. She has also organized and participated in different training courses on the legal reform that regulates the support system. She currently dedicates a good part of her professional practice to the defense of the rights of people with disabilities.

## ***2.3. Commissions set up by the board of trustees***

The Board of Trustees delegates to the Executive Board those actions arising from the exercise of support for legal capacity in decision-making, other related functions and the acceptance of proposals from the Som Futur program, as well as all those actions that it decides to delegate and that by Law be delegable.

# ***3. Operation of the board of trustees***

## ***3.1. Selection system***

The following guiding criteria are established for the incorporation of new members to the board of trustees at Som -Fundació:

- a) Be introduced by another member of the board.
- b) Be a person with some knowledge of the third sector in general and the world of intellectual disability in particular or be a person who is linked to the world of intellectual disability, health sciences, ethics and values education, pedagogy, communication, culture, law, economics, etc. This profile is established as an indication for the future patrons of Som - Fundació with the aim of achieving a broad and plural spectrum of Catalan civil society at all times, although it is not an exclusive criterion.

No age limit is required to be a board member. They will cease to hold office due to the expiration of their term of office, in the event of not being re-elected for a new term and also due to incapacity, resignation, death, all without prejudice to the legally provided causes of termination.

The term of office will be, as a general rule, five years, being re-eligible indefinitely.

Joining the board of trustees does not require prior specific training, but they are informed of the mission, vision and values of the entity, they will also be given a welcome dossier with all the documentation that it is considered necessary and indispensable.

The board of trustees undergoes an annual evaluation with the aim of assessing its performance and improving its functioning.

### ***3.2. Financial control and supervision***

The foundation's accounts are audited annually. The full audit report is available in the [transparency](#) section of the corporate website.

### ***3.3. Meetings held***

During the year 2024, 4 board meetings and 5 executive board meetings will be held. The meetings are always in a hybrid format, face-to-face and/or online:

- February 14, 2024 – Executive Board
- March 20, 2024 – Board of Trustees
- April 10, 2024 – Executive Board
- May 15, 2024 – Executive Board
- June 12, 2024 – Board of Trustees
- July 2, 2024 – Executive Board
- September 25, 2024 – Board of Trustees
- November 13, 2024 – Executive Board
- December 10, 2024 – Board of Trustees

88% of the trustees attended all the meetings called. Non-attending trustees always delegated their vote.

At the meetings of the Board of Trustees, proposals for inclusion in the Som Futur Program are discussed. The annual accounts, the financial report, the foundation's report, the budgets, and the budget settlement are approved.

In addition to dealing with other issues that are ongoing and require the approval of the Board of Trustees, the results of the review of the quality management system are reported annually.

## *4. Relations with executive management*

The Foundation has a Managing Director, Josep Tresserras Basela, in office since 1991 who attends board meetings, with a voice and without a vote.

His remuneration is approved by the board.

The selection process for the successor to the Managing Director position will begin at the end of 2024. Their onboarding is expected in the first quarter of 2025.

## *5. Risk management and control systems*

The risks that may affect the entity are controlled in accordance with the guidelines established by the quality management system based on the ISO 9001: 2015 standard. Risk assessment sessions identify, measure, assess potential risks and define, where appropriate, what measures will be followed to manage or prevent them.

The main risk detected are:

- a) Possible impacts on the provision of services and care to users resulting from the change in the institutional representation model.
- b) The impact that the replacement of the Managing Director, planned for the next fiscal year, may generate on the management of the foundation.
- c) The economic repercussions that the change in the public financing model, moving from the subsidy system to the concerted system, may entail for the foundation.

## *6. Conflict of interest, self-employment*

No financial transactions have taken place between the foundation and its trustees.

The entity has a Crime Prevention Program, which includes a Code of Conduct, a Conflict of interest policy, and an Investment code of conduct.

The [Code of Conduct](#) aims to establish the principles and rules that must govern the behaviour of the people working for the organization: professional staff, management positions, board members and volunteers.

The objective of [The Conflict of Interest Policy](#) is to prevent the personal and / or institutional interests of the members of the governing body from interfering with the normal exercise of their work in Som - Fundació, and to ensure that there is no personal, professional or political benefit to the detriment of the entity.

El [Code of Conduct for Investments](#) will apply to temporary investments incurred by Som – Fundació.

These documents are available to all interested parties in the [transparency](#) section of the corporate website.

Barcelona, May 2025