

TERMS OF REFERENCE

Basic contracting conditions

CONTRACT: “ETHICAL ADVISORY SERVICES FOR THE HORIZON EUROPE PROJECT GUARDIANS”

Procurement file: CT005/2023

Procedure: SIMPLIFIED, in accordance with the CTIC Technology Centre Foundation's Internal Procurement Rules.

Mr. Pablo Priesca Balbín
MANAGING DIRECTOR

05 June 2023

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1. OBJECT AND MAIN FEATURES OF THE CONTRACT

1.1. Purpose of the contract and needs to be satisfied.

The object of the contract is the provision of ethical advisory services related to the potential impact of technology on human beings and their living environment within the framework of the GUARDIANS project. The provider must define the ethics guidelines that it serves as basis for ensuring that all research activities within the GUARDIANS project are carried out ethically and responsibly, minimising any negative impact on human beings and their living environment.

The provider commits to conducting thorough ethical evaluations, providing clear and well-founded ethical recommendations, offering continuous ethical monitoring, and collaborating closely with the GUARDIANS research team.

1.2. Administrative bodies and department in charge of the contract.

Contracting authority: Fundación CTIC Centro Tecnológico de la Información y la Comunicación

VAT NUMBER: G33906637

Contract processing Department : R&D

Contract manager: Fidel Díez

Responsible for technical queries: Fidel Díez

Responsible for administrative enquiries: Silvia Lobato

1.3. Period of execution

The period of execution of the work detailed in this document is from the date of signature of the contract until completion of the project on 31 May 2027. This contract will also cover any potential extension in the execution of the project, during which the tenderer undertakes to offer his expertise, without increasing the budget. Nevertheless, the final number of deliverables expected from the bidder will not be incremented.

1.4. Value of the contract

The maximum budget available is 30,000 € (Thirty thousand euros), VAT not included.

1.5. Legal and regulatory capacity

Tenderers must prove that they are allowed to pursue the professional activity necessary to carry out the work subject to this contract. The tenderer must provide the **European Single Procurement Document (ESPD)**.

1.6. Technical and professional capacity

Relevant experience in the following subjects is required:

1. Experience in ethical data management: The entity should have demonstrated experience in handling data ethically, ensuring compliance with privacy principles, informed consent, and confidentiality.
2. Knowledge of regulations and standards: It should have a deep understanding of relevant data protection laws and regulations, such as the GDPR and other applicable national or regional laws.
3. Experience in impact assessments: The entity should be familiar with conducting data protection impact assessments, which involve identifying and mitigating potential risks and ensuring compliance with regulations.
4. Knowledge of data security: The entity should possess a strong understanding of data security measures, including encryption techniques, authentication, access management, and prevention of data loss or leakage.
5. Experience in European regulatory affairs, risk monitoring, information security, European reference frameworks, ethical aspects related to digitization, and the application of ethics issues in any economical activity context.

Proof of technical and professional capacity must be provided by means of a statement of compliance with the activities and projects carried out in this field, referring to the last 10 years.

The bidding companies must also provide a detailed description of the **human resources proposed for the project** and the tasks to be carried out.

CTIC nevertheless reserves the right to request evidence of the activities and projects referred to in the declaration, should it deem it appropriate.

CTIC also reserves the right to request, at any time, before or after the awarding of the contract and during its duration, any additional document to verify the information provided by the awarded company, both regarding itself and the resources it possesses. False information may result in contract termination. Likewise, if the level of technical knowledge of the personnel offered is found to be false, based on a comparison between the information stated in the curriculum vitae and the actual demonstrated knowledge in service execution, it may lead to contract termination.

2. SUBMISSION OF APPLICATIONS

The proposals, together with the required documentation, shall be sent by e-mail to the account ctic@fundacionctic.org by **Friday 9th June 2023 at 12:00 am, local time, at the latest**.

The subject line should indicate: "**CONTRACT: "ETHICAL ADVISORY SERVICES FOR THE HORIZON EUROPE PROJECT GUARDIANS" Procurement Reference: CT005/2023**"

The message text in the eMail should include:

- Reference number of the tender dossier and name of the contract to be put out to tender.
- Name, surname, first name and VAT number of the tenderer or company name.
- Tenderer's details for electronic notification purposes.

The following must be attached to the mail:

- The European Single Procurement Document (**ESPD**).
- **Technical and professional capacity.**
 - **A statement of compliance with the activities and projects carried out in this field, referring to the last 10 years.**
 - Organisational chart of the proposed team, specifying the functions and responsibilities of each member, by professional category, and providing their Curriculum Vitae, where the specific applicable experience must be stated, showing that the proposed team as a whole covers the various disciplines required.. In this section, it will be necessary to demonstrate the ability of these professionals to provide the service in English.
- The **financial offer document** in pdf format according to the attached model. The financial offer must include the price offered, indicating the taxable amount and VAT separately. The price shall not be subject to revision.

All documents must be **signed by means of a qualified electronic signature**.

Each bidding company may not submit more than one proposal. Infringement of these rules will result in the rejection of all the proposals subscribed by it. The presentation of the proposal implies the unconditional acceptance by the company of the contents of all the conditions of this document without any reservation whatsoever.

3. EVALUATION AND AWARD

Bids shall be evaluated on the sole criterion of the price offered. All bids exceeding the maximum available budget will be rejected. The offers will be evaluated by CTIC in the shortest possible time.

Once the offers have been evaluated, including any clarifications, a decision will be taken on the offer that best suits the object and characteristics of the contract, and the result of the process will be communicated to the bidding companies.

The formalisation of the contract will be completed after receipt of the administrative documentation required from the company awarded the contract, where applicable. Namely:

- Declaration or certificate of inclusion in a trade or professional register, or a sworn declaration or certificate, membership of a specific organisation, express authorisation, or entry in the value added tax registry.
- A legible copy of the notice of appointment of the persons authorised to represent the tenderer in dealings with third parties and in legal proceedings.
- Certificate of the bank account, where the corresponding payments will be made.

4. BACKGROUND: GUARDIANS PROJECT

CTIC Technology Centre (CTIC) is a private non-profit Research and Technology Organization (RTO), created in 2003 with the aim of becoming a reference in research, innovation, product development and the provision of services in the field of ICT. It forms part of the group of entities recognized at national level by the Ministry of Science and Innovation as Technology Centres.

Its technological roadmap focuses on Artificial Intelligence (AI) technologies and is specialised in the research and development of emerging technologies, with an impact on the Data Value Chain, which are the fundamental axis of action, around which develops innovative solutions, within the concept of Artificial Intelligence.

CTIC is the coordinator of a project submitted to the Horizon Europe Framework Programme, under the call "Fair, healthy and environmentally-friendly food systems from primary production to consumption", specifically aimed for the topic "["HORIZON-CL6-2022-FARM2FORK-02-04-two-stage"](#)". This project is called GUARDIANS: SMART SOLUTIONS TO EMPOWER SMALL- AND MEDIUM-SIZED FARMS AS GUARDIANS OF THE TERRITORY and has been accepted to be funded and it is currently on the Grant Agreement Preparation process, under Grant Agreement 101084468.

The duration of the GUARDIANS project, and therefore of this contract, is 48 months: from 1 June 2023 to 31 May 2027.

GUARDIANS Consortium: 22 partners from 9 countries (Spain, Norway, Portugal, Ireland, Czechia, Italy, Lithuania, Sweden, Slovakia). Consortium includes agricultural cooperatives, RTOs specialised in the agricultural sector, agrifood hubs, large food companies, technological RTOs and experts in exploitation, dissemination, and social innovation aspects.

The general objective of GUARDIANS is the empowerment of small- and medium-sized farms through smart solutions. A multi-actor co-creation methodological framework supported by a farmer engagement and acceptance package will leverage the acceptance and uptake rates of innovative digital technologies by farmers. A set of nine digital innovative solutions will be tested in four testbeds and piloted in 22 small- and medium-sized farms, reaching a total of 95 farmers through the rollout and replication phase.

The project raises several ethical issues in relation to the introduction of several new technologies to farms, which must be addressed in compliance with ethical principles, the applicable international and national law, and the provisions set out in the Grant Agreement.

For this reason it is necessary to contract the services of experts to provide advice on ethical issues that may arise during the implementation of the project.

5. CONTRACT SPECIFICATION

○ 5.1. Services to be provided

The object of the contract aims to ensure that all research activities within the GUARDIANS project are carried out ethically and responsibly, minimising any negative impact on human beings and their living environment. **As this is a subcontract within a European project, the official language for carrying out the work will be English.**

The ethical issues to be addressed during the execution of the contract have been defined by the European Commission, and they are as follows:

- **Humans:** Ensuring the rights, safety, and welfare of individuals participating in the project. This proposal involves human participants, such as farmers, cooperative managers, rural inhabitants, scientists, policy makers, industry, and regulators;
- **Personal Data:** Upholding measures to carry out an appropriate data management policy including the voluntary and informed consent and data protection from participants (with any role) in the project. GUARDIANS will develop co-creation activities with farmers, cooperative managers, rural inhabitants, scientists, policy makers, industry, and regulators, meaning that there will be human participants and processing of personal data.
- **Animals:** One of the important ethical issues to consider in GUARDIANS is animal welfare. It is essential to ensure that the use of technology in animals is supported by a strong ethical justification. It is crucial to ensure that any technology used does not cause physical harm or unnecessary suffering to the animals involved. This involves assessing and minimising potential negative effects on their health, behaviour, and quality of life. GUARDIANS introduce new technologies to farms, including autonomous drones which require flight permissions and audio-visual technology for drone control, and technology using AI.
- **Non EU countries (Norway):** It is crucial to ensure compliance with relevant data protection laws and regulations in both jurisdictions. This includes respecting the privacy rights of individuals and implementing secure data transfer mechanisms to protect sensitive information. Additionally, it is important to recognize and respect the cultural differences and values between the EU and Norway when engaging in technology import/export activities. By doing so, ethical considerations are addressed, promoting responsible data handling and fostering a mutually respectful and culturally sensitive approach to technology exchange.
- **Environment, health and safety:** In this sense, it is necessary to evaluate the potential negative effects that the technology may have on the environment, such as waste generation, water or air pollution, ecosystem degradation, among others. It is essential to minimise these impacts and, whenever possible, opt for more sustainable and environmentally friendly technological solutions. About human well-being, it must be considered the potential risks to the health and safety of individuals who interact with the technology, including workers, users, or the general population. This involves ensuring the adoption of adequate safety measures, providing necessary information about potential risks, and complying with relevant regulations and standards. Finally, it will be necessary to ensure that the use of technology does not create inequalities or injustices, both in terms of access and impact. It is crucial to ensure that all individuals and communities have the opportunity to benefit from technology equitably, avoiding the creation of digital divides or disproportionate negative impacts on specific groups.
- **Artificial Intelligence:** It is important to thoroughly consider and address these concerns to ensure that the implementation of AI technologies aligns with ethical principles and safeguards against any negative impact on human rights or values. This includes considering issues such as transparency, fairness, accountability, and the potential for bias or discrimination in AI systems. By conducting a comprehensive assessment and incorporating appropriate ethical frameworks, the proposal can demonstrate a responsible approach to AI that respects and upholds human rights and values.
- **Other:** The proposal includes financial support to third parties (FSTP) and therefore a number of projects are going to be financed and these funded projects may also have ethics issues. These ethical considerations are crucial to ensure that the introduction of technology is carried out responsibly, minimising risks.

In this regard, the contract will include the following key elements:

- Ethical Evaluation:
 - Identification and analysis of potential ethical risks associated with the use of technology in the GUARDIANS project.
 - Assessment of the social and environmental impacts related to the implementation of technology.
- Ethical Recommendations:
 - Provision of clear and action-oriented recommendations to address identified ethical challenges.
 - Grounding recommendations in solid ethical principles and best practices in the field of technology ethics.
- Continuous Ethical Monitoring:
 - Regular and ongoing monitoring of the ethical aspects of the GUARDIANS project.
 - Timely identification and addressing of any changes or ethical challenges that arise during the project.
- Collaboration and Communication:
 - Working closely with the GUARDIANS coordinator to define clear guidelines and procedures that ensure ethical considerations are integrated throughout the research activities of the project.
 - Preparation of detailed periodic reports documenting the conducted ethical evaluations, provided recommendations, and any relevant ethical changes identified.

○ 5.2. Activities and deliverables

To ensure ethical project management, the provider must undertake the following activities and deliverables.

Activity 1. Constitution of the Ethics Advisor Board (EAB)

The EAB must cover all the ethical topics described in the terms of references of this contract. Regarding with CE, the EAB :

- must be configured by ethical experts without relation with any partner from the GUARDIANS consortium.
- should assess the ethical merits of the work performed by the Beneficiary/ies, give independent recommendations, and, if required, report to the Commission/Agency/Funding Body on the project's compliance. Where appropriate, the EA/EAB can give advice on approval requirements, risk- benefit assessments, guidance on specific ethical questions and guidance concerning the relevant legal framework and regulatory requirements in the countries where the research takes place.
- should act as a resource for advice and guidance when ethical issues and dilemmas arise during a project's activities. In addition, EABs with oversight functions will check compliance with ethical standards within the relevant research fields.
- must maintain an overview of operations throughout a project, helping with preparation in

terms of thinking ahead about possible problems and how they can be addressed.

- must offer advice understandable by the partners so that appropriate actions can be taken – it must be pragmatic/workable.
- should do whatever is necessary to diligently monitor the aims, objectives, methodology and implications of the research to ensure that it conforms to the highest ethical standards, ensuring that researchers, research participants nor the general public are exposed, by the work of the project, to activities that would be considered to be ethically unacceptable or even prohibited.
- cannot work closely with the Beneficiary/ies or become "part" of the working team. Otherwise, the EAB would no longer be external or independent.
- should develop procedures for conducting its work that apply the principles of proportionality, appropriate participation, procedural justice, responsible stewardship, accountability, transparency, effectiveness, and coherence.

Meetings with the EAB are expected to be online and mainly through the coordinator, but it is mandatory attendance in person to at least 4 consortium meetings: Kick off meeting (M1) in Spain, interim consortium meetings (M12 in Czech Republic and M28 in Spain) and final meeting (M48 in Spain). **It is a mandatory requirement to be available to meet in person with the coordinator in Asturias when deemed appropriate due to the length or complexity of the issues to be addressed.**

Deliverable: ETHICAL ADVISORY BOARD COMPOSITION (M1). Document with members identification and a short CV to confirm the experience in each ethical topic

Be aware that, both travel expenses and the cost of experts shall be borne by the successful tenderer.

Activity 2. Ethical compliance strategy guide (ECSG) (M1)

Once the committee is established, the identified ethical issues will be assessed, and any hidden issues will be identified in order to develop a guidance document that will be used by the entire consortium. The document will include general and specific recommendations for each pilot.

Product: ETHICAL COMPLIANCE STRATEGY GUIDE (ECSG) (M1). It will elaborate a unique document gathering: Ethical issues descriptions, risks identified, measures proposed and specific guidelines for the six pilots foreseen in the project and the two Open Calls (financial support to third parties - FSTP) GUARDIANS will launch:

- CO-CREATE (CC): GUARDIANS will fund eight consortia for €90,000 each (€720,000 in total), in order to introduce 16 new beneficiaries into the GUARDIANS ecosystem.
- TEST BEFORE INVEST (TBI): ten independent small scale farmers for €10,000 each (€100,000 in total) in order to expand the network of end-users

Activity 3. Monitoring

Assess the impact of the use of technology on human beings and their living environment, during implementation of the research activities foreseen in the project. It is relevant ethical issues related with data exchange, processing, and analysis of data, therefore, expertise in legal matters and cybersecurity will be highly regarded.

Deliverables: MONITORING REPORTS (M12, M24 and M48). Elaborating regular monitoring and risk re-assessment reports in M12, M24 and M48 following the report template provided by CTIC. It will elaborate three reports gathering information on the activities, measures, corrective actions, and any other issues related to the ethical aspects of the GUARDIANS project. CTIC will review the quality of

the deliverable and may propose some changes to improve or correct it to comply with CE requirements. The provider should implement these changes in the deliverable and send the final version to CTIC one week before the deadline. CTIC will provide the word template that these deliverables should follow.

Activity 4. Ethics issues assistance

Assisting, on demand, CTIC Technological Center, as the project coordinator, in achieving and maintaining ethical considerations throughout the project lifecycle. This assistance includes the participation in General Assemblies and Executive Board meetings, as well as, any meeting with partners aimed to resolve ethical issues, it will be necessary.

Deliverables: WORK PROGRESS REPORTS (M12 - M24 - M36 - M48)

6. GENERAL CONDITIONS OF PERFORMANCE OF THE WORK

The provider shall designate a coordinator, who will act as the unique point of contact with the Contract Manager. This coordinator shall perform the following tasks at minimum:

- Serve as the reference for CTIC in problem-solving and issue resolution.
- "Participate in online follow-up meetings. These meetings will primarily be conducted through online channels, but there may be a need for occasional in-person meetings."
- Arrange, if necessary, extraordinary meetings to expedite timelines or address any concerns that arise between the Technical Responsible and the individuals/teams involved.
- Ensure the proper execution of the contracted services, ensuring adherence to agreed-upon timelines and quality standards
- As part of the monitoring and control tasks, work progress reports may be requested to allow both the verification of the work performed and to reduce risks throughout the project.

The provider must commit to maintaining the proposed team as stated in their technical offer, for the specified period of each specific activity. In the event that there are any changes to the personnel comprising the team, the awardee must inform CTIC, ensuring that the competencies presented by the awardee at the time of bidding are never diminished.

The personnel of the awarded company shall not, at any time, be considered as having an employment, contractual, or any other kind of relationship with CTIC.

○ 6.2. Quality control

The successful bidder shall follow the existing quality assurance procedures in the execution of the contract.

The Contract Manager appointed by CTIC shall carry out quality controls of the deliverables made by the successful bidder, consisting of reviews of the structure, format and content of the documentation. All the documentation delivered shall be correct and complete and it should be written in English.

Any anomaly or error detected by CTIC's project team (which may at any time audit the work being generated) shall have to be solved by the successful bidder, and the deliverable shall not be accepted until the written confirmation by the Contract Manager appointed by CTIC.

○ 6.3. Billing

Billing milestones are established as follows:

- Milestone 1: 20% Completion of M1 deliverable. The deliverable will need to have the needed technical quality and will have to be presented on schedule in order to be accepted by CTIC and thus, to reach Milestone 1.
- Milestone 2: 20% Completion of M12 deliverable. The deliverable will need to have the needed technical quality and will have to be presented on schedule in order to be accepted by CTIC and thus, to reach Milestone 2.
- Milestone 3: 30% Completion of M24 deliverable. The deliverable will need to have the needed technical quality and will have to be presented on schedule in order to be accepted by CTIC and thus, to reach Milestone 3.
- Milestone 4: 30% Completion of M48 deliverable. The deliverable will need to have the needed technical quality and will have to be presented on schedule in order to be accepted by CTIC and thus, to reach Milestone 4.

○ 6.4. Compliance with the deadline and penalties for late payment

The successful bidder is obliged to comply with the contract within the total term set for its performance.

When the successful bidder is late in meeting the deadline for the delivery of the associated deliverables, CTIC shall have the right to choose, taking into account the circumstances of the case, the termination of the contract or the imposition of penalties, as the case may be.

The contractor is obliged to fulfil the contract within the total term established for its execution, as well as within the partial terms established for its subsequent execution. When the contractor, for reasons attributable to the same, has incurred in delay in complying with the partial or total deadlines, CTIC may choose, considering the circumstances involved, to terminate the contract or to impose weekly penalties, in the proportion of 1% of the contract price, VAT excluded, for each week of delay in the delivery. In the event of partial breach or defective performance or delay in the execution in which no penalty is foreseen or in the event that such penalty does not cover the damages caused to CTIC, the successful bidder shall be required to pay compensation for damages.

○ 6.5. Withdrawal of the contract

The successful bidder may request to withdraw from this contract any time, subject to the following conditions.

Except in the event of Force Majeure, the successful bidder will present a duly justified written request to CTIC at least two (2) months prior to the date it intends the withdrawal to be effective; CTIC must assess this request and the needed actions to ensure the suitable implementation of GUARDIANS.

In the meantime from the notification until the effective withdrawal, the successful bidder will fulfil its obligations undertaken this contract.

The successful bidder shall also assume the reasonable costs incurred CTIC that are directly derived from its withdrawal mainly but not limited to the search of a replacement or any possible delay in GUARDIANS due to such withdrawal.

○ 6.6. Conflicts of Interest

The successful bidder shall avoid conflicts of interest in its contact with organisations and/or persons performing tasks associated with this contract.

○ 6.7. Anti-corruption

The successful bidder shall carry out the contract in a manner designed to counter any corruption, misappropriation of funding and improprieties. The successful bidder shall inform, without undue delay, CTIC if there are indications of corruption and misappropriation of funding of which the successful bidder becomes aware during the implementation of the contract. Furthermore, the successful bidder agrees, in the performance of the activities under this contract, not to accept or offer any form of gift, offer, payment or other type of advantage that entails unlawful or corrupt practice.

7. ACKNOWLEDGEMENT

This contract is made under the framework of the GUARDIANS project.



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