GOVERNANCE AND RESPONSIBILITY POLICY

Organisation: Graphinixx

Governance and Responsibility Policy

Business Name: Graphinixx

Effective Date: 11 May 2026

Review Date: 11 May 2027

1. INTRODUCTION

1.1 Purpose

This Governance and Responsibility Policy establishes the framework through which Graphinixx conducts its affairs, ensures accountability, manages risks, and upholds the highest standards of ethical conduct and professional practice. The policy articulates the principles, structures, and mechanisms by which the organisation operates in accordance with legal requirements, industry standards, and best practice governance.

1.2 Scope

This policy applies to all employees, contractors, consultants, board members, and any other individuals engaged by or acting on behalf of Graphinixx. It encompasses all aspects of the organisation's operations, decision-making processes, and stakeholder interactions.

1.3 Governance Principles

Graphinixx is committed to the following core governance principles:

Transparency: The organisation operates with openness and honesty in all dealings with stakeholders, including clients, employees, regulators, and the public.

Accountability: All individuals and functions within the organisation are responsible for their actions and decisions, with clear lines of responsibility and reporting.

Integrity: The organisation conducts business with honesty, fairness, and ethical behaviour, maintaining the highest standards of professional conduct.

Compliance: Graphinixx operates in full compliance with all applicable law, regulation, and industry guidance relevant to its operations.

Fairness: Decision-making processes are fair, objective, and free from discrimination or bias, treating all stakeholders equitably.

Responsibility: The organisation recognises its obligations to employees, clients, the broader community, and the environment, acting as a responsible corporate citizen.

1.4 Objectives

The objectives of this policy are to:

- Establish clear governance structures and lines of authority within the organisation;
- Define roles, responsibilities, and accountabilities for all levels of management and staff;

- Ensure effective decision-making and risk management;
- Promote ethical behaviour and professional conduct;
- Comply with all applicable legal and regulatory requirements;
- Build stakeholder confidence through transparent and accountable operations;
- Support the achievement of organisational objectives whilst maintaining appropriate controls.

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2. GOVERNANCE STRUCTURE

2.1 Organisational Framework

Graphinixx operates a hierarchical governance structure designed to ensure clear lines of communication, defined responsibilities, and appropriate delegation of authority. The governance framework comprises three principal tiers: the Board of Directors, Senior Management, and operational staff.

2.2 Board of Directors

The Board of Directors holds overall responsibility for the governance, strategic direction, and performance of Graphinixx. The Board comprises individuals with complementary skills, experience, and expertise appropriate to directing a professional services provider.

Board Responsibilities:

- Setting the strategic direction and long-term objectives of the organisation;
- Approving policies and procedures that govern the organisation's operations;
- Overseeing financial performance, resource allocation, and business planning;

- Ensuring compliance with legal and regulatory requirements;
- Establishing a culture of ethical behaviour and accountability throughout the organisation;
- Monitoring risk management and internal control systems;
- Overseeing the appointment and performance of senior management;
- Ensuring appropriate structures exist for whistleblowing and complaints;
- Reviewing and approving significant transactions or commitments;
- Reporting to stakeholders on the organisation's performance and governance.

Board Composition:

The Board shall comprise a minimum of three directors and a maximum of nine directors. Where feasible, the Board shall include a mix of executive and non-executive directors to ensure appropriate challenge and oversight. The Board shall appoint a Chair responsible for leading the Board and ensuring its effective functioning.

2.3 Executive Management

Executive Management, led by the Chief Executive Officer (or equivalent principal executive), is responsible for implementing Board decisions, managing day-to-day operations, and ensuring the organisation operates effectively and in accordance with Board-approved policies and strategies.

Executive Management Responsibilities:

- Implementing Board-approved strategy and policies;
- Managing organisational operations and resource allocation;
- Ensuring all staff comply with policies and procedures;
- Managing relationships with key clients and stakeholders;
- Identifying emerging risks and recommending mitigation strategies;
- Reporting regularly to the Board on organisational performance;
- Promoting a culture of ethical behaviour and accountability;
- Ensuring appropriate financial controls and reporting;
- Managing human resources and staff development;
- Representing the organisation to external stakeholders.

2.4 Senior Management

Senior Management comprises departmental heads and functional leaders responsible for specific areas of the organisation. Senior Management is accountable to Executive Management and ensures that operational objectives are achieved whilst maintaining appropriate standards of conduct, risk management, and compliance.

Senior Management Responsibilities:

- Managing their respective functions or departments;
- Implementing organisational policies and procedures within their area of responsibility;
- Ensuring staff within their area understand and comply with governance requirements;
- Identifying and reporting risks within their functional area;
- Contributing to strategic planning and policy development;
- Managing performance of staff and maintaining appropriate discipline;
- Maintaining records and documentation as required;
- Ensuring clients receive appropriate levels of service and professional conduct.

2.5 Staff

All staff members are responsible for understanding and complying with the organisation's policies and procedures, conducting themselves ethically and professionally, reporting concerns or breaches, and contributing to a positive governance culture.

2.6 Decision-Making Authority

Clear delegation of authority is essential to effective governance. The Board establishes delegated authorities permitting Executive and Senior Management to make decisions within defined parameters without requiring Board approval. These authorities are documented and communicated to relevant staff.

Authority Levels:

- The Board retains approval authority for matters exceeding specified financial thresholds,

strategic commitments, policy changes, and organisational restructuring;
- Executive Management has delegated authority for operational decisions within Board-approved budgets and parameters;
- Senior Management has delegated authority for routine operational decisions within departmental budgets and Board-approved policies;
- Individual staff members have defined authority appropriate to their role.

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3. ACCOUNTABILITY

3.1 Individual Accountability

All individuals working for or on behalf of Graphinixx are accountable for their actions, decisions, and conduct. Individual accountability is maintained through:

Performance Management: Regular performance reviews assess whether individuals are meeting role expectations, adhering to policies, and contributing to organisational objectives.

Disciplinary Procedures: Clear disciplinary procedures exist to address breaches of policy, misconduct, or underperformance. Procedures are applied consistently and fairly across the organisation.

Professional Standards: Staff are expected to maintain high standards of professional conduct, client service, and ethical behaviour.

3.2 Functional Accountability

Each function within the organisation has defined objectives, performance indicators, and accountability mechanisms. Functional leaders report regularly on performance against these measures.

3.3 Management Accountability

Senior and Executive Management are accountable to the Board for:

- Achieving strategic and operational objectives;
- Maintaining effective internal controls;
- Ensuring organisational compliance;
- Managing identified risks;
- Developing and retaining capable staff;
- Delivering appropriate financial returns or operational performance.

Management accountability is assessed through regular reporting, performance reviews, and Board evaluation.

3.4 Board Accountability

The Board is accountable to stakeholders (including clients, employees, regulators, and the public) for the organisation's performance, governance, and conduct. Board accountability is discharged through:

Public Reporting: Annual reports and financial statements communicate organisational performance and governance;

Regulatory Compliance: The Board ensures the organisation complies with applicable regulations and submits required reports to regulators;

Stakeholder Engagement: The Board maintains dialogue with key stakeholder groups;

External Audit: Independent auditors verify financial reporting and governance arrangements.

3.5 Conflicts of Interest

All board members, management, and staff must declare potential conflicts of interest and ensure such conflicts are managed appropriately. Conflicts of interest arise where personal, family, or financial interests may influence or appear to influence professional judgment.

Conflict Management Procedures:

- Declaration of interests is required on appointment and annually thereafter;
- Conflicts are assessed and documented;
- Individuals with conflicts recuse themselves from relevant decisions;
- Conflicts are managed transparently with appropriate disclosure to affected parties.

3.6 Remuneration and Incentives

Remuneration and incentive structures are designed to:

- Attract and retain capable staff;
- Align individual and organisational interests;
- Promote ethical behaviour and appropriate risk management;
- Maintain fairness and equity;
- Comply with employment law and best practice.

Remuneration policies are reviewed regularly and approved by the Board for senior positions.

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4. MONITORING AND REVIEW

4.1 Performance Monitoring

The organisation maintains comprehensive systems for monitoring organisational and individual performance against agreed objectives and key performance indicators.

Monitoring Mechanisms:

- Regular management reporting on operational performance;
- Financial management and budgetary reporting;
- Key performance indicator tracking;
- Client satisfaction monitoring;
- Staff engagement and retention metrics;
- Risk register review and update.

4.2 Internal Control Assessment

The organisation maintains and regularly reviews internal control systems designed to:

- Ensure accurate financial reporting;
- Safeguard assets;
- Promote operational efficiency;
- Ensure compliance with law and regulation;
- Reduce organisational risks.

Senior Management is responsible for maintaining effective controls within their areas. The Board reviews the adequacy of internal control systems annually.

4.3 Compliance Monitoring

The organisation monitors compliance with applicable laws, regulations, industry standards, and Board policies through:

- Regular compliance training for staff;
- Policy implementation and adherence monitoring;
- Regulatory correspondence and requirement tracking;
- Client complaint and dispute monitoring;
- Data protection and information security reviews;
- Health and safety monitoring;
- Professional indemnity and insurance compliance.

4.4 Risk Management

The organisation maintains a risk management framework identifying, assessing, and mitigating significant risks to achieving objectives. Risks are categorised by likelihood and impact, with mitigation strategies documented. The risk register is reviewed regularly by Senior Management and the Board.

Risk Categories:

- Strategic risks affecting long-term objectives;
- Operational risks affecting day-to-day functioning;
- Financial risks affecting financial sustainability;
- Compliance risks related to legal and regulatory obligations;
- Reputational risks affecting stakeholder confidence;
- Human resource risks affecting capability and retention.

4.5 Audit and Assurance

The organisation engages independent external auditors to verify financial reporting and review governance arrangements. Internal audit functions may be engaged to review specific areas of concern or significant processes.

4.6 Policy Review and Update

This policy is reviewed annually and updated to reflect changes in law, regulation, best practice, or organisational circumstance. Material changes are approved by the Board. Staff are notified of policy updates and provided appropriate training.

4.7 Stakeholder Feedback

The organisation actively seeks feedback from stakeholders including clients, employees, and regulators. Feedback is analysed and used to inform improvements to governance, policies, and operations.

Document Control

This policy will be reviewed on 11 May 2027 or earlier if circumstances require. The Board has approved this policy and commits to its implementation and support.
