SURKOVSKY CENTRE LTD

GOVERNANCE STRUCTURE
Corporate Governance and Organisational Management Framework

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1. Introduction

Surkovsky Centre Ltd is committed to maintaining the highest standards of corporate governance, transparency, accountability and responsible management in all aspects of its educational, scientific, research and professional activities.

The Company recognises that effective governance forms the foundation of organisational integrity, strategic success, regulatory compliance and long-term sustainability.

Corporate governance establishes the framework through which the Company is directed, managed, supervised and continuously improved.

This Governance Structure defines the Company's organisational framework, governance arrangements, allocation of authority, decision-making processes and responsibilities for all persons acting on behalf of Surkovsky Centre Ltd.

The governance framework supports effective leadership, responsible management, organisational resilience, quality assurance and continual improvement while ensuring compliance with applicable legislation and recognised standards of good governance.

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2. Purpose

The purpose of this Governance Structure is to establish a comprehensive organisational governance framework for Surkovsky Centre Ltd.

This document aims to:

- establish a clear governance framework;
- define organisational responsibilities;
- clarify authority and accountability;
- support effective leadership;
- ensure transparent decision-making;
- strengthen internal control;
- promote ethical management;

- support organisational sustainability;
- facilitate strategic planning;
- ensure compliance with legal and regulatory obligations;
- promote continual improvement;
- strengthen stakeholder confidence.

Good governance shall support the Company's mission while protecting its integrity, reputation and long-term organisational effectiveness.

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3. Scope

This Governance Structure applies to every organisational activity undertaken by Surkovsky Centre Ltd.

It applies to:

- the Director;
- future members of the Board of Directors;
- managers;
- employees;
- researchers;
- lecturers;
- consultants;
- contractors;
- volunteers;
- visiting academics;
- external advisers;
- partner organisations where appropriate.

This document governs all strategic, operational, educational, scientific, administrative and corporate activities conducted on behalf of the Company.

This Governance Structure applies irrespective of whether Company activities are undertaken:

- within the United Kingdom;
- internationally;
- online;
- at Company premises;
- at partner institutions;

- during conferences, seminars or educational programmes.

Every individual acting on behalf of Surkovsky Centre Ltd shall comply with this Governance Structure.

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4. Governance Principles

The governance of Surkovsky Centre Ltd is founded upon the following principles.

Integrity

The Company shall conduct all activities honestly, ethically and professionally.

Integrity shall underpin every organisational decision.

Accountability

Authority shall always be accompanied by accountability.

Every individual shall accept responsibility for decisions made within their area of responsibility.

Transparency

Governance arrangements shall promote openness, consistency and appropriate transparency while protecting confidential information where necessary.

Responsibility

Responsibilities shall be clearly defined, appropriately delegated and effectively monitored.

No individual shall exercise authority without corresponding responsibility.

Independence

Governance decisions shall be objective and free from inappropriate influence.

Actual or potential conflicts of interest shall be declared and managed in accordance with Company Policies.

Professionalism

All governance activities shall be conducted competently, responsibly and in accordance with recognised professional standards.

Compliance

The Company shall comply with:

- the Companies Act 2006;
- applicable UK legislation;
- regulatory requirements;
- contractual obligations;
- the Company's Articles of Association;
- internal Company Policies and Procedures.

Compliance represents the minimum governance standard expected throughout the organisation.

Continuous Improvement

The governance framework shall be reviewed regularly to ensure its continuing effectiveness, relevance and suitability as the Company develops.

Organisational learning and continual improvement shall remain integral elements of corporate governance.

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5. Corporate Governance Framework

5.1 General Principle

Surkovsky Centre Ltd shall establish, implement and maintain an effective Corporate Governance Framework to ensure the responsible, transparent and efficient management of all organisational activities.

The Corporate Governance Framework provides the structure through which the Company is directed, managed, monitored and controlled.

It shall support:

- effective leadership;
- strategic decision-making;
- operational efficiency;
- organisational accountability;
- ethical conduct;
- legal and regulatory compliance;
- quality assurance;
- continual organisational improvement.

Corporate governance shall be integrated into every aspect of the Company's operations.

5.2 Objectives of the Governance Framework

The Governance Framework aims to:

- establish clear leadership structures;
- define responsibilities and authority;
- support transparent decision-making;
- promote organisational accountability;
- strengthen internal controls;
- manage organisational risks;
- protect Company assets;
- support strategic planning;
- promote ethical behaviour;
- strengthen stakeholder confidence.

The Governance Framework shall support sustainable organisational growth and responsible management.

5.3 Governance Model

The governance of Surkovsky Centre Ltd shall be based upon clearly defined responsibilities, delegated authority and effective oversight.

The governance model shall ensure that:

- responsibilities are clearly assigned;
- reporting relationships are transparent;
- authority is exercised appropriately;
- decisions are properly documented;
- risks are managed effectively;
- organisational objectives remain aligned with the Company's mission.

Governance arrangements shall remain proportionate to the size, complexity and development of the Company.

5.4 Principles of Good Governance

The Company shall apply recognised principles of good corporate governance, including:

- leadership;
- integrity;
- accountability;
- transparency;
- responsibility;
- independence;
- fairness;
- continuous improvement.

These principles shall guide every governance decision taken within the Company.

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6. Legal Status of the Company

6.1 Legal Form

Surkovsky Centre Ltd is incorporated as a private company limited by shares under the laws of England and Wales.

The Company possesses its own legal personality and operates independently of its Directors, employees and shareholders.

The Company shall conduct its activities in accordance with:

- the Companies Act 2006;
- the Company's Articles of Association;
- applicable UK legislation;
- contractual obligations;
- internal Company Policies and Procedures.

6.2 Corporate Identity

The Company operates under the registered name:

Surkovsky Centre Ltd

The Company may conduct activities under its registered trading name or any lawful trading name approved in accordance with applicable legislation.

Its corporate identity shall be protected through consistent use of:

- the registered company name;
- corporate branding;
- official documentation;

- authorised communications.

6.3 Legal Capacity

The Company possesses the legal capacity to:

- enter into contracts;
- acquire, own and dispose of assets;
- employ staff;
- engage consultants;
- undertake research;
- deliver education;
- publish academic works;
- organise conferences;
- provide consultancy services;
- cooperate with national and international partners.

All activities shall be conducted within the Company's constitutional documents and applicable legislation.

6.4 Corporate Responsibility

The Company recognises its responsibility to:

- learners;
- researchers;
- employees;
- business partners;
- regulatory authorities;
- funding bodies;
- society.

Corporate decisions shall seek to balance organisational objectives with legal, ethical and social responsibilities.

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7. Governance Structure

7.1 General Principle

The governance structure establishes the organisational hierarchy through which authority, responsibility and accountability are exercised.

The structure shall support:

- effective leadership;
- efficient management;
- organisational coordination;
- strategic oversight;
- operational control;
- responsible decision-making.

The governance structure shall evolve as the Company develops.

7.2 Governance Hierarchy

The governance hierarchy of Surkovsky Centre Ltd consists of:

- the Shareholders (where applicable);
- the Board of Directors (where established);
- the Director;
- Senior Management (where appointed);
- Operational Functions;
- Employees and Representatives.

The governance hierarchy promotes clear reporting relationships and effective organisational management.

7.3 Governance Relationships

Governance relationships shall clearly define:

- reporting responsibilities;
- delegated authority;
- accountability;
- communication channels;
- decision-making responsibilities.

Each level of governance shall operate within clearly defined limits of authority.

7.4 Organisational Development

As the Company grows, additional governance bodies may be established, including:

- Executive Management Team;
- Research Committee;
- Academic Committee;
- Quality Committee;
- Ethics Committee;
- Advisory Board;
- External Advisory Panel.

The establishment of additional governance bodies shall be approved by the Director or the Board of Directors, where applicable.

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8. Board of Directors

8.1 General Principle

Where established, the Board of Directors shall be the highest governing body responsible for the strategic direction, oversight and long-term development of Surkovsky Centre Ltd.

The Board shall act collectively in the best interests of the Company while ensuring compliance with applicable legislation, the Company's constitutional documents and recognised principles of good corporate governance.

Until such time as additional Directors are appointed, the responsibilities of the Board shall be exercised by the Director in accordance with applicable law.

8.2 Role of the Board of Directors

The Board of Directors shall be responsible for:

- determining the Company's strategic direction;
- approving organisational policies;
- overseeing corporate governance;
- monitoring organisational performance;
- ensuring financial sustainability;
- overseeing risk management;
- safeguarding the Company's assets;
- promoting ethical leadership;

- protecting the Company's reputation;
- supporting long-term organisational development.

The Board shall act independently, objectively and in the interests of the Company.

8.3 Powers of the Board

The Board of Directors may exercise all powers lawfully available to the Company, including authority to:

- approve strategic plans;
- approve Company Policies and Procedures;
- approve annual budgets;
- approve significant organisational projects;
- establish committees;
- appoint senior managers;
- approve major contractual commitments;
- oversee financial management;
- review organisational performance;
- approve major organisational changes.

The Board may delegate specific powers where appropriate while retaining overall responsibility.

8.4 Collective Responsibility

Members of the Board shall exercise collective responsibility for decisions taken by the Board.

Every Director shall:

- act in good faith;
- exercise independent judgement;
- avoid conflicts of interest;
- maintain confidentiality;
- promote the Company's objectives;
- comply with legal duties applicable to Directors.

Board decisions shall normally be recorded within formal meeting minutes.

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9. Director

9.1 General Principle

The Director is responsible for the overall leadership, management and administration of Surkovsky Centre Ltd.

The Director shall ensure that the Company operates effectively, ethically and in accordance with applicable legislation, the Articles of Association and all approved Company Policies.

The Director shall provide strategic leadership while promoting continual improvement, organisational integrity and professional excellence.

9.2 Responsibilities of the Director

The Director shall:

- provide strategic leadership;
- implement the Company's mission and vision;
- approve Company Policies and Procedures;
- allocate organisational resources;
- oversee financial management;
- ensure legal compliance;
- promote ethical conduct;
- support quality assurance;
- oversee research and educational activities;
- monitor organisational performance;
- represent the Company externally.

The Director remains accountable for the effective governance of the Company.

9.3 Authority of the Director

The Director is authorised to act on behalf of the Company within the limits established by:

- applicable legislation;
- the Company's Articles of Association;
- Board decisions, where applicable;
- approved Company Policies.

The Director may delegate operational responsibilities where appropriate but shall retain overall accountability for organisational governance.

9.4 Leadership Responsibilities

The Director shall promote:

- integrity;
- professionalism;
- accountability;
- transparency;
- innovation;
- equality;
- continuous improvement;
- responsible decision-making.

Leadership shall be demonstrated through both strategic direction and personal example.

10. Management Structure

10.1 General Principle

The management structure supports the effective implementation of the Company's strategic objectives through clearly defined responsibilities, reporting relationships and operational oversight.

Management arrangements shall remain proportionate to the Company's size, organisational complexity and future development.

10.2 Organisational Management

Operational management may be undertaken directly by the Director or delegated to appropriately qualified managers.

Management responsibilities may include:

- education and training;
- research management;
- quality assurance;
- finance and administration;
- publications;
- consultancy services;
- communications;

- information management;
- compliance.

Responsibilities shall be documented and communicated clearly.

10.3 Appointment of Managers

Where management positions are established, appointments shall be based upon:

- professional competence;
- relevant qualifications;
- experience;
- integrity;
- leadership ability.

Appointments shall support the effective operation of the Company and its long-term strategic objectives.

10.4 Reporting Relationships

Every management position shall operate within clearly defined reporting arrangements.

Reporting relationships shall ensure:

- accountability;
- effective communication;
- operational coordination;
- timely decision-making;
- appropriate supervision.

Management reporting shall support informed governance and continual organisational improvement.

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14. Internal Control System

14.1 General Principle

Surkovsky Centre Ltd shall establish and maintain an effective Internal Control System designed to support good governance, protect organisational assets and ensure the efficient and lawful operation of the Company.

The Internal Control System shall provide reasonable assurance regarding:

- achievement of organisational objectives;

- compliance with applicable legislation;
- protection of Company assets;
- reliability of organisational information;
- effective risk management;
- operational efficiency.

Internal controls shall form an integral part of everyday organisational activities.

14.2 Objectives of Internal Control

The Internal Control System aims to:

- safeguard Company resources;
- reduce organisational risk;
- prevent fraud and irregularities;
- support reliable decision-making;
- promote accountability;
- improve operational effectiveness;
- ensure compliance with Company Policies;
- strengthen organisational resilience.

Internal controls shall be proportionate to the nature and complexity of Company activities.

14.3 Internal Control Measures

Internal controls may include:

- documented procedures;
- approval processes;
- delegated authorities;
- segregation of duties where appropriate;
- financial controls;
- access controls;
- document management controls;
- information security controls;
- management reviews;

- internal audits.

Control measures shall be reviewed periodically to ensure continuing effectiveness.

14.4 Evaluation of Internal Controls

The effectiveness of internal controls shall be monitored regularly.

Evaluation activities may include:

- management reviews;
- internal audits;
- compliance assessments;
- performance monitoring;
- risk reviews;
- corrective action monitoring.

Identified weaknesses shall be addressed without unnecessary delay.

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15. Risk Governance

15.1 General Principle

Risk governance forms an essential component of the Company's Corporate Governance Framework.

The Company shall identify, assess, monitor and manage risks that may affect the achievement of its objectives.

Risk management shall support informed decision-making and organisational sustainability.

15.2 Risk Management Responsibilities

Risk management responsibilities shall be clearly defined throughout the organisation.

Responsibilities include:

- identifying organisational risks;
- assessing risk significance;
- implementing appropriate controls;
- monitoring residual risks;
- reporting significant risks;
- supporting continual improvement.

Every individual has a responsibility to report risks within their area of responsibility.

15.3 Risk Categories

Organisational risks may include:

- strategic risks;
- operational risks;
- financial risks;
- legal risks;
- regulatory risks;
- reputational risks;
- information security risks;
- research risks;
- educational risks;
- health and safety risks.

Risk categories shall be reviewed periodically.

15.4 Risk Oversight

The Director shall oversee the Company's overall approach to risk management.

Oversight shall include:

- reviewing significant risks;
- monitoring risk mitigation measures;
- evaluating emerging risks;
- supporting organisational resilience;
- promoting a proactive risk culture.

Risk oversight shall support long-term organisational success.

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16. Compliance and Ethics

16.1 General Principle

Surkovsky Centre Ltd is committed to conducting all organisational activities ethically, responsibly and in full compliance with applicable legislation and recognised professional standards.

Compliance and ethical conduct form fundamental principles of the Company's governance framework.

16.2 Compliance Framework

The Company shall maintain a compliance framework designed to ensure adherence to:

- applicable legislation;
- regulatory requirements;
- contractual obligations;
- Company Policies;
- recognised professional standards;
- ethical principles.

Compliance shall be monitored on a continuing basis.

16.3 Ethical Leadership

The Company shall promote ethical leadership throughout the organisation.

Leaders shall:

- demonstrate integrity;
- act honestly;
- promote accountability;
- encourage transparency;
- avoid conflicts of interest;
- support ethical decision-making.

Leadership behaviour shall establish the ethical culture of the organisation.

16.4 Organisational Ethics

Every individual acting on behalf of the Company shall:

- act professionally;
- respect others;
- maintain confidentiality;
- avoid improper conduct;
- protect the Company's reputation;

- comply with Company Policies.

Ethical conduct shall be regarded as a condition of representing Surkovsky Centre Ltd.

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17. Communication and Reporting

17.1 General Principle

Effective communication supports good governance, informed decision-making and organisational accountability.

The Company shall promote clear, accurate and timely communication throughout the organisation.

17.2 Internal Communication

Internal communication shall support:

- effective management;
- organisational coordination;
- policy implementation;
- operational consistency;
- staff engagement;
- continual improvement.

Communication channels shall remain appropriate to organisational needs.

17.3 External Communication

Official communications on behalf of the Company shall be made only by authorised individuals.

External communications shall be:

- accurate;
- professional;
- lawful;
- consistent with Company Policies;
- aligned with the Company's objectives.

Public statements shall protect the Company's reputation and integrity.

17.4 Reporting

Appropriate reporting arrangements shall support effective governance.

Reporting may include:

- strategic reports;
- operational reports;
- financial reports;
- quality reports;
- risk reports;
- compliance reports;
- audit reports.

Reports shall support informed organisational decision-making.

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18. Monitoring and Review

18.1 Governance Monitoring

Surkovsky Centre Ltd shall continuously monitor the effectiveness of its Corporate Governance Framework to ensure that it remains appropriate, effective and aligned with the Company's strategic objectives.

Governance monitoring shall support:

- organisational accountability;
- effective leadership;
- legal and regulatory compliance;
- operational effectiveness;
- risk management;
- continual improvement.

Monitoring shall form an integral part of the Company's governance arrangements.

18.2 Performance Review

The effectiveness of the governance framework shall be reviewed using objective performance information.

Performance reviews may consider:

- achievement of strategic objectives;
- governance effectiveness;
- organisational performance;

- quality indicators;
- internal audit findings;
- compliance performance;
- stakeholder feedback;
- organisational risks.

Review findings shall be documented and communicated to the Director or the Board of Directors, where appropriate.

18.3 Review of this Governance Structure

This Governance Structure shall normally be reviewed:

- annually;
- following significant legislative changes;
- following amendments to the Company's Articles of Association;
- following significant organisational restructuring;
- following major governance reviews;
- where internal audits identify opportunities for improvement.

The Director may approve earlier revisions where organisational circumstances require.

18.4 Continuous Improvement

Surkovsky Centre Ltd is committed to continually improving its governance arrangements.

Improvements may arise from:

- governance reviews;
- internal audits;
- stakeholder feedback;
- organisational experience;
- legislative developments;
- recognised best practice;
- strategic planning.

Lessons learned shall be incorporated into future governance arrangements wherever appropriate.

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19. Related Company Documents

This Governance Structure shall be read in conjunction with the following Company documents:

- Certificate of Incorporation
- Memorandum of Association
- Articles of Association
- Code of Conduct
- Quality Assurance Policy
- Academic Integrity Policy
- Research Ethics Policy
- Equality, Diversity and Inclusion Policy
- Complaints Procedure
- Risk Management Policy
- Data Protection Policy
- Information Security Policy
- Records Management Policy
- Anti-Bribery and Corruption Policy
- Whistleblowing Policy
- Business Continuity Policy

Where another Company Policy establishes more detailed governance requirements for a specific area of activity, that Policy shall take precedence over this Governance Structure where appropriate.

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20. Approval

This Governance Structure has been approved by the Director of Surkovsky Centre Ltd and shall take effect from the Effective Date specified in this document.

All individuals acting on behalf of the Company are expected to comply with the principles, responsibilities and governance arrangements established within this document.

This document shall remain subject to periodic review to ensure its continuing effectiveness, legal compliance and alignment with the strategic development of the Company.

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Company: Surkovsky Centre Ltd

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Approved by: Board of Directors
Authorised by: Director
Surkovsky Centre Ltd

Signature:

Name: Jozef SURKOVSKY

Date: 1 August 2026

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1.0	1 August 2026	Initial issue	Director

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