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INSTITUTIONAL GOVERNANCE MANUAL

*ESTABLISHING BOARD MANDATES, COMMITTEE STRUCTURES, AND
OVERSIGHT PROTOCOLS FOR GSIA'S INSTITUTIONAL INTEGRITY.*

CREATED BY

EUSL AB

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Institutional Governance Manual

This Manual defines the composition, mandates, and operating protocols of GSIA's boards, committees, and secretariat functions. It enforces separation of powers, conflict-of-interest safeguards, transparency obligations, and internal audit standards, preserving institutional integrity and accountability across all GSIA entities.

Chapter 1 — Board Composition and Mandates

1.1 Purpose and scope. This Manual codifies the composition, mandates, authorities, limits, and working methods of the governing boards within the GSIA institutional design established in Documents 00–02. It binds GSIA SCE (membership body), GSIA Holding AB (stewardship and intellectual property), and GSIA AB (operations), and it governs any subsidiary or special-purpose entities established to implement Flowhub Trio Plus, including EUSL-designated vehicles under Hosted Ownership as defined in Document 04. Where a provision of this Manual conflicts with the GSIA Charter or mandatory national public law, the latter prevails; private instruments are read and, where necessary, amended to conform.

1.2 Separation of boards and functions. The boards of GSIA SCE, GSIA Holding AB, and GSIA AB are separate and non-substitutable. Each entity exercises only those powers expressly conferred upon it and shall not usurp or impede the functions of another. GSIA SCE, acting through its organs, provides mandate, policy, admissions, and oversight on public-interest grounds. GSIA Holding AB preserves stewardship over the Flowhub intellectual property, standards, certification marks, and the ring-fenced “no private distribution” doctrine. GSIA AB delivers governance-as-a-service under Service Level Agreements, operates fiduciary perimeters, and reports to GSIA SCE's oversight organs. Cross-directorships are limited and controlled to avoid conflicts of interest and to preserve independence of judgment.

1.3 GSIA SCE governing board. The governing board of GSIA SCE (the “Executive Board”) is composed as set out in the Charter, reflecting representation of States, RECs, and Hybrid RECs admitted under Document 02, and may include non-voting observers designated by resolution (such as UN or Nordic Council of Ministers where admitted at REC level). Members are appointed by their constituencies in accordance with the Charter and hold office for fixed terms with staggered rotation to preserve continuity. The Executive Board's mandate is to translate Assembly-level policy into enforceable resolutions; to authorise or withhold Flowhub activation and variant selection (Standard Custodianship or Hosted Ownership); to set domestication benchmarks and exceptions to standard controls by reasoned decision; to adopt or amend Manuals and frameworks; to exercise oversight over GSIA AB's performance against SLAs and KPIs; and to ensure publication duties are satisfied with lawful redaction only. The Executive Board does not engage in day-to-day operations and shall act through resolutions and oversight instruments, including sanctions and remedial directions reserved to it by the Charter.

1.4 GSIA Holding AB board. The board of GSIA Holding AB consists of directors possessing legal, fiduciary, intellectual-property, standard-setting, and public-interest governance competence. It is independent of operational contracting and is prohibited from participating in procurement or delivery decisions within any fiduciary perimeter. Its mandate is to safeguard and license Flowhub intellectual property, standards, and certification marks; to enforce the “no private distribution” covenant over governance commissions and risk/capacity buffers; to accredit GSIA AB and any delegated operator; to approve stewardship changes to governance standards; and to protect the integrity of the brand and

control frameworks across jurisdictions. It shall ensure that any license or accreditation instrument is expressly subordinate to the GSIA Charter and to the public-interest prevalence clause.

1.5 GSIA AB board. The board of GSIA AB comprises directors with demonstrated capacities in fiduciary control, procurement integrity, delivery orchestration, digital trust, and public-sector contracting. It is accountable for corporate compliance, risk management, and the lawful performance of SLAs and Leasing Instruments. Its mandate includes approving Implementation Agreements, ring-fencing mechanics, authority matrices, and continuity measures; appointing and supervising executive management; ensuring the segregation of duties and four-eyes controls; and reporting to the GSIA SCE oversight organs. The GSIA AB board does not set public policy or admissions criteria and has no authority to weaken fiduciary or publication controls without a reasoned, prior resolution of the Executive Board of GSIA SCE.

1.6 Independence, qualifications, and diversity. Directors shall meet independence thresholds defined in the Charter and in this Manual. At least one director on each board shall be financially literate to the standard of chairing an audit committee; at least one shall possess recognised expertise in data protection and digital trust sufficient to interpret DPIAs and SIEM reporting; and at least one shall possess substantive experience with ESG and social safeguards relevant to Document 06. Boards shall reflect geographic and gender diversity commensurate with the membership profile and shall maintain competency matrices recorded in the corporate register. Appointment instruments shall recite the public-interest mandate and the standards of care applicable to directors.

1.7 Chair, vice-chair, and secretariat liaison. Each board elects a chair and vice-chair from among its voting members. The chair presides over meetings, settles agendas with the board secretary, ensures timely circulation of papers, and certifies minutes after approval. The vice-chair acts when the chair is recused or unavailable. A designated secretariat liaison (appointed under Chapter 3 of this Manual) coordinates papers, records, and follow-ups, without voting rights and without access to conflict-restricted items.

1.8 Quorum, voting, and written resolutions. Quorum and voting thresholds are those established in the Charter and applicable company law. Unless otherwise specified for reserved matters, resolutions require a simple majority of those present and voting, with quorum present throughout. Written resolutions by circulation are permitted for non-controversial matters and for time-critical continuity actions that do not weaken fiduciary or publication controls; such resolutions must be unanimous or meet the Charter-defined threshold and shall be tabled for ratification at the next meeting. Remote participation is permitted subject to identity assurance and secure recording.

1.9 Reserved matters and escalation. Without prejudice to stricter Charter provisions, the following matters are reserved to the GSIA SCE Executive Board: activation of Flowhub and selection of Leasing Instrument variant; adoption or amendment of governance Manuals; approval of domestication benchmarks and exceptions; approval of Hosted Ownership title arrangements and reversion covenants; authorisation of time-limited publication exceptions; and imposition or lifting of sanctions on Members or operators. The GSIA Holding AB board retains reserved authority over licensing and de-licensing of Flowhub intellectual property and standards. The GSIA AB board retains reserved authority over the appointment of executive management and the establishment of internal control systems that meet or exceed the Minimum Control Set. Where reserved matters straddle multiple entities, joint sessions may be convened for deliberation; however, each board adopts its own resolution and records its reasons independently.

1.10 Delegation and management authority. Boards may delegate to committees or executive management specific, enumerated powers that do not include alteration of fiduciary perimeters, dilution of publication obligations, or modification of reversion covenants. Delegations shall be in writing, time-bound, and subject to periodic review. Management may not sub-delegate reserved matters. Any use of emergency powers under continuity protocols must be recorded, notified to the relevant oversight organ, and regularised within the defined cure periods.

1.11 Records, publication, and minutes. Board minutes, resolutions, and supporting papers are maintained in tamper-evident repositories. Public-facing versions of non-sensitive resolutions, Manuals, and quarterly governance dashboards are published in accordance with the publication doctrine, with lawful redactions. All recusal decisions, conflict declarations, and results of votes are recorded. The board secretary certifies minutes and ensures alignment with Document 03 publication rules.

1.12 Recusal and conflicts. Directors shall disclose actual, potential, or perceived conflicts prior to deliberation; conflicted directors shall recuse from discussion and decision, save where the board determines, by reasoned resolution, that the conflict is remote and participation is in the public interest with safeguards. Recusal rules are elaborated in Chapter 4 of this Manual and apply to all boards and committees.

1.13 Board evaluation and renewal. Boards conduct annual self-assessments against their mandates, including independence, attendance, preparedness, and adherence to publication and fiduciary standards. Findings are recorded and, where appropriate, published in summary. Renewal and removal procedures follow the Charter and applicable law, with cause including persistent breach of controls, misconduct, or failure to meet attendance or independence requirements.

Chapter 2 — Committees and Advisory Panels

2.1 Purpose and taxonomy. Committees are instruments of boards; they prepare, scrutinise, and, within delegated limits, decide on matters that require specialised competence and continuous attention. Advisory panels provide expert, stakeholder, or peer input without decision rights. This Chapter establishes mandatory and optional committees for GSIA SCE, GSIA Holding AB, and GSIA AB, and sets common operating standards, including independence, quorum, records, and publication duties. Committee mandates do not displace the separation of functions among entities.

2.2 Common standards. Each committee operates under a written charter adopted by the parent board and aligned with this Manual and the Charter. Membership, including chairs, is appointed by the parent board with attention to competence, independence, and diversity. Staff of the secretariat may support but shall not vote. Quorum is a majority of appointed members unless the Charter prescribes a higher threshold. Minutes, recommendations, dissenting views, and conflict declarations are recorded and retained with evidentiary safeguards. Public-facing summaries are published with lawful redactions. Committees may engage external experts subject to procurement and conflict-of-interest rules.

2.3 Audit and Risk Committee (ARC) — GSIA SCE. The ARC is mandatory and composed of independent members, including at least one director with audit and public financial management expertise and one with cyber and data-protection competence. It oversees the integrity of ring-fenced accounts and ledgers; reviews internal and external audit plans and findings; assesses enterprise and programmatic risks, KRIs, and escalations; verifies compliance with domestication gates and readiness certifications; and recommends sanctions or remedial actions to the Executive Board. The ARC has unfettered access

to records within legal constraints and may require management attendance. It coordinates with the Internal Audit function prescribed in Chapter 6 of this Manual.

2.4 Ethics, Conflicts, and Investigations Committee (ECIC) — GSIA SCE. The ECIC receives conflict-of-interest disclosures, approves or denies waivers by reasoned decision, oversees the ethics hotline and investigations framework under Document 11, and recommends sanctions consistent with the Sanctions Grid. It ensures that publication and transparency duties are not compromised by confidentiality claims except where lawfully required. It may refer matters to external investigative authorities where warranted.

2.5 Finance and Remuneration Committee (FRC) — GSIA SCE and GSIA AB. The FRC advises on subscription structures, fee models, and governance-commission utilisation consistent with Document 13; reviews budgets and value-for-money analyses; recommends remuneration and per diems within the constraints of the no-distribution doctrine; and monitors cost recovery and buffer utilisation disclosures. At GSIA AB, the FRC also reviews management performance against financial KPIs and approves executive compensation consistent with public-interest standards.

2.6 Programs and Domestication Committee (PDC) — GSIA SCE. The PDC reviews proposals for Flowhub activation, recommends the appropriate Leasing Instrument variant, sets or refines domestication benchmarks and timelines, monitors progress against gates, and ensures that capacity-building and “learn-by-doing” curricula support transfer to national ownership. It coordinates with the ARC on verification and with the Data Protection Committee on digital-trust readiness.

2.7 Data Protection and Digital Trust Committee (DPDTC) — GSIA SCE and GSIA AB. The DPDTC ensures the lawful basis for processing; reviews DPIAs for high-risk operations; oversees identity and access management segregation and privileged-access controls; verifies logging, immutability, and SIEM operation; and approves cross-border transfer safeguards and localisation arrangements consistent with Document 12 and Chapter 5 of Document 03. It advises on publication with privacy-preserving techniques and tracks incident response KPIs.

2.8 Procurement and Integrity Committee (PIC) — GSIA AB. The PIC oversees procurement plans, solicitation integrity, evaluation procedures, award recommendations, and change-control; confirms the inclusion of step-in and publication clauses; and monitors conflict-of-interest compliance among evaluators and vendors. It reviews protests and recommends remedies, including re-procurement, disqualification, or sanctions. It liaises with the ECIC on misconduct cases.

2.9 Nominations and Governance Committee (NGC) — All entities. The NGC manages board and committee succession planning, competency matrices, independence assessments, and annual board evaluations. It proposes appointments and removals consistent with the Charter, this Manual, and applicable law, and oversees orientation and continuous education for directors, including induction on fiduciary perimeters, publication doctrine, and domestication logic.

2.10 Hosted Ownership Oversight Committee (HOOC) — GSIA SCE. The HOOC is convened when the Hosted Ownership Variant is in effect. It reviews title arrangements, filings, encumbrance prohibitions, reversion covenants, and financing structures; verifies that title can revert free of undisclosed liens; and monitors readiness for reversion. It works with the ARC to ensure insolvency remoteness and with the PDC to align title reversion with domestication gates.

2.11 External Advisory Panels. Without decision rights, the Executive Board may constitute thematic or stakeholder panels to strengthen knowledge diplomacy and foreseeability of decisions, including: a

Development Finance Institutions Panel to align with co-financing standards; a Research and Evaluation Panel comprising UCE/UACE partners to advise on MEL methods; a Private Sector and Supply Chain Panel to advise on value-for-money and ethical sourcing; a Civil Society and Gender Inclusion Panel to review social safeguards; and a Youth Equity Council consistent with intergenerational governance objectives. Panel outputs are published in summary form to the extent lawful.

2.12 Joint committee sessions and information walls. Where matters traverse multiple mandates (for example, a domestication gate involving fiduciary, procurement, and data-protection criteria), joint sessions may be held for deliberation and coordination; each committee records its own recommendations and reasons. Information walls and confidentiality protocols are established to protect investigations, procurement integrity, or privacy, without undermining publication duties.

2.13 Decision effect and escalation. Committee decisions within delegated authority are binding on management and are reported to the parent board. Recommendations outside delegated authority are tabled with reasons, alternatives considered, and minority views. Where committee and management positions diverge on a material control or integrity matter, the issue is escalated to the Executive Board with a consolidated record, and publication follows the doctrine established in prior Documents.

2.14 Meetings, cadence, and agendas. Committees meet as frequently as required by their workload and at least quarterly for ARC, ECIC, DPDTC, and PIC when projects are active. Agendas are circulated sufficiently in advance with papers, and late papers are accepted only for urgent continuity items with chair approval. Attendance, preparedness, and follow-up discipline form part of annual committee evaluations.

2.15 Records and publication. Committee minutes, charters, and annual work plans are retained in tamper-evident repositories. Public-facing summaries of charters, membership, meeting frequencies, and salient recommendations are published with lawful redactions. Where publication is temporarily restricted to protect investigations or procurement, a reasoned, time-limited exception is recorded and later reversed.

2.16 Interaction with secretariat and internal audit. Committees may request analyses and attendance from the secretariat and from Internal Audit. Internal Audit reports functionally to the ARC and administratively to the head of the secretariat; its independence is preserved through budgetary protection and unrestricted access. Detailed roles are set out in Chapter 6 of this Manual.

2.17 Conflicts and recusal. Committee members comply with the conflict-of-interest and recusal rules of Chapter 4. Chairs are responsible for enforcing recusals; persistent non-compliance is grounds for removal by the parent board.

2.18 Transitional provisions. Upon adoption of this Manual, existing committees are reviewed for alignment. Within a defined period, each committee presents an updated charter, membership proposal, and annual work plan to the parent board for approval. Where Hosted Ownership is active, the HOOC is constituted immediately and remains in session until reversion is consummated and certified.

Chapter 3 — Secretariat Functions and Staffing

3.1 Purpose and placement. The Secretariat is the permanent administrative apparatus serving the organs and boards of GSIA SCE, GSIA Holding AB, and GSIA AB within the separation-of-functions architecture established by Documents 00–02. It ensures continuity of governance, records, regulatory

compliance, publication, and operational discipline without encroaching upon policy prerogatives or fiduciary decision rights reserved to boards and committees. The Secretariat acts through written mandates and service charters approved by the competent board; it does not create, alter, or waive fiduciary controls, domestication benchmarks, or reversion covenants except as expressly authorised by reasoned resolution.

3.2 Scope of service. The Secretariat supports the following core domains, each bounded by documented procedures and authority matrices:

(a) **Governance administration.** Agenda setting with chairs, paper circulation, meeting logistics, minute-taking, certification of resolutions, action tracking, and custody of board and committee records in tamper-evident repositories, with public-facing versions prepared under the publication doctrine.

(b) **Legal and instruments.** Consolidation and controlled versioning of the Charter, Manuals, SLAs, Leasing Instruments, Host Country Agreements, and ancillary instruments; issuance control of templates and standard clauses; monitoring of execution, expiry, and variation registers; and facilitation of reasoned amendments when directed by competent boards.

(c) **Fiduciary and procurement support.** Preparation of authority matrices for adoption; publication of approved procurement plans and award summaries; maintenance of the contract dossier; and co-certification workflows with GSIA AB operations for reconciliations and quarterly statements, without usurping four-eyes or countersignature thresholds.

(d) **Publication and transparency.** Scheduling and release of mandated disclosures, dashboards, conflict registers, and closure statements with lawful redaction; custody of reasoned resolutions authorising time-limited publication exceptions; and verification of timely reversal of such exceptions.

(e) **Digital trust and data governance.** Secretariat-level administration of classification schemes, retention schedules, and document metadata; liaison with the Data Protection Officer and the Digital Trust Office on access provisioning, off-boarding, and log custody; and assurance that all Secretariat actions produce immutable audit trails.

(f) **Risk and continuity liaison.** Maintenance of continuity binders (delegations, specimen signatures, emergency payment protocols, escrow inventories), readiness checks with operations, and incident logging to the thresholds defined in Document 10 and Document 17.

(g) **Domestication support.** Coordination of shadow/lead calendars, competency certifications, and gate-review packs; documentation of gate decisions; and maintenance of the Domestication Plan register aligned with Document 03 and Document 04.

(h) **Hosted Ownership cell.** When applicable, administration of title filings, notices of ring-fencing and reversion, insurance endorsements, lien-release evidence at transfer, and publication of reversion events, in close coordination with the Hosted Ownership Oversight Committee.

3.3 Heads of Secretariat and reporting lines.

(a) **GSIA SCE Secretariat.** Led by a Secretary-General (or equivalent title) appointed by the Executive Board, accountable for service to the Assembly, Executive Board, and oversight committees, and for publication discipline. The appointment instrument recites independence from GSIA AB's operational chain of command.

(b) **GSIA Holding AB Secretariat Unit.** Led by a Corporate Secretary, accountable to the Holding board for IP stewardship records, licensing instruments, accreditations, and brand/standards custodianship.

(c) **GSIA AB Secretariat Unit.** Led by a Company Secretary, accountable to the GSIA AB board for corporate compliance, instrument registers, and operational record custody, distinct from line operations and with no transactional approval authority.

The three secretariat leads coordinate through a formal protocol to avoid duplication, ensure consistent repositories and taxonomies, and preserve information walls required by procurement integrity and investigations.

3.4 Staffing principles. Staffing is merit-based, competence-driven, and documented in position descriptions that specify duties, required qualifications, segregation-of-duties constraints, publication responsibilities, and conflict-of-interest obligations. Secondments from Members are permitted under written secondment agreements that (i) preserve independence, (ii) define recusal and confidentiality obligations, (iii) prohibit involvement in matters relating to the sending Member's bids or interests, and (iv) set out return-to-service arrangements. Contractors providing secretariat services operate under contracts that flow down all fiduciary, publication, and data-protection obligations.

3.5 Authority and limits. The Secretariat may issue administrative circulars to implement approved policies and Manuals, standardise templates, and schedule compliance activities. It may not approve commitments, disbursements, or procurement awards; alter authority matrices; create exceptions to publication; or modify domestication gates. Any exercise of emergency authority delegated under continuity protocols is recorded, time-limited, and presented for regularisation to the competent organ within the defined cure period.

3.6 Competencies and certification. Secretariat staff maintain competencies in minute-keeping to evidentiary standards, records and information management, data protection and digital trust, public-sector contracting, MEL documentation, and continuity administration. Competency frameworks are approved by the Executive Board and linked to annual development plans. Staff participating in domestication support obtain certifications enabling them to train counterparts in documentary discipline and publication controls.

3.7 Identity, access, and segregation. Secretariat access to systems and repositories is role-based, least-privilege, and segregated from operational transaction processing. Secretariat administrators may not hold transactional approval rights in the same perimeter. Access is provisioned and de-provisioned through a joint Secretariat–Digital Trust Office workflow, with quarterly recertifications recorded.

3.8 Records and retention. The Secretariat owns the master records schedule for governance artefacts and ensures alignment with legal obligations, audit requirements, and minimisation principles. Records—minutes, resolutions, instrument registers, conflict disclosures, publication logs, audit liaison files—are maintained in tamper-evident repositories with hash-chaining or equivalent integrity measures and dual custody for critical artefacts. Retention and disposition actions are documented, witnessed where appropriate, and, for deletions, supported by destruction certificates.

3.9 Remuneration and independence. Remuneration follows Document 13 and respects the no-distribution doctrine. Incentives are not tied to contract awards, disbursement volume, or KPI manipulation; performance is evaluated on timeliness, completeness, integrity of records, compliance with publication schedules, and audit readiness. Staff may not accept outside remuneration, gifts, or honoraria related to their official functions except as permitted under Chapter 4 and recorded in the gifts and hospitality register.

3.10 Interfaces. The Secretariat coordinates with Internal Audit (Chapter 6) for access to records and management responses; with the ECIC for conflict management; with the DPDTC for DPIAs, logging and publication safeguards; with the PIC for procurement integrity records; and with the PDC and HOOC for domestication and Hosted Ownership filings. All interfaces are documented in service charters annexed to this Manual.

3.11 Performance assurance. The Executive Board adopts a Secretariat Service Charter with measurable service standards, including time to circulate agendas and papers, time to certify minutes, on-time publication rates, and completeness of instrument registers. Results are reported quarterly and published in summary with lawful redactions. Persistent failure triggers corrective plans and, where appropriate, personnel actions consistent with due process.

Chapter 4 — Conflict of Interest and Recusal Rules

4.1 Purpose and applicability. These rules prevent private interests, institutional loyalties, or external pressures from compromising or appearing to compromise decisions, controls, publication, or domestication. They apply to directors, committee members, Secretariat staff, secondees, contractors, and any person exercising delegated authority within the GSIA institutional perimeter, including special-purpose vehicles under Hosted Ownership.

4.2 Definitions.

(a) A **conflict of interest** arises where a private interest (financial or non-financial), a duty to another entity, or a personal relationship could improperly influence, or be perceived as likely to influence, the impartial exercise of functions.

(b) **Related party** includes family members, household members, close associates, entities controlled or significantly influenced by the person, and entities in which the person holds a material interest or office.

(c) **Gifts and hospitality** include anything of value, tangible or intangible, offered in connection with official duties.

(d) **Recusal** means abstention from access to papers, deliberation, decision, and any attempt to influence others regarding a conflicted matter.

4.3 General duty and standard. Covered persons owe a duty of loyalty to the public-interest mandate of GSIA and its Members. They shall avoid actual, potential, and perceived conflicts and must promptly disclose them. Where avoidance is not possible, conflicts are managed through recusal, divestment, reassignment, information walls, or waivers granted by reasoned resolution under Section 4.9. The appearance of conflict is treated with equal seriousness where it undermines trust or publication credibility.

4.4 Disclosure obligations.

(a) **Annual declaration.** Covered persons file comprehensive conflict and interests declarations upon appointment and annually thereafter, listing positions, holdings, relationships, outside engagements, and any matter reasonably bearing upon impartiality.

(b) **Event-based updates.** Covered persons update declarations within defined days of any change material to impartiality or the perception thereof.

(c) **Transaction-specific disclosures.** Prior to involvement in procurement, award, variation, or oversight of a contract, covered persons disclose any connection to bidders, vendors, financiers, or beneficiaries.

Declarations are maintained in a confidential register with public-facing summaries published with lawful redactions.

4.5 Gifts, hospitality, and other advantages. Acceptance of gifts and hospitality is prohibited except for items of nominal value and customary courtesies that do not create a sense of obligation. All such instances are recorded in a gifts and hospitality register. Offers that exceed nominal value are declined or, if refusal would cause offence or risk, are accepted on behalf of GSIA and immediately surrendered to the Secretariat for disposition. Travel, per diems, or accommodations funded by external parties require prior approval and publication, and are subject to Document 13.

4.6 Outside activities and employment. Covered persons may not hold external roles, paid or unpaid, that conflict with their duties or create a perception of partiality, including roles with vendors, bidders, financiers, or entities seeking advantage from GSIA decisions. Scholarly or civic activities may proceed if they do not interfere with duties, are disclosed, and do not involve confidential information or endorsement. Post-employment restrictions apply to senior officials and key staff involved in procurement or fiduciary decisions, prohibiting engagement with vendors or beneficiaries of matters they oversaw for a cooling-off period defined by resolution.

4.7 Procurement-specific safeguards. Individuals engaged in specification, evaluation, award, or change-control may not (i) hold discussions with bidders outside documented channels, (ii) accept hospitality or favours from bidders, or (iii) access competitor confidential materials without signed confidentiality and need-to-know justification. Evaluation panels sign conflict and confidentiality statements prior to access to bids. Blackout periods are imposed from solicitation to award and extend to any protest period. Violations result in disqualification of the individual from the process and may trigger sanctions under Document 11.

4.8 Hosted Ownership and title conflicts. Where Hosted Ownership is active, directors or staff of the title-holding EUSL SPV or GSIA Holding AB who also hold roles in GSIA AB or GSIA SCE shall be subject to enhanced conflict screening and information walls. Decisions on encumbrances, financing, filings, or reversion mechanics are reviewed by the Hosted Ownership Oversight Committee and, where necessary, by independent counsel. Any economic interest that could benefit from delay in reversion is prohibited.

4.9 Waivers. A conflict may be waived only by reasoned resolution of the competent committee (ECIC) or parent board, upon finding that (i) the conflict is remote, (ii) effective safeguards (including recusal and information walls) are in place, and (iii) participation is necessary and in the public interest. Waivers are narrowly tailored, time-limited, recorded, and published in summary with lawful redactions. No waiver is permitted for procurement award decisions, sanction decisions, readiness certifications, or reversion mechanics under Hosted Ownership.

4.10 Recusal mechanics. A person identifying a conflict shall immediately notify the chair and the Secretariat, withdraw from the item, and return all related papers. The chair ensures the conflicted person does not receive subsequent papers, participate in deliberation, or influence others. The minutes reflect the disclosure, the basis for recusal, attendance for non-conflicted items, and the vote results exclusive of the recused person. Attempted circumvention or influence is a disciplinary offence.

4.11 Enforcement, investigations, and sanctions. Alleged breaches are referred to the Ethics, Conflicts, and Investigations Committee for preliminary review and, where warranted, to Internal Audit or external authorities. Proportionate sanctions consistent with Document 11 may include reprimand, removal from role, contract termination, disqualification from panels, claw-back, and referral for

prosecution where laws are implicated. Due process is observed; publication of findings follows the transparency doctrine with lawful redaction.

4.12 Confidentiality of declarations and privacy. Declarations and registers are processed under data-protection principles and the Data Protection and Digital Trust Policy. Public summaries omit personal identifiers and sensitive details not necessary for accountability. Access to full declarations is restricted to those with a lawful need to know, including the ECIC, Internal Audit, and competent oversight organs.

4.13 Training and attestations. Covered persons complete induction and periodic training on conflicts, recusals, procurement integrity, and publication obligations. Annual attestations of compliance are required and recorded. Failure to complete training or attestations may result in suspension of participation in procurement or oversight activities until remedied.

4.14 Interfaces and records. The Secretariat maintains the conflict registers, gifts and hospitality register, waiver log, and recusal minutes in tamper-evident repositories. Interfaces are established with the PIC for evaluator recusals, with the DPDTC for privacy-compliant publication, and with Internal Audit for thematic reviews. Aggregated statistics on disclosures, recusals, and sanctions are published annually.

4.15 Transitional measures. Upon adoption of this Chapter, all covered persons file initial declarations within a defined period; existing procurements and committees undertake immediate conflict re-confirmation; and the ECIC issues guidance on cooling-off periods and nominal-value thresholds calibrated to the jurisdictions and contexts of active programs.

Chapter 5 — Transparency and Records Management

5.1 Purpose and prevalence. Transparency and records management are constitutive features of GSIA's governance model and form a core set of controls rather than discretionary practices. This Chapter codifies publication duties, record-creation standards, retention and disposition rules, classification and access regimes, and evidentiary safeguards applicable to GSIA SCE, GSIA Holding AB, GSIA AB, and any special-purpose vehicles constituted for Flowhub engagements, including Hosted Ownership structures. Where a provision herein conflicts with mandatory national public law or the Charter, the stricter rule that better advances public-interest accountability and lawful privacy protections shall prevail; private instruments shall be amended accordingly.

5.2 Publication doctrine and scope. Publication is a default obligation and a governance control. Subject to lawful redaction, GSIA shall publish, at minimum, adopted Manuals and Board/Committee charters; summaries of eligibility determinations; Program Participation Agreements; SLAs and Leasing Instruments, including the variant designation and domestication schedule; procurement plans, notices, awards, and change-order summaries; quarterly KPI dashboards and ring-fenced financial statements; conflict-of-interest summaries and waiver registers; audit and evaluation summaries, including management responses and rectification status; transition notices and closure statements; and reasoned resolutions authorising any time-limited exceptions to publication. Where domestic law or safeguarding concerns require delay or redaction, such limits are narrowly tailored, time-bound, and recorded, and the publication is made at the earliest lawful opportunity.

5.3 Records as evidence. Records are created, maintained, and disposed of to evidentiary standards that support verification, audit, dispute resolution, and learning. Records include minutes, resolutions, approvals and countersignatures, procurement and contract dossiers, payment and reconciliation

artefacts, asset registers, systems configurations, immutable logs, data-protection assessments, publication logs, conflict registers, and domestication gate files. Each record bears a unique identifier, time-stamp, authorship and approval metadata, and a verifiable integrity marker. Extracts or reports used for external publication preserve traceability to the originating records.

5.4 Classification and access. Information is classified by the creating organ as public, official use, confidential, or restricted, according to defined criteria reflecting legal obligations, commercial sensitivity, and safeguarding needs. Access follows the least-privilege principle and is aligned to role definitions and the segregation-of-duties architecture. Classification does not excuse failure to publish where publication is mandated; rather, it governs the form of publication, such as redacted or aggregated disclosures. Classification decisions are recorded with reasons and review dates.

5.5 Record repositories and integrity controls. Master repositories are established for governance artefacts (board and committee records), instruments (Charter, Manuals, SLAs, Leasing Instruments, Host Country Agreements, and ancillary templates), fiduciary ledgers, procurement dossiers, publication artefacts, and data-protection materials. Repositories implement version control, check-in/check-out discipline, tamper-evident integrity measures, and immutable logging of access and changes. Critical artefacts—such as signed resolutions, executed instruments, and domestication certificates—are held in dual custody with escrowed integrity hashes and, where applicable, verifiable digital signatures and time-stamps.

5.6 Creation and issuance control. Only authorised templates and clause libraries, maintained by the Secretariat under board-approved issuance controls, may be used to create binding instruments. Deviations require a reasoned exemption approved by the competent committee or board and recorded in the instrument variation register. Issued instruments bear a controlled version number and incorporate the prevalence clause that subordinates private instruments to the Charter and this Manual in public-interest matters.

5.7 Retention and disposition. A records schedule, adopted by the Executive Board upon recommendation of the Secretariat and reviewed periodically, prescribes minimum retention periods per record category, taking into account statutory obligations, evidentiary needs, and data-minimisation principles. Destruction, anonymisation, or transfer is conducted under documented procedures that include verification, dual authorisation, destruction certificates where applicable, and logs preserved for audit. Legal hold procedures suspend disposition immediately upon notice of litigation, investigations, audits, or other events requiring preservation; holds are communicated, tracked, and lifted only by documented authorisation.

5.8 Redaction and privacy-preserving publication. Redactions are applied narrowly to protect personal data, commercially sensitive information, security details, or other lawfully protected content. Redactions are documented with the legal basis and scope and are subject to periodic review for relaxation. Where publication of granular data risks re-identification, aggregation thresholds and privacy-preserving methods are applied to achieve transparency without unlawful disclosure.

5.9 Freedom-of-information interfaces. In jurisdictions with freedom-of-information or access-to-information laws, GSIA cooperates to the fullest lawful extent. Where GSIA is not itself subject to such statutes, it adopts equivalent internal procedures for responding to reasonable public requests, subject to the same lawful redactions, timelines, and appeal mechanisms. Responses are logged and, where feasible, published in a searchable public repository to promote equal access.

5.10 Public registers and portals. GSIA maintains a public portal hosting registers of resolutions, SLAs, Leasing Instruments (with variant and domestication data), procurement notices and awards, KPI dashboards, audit and evaluation summaries, conflicts and waiver summaries, publication exceptions, and transition events. Registers are searchable, time-stamped, and linked to underlying public artefacts. Where Hosted Ownership applies, the portal clearly identifies title arrangements, filings, and the reversion timetable.

5.11 Quality assurance and auditability. The Secretariat establishes periodic self-assessments and peer reviews of records and publication practices against this Chapter and reports results to the Audit and Risk Committee with rectification plans. Internal Audit tests record integrity, completeness, and publication timeliness as part of its annual plan, and publishes summary results with management responses and timelines.

5.12 Interfaces and domestication. Transparency and records management interface with the Data Protection and Digital Trust Policy for identity, access, logging, encryption, cross-border transfers, and data-subject rights; with procurement and fiduciary controls for contract and payment records; with the Unified MEL Framework for indicator provenance and verification artefacts; and with Exit and Transition Protocols for transfer of custody. Domestication benchmarks include demonstrable capacity of the Member's authority to administer classification, publication, retention, legal holds, and evidentiary integrity to the standards herein.

Chapter 6 — Internal Audit and Oversight

6.1 Purpose and independence. Internal Audit provides independent, objective assurance and advisory services designed to add value and strengthen governance, risk management, control, and transparency within the GSIA institutional perimeter. Internal Audit reports functionally to the Audit and Risk Committee of the GSIA SCE Executive Board and administratively to the head of the Secretariat, with budgetary protection and unrestricted access to ensure independence. Internal Audit shall not assume operational responsibilities or design controls it later audits.

6.2 Mandate and scope. Internal Audit's mandate encompasses governance processes, fiduciary perimeters, procurement integrity, delivery orchestration, digital-trust controls and data protection, MEL data governance, Hosted Ownership title arrangements and reversion mechanics, publication practices, and the domestication pathway. Audits may be entity-wide, programmatic, thematic, or ad hoc, and include follow-up on remediation. Investigative support may be provided to the Ethics, Conflicts, and Investigations Committee for matters within the Sanctions Grid, without displacing investigative independence or due process.

6.3 Planning and risk alignment. Internal Audit prepares a multi-year and annual risk-based audit plan anchored in the enterprise risk taxonomy and risk appetite established by the Executive Board, informed by key risk indicators, stress-testing outputs, incident logs, prior audit findings, and committee requests. The plan identifies assurance coverage of critical controls, fiduciary perimeters with material financial flows, Hosted Ownership arrangements, and impending domestication gates. The Audit and Risk Committee approves the plan, including any changes required by emergent risks, and ensures adequate resources for execution.

6.4 Access and cooperation. Internal Audit has unfettered access to people, records, systems, premises, and third-party contracts and data within the GSIA perimeter, subject to lawful constraints and data-protection safeguards. Management and vendors shall cooperate, provide timely, complete

information, and certify responses where required. Failure to cooperate is reported to the Audit and Risk Committee and may trigger contractual remedies or sanctions.

6.5 Method and evidence. Audits follow documented methodologies that emphasise risk-based scoping, control design and operating effectiveness testing, data analytics, sampling plans, corroboration across ledgers, logs, and artefacts, and clear linkage between findings, causes, effects, and recommendations. Evidence quality is maintained to evidentiary standards, with chain-of-custody for sensitive extracts, and secure retention aligned to the records schedule and legal holds.

6.6 Reporting and publication. Internal Audit issues written reports detailing objectives, scope, methodology, findings, ratings of control effectiveness, management responses, agreed actions, owners, and timelines. Reports are submitted to the Audit and Risk Committee and copied to relevant boards and management. Public-facing summaries are published with lawful redactions, together with rectification status dashboards that are updated until closure of all high- and medium-priority actions.

6.7 Follow-up and escalation. Internal Audit tracks agreed actions to closure and validates completion. Persistent delays, inadequate remediation, or repeat findings are escalated to the Audit and Risk Committee for proportionate measures, which may include intensified monitoring, budgetary conditions, leadership performance consequences, or, where necessary, suspension or step-in within the affected perimeter. Where delays threaten domestication gates or reversion, the Programs and Domestication Committee and the Hosted Ownership Oversight Committee are seized of the matter.

6.8 Coordination with external assurance. Internal Audit coordinates with external auditors, independent validators, and peer reviewers to avoid duplication and optimise assurance coverage. Assurance maps delineate responsibilities among first-line management controls, second-line risk and compliance functions, third-line Internal Audit, and external assurance providers. Access protocols, reliance strategies, and shared artefact repositories are documented to protect confidentiality and integrity while advancing transparency.

6.9 Incident response and special reviews. Significant fiduciary, procurement, data-protection, or delivery incidents trigger special reviews to assess control breakdowns, quantify impacts, and recommend corrective and preventive actions. Special reviews are initiated by the Audit and Risk Committee or by the Internal Auditor where urgency demands, with immediate notification to competent boards and committees. Results are reported and published in summary with lawful redactions and are integrated into risk registers and the audit plan.

6.10 Quality assurance and improvement. Internal Audit maintains a quality assurance and improvement program comprising ongoing supervision, periodic self-assessments, and independent external assessments at defined intervals. Results, improvement actions, and resourcing implications are presented to the Audit and Risk Committee and published in summary. Training plans maintain competencies across fiduciary controls, procurement, digital trust, MEL, and Hosted Ownership nuances.

6.11 Protection against retaliation and integrity of reporting. Individuals cooperating with Internal Audit or raising concerns in good faith, whether through the ethics hotline or other channels, are protected against retaliation. Allegations of retaliation are investigated promptly and may result in sanctions. Anonymity and confidentiality are preserved to the extent lawful and consistent with due process and transparency obligations.



6.12 Interfaces and domestication. Internal Audit interfaces with the Secretariat for records access and publication; with the Ethics, Conflicts, and Investigations Committee for triage and sanctions; with the Data Protection and Digital Trust Committee for technical assurance; with the Procurement and Integrity Committee on bid integrity and change-control; and with the Programs and Domestication Committee and Hosted Ownership Oversight Committee for gate readiness and reversion mechanics. Domestication benchmarks include the Member's establishment of an internal audit function or access to an independent state audit body capable of sustaining the assurance regime and cooperating with external oversight.

6.13 Transitional and activation provisions. Upon adoption of this Chapter, Internal Audit presents a risk-based start-up plan identifying immediate priority audits within active fiduciary perimeters and Hosted Ownership arrangements, together with resourcing and external support needs. The Audit and Risk Committee approves the plan and associated budget, and directs management to ensure access and remedial capacity commensurate with identified risks.