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**INSTITUTIONAL GOVERNANCE MANUAL
OF UNIFIED ALLIANCE FOR SOCIAL EQUITY**
*CONSTITUTIONAL CHARTER DEFINING THE IDENTITY, AUTHORITY
AND LEGAL BASIS OF UASE*

CREATED BY
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Care to Change the World



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Institutional Governance Manual

Governance Philosophy and Decision Logic

The governance of UASE is founded on the principle that clarity of authority, discipline of delegation and enforceability of decisions are prerequisites for institutional credibility and execution at scale. Governance is therefore designed as an operating system, not as a representational forum.

UASE adopts a trust-based but rule-bound governance philosophy. Authority is delegated deliberately, exercised within defined limits, and reviewed cyclically against outcomes rather than symbolism. Governance is neither deliberative by default nor bureaucratic by accretion.

Decision logic within UASE is structured around three core distinctions.

First, a strict separation is maintained between constitutional decisions, strategic decisions and operational decisions. Constitutional decisions relate to doctrine, mandate, structure and reserved matters, and are subject to the highest thresholds. Strategic decisions concern priorities, resource allocation and institutional direction within the constitutional frame. Operational decisions pertain to execution and delivery and are delegated accordingly.

Second, UASE operates on the principle of single-point accountability. For every decision class, one body or role is ultimately accountable, even where consultation or review occurs. Collegial processes do not dilute responsibility.

Third, the governance system is designed to be anti-paralytic. Default rules favour forward progress, bounded discretion and ex-post review, rather than pre-emptive immobilisation. Escalation is structured, not discretionary.

Governance is exercised with constant regard to UASE's implementation mandate. Procedures, checks and reviews exist to protect public purpose, capital integrity and institutional coherence—not to optimise risk avoidance at the expense of delivery.

This manual shall be interpreted in light of UASE 00 and UASE 01, and all governance actors are bound by the doctrine of lean architecture, evidence-backed transition, private-capital-first mobilisation and social equity as a governing public-purpose standard.

Board Structure and Fiduciary Responsibilities

UASE is governed by a Board of Governors (the "Board"), which serves as the highest governing body responsible for institutional stewardship, fiduciary oversight and protection of mandate.

The Board is not a representative assembly of constituencies. Its function is fiduciary, strategic and custodial. Board members act in the best interests of UASE as an institution and its public mandate, not as delegates of appointing entities or stakeholder groups.

The Board shall be composed of a limited number of members selected to collectively ensure competence across:

- institutional governance and public mandate stewardship,
- capital markets and financial structuring,



- large-scale implementation and systems delivery,
- risk, integrity and fiduciary control,
- multilateral and inter-institutional engagement.

Board composition shall reflect independence of judgment, absence of conflicting interests and capacity to exercise oversight across a hybrid public-private operating model.

The fiduciary responsibilities of the Board include, at minimum:

- safeguarding the UASE mandate, doctrine and constitutional integrity;
- approving and overseeing the institutional strategy and business plan;
- approving the capital architecture, treasury rules and risk frameworks;
- appointing, supporting and, where necessary, removing executive leadership;
- ensuring the adequacy of governance, integrity, audit and control systems;
- reviewing institutional performance against mandate and sustainability.

The Board retains authority over all reserved matters as defined in UASE 01 and this Manual, and may not delegate such authority.

In exercising its responsibilities, the Board shall:

- act with due care, independence and diligence;
- avoid operational micromanagement;
- require clear, structured reporting from the executive and central spine;
- intervene decisively where mandate, integrity or solvency are at risk.

Board members are collectively responsible for the actions and omissions of the Board. Dissenting views may be recorded, but do not relieve members of fiduciary accountability.

The Board shall operate under a formal Board Charter and Rules of Procedure, consistent with this Manual, defining meeting frequency, quorum, voting rules, confidentiality and decision-recording requirements.

Executive Leadership and Secretariat

The executive leadership of UASE is responsible for translating institutional doctrine, Board-approved strategy and governance decisions into effective execution across the alliance.

UASE shall be led by a Chief Executive Officer (CEO), appointed by and accountable to the Board. The CEO is the principal executive authority of UASE and bears overall responsibility for institutional performance, operational integrity and delivery of mandate.

The CEO's authority includes:

- implementation of Board decisions and institutional strategy;
- leadership of the executive team and oversight of the secretariat;



- stewardship of UASE programmes through the central spine;
- representation of UASE in external engagements within delegated authority;
- ensuring compliance with governance, capital, risk and safeguard frameworks.

The CEO shall act within the limits of authority defined by this Manual, the Board's written delegations, and applicable UASE instruments. The CEO may not exercise powers reserved to the Board.

The UASE Secretariat supports the executive leadership in day-to-day management and coordination. The Secretariat is an enabling function, not a parallel authority. Its purpose is to ensure institutional continuity, administrative coherence and professional support to governance and programme structures.

The Secretariat shall be structured to remain proportionate to UASE's mandate and operating scale. Expansion of secretariat functions, staffing or scope shall require explicit justification linked to execution need and shall be subject to Board oversight.

The Secretariat may include, as required:

- governance and Board support functions;
- legal and contracting support;
- finance, treasury and accounting support;
- risk, integrity and compliance coordination;
- reporting and performance management support.

The Secretariat does not exercise independent policy-setting authority. All actions taken by the Secretariat are carried out on behalf of, and under the authority of, the executive leadership.

UASE Central Spine: Powers and Scope

UASE operates through a Central Spine, which constitutes the institutional control core of the alliance. The Central Spine is not an operational delivery unit; it is the mechanism through which coherence, discipline and alignment are maintained across all UASE activity.

The Central Spine exercises binding authority over:

- governance standards and compliance therewith;
- capital architecture, treasury rules and financial integrity;
- risk management, safeguards and fiduciary controls;
- programme oversight, reporting and performance review;
- adoption and enforcement of cross-cutting policies and frameworks.

The purpose of the Central Spine is to ensure that UASE operates as one institution, regardless of programme diversity, geographic dispersion or partner complexity.



Authority exercised by the Central Spine is functional rather than political. It does not replace programme leadership in implementation matters, but sets the conditions under which implementation may occur.

Core principles governing the Central Spine include:

- supremacy in defined domains, where Central Spine decisions are binding on programmes and subsidiary entities;
- non-duplication, whereby Central Spine functions are not replicated at programme level;
- discipline of scope, preventing the Central Spine from expanding into operational micromanagement.

The Central Spine may establish standards, approval requirements and escalation thresholds applicable to all programmes. Programmes may not derogate from Central Spine standards without explicit, time-bound authorization.

The Central Spine reports to the CEO and, through the CEO, to the Board. Where matters concern reserved powers, integrity breaches or systemic risk, the Central Spine may escalate directly to the Board in accordance with established protocols.

The Central Spine is the primary institutional safeguard against fragmentation, capture and mandate drift. Its authorities shall be construed strictly in favour of institutional coherence and long-term sustainability.

Programme-Level Oversight and Reporting

Each UASE programme operates as a full delivery organisation within the alliance framework, but remains subject to centralised institutional oversight. Programme autonomy exists solely within the boundaries set by UASE doctrine, Charter provisions and Central Spine authority.

Programme leadership is responsible for execution, delivery quality and day-to-day management of programme activities. Accountability for performance, however, is exercised through a structured oversight and reporting regime designed to preserve coherence, comparability and fiduciary discipline across the institution.

Programme-level oversight is exercised through the following mechanisms:

- mandatory alignment with UASE strategy, doctrine and approved programme mandates;
- compliance with Central Spine standards on capital use, risk management, safeguards, procurement and reporting;
- periodic performance review against agreed objectives, indicators and financial parameters;
- escalation of material risks, deviations or integrity concerns in accordance with established thresholds.

Each programme shall provide regular, structured reporting to the Central Spine and executive leadership. Such reporting shall include, at minimum:

- delivery progress against approved plans;
- financial performance, commitments and exposures;



- risk and safeguard status;
- capital mobilisation and leverage performance, where applicable;
- emerging issues requiring decision or escalation.

Reporting formats, frequency and depth shall be standardised across programmes to the extent practicable, enabling aggregation, comparison and institutional learning.

Programme leadership does not report directly to the Board except where expressly authorised or where escalation is required. The Central Spine functions as the primary filter, integrator and assessor of programme information.

Failure to comply with oversight and reporting requirements constitutes a governance breach and may trigger corrective measures, including increased supervision, restriction of delegated authority or leadership intervention.

Programme-level oversight is designed not as a punitive mechanism, but as a structural safeguard enabling disciplined growth, early risk detection and sustained institutional credibility.

Committees, Reviews and Escalation Mechanisms

UASE employs committees and review bodies selectively, as instruments of governance support rather than as parallel decision-making structures. Committees exist to enhance quality, depth and integrity of decision-making, not to diffuse responsibility.

Standing committees may be established by the Board to address specific governance domains, including but not limited to:

- Audit and Risk;
- Capital, Finance and Treasury;
- Ethics and Integrity;
- Remuneration and Human Capital.

Each committee operates under a formal terms of reference approved by the Board, defining its mandate, composition, authority and reporting obligations. Committees may make recommendations but do not exercise executive authority unless explicitly delegated.

Review mechanisms within UASE are structured and purpose-driven. They include:

- periodic programme reviews;
- capital and portfolio reviews;
- governance and compliance reviews;
- institutional performance and sustainability reviews.

Reviews are evidence-based, time-bound and linked to decision pathways. Reviews shall not be open-ended or advisory without consequence.



UASE adopts a tiered escalation framework to address issues that exceed delegated authority, tolerance thresholds or risk appetite. Escalation pathways are predefined and mandatory, ensuring predictability and avoiding both suppression of issues and unnecessary alarm.

Escalation may occur:

- from programme to Central Spine;
- from Central Spine to executive leadership;
- from executive leadership to the Board;
- directly from Central Spine to the Board in cases involving integrity breaches, systemic risk or reserved matters.

Escalation mechanisms are designed to be protective rather than punitive. Early escalation is treated as responsible governance behaviour.

No governance actor shall suppress, delay or discourage escalation where thresholds are met. Retaliation for good-faith escalation is prohibited and constitutes a serious governance breach.

Together, committees, reviews and escalation mechanisms form a controlled feedback system within UASE, ensuring that authority, information and accountability remain aligned as the institution scales.

Conflicts of Interest, Recusals and Ethics

UASE is constituted as a hybrid institution operating at the intersection of public purpose, private capital and civil participation. As such, it is inherently exposed to conflicts of interest unless these are actively anticipated, disclosed and governed.

All members of the Board, executive leadership, Secretariat staff, Central Spine functions and programme leadership are subject to a **strict duty of loyalty** to UASE and its public mandate. They shall act in the best interests of the institution as a whole and shall not place personal, organisational or third-party interests above those of UASE.

A conflict of interest exists where an individual's external roles, financial interests, affiliations or relationships could reasonably be perceived to influence the impartial exercise of their duties. Both actual and perceived conflicts are relevant and subject to governance control.

UASE adopts a **mandatory disclosure regime**. Individuals covered by this Manual shall disclose all relevant interests upon appointment and update such disclosures regularly and without delay upon material change. Failure to disclose constitutes a serious governance breach.

Where a conflict exists or may reasonably be perceived, the affected individual shall:

- declare the conflict explicitly;
- refrain from participating in deliberation, decision or influence on the relevant matter;
- recuse themselves from the decision process where required.

Recusal requirements apply irrespective of seniority, expertise or institutional indispensability.

UASE shall maintain clear ethics rules governing:



- acceptance of benefits, gifts or hospitality;
- outside appointments, advisory roles and commercial engagements;
- use of confidential information;
- post-mandate employment and revolving-door risks, where applicable.

No individual may use their position within UASE to obtain improper advantage for themselves, affiliated organisations or third parties.

The Central Spine, in cooperation with designated ethics and integrity functions, is responsible for monitoring compliance with conflict-of-interest and ethics rules. Suspected breaches shall be investigated promptly, fairly and proportionately.

Confirmed breaches may result in corrective action, including recusal mandates, withdrawal of delegated authority, suspension or removal from office, and referral to legal or contractual remedies where appropriate.

Ethics governance within UASE is preventive by design. Its purpose is not moral signalling, but institutional protection and legitimacy preservation.

Governance Cycle and Institutional Review

UASE governance is designed as a living system, subject to periodic review and recalibration to ensure continued fitness for purpose, without undermining doctrinal stability.

The governance cycle of UASE operates on an annual and multi-year basis, aligned with strategic planning, budgeting and reporting processes.

At a minimum, the governance cycle includes:

- annual Board review of institutional performance, mandate alignment and risk exposure;
- regular review of executive performance against agreed objectives;
- periodic evaluation of programme effectiveness and governance compliance;
- review of capital architecture, treasury discipline and financial sustainability.

In addition to routine reviews, UASE shall conduct periodic institutional reviews at defined intervals, or upon trigger events, to assess:

- adherence to founding doctrine and Charter principles;
- effectiveness of governance structures and delegations;
- sufficiency of safeguards against capture, dependency and mission drift;
- adequacy of Central Spine authority and scope.

Institutional reviews are not vehicles for ad hoc redesign. They are structured assessments intended to reinforce discipline, identify systemic weaknesses and support measured evolution where justified.



European Social Label

Findings from governance and institutional reviews shall be documented, reviewed by the Board, and translated into clear follow-up actions where required. Reviews that do not lead to decisions are considered governance failures.

No governance review may be used to dilute UASE's core doctrine, reassign public mandate, or expand institutional scope without following the formal amendment procedures defined in UASE 01.

Through this governance cycle, UASE seeks to remain adaptive in execution while stable in purpose, capable of learning without losing coherence, and resilient against the gradual erosion that undermines many long-lived institutions.