

# UK GOVERNANCE PACK

Skooli Education Platform Limited

*Transforming Education Logistics Across Africa*

**Version:** 3.0 | **Effective Date:** January 2025

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# Executive Summary

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**Skooli Education Platform Limited** operates as a UK holding company overseeing education logistics supply chain operations across Africa, with primary focus on Uganda. This Governance Pack establishes the comprehensive framework for corporate governance, risk management, and regulatory compliance that underpins our mission to transform education logistics through ethical, efficient, and faithful service delivery.

## Governance Framework Overview

Our governance structure is built on eight core principles: Accountability, Transparency, Integrity, Effectiveness, Leadership, Inclusivity, Ethical Operations, and Faithful Service. These principles guide every aspect of our operations from board-level strategic decisions to daily logistics operations in Uganda.

## Board Structure

The Board comprises a minimum of 5 directors (2 executive, 3 non-executive with majority independence) supported by four specialized committees: Audit & Risk, Safeguarding, Remuneration, and Nomination & Governance. This structure ensures robust oversight of our unique business model spanning education technology platforms and physical supply chain operations.

## Regulatory Compliance

As a UK company with substantial Uganda operations, we maintain dual regulatory compliance frameworks. UK compliance covers corporate governance, financial reporting, data protection (UK GDPR), and listing requirements. Uganda compliance encompasses operational licensing, child protection, data privacy, tax obligations, and sector-specific education regulations as detailed in our companion Uganda Compliance Pack.

## Three Lines of Defence

Our risk management operates through three distinct lines: (1) Operational Management in Uganda owns daily risk controls, (2) UK/Uganda Compliance functions provide oversight and policy guidance, and (3) Internal Audit and Board Committees provide independent assurance. This model is specifically designed for our cross-border education logistics operations.

## **Purpose of This Document**

This Governance Pack serves multiple stakeholders: investors conducting due diligence, regulatory authorities assessing compliance, management teams implementing governance practices, and board members fulfilling their oversight responsibilities. It provides the definitive reference for all governance matters across Skooli's operations and establishes clear accountability for protecting the children, families, and educational institutions we serve.

# **Table of Contents**

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- **1. Introduction**
  - 1.1 About Skooli Education Platform
  - 1.2 Purpose of This Governance Pack
  - 1.3 Scope and Application
  - 1.4 Document Review and Updates
- **2. Governance Principles and Framework**
  - 2.1 Core Governance Principles
  - 2.2 Regulatory and Legal Framework
  - 2.3 Three Lines of Defence Model
- **3. Board of Directors**
  - 3.1 Board Composition
  - 3.2 Board Roles and Responsibilities
  - 3.3 Individual Director Responsibilities
  - 3.4 Board Meetings and Procedures

- 3.5 Director Appointment and Induction
- 3.6 Board Performance and Evaluation
- **4. Board Committees**
  - 4.1 Audit and Risk Committee
  - 4.2 Safeguarding Committee
  - 4.3 Remuneration Committee
  - 4.4 Nomination and Governance Committee
- **5. Executive Leadership Team**
- **6. Risk Management Framework**
- **7. Financial Governance**
- **8. Safeguarding Governance**
- **9. Data Protection and Privacy**
- **10. Compliance and Ethics**
- **11. Stakeholder Engagement**
- **12. Operational Governance (Uganda)**
- **13. Technology Governance**
- **14. People and Culture**
- **15. Reporting and Transparency**
- **16. Continuous Improvement**
- **Appendices A-I**

# 1. Introduction

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## 1.1 About Skooli Education Platform

### Business Model

Skooli Education Platform Limited operates as an integrated education logistics supply chain platform, connecting parents, students, and educational institutions through purpose-built digital portals while managing the physical supply chain that delivers essential educational materials, school supplies, and boarding school requirements across Africa.

Our business model encompasses three core service pillars:

- **Parent Portals:** Digital platforms enabling parents to manage school supply orders, track deliveries, access layaway payment plans, and receive educational discounts
- **Student Accounts:** Cashless allowance systems and digital store access, providing students with secure, monitored spending capabilities within school environments
- **School Admin Tools:** Comprehensive procurement management, delivery analytics, SLA monitoring, and administrative oversight systems for educational institutions

## Geographic Focus and Expansion Strategy

Our operations are currently concentrated in Uganda, where we maintain our primary logistics infrastructure, supply chain partnerships, and operational teams. This focus allows us to perfect our model within a controlled environment while building deep relationships with educational institutions, suppliers, and regulatory authorities.

Our expansion strategy encompasses a phased approach across Africa, prioritizing markets with:

- Established educational infrastructure and boarding school systems
- Supportive regulatory environments for education technology and logistics
- Growing middle-class populations seeking improved educational services
- Adequate telecommunications and digital payment infrastructure

## Unique Value Proposition

Skooli transforms the traditionally fragmented and inefficient process of educational supply procurement through:

- **Ethical Operations:** Child protection and safeguarding embedded throughout our supply chain
- **Efficient Service:** Technology-enabled logistics reducing cost and delivery times
- **Faithful Delivery:** Reliable service building trust with families and institutions

## 1.2 Purpose of This Governance Pack

This UK Governance Pack serves as the definitive framework for corporate governance across all Skooli operations. It is designed to meet the needs of multiple stakeholder

groups:

## **For Investors and Financial Stakeholders**

- Comprehensive due diligence documentation demonstrating governance maturity
- Clear risk management frameworks and mitigation strategies
- Transparent reporting structures and performance accountability
- Regulatory compliance assurance across dual jurisdictions

## **For Regulatory Authorities**

- Evidence of compliance with UK Corporate Governance Code requirements
- Safeguarding frameworks protecting children in our supply chain
- Data protection protocols meeting UK GDPR and Uganda data privacy standards
- Cross-border operational governance addressing regulatory oversight concerns

## **For Management and Operations Teams**

- Clear authority structures and decision-making processes
- Operational guidelines for day-to-day governance implementation
- Escalation procedures and incident management protocols
- Performance standards and accountability measures

## **For Educational Institution Partners**

- Assurance of robust governance protecting student and institutional interests
- Transparency in operational standards and service delivery commitments
- Clear accountability mechanisms for addressing concerns or disputes

## **1.3 Scope and Application**

This Governance Pack applies to all entities, operations, employees, contractors, and business activities conducted under the Skooli Education Platform Limited corporate structure, including:

- UK holding company operations and board governance
- Uganda operational subsidiaries and local management teams

- Third-party suppliers, logistics partners, and service providers
- Technology platforms and digital service delivery
- All interactions with children, families, and educational institutions

## Companion Documents

This Governance Pack should be read in conjunction with:

- **Uganda Compliance Pack:** Detailed local regulatory compliance requirements
- **Faith Safeguarding Pack:** Specialized child protection protocols for faith-based educational settings
- **Data Protection Policy:** Comprehensive privacy and data security frameworks
- **Anti-Bribery Policy:** Corruption prevention and ethical business conduct standards

## 1.4 Document Review and Updates

This Governance Pack undergoes comprehensive review and update according to the following schedule:

Review Type	Frequency	Responsible Party	Approval Authority
Annual Comprehensive Review	Annually	Company Secretary	Board of Directors
Regulatory Update Review	As required	Head of Compliance	Audit & Risk Committee
Operational Amendment	Quarterly	Executive Team	CEO
Emergency Update	As required	Executive Team	Chair/Senior Independent Director

All updates are communicated to relevant stakeholders within 30 days of approval and posted on the company's governance website section.

## 2. Governance Principles and Framework

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### 2.1 Core Governance Principles

Skooli's governance framework is built upon eight fundamental principles that guide all decision-making, operations, and stakeholder interactions:

#### **Accountability**

Every individual and entity within our organization accepts full responsibility for their decisions, actions, and outcomes. This includes clear authority structures, defined performance standards, and transparent reporting mechanisms that enable stakeholders to hold leadership accountable for delivering on commitments to children, families, and educational institutions.

#### **Transparency**

We maintain open, honest communication with all stakeholders, providing clear information about our operations, financial performance, risks, and governance practices. This includes proactive disclosure of material information, accessible reporting formats, and regular stakeholder engagement opportunities.

#### **Integrity**

Our actions align with our stated values and commitments. We conduct business ethically, honor our obligations, and maintain the highest standards of professional conduct in all relationships. This principle governs our interactions with suppliers, educational institutions, government authorities, and the communities we serve.



## **Effectiveness**

Our governance structures and processes are designed to deliver results efficiently and achieve our strategic objectives. We regularly evaluate and improve our systems, eliminate unnecessary bureaucracy, and focus resources on activities that create value for our stakeholders.

## **Leadership**

We demonstrate thought leadership in education logistics while fostering a culture of innovation, continuous improvement, and professional development. Our leaders at all levels model the behaviors and standards we expect throughout the organization.

## **Inclusivity**

We embrace diversity in all its forms and ensure that our governance processes, business practices, and service delivery are accessible to and respectful of all communities we serve. This includes active efforts to include underrepresented voices in decision-making and to address barriers to participation.

## **Ethical Operations**

Child protection and safeguarding are embedded throughout our business model. We prioritize the welfare and safety of all children who benefit from our services, maintaining zero tolerance for abuse, exploitation, or harm in any form within our supply chain or operations.

## **Faithful Service**

We honor our commitments and deliver on our promises with consistency and reliability. This principle reflects our dedication to building long-term trust with the families and institutions who depend on our services, particularly in serving diverse faith communities with respect and cultural sensitivity.

## 2.2 Regulatory and Legal Framework

### UK Primary Legislation and Standards

Legislation/Standard	Application to Skooli	Key Requirements
Companies Act 2006	Corporate formation, director duties, shareholder rights	Annual filings, statutory accounts, director compliance
UK Corporate Governance Code	Board effectiveness, risk management, stakeholder engagement	Board composition, committee structure, annual evaluation
UK GDPR & Data Protection Act 2018	Data processing of UK residents, cross-border transfers	DPO appointment, lawful basis, data subject rights
Bribery Act 2010	Anti-corruption compliance globally	Adequate procedures, risk assessment, due diligence
Modern Slavery Act 2015	Supply chain transparency and due diligence	Annual slavery statement, supplier vetting
Consumer Rights Act 2015	Service delivery standards and consumer protection	Fair trading, complaint handling, transparency

### Uganda Operational Compliance

Our Uganda operations comply with comprehensive local regulatory requirements as detailed in our companion Uganda Compliance Pack, including:

- **Business Registration:** Uganda Registration Services Bureau (URSB) corporate registration and annual compliance

- **Education Sector Regulation:** Ministry of Education and Sports oversight, National Curriculum Development Centre standards
- **Child Protection:** Children Act (Cap 59) compliance, mandatory reporting protocols
- **Data Protection:** Data Protection and Privacy Act 2019, Personal Data Protection Office registration
- **Tax and Financial:** Uganda Revenue Authority compliance, VAT registration, corporate tax obligations
- **Employment Law:** Employment Act 2006, occupational safety, social security contributions

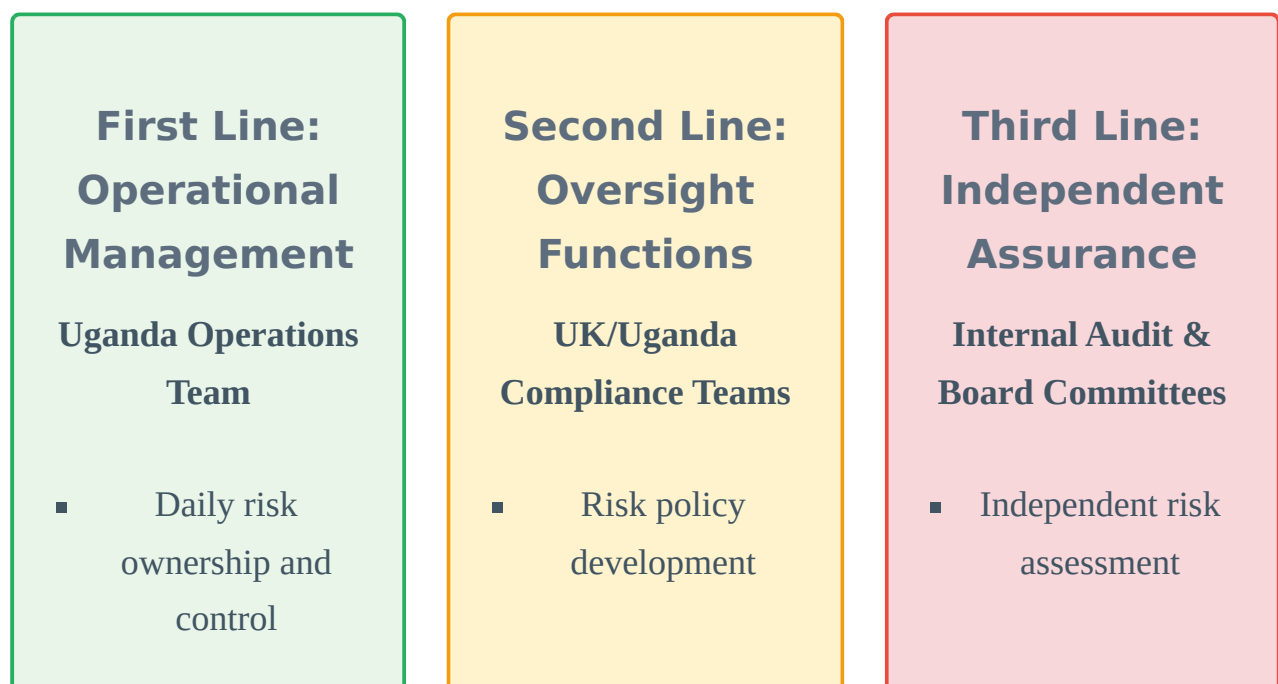
## Cross-Border Regulatory Considerations

Operating across UK and Uganda jurisdictions requires careful navigation of:

- Transfer pricing regulations and tax treaty obligations
- Cross-border data transfer requirements and adequacy decisions
- Currency controls and foreign investment regulations
- Anti-money laundering compliance in both jurisdictions
- Regulatory reporting obligations to multiple authorities

## 2.3 Three Lines of Defence Model

Skooli employs a comprehensive Three Lines of Defence model specifically tailored to manage the unique risks of operating education logistics supply chains across emerging markets:



- On-time delivery management
- Secure handover protocols
- Quality assurance checking
- Supplier relationship management
- Customer service delivery

- Compliance monitoring
- Regulatory liaison
- Performance measurement
- Training and guidance
- Incident investigation

- Audit program execution
- Governance effectiveness review
- Board reporting and advice
- External audit coordination
- Best practice benchmarking

## Integration with Education Logistics Operations

Our Three Lines of Defence model is specifically designed to address the unique risks inherent in education logistics:

- **Child Safeguarding:** Each line has specific safeguarding responsibilities, from daily delivery protocols (First Line) to safeguarding policy oversight (Second Line) to independent safeguarding audits (Third Line)
- **Supply Chain Integrity:** Multi-layered supplier vetting, quality control, and performance monitoring ensure reliable service delivery
- **Cross-Border Coordination:** Clear escalation procedures and communication protocols manage risks across UK-Uganda operations
- **Educational Institution Relations:** Structured approach to managing relationships with schools, handling complaints, and maintaining service standards

# 3. Board of Directors

## 3.1 Board Composition

The Skooli Board of Directors is structured to provide effective oversight of our education logistics operations while ensuring appropriate independence, expertise, and diversity representation.

### Board Structure Requirements

Director Category	Minimum Number	Key Requirements	Primary Responsibilities
Executive Directors	2	CEO mandatory, typically CEO + CFO or COO	Day-to-day management, strategy execution, operational oversight
Non-Executive Directors	3	Majority independent, diverse expertise	Independent oversight, strategic guidance, stakeholder representation
Chair	1	Non-executive, independent on appointment	Board leadership, governance oversight, stakeholder engagement
Senior Independent Director	1	Available to shareholders and stakeholders	Alternative contact point, board evaluation leadership

### Expertise and Experience Requirements

The Board collectively possesses expertise across the following critical areas:

<b>Education Sector Experience</b>	<b>Logistics and Supply Chain</b> <ul style="list-style-type: none"><li>Supply chain management</li></ul>
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- Educational institution management
- Education technology platforms
- Child protection and safeguarding
- Educational supply chain understanding

- Logistics operations
- Procurement and vendor management
- Quality assurance systems

### African Markets Experience

- Uganda business environment
- African regulatory frameworks
- Cross-border operations
- Emerging market risk management

### Technology and Digital Platforms

- Technology platform development
- Digital transformation
- Cybersecurity and data protection
- Mobile payment systems

## Diversity and Inclusion Requirements

The Board is committed to diversity across multiple dimensions:

- **Gender Diversity:** Minimum 33% representation of each gender by 2026
- **Ethnic Diversity:** Meaningful representation of African and other ethnic minorities
- **Geographic Diversity:** Directors with deep UK and/or Uganda/African experience
- **Skills Diversity:** Balanced representation across all required expertise areas
- **Experience Diversity:** Mix of executive, entrepreneurial, and professional service backgrounds

## 3.2 Board Roles and Responsibilities

### Strategic Direction and Oversight

- Approve corporate strategy and annual business plans
- Monitor progress against strategic objectives and KPIs
- Oversee major investments, acquisitions, and expansion plans
- Ensure adequate resources for strategy execution
- Review and approve annual budgets and multi-year forecasts

## **Financial Stewardship**

- Approve annual and interim financial statements
- Oversee internal financial controls and risk management systems
- Monitor cash flow, liquidity, and capital structure
- Approve major financing decisions and banking arrangements
- Ensure compliance with financial reporting requirements

## **Risk Management**

- Define risk appetite and tolerance levels
- Review and approve risk management framework
- Monitor key risks and mitigation strategies
- Oversee crisis management and business continuity planning
- Ensure adequate insurance coverage and risk transfer mechanisms

## **Safeguarding Oversight**

- Approve safeguarding policies and procedures
- Monitor safeguarding performance and incident reporting
- Ensure adequate safeguarding training and culture
- Oversee implementation of Faith Safeguarding Pack
- Review annual safeguarding reports and external assessments

## **Regulatory Compliance**

- Ensure compliance with UK and Uganda regulatory requirements
- Approve compliance policies and frameworks
- Monitor regulatory relationships and communications
- Oversee implementation of regulatory changes

- Approve regulatory filings and disclosures

## **Stakeholder Engagement**

- Oversee stakeholder communication and engagement strategies
- Monitor stakeholder feedback and satisfaction
- Ensure appropriate consideration of stakeholder interests
- Approve major stakeholder agreements and partnerships
- Review and approve corporate social responsibility initiatives

## **Succession Planning**

- Plan for CEO and senior executive succession
- Oversee talent development and leadership pipeline
- Approve senior executive appointments and terms
- Monitor executive performance and development
- Plan for board renewal and director succession

# **3.3 Individual Director Responsibilities**

## **Chair Responsibilities**

- Lead the Board and ensure its effectiveness
- Set board agendas in consultation with CEO and Company Secretary
- Facilitate productive board discussions and decision-making
- Ensure adequate information flow to directors
- Lead board evaluation and individual director development
- Represent the company to key stakeholders
- Ensure effective communication between board and shareholders

## **Executive Director Responsibilities**

- Provide operational leadership and management oversight
- Implement board decisions and strategic direction
- Ensure compliance with laws, regulations, and board policies
- Provide accurate and timely information to the board



- Manage day-to-day operations within delegated authority
- Build and maintain key stakeholder relationships
- Drive performance improvement and operational excellence

## **Non-Executive Director Responsibilities**

- Provide independent oversight and constructive challenge
- Contribute specialized expertise and external perspective
- Monitor executive performance and decision-making
- Participate actively in board committees
- Represent interests of all stakeholders, not just shareholders
- Support strategy development while maintaining independence
- Ensure adequate systems of internal control and risk management

## **Senior Independent Director Role**

- Serve as alternative contact point for stakeholders
- Lead board evaluation of Chair performance
- Provide leadership during Chair succession planning
- Available to address stakeholder concerns not resolved through normal channels
- Support Chair in managing board dynamics and effectiveness

# **3.4 Board Meetings and Procedures**

## **Meeting Frequency and Scheduling**

- **Regular Meetings:** Quarterly minimum, typically 6-8 meetings annually
- **Strategy Sessions:** Annual 2-day strategy review, typically held in Uganda
- **Committee Meetings:** Scheduled around board calendar, typically preceding board meetings
- **Emergency Meetings:** Called as required, with minimum 48-hour notice unless urgent

## **Quorum and Decision-Making**

- **Quorum:** Majority of directors (minimum 3 directors)

- **Decision-Making:** Simple majority vote, Chair casting vote in case of tie
- **Conflicts of Interest:** Conflicted directors excluded from discussions and voting
- **Virtual Participation:** Permitted for all meetings with appropriate technology

## Information and Board Packs

- Board packs distributed 7 days prior to meetings
- Standardized format including: CEO report, financial dashboard, operational KPIs, risk register, committee reports
- Supplementary information available through secure board portal
- Management presentations limited to key decision items

## 3.5 Director Appointment and Induction

### Nomination Process

1. **Skills Gap Analysis:** Nomination Committee assesses board composition and identifies required expertise
2. **Search and Identification:** External search firm engaged for independent director appointments
3. **Interview and Assessment:** Structured interview process including all board members
4. **Due Diligence:** Comprehensive background checks, reference verification, and conflict assessment
5. **Board Recommendation:** Nomination Committee recommends candidates to full board
6. **Shareholder Approval:** Formal appointment subject to shareholder approval at next AGM

### Induction Program

All new directors complete a comprehensive induction program including:

- **Company Overview:** Business model, strategy, operations, and key stakeholders
- **Financial Review:** Financial position, key metrics, budgets, and forecasts
- **Risk and Compliance:** Key risks, compliance requirements, and management frameworks

- **Safeguarding Training:** Child protection policies, incident procedures, and legal obligations
- **Uganda Operations Visit:** Site visits to understand operations and meet local teams
- **Stakeholder Meetings:** Introductions to key customers, suppliers, and partners

## **3.6 Board Performance and Evaluation**

### **Annual Board Effectiveness Review**

Conducted annually covering:

- Board composition, skills, and diversity
- Board dynamics and meeting effectiveness
- Information quality and decision-making processes
- Risk oversight and strategic guidance
- Stakeholder engagement and communication
- Committee effectiveness and reporting

### **Individual Director Assessment**

Annual one-on-one discussions between Chair and each director covering:

- Individual contribution and expertise application
- Meeting preparation and participation
- Development needs and training requirements
- Committee contribution and leadership
- External stakeholder engagement

### **External Evaluation**

Independent external evaluation conducted every three years, including:

- Comprehensive board effectiveness assessment
- Benchmarking against best practice and peer organizations
- Stakeholder perception survey
- Governance framework review and recommendations

- Individual director feedback and development planning

# 4. Board Committees

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The Board operates four specialized committees to provide detailed oversight and expertise in key governance areas. Each committee has clearly defined terms of reference, membership requirements, and reporting obligations to the full Board.

## 4.1 Audit and Risk Committee

### Membership and Chair Requirements

Requirement	Specification
Committee Size	Minimum 3 Non-Executive Directors
Chair Qualifications	Independent Non-Executive Director with recent and relevant financial experience
Member Expertise	Collective competence in accounting, auditing, finance, and risk management
Independence	All members must be independent Non-Executive Directors
Meeting Frequency	Quarterly minimum, with additional meetings as required

### Key Responsibilities

#### Financial Reporting Integrity

- Review and recommend approval of annual and interim financial statements
- Monitor significant financial reporting judgments and estimates
- Assess going concern assumptions and viability statements
- Review accounting policies and changes in accounting standards
- Oversee narrative reporting and fair, balanced, and understandable assessments

#### Internal Controls Effectiveness

- Review effectiveness of internal financial controls

- Monitor management's assessment of control deficiencies
- Oversee remediation of control weaknesses
- Review internal control statements and disclosures
- Assess controls over Uganda operations and cross-border activities

## **External Audit Oversight**

- Recommend external auditor appointment, reappointment, and removal
- Approve external auditor remuneration and terms of engagement
- Monitor external auditor independence and effectiveness
- Review audit plans, findings, and management responses
- Oversee provision of non-audit services and pre-approval processes

## **Risk Management Framework**

- Review and recommend risk appetite and tolerance statements
- Monitor key risk exposures and mitigation strategies
- Oversee risk register maintenance and reporting
- Review business continuity and crisis management plans
- Assess emerging risks and strategic risk implications

## **Compliance Monitoring**

- Monitor regulatory compliance across UK and Uganda jurisdictions
- Review compliance policies and procedures
- Oversee regulatory relationships and communications
- Review compliance reports and remediation activities
- Assess compliance with Uganda Compliance Pack requirements

## **Whistleblowing Oversight**

- Review whistleblowing policy and procedures
- Monitor whistleblowing reports and investigations
- Ensure adequate protection for whistleblowers
- Review anonymous reporting mechanisms and accessibility
- Oversee resolution of whistleblowing concerns

## 4.2 Safeguarding Committee

### Membership and Expertise Requirements

Role	Requirements	Responsibilities
Committee Chair	Independent Non-Executive Director with child protection or education experience	Committee leadership, board reporting, stakeholder engagement
Designated Safeguarding Lead (DSL)	Executive team member with professional safeguarding qualifications	Policy implementation, incident management, training oversight
Education/Logistics Expert	Non-Executive Director or external expert with relevant sector experience	Sector-specific guidance, best practice advice
Independent Safeguarding Advisor	External expert with child protection qualifications	Independent oversight, policy review, incident investigation

### Key Responsibilities

#### Safeguarding Policy Oversight

- Review and approve Faith Safeguarding Pack and related policies
- Monitor implementation of safeguarding procedures across operations
- Ensure alignment with UK and Uganda child protection legislation
- Oversee policy updates and regulatory compliance
- Review safeguarding risk assessments and mitigation strategies

#### Incident Review and Response

- Review all safeguarding incidents and near-misses
- Monitor incident response procedures and effectiveness
- Oversee investigations and remedial actions
- Review lessons learned and policy improvements
- Ensure appropriate external reporting and liaison with authorities

## Training Effectiveness

- Review safeguarding training programs and content
- Monitor training completion rates and effectiveness
- Oversee specialized training for high-risk roles
- Review staff competency assessments and certifications
- Ensure regular training updates and refresher programs

## Regulatory Compliance (Child Protection)

- Monitor compliance with UK and Uganda child protection laws
- Oversee DBS checks and background screening processes
- Review safer recruitment policies and procedures
- Monitor regulatory relationships with child protection authorities
- Oversee annual safeguarding compliance reporting

## 4.3 Remuneration Committee

### Membership and Independence

- **Composition:** Minimum 2 Independent Non-Executive Directors
- **Chair:** Independent Non-Executive Director (cannot be company Chair)
- **Expertise:** Collective experience in executive compensation and human resources
- **Independence:** No conflicts of interest or cross-directorships affecting independence

### Key Responsibilities

#### Executive Remuneration

- Determine remuneration policy for Executive Directors and senior management
- Set individual remuneration packages including salary, benefits, and incentives
- Approve service contracts, termination arrangements, and severance payments
- Monitor remuneration outcomes and alignment with performance
- Ensure compliance with regulatory disclosure requirements

#### Compensation Philosophy

- Develop and review overall compensation philosophy and strategy



- Ensure alignment with company values and stakeholder interests
- Consider pay equity and fairness across the organization
- Review market benchmarking and competitive positioning
- Balance short-term and long-term incentive structures

## **Incentive Schemes**

- Design and approve annual bonus and long-term incentive plans
- Set performance targets and metrics aligned with strategy
- Monitor scheme outcomes and effectiveness
- Review clawback and malus provisions
- Ensure appropriate risk adjustment in incentive calculations

# **4.4 Nomination and Governance Committee**

## **Membership Structure**

- **Chair:** Company Chair (unless conflicted, then Senior Independent Director)
- **Members:** Majority Independent Non-Executive Directors
- **Size:** Minimum 3 directors including the Chair
- **Expertise:** Governance experience, board recruitment, and organizational development

## **Key Responsibilities**

### **Board Composition and Succession**

- Review board composition, skills, and diversity regularly
- Identify and recommend candidates for board appointment
- Plan for board succession and renewal
- Oversee director induction and ongoing development
- Review director tenure and independence

### **Governance Framework Review**

- Review and update corporate governance policies and procedures
- Monitor governance best practice developments

- Assess compliance with governance codes and standards
- Review committee structures and effectiveness
- Oversee governance training and awareness programs

## **Board Effectiveness Evaluation**

- Design and oversee annual board evaluation process
- Review evaluation results and recommendations
- Monitor implementation of improvement actions
- Commission and oversee external board evaluations
- Report evaluation outcomes to the board and stakeholders

## **Diversity and Inclusion**

- Develop and monitor diversity and inclusion policies
- Set diversity targets and monitor progress
- Review recruitment processes for bias and effectiveness
- Promote inclusive governance practices
- Report on diversity metrics and progress

# 5. Executive Leadership Team

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## 5.1 Executive Structure

The Executive Leadership Team is responsible for day-to-day management and implementation of board strategy across Skooli's UK holding company and Uganda operational activities. The structure is designed to ensure effective oversight of our unique education logistics supply chain business model.

Position	Primary Focus	Key Accountabilities	Board Reporting
Chief Executive Officer (CEO)	Overall leadership and strategy execution	Corporate strategy, stakeholder relations, board interface	Monthly CEO Report to Board
Chief Operating Officer (COO) - Uganda	Uganda operations and supply chain management	Logistics operations, supplier management, service delivery	Quarterly Operations Report
Chief Technology Officer (CTO)	Technology platforms and digital infrastructure	Platform development, cybersecurity, system performance	Quarterly Technology Report
Chief Financial Officer (CFO)	Financial management and reporting	Financial controls, reporting, treasury, investor relations	Monthly Financial Dashboard
Chief Commercial Officer (CCO)	Revenue growth and customer relationships	Sales, marketing, customer success, partnerships	Quarterly Commercial Report
Director of Safeguarding (DSL)	Child protection and safeguarding compliance	Safeguarding policies, incident management, training	Quarterly Safeguarding Report
Head of People and Culture	Human resources and organizational development	Recruitment, performance management, culture, compliance	Quarterly People Report

## **5.2 Executive Responsibilities**

### **Chief Executive Officer (CEO)**

#### **Strategic Leadership**

- Develop and execute corporate strategy in alignment with board direction
- Lead strategic planning processes and annual business plan development
- Drive strategic initiatives including market expansion and new product development
- Ensure strategic alignment across all business functions and geographies

#### **Stakeholder Management**

- Represent the company to investors, regulatory authorities, and key partners
- Maintain relationships with major educational institution clients
- Engage with government officials and regulatory bodies in UK and Uganda
- Oversee corporate communications and public relations

#### **Organizational Leadership**

- Build and lead the executive team, ensuring effective collaboration
- Foster organizational culture aligned with Skooli's values and mission
- Ensure adequate systems of internal control and risk management
- Drive organizational performance and accountability

### **Chief Operating Officer (COO) - Uganda Operations**

#### **Operations Management**

- Oversee all Uganda-based logistics and supply chain operations
- Ensure service level agreement compliance and customer satisfaction
- Manage operational performance against KPIs and service standards
- Drive operational efficiency and cost optimization initiatives

#### **Supply Chain Leadership**

- Develop and maintain supplier relationships and procurement strategies
- Ensure supply chain resilience and business continuity planning

- Oversee quality assurance and product compliance processes
- Manage inventory, warehousing, and distribution operations

## **Local Compliance and Relations**

- Ensure compliance with all Uganda regulatory requirements
- Maintain relationships with local authorities and regulatory bodies
- Oversee implementation of Uganda Compliance Pack requirements
- Manage local partnerships and community relations

## **Chief Technology Officer (CTO)**

### **Platform Development and Management**

- Oversee development and maintenance of parent, student, and admin portals
- Ensure platform scalability, performance, and user experience
- Lead product development and feature enhancement initiatives
- Manage technology vendor relationships and third-party integrations

### **Cybersecurity and Data Protection**

- Implement and maintain comprehensive cybersecurity frameworks
- Ensure compliance with UK GDPR and Uganda data protection requirements
- Oversee data architecture, security, and privacy by design principles
- Manage incident response and business continuity for technology systems

### **Technology Strategy and Innovation**

- Develop technology strategy aligned with business objectives
- Evaluate emerging technologies and innovation opportunities
- Lead digital transformation initiatives across the organization
- Ensure technology infrastructure supports geographic expansion plans

## **Chief Financial Officer (CFO)**

### **Financial Management**

- Oversee financial planning, budgeting, and forecasting processes
- Ensure accurate and timely financial reporting to board and stakeholders

- Manage cash flow, working capital, and treasury operations
- Lead financial aspects of strategic initiatives and business development

## **Risk and Controls**

- Implement and maintain internal financial controls framework
- Oversee enterprise risk management and insurance programs
- Ensure compliance with financial regulations in UK and Uganda
- Manage external audit relationships and regulatory reporting

## **Investor Relations and Compliance**

- Lead investor relations activities and stakeholder communications
- Ensure compliance with UK Companies Act and reporting requirements
- Manage tax compliance and transfer pricing across jurisdictions
- Oversee corporate governance reporting and disclosure obligations

## **Chief Commercial Officer (CCO)**

### **Revenue Growth and Market Development**

- Drive revenue growth through customer acquisition and retention
- Develop and execute go-to-market strategies for new products and markets
- Lead market research and competitive intelligence activities
- Oversee pricing strategy and revenue optimization initiatives

### **Customer Success and Relationships**

- Ensure high levels of customer satisfaction and service delivery
- Develop and maintain relationships with key educational institution clients
- Oversee customer onboarding, training, and support programs
- Manage customer feedback and continuous improvement processes

### **Partnerships and Business Development**

- Identify and develop strategic partnerships and alliances
- Lead business development activities and expansion opportunities
- Oversee partnership agreements and relationship management

- Drive innovation in service delivery and customer engagement

## **Director of Safeguarding (DSL)**

### **Safeguarding Policy and Implementation**

- Develop, implement, and maintain comprehensive safeguarding policies
- Ensure implementation of Faith Safeguarding Pack across operations
- Monitor compliance with UK and Uganda child protection legislation
- Lead safeguarding risk assessments and mitigation strategies

### **Incident Management and Response**

- Manage safeguarding incident reporting and investigation processes
- Coordinate with external authorities and child protection services
- Oversee crisis management and emergency response procedures
- Ensure appropriate support for affected children and families

### **Training and Culture Development**

- Design and deliver safeguarding training programs for all staff
- Foster a culture of safeguarding awareness and responsibility
- Monitor training effectiveness and competency development
- Ensure regular updates and refresher training programs

## **Head of People and Culture**

### **Talent Management and Development**

- Lead recruitment, selection, and onboarding processes
- Develop and implement performance management systems
- Oversee talent development and succession planning initiatives
- Ensure effective employee engagement and retention strategies

### **Organizational Culture and Values**

- Foster organizational culture aligned with Skooli's mission and values
- Lead diversity, equity, and inclusion initiatives
- Ensure consistent culture across UK and Uganda operations

- Monitor employee satisfaction and organizational health metrics

## **HR Compliance and Policy**

- Ensure compliance with UK and Uganda employment legislation
- Develop and maintain HR policies and procedures
- Manage employee relations and disciplinary processes
- Oversee health and safety programs and compliance

## **5.3 Executive Performance Management**

### **Performance Framework**

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