ZENTRIQ BOARD DECISION TRACEABILITY CHECKLIST

The following checklist ensures that all board decisions are documented, traceable, and compliant with ZENTRIQ's governance standards. It is mandatory that all the steps are followed for each major decision made by the board.

1. Pre-Decision Documentation

1.1 Decision Proposal

- o   A formal proposal for the decision is submitted in writing at least 48 hours before the board meeting.
- o   The proposal includes a clear description of the decision, its rationale, expected outcomes, and potential risks.

1.2 Risk Assessment

- o   A risk assessment report is attached to the proposal, identifying any potential financial, legal, operational, or reputational risks.
- o   The risk assessment includes mitigation strategies for any identified risks.

1.3 Conflict of Interest Check

- o   Any potential conflicts of interest related to the decision are declared by board members in advance.
- o   Any conflicts are formally documented and addressed (e.g., recusal of involved parties).

2. Meeting Documentation

2.1 Meeting Agenda

- o   A meeting agenda is distributed to all board members in advance, outlining the decision to be discussed.
- o   The agenda specifies time slots for discussion, voting, and documentation.

2.2 Attendance Record

- o A full attendance record is taken, noting the presence or absence of each board member.
- o If a member recuses themselves due to a conflict of interest, this is noted in the minutes.

2.3 Discussion Log

- o A comprehensive record of the discussion is maintained, including key points made by board members for and against the decision.
- o Any dissenting opinions or concerns raised during the discussion are clearly noted.

3. Decision-Making Process

3.1 Voting Record

- o The decision is put to a formal vote, with a clear record of each board member's vote (e.g., for, against, abstain).
- o The voting outcome is recorded, including the final decision (approved/rejected).

3.2 Voting Threshold

- o The required quorum and voting threshold (e.g., simple majority, two-thirds) are clearly stated before voting.
- o If the decision requires a special majority, this is noted in the minutes.

3.3 Decision Confirmation

- o The final decision, along with any relevant conditions, is clearly confirmed by the chairperson after the vote.
- o The decision confirmation is included in the meeting minutes.

4. Post-Decision Documentation

4.1 Board Meeting Minutes

The meeting minutes are drafted and include the following:

- o A clear summary of the decision
- o The rationale behind the decision
- o Any dissenting opinions and the final voting outcome
- o Any action points or follow-up required

4.2 Decision Record Storage

- o The meeting minutes, proposal, risk assessment, and voting record are stored securely in a digital format.
- o The documents are accessible to authorized stakeholders for audit purposes.

4.3 Action Plan & Accountability

- o An action plan is created for implementing the decision, specifying deadlines, responsible individuals, and monitoring mechanisms.
- o The responsible parties are held accountable for executing the decision as outlined.

5. Review and Compliance

5.1 Compliance Check

- o A post-decision compliance check is conducted to ensure the decision aligns with ZENTRIQ's governance standards, legal requirements, and risk protocols.
- o Any required regulatory filings or notifications are completed, if applicable.

5.2 Audit Trail

- o An **audit trail** is created for all decision-making documentation, ensuring that all steps are traceable and verifiable.
- o The audit trail includes a timestamp, involved individuals, and signed confirmations.

5.3 Decision Monitoring

- o The decision's impact is monitored over the following quarter to ensure it has been implemented as planned.
- o A report on the decision's outcome, including any deviations from the action plan, is submitted to the board for review.

6. Decision Archival

6.1 Archiving

- o The decision, along with all related documentation (proposal, minutes, action plan, compliance checks), is securely archived in the company's governance system.
- o Archived decisions are easily retrievable for future reference or audits.

6.2 Access Control

- o Access to decision records is restricted to authorized personnel only, ensuring confidentiality and security.
- o A log of who accesses decision records is maintained for accountability.

Signature of Completion

By completing this checklist, the board acknowledges that all necessary steps for ensuring traceability, compliance, and accountability in the decision-making process have been followed.

Signed by:

Board Chair: _____

Date: _____

End of Checklist

This **Board Decision Traceability Checklist** provides a clear and actionable framework for documenting, verifying, and tracking decisions made by the board. It ensures that all significant decisions are aligned with the ZENTRIQ governance standards, preserving transparency, compliance, and accountability.