



MAGNUM CONSTRUCTION SERVICES INC.

CORPORATE GOVERNANCE CHARTER

Document Code: MCS-CORP-03 | **Revision:** 1.0 | **Effective Date:** October 31, 2025

1. PURPOSE

This Corporate Governance Charter establishes the framework through which **Magnum Construction Services Inc. (MCS)** is governed, directed, and controlled. Its purpose is to ensure integrity, transparency, accountability, and sustainable performance across all business functions — aligning leadership, ethics, and compliance with the company’s mission to deliver **safe, high-quality construction** across residential, commercial, and infrastructure markets.

2. SCOPE

This Charter applies to:

- The **Executive Leadership Team (ELT)**, Board of Directors (if applicable), management, and all employees.
 - All MCS subsidiaries, divisions, joint ventures, and field projects.
 - All contractors, suppliers, and stakeholders representing or acting on behalf of MCS.
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3. GOVERNANCE PRINCIPLES

MCS’s governance model is built upon internationally recognized principles of good corporate governance:

1. **Accountability** – Clear assignment of responsibility and decision-making authority.
2. **Transparency** – Open and accurate reporting of financial, safety, and performance data.
3. **Integrity** – Ethical and legal compliance in every action.



4. **Competence** – Leadership and workforce qualifications consistent with project demands.
 5. **Fairness** – Equal treatment of employees, partners, and stakeholders.
 6. **Sustainability** – Commitment to long-term social, environmental, and economic value.
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4. ORGANIZATIONAL STRUCTURE

- The **Executive Director / CEO** is responsible for corporate leadership, strategic planning, and stakeholder engagement.
- The **President / Managing Partner** oversees day-to-day operations, ensuring project execution aligns with approved budgets, schedules, and standards.
- The **Executive Leadership Team (ELT)** consists of the heads of Operations, Finance, Safety, Quality, Procurement, IT, HR, and Legal.
- **Division Managers and Superintendents** execute project strategies in compliance with the Corporate Management System.

All leadership roles are defined in the **Corporate Organizational Chart (MCS-CORP-01)**.

5. LEADERSHIP RESPONSIBILITIES

Executive Director / CEO

- Provides corporate vision and approves long-term strategy.
- Chairs the **Corporate Governance Committee**.
- Ensures compliance with laws, ethical standards, and ISO management systems.

President / Managing Partner

- Oversees execution of corporate policies.
- Leads business development, client relations, and risk mitigation.
- Approves resource allocation across divisions.

Corporate Governance Committee

- Reviews quarterly reports on ethics, risk, audit findings, and safety metrics.
- Recommends policy amendments and improvement actions to the Executive Director.



Department Heads

- Maintain departmental procedures consistent with the Integrated Management System (IMS).
 - Conduct internal audits and ensure corrective actions are implemented.
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6. GOVERNANCE FRAMEWORK

MCS maintains an **Integrated Management System (IMS)** encompassing:

- **ISO 9001 (Quality Management)**
- **ISO 45001 (Occupational Health & Safety Management)**
- **ISO 14001 (Environmental Management)**

Each system element is interlinked under the **Corporate Management System Manual (MCS-CORP-05)**.

This ensures policy consistency, audit traceability, and continuous improvement.

7. RISK MANAGEMENT AND INTERNAL CONTROLS

- A **Corporate Risk Register** is maintained to identify and mitigate operational, financial, and reputational risks.
 - Internal audits are performed semi-annually; findings feed into the **Corrective Action Register (CAR)**.
 - Controls include segregation of duties, financial approvals, and contractual oversight.
 - Major risks are reviewed quarterly by the Governance Committee and CFO.
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8. ETHICS AND COMPLIANCE

- The **Code of Ethics & Business Conduct (MCS-CORP-02)** governs all employee behavior.
 - All staff must complete annual ethics training and conflict-of-interest disclosures.
 - An **Ethics Hotline** and confidential reporting system are available to all employees and partners.
 - Retaliation against good-faith reporting is strictly prohibited.
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9. FINANCIAL AND PERFORMANCE ACCOUNTABILITY

- The **Chief Financial Officer (CFO)** ensures compliance with GAAP, tax regulations, and financial integrity.
 - Quarterly and annual financial reports are reviewed by Executive Leadership.
 - Corporate KPIs (Safety, Quality, Profitability, and Client Satisfaction) are monitored monthly through the **Performance Dashboard**.
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10. COMMUNICATION AND DISCLOSURE

- MCS maintains open and honest communication with clients, partners, and regulators.
 - Public statements must be authorized by the Executive Director or designee.
 - Proprietary, confidential, or client information must not be disclosed without written consent.
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11. BOARD & MANAGEMENT REVIEW

- The Governance Committee conducts an **Annual Management Review** covering safety, quality, environment, finance, and ethics performance.
 - The review identifies trends, lessons learned, and resource needs, which feed into corporate objectives for the following year.
 - Minutes of each review are documented and stored under controlled access.
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12. CONTINUOUS IMPROVEMENT

MCS promotes continuous improvement through:

- Employee engagement and feedback loops.
 - Analysis of incident and audit data.
 - Annual revision of this Charter and associated policies.
- All improvements are tracked and verified by the **Corporate Quality & EHS Director**.
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13. GOVERNANCE DOCUMENT CONTROL

This Charter forms part of the **Corporate Management System** and shall be:

- Reviewed annually or after significant structural or legal change.
- Approved by the **Executive Director / CEO**.
- Distributed electronically to all departments and job sites.
- Retained in both digital and physical archives for a minimum of five (5) years.

14. APPROVAL SIGNATURES

Approved By:	Title:	Signature:	Date:
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Michael Gaya	Executive Director / CEO	_____	_____
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Anthony Magadino	President / Managing Partner	_____	_____
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