How to Use This Checklist

Use this fillable checklist to map responsibility, identify evidence and agree actions across the five sections of the UK Corporate Governance Code 2024.

It is a planning tool, not a legal or reporting assessment. Confirm the Code's application and requirements using the current FRC Code, Listing Rules and professional advice.

FRC Code and guidance: frc.org.uk/library/standards-codes-policy/corporate-governance/

Organisation:

Reporting period: **Completed by:**

Date: **Board sponsor:** **Governance lead:**

1. Confirm Scope and Starting Position

Why is the checklist being completed? Select every item that applies.

- ☐ Commercial companies category
- ☐ Closed-ended investment funds category
- ☐ Preparing for a listing
- ☐ Using the Code as a voluntary benchmark

Starting Position by Code Section

Choose one starting position per row.

Code section	Ready	Some gaps	Major action	Not assessed
1. Board Leadership and Company Purpose	☐	☐	☐	☐
2. Division of Responsibilities	☐	☐	☐	☐
3. Composition, Succession and Evaluation	☐	☐	☐	☐
4. Audit, Risk and Internal Control	☐	☐	☐	☐
5. Remuneration	☐	☐	☐	☐

Immediate priorities, known departures or areas requiring advice:

2. Review Board Leadership and Responsibilities

Record the lead board or committee and where the supporting evidence can be found. Status: R = ready, A = action required, N/A = not applicable.

Section 1 - Board Leadership and Company Purpose

Checkpoint	Lead / committee	Evidence / location	R	A	N/A
Board decisions and outcomes are reported in the context of strategy and objectives.			☐	☐	☐
Purpose, values, strategy and culture are aligned, with culture assessed and monitored.			☐	☐	☐
Shareholder engagement is effective and significant votes receive an appropriate response.			☐	☐	☐
Workforce and stakeholder views, and how the board considered them, can be evidenced.			☐	☐	☐

Section 2 - Division of Responsibilities

Checkpoint	Lead / committee	Evidence / location	R	A	N/A
Chair, Chief Executive, Senior Independent Director and non-executive responsibilities are clear.			☐	☐	☐
Board and committee composition, independence and time commitments are reviewed.			☐	☐	☐
Directors receive accurate, timely and clear information and have appropriate resources.			☐	☐	☐
All directors have access to the Company Secretary and governance processes remain fit for purpose.			☐	☐	☐

Evidence gaps, dependencies or explanations to develop:

3. Review Composition, Risk and Internal Control

Use current, company-specific evidence. Link gaps to an owner and action on the final page.

Section 3 - Composition, Succession and Evaluation

Checkpoint	Lead / committee	Evidence / location	R	A	N/A
Board appointments follow a formal, rigorous and transparent process with nomination committee oversight.			☐	☐	☐
Orderly succession plans cover the board and senior management, including the Company Secretary.			☐	☐	☐
Board and committee skills, experience, knowledge, diversity and inclusion are reviewed.			☐	☐	☐
Annual board, committee and director performance reviews lead to owned improvement actions.			☐	☐	☐

Section 4 - Audit, Risk and Internal Control

Checkpoint	Lead / committee	Evidence / location	R	A	N/A
Audit committee responsibilities and the Audit Committees and External Audit: Minimum Standard are addressed.			☐	☐	☐
The annual report is fair, balanced and understandable, with significant reporting judgements supported.			☐	☐	☐
Principal and emerging risks, risk appetite, going concern and viability have appropriate board oversight.			☐	☐	☐
The risk management and internal control framework is maintained, monitored and reviewed at least annually.			☐	☐	☐
Provision 29 material controls, evidence, declaration and any remediation are ready for reporting.			☐	☐	☐

Evidence gaps, dependencies or explanations to develop:

4. Complete the Review and Agree Actions

Finish the Section 5 review, test the quality of the evidence and record the actions required.

Section 5 - Remuneration

Checkpoint	Lead / committee	Evidence / location	R	A	N/A
Remuneration policies and procedures support long-term sustainable success.			☐	☐	☐
Executive remuneration outcomes align with purpose, values and strategy.			☐	☐	☐
Workforce pay and conditions, and relevant engagement, are considered.			☐	☐	☐
Discretion, malus and clawback arrangements are documented and appropriately reported.			☐	☐	☐

Cross-Code Evidence Check

- ☐ Owners confirmed for every gap
- ☐ Departures have clear explanations
- ☐ Annual report cross-references are clear
- ☐ Evidence is current and company-specific
- ☐ Reporting covers decisions and outcomes
- ☐ The governance calendar supports approvals

Action Plan

Action	Owner	Target date

Capacity and Support Decision

- ☐ Existing team can deliver
- ☐ Reprioritise or reallocate work
- ☐ Temporary or interim support
- ☐ Permanent capability or capacity
- ☐ Specialist or project support
- ☐ Further review is required

Need additional governance capacity or specialist support? ingenpartners.co.uk/contact/

Ingen Partners can help define the requirement and identify permanent, interim or project support.

For general planning only. Refer to the current FRC Code and guidance, Listing Rules and professional advice.