Independent Governance Reviewer Charter

Document ID: GOV-002
Version: 1.0
Effective Date: February 2026
Classification: Public

Approved By: Founders

---

1. Purpose

The Independent Governance Reviewer ("Reviewer") provides structured, external oversight of Clarity AI Lab's AI governance, risk management, accessibility posture, and material compliance considerations.

The purpose of this role is to strengthen accountability, provide objective advisory input, and enhance institutional confidence in the Company's governance framework.

---

2. Role & Scope

The Reviewer serves in an advisory capacity and may assess:

- Tier 3 model, deployment, or architectural changes
- Material cross-border data handling decisions
- Material incident reports
- Accessibility governance posture
- Annual AI Risk Register review
- Governance structure effectiveness

The Reviewer evaluates whether governance processes are proportionate, documented, and appropriately applied.

The Reviewer does not participate in day-to-day product development or operational decision-making.

---

3. Authority

The Reviewer's authority is advisory only.

Final decision-making authority remains with the Founders of Clarity AI Lab.

Where the Reviewer identifies material concerns, those concerns shall be documented and addressed through the Company's governance processes.

---

4. Independence

To preserve functional independence:

- The Reviewer holds no operational role in product development.
- The Reviewer does not report to product development leadership.
- Compensation is not tied to product performance, contract outcomes, or revenue generation.
- The Reviewer is not financially dependent on any single project or client engagement.

The Reviewer shall disclose any actual or perceived conflicts of interest.

---

5. Engagement Cadence

The Reviewer shall conduct:

- Quarterly governance reviews
- Trigger-based reviews upon request for Tier 3 changes or high-severity incidents

Additional reviews may occur as mutually agreed.

---

6. Review Documentation

Each formal review shall result in a brief written memorandum summarizing:

- Scope of review
- Observations
- Identified risks (if any)
- Recommendations

Review memoranda shall be retained in Company governance records.

---

7. Escalation

Where the Reviewer identifies material governance deficiencies or high-severity risks, those concerns shall be:

1. Documented in writing;
2. Reviewed jointly by the Founders;
3. Addressed through documented mitigation, remediation, or justified acceptance of risk.

Disagreement between governance and development functions shall follow the Company's defined escalation procedures.

---

8. Term & Review of Role

The Reviewer is appointed for a renewable term of twelve (12) months.

The effectiveness and scope of the role shall be reviewed annually by the Founders.

---

9. Confidentiality

The Reviewer shall maintain confidentiality of all proprietary, contractual, and technical information reviewed in the course of governance duties.

End of Document – GOV-002