



BOARD MANUAL CONTENTS

PURPOSE

To propose contents for a board manual.

ABOUT THE ORGANISATION

- > Mission/values/goals/objectives/KPIs
- > Brief historical background
- > Services and products
- > Services and products in development
- > Description of market/industry environment, competition, partnerships
- > Key stakeholders
- > Size of company i.e. full time employees, financial turnover
- > Revenue mix e.g. government funding is what % of annual turnover
- > Corporate/legal structure, DGR status
- > Customer/audience numbers for last three years
- > Programs and target markets e.g. marketing and ticket sales, fundraising, artistic, educational

CURRENT DOCUMENTS

- > Recent board papers including management accounts (P&L, balance sheet, cash flow)
- > Minutes of three most recent meetings
- > Current year's budget
- > Last annual report
- > Strategic/Business plan
- > Risk management profile
- > Core funding agreement/s
- > (Major) sponsorship/partnership agreements
- > Constitution
- > Directors' and Officers' Liability Insurance (if applicable)

PERSONNEL

- > Board contact list
- > Board skills/knowledge audit
- > Directors' declaration of interests template
- > Results of recent board evaluation
- > Organisation chart
- > CEO biography and KPIs
- > Senior management biographies

CALENDAR

- > Board meetings
- > Key events
- > Cultivation events (if any)
- > Funding body reports requiring board sign off

GOVERNANCE PROCEDURES

- > Structural governance
 - Composition of Board including sub committees
 - Subcommittee terms of reference
 - Board member duty statement
 - Chair duty statement
 - Differentiation of Chair & CEO roles
 - CEO delegations (financial and other)
 - Membership (i.e. is there a membership, size, engagement with organisation)
- > Functional governance
 - Board meetings
 - Frequency/notice
 - Agenda-setting
 - Papers
 - Decision making
 - Minutes
- > Legal obligations
 - Advising on, approving & monitoring plans and budgets
 - Audit (recommend & remunerate auditors and oversee audit process)
 - Compliance (legal and regulatory requirements)
- > 'House rules'
 - Special matters/crises
 - Substantial commitments (e.g. purchase of capital equipment, investments)
 - Internal control policies/systems
 - Senior stakeholder management/networking (expectations, roles, regular reporting)
 - Board development (industry briefings, financial training)
- > Strategic governance
 - Strategic planning process
 - Strategic plan monitoring process

- > Performance governance
 - o Board evaluation
 - o CEO evaluation and feedback
 - o Evaluation of progress in relation to core funding body requirements

BOARD POLICIES

- > Board member succession planning and recruitment (recruitment working list, response to expressions of interest, nominations, acceptance, induction)
- > Risk Management (especially financial & professional, opt legal & property)
- > Procedural policies
 - o Complimentary ticket allocations for board members
 - o Communications between board and staff
 - o External communications
- > Financial
 - o Asset Protection
 - o Budgeting and Financial Planning
 - o Fundraising, Sponsorship, and Corporate Partnerships
 - o Expenses
 - o Investment Planning
 - o Reserves
 - o Procurement Policy
- > Board Procedure
 - o Attendance Policy
 - o Board Development
 - o Board Member Induction
 - o Board Recruitment and Succession
 - o Board Self-Assessment Annual Review
 - o Code of Conduct for Board members
 - o Conduct of Meetings Policy
 - o Confidentiality Policy
 - o Conflict of Interest
 - o Dispute Resolution Policy
 - o Board's Decision-Making Process
 - o Directors Access and Indemnity
 - o Role of Committees & Terms of Reference

- o Role of the Board
- o Role of the CEO
- o Role of the Chairperson
- o Transparency and Accountability Policy
- > Chief Executive
 - o CEO Evaluation
 - o Delegations
 - o Remuneration and Employment Conditions
- > Legal
 - o Role of Board Secretary
 - o Legal Compliance
 - o Risk Management Policy
 - o Whistleblower
- > Human Resources
 - o Diversity and gender equality policy
 - o Recruitment (Board / Staff)
 - o Delegations
 - o Anti-discrimination, Affirmative Action
 - o Complaints and grievance policy
 - o Workplace Health and Safety
- > Communications
 - o Digital/Social Media
 - o Media and Communications
 - o Public Comment
 - o Communication and Support to the Board
- > Planning
 - o Monitoring of Organisational Performance
 - o Strategic and Operational Planning
 - o Succession planning
 - o Workforce Development
 - o Evaluation policy
- > Other
 - o Governance Policy
 - o Environmental Sustainability
 - o Membership

ORGANISATIONAL POLICIES

- > Staff grievances
- > OH&S
- > Members/Volunteers

REFERENCES

- > Fishel, D, The Book of the Board, Federation Press, Sydney, NSW (2003; 3rd edn. 2014)
- > Institute of Community Directors Australia - [Compiling a board manual](#)

ABOUT POSITIVE SOLUTIONS

Positive Solutions offers a range of services to non-profit boards throughout Australia. [Board development workshops](#) and detailed board reviews can be tailored to the needs of each organisation. To find out more about how Positive Solutions can help you, contact: info@positive-solutions.com.au or call 07 3891 3872.

THE BOOK OF THE BOARD

[The Book of the Board](#) is Australia's standard reference book for board and committee members of non-profit organisations. Authored by Positive Solutions Director, David Fishel, and currently in its third edition, The Book of the Board provides clear guidance on the role of the non-profit board, formal and legal responsibilities, and the ways in which the board can maximise its effectiveness for the organisation.

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