
[NGO Name] Board Manual

[Document date]

How to Use this Manual

This manual is intended to be used as a guide to the creation of any organization's board manual template. Some of the language may not be applicable to your organization, and you may want to consider adding sections and documents that are relevant to your organization. We encourage you to utilize the prompts (in blue and red font) to craft your own board manual. Prompts that are highlighted in blue are tips for your consideration, and red are explanations of what needs to be included in the section.

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1. Background and Legal Information

1.1 Brief History or Fact Sheet

[Insert text describing the history and background of the organization.]

1.2 Press Releases or Articles

[Hyperlink any recent or relevant press releases or articles pertaining to the organization]

[Doing so will help new board members with onboarding and context.]

1.3 Relevant Legal Documents

[Insert a hyperink to the following documents in a protected / secure folder location for the board directors to access.]

- Memorandum and Articles of Association
- Section 88 tax-exemption certificate
- [Include other relevant legal documents]

1.4 Meeting Minutes

[Insert meeting minutes]

[Providing previous board meeting minutes will help onboard new board members faster and help them with context on the matters that are being dealt with or are ongoing. Consider providing at least the most recent meeting minutes and up to a years' worth of meetings minutes.]

2. Financial Information

[Each of the following items will support a critical part of each board member's role in oversight and governance of the organization. It's important that each of these is provided as part of any new board members' onboarding process. Hyperlink the following documents to keep the board manual brief while ensuring the board members have all the information on your organization's financial status.]

- Prior Year Annual Report
 - Prior Year Audit Report
 - Current Annual Budget
 - List of Donors / Funders
 - Long-term Financials (sales, memberships, programs etc. for five to 10 years)
 - Banking Resolutions
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3. Strategic Framework

[The board's role in strategy includes setting the organization's purpose (mission, vision, and values), strategic decisions, approving the strategic plan, setting and monitoring the Key Performance Indicators (KPIs), and overseeing execution of the strategy. Insert the following items that are the key elements of the Strategic Framework.]

- Mission, Vision, and Values [Summary details of your organization's purpose and core values.]
 - Strategic Plan [Summary details of your organization's vision for the future and the goals and objectives that have been identified to achieve that vision.]
 - Fundraising Plan [Detailed elements of the current plan such as a schedule of initiatives.]
 - Marketing and Promotions Plan [Summary details of the initiatives that will be executed to promote your organization and its work.]
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4. The Board

Board Members' Names, Bios and Contact Information

[Complete the table with Name, Bio/LinkedIn profile, and Contact Information for each board member]

[NGO Name] Board

Name	Bio/LinkedIn	Contact Information
Board member 1 (Board Role 1)		Email Phone Number
Board member 2 (Board Role 2)		Email Phone Number

5. Board Responsibilities

1. Duty of Care: Take care of the organization by ensuring prudent use of all assets, including facilities, people, and good will.
 2. Duty of Loyalty:
 - Ensure that the organization's activities and transactions are first and foremost, advancing its mission;
 - Recognize and disclose conflicts of interest;
 - Make decisions that are in the best interest of the organization, and not in the best interest of any individual.
 3. Duty of Obedience: Ensure that the organization complies with applicable laws and regulations, follows its own bylaws, and that the organization adheres to its stated purpose/mission.
 4. Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary stakeholders served.
 5. Appoint the general manager / chief executive officer ("GM" / "CEO"). There should be a consensus on the GM / CEO's responsibilities and undertake a careful search to find the most qualified individual for the position.
 6. Support the GM / CEO and assess his or her performance. The board should ensure that the GM / CEO has the moral and professional support he or she needs to further the goals of the organization.
 7. Provide proper financial oversight. The board must assist in developing the annual budget and ensure that proper financial controls are in place.
 8. Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
 9. Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
 10. Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
 11. Recruit and onboard new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
 12. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
 13. Determine, monitor, and strengthen the organization's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
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6. Board Member Responsibilities

1. Attend all board and committee meetings and functions, such as special events.
2. Be informed about the organization's mission, services, policies, and programs.
3. Review agenda and supporting materials prior to board and committee meetings.
4. Serve on committees or task forces and offer to take on special assignments.
5. Make a personal financial contribution to the organization.
6. Inform others about the organization and advocate for the organization.
7. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
8. Keep up-to-date on developments in the organization's field.
9. Adhere to relevant organization-wide policies including conflicts-of-interest and confidentiality policies.
10. Refrain from making special requests of the staff.
11. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.

6.1 Board Member Terms

Board members serve for a term of [Enter number of year] years. At the end of each term, members who wish to stand for re-election are asked to renew their commitment. Individuals who do not meet membership expectations as determined by a performance review will be asked to step down.

6.2 Time Commitment

[Include meeting attendance requirements and meeting schedule]

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

- The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be absent from the upcoming meeting).
- The member has three notified absences in a row.
- The member misses one-third of the total number of board meetings in a 12-month period.

If a board-attendance problem exists regarding a member, the chair of the board will promptly contact the member to discuss the problem. The member's response will promptly be shared by the chair of the board with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, the board will promptly initiate a process to begin recruiting a new board member.

6.3 Financial Commitment

The board should commit [insert a certain percentage] [100% financial commitment is recommended] to fundraising and as such, each board member should commit a personal financial contribution in the form of [insert frequency e.g., monthly, quarterly, annual] donation, in accordance with their individual capacity.

6.4 Fundraising

Board members assume direct responsibility for fundraising to ensure the organization has the financial resources it needs to carry out its objectives. This involves contribution and support with planning, fundraising activities, and with expanding the organizations fundraising outreach.

6.5 Committee Chair/Member Commitment

In addition to their ordinary responsibilities, board members are also encouraged to identify and participate in a standing committee or special project committee as a chair or secretary of that committee to support its development and ongoing operation.

7. Board Committees

[The following are descriptions of common standing committees for non-profit boards. It's not necessary nor recommended to have all of these established and they should be considered for each individual organization based on needs, maturity, strategic mission, and risk profile etc.]

[List your organization's committees and their responsibilities.]

7.1 Governance and Board Development Committee

The Governance and Board Development Committee's main role is to institutionalize best practices in three areas: strategic board recruitment, effective board engagement, and intentional revitalization. This includes handling board self-assessment, board development, and ensuring the board is diverse.

Responsibilities include:

- Monitor for possible conflicts of interest and ensure all activities are handled in an open, transparent, and ethical manner.
- Organize orientation, training, and education sessions for new board members and for the development of board practices.
- Meet with, interview, and recommend potential candidates for prospective board membership.
- Develop and support board self-assessments and performance reviews.

7.2 Fundraising Committee

The Fundraising Committee works with the board chair, the chief executive, and fundraising staff to provide valuable input for developing the fundraising plan, engaging the entire board in fundraising, and overseeing the organization's overall fundraising.

Responsibilities include:

- Work to ensure section 88 tax-exemption is obtained.
 - Manage grant writing and other fundraising applications, e.g., the SIE Fund Application and other large grant applications.
 - Work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.
 - Work with fundraising staff in their efforts to raise money, and to take the lead in certain types of major outreach efforts.
 - Be responsible for involvement of all board members in fundraising.
 - Monitor fundraising efforts to ensure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.
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7.3 Finance Committee

In general, staff prepare the budget and monitor income and expenditures daily. The Finance Committee provides oversight by reviewing financial statements and the budget, and ensuring that the board's policies and strategic priorities are reflected in the budget.

Responsibilities include:

- Ensure the company's monthly expenses are being recorded, accounts are being kept appropriately, bills are being paid, and audit preparation is being handled on a continual basis.
- Review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations, and on a consistency between the budget and the organization's plans.
- Report to the board any financial irregularities, concerns, opportunities.
- Recommend financial guidelines to the board.
- Work with staff to develop financial reports and ensure that reports are accurate and timely.
- Recommend selection of the auditor and work with the auditor.
- Ensure that donation and program invoices and receipts are being issued in a timely manner.
- Ensure employees are being paid on time, and payroll slips are being issued monthly.
- Ensure that annual and program reports are prepared in a timely manner, e.g., at the end of a funding period (for specific program reports).

7.4 Program Committee

The Program Committee provides oversight and strategic direction specifically for the organization's programs.

Responsibilities include:

- To oversee new program development, and to monitor and assess existing programs.
- To initiate and guide program evaluations To facilitate discussions about program priorities for the organization.

7.5 Risk Management Committee

The Risk Management Committee provides oversight of matters concerning the organization's risk management framework, policies, systems, and material risks.

Responsibilities include:

- Setting the risk appetite and tolerance levels of the organization in pursuit of the organizations objectives.
 - Oversee and review the development and effectiveness of the organizations risk management framework, systems and function.
 - Review and assess the effectiveness of the organization's risk control and mitigation tools, approach and methodology, including (but not limited to) the results and findings of annual audits and reviews.
 - Review and approve any risk-related policies, for example work, health and safety, conflicts of interest, data privacy etc.
 - Monitor and oversee the organization's material risks spanning internal / operational, external, and emerging risks.
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8. Policies

[This section should provide board members with the internal policies that have direct relevance to their positions. The list below is not intended to be exhaustive and organizations will have variations on their policies. The policies can either be inserted directly, hyperlinked to the organization's internal repository, intranet or file location etc. or as appendices.]

- Code of Ethics / Code of Conduct
 - Conflicts of Interest
 - Directors and Officers Insurance Policy
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9. Organizational Information

[This section should provide further organizational information to support board members. This can include further information about the organization itself, schedules / calendar of events, or key milestones through the year etc. The documents can either be inserted directly, hyperlinked to the organization's internal repository, intranet or file location etc. or as appendices.]

- Staff List / Organizational Chart
 - Programs List: descriptions, objectives etc.
 - Annual Calendar / Program Schedule
 - Brochures, Advertisements, Communications and Marketing Materials
 - Website Information
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