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**Company X Board of Directors Terms of Reference**

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# Purpose

[State the purpose of the board]

# Composition

## Board Composition

[Give a brief description of the board composition, e.g. The Board currently consists of Executive Directors (including the CEO), and Non-Executive Directors, consisting of a balance of skills and expertise]

The composition of the Board and matters such as the selection and re-election of Directors are the responsibilities of xxx

All Non-Executive Directors are considered to be independent in character and judgement.

The Board will consist of [insert #] individuals. [identify key characteristics of the individuals, if relevant, e.g. community members, staff, gender, backgrounds, expertise] [identify non-voting members, e.g. The Board Chair [and/or Executive Director] will be an exofacial member without vote.]

[The Board is currently composed of the following members/attendees:]

|  |  |  |
| --- | --- | --- |
| Role  | Status | Deputy |
| [Insert the relevant job title] | [Member/non-voting attendee] |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

[Insert any additions relating to this section]

## Membership

[A board member who fails to uphold their responsibilities or does not attend [insert #] meetings without a reasonable explanation will be asked by the Chair to resign from the board. Otherwise, a vote shall be taken to remove the member from the board.]

[Insert any additions relating to this section]

## Quorum

XX members present at any Board meeting shall form a quorum whether attending in person, by telephone or online, of whom the majority should be Non-Executive Directors.

# Responsibilities

[Identify key duties of the Board and the committees, e.g. to provide direction and general guidance; to monitor the actions of management; to ensure that rules are observed and to ensure appropriate systems are in place to identify risks]

**3.1** ***Management***

The Board has the responsibility [Insert all responsibilities in a list]

e.g.

a) To appoint and/ replace the Chief Executive Officer (CEO) and monitor his/her performance

b) To provide the CEO with counsel in his/her duties

c) To approve the CEO’s compensation

d) To …

**3.2 *Monitoring***

The Board has the responsibility [Insert all responsibilities in a list]

e.g.

a) To monitor the organization's progress towards its main objectives

b) To ensure that the annual Budget encompasses the organisation’s financial model

c) To approve the budget and monitor expenditures

d) To monitor risks

e) To …

***3.3 Strategy Determination***

The Board has the responsibility [Insert all responsibilities in a list]

e.g.

a) To review, with management, the mission of the organization, its objectives and the strategies by which it proposes to reach those goals

b) To revise and alter the company’s direction through management as seen fit

c) To …

***3.4 Policies and Procedures***

The Board has the responsibility to [Insert all responsibilities in a list]

e.g.

a) To develop, approve and monitor compliance with all major policies that govern the operations of the organization

b) To …

***3.5 Financial Reporting and Controls***

The Board has the responsibility to [Insert all responsibilities in a list]

e.g.

a) To ensure that the financial results are reported fairly and in accordance with accounting principles (such as International Financial Reporting Standards (IFRS) or Generally Accepted Accounting Principles (GAAP)

b) To ….

***3.6 [Insert other roles / responsibilities]***

[Insert any additions relating to this section]

# Meetings

## Meeting Frequency

The board will meet [identify frequency, e.g. once a month, four times a year]. The meetings may be held one-on-one or electronically, e.g. via zoom

A Director and the Company CEO can call a Board meeting.

## Meeting Absence

If a member is unable to attend a meeting, that member can speak to the Chair in

advance and submit written reason for missing the meeting in advance of the meeting.

[Insert any additions relating to this section]

# Term

[Insert the term (period or start and end date, e.g. two years or March 2020 to April 2021) of the membership in the Board]

[Insert any additions relating to this section]

# Chair of the Board

The Chair of the board will be a Board member elected by the Board of Directors.

[Insert the duties of the chair]

e.g. The chair shall:

a) Call meetings

b) Chair meetings

c) Designate a board member to chair meetings in case of absence

[Insert any additions relating to this section]

[The Chair may invite outsiders (guests) to attend meetings as a resource that might benefit the organisation.]

# Minutes

The board secretary [or insert position] shall take minutes at the board

meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept for future reference in case of any conflicts.

[Insert any additions relating to this section]