**Board of Directors Governance Indicators for the Non-Profit Organisation**

(Adapted from, McNamara C. Governance (Board) Indicators. St. Paul, Minnesota, USA; The Management Assistance Program for Nonprofits, 1998.)

1. The roles of the Board and the Executive Director are defined and respected, with the Executive Director delegated as the manager of the organisation's operations and the Board focused on policy and planning.
2. The Executive Director is recruited, selected, and employed by the Board of Directors. The Board provide clearly written expectations and qualifications for the position, as well as reasonable compensation.
3. The Board of Directors acts as governing trustees of the organisation on behalf of the community at large and contributors while carrying out the organisation's mission and goals. To fully meet this goal, the Board of Directors must actively participate in the planning process as outlined in planning sections of this checklist.
4. The Board's nominating process ensures that the Board remains appropriately diverse with respect to gender, ethnicity, culture, economic status, disabilities, and skills and/or expertise.
5. The Board members receive regular training and information about their responsibilities.
6. New Board members are oriented to the organisation, including the organisation's mission, bylaws, policies, and programmes, as well as their roles and responsibilities as Board members.
7. Board organisation is documented with a description of the Board and any Board committee responsibilities.
8. Each Board member has a Board operations manual.
9. If the organisation has any related party transactions between Board members or their family, they are disclosed to the Board of Directors, the auditor and relevant authorities based on the law of the country where the organisation is registered.
10. The organisation has at least the minimum number of members on the Board of Directors as required by their bylaws or statute.
11. If the organisation has adopted bylaws, they have been reviewed by legal counsel and conform with the legal requirements of the country where the organisation is registered.
12. The bylaws should include:
    1. how and when notices for Board meetings are made;
    2. how members are elected/appointed by the Board;
    3. what the terms of office are for officers/members;
    4. how Board members are rotated;
    5. how ineffective Board members are removed from the Board; and,
    6. a stated number of Board members to make a quorum which is required for all policy decisions.
13. The Board of Directors reviews the bylaws.
14. The Board has a process for handling urgent matters between meetings.
15. Board members serve without payment unless the organisation has a policy identifying reimbursable out-of-pocket expenses.
16. The organisation maintains a conflict of interest policy and all Board members and executive staff review and/or sign to acknowledge and comply with the policy.
17. The Board has an annual calendar of meetings. The Board also has an attendance policy such that a quorum of the organisation's Board meets at least [insert timeframe: usually quarterly and twice per year].
18. Board meetings have written agendas and materials relating to significant decisions are given to the Board in advance of the meeting.
19. The Board has a written policy prohibiting employees and members of an employees' immediate family from serving as Board Chair or Treasurer.