

Sample Board Mandate

The mission of XYZ is to

In service of this mission, XYZ Board of Directors is entrusted with ensuring its relevance, health, and good standing. Accountable to a wide range of stakeholders in the community, the board is responsible for performance of XYZ's mission and strategic objectives, and the effective stewardship of its financial and human resources.

This Board Mandate outlines the roles and function of the Board of Directors as a whole, as well as the specific responsibilities of individual Board Directors.

A. PURPOSE AND COMPLIANCE

The purpose of this Mandate is to ensure that the Board has a shared understanding of its governance role and to document the principles of conduct and ethics to be followed. Every Director and officer must act honestly and in good faith with a view to the best interests of XYZ; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

B. DUTIES OF THE BOARD

- 1) the overall governance of the affairs of XYZ;
- 2) formulating, revising and/or adopting the mission, vision and values of XYZ;
- 3) creating, implementing and evaluating a strategic plan;
- 4) establishing a process and schedule for monitoring and assessing performance in areas of Board responsibility including the strategic plan, financials and the board's own effectiveness;
- 5) approving financial policies; monitoring financial performance, and approving the annual budget and audited financial statements;
- 6) ensuring regulatory and legal compliance;
- 7) recruiting and supporting the Chief executive; approving the Chief executive's annual performance goals and evaluating performance; ensuring a succession plan is in place;
- 8) being knowledgeable about risks inherent in the operations of XYZ and using risk analysis as part of Board decision-making;
- 9) establishing governance structures and processes to facilitate the performance of the Board's role and enhance individual director performance;
- 10) recruiting skilled, experienced and qualified Board Directors; ensuring ongoing Board training and education.

C. INDIVIDUAL DIRECTOR RESPONSIBILITIES

- 1) Act honestly, in good faith and in the best interests of XYZ.
- 2) Prepare adequately for and attend regularly scheduled and special meetings of the board, and participate on committees as required.
- 3) Abide by the bylaws, code of conduct, conflict of interest and other policies that apply to the board.
- 4) Be willing to leverage established networks and range of contacts to promote XYZ. Attend organizational events, and activities, acting as an Ambassador as opportunities arise.
- 5) Participate in annual evaluation of the board's performance as well as one's own performance as a director.
- 6) Avoid situations where personal interests will conflict, or will appear to conflict with XYZ duties. Declare any conflicts of interest as per the Conflict of Interest policy.
- 7) Support duly authorized Board decisions and actions. The Board speaks with one voice. Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of Directors.
- 8) Hold in strictest confidence any and all confidential information received or obtained, except when given expressed approval for the service of XYZ.

D. REVISIONS TO THE MANDATE

The Board Mandate shall be reviewed annually.