

CHECKLIST FOR BOARD MANUAL

Here is checklist for a Manual for a Board of Directors. This will help the Directors all understand the Company and how the Board operates. Directors should become familiar with their Board Manual before they begin their service.

Each Manual will be unique to every Company in its details, but the following is a list of what should be included in the Board Manual. Further, both the Chairman and Secretary (and counsel, if there are new laws or regulations issued in the previous year) should review the Board Manual annually and make appropriate changes. Modifications to the Manual should be explained and discussed either in the next regular Board meeting or in informal discussions between the Chairman and each Director, or between the Secretary and each Director.

Board Manual

1. Company Mission Statement
2. Long Term Strategic Plan (Long Term Goals & Objectives)
3. Calendar of Reports
4. Annual Plan
5. The CEO Role & Board Relationship
 - a. General Job Description
 - b. Annual Objectives
 - c. Remuneration
 - d. Communication Requirements
 - e. Process for Evaluation of Performance
 - f. Limitations of the CEO

6. Board Policies & Rules
 - a. Code of Conduct (incl. conflict of interest policy, social media, etc...)
 - b. Governance Style
 - c. Procedural Rules
 - d. Role of The Board Chairperson
 - e. Role of The Board Secretary
 - f. Role of Committees
 - g. Recruitment of New Director

7. Directors
 - a. Job Description (including legal fiduciary duties)
 - b. Director Remuneration
 - c. Education

8. Company Personnel Organizational Chart

9. Company Legal Structure Chart

10. Important Board Agreements

11. List of Significant Company Financing and other Agreements

12. List of Board Members

13. Glossary of Company Acronyms

14. Appendix
 - a. Company Incorporation Certificate
 - b. Company Bylaws
 - c. Corporations Act for State of Incorporation
 - d. Directors & Officer Insurance Policy