

Board of Directors Manual Annotated Table of Contents

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Board of Directors Manual – Annotated Table of Contents

The purpose of a Board of Directors Manual (“Board Manual”) is to provide information that will enable the effective governance of an organization. This includes information on the roles and responsibilities of the Board as a whole and its individual members, as well as information on the organization. Governance is defined as “providing strategic leadership, setting direction, making policy and strategic decisions, overseeing and monitoring organizational performance, and ensuring overall accountability.”¹

Below is an annotated table of contents that has been designed to help AIDS service organizations (ASOs) create their own Board Manual. **Feel free to insert your logo into the header of the document below to make it your own, or simply create and attach your own cover page.**

Each section contains the essential items that should be included. Additional items may be added if deemed necessary by the organization, e.g. a letter of welcome to the Board. The order of the sections and subsections may be changed based on the preferences of the organization. If an item is not available when the Board Manual is first distributed, the item can/should be added at a later date.

The Board Manual should be provided at the start of a term for each new Board member. It should be distributed in hard and/or soft (electronic) copy and may additionally be made available via a shared folder or designated website link. It should be reviewed and updated by the Board and/or Board Governance Committee on an annual basis.

Some of the items identified below are available on the Ontario Organizational Development Program (OODP) [website](#).

¹ Mel D. Gill. *Governing for Results: A Director’s Guide to Good Governance*. Trafford Publishing, Victoria, 2005.

1. Organization Overview

- 1.1. **History** – history of the organization.
- 1.2. **Vision, Mission and Values** – Vision, Mission and Values statements.
- 1.3. **Organizational Chart** – copy of the current organizational chart.
- 1.4. **Programs and Services** – description of the geographic catchment area as well as a listing and description of each program and service offered by the organization.
- 1.5. **Staff List** – list of each staff, their position and their contact information.
- 1.6. **Strategic Plan** – copy of the current Strategic Plan and Implementation Plan.
- 1.7. **Annual Report** – copy of the most recent Annual Report.
- 1.8. **Executive Director (ED) Board Report** – copy of most recent ED Board report (see [OODP website](#)).
- 1.9. **Bylaws** – copy of the current Bylaws.

2. Board Operations

- 2.1. **Board List** – name of each Board member, their position on the Board and their contact information.
- 2.2. **Board Profiles** – short bio on each Board member.
- 2.3. **Board Roles and Responsibilities** – list of the roles and responsibilities of a not-for-profit Board and individual Board members (see [OODP website](#)).
- 2.4. **Board Job Descriptions** – job description for an individual Board member and each Board Officer position (see [OODP website](#)).
- 2.5. **Board Committees** – terms of reference and list of members for each Board committee (see [OODP website](#)).
- 2.6. **Board Meeting Schedule** – list of dates and times for Board meetings for the year.
- 2.7. **Board Meeting Structure, Processes and Decision-making** – outline of how meetings will be run (e.g. who will chair, who will take minutes), process and timelines for finalizing minutes, expectations for follow-up on action items before next meeting, timelines for distribution of meeting agendas and materials, and how decision will be made (e.g. Robert's Rules of Order).

- 2.8. **Board Workplan** – itemized workplan of Board activities for the year (see [OODP website](#)).
- 2.9. **Board Calendar** – calendar of items/events relevant for the Board and should include both organizational and Board-specific items/events, e.g. annual PHA picnic, due dates for funder reports and start date for collective bargaining.
- 2.10. **Board Evaluation** – tool(s) used for Board self-assessment ([Board Self-Assessment Survey](#), [Board or Committee Meeting Evaluation Form](#)).

3. Policies

- 3.1. **Organizational/ Human Resources Policies Applicable to Board Members** – copy of each organizational and/or human resources policy that apply to Board members, e.g. confidentiality, conflict of interest, code of conduct and volunteer policy (see [OODP website](#)).
- 3.2. **Board Governance Policies** – copy of each governance policy passed by the Board of Directors, e.g. meeting attendance and Board volunteer liability policy ([Board Governance Policies Sample](#)).
- 3.3. **Human Resources Manual/Collective Agreement** – copy of the current human resources policies and procedures, and/or Collective Agreement.

4. Financial Oversight

- 4.1. **Financial Policies** – copy of the organization’s financial policies and procedures (may be included in Administration/Operations Manual).
- 4.2. **Audited Financial Statements** – copy of the most recent audited financial statements.
- 4.3. **Budget** – budget for the current fiscal year and most recent financial report to the Board.
- 4.4. **Funder Agreements** – summary of funding agreements, including name of funder, brief description of what funding covers, amount of funding, period funding covers, deliverables to be achieved, and information on reporting obligations.

5. Resources

5.1. Acronyms – list of commonly used acronyms and their definitions.

5.2. Useful Websites – list of useful websites for the HIV sector, e.g. website for each Coordinated Ontario HIV Resources (COHR) member and AIDS Bureau website.