

## Table of Contents

<b><u>1.</u></b>	<b><u>Introduction</u></b>	<b>4</b>
<u>1.0</u>	<u>Introduction</u>	5
<u>1.2</u>	<u>Links</u>	6
<u>1.3</u>	<u>Preamble</u>	7
<b>2.</b>	<b>Board Manual</b>	<b>10</b>
<u>2.0</u>	<u>Board Terms of Reference</u>	11
<u>2.1</u>	<u>Director Terms of Reference</u>	20
<u>2.2</u>	<u>Chair Terms of Reference</u>	24
<u>2.3</u>	<u>Audit Committee Terms of Reference</u>	28
<u>2.4</u>	<u>Compensation Committee Terms of Reference</u>	34
<b>3.</b>	<b>Best Practices</b>	<b>35</b>
<u>3.0</u>	<u>Board Composition</u>	36
<u>3.1</u>	<u>Time Commitment</u>	41
<u>3.2</u>	<u>Director Compensation</u>	42
<u>3.3</u>	<u>Director Investment</u>	43
<u>3.4</u>	<u>Board and Management Responsibilities</u>	45
<u>3.5</u>	<u>Splitting the Roles of Chairman and CEO</u>	48
<u>3.6</u>	<u>Relationship Between Chairman and CEO</u>	49
<u>3.6.1</u>	<u>What the CEO Should Expect from the Board</u>	51
<u>3.6.2</u>	<u>What Should the Board Expect from the CEO</u>	52
<u>3.7</u>	<u>CEO Review Process</u>	54
<u>3.8</u>	<u>CEO Succession</u>	56
<u>3.9</u>	<u>Founder's Syndrome</u>	58
<u>3.10</u>	<u>Authorization Levels</u>	60
<u>3.11</u>	<u>Risk Assessment</u>	61
<u>3.12</u>	<u>Strategic Planning</u>	63
<u>3.13</u>	<u>Whistle Blowing</u>	64
<u>3.14</u>	<u>Advisory Committees</u>	65
<u>3.15</u>	<u>Holding Management to Account</u>	66
<u>3.16</u>	<u>Board Review</u>	68
<u>3.16.1</u>	<u>Directors Matrix of Skills</u>	71
<u>3.17</u>	<u>Governance Practices by Stage of Development</u>	72
<u>3.17.1</u>	<u>Technology Company Governance by Stage of Development</u>	79
<b>4.</b>	<b>Board Meetings</b>	<b>81</b>
<u>4.0</u>	<u>Organizing a Board Meeting</u>	82
<u>4.1</u>	<u>Sample Board Agenda</u>	86
<u>4.2</u>	<u>Who Should Attend Board Meetings</u>	88
<u>4.3</u>	<u>Meetings of Independent Directors</u>	89

<a href="#">4.4</a>	<a href="#">Frequency of Board Meetings</a>	90
<a href="#">4.5</a>	<a href="#">Physical Presence or Teleconference</a>	91
<a href="#">4.6</a>	<a href="#">Philosophy of Board Meeting Minutes</a>	92
<a href="#">4.6.1</a>	<a href="#">Sample Board Meeting Minutes</a>	96
<a href="#">4.7</a>	<a href="#">CEO Report to the Board Template</a>	106
<a href="#">4.8</a>	<a href="#">Sample CFO Report to the Board</a>	110
<a href="#">4.9</a>	<a href="#">Sample General Report to the Board</a>	115
<a href="#">4.10</a>	<a href="#">Written Resolutions</a>	118
<a href="#">4.11</a>	<a href="#">Review of Resolutions by Legal Counsel</a>	120
<a href="#">4.12</a>	<a href="#">Role of the Corporate Secretary</a>	121
<b>5.</b>	<b>Downloads</b>	124
	<a href="#">(online version)</a>	
<b>6.</b>	<b>Written Articles</b>	125
<a href="#">6.1</a>	<a href="#">Boards are Even More Important for Start-ups</a>	126
<a href="#">6.2</a>	<a href="#">What Should Boards of Early Tech Companies Do?</a>	127
<a href="#">6.3</a>	<a href="#">Directors Need to be on Common Ground</a>	128
<a href="#">6.4</a>	<a href="#">Managing Fiduciary Duty – Charting the Course</a>	130
<a href="#">6.5</a>	<a href="#">Steering the Ship of Fiduciary Duty in a Sea of Conflict</a>	132
<a href="#">6.6</a>	<a href="#">When Does Management Cross the Line?</a>	134
<a href="#">6.7</a>	<a href="#">Should I Stay or Should I Go?</a>	135
<a href="#">6.8</a>	<a href="#">Less Minutes Equals Less Mischief</a>	138
<a href="#">6.9</a>	<a href="#">You have my time – now you want my money too?</a>	140
<a href="#">6.10</a>	<a href="#">The Loneliness of the Corporate Secretary</a>	142
<a href="#">6.11</a>	<a href="#">Judges or Mentors – Directors Must Lead</a>	145
<a href="#">6.12</a>	<a href="#">Duty of the CFO – to the CEO or Board?</a>	147
<a href="#">6.13</a>	<a href="#">Governance Practices by Stage of Growth for Early-stage Technology Companies</a>	149
<a href="#">6.14</a>	<a href="#">Governance Practices at the Start-up and Development Stages</a>	151
<a href="#">6.15</a>	<a href="#">Governance Practices at the Rapid Growth Stage</a>	154
<a href="#">6.16</a>	<a href="#">How to Manoeuvre a Successful Board Meeting</a>	157