BOARD & COUNSEL

• BOARD & GOVERNANCE

Board Governance Health Check

A practical 25-question assessment for boards, General Counsel, CFOs and company secretaries

HOW TO USE THIS
Answer Yes only where the arrangement is documented and operating in practice. Give yourself 1 point for each Yes. A useful follow-up question is: “Could we evidence this quickly if a shareholder, auditor, investor or regulator asked?”

1. Board mandate & responsibilities

✓	Question	Notes
☐	Are the respective responsibilities of the board, shareholders and management clearly documented?	
☐	Are matters reserved for board and shareholder approval expressly identified?	
☐	Is it clear which decisions management may take without further approval?	
☐	Are board members provided with a clear governance framework on appointment?	
☐	Are governance documents reviewed after material organisational, ownership or leadership changes?	

2. Decision-making & authority

✓	Question	Notes
☐	Does the organisation maintain an up-to-date delegation of authority matrix?	
☐	Are signing authorities clearly distinguished from decision-making authority?	
☐	Is there a consistent process for written board and shareholder resolutions?	
☐	Can the organisation demonstrate who approved a material decision and on what basis?	
☐	Are conflicts of interest identified, managed and documented before decisions are taken?	

3. Board process & information

✓	Question	Notes
☐	Is there an annual board calendar covering recurring governance and oversight matters?	
☐	Are agendas and board papers circulated sufficiently in advance for informed decision-making?	
☐	Do minutes accurately record decisions, material considerations and conflicts?	
☐	Is management information tailored to enable effective board oversight rather than information overload?	
☐	Are significant legal, compliance, financial and operational risks escalated consistently?	

4. Oversight & effectiveness

✓	Question	Notes
☐	Does the board periodically evaluate its own effectiveness?	
☐	Are board composition, independence and required skills reviewed periodically?	
☐	Do board committees operate under clear mandates where committees are used?	
☐	Is there a structured onboarding process for new board members?	
☐	Are actions from board meetings tracked, owned and followed through to completion?	

5. Governance assurance

✓	Question	Notes
☐	Are the articles, shareholder arrangements and internal governance documents internally consistent?	
☐	Is the governance framework followed in practice, not only documented on paper?	
☐	Can key approvals and corporate records be retrieved quickly if challenged?	
☐	Is a specific role responsible for maintaining the governance framework?	
☐	Has the overall governance framework been reviewed during the past 12 months?	

Your result

Score	What it suggests
21-25	Strong governance foundation. Focus on consistency, evidence and periodic review.
16-20	Generally established, but specific gaps may create uncertainty or inconsistent decision-making.
10-15	Material governance gaps. Key arrangements may depend too heavily on custom or individual knowledge.
0-9	Core responsibilities, authorities and decision processes require structured attention.

Could you evidence every “Yes”?

The Board & Counsel Board Governance Toolkit provides the integrated framework behind this assessment - including board and committee charters, authority and signing matrices, reserved matters, resolutions, minutes, board calendar, onboarding, evaluation and annual review tools.

https://boardandcounsel.com/board-governance-toolkit.html