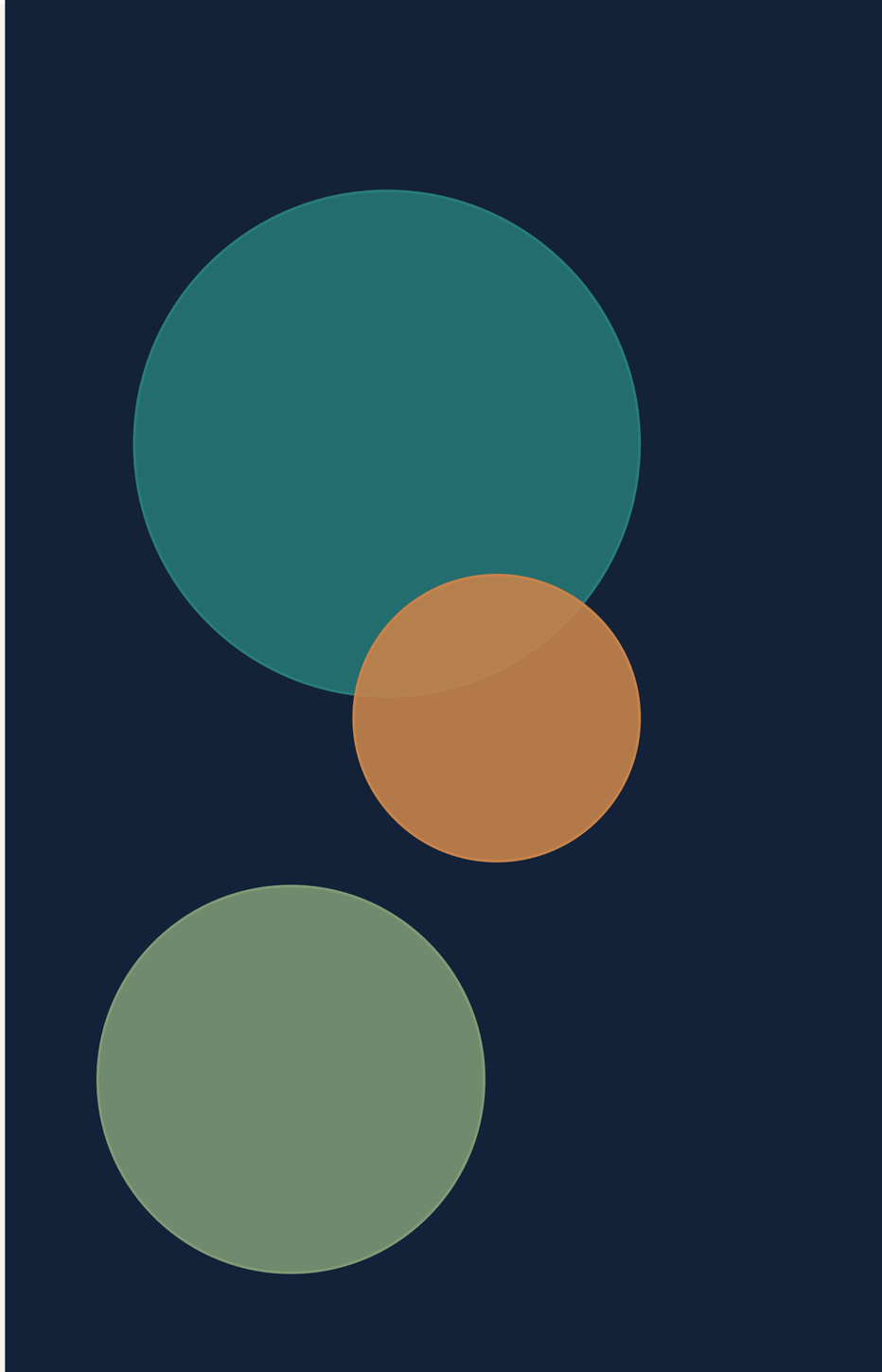
BUILDING FUTURE-READY GOVERNANCE

The Importance of a Governance Manual

Practitioner Perspectives from BGCA

Billie Lau | Executive Director, BGCA

Panel Discussion 2



Q1 Governance Issues NGOs Most Frequently Encounter

01 Role Ambiguity

Unclear boundaries between the board, committees and management can blur oversight and execution.

02 Structural Overlap

Too many committees and meetings can duplicate reporting, debate and decision paths.

03 Reliance on Custom

Important practices may depend on individuals rather than documented institutional arrangements.

04 Imbalanced Focus

Compliance can crowd out strategy, risk, organizational performance and impact.

BGCA'S CURRENT RESPONSE

CLARIFY Reserved and delegated authorities

STREAMLINE Committee roles and meeting flows

REVIEW CG Review Task Force plus external adviser

More committees do not necessarily mean better governance. Clarity and decision value matter.

Q3 Governance Frameworks That Enable Growth

01 Delegation Framework

Defines matters reserved for ExCo and matters delegated to committees or management.

02 Committee Architecture

Brings relevant expertise into oversight through clear Terms of Reference.

03 Board Retreat & Strategy

Creates a structured forum for reflection, choices and forward planning.

FROM DIRECTION TO DELIVERY

DIRECTION
Board / ExCo

DELEGATION
Committees & Management

DELIVERY
Plans, Ownership & KPIs

ACCOUNTABILITY
Reporting & Review

**Governance should not only prevent mistakes;
it should help the organization choose and deliver the right direction.**

Q4 A Useful Governance Manual

WHO DECIDES WHAT?

DECIDE	Who has authority?
CONSULT	Whose input is required?
ESCALATE	When must it move upward?
RECORD	How is the decision documented?
REVIEW	When and by whom is it revisited?

CORE GUIDE

POLICY LIBRARY

TOOLS & TEMPLATES

BGCA already has much of the content across its Articles, Board Members Manual, delegation schedule, Terms of Reference and policies. The opportunity is integration and easier access.

A governance manual is useful when people can find the right answer at the moment of decision.

Q5 From Traditional Governance to Emerging Risk Governance

01 Risk & Resilience

Service continuity, reputational risk, technology failure, suppliers and incident readiness.

02 Data & Cybersecurity

Sensitive data, access, cloud services, third parties, breaches and accountability.

03 Responsible AI

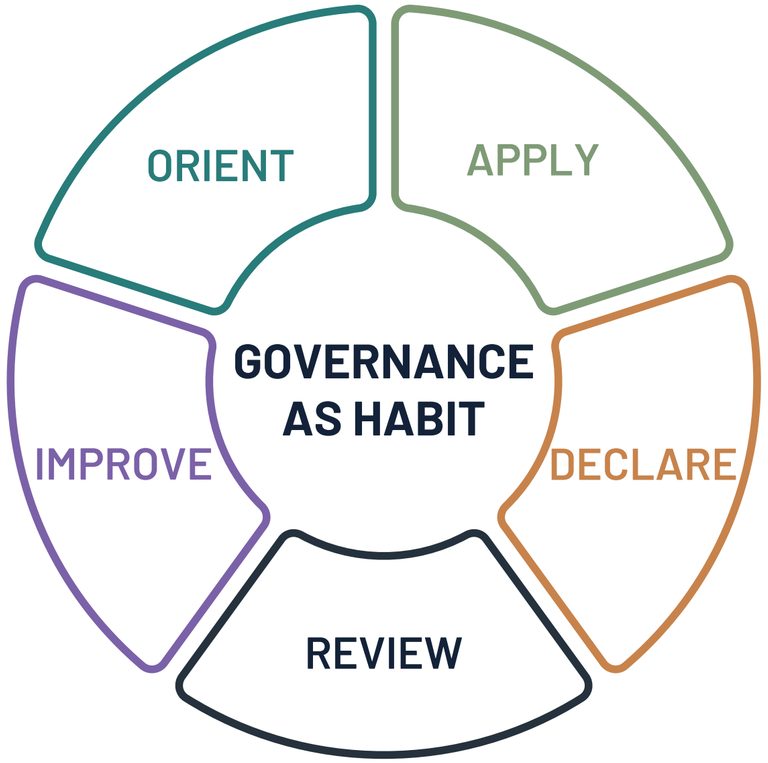
Approved tools, privacy, verification, human judgement and clear accountability.

BGCA PRACTITIONER LENS

LAYERED FRAMEWORK	Information Security, End User Security and AI policies
RISK-BASED CONTROLS	Data Classification, Cloud, Third-Party and Shadow IT Controls
HUMAN ACCOUNTABILITY	Human-in-the-loop, Verification, Training and Incident Handling

Governance today must protect not only authority and process, but also trust, data and human judgement.

Q6 From Manual to Practice



WHAT MAKES THE CYCLE REAL

01	**Onboarding**	Explain roles, conflicts, confidentiality and escalation.
02	**Decision Workflows**	State whether papers seek advice, endorsement or approval.
03	**Review Triggers**	Respond to new law, technology, incidents or organizational change.
04	**Evidence of Use**	Look for declarations, correct approvals, reporting and training.

BGCA Examples: Orientation • Governance Briefings • Board Portal Review

Governance becomes real through every induction, paper, decision and review.

ONE PRACTICAL PRIORITY

Clear Delegation. Clear Accountability.

Put every decision at the right level, with the right accountability.

PROPOSE	Who develops the recommendation?
CONSULT	Whose input is needed?
APPROVE	Who holds formal authority?
REPORT	Who must be informed?
ESCALATE	What threshold moves it upward?

Thank you

Billie Lau | Executive Director, BGCA