

Endow Manitoba – a program of Winnipeg Community Foundation

Building Leadership Continuity: Board Succession & Knowledge Transfer

Facilitated by



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Community Foundation Conference

April 26, 2026

What is a Board Terms List Or A Board Terms Chart?

SAMPLE - XYZ Non-Profit 2025-2026 Board of Directors and Terms

Office	Officers	Years on Board	Nominated to Board Based on AGM year.	Board Terms (Based on 1 - Three (3) Year Term to Maximum of 2 - Three Year Terms or 6 years)	Board Term Expires	Other Info: Email/phone #'s
Chair	Judy Watt	6	2020	Final year of Second Term	2026	
Vice-Chair	Terry Black	4	2022	First year of Second Term	2028	
Treasurer	Kate Jones	2	2024	Second year of First Term	2027 or 2030	
Secretary	Larry White	4	2022	First year of Second Term	2028	
Past Chair	Vacant					
	Board Members					
	Liz Jack	5	2021	Second year of Second Term	2027	
	Angela Snow	6	2020	Final year of Second Term	2026	
	Jim Yawn	1	2025	First year of First Term	2028 or 2031	
	Duncan Reid	6	2023	Final year of First Term	2026 or 2029	
	Sue Braun	2	2024	Second year of First Term	2027 or 2031	

(Adapted from the work of Dexter Harvey Board Chair - HFSM 2008)

NOTE: The above names are purely fictional. You are welcome to use this as a template for your organization

What is a Governance Committee?

The Governance Committee is also identified sometimes as a nominating committee. The primary purpose of a Governance Committee is to ensure the board functions well and completes its responsibilities.

The Governance Committee is responsible for the following:

- The Governance Committee is generally chaired by the Vice-Chair of the organization and will have an additional two to three board members and the Executive Director (as an ex-officio) on the committee.
- **The committee is responsible for communication with current board members and their continued succession on the board, as well as keeping track of who will be exiting the board as their board terms come to an end,**
- **The committee is primarily responsible, with the help of other board directors, for the successful recruitment of new board members based on the skills and criteria required.**
- **They can select potential new board members and provide information back to the whole board, on these new board members for approval.**
- **The committee along with the Executive Director and Board Chair provide board on-boarding or orientation for new board members.**
- **The committee ensures that ongoing board governance training occurs for all board members of the organization.**
- The committee monitors board members' attendance.
- The committee in partnership with the Board Chair can be responsible for the board evaluation as a whole group and as individual board members.
- The committee is responsible for regularly reviewing the organizations' bylaws and policies in partnership with the Board Chair and/or others. (Adapted from Governing for Results – A Director's Guide to Good Governance – Mel D. Gill and The Best of the Board Café – Jan Masaoka)

NOTES to ME:

Non-Profit Organization Planning Calendar for April 1 to March 31

Board of Directors and Staff Planning Calendar Based on Government Year End of March 31.	April New Fiscal Year	May	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April New Fiscal Year	May
Organization's Board meetings – # of meetings based on Board's Bylaws and Board's input.	X	X	X			X	X	X		X	X	X	X	X
Review of Bylaws, Board Manual, Policies/Committees Terms of Ref.									X	X	X			X
Review of all Insurance Docs Board Liability, Insurance on bldgs.														
Strategic Plan Review & Update		X				X						X		
Review Board Member's Terms and Succession. Board Terms based on Board Bylaws.								X	X	X				
Recommend and Appoint New Nominees to Board									X	X	X			
E.D. Performance Review									X	X	X			
Board Governance Education Training			X							X				
Board Self-Evaluation											X			
Budget set for new fiscal year										X	X			
Year End Audit to be completed	X												X	
Board approves year-end financial statement prior to AGM.		X												X
Annual General Meeting (within 4-6 months or Year End) Based on Organization's Bylaws			X											
Election of New Officers			X											
Board Member Orientation Signing of Code of Conduct, Conflict of Interest etc.				X										
Appointment of New Board Committees				X										

(Adapted from HFSM 2010, Building Up/Wendy Bulloch and Governing Good)

The Organization's Mission Statement Should Go Here to Keep the Board on Track.

Non-Profit Organization Planning Calendar for January 1 to December 31

Board of Directors and Staff Planning Calendar Based on Calendar Year End of December 31.	Jan New Fiscal Year	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	Jan New Fiscal Year	Feb
Organization's Board meetings – # of meetings based on Board's Bylaws and Board's input.	X	X	X	X	X	X			X	X	X	X	X	X
Review of Bylaws, Board Manual, Policies/T of Ref.									X	X	X			X
Review of all Insurance Docs Board Liability, Insurance on bldgs.														
Strategic Plan Review & Update		X				X						X		
Review Board Member's Terms and Succession. Board Terms based on Board Bylaws.								X	X	X				
Recommend and Appoint New Nominees to Board									X	X	X			
E.D. Performance Review									X	X	X			
Board Governance Education Training			X							X				
Board Self-Evaluation											X			
Budget set for new fiscal year										X	X			
Year End Audit to be completed	X												X	
Board approves year-end financial statement prior to AGM.		X												X
Annual General Meeting (within 4-6 months or Year End) Based on Organization's Bylaws			X											
Election of New Officers			X											
Board Member Orientation Signing of Code of Conduct, Conflict of Interest etc.				X										
Appointment of New Board Committees				X										

(Adapted from HFSM 2010, Building Up/Wendy Bulloch and Governing Good)

Five Common Challenges Non-Profit Boards Face:

1. **Not having up to date by-laws.** It's important that your board's by-laws reflect the culture of your organization. If your by-laws were written twenty years ago and haven't been looked at since, a priority should be dusting them off and ensuring that they reflect your organization and what you do.

Reminder: 90% of the organization's governance comes from the organization's bylaws. (Priti Shah)

2. **Not having a clear mission and vision statement.** Every organizational decision must fit within the mission and vision. Oftentimes, the mission and vision statements were curated long ago, which results in them being shelved and losing their place at the head of the table when new board members join, and decisions are being made. Review them to remind you why the organization exists in the first place, and to guide those future decisions with purpose.

Reminder: "The board's most important job is to help the organization achieve its mission while protecting it from downside risks." (Hartley Non-Profit Consulting - David Hartley, B.A. CRM)

3. **Not having an up-to-date strategic plan.** Your strategic plan acts as your road map. Within your strategic plan, having short-term, mid-term and long-term goals can improve your funding and communication strategies, which in turn helps you achieve the mission and vision of your organization more effectively.
4. **Not engaging in succession planning.** Recruiting new board members can be hard work. Often, organizations will happily take on whoever is offering a helping hand. However, you need to have the right people around the table. The right board members reflect the people you serve, ideally reflect the diversity of the community in which you operate, and offer a variety of education, experiences and skills, as too much of one strength is a weakness. The right board members will be genuinely interested in what they're doing!
Keep track of board term limits and plan for the succession of those roles meaningfully.
5. **Not having clearly defined roles.** Unsure of the difference between the duties of your Board Executive versus the role of the Board Chair? Creating clearly defined roles for your board members minimizes confusion, increases efficiency and maintains positive relationships between the board members and the operational staff of the organization.

(Former Volunteer Manitoba CEO, Jackie Hunt)

Evaluation of the Board/Organization as a Whole	Excellent	Good	Satisfactory	Poor	Not Doing This OR Not Aware	Comments
1. The board is operating with a strategic plan. The plan is reviewed at least two times a year.	5	4	3	2	1	
2. The Board spends enough time anticipating future change and adjusts the strategic plan accordingly.	5	4	3	2	1	
3. The Board's decision making is based and reflected on the current Mission Statement.	5	4	3	2	1	
4. We are aware of our responsibilities as a Community Foundation.	5	4	3	2	1	
5. The Board has clearly defined board terms and an active recruitment plan is in place.	5	4	3	2	1	
6. Board leadership succession is planned not ignored or reactive.	5	4	3	2	1	
7. The Board's Institutional knowledge is documented and shared with board and staff.	5	4	3	2	1	
8. We have ensured the Community Foundation's work has been communicated to our supporters through our yearly AGM.	5	4	3	2	1	
9. New board members are provided with an on-boarding (orientation) process when joining the board.	5	4	3	2	1	
10. The Board has created and/or reviewed yearly key governance documents. (By-laws, board and staff policies, board liability documents other insurance documents.)						
11. The Board has ensured there is an operational plan that is budget based.	5	4	3	2	1	
12. The Board receives monthly or quarterly compliance reports to meet their legal governance regulations.	5	4	3	2	1	
13. The Board ensures systems are in place to assess and manage risk.	5	4	3	2	1	

(Adapted from: Take Your Organization's Pulse – OMAFRA; Board Self-Evaluation Version III-Dalhousie University College of Continuing Education; Building Up, 20 Questions Not for Profit Organizations Should Ask-CPA LeBlanc/Lindsay)

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Disclaimer:

This handout is for information purposes only. Legal advice on issues relating to board governance/by-laws, liability issues, financial responsibilities and reporting, and other related non-profit governance issues should be sought from a professional source such as a lawyer and/or financial accountant.

NOTE: Regulations and laws concerning non-profits are changing and organizations are encouraged and responsible to check these changes with the required authorities, legal and governing bodies. (Example: Charity status requirements, registration of a non-profit provincially and/or federally, Manitoba Employment Standards, etc.)

Source Listing:

Anjeanette Gunter – *Understanding Term Limits – What’s Right for your Board* – Just Bridges Ventures 2025

Anne Wallestad – *A Good Question can be a Game Changer* 2017 – Board Source Blog

Beth Deazeley – *“Oversight of Risk by the Board of Directors”*

Beth Deazeley – *“Succession Planning for the Board”*

Board Basics Manual – United Way of Canada

Board Source: *“Checklist of Board Roles & Responsibilities”* 2016

Board Source: *“Crisis Communications: Four Things Your Board Needs to Know”* 2017

CPA – *“20 Questions Directors of Not-for-Profit Organizations Should ask about Board Recruitment, Board Development and Assessment.”* 2010.

Grant McDonald – Governing Good www.governinggood.ca

Hartley Non-profit Consulting – David Hartley, B.A., CRM

Hugh Goldie – *“Governance Tools – How Directors Manage Risk”* – The Exchange Group

Jackie Hunt Former Volunteer Manitoba CEO – *Five Common Challenges Boards Face*

Jan Masaoka – *Best of the Board Cafe*

Jane Burke-Robertson, Canadian Institute for Chartered Accountants, *“20 Questions Directors for Not-for-Profit Organizations Should ask about Fiduciary Duty”* 2009.

Jim Clemmer – *“Pathways to Performance”*

Kouzes and Posner – *“The Leadership Challenge”* Fifth Edition

Manitoba Culture Heritage and Recreation – *“Role of the Board”* – Trainer’s Resource Manual

Mel Gill – *“Board Assessment – Why Bother?”* Charity Village

Mel Gill – *Governing for Results – “A Director’s Guide to Good Governance”*

OMAFRA – *“Take Your Organization’s Pulse.”*

Priti Shah – *“Building Better Board Bylaws and Policy Manual”* - 2017

Priti Shah – *“Legal Duties and Liabilities of Boards: What every board member should know”* 2017.

Role of the Board – Skills Program for Management Volunteers

STRiVE! Summary notes – *“Make it a tool not a taskmaster”* www.strive.com

Vantage Point www.thevantagepoint.ca

Volunteer Manitoba – *“Strategic Board Recruitment*

www.charityvillage.com

Endow Manitoba – Conference – April 25-26, 2026.

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