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## Governance Diagnostic Checklist

### Governance Diagnostic Report

Board ready assessment of governance maturity, legal defensibility and institutional risk posture.

### Executive Summary

This Governance Diagnostic Report provides a structured assessment of the organisation's governance maturity, board process discipline, legal defensibility and institutional risk posture. It is intended for boards, executives, founders, funders and governance structures that require clear, decision ready insight into governance gaps before those gaps become regulatory issues, shareholder disputes or litigation risks. The diagnostic focuses on whether the organisation's governance architecture supports proper oversight, transparent decision making, accountable execution and a record that can withstand scrutiny from boards, auditors, investors, regulators and dispute forums.

### Scope of Diagnostic

- Board and committee structure, role clarity and decision rights.
- Delegations of authority, approvals, minutes and resolutions.
- Director duties, fiduciary risk and conflicts of interest controls.
- Governance linked legal risk, regulatory exposure and escalation pathways.
- Documented processes supporting defensible commercial decision making.

| Review Area             | Documents / Inputs                                 | Assessment Focus                                                       |
|-------------------------|----------------------------------------------------|------------------------------------------------------------------------|
| Governance Architecture | MOI, charters, organogram, committee terms         | Whether authority, oversight and accountability are clearly allocated. |
| Meeting Discipline      | Agendas, board packs, minutes, resolutions         | Whether decisions are properly recorded and supported.                 |
| Director Duties         | Conflicts register, declarations, decision records | Whether fiduciary risks are identified and managed.                    |
| Legal Risk              | Contracts, disputes, regulatory notices, policies  | Whether legal exposure is escalated and managed early.                 |
| Implementation          | Action logs, reporting cadence, policy owners      | Whether governance decisions translate into execution.                 |

### Governance Maturity Snapshot

| Pillar                           | Indicative Rating                  | What This Means                                                                                             |
|----------------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------------|
| Board Structure and Role Clarity | [Low / Moderate / High / Critical] | Assesses whether governance roles, reporting lines and oversight responsibilities are sufficiently defined. |
| Decision Making and Records      | [Low / Moderate / High / Critical] | Assesses whether decisions are supported by clear agendas, packs, minutes, resolutions and action tracking. |
| Director Duties and Conflicts    | [Low / Moderate / High / Critical] | Assesses whether directors and office bearers understand and document fiduciary obligations.                |
| Regulatory and Legal Risk        | [Low / Moderate / High / Critical] | Assesses whether legal risk is identified early and escalated appropriately.                                |
| Dispute Readiness                | [Low / Moderate / High / Critical] | Assesses whether the organisation preserves evidence and manages disputes before escalation.                |

## Key Observations

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- Governance weakness often presents as process uncertainty long before it becomes a formal dispute.
- Incomplete minutes, unclear resolutions and undocumented approvals can materially weaken institutional defensibility.
- Founder led or growth stage organisations often require structured delegations and clearer separation between ownership, management and oversight.
- Where regulatory or investor scrutiny is likely, governance records should be prepared with auditability and defensibility in mind.

## Priority Risk Matrix

| Issue                               | Risk Level | Potential Consequence                                   | Recommended Action                                           |
|-------------------------------------|------------|---------------------------------------------------------|--------------------------------------------------------------|
| Unclear board / executive authority | High       | Invalid approvals, delayed decisions, internal disputes | Clarify authority map and delegations.                       |
| Weak minutes and resolutions        | High       | Poor evidentiary record and governance challenge risk   | Adopt board ready minute and resolution templates.           |
| Unmanaged conflicts of interest     | High       | Fiduciary breach allegations and reputational risk      | Implement disclosure and recusal protocol.                   |
| Informal dispute escalation         | Moderate   | Loss of leverage and evidentiary gaps                   | Create dispute escalation and evidence preservation process. |

## Recommended Implementation Roadmap

| Phase               | Timeline       | Action                                                                                      |
|---------------------|----------------|---------------------------------------------------------------------------------------------|
| Phase 1: Stabilise  | 0 to 30 days   | Confirm governance authority map, urgent documentation gaps and immediate legal risks.      |
| Phase 2: Strengthen | 30 to 90 days  | Update charters, delegations, minutes templates, reporting lines and conflict protocols.    |
| Phase 3: Embed      | 90 to 180 days | Implement governance calendar, action tracking, risk reporting and board pack standards.    |
| Phase 4: Mature     | 180+ days      | Periodic governance review, board effectiveness assessment and regulatory readiness checks. |

*This document is a structured advisory output and is not a substitute for matter specific legal advice unless prepared pursuant to a confirmed mandate, conflict check, document review and agreed scope of work. Any recommendations should be implemented with due regard to the organisation's constitutional documents, applicable law, governance framework, sector obligations and commercial objectives.*