+27 78 428 4820
info@bimsolutionsgroup.com
www.bimsolutionsgroup.com

Board Ready Legal Memorandum

Decision Required

The board / decision maker is required to consider: [insert decision requiring approval, noting, rejection, escalation or further investigation].

Background and Context

Item	Summary
Matter Background	[Insert factual background and relevant commercial context.]
Documents Reviewed	[Insert agreements, board packs, correspondence, notices, policies, legislation or prior advice.]
Stakeholders	[Insert internal and external stakeholders affected by the decision.]
Urgency / Timing	[Insert deadlines, regulatory periods, contractual triggers or litigation timeframes.]

Legal Issues for Consideration

1. Whether the decision falls within the authority of the board, committee or executive structure.
2. Whether the proposed action is consistent with the organisation's constitutional documents, policies and applicable law.
3. Whether directors or decision makers face fiduciary, statutory, contractual or regulatory exposure.
4. Whether the decision may create litigation, reputational, shareholder, funder or regulatory risk.
5. What record should be created to support defensible decision making.

Legal and Governance Analysis

Issue	Legal / Governance Consideration	Practical Consequence
Authority	Is the decision properly authorised under the governance framework?	May require board resolution, committee approval or delegation confirmation.
Fiduciary Duties	Are decision makers acting with care, skill, diligence and good faith?	Record should show rational process and informed decision making.
Regulatory Exposure	Does the decision trigger reporting, licensing, disclosure or compliance obligations?	Regulatory engagement plan may be required.
Dispute Risk	Could the decision trigger litigation, shareholder dispute or contractual breach?	Evidence preservation and communication strategy may be required.

Risk Assessment

Risk Category	Assessment	Recommended Mitigation
Legal Risk	[Low / Moderate / High / Critical]	Confirm authority, review documents, obtain specific opinion if needed.
Governance Risk	[Low / Moderate / High / Critical]	Ensure board pack, minutes and resolution are complete.
Commercial Risk	[Low / Moderate / High / Critical]	Consider financial, operational and stakeholder consequences.
Reputational Risk	[Low / Moderate / High / Critical]	Prepare communication and escalation plan.
Dispute Risk	[Low / Moderate / High / Critical]	Preserve evidence and align correspondence.

Recommended Board Action

1. Approve / note / defer / escalate the proposed decision, subject to the conditions set out below.
2. Direct management to complete identified legal, governance or compliance steps.
3. Record the basis of the decision in the minutes with sufficient detail.
4. Mandate further legal review where uncertainty remains.
5. Require periodic reporting on implementation and risk management.

Suggested Resolution Language

RESOLVED THAT the Board, having considered the memorandum, supporting documents, identified legal risks, governance considerations and management recommendations, hereby [approves / notes / defers / mandates] the proposed action, subject to the implementation of the risk mitigation steps recorded in this memorandum.