

OUTLIERS BOARD EXCELLENCE CENTRE™

Board Charter

Terms of reference for the board

Board / Chair / Company Secretary · Flagship Edition 2026

Outliers Professionals Ltd — Board Excellence Centre Resource Library

1. Purpose

This Board Charter sets out the board's role, authority, composition and operation. It is a template; confirm provisions against CAMA, NCCG 2018 and the company's articles (by name).

2. Role of the Board

- Set strategy and oversee its execution.
- Oversee risk, controls and assurance.
- Oversee financial integrity and performance.
- Appoint, support and oversee the CEO.
- Oversee succession and board composition.
- Steward shareholders and stakeholders for long-term value.

3. Composition & Roles

Role	Provision
Chair	Independent non-executive; leads the board
Non-executive directors	Provide independent judgement and challenge
Executive directors	Bring management insight
Senior independent director	Supports and appraises the chair
Company Secretary	Advises on governance and process

4. Reserved Matters

The board reserves key decisions to itself, including [strategy, major transactions, capital, risk appetite, board appointments and CEO appointment]. Tailor the reserved-matters schedule to the organisation.

5. Meetings & Operation

Item	Provision
Frequency	At least [quarterly]
Quorum	[number] directors
Agenda	Set by the chair with the company secretary
Information	Timely, accurate board packs
Committees	Audit, Risk, Nomination, Remuneration

6. Evaluation & Review

The board evaluates its effectiveness at least annually and reviews this charter periodically.

Notes & Disclaimer

This resource is a professional board-effectiveness template, not legal, governance or investment advice. It is anchored to the Nigerian Code of Corporate Governance (NCCG 2018), FRCN, SEC Nigeria, CBN, NAICOM, CAMA, the OECD Principles of Corporate Governance, the IFC Corporate Governance Methodology, King IV, ISO 37000, the IoD Global Governance Principles and WEF board-governance publications — referenced by name only, with no copyrighted content reproduced and no legal provisions, regulatory requirements, statistics or case studies fabricated. Calibrate roles, criteria, thresholds and practices to your board and confirm requirements against the current instruments. Bracketed fields [like this] and sample entries are editable, illustrative placeholders.