Below you will find information on required governance documents and resources. Board members are encouraged to discuss these topics at a board meeting to ensure everyone understands each area and the individuals responsible for their oversight.

**Required for All Nonprofits**

**Bylaws** are a legal document that prescribes the rules and operations of the organization;. Boards must operate by the rules outlined in the document. Bylaws should be provided to all board members and reviewed periodically. A bylaws template is available on the Council Portal that can be customized for state requirements and preferences.

A **Conflict of Interest** questionnaire must be completed annually by each board member to disclose existing or potential conflicts of interest. When a conflict occurs, the board member must abstain from voting on subjects that are related to the conflict.

The **IRS** **Form 990** is an informational tax filing that is publicly available and includes information on compensation, donors, board composition, policies, financial information, and operations. Board members must be provided a copy to review before filing with the IRS, though no official vote of approval is required. Board members are responsible for reviewing monthly financial reports and other information, so they are familiar with topics covered in the IRS Form 990.

The **annual review and approval of executive director compensation** must document how the board of directors reached its decision on executive director compensation. Documentation should include data used, description of the approved compensation, board members present, and date of approval. Board members should review benchmarking data and strive to pay equitable and market wages. GOTR HQ has benchmarking data available for executive director salaries available on the Council Portal.

**Board meeting minutes** must be recorded and stored at the council level and serve as the official record of board member and committee proceedings. Concise written minutes are maintained as a demonstration of compliance with policies and procedures and show a summary of topics discussed and the resolutions and decisions made. A template is available on the Council Portal.

**GOTR Specific Requirements**

The **Council Membership Agreement** is an agreement between the council and GOTR HQ outlining the financial and legal obligations of both parties. All governing board members will receive this from the council’s executive director as part of their onboarding process.

The **Council Policy Manual** includes safety, brand protection, operational, human resources, branding and fundraising policies that councils must follow in accordance with the Council Membership Agreement. The Council Policy Manual is available on the council portal for review by all staff and applicable board members.

The **Coach Policy Manual** contains information about Girls on the Run policies and procedures relevant to coaches and focuses on safety, program delivery, confidentiality, access, and inclusion. The coach policy manual is on the council portal and all coaches must receive a copy of the coach policy manual as part of their training.

A **Confidentiality Agreement** must be signed by each board member. This agreement provides specificity about what information must be kept confidential, broad guidelines for handling confidential information, and the requirements around returning confidential information to the council. Council staff leadership will provide this to all board members using a template provided by GOTR HQ.

Adequate insurance coverage helps mitigate risk and claims inherent with running any nonprofit. GOTR HQ policies require independent councils to have the same or additional coverage as that included in the **GOTR Master Insurance Plan**. The combined buying power offered through the plan provides higher coverage for comparable or lower costs than councils can obtain on their own. Additionally, councils must obtain workers’ compensation and consider their need for other lines of coverage. GOTR Master Insurance Policy summaries and coverage information is available on the council portal.

Councils with gross annual revenue of more than $1 million dollars must obtain a **financial statement audit** conducted by independent Certified Public Accountants. Certain states or funders may require lower revenue thresholds for a financial statement audit.

**Council Specific Requirements**

All councils must have a **Strategic Plan** that outlines the intentional direction of the council to ensure future sustainability and growth and includes thoughtful inclusion, diversity, equity and access (IDEA) goals and imperatives embedded throughout. Board members must understand the organization’s mission, how current council activities best serve that mission, a general census of constituents, and the effectiveness of current council strategies in implementing the mission.

**Employee Handbooks** provide guidance and information specific to the council for its employees. Information typically included are policies related to performance management, time off, benefits, and work environment procedures. A templated Employee Handbook is available on the Council Portal that can be customized for state-specific information and individual council benefits and policies.

**Resources**

Through the **GOTR Learning Academy**, there are many training resources available to board members including:

* **Board Fundamentals Webinar** – Details the importance of board position profiles and expectations, non-profit committee structures, healthy governance operations including board recruitment and onboarding.
* **Organizational Review** – Provides an update on GOTR HQ initiatives and operational benchmarks.
* **Board Financial Training Series** – Provides foundational knowledge around ensuring council financial health and long-term sustainability.

A 24/7 **Crisis Hotline** is staffed by GOTR HQ leadership to support councils with any emergencies.