

Northbridge — Board Governance Policy

Policy Owner	Corporate Secretary
Effective Date	2025-07-01
Revision	1.0
Classification	Board Only
Applies To	Board of Directors

1. Purpose

This policy establishes Northbridge governance standards for board governance policy.

2. Scope

Applies to all activities of the Board of Directors and its committees.

3. Roles & Responsibilities

- Board Chair: ensures effective governance and meeting facilitation.
- Corporate Secretary: maintains records and governance compliance.
- Directors: participate actively, disclose conflicts, and act in good faith.
- Committees: oversee delegated responsibilities and report to the Board.

4. Requirements & Procedures

- Define board roles, responsibilities, and fiduciary duties.
- Ensure alignment of governance practices with legal standards.
- Conduct annual governance effectiveness assessments.
- Maintain transparency in board decision-making and oversight.

5. Compliance & Exceptions

Exceptions require approval of the Board Chair and Corporate Secretary.

6. Review & Maintenance

Reviewed annually as part of board governance cycle.