

# A Guide for Non-Profit Board Secretaries

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The secretary on a volunteer non-profit board is a very important and responsible position. For many the role of the secretary is seen as primarily that of minute taker at meetings. More broadly though the secretary is often the one responsible for the proper management and utilization of important records such as meeting minutes and the organization's by-laws<sup>1</sup>, as well as keeping track of board member terms and important filing deadlines for the organization's incorporation and charitable status. The secretary's job description, and there should be one, ought to differ somewhat from organization to organization in level of detail and range of responsibilities.

As an executive member of the board, the secretary is a member of the team that also includes, at least, the board chair or president, a vice-chair (on many boards), and the treasurer. Together they are collectively responsible for the effective functioning of the whole board.

The position of secretary is one that, depending on what the organization's by-laws dictate, can be filled, like that of the other executive posts, by a vote of the members at an annual general meeting (AGM), or by the board itself from amongst the directors, elected or chosen by them at their first regular meeting following the AGM. Frequently though, volunteers find themselves stepping into the board secretary role via less formal appointment arrangements.

This guide offers some ideas to help boards, would be board secretaries and existing board secretaries to think about the role and practice of this position. It will start with a look at some of the habits non-profit organizations have adopted, for better or worse, that do not fit the basic model described above, take a look at the possible qualifications that are needed to perform the secretary's duties and then outline the range of responsibilities that a secretary might assume around the board table and away from the board table in helping keep the board, as the governing body, be as organized and focused as it needs to be.

## **Variations on the Role of Board Secretary**

Differences in the kind and level of responsibilities assumed by the board secretary will depend on whether the organization is managed by volunteers (an all volunteer organization) or by full time staff, whether it is a small or large organization, whether is a membership-based organization or not, or other characteristics

It is commonplace for organizations with full time staff to perform some "secretarial" functions that an all-volunteer group would not. This includes maintaining a file of past board meeting minutes (the "minute book"<sup>2</sup>), copies of the organization's current by-laws and a schedule of legal filing deadlines. This makes sense given that

the board minutes are the property of the organization and need to be accessible to members and staff, if not the public, over time. The organization provides both a place and a level of continuity that the volunteer secretary, whose term may be a year or two, often cannot provide.

The staff of some non-profit organizations often takes on the task, if not the formal responsibility, of notifying board members of meetings, preparing agendas, and sending out board meeting materials in advance. This is not necessarily good idea for a position that so clearly belongs to the board.

- Corporate secretaries

The practice of using ‘corporate secretaries’, common in the for-profit world in publicly held (share capital) corporations, has been adopted by many “high status” or institutional boards where the task of minute taking or other secretarial responsibilities is considered not to be a good use of the time and talent of their directors. Large non-profits such as hospitals and universities for example, often have full time secretaries, salaried positions that bring to the secretarial function a strong measure of governance continuity and expertise as well as broader set of board management responsibilities.

- Recording secretary

A *recording secretary* is someone who is not a member of the board (i.e. does not vote) but is present to take meeting minutes. It can be either a staff person or a volunteer. The main challenges associated with using a recording secretary are those of ensuring continuity in the style and format of the minutes and board confidentiality. Using a recording secretary probably ought not be a solution to a board’s inability to attract volunteer board members to the regular board secretary job. Unfortunately some executive directors end up taking the board minutes.

If a staff member or volunteer is to take board meeting minutes on regular basis he/she should be formally appointed as the *recording secretary* by the board and should take direction in this role from the board. A board may want a recording secretary to sign a confidentiality agreement. Meeting minutes so recorded should always indicate that they were taken by the recording secretary, or recording secretary pro tem (temporary), not the board secretary.

- Combining the secretary and treasurer positions

It is fairly common as well for nonprofit organizations to combine the roles of secretary and treasurer and making them both nominal positions. As already noted some boards find that they cannot find volunteers to take on these executive roles but can find one of their number willing to provide a signature as secretary-treasurer for official documents (banking, incorporation or charity registration). Boards that are in this situation are often in trouble certainly in their recruitment practices and probably in their ability to govern with some measure of independence.

- Rotating the minute taking function

It is common in some “grass roots” community organizations, especially all volunteer groups, to rotate the function of minute taking amongst directors even though they may still have to designate a board member as the *official* secretary for legal and banking purposes. Such groups may also rotate the chairing function. Rotating board functions works best where there are some established expectations and, in the case of the secretary, this includes a template for the minutes and well developed and understood group norms and decision-making practices.

Boards and executive directors should be wary of measures that vastly reduce the work of board members, including the secretary, as an incentive to join and contribute to the organization as a volunteer. Jeffery Sonnenfeld

in a September 2002 Harvard Business Review article, *what Makes Boards Great?* says that individual board members need to have real responsibilities inside and outside of board meetings<sup>3</sup>.

### **The Qualifications of a Board Secretary**

The qualifications of the secretary include those of other board members such as a commitment to the mission of the organization and an interest in its overall health and vitality. The qualities needed in a board secretary are possibly a little less interpersonally oriented than those of the board chair and less technical or specialized than that of the treasurer. They would include:

- Familiarity with the structure, purpose and programs of the organization
- Familiarity with the board culture and norms
- Detail oriented and well organized
- Familiarity with the bylaws and legal status of the organization
- Word processing skills and access to a computer and e-mail

The first two of these qualifications can be met through a thorough orientation session and some early coaching. If the board does not have a board calendar<sup>4</sup> and an agreed upon format for the board minutes (not just the minute format used by the previous secretary) then these should be the first order of business in establishing a new person in the secretary's post.

It might be argued that the board secretary role is one better suited to introverts than extroverts. Possibly so, but boards do not want anyone sitting in silence, even if this silence is associated with the important work of observing and making notes. As the board's chief advocate for following good processes and insuring clear board decisions, the secretary must be willing to speak up, even challenge the board, to be clearer in the actions and directions it is providing to itself and the organization as a whole. The secretary is also a director in every other sense and his/her opinion on matters deserves equal weight to that of other members.

Michael Daigneault, states, in his 2004 Midwest Center For Nonprofit Leadership concept paper, that the board secretary is *the most misunderstood and underutilized position in the governance structure of most nonprofits*".<sup>5</sup> He suggests that the secretary should perhaps be seen as the chief governance officer, a role that encompasses being the steward for good board practices around the board table and away from it. Boards considering creating a governance committee or task group, not an uncommon measure, would be well advised to consider the secretary as a key participant.

### **The Secretary's Role Around the Board Table**

The secretary's role in helping manage board meetings involves three main functions and a possible fourth:

1. Helping construct and manage the board meeting agenda in partnership with the board chair
2. Taking minutes that reflect quality of the deliberations and accurately records the decisions made
3. Serving as a governance coach or advisor to the board on their processes
4. Insuring that important correspondence is brought to the board's attention<sup>6</sup>

Every board meeting agenda, certainly those that are business-like in their format will have items on the agenda that are of current concern to the organization and items from the board's annual calendar. The format and level of detail of the minutes as well as manner in which decisions and actions are documented should reflect the board's direction.

The board secretary has an important role to play in insuring that the board has some agreed upon procedures regarding how matters come before the board and how decisions are made.<sup>7</sup> While not all matters before a board

will result in a decision, the secretary helps the board to act legally and consistently and make decisions that will be clear after the fact in the way they are recorded.

While the organization's bylaws typically do not provide a guide to a wide range of board practices they are often useful on questions of quorum, voting and committees. The secretary should have them on hand at board meetings.

### **The Secretary's Role Away from the Board Table**

When the secretary is not at board meetings, taking time to finalize the minutes and sending them out in preparation for the next board meeting, there can be other responsibilities associated with the position, depending on the organization and its board practices

The secretary *might also be responsible for*:

- Constructing and seeking approval of the board calendar
- Insuring that policy decisions made at board meetings are added to the policy manual
- Maintaining a list of board members and their contact information
- Keep track of board member appointment dates and terms
- Maintaining a list of association members – especially in small organizations
- Reviewing the organization's by-laws and noting possible changes to be introduced.
- Insuring board member names, bios, meeting minutes, annual reports and plans are published, as agreed upon by the board, on the organization's website

Ultimately the message of this guide is that the board secretary is an important position in the effective governance of any non-profit organization and that the responsibilities and expectations of the position and person in it is deserving of discussion and agreement.

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<sup>1</sup> The by-laws are the document that outlines basic governance details of the organization required as a condition of legal incorporation. Typically they describe membership, voting rights, meeting requirements, executive positions, and borrowing, auditing and dissolution rules.

<sup>2</sup> While electronic records have probably replaced or usurped paper records of meetings it may be a good idea for the organization to maintain and safely store a paper file or binder of board and annual general meeting minutes. Because electronic files can also be misplaced a board secretary also ought to give some attention to their back-up and storage, protection and accessibility.

<sup>3</sup> Jeffrey A Sonnenfeld, *What Makes Boards Great*, *Harvard Business Review*, September 2002

<sup>4</sup> A board calendar is critical in helping set board meeting agendas. It is not a list of a board's meeting dates but a description of the key items that the board must deal with over the calendar year organized by meeting date. Key items in every board calendar would include at the very least approval of annual budget, year-to-date review of finances, annual general meeting, board nominations reports, and board orientation.

<sup>5</sup> Daigneault, Michael (2005) "The Nonprofit Board Secretary: A New Role - A Concept Paper". The Midwest Center for Nonprofit Leadership, University of Missouri – Kansas City, Kansas City, Missouri

<sup>6</sup> Receiving, reporting and responding to correspondence is more closely associated with the secretarial work in small and volunteer organizations. In organizations with paid management, correspondence, unless it is expressly sent to the board or board chair, is normally the responsibility of staff. A board may wish to specify when this is not the case.

<sup>7</sup> This might include whether the board makes consistent use of motions and voting practice on important matters and looks to create policies to guide future actions instead of only making one-off decisions.