

*The secretary is a plays a key role on the board. It involves being responsible for ensuring that the governance work of the board of directors around the board table is consistent with good practice. This involves observing, listening, and documenting their work as well as reminding the board of the standards to which it has committed itself.*

# Board Secretary

## **Accountability**

The board secretary is an executive officer of the Association and member of the Board of Directors. The secretary is to be appointed in a manner consistent with the bylaws.<sup>1</sup> The Secretary is accountable to the Board and, like other board members, has no authority to direct staff.

## **Time Commitment<sup>2</sup>**

Ten hours month (board meetings, executive committee meeting and secretarial duties as described below)

## **Term of Office**

Two years, renewable once (unless otherwise determined by the board).<sup>3</sup>

## **Role**

The Secretary is responsible for the stewardship of the governance records of the Association and for consistency and transparency in the board's documented meeting practices.

## **Responsibilities**

The Secretary will work closely with the Chair of the Board and the Executive Director in the planning of board and association meetings. The secretary of the board shall be responsible for ensuring:

- The creation and timely distribution of agenda for Board meetings) and Association membership meetings (e.g. annual general meeting)
- The accurate recording and distribution of the minutes of Board of Directors meetings.<sup>4</sup> The minutes should reflect that the format and level of detail that the Board has considered and decided upon.
- The creation and maintenance of an up-to-date board planning calendar outlining matters to be on the board's agenda over the course of a year<sup>5</sup>
- Maintenance of a full contact list of board members including board member appointment dates, term of appointments and board member bios<sup>6</sup>

- In the event that the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the secretary's responsibility to find an alternate.

Unless the following responsibilities have been formally assigned to the executive director, the Secretary will also ensure:

- The updating, accessibility and safe storage of the Association's meeting minutes<sup>7</sup> and other legal documents<sup>8</sup>
- Oversight of the Association's incorporation and charitable registration status and the facilitation of all annual filings of required reports and information.<sup>9</sup>
- The maintenance of a file or manual of governance policies and a systematic schedule for their review as determined by the board.<sup>10</sup>
- The maintenance of an up-to-date list of members of the Association<sup>11</sup>
- The management of external correspondence and ensuring that requests made of the Board of Directors, or relevant to the governance of the Association, is reported and responded to in a timely manner<sup>12</sup>
- The accurate recording and distribution of the minutes of the Association's Annual General Meeting is managed appropriately.

In the event of a change of Secretary at an AGM, the incoming secretary will assume the responsibilities of the office at the first Directors' meeting following the new officer's election or appointment.

## **Qualifications**

The secretary ought to have:

- A commitment to, and a clear understanding of the mission of the organization
- At least one year of previous service on the Board
- Knowledge of the meeting procedures, decision-making rules, governance policies and the bylaws of the Association
- An adequate level of writing proficiency and access to a computer for word processing purposes

## **Evaluation**

The secretary's role in the effectiveness the board may be evaluated as part of the evaluation of the board as a whole.

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<sup>1</sup> Some boards employ a “recording secretary” to take meeting minutes. This can be someone who is not a voting member of the board. Often it is an employee of the organization, ideally someone other than the executive director/CEO. If your organization has a regular recording secretary they ought to be required to sign a confidentiality agreement. The minutes should be signed by the name of the person and the title ‘recording secretary’.

<sup>2</sup> The time commitment will vary a little from organization to organization

<sup>3</sup> The Secretary’s term falls within the term of the person as a board member.

<sup>4</sup> The minute-taking responsibilities of the Secretary might extend to Executive Committee meetings if such a committee exists although notes of executive committee meetings may be less detailed than board minutes unless the board meets quarterly.

<sup>5</sup> A board calendar is a month-by-month plan indicating the items that are to be on the board’s meeting agendas at different times throughout the year (e.g. approval of budget, report on board recruitment, AGM, etc.) as well as key events that board members are expected to attend

<sup>6</sup> Short board member bios provide important information for the board and may be posted on the organization’s website if board members agree.

<sup>7</sup> One cannot emphasize too much the importance of having a clearly labeled and accessible folder containing copies of the minutes of all meetings. The minutes of every meeting should be clearly dated in the file name and the files can easily be organized into subfolders by year. Storing minutes in folders containing other meeting documents should be avoided. These files should be part of the regular electronic backup. Bylaws often state that minutes should be available for inspection by any member of the Association. (Note: Board minutes should not report staff salary figures. Such information should be formally specified in employment contracts and letters of appointment that are maintained as confidential personnel records.)

<sup>8</sup> This would include incorporation documents, by-laws, insurance policies and important contracts.

<sup>9</sup> The annual submission of required incorporation and charity reports, may be assigned to the executive director/CEO as part of their compliance responsibilities.

<sup>10</sup> Maintaining board policies might be a function assigned to a Governance Committee. Ideally the secretary is a member of this committee.

<sup>11</sup> Not all non-profit organizations have formal membership. Those who do, especially ones that require the payment of an annual membership fee, generally have processes in place maintained by staff for membership tracking, renewal and communication.

<sup>12</sup> The boards of associations that are all volunteer-run and managed may want to review all correspondence received. The board of an association with an executive director typically does not need to do so. Boards should discuss what correspondence it wants to review and respond to so that its valuable time is not unduly taken up with matters that could, in a more timely and effective manner, be dealt with by staff.