

# Board Secretary

## Accountability

The board secretary is an executive member of the board of directors of the Association and is to be appointed in a manner consistent with the bylaws.<sup>1</sup> He/she is accountable to the Board and, like other members of the board, has no authority to direct staff or act on matters outside the duties outlined in their position description.

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

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

## Term of Office

Two years (unless otherwise determined)

## Duties and Responsibilities

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

### Primary Duties:

- 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>3</sup> The minutes should reflect that the format and level of detail that the Board has determined
- 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>4</sup>
- Maintenance of a full contact list of board members including board member appointment dates, term of appointments and board member bios<sup>5</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 finds an alternate.

### Secondary Duties

- The updating, maintaining and safe storage of the Association's Minute Book<sup>6</sup> and other legal documents<sup>7</sup>

- Oversight of the Association’s incorporation and charitable registration status and the facilitation of all annual filings of required reports and information.
- The maintenance of a file or manual of governance policies and a systematic schedule for their review as determined by the board.
- The maintenance of an up-to-date list of members of the Association<sup>8</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>9</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 his/her 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 effectiveness of the secretary’s role, conduct and position description may be evaluated as part of the evaluation of the board itself.

**Note: This resource is supported on this site with the following additional resources: A Guide to Great Board Minutes, A Guide For Non-Profit Board Secretaries, and a September 2017 post, Board Secretary: Superpowers Revealed**

<sup>1</sup> A description of the role and responsibilities of a “recording secretary”, not a voting member of the board and usually an employee of the organization, may be different

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

<sup>3</sup> The minute-taking responsibilities might extend to Executive Committee meetings if such a committee exists although notes on executive committee meetings may be less detailed than board minutes unless the board meets quarterly

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<sup>4</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

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<sup>5</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>6</sup> Even in an era of electronic files a "Minute Book" (often a 3-ring binder) containing paper copies of the minutes of all meetings is useful to have on hand. The safe storage of the minute book will protect this important record from loss (fire or computer failure) and should be available for inspection by any member of the Association. The Secretary may wish to maintain 2 minute books, one for safe storage and another, perhaps containing minutes of the previous year that is readily accessible to anyone who is interested, including members of staff. (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>7</sup> This would include incorporation documents, by-laws, insurance policies and important contracts.

<sup>8</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>9</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.