



WHAT IS THE ROLE OF THE SECRETARY

PURPOSE

Provide an overview of what is expected of the Board Secretary in relation to meetings, records, administration, legal requirements, communication and correspondence.

“The role of the Secretary is to support the Chair in ensuring the smooth functioning of the Management Committee.”
(Creative Commons, DIY Committee Guide, UK)

This involves the Secretary ensuring that meetings are properly called and organised, and that minutes are accurately recorded and kept on file, which is the bare minimum secretarial function. However, there are other, more clearly defined responsibilities of the Secretary that may be applied differently according to the size of the organisation, whether it is an organisation with professional staff or a community organisation that is fully run by volunteers.

COMPANIES LIMITED BY GUARANTEE: MEDIUM TO LARGE ORGANISATIONS WITH PROFESSIONAL STAFF

Australian public companies, including companies limited by guarantee, are required by law to have a Company Secretary, frequently named in official documents as the Public Officer. (This official is not required for a proprietary limited company.)

The reporting requirements for companies limited by guarantee are dictated by the Australian Securities & Investments Commission (ASIC). A guide to these requirements can be found [here](#).

The Board or Company Secretary of a medium to large organisation is not generally very involved in hands-on secretarial activities and may not necessarily even be a member of the board. The Company Secretary should be carefully selected to ensure that she/he will deal responsibly with the company's compliance welfare.

Any change in Company Secretary must be communicated to ASIC within 28 days. The core responsibilities of the Board or Company Secretary of organisations with professional staff are to:

1. Ensure legal compliance of the organisation
 - a. With company law requirements
 - b. With the Constitution (or Articles of Association), particularly regarding procedures for Annual and Extraordinary General Meetings and checking that a quorum is present at ordinary meetings
2. Ensure that meetings are minuted and accurate records are kept
3. Hold a copy of up-to-date contact details for board members

A number of other tasks fall under the heading of secretarial responsibilities, but in organisations with professional staff, these are usually delegated to a staff member in the CEO's office. They include:

1. MEETINGS

- > Sourcing agenda items from Chair and board members
- > Circulating agendas and report Circulating approved minutes

2. RECORDS AND ADMINISTRATION

- > Keeping up-to-date contact details (i.e. names, addresses and telephone numbers) for the Board and (where relevant) ordinary members of the organisation
- > Filing minutes and reports
- > Compiling a data base of names and addresses that are useful to the organisation
- > Keeping a record of the organisation's activities
- > Keeping a diary of future activities

3. LEGAL REQUIREMENTS

- > Looking after the organisation's constitution and other company documents
- > Monitoring company law requirements and the organisation complies with them

4. COMMUNICATION AND CORRESPONDENCE

- > Responding to, and filing, all board correspondence
- > Keeping an archive of all the organisation's publications (e.g. leaflets or newsletters)
- > Keeping stakeholders informed of the activities and future programs of the organisation, including members, sponsors, the press and the public

INCORPORATED ASSOCIATIONS

If the organisation is an incorporated association, the Secretary's responsibilities are set out in the Associations Incorporation Act 1981 (Queensland Government legislation), which details the legal duties and obligations of the Secretary to maintain the organisation's records with the Office of Fair Trading (other states have their own equivalents: e.g. the Corporate Affairs Commission in South Australia and NSW Fair Trading). Failure to comply with the requirements of the act can lead to fines and carries the risk of committing an offence. The Queensland legislation may be accessed [here](#).

Secondly, a number of secretarial tasks are usually specified in the Constitution (or Articles or Rules of Association) of the organisation that the Secretary is serving. These may include, but will not be limited to, tasks such as convening meetings, maintaining the organisation's correspondence, receiving nominations for board/committee membership, receiving resignations and recording and storing minutes of meetings.

All board/committee members should hold a copy of their organisation's constitution. However, it is generally to the Secretary that others will turn when questions arise that relate to constitutional matters, so she/he needs to have a good working knowledge of the document.

All board/committee members have a fiduciary duty to the organisation they serve, but these are even more pertinent for the Secretary. ‘Fiduciary duties’ is the term used by the law to describe the duties where one person is bound to exercise rights and powers in good faith for the benefit of another.’ This means that board members must act at all times in the interests of the organisation and not of themselves or any other outside person. These standards of behaviour are usually covered in the board members’ Code of Conduct.

How the role of Secretary is carried out in reality will depend on the size of the organisation. In organisations with professional staff, many tasks that nominally belong to the Secretary can be delegated to others (either paid staff or volunteers) (see above), even though those tasks remain the Secretary’s responsibility.

In smaller organisations and those fully run by volunteers, there may not be any paid staff to whom the tasks can be delegated. In these cases the Secretary must undertake all these duties personally. If no-one can be found who has sufficient time to fulfil the position, some boards break the role into smaller parts, such as Minutes Secretary, Correspondence Secretary and Membership Secretary. In other cases, some of the administrative responsibilities are given to volunteers outside of the Board in order to reduce the workload.

It is recommended that the Board draw up a description of the role of Secretary to suit the operation of its particular organisation. The role description should reflect the skills, interests and amount of time that the Secretary has to offer and should indicate those tasks that will be delegated to others. It should be revised whenever a new Secretary takes office.

The Secretary of a fully volunteer community organisation carries an important responsibility, since there are no paid staff to whom tasks can be delegated. These responsibilities are detailed above.

For further detailed information, Companies Now has a useful website: <http://companiesnow.com.au>

SOURCE

- > Fishel, D, The Book of the Board, Federation Press, Sydney, NSW (2003; 3rd edn. 2014)
- > Creative Commons: the DIY Committee Guide, a website based in the United Kingdom <http://www.diycommitteeguide.org/article/what-role-secretary>

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[The Book of the Board](#) is Australia’s standard reference book for board and committee members of non-profit organisations. Authored by Positive Solutions Director, David Fishel, and currently in its third edition, The Book of the Board provides clear guidance on the role of the non-profit board, formal and legal responsibilities, and the ways in which the board can maximise its effectiveness for the organisation.

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