

# Policy Type: Board Processes

## Policy Name: Board Secretary Job Description

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Position: **Board Secretary**

Time Commitment: Ten hours month (board meetings, secretarial duties as described below)

Term:

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The Board Secretary is to be appointed in a manner consistent with the By-Laws. The Secretary is an Executive Officer of the Association. He/she is accountable to the Board of Directors and has no authority to act beyond that required to fulfill the duties outlined below.

The Secretary will work closely with the Chair of the Board in the planning of Board of Directors and Association meetings. The Secretary of the Board shall be responsible for ensuring<sup>1</sup>:

- The creation and timely distribution of agenda for Board of Directors and Association membership meetings (e.g. annual general meeting)
- The accurate recording and distribution of the minutes of Board of Directors meetings. Note: Where a staff member or other volunteer serves as *Recording Secretary*, the Board Secretary will be responsible for ensuring that the format and level of detail of the minutes recorded reflects the wishes of the board
- The updating, maintaining and safe storage of the Association's Minute Book<sup>2</sup> and other legal documents<sup>3</sup>
- That the Association's incorporation and charitable registration status is maintained through the annual filing of required reports and information
- That the Board's Policy Manual contains all Board directives<sup>4</sup> and that such policies are systematically subject to board review
- The maintenance of an up-to-date list of members of the Association<sup>5</sup>
- That external correspondence<sup>6</sup> to, and requests made of, the Board of Directors, or relevant to the governance of the Association, is reported and responded to in a timely manner
- The accurate recording and distribution of the minutes of the Association's Annual General Meeting. 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.

<Approval Date>

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<sup>1</sup> The key term here is "responsible for ensuring" which may be different than 'doing'.

<sup>2</sup> The Minute Book (often a 3-ring binder) ought to contain paper copies of the minutes of all meetings since the Association's inception. Older organizations should have a number of them. The safe storage of the minute book has to do with protecting this important record from loss (fire or computer failure) not keeping them hidden. Minutes should be available for inspection by any member of the Association. The Secretary may wish maintain two minute books, one for safe storage and another, perhaps just containing minutes of the previous year that is readily accessible to anyone who is interested, including members of staff. Board minutes need not report staff salary figures, instead these should be formally specified in employment contracts and letters of appointment that are maintained as confidential personnel records.

<sup>3</sup> This would include incorporation documents, by-laws, insurance policies and important contracts.

<sup>4</sup> Board policies are directives to the Executive Director on how the organization should operate and, beyond those in the Association's by laws, to the Board itself in terms of its own practices. This job description is such a policy.

<sup>5</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 for membership renewal and regular membership communication.

<sup>6</sup> The boards of totally volunteer-run associations may want to review all correspondence. The board of an association with staff typically does not need to do so. Boards should discuss what correspondence it wants to review and responded 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.