

Black Business & Professional Association

Corporate Secretary Mandate & Qualifications Required

As an executive member of the Board, the Corporate Secretary is a member of the team that also includes, at least, the Board chair or president, a vice-chair and the treasurer. Together they are collectively responsible for the effective functioning of the whole Board.

More broadly the Secretary is the one responsible for the proper management and utilization of important records such as meeting minutes and the organization's by-laws, as well as keeping track of Board member terms and important filing deadlines for the organization's incorporation and charitable status.

The position of Corporate 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. 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.

Duties and Responsibilities

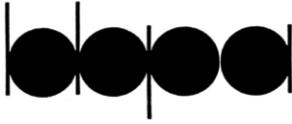
The Secretary will work closely with the Chair of the Board in the planning of Board of Directors and association meetings. The creation and timely distribution of agenda for Board meetings and Association membership meetings (e.g. annual general meeting) Collaborates with the President to assemble meeting agendas; working to include Parking Lot items and To Do List items.

Accurate recording and distribution of the minutes: The Board Secretary shall record the minutes of all meetings of the Board of Directors.

Provide Safekeeping of all official contracts and records: The Board Secretary should maintain and preserve all organization records in a secure location that is approved by the Board and provide for the safe keeping of all official contracts and records of the organization and publish notices of scheduled meetings as required in these Bylaws.

Oversee Membership lists: The Corporate Secretary should be involved in maintaining membership lists.

Track Board member terms: The Corporate Secretary should keep a running list of Board members to ensure the successful rotation of Board members at the end of their specified term. As new Board members are "on Boarded" the Secretary should record the beginning and end dates of their term. As Board members complete their service term,



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the Secretary should send them a reminder acknowledging the end of their term limit and thanking them for their service.

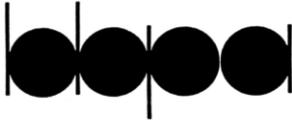
Ensure that key contact information for the organization's leadership team is current. The Board Secretary should always have the most current contact information for Board and staff members on file

A Non-Profit Board Secretary requires a very fluid set of skills.

- Knowledge of the meeting procedures, decision-making rules, governance policies and the bylaws of the Association
- Writing proficiency and advanced computer skills.
- Effective communication. The ability to communicate effectively with the Board with a varied group of people.
- Recruit individuals to serve on the Board of Directors;
- Accept nominations to the Board of Directors reviewing nominations in conjunction with the members of the Governance Committee, and approve individuals to be included in the slate of nominees for election;
- Ensure that elections are conducted in accordance with the requirements of the BBPA's Constitution.
- Such other duties and responsibilities as set by the Board of Directors
- The ability to organize and prioritize tasks.
- Manage multiple aspects of the Board, driven and detail-oriented.

The Qualifications of a Board Secretary

- Familiarity with the structure, purpose and programs of the organization and the inner workings of non-profits
- Knowledge of corporate governance and compliance
- Familiarity with the Board culture and norms
- Detail oriented and well organized
- Familiarity with the bylaws and legal status of the organization
- Social media and advanced computer skills
- Avoid conflict of interest roles and business with the Association
- Participate in monthly conference calls, usually 2.5 hours in length.
 - Participate in committee and small working groups as needed throughout the year;



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Attachment #1 to Board Corporate Secretary Position: To be given at first Board meeting following AGM

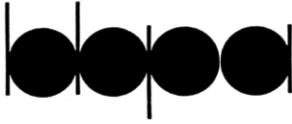
Accurate recording and distribution of the minutes: The Board Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the organization and publish notices of scheduled meetings as required in these Bylaws. The accurate recording and distribution of the minutes of the Association's Annual General Meeting is managed appropriately. The Board minutes, once approved by the Board, become the official record of the organization. Board minutes provide context for future governing Boards. They confirm the approval of key policies and create a historical timeline of the organization's growth and impact. The Secretary's minutes can also serve as evidence in a lawsuit against your organization's directors and officers. One of the most important aspects of a Board Secretary's position is to record the minutes of each Board meeting. Taking minutes that reflect quality of the deliberations and accurately records the decisions made.

The Secretary should review the minutes and distribute them to the full Board of directors ideally within 48-hours of the meetings, but no later than 7 days after the meeting; thereby ensuring that Board members can review minutes while the meeting conversations are still "fresh" in their minds. The minutes do not become official organization "records" until the Board approves the minutes. After minutes are approved, the Secretary and Board chair should sign the minutes before entering them into the records.

Maintaining corporate records and holding members accountable for their task. The Board Secretary ensures that key policies and procedures are not sitting on a shelf collecting dust. Should be the "Board expert" on policies and procedures such as the articles of incorporation, bylaws, standard operating procedures, principle operating principles, child protection or client protection policies, non-discrimination, conflict of interest, zero-tolerance harassment policies or any other key governing and operating processes your Board has approved. The Secretary should be prepared to call attention to policies and procedures during Board meetings and decision-making processes to ensure that the Board is transparent, ethical, and compliant.

Scheduling and notifying Board members of upcoming meetings. Helping construct and manage the Board meeting agenda in partnership with the Board chair. 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.

Maintain of a **full contact list of Board members** including Board member appointment dates, term of appointments and Board member biographies. 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.



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Assist the other Board leaders in Board meeting operations to ensure that association functions and decisions are properly discussed and documented.

The Secretary annually instructs the Nominating Committee as to its duties. In this connection the Secretary maintains "Job Descriptions" for elective office. This document carries a wealth of detail as well as very important reminders regarding the activities and procedures of the Nominating Committee.

From time to time it is necessary for the Executive Board to conduct e-mail ballots on important matters that cannot be delayed until a meeting. In such cases, the issuing of the e-mail ballot and its recording are done by the Secretary. Issuing an e-mail ballot requires the assent of the Secretary and one of the following: the President and or the Treasurer.

Oversee Membership lists

If your organization operates with a membership model, the Secretary should be involved in maintaining an up-to-date list of members of the Association

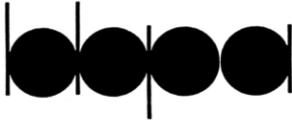
Provide Safekeeping of all official contracts and records

The Board Secretary should maintain and preserve all organization records in a secure location that is approved by the Board. Your Board might require that all hard copy official records be kept in a secure location at the office to ensure that Board members have access or that the Secretary utilizes a file-sharing system to store and distribute digital records.

Published notices of scheduled meetings are required in the bylaws

Many organizations look to the Executive Director or Board Chair to send out reminders for meetings, but the leadership team should be turning to the Secretary to send out all official "calls to meeting."

Track Board member terms: Your Board Secretary should keep a running list of Board "classes" to ensure the successful rotation of Board members at the end of their specified term. As new Board members are "on Boarded" the Secretary should record the beginning and end dates of their term. As Board members complete their service term, the Secretary should send them a reminder acknowledging the end of their term limit and thanking them for their service. Also, all Board members should be instructed to inform the Secretary in writing if they are going to miss a scheduled meeting (excused or unexcused absence), renew their Board term limit (upon invitation of the Board), or resign from the Board.



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Ensure that key contact information for the organization’s leadership team is current.

The Board Secretary should always have the most current contact information for Board and staff members on file. It is helpful if contact information also includes a “preferred communication method” for each member, so the Secretary knows which Board members respond best to a hardcopy document, email, social media message, or phone call.

Each time your Board elects new officers, be sure to fill the Secretary position with someone who is knowledgeable about the organization, has the professional skill set, and availability to fulfill the full duties of that role.

Robert’s Rule of Order. This resource clearly outlines the full functions of a Secretary as well as best practices for recording, approving, and distributing the minutes from all official meetings of your governing Board. This may include familiarity with the rules of order used by the association—these may be Roberts Rules of Order or an adaptation of those rules. It often falls to the Secretary, in a heated debate, to call for a point of order to bring the discussion back to order