

NPO GOVERNANCE TOOL BOX SERIES

Vol. 2, Issue 3, Dec. 2012

For private circulation only

SECRETARY- ROLES AND RESPONSIBILITIES



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OUTLINE OF GOVERNANCE TOOL BOX

Vol. I: Tools for identifying, recruiting and developing a Board

- Characteristics of Board Member - [Click here to download](#)
- What materials to be shared with the Board Members - [Click here to download](#)
- Board Members commitment sheet (to be reviewed every year) - [Click here to download](#)
- Areas to be covered in Board Orientation process - [Click here to download](#)
- Board Diversity Matrix - [Click here to download](#)
- Board Size - [Click here to download](#)
- Source for Potential Board Members and Creating a support base - [Click here to download](#)

Vol. II: Job description (Including do's and don'ts)

- Chairperson (Including do's and don'ts) - [Click here to download](#)
- Vice-Chairman - [Click here to download](#)
- **Secretary**
- Treasurer
- Board Members

Vol. III: Board Evaluations

- Board Evaluation Form
- CEO performance appraisal form

Vol. IV: Board Committee

- Executive Committees
- Audit Committee
- Finance Committee
- Human Resource Committee
- Program Committee

Vol. V: Policies

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- Finance Policy
- Conflict of Interest Policy
- Gender Policy

Vol. VI: Conducting Meetings/Making Decisions

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- Writing Minutes
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- Evaluating a Board Member

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JOB DESCRIPTION (INCLUDING DO'S & DON'TS)

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1. INTRODUCTION

The overall administration and management of an organization vest with the duly elected Board as per the Bye-laws/Trust Deed/Memorandum of Association of the organization. To have smooth and effective Board processes, several positions are created within the board. Generally, the Board has a Chairperson, Vice-chairperson, Secretary and Treasurer and assigns them certain duties & responsibilities as per the governing documents of the organization.

In general, the Chairperson is responsible for the smooth and fair running of the organization. The main job is to chair the meetings of the organization and guide the board. The Vice-chairperson acts as a support or a deputy to the Chairperson. He/ She also act as a substitute to the Chair in his/her absence and support the Chair in conducting meetings in an orderly and organized manner. The Treasurer has overall responsibility for the organization's finances and main job is keeping oversight on financial affairs of the organization.

2. WHO IS A SECRETARY?

The position of Secretary has wide-ranging responsibilities, requiring much more than simply being present at all board meetings. He/she is the one who has the role of disseminating information to all members and stakeholders, giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. Additionally, the Secretary is the custodian of the organization's records and related materials. The Secretary is expected to work in close co-operation with the Chair as he/she compliments the Chair's work and helps him/her discharge the duties effectively.

3. SECRETARY AND CHIEF FUNCTIONARY

There are various practices followed among Voluntary organizations with regard to whether the Secretary and the Chief Functionary should be the same person. Firstly, it needs to be understood that the Secretary is a legislative position whereas Chief Functionary is the head of the Executive. Sometimes, it is desirable to have both the positions in one person so that the implementation of decisions by the Board is smooth. There are three possible scenarios with regard to Secretary and Chief Functionary.

3.1. Secretary also holds the position of Chief Functionary

3.2. Chief Functionary is appointed by the Board and he/she functions as the ex-officio Secretary of the Board

3.3. There are two different persons holding the above two positions

Ideally, it is always better to have one person performing both the functions in order to ensure smooth governance and management. In the vent of two different persons holding the two positions, the role, responsibilities, mandate, etc. should be clearly stated.

4. WHAT ARE THE KEY CHARACTERISTICS OF SECRETARY?

- Ability to understand and articulate issues before the Board
- Understanding legal requirements
- To be well-versed with different documentation techniques
- In case, the organization is small, then it may not have a Vice-chairperson. In that case, the Secretary will play more supportive role to the Chair
- To have management oversight
- To liaise with the Chief Functionary in case the Chief Functionary and the Secretary are two different positions



5. WHAT ARE THE ROLES AND RESPONSIBILITIES OF SECRETARY?

Although, the job responsibilities of Secretary vary from organization to organization, some basic roles and responsibilities which are common are explained below:

5.1. Minutes

The Secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes may vary as per the needs of the organization but should include at a minimum:

- Date, time, location of meeting;
- List of those present and absent;
- List of items discussed;
- List of reports presented;
- List of motions presented and description of their disposition.

Minutes should have enough information to help absent members to understand what issues were discussed and what decisions were made. The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the organization's records.

5.2. Implementation of decisions

Even though it is for the management/staff team primarily to implement the decisions of the Board, it is the role of the Secretary to communicate such decisions, ensure implementation and report back to the Board in the next meeting on actions taken on them and updates. This is the role of the Secretary in between Board meetings.

5.3. Custodian of records

As the custodian of the organization's records, the Secretary is responsible for maintaining accurate documentation and ensuring that the records are made available when required by authorized persons. These records may include governing documents, details of board members, board meeting minutes, financial reports, and other official records.

5.4. Communication

The Secretary ensures that proper information about the schedule of next meeting and upcoming events is shared with the Board and on time. In most of the case, the Secretary is responsible for sending out necessary notices for meetings.

5.5. Meetings

The Secretary participates in Board meetings as a voting member or as specified in the governing laws. The Secretary provides items for the agenda as appropriate and informs all the members well in advance about the meeting. Further, the minutes of the previous meeting are read, and if they are approved, the signature of the Chairperson is obtained on them.

In the absence of the Chairperson (and Vice-Chairperson, if the position exists), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The Secretary records meeting minutes as described above depending upon the practices of the organization.

5.6. Signing Officer

The Secretary may be designated by the Board and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

5.7. Accountability

The Secretary is accountable to the Board and the general members of the organization.

6. HOW IS A SECRETARY ELECTED/SELECTED AND HIS/HER TENURE?

The term is determined in the Trust Deed for Trust and in the Byelaws incase of Society.

- The Board is selected/elected in the General Body meeting (in case of society). Sometimes, the bylaws provide that the society also elects the Secretary while electing the Board Members, the Chairperson and the Vice-chairperson. In that case, the Secretary is elected as a Board Member first and only then as a Secretary.
- The second method of selecting/electing a Secretary is that the Board is elected in the General Body meeting. After this, in the first meeting of the Board, the Secretary is elected again as stated above. These processes are prescribed in the Bye-laws/ Trust Deed of the organization.

6.1 Election of Secretary in a Trust:

- Unlike a Company or a Society, the Trust does not have a General Body, from which the Governing Body is elected. Therefore, all the Trustees form the General Body as well as the Governing Body of the Trust.
- The Secretary is elected as laid down in the Trust Deed. Generally, the Trustees elect a Secretary from among themselves by voting. The term of the Secretary shall be applicable as defined in the Trust Deed.
- It may be noted that, it is not mandatory for a Trust to elect a Secretary. Many times Trustee performs the role of the Secretary in the Trust.

6.2 Election of Secretary in a Society:

- The Board is selected/elected in the General Body meeting. Sometimes the Bye-laws provide that the Society also elect the Secretary while electing the Chairperson, Vice-Chairperson and Board Members. In that case, the Secretary is elected as a Board Member first and then as a Secretary.
- The second method of selecting/electing a Secretary is that the Board is elected in the General Body meeting. After this, in the first meeting of the Board the Secretary is elected along with the Chairperson, Vice-chairperson again as stated above. These processes are prescribed in the bye-laws of the organization.

6.3 Election of Secretary in Section 25 Company:

As per the provisions of the Companies Act, 1956 the Companies are required to appoint a *Company Secretary*, who is a member of the Institute of Company Secretaries of India. However, for Section 25 Company it is not mandatory to appoint a Company Secretary. The Company can appoint a Company Secretary for the responsibilities of a Secretary or they can delegate the responsibility of Secretary to any competent person within the Board.

7. CONCLUSION

A Secretary's role is to ensure smooth running of board meetings. Therefore, this involves activities before, during and after meetings. The secretary is responsible for preparing minutes of the meetings, maintaining records, administration, flow of information/communication. The Secretary also ensures that the decisions taken by the Board are clearly communicated to various stakeholders and they are implemented. The Secretary often acts as an information and reference point for the Chairperson and other members and clarifying past practice and decisions. Therefore, a Secretary is often the most important loop in the board.

DOS and DON'TS for a Secretary

DOS	DON'TS
Prepare the agenda well on time and disseminate the same to all members	Record the minutes in detail and also the debates during the discussions
Use the meeting agenda as guide	Ignore the agenda of the meeting
Prepare a draft of the minutes and consult the Chairperson for approval	Record personal opinions or descriptive phrases.
Circulate the minutes and get them approved	Delay the circulation of minutes

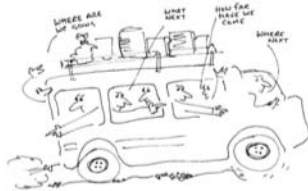
Watch out for the next issue on “Treasurer – Roles & Responsibilities”



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