

Guide for a Board Secretary

Duties, Responsibilities and How To Boost Effectiveness of
Your Board with Modern Tools

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The role of a board secretary on the board of directors has significantly changed over the years. If a few decades ago the board secretary position was associated only with administrative tasks, now, the board secretary job description has got much wider and includes way more responsibilities.

A modern board secretary juggles many duties — from providing accurate meeting recordings to ensuring the board operates in compliance with the law. Often, a secretary of the board is the person who assures efficiency, makes sure every board member is actively involved in decision-making, and creates a collaborative atmosphere on the board.

▶ **In fact: Board secretaries are more often females, than males — [72.5% against 24.5%](#).**

So, what does a board secretary do? What skills should a secretary of the board have? And what are their key responsibilities? Keep reading this piece to learn everything about the board secretary's job.

Who is a board secretary?

Secretary of the board is a person who is responsible for taking corporate meeting minutes, ensures a company remains in compliance with government regulations, manages board documentation, and makes sure board members fulfill their fiduciary duties.

The role of the secretary of the board of directors and their zone of responsibility differs depending on the organization and industry. In any case, the board secretary role and duties are always outlined in the board bylaws.

A board of directors secretary can be a board member or a non-board member.

Board secretary qualifications

A modern board secretary is a specialist that should perform well at various tasks. The list of desired qualifications isn't limited to taking meeting minutes and managing administrative tasks anymore.

Among obligatory board secretary skills and qualifications are the following:

- ▶ **Ability for multitasking.** A good board secretary is a well-organized person that is able to handle many tasks simultaneously without stress. This skill is essential since board secretaries often juggle many responsibilities and duties.
- ▶ **Strong communication skills.** The list of the board secretary responsibilities always includes communication with all board members. It's a board secretary's duty to maintain a cooperative atmosphere on the board and make sure everyone understands mutual objectives and moves towards them. A secretary to the board of directors should also be good at moderating an offline or [virtual board meeting](#).
- ▶ **Understanding of the corporate structure.** A professional board secretary should know how the board and organization are structured, what the responsibilities of every board member are, and who is in charge of what. This knowledge helps board secretaries to manage the board's process and make sure everyone has mutual objectives in focus.

- ▶ **Familiarity with the legal status of the organization and its bylaws.** One of the board secretary's duties is to manage federal and state compliance reporting. A board secretary must have the expertise to ensure the board of directors practices effective governance and follows government regulations.
- ▶ **Deep knowledge of the board's norms and culture.** A skilled board secretary should know how the board of directors operates, what drives the decision-making, and how to ensure every board member is actively engaged in the board's performance.
- ▶ **Ability for task prioritization.** Naturally, being responsible for many tasks, it's essential for a board secretary to know how to prioritize them. Without this skill, a person can lose track of the tasks and fail to provide good and timely results, which influences the overall board performance.
- ▶ **Problem-solving skills.** Board members often have different perspectives on the company's development plan. That's why it's crucial for a board secretary to be able to handle such situations. Additionally, a board secretary has to be ready to solve any problems that may arise during the meeting.

Variations of the secretary of the board

Since a board secretary is a multitasker and jack-of-all-trades in its best possible meaning, let's review their main roles on the board.

Corporate secretary

The first and foremost responsibility of a corporate secretary is to manage administrative tasks and ensure an organization stays in compliance with regulatory requirements. A corporate secretary is often considered the glue that holds the entire organization together.

A corporate secretary plans and prepares board meetings, creates agendas, invites attendees, and manages all possible logistical and organizational issues.

Even though corporate secretaries take an active part in the board of directors or shareholder meetings, they usually are not members of the board.

Recording secretary

Logically, the main duty of a recording secretary is to make records.

A recording secretary is responsible for taking meeting minutes during board meetings. A recording secretary is not a member of the board of directors, but attends meetings to take meeting minutes. It can be a person from the staff or a volunteer. If it's a person from the outside, it's obligatory for the secretary to sign a confidentiality agreement.

Secretary-treasurer

A board secretary who juggles the duties of a board secretary and a treasurer is much more accountable to the corporation.

A secretary-treasure performs the usual administrative and managerial duties

of a board secretary, and also oversees the financial administration of the company. This person advises the board on fundraising and financial strategy, reviews financial procedures and reporting, and takes part in formulating financial and tax policies in the company.

Compliance officer

A board secretary who is also a compliance officer is responsible for managing federal and state compliance reporting, ensuring effective governance, and making sure the organization follows all government regulations.

As a compliance officer, a board secretary also ensures all board members and committees follow board bylaws, coordinates with regulators and auditors, and ensures all board processes comply with the law.

Trainer

A board secretary who is also a company trainer is responsible for educating new directors and organizing different development programs for current directors.

The main trainer's duty is to ensure every board member is well-informed of company governance issues and procedures, aware of the board's responsibilities, and actively involved in its performance.

Key 9 board secretary duties & responsibilities

Board of directors secretary responsibilities vary depending on the organization’s size, type, and culture. However, there are several key duties every board of directors secretary job description usually contains. Let’s divide them into those that are required before a meeting, during a meeting, and after a meeting.

Preparation	Key Duties
Before a meeting	<ul style="list-style-type: none"> ▶ Preparing board meetings ▶ Providing board members with the required information and previous meeting minutes ▶ Scheduling meetings and notifying board members about them
During a meeting	<ul style="list-style-type: none"> ▶ Preparing board meetings ▶ Providing board members with the required information and previous meeting minutes ▶ Scheduling meetings and notifying board members about them
After a meeting	<ul style="list-style-type: none"> ▶ Preparing board meetings ▶ Providing board members with the required information and previous meeting minutes ▶ Scheduling meetings and notifying board members about them

Now, let's describe each responsibility in more detail.

1. Preparing board meetings

Preparation for a board meeting includes gathering all the board materials and making sure they're consistent, informative, and contain zero typos.

A board secretary should prepare a meeting agenda before a meeting, where all the points for discussion will be listed. The secretary of the board should also supply board members with additional information and documents that should be reviewed prior to a meeting.

▶ **Pro-tip:** Meeting preparation is less time-consuming with dedicated board meeting software enabling a [paperless board meeting](#). Such software allows you to prepare for meetings, conduct them, make decisions, and manage board activity — all in one place.

2. Providing board members with the required information and previous meeting minutes

For a better understanding of the performance results after previous meetings, a board secretary should distribute previous meeting minutes. This will give board members an insight on how the company is moving towards its objectives, what failed since the last meeting, and what should be improved in the overall development strategy.

3. Scheduling meetings and notifying board members about them

A board secretary checks board members' calendars and schedules a board meeting at the most suitable time. It's also essential to ensure all board members are properly notified about the upcoming meeting at least a few weeks in advance.

4. Taking meeting minutes

One of the main board secretary duties is to take meeting minutes. A board secretary should indicate the names of all attendees, the date when the meeting is conducted, describe all the discussions that take place during the meeting, and present board resolutions and voting results.

5. Establishing effective communication between board members

A secretary role on board of directors is often to be a mediator between board members. A good board secretary is always ready to assist in establishing a comfortable, collaborative atmosphere on the board that facilitates effective decision-making.

6. Ensuring that meetings are in compliance with regulations

A secretary of the board of directors is the one who makes sure every board member follows governance requirements and commits to the procedures that are approved by the board. A board secretary also ensures that the board

operates in compliance with the law and government regulations.

7. Distributing meeting minutes

After the meeting, a board secretary proofreads meeting minutes, makes sure information is clearly presented and contains no typos, and distributes the minutes among board members. It's best to do it within a week or so, since board members still have fresh memories about the commitments they made.

8. Providing assistance and advice

In case board members have any additional questions or require extra information, a board secretary should be ready to provide them all the needed materials and information. This is essential for a healthy board operation and effective decision-making.

9. Holding board members accountable

Duties of board secretary also include following up with board members to ensure they fulfill their responsibilities. A board secretary keeps in contact with all meeting attendees and checks on their progress in completing assigned tasks.

Appointment and termination of the board secretary

The board secretary is appointed only by the resolution of the board of directors.

To terminate a board secretary, a board of directors should also vote for this and define such a decision in a board resolution.

Assessment and remuneration of the board secretary

A modern board secretary is a specialist that should perform well at various tasks. The list of desired qualifications isn't limited to taking meeting minutes and managing administrative tasks anymore.

Tips for board secretaries

Follow these recommendations to better fulfill your board of directors secretary duties:

- ▶ **Create a group calendar.** It enables every board member to see other schedules and better understand when it's the most appropriate time for a meeting.
- ▶ **Make sure everyone is notified about a meeting.** Use your own notification system that allows notifying all attendees about a meeting 30-15 minutes before.
- ▶ **Use board meeting software.** A virtual board portal enables virtual paperless meetings and helps board members to save time. Moreover, board portals offer various features that help to improve board operations.
- ▶ **Make sure everyone has a link to a virtual meeting.** And knows how to use it. If some board members experience trouble with using

virtual meeting software, provide a tutorial or dedicate a video call for guidance before a meeting.

- ▶ **Coordinate the discussion.** Ask board members questions so that everyone is involved in the discussion and focused on the topics listed in the meeting agenda.
- ▶ **Schedule short breaks if a meeting is too long.** It's important for board members to stay productive, as it greatly influences the efficiency of decision-making. That's why planning short pauses during a meeting might be helpful.
- ▶ **Insist on a mandatory video-on policy.** If a board meeting is conducted online, it's better for all attendees to have their cameras on, as it helps them to stay engaged in the discussion and be more attentive.
- ▶ **Specify deadlines for the tasks.** When board members are assigned to certain after-meeting tasks, it's important to put clear deadlines and track the progress of their completion.
- ▶ **Devote a couple of minutes for the meeting's summary.** It's a great practice to summarize everything said and resolved during a meeting to make sure everyone understands their commitment. At the end of the meeting, it's also helpful to plan when to schedule the next one.

A good board secretary also NEVER:

- ▶ Leaves letters in a mailbox without answer or attention
- ▶ Ignores the need of making copies of all important documents

- ▶ Tries to remember important issues without making notes
- ▶ Organizes meetings at the last minute
- ▶ Ignores silent board members without trying to engage them in a discussion
- ▶ Writes down trivial details during meetings instead of noting essential issues

- ▶ Board-room.org experts have decades of combined experience in streamlining boards' work. Check out our [board meeting agenda template](#), [board meeting minutes template](#), and [board resolution template](#) for more tips, best practices, and ready-to-use templates, available for free.

Modern tools of the board secretary

To handle the variety of duties and responsibilities, board secretaries often use third-party software that helps them stay organized and productive. Among the most popular and helpful tools are the following:

- ▶ **Secure messaging tool.** When planning a board meeting or providing board members additional information that might help to make decisions, it's not a good idea to rely on social media or even email. Often, board secretaries opt for devoted messaging tools that offer a high level of security.
- ▶ **Board assessment tool.** For a board to stay efficient, it's important to undergo board evaluations at least annually. There are specialized

services for this procedure that help to make it confidential and automate lots of the secretary's duties.

- ▶ **Minutes builder.** Board secretaries always create meeting minutes. And when using software for automated minutes building, this process speeds up substantially. Such software usually provides templates that can be customized according to your company's requirements.
- ▶ **Skill matrix tool.** Such software helps to indicate the set of skills every board member should possess and define those that a board as a whole lacks. This is essential since the effectiveness of the board and its ability to meet the company's current and future needs greatly depends on the board members' expertise.
- ▶ **Board management software.** Board portals combine all the previous tools in one. With a board portal, secretaries can plan and schedule meetings, communicate with board members, conduct virtual meetings, distribute documents, and store confidential data virtually and in a secure repository. To choose the board portal for you, review a [board portal comparison](#) on our main page.

- ▶ **Pro-tip:** Based on the detailed review and comparison of modern board management software providers, the top choice of our experts is iDeals Board. This solution allows for preparing agendas, building minutes, creating board packs, managing projects, and storing files for free.

Want to learn more about iDeals Board or have a sales, support or billing request, follow the <https://www.idealsvdr.com/contacts/>



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Summing up

The board secretary roles and responsibilities have significantly changed over time. Now, board secretaries' duties aren't limited to administrative tasks. They collaborate with board members, ensure they operate in accordance with the law, and make sure all board members are involved in the process and actively work on the assigned tasks.

A **good board secretary should be able to prioritize tasks**, problem-solving skills, deep knowledge of the board's norms, familiarity with the corporate

bylaws and legal norms, strong communication skills, ability for multitasking, and understanding of the corporate structure.

Among the key responsibilities of board secretaries are board meetings preparation, taking and distributing minutes, scheduling meetings, providing board members with additional information, ensuring board meetings are in compliance with the law, and establishing a collaborative atmosphere on the board.