

Role of the Secretary and Record Keeping

Presented at:

Board Leadership Edmonton 2018

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Alberta Culture & Tourism
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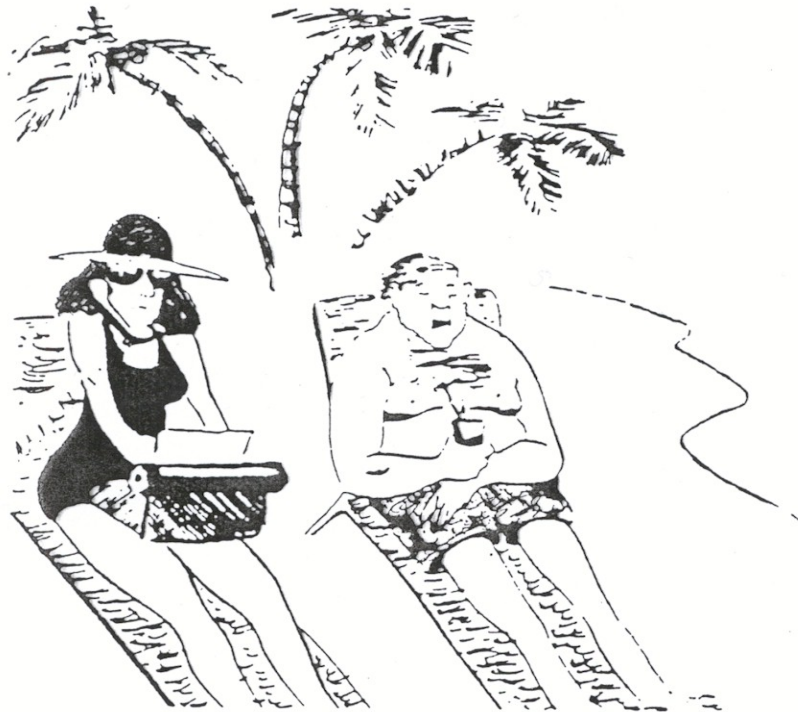
Learning Outcomes

Participants will:

- Gain a better understanding of why the board secretary position is so important
- Learn key board secretary responsibilities
- Become familiar with related templates and resources that will make the job easier

Dedicated Board Secretary – Are You This Person?!

For heaven's sake, Bernice, can't you stop being a volunteer even on vacation time?



Your “Individual” Question

- You have 3 minutes “individually” to identify a *board secretary related question* that you hope to have answered by the end of the session



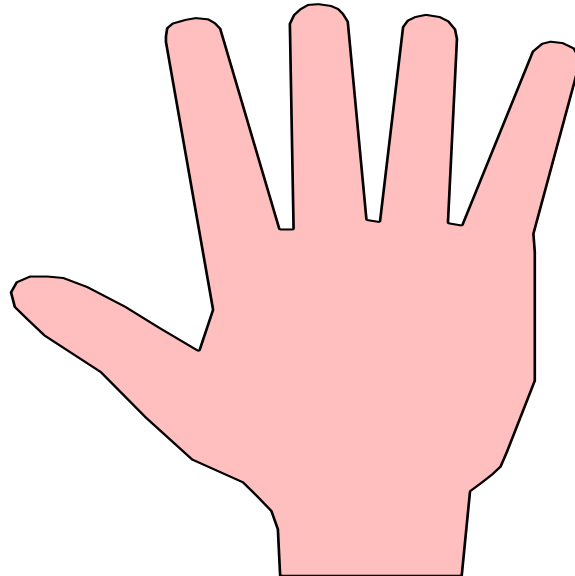
WHY Do You Need a Board Secretary ?



WHY The Board Secretary Position Is Important

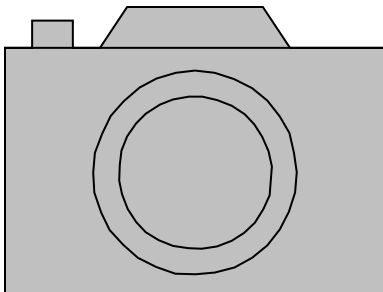
5 Overall Key Responsibilities:

What do you think they are?



Overall 5 Key Responsibilities

Maintain the history of the group by
keeping track of organization
documents



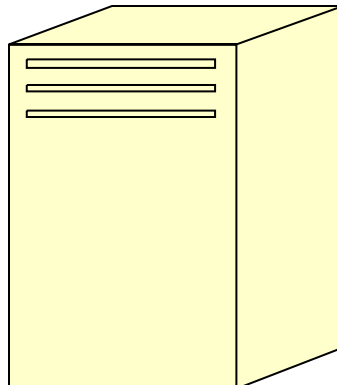
Overall 5 Key Responsibilities

Serve as contact (go-to) person for your organization's documents – minutes of AGM's, board meetings and committee meetings



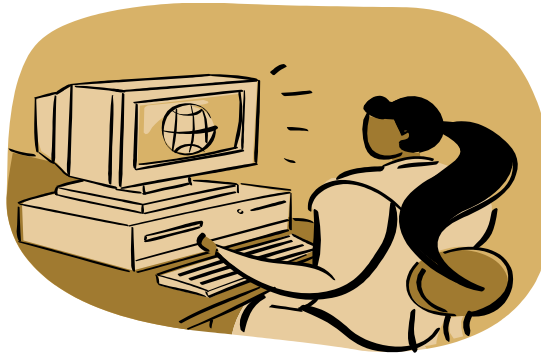
Overall 5 Key Responsibilities

Reduce potential liability by keeping record of motions at meetings, documents and up-to-date policies



Overall 5 Key Responsibilities

Help the board save time by not having to remake decisions, being able to find information quickly, etc.



Overall 5 Key Responsibilities

Represent the organization to community as one of the executive members of the group



Let's Look a Little Bit Closer Into These Key Board Secretary Responsibility Areas

- Administration of Meetings
- Minutes of Meetings
- In-Camera Meetings
- Being Assertive At Meetings
- Correspondence
- Records and Documents of Organization

Administration of Meetings

- Send notifications of meetings to members in advance
- Give list of outstanding items from previous meetings which need to be included in the agenda
- Distribute agenda, reports, minutes and other pertinent information to meeting participants

Administration of Meetings

- Sign approved minutes and keep official copy for records
- Keep track of dates – notices for AGM, annual reports submitted to Corporate Registry, etc.
- Responsible for filing the annual return, amendments to the bylaws and other incorporating documents with Corporate Registry.

Minutes of Meetings

- Record the minutes of meetings (laptop, paper & pen, flipchart etc.)
- Have a consistent style for recording minutes
(see “Meeting Minutes” template)
- Minutes need to cover:
 - What was accomplished and what was decided?
 - Who was at the meeting and who was absent?
 - What follow-up commitments were made for what action
 - When and where the next meeting is

Minutes of Meetings

- **Record decisions and actions (but *not the discussion*)**
- Try to keep the minutes short but with enough information that a member who may have missed will understand the board decision/direction
- Assist chairperson in ensuring business and requested actions from previous meetings are brought forward to future meetings (*see Meeting Action template*)

Minutes of Meetings

- Complete the minutes ASAP after the meeting and give to chairperson/board members immediately! (*very important!*)
- Have a standard place where the official copy of minutes are stored
- Ensure there is a consistent substitute minute-taker in your absence who is familiar with the organization “*style*” of taking minutes

Records and Documents At Meetings

It is the Board Secretary's responsibility to ensure the documents below are readily available at meetings if needed

- Agenda and Past Meeting Minutes – *each board member has easy access*
- By-Laws/Legislation – *there is always an official copy of the most recent version*
- Policies – *official copy with updated resolutions from meetings*
- Quorum Guidelines - *for Board and AGM meetings – usually found in the organization By-Laws*
- Minutes of Meetings From Past Year
- Strategic Plan

In-Camera Meetings

- An in-camera meeting is a session restricted to board members, or to board members and explicitly invited guests
- Usually to discuss sensitive organization issues and/or decisions that need to be made by the Board

In-Camera Meetings

- Only motions/resolutions based on in-camera discussions are recorded in the minutes. Normal procedures for making and recording motions are in place
- Discussions in-camera are strictly not recorded!
- Minutes should record when the board went “in” and “out” of camera

When the Board Secretary Needs To Be *Assertive* At Meetings

- When a motion/policy is being made where there clearly is a previous organization motion and/or policy that speaks to the same issue
- When a motion/policy being made that is outside the scope of the board's responsibility as outlined in the organization's framework documents (*constitution, by-laws, policies, legislation etc.*)
- When a board meeting policy needs to be implemented (*i.e. meetings that run late may need an official board motion to extend the time*)
- You are an equal member of the Board; you can make motions, ask questions, participate in discussions etc. You may need the substitute board secretary to assist you from time to time when juggling both responsibilities becomes difficult

When the Board Secretary Needs To Be *Assertive* At Meetings

- Ensuring “official” organization meetings do not begin without quorums in place
- Recording information – ensure you have intended motions, policy changes, directions recorded correctly *(have board members state clearly, speak up, repeat, record on paper etc)*
- When a motion is missing a “2nder” and “carried” components
- When a meeting agenda item is missed
- When a key board action is moving forward without a proper board motion *(ie. passing of the budget)*

Correspondence

- Ensure all *related, significant* correspondence received is shared with board members in a timely fashion
- Ensure all organization correspondence is sent out in a timely manner
- Ensure mailing/receiving contact information for all organization correspondence are up to date (*e-mail, telephone, mail, street address etc.*)
- Remove contacts from organization correspondence lists that are no longer needed/valid
- Ensure there is an up-to-date contact list of board, members, funders and key contacts of the organization

Organization Filing & Storage

List of key items commonly kept in a constantly updated filing system

- Constitution, By-laws, Society's Act Registration
- Policies and Procedures
- Minutes and Agendas
- Financial Documents
- Annual Returns
- Organization/Member Contact Lists
- Strategic Plan
- Annual General Meetings

Organization Filing and Storage

A few more depending on the organization:

- Charitable Status
- Official Tax Receipts
- Executive Director Salary/Hiring Information
- Administration Information
- Board Orientation Information
- Key Funder/Grant Application Information
- Organization Brochures/Pamphlets etc.
- Professional Development/Conference Information

Organization Filing and Storage

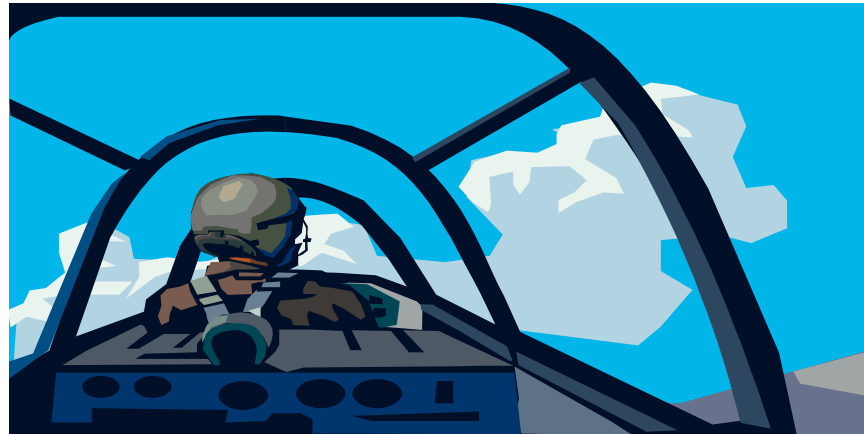
- You can set-up your own filing and storage system
- Here is a great resource:
“Office In A Box” from Charities Central
(316 pages!!)
http://charitycentral.ca/office_all

Questions??

- Questions from beginning of this session
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- Any further questions?



Thank You!!!



- Rick Moyse, Alberta Culture and Tourism, Community Development Branch
- Web site:
<https://www.culturetourism.alberta.ca/community/programs-and-services/community-development/default.aspx>