

## **ROLE DESCRIPTION FOR BOARD SECRETARY**

### **Role Purpose**

To provide leadership and strategic direction focusing on the vision, core values and objectives of the organisation.

### **Responsibilities**

In liaison with the Board Chair and fellow Board members:

1. Establish a vision and strategy for the organisation;
2. Monitor progress against agreed goals and objectives;
3. Review the core values of the vision at least every four years;
4. Monitor performance, financial expenditure, risk and resource allocation against the strategic plan at least quarterly;
5. Ensure the maintenance of a sound financial and resource platform at all times;
6. Build effective relationships with external partners as required by the Board;
7. Undertake training as appropriate and participate in an annual Board evaluation process and individual evaluation;
8. Attend events and meetings as appropriate and act as hosts to partners, sponsors and other stakeholders as required.

### **Competencies and Behaviours**

1. Build effective relationships with the Chair and fellow Board members ensuring all are committed to the common purpose;
2. Be capable of expressing ideas and information in ways that are appropriate, accurate and concise;
3. Listen to all fellow Board member, ensuring their views are heard;
4. Identify opportunities in pursuit of the achievement of the organisation's vision and strategic goals;
5. Ensure that independent judgement is exercised on issues of strategy, performance, resources and standards of conduct;
6. Understand the purposes of corporate governance and management, the differences and relationships between them and frameworks for assurance and accountability;
7. Empathise with the volunteers who are vital to the running of the sport;
8. Understand and accept the legal duties, responsibilities and liabilities of being a Board member;

9. Have excellent interpersonal, leadership and influencing skills, the ability to contribute effectively to the Board and committees providing 'critical' support, communicating effectively with stakeholders at all levels.

### **Specific Administrative Experience and Responsibilities**

The Secretary provides a source of advice to Board members and is responsible for ensuring that Board procedures are followed and that applicable internal rules and regulations relating to the operation of the Board are met. In addition, the Secretary is responsible for ensuring good information flows within the Board and its committees.

The Secretary will also arrange appropriate induction and training for all Board members.

The Secretary ensures that the business of the Board is compliant, where appropriate and applicable, with the UK Corporate Governance Code, the Companies Act, the Financial Services and Markets Act and all other relevant regulations and legislation. The Secretary also keeps under review all legal and regulatory developments affecting the operations of the Trust and makes sure that the directors are properly briefed about them.

The Secretary is the chief administrative officer of the company, responsible along with the directors for certain tasks under the law. In a new company, the company secretary is automatically appointed by being named in the application to register the company. In many smaller private companies, the company secretary is also a director.

Some people cannot be appointed as company secretary. These include:

- The company's auditor
- Undischarged bankrupts (unless given court leave).

The company secretary may delegate work to a third party, but remains responsible and must check and sign paperwork, for example, Annual Returns and a directors' report giving the name of the company secretary or director approving the accounts.

The directors usually delegate responsibility for maintaining the company's statutory books and records to the Secretary. These should include:

- A register of present and past directors and secretaries
- A register of all shareholders, past and present, and their shareholdings.
- A register of any charges on the company's assets
- Minutes of general meetings and board meetings.
- Ensuring the security of the company's legal documents. These documents include:
  - The Certificate of Incorporation, recording the formation of the company.
  - Model Rules or The Memorandum and Articles of Association (the company's constitution).
  - Certificates of the company's change of name (if any)
  - Appointments, resignations and changes (e.g. home address) of directors or secretaries

The Secretary normally takes responsibility for summoning meetings of the directors and shareholders, and for ensuring that the proceedings are properly recorded in minutes.