

KEY GUIDES



The Board Secretary's Handbook

Kirsty Semple

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directory of social change

What they said about the book...

'This handbook does a brilliant job of bringing the role of board secretary to life and dusting away the proverbial cobwebs by explaining how this vital role can contribute to the success of any organisation. If you are new to the sector or the role, it gives a wonderful insight into the relevance of the role and how you can make sure that your organisation is following good governance practice. The author writes in a way that is easy to understand and her knowledge and experience means that even seasoned secretaries will be given new food for thought!'

Phillippa Caine, Association Secretary, Guide Dogs

'A practical, reliable and engaging guide for everyone in the role of secretary to boards of charities or voluntary sector bodies. Read this book and you, like its author, may fall in love with this great role and these wonderful organisations!'

Cecile Gillard, Legal Manager, Charities, Burton Sweet and Company Secretarial Manager, Bates Wells Braithwaite

'I have known the author for many years and this book is emblematic of her personal approach to this vital role. The book is comprehensive, thoughtful, easy to read and an incredibly useful tool for anyone responsible for company secretarial matters. The advice at the end of each chapter, as well as the checklists at the end of the book, are an absolutely invaluable aid to anyone new to the role and keen to get it right.'

Richard Leaman-Grey CB OBE, Chief Executive Officer, Tall Ships Youth Trust

'Written by an active practitioner, this book provides an expert guide on what the role of board secretary means in everyday practice. This is not only for those who find themselves new to this role, but an important reference tool for anyone who works on or reports to a board.'

Jitinder Takhar, Chief Executive Officer, Local Space Ltd

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About the series

This series of key guides is designed for people involved with not-for-profit organisations of any size, no matter how you define your organisation – voluntary, community, non-governmental or social enterprise. All the titles offer practical, comprehensive, yet accessible advice to enable readers to get the most out of their roles and responsibilities.

There are several other titles available in this series; you can find details about the whole range at www.dsc.org.uk/key.

For further information, please contact DSC using the contact details as given in the following section, About the Directory of Social Change.

About the Directory of Social Change

The Directory of Social Change (DSC) has a vision of an independent voluntary sector at the heart of social change. We believe that the activities of independent charities, voluntary organisations and community groups are fundamental to achieve social change. We exist to help these organisations in achieving their goals.

We do this by:

- Providing practical tools that organisations and activists need, including online and printed publications, training courses and conferences on a huge range of topics
- Acting as a 'concerned citizen' in public policy debates, often on behalf of smaller charities, voluntary organisations and community groups
- Leading campaigns and stimulating debate on key policy issues that affect those groups
- Carrying out research and providing information to influence policymakers, as well as offering bespoke research for the voluntary sector

DSC is the leading provider of information and training for the voluntary sector and publishes an extensive range of guides and handbooks covering subjects such as fundraising, management, communication, finance and law. Our subscription-based websites contain a wealth of information on funding from grant-making charities, companies and government sources. We run more than 300 training courses each year, including bespoke in-house training provided at the client's location. DSC conferences and fairs, which take place throughout the year, also provide training on a wide range of topics and offer a welcome opportunity for networking.

For details of all our activities, and to order publications and book courses, go to www.dsc.org.uk, call 020 7697 4200 or email cs@dsc.org.uk.

About the author

Kirsty Semple ACIS LLM is a governance consultant and is Director of Semple Associates Ltd, formed in 2001. She is also editor of the *ICSA Charities Handbook*. Specialising in corporate governance and compliance, Kirsty has provided consultancy, training and support to boards of numerous voluntary sector organisations for 18 years. Before going into public practice, Kirsty was Company Secretary of the disability charity Scope. She now acts as secretary for a range of organisations, including the Born Free Foundation and the National Garden Scheme.

Acknowledgements

The author and publishers would like to thank Cecile Gillard, Joanne Saintclair-Abbott and Neal Green for their input at different stages of this book's preparation. Their knowledge, experience and insights have been invaluable.

Foreword

Welcome to the first edition of *The Board Secretary's Handbook*. As someone with a keen interest in good governance and a former board secretary myself, I am delighted to see this new title added to DSC's excellent catalogue of publications.

The House of Lords Select Committee on Charities has described the voluntary sector as 'the eyes, ears and conscience of society'.¹ I see the board secretary as the ears, eyes and conscience of their organisation. As well as this Committee, sector regulators are now more vocal about their expectations of voluntary sector organisations – they believe that the way they operate should give the public (whether as donors, users of services or as volunteers) confidence in what they are doing, and how they are going about it. Adopting a good governance code is seen as one way of helping to demonstrate this.

Within this context, the handbook's publication comes at a time when the regulatory and governance expectations of voluntary sector organisations are growing dramatically. Regulatory bodies are emphasising the need for board members to be assured that their individual organisations are complying with requirements, with a raft of new regulations having been introduced. It is therefore no surprise that these organisations are increasingly appointing board secretaries. They are instrumental in helping the organisation navigate their way through new regulatory landscapes and meeting good governance practice.

Whether a board secretary is paid or is a volunteer, they play a vital role in helping to ensure the integrity of the organisation's governance arrangements. They support the board in its decision-making and ensure statutory and regulatory compliance. In short, a board secretary helps glue the organisation together, providing a valuable source of knowledge along the way.

Every board secretary, from those new to the role through to seasoned professionals, will find this guide useful. It will help new board secretaries settle into their role and will make life easier for those who are more experienced, thanks to its tools, techniques and checklists. I commend this invaluable resource as essential reading for every board secretary.

Rosie Chapman FCIS, Chair, Charity Governance Code Steering Group

¹ *Stronger charities for a stronger society* [PDF], House of Lords Select Committee on Charities, Report of Session 2016–17, HL Paper 133, 2017, accessible at <https://publications.parliament.uk/pa/ld201617/ldselect/ldchar/133/133.pdf>, p. 3, accessed 7 August 2018.

Who this book is for

This book is written for 'you' as a current or prospective board secretary. Throughout, we tend to speak directly to you the board secretary rather than to the board of the organisation or the organisation itself, or to staff, advisers or other readers who want to know about the role.

The book provides information for new board secretaries anywhere in the UK. The legal and regulatory requirements in this book are based on England and Wales. There are differences in law and regulation across the four nations of the UK, but the basic principles of good board secretarial skills apply throughout the UK, and apply to not-for-profit organisations, charities, co-operatives and and community interest companies.

Many of the basic principles also apply across the board, regardless of what legal form the organisation takes.

We use the words 'voluntary sector' as our terminology of choice to describe the sector as a whole. However, the term voluntary sector is all-encompassing, incorporating both organisations that are charities and those that are not. We use the terms 'charity' or 'charities' rather than voluntary sector where the context is specific to charities, such as in relation to legal requirements or where we have quoted information.

The term 'company secretary' is the most commonly used title for the role covered in this book, but many voluntary organisations are not companies. For the purposes of this book, we use the term 'board secretary' as nearly every organisation will have a board and one of the secretary's key roles is managing that board.

1 Why do you need a board secretary?

I have been a board secretary of voluntary organisations for 25 years, and I love it. I have been extremely lucky to have built a career out of it. I love working in the sector, and I love the role of secretary. I have found myself a role that suits my skills and my personality – but I am lucky. Like most people, I came into this role entirely by accident. I have to admit that I do a job that very few people aspire to; I have never come across a child who grew up wanting to be a board secretary! However, this is not primarily because most people do not *want* to do what I do; it is more that most people do not know what the role entails.

This fairly low level of understanding of the role extends across the voluntary, public and private sectors. But, while there are equivalents of board secretaries in all sectors, in my opinion it is in the voluntary sector that the role is most frequently unsung or misunderstood. The first time I ever got a job as a board secretary it was for a housing association, and the role was described as company secretary. I was so proud and so pleased. But I could not explain it to my mother – she thought that being a company secretary meant that I would be doing the typing for the whole company. This kind of misperception is partly to do with a lack of understanding of the official title of board secretary, but the nature of the role is still misunderstood when it is described through alternative titles, such as head of governance.

Let's be honest – if you are a board secretary for a voluntary organisation, the chances are you fell into the role or had it foisted upon you. It is quite rare for voluntary organisations to have a full-time professional secretary, but there is usually a perception that someone will need to take on the role. The board will often look around and find the best person it can. The role may be taken on by a board member or another volunteer, but often it is combined with another job. It is very common for the chief executive, or director of finance, to take on the role. It is also very common for people to walk into their new job and find out on their first day, through a comment or an aside, that they are expected to act as the board secretary.

So why does the role get imposed upon people? If there are very few people out there who want to be a board secretary, why does it exist as a role at all? How necessary is it?

When asking why an organisation should have a board secretary, it is probably best to start off by looking at what the role is. It differs from place to place but the key responsibilities of a board secretary include:

- ensuring the integrity of the governance framework;
- being responsible for supporting the board and managing its decision-making processes;
- ensuring compliance with statutory and regulatory requirements.

Sometimes the role is also described as being the chief administrative officer of an organisation, but this tends to suggest that the role is more operational than it is, so this description probably does not give a true assessment of the position.

Role title: board secretary

'Company secretary' is the most commonly used title for the role that is covered in this book, but many voluntary organisations are not companies. This means that other titles – such as 'clerk', 'charity secretary', 'foundation secretary' and 'honorary secretary' – are used. For the purposes of this book, the term 'board secretary' is always used, as in nearly every instance the organisation will have a board and one of the key roles of the secretary is to manage that board.

Having said that, while board secretary is one of the most generic terms, it is also one of the least frequently used. Chances are, if you are undertaking the role, you will be called something different, such as 'company secretary', 'secretary to the board' or 'association secretary'. It is also important to recognise that, because it is the most commonly understood description of the role, the term company secretary is very often used even if the organisation is not a company.

This book uses the term board secretary despite the fact that it is less commonly used, because it is the term that most types of secretary will understand applies to them.

In this book, where the term board secretary or secretary is used, it is intended to cover all people who may cover the role outlined. Where a more specific term is used, such as company secretary, society secretary or association secretary, what is being said applies specifically to that type of organisation and the role within it.

A note on capital letters in titles and other words

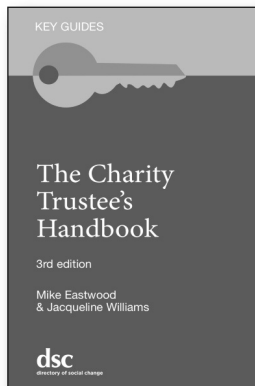
While it will be usual in your organisation's minutes, constitutions and other legal documents (such as contracts) to refer to the Board, the Chair, the Secretary and so on with capital letters, in a book dedicated to the subject these terms will all be used very frequently and the overuse of capital letters could become intrusive. As a result, this book does not use initial capitals for these terms except where it refers to an actual person's official title.

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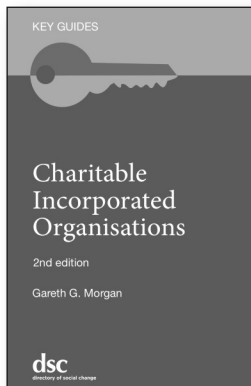
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What else can DSC do for you?

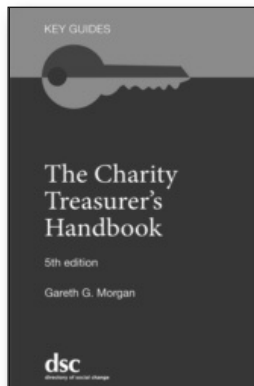
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The Board Secretary's Handbook

The role of board secretary in the voluntary sector is not always one you will have chosen. You may have inherited the position or had it tacked on to other responsibilities. Yet, with the rapid growth in regulatory and governance expectations, it is an increasingly important function. As the glue holding a voluntary organisation together, the role is integral to the good governance of charities.

No matter what type of organisation you are in, and whether or not you are a charity, this reassuring companion is essential reading. Thorough on the law but easy to understand, it will ensure that you avoid any potential legal and practical pitfalls. The checklists and examples section is an invaluable additional feature, supplementing your learning to take forward in the role.

The handbook covers:

- The core skills and requirements of a board secretary
- Regulation, records and registers for all types of organisations
- Governance issues and roles in the wider sector
- Useful tips on the process of meetings, decision-making and resolutions

Suitable for all board secretaries or anyone reporting to the board, it will also be of benefit to any voluntary sector staff who want to know what practical good governance looks like.

'The author writes in a way that is easy to understand and her knowledge and experience means that even seasoned secretaries will be given new food for thought!'

Phillippa Caine, Association Secretary, Guide Dogs

'Comprehensive, thoughtful, easy to read and an incredibly useful tool for anyone responsible for company secretarial matters.'

**Richard Leaman-Grey CB OBE,
Chief Executive Officer, Tall Ships Youth Trust**

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