

POLICY B60: CORPORATE SECRETARY

The Corporate Secretary assists the Board in the performance of its duties, and is accountable to the Board, reporting to the Board Chair.

It is not uncommon for the Corporate Secretary to combine his or her Board function with a senior administrative or management role in the institution. The President of Selkirk College is designated as the Corporate Secretary for the Institution and is authorized to assign some or all of the duties and responsibilities of the Corporate Secretary to other members of staff or management. In these instances, it is essential that there remains a distinct separation between the two roles.

The Corporate Secretary shall oversee all of the secretarial duties of the Board and Board Committees. Most of these duties will be assigned to the Executive Assistant to the Board and will include:

- providing notice of and directing arrangements for the Board of Governors and, as and when required or requested, Committees of the Board;
- attending, and recording minutes of, all meetings of the Board of Governors and, as and when required or requested, Committees of the Board;
- keeping and maintaining all minutes of meetings, as well as the College's corporate and historical records;
- giving notices required to be given to the Board of Governors;
- coordinating and distributing all communications and reports to the Board;
- maintaining all books, papers, records, correspondence, contracts and other documents belonging to the College; and
- preparing and modifying all of the Board Committee Terms of Reference and Board By-Laws and Policies as outlined by resolution of the Board or Committee.

Other duties of a Corporate Secretary will include:

- ensuring that the College complies with its governing legislation, articles of association or bylaws;
- coordinating publication of the College's annual report and other governance related information;
- reviewing and keeping up-to-date on developments in College governance and promoting strong governance practices throughout the institution;
- advising and assisting the Board members with respect to their duties and responsibilities; facilitating the orientation and ongoing education of Board members under the guidance of the development committee;
- acting as a channel of communication and information for Board members;
- administering the organization's Code of Conduct and Ethics; and
- advising the Board Chair on any matters where conflict, real or perceived, might occur between the Board and the President. (This particular responsibility will be assigned to the Vice-President – Finance and Administration.)