

Charity Secretary - Job Description

Charity Secretary-The role of the Charity Secretary

This is a general introduction to the duties and responsibilities of the Charity Secretary, including information on Chartered Secretaries. Charity Secretaries (the company secretary within a charity) are responsible for ensuring that charities is run within the law and the terms of the governing document. the common functions will be to support the board to find their way through the maze of law, governance and good practice and to facilitate effective meetings. The *Companies Act* requires all limited companies (and therefore charitable companies) to have a company secretary.

Supporting the Board

Charity boards often represent a range of skills and experience, but few will be fully A key element of the Charity Secretary's role is to support the board in by being fully conversant in all the legislation affecting the charity and the provisions of the governing document. The Secretary is custodian of the governing document and as such is responsible for ensuring that board meetings, annual general meetings and extraordinary general meetings are run effectively and in accordance with the provisions of the governing document.

The Charity Secretary is also responsible for legal compliance. This aspect of the role includes ensuring that trustees have the right information to enable them to make informed decisions and fulfil their responsibilities.

Functioning on the board

Charity Secretaries' duties in this area include:

- Ensuring the correct appointment of trustees, that they are:
 - Not disqualified in law
 - Eligible to be trustees under the provisions of the governing document
 - Appointed according to the procedure laid down in the

governing document

- Arranging and administrating meetings of the board and any subcommittees. This duty includes:
 - practical arrangements for the meeting
 - developing the agenda with the chair
 - ensuring that the agenda and other papers are circulated to all members in good time for the meeting
 - ensuring meetings are properly convened, constituted and quorate
 - providing trustees with any additional information necessary to facilitate decision making, including informing them of their powers and duties under the governing document
 - confirming decisions
 - drafting minutes
 - monitoring the implementation of trustees' decisions
 - writing letters arising from committee meetings
- Receiving correspondence and acting promptly on information received
- Keeping stock of informative literature (policy statements, back copies of magazines to be given or sold to prospective members or other interested parties)
- Keeping records of membership

Charity Secretaries will fulfil a similar role in relation to meetings of the members, such as Annual and Emergency General Meetings.

Compliance

- As well as a thorough knowledge of the governing document, Charity Secretaries will have a good understanding of charity law and company law.
- Whilst they may not know the detail of other relevant legislation, such as employment law, health and safety etc., they understand the basic principles and are able to identify potential areas of contention and seek further advice when necessary.

In terms of supporting the board, duties include:

- Providing legal guidance and advice - the Charity Secretary should be able to answer trustees' queries relating to company and charity law and access further information in relation to more complex questions in these and other areas of the law;
 - Explaining property issues, including charity law requirements regarding the disposal of land;
 - Fulfilling insurance requirements, such as public and employer's liability insurance, as well as the more obvious property insurances;
 - Developing and implementing a process of legal health check and review, for example, auditing the governing document, reviewing property leases, monitoring employment and personnel procedures;
 - Ensuring compliance under contractual arrangements, and under company and charity law, including the provision of information to regulators.
- An important characteristic of the Charity Secretary's role is to serve as the conscience of the charity, acting with integrity in following the law and the governing document. On occasion, this may bring the Charity Secretary into conflict with the wishes of the trustees. In such cases the Secretary must exercise a degree of independence and act according to the law and his/her professional judgement. This is particularly important given the potential consequences to the Charity Secretary of failure to comply with the law.

Secretary person specification

- Commitment to the organisation
- Willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- Ability to think creatively
- Willingness to speak their mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship



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- Ability to work effectively as a member of a team
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- Organisational ability
- Knowledge or experience of business and committee procedures
- Minute-taking experience, if this is not being delegated to staff