



An Rialálaí
Carthanas

Charities
Regulator

The role of the Secretary of a charity

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The role of the Secretary of a charity

Introduction

Charity trustees are the people who ultimately exercise control over, and are legally responsible for, the charity. A secretary of a charity is a trustee with a specific role on the board.

Each board of charity trustees should have a secretary whose duties include:

- Administration and compliance;
- Preparing for board meetings;
- Taking meeting minutes;
- Other meetings.

While there are no formal qualifications required for a secretary of a charity, the charity trustees need to satisfy themselves that the person has the skills and resources to perform these duties.

Where a charity is a company, the secretary has additional duties under company law and common law in his or her capacity as a company secretary, for example preparing and filing annual returns with the Companies Registration Office.

The general duties and responsibilities of the secretary of a charity are outlined below:

Administration and compliance

The secretary of a charity together with all other charity trustees are responsible for the efficient administration of a charity, particularly with regard to ensuring compliance with statutory and regulatory requirements. The role of the secretary includes:

- Maintaining the register of any members, the register of trustees / directors and secretaries, the register of trustees' and secretary's interests;
- Being familiar with the charity's governing document, the legal responsibilities of charities under the Charities Act 2009 and the charity's internal governance rules;
- Helping to ensure that charity trustees file all relevant statutory returns and information with the Charities Regulator (e.g. annual reports, changes to the charity's details and/or trustees' details);
- Ensuring that the board of charity trustees are aware of the requirements to comply with the relevant codes such as the charity's Code of Conduct for Charity Trustees and the Charities Governance Code;

- Ensuring that decisions and actions of the board of charity trustees are accurately recorded and implemented;
- Tracking progress with the charity's risk register/ business plan/ strategic plan and making sure any correspondence for the charity trustees is brought to the attention of the board.

Preparing for board meetings

A certain amount of preparation is necessary to ensure that board meetings are as effective as possible. The secretary should assist the Chairperson of the board with the planning of and the agenda for each board meeting. The role of the secretary includes:

- Making sure the timetable of board meetings for the year ahead is agreed;
- Sending out notification of board meetings to charity trustees (and others where applicable);
- Working with the Chairperson of the board to set each board meeting agenda, including the management of any agenda items received from other charity trustees;
- Circulation of board papers/pack at least five days in advance of meetings;
- Dealing with any issues charity trustees have regarding board papers/pack;
- Checking that a quorum¹ is present (and that it is present throughout the meeting if required) and being aware of any proxy voting arrangements if allowed by the charity's governing document;
- Ensuring the venue/room is prepared appropriately for the meeting.

Taking meeting minutes

The purpose of minutes is to provide an accurate, impartial and balanced internal record of what happened at a meeting. The role of the secretary includes:

- Taking the minutes at board meetings and maintaining the records of all meeting minutes;
- Keeping a record of all issues discussed, decisions taken and any actions required to implement a decision;
- Working closely with the Chairperson to ensure that the draft minutes are accurate;

1 Your charity's quorum is the minimum number of charity trustees required to participate in the meeting for the meeting to be a valid meeting of the board of a charity.

- Issuing draft minutes to charity trustees for consideration after board meetings and dealing with any subsequent requests for corrections to be made before they are formally approved;
- Ensuring that minutes are stored safely and are accessible by the Chairperson of the board and any other charity trustee if required.

Other meetings

- The secretary will normally play a support role in setting up and running any Annual General Meeting (AGM) or Extraordinary General Meetings (EGMs) where required.

The secretary may delegate some or all of these duties, but responsibility for his or her performance remains with the secretary.

Other Relevant Documents

This document should be read in conjunction with our document on [‘The role of the Chairperson of a charity’](#) and the [‘Guidance note on minute taking’](#).