

TITLE:	Position Description for the Board Secretary		
Manual/Policy#:	Board of Directors/# V-A-7	Division	CPDMH
Original Issue:	November 2018	Issued by:	Board Chair and Board Secretary
Previous Date Reviewed:	Nov./18	Approved by:	Board of Directors
Last Date Reviewed:	November 2020	Cross Reference(s)	

1. POLICY STATEMENT

As part of its commitment to good governance for the Corporation, the Board of Directors will establish, approve and periodically review a position description for Board Secretary which will provide a clear explanation of what is expected of the position and serve as a benchmark against which the performance of the Secretary can be assessed.

2. SCOPE

This policy is intended to supplement By-Law No.1, Article 5 related to the Board Secretary. In the event of conflict between this policy and the by-law, the by-law provision will apply.

3. GUIDING PRINCIPLES

N/A

4. DEFINITIONS

N/A

5. PROCEDURE

Role Statement

In accordance with by-law Article 5.01(b), the Chief Executive Officer will be the Secretary.

The Secretary works collaboratively with the Board Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct:

- Support the Board Chair in maintaining a high standard for Board conduct
- Adhere to and enforce by-laws and policies regarding Director conduct

Document Management:

- Keep a record of the names and addresses of Members of the Corporation
- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation

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- Have control of all minute books, documents, registers and the seal of the Corporation and ensure that the same are maintained as required by law
- Attend to correspondence on behalf of the Board
- Ensure that all reports are prepared and filed as required by law or requested by the Board

Trust Instruments and Funds:

- Maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation
- At least semi-annually, provide an accounting to the Board concerning all funds held in trust by the Corporation

Meetings:

- Give such notice as required by the By-laws or by law of all meetings of the Corporation, the Board and Board committees.
- Attend all meetings of the Corporation, the Board and Board committees, including *in camera* sessions, except when excused by the Chair

Other:

- Perform such other duties as may be required of the Secretary of the Board

Delegation:

- As Secretary, the CEO may delegate the performance of a duty or duties assigned to the Secretary to the Executive Assistant to the CEO or any other person(s) as approved by the Board but retains responsibility for ensuring proper performance of such duties.
- Such delegation is understood to be mandatory when the Board is considering matters relating to the CEO

Skills, Attributes and Experience

In addition to the personal attributes required of all Board directors, the Secretary will demonstrate the following skills, attributes and experience:

- Knowledge of law, regulation and policy concerning the Corporation, including legal compliance and reporting requirements
- Demonstrate the utmost corporate integrity
- Ability to communicate effectively

Term

The Secretary shall be appointed by the Board for the duration of his/her appointment as Chief Executive Officer.

Position Description for the Board Secretary	Policy #V-A-7
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6. REFERENCES

Carleton Place & District Memorial Hospital By-Law No. 1
Almonte General Hospital Position Description for the Board Secretary, Policy V-A-7, last reviewed January 2018
Muskoka Algonquin Healthcare Role Description – Board Secretary, Policy GOV-5-220, last reviewed June 2012
Trillium Health Partners Position Description for the Secretary, Policy V-A-11, November 2013
Stevenson Memorial Hospital Position Description for the Board Secretary, Policy V-A-11, last reviewed April 2015

7. APPENDICES

N/A

Evaluation

This policy will be reviewed every two years.