

Specimen role description of a company secretary or governance lead

Guidance note

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Contents

Introduction	3
The board	4
Board meetings	5
Annual members' meetings	5
Governing document	6
Regulatory and funding requirements	6
Registers	6
Statutory returns	7
Annual report and accounts	7
Stakeholder communications	7
Board member development	8
Seal	8
Organisation identity	8
General compliance	9
Subsidiary undertakings	9
Disposals and mergers	9
Group structure	9
Miscellaneous	9

If you have any feedback on the content of these resources, or additional questions that you'd like to discuss, please contact the SGA: **020 7612 7029 | info@sportsgovernanceacademy.org.uk**

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Introduction

The following list of duties and responsibilities has been provided to cover both the formal role of company secretary and where a governance lead takes on such duties under another job title. It includes both those duties which are legal obligations as well as those which result from good practice. Where appropriate, the duties and responsibilities listed below may be undertaken in partnership with another member of staff. This may particularly be the case where the position of secretary is held as an honorary one.

The skills and breadth of knowledge required of a company secretary or governance lead are numerous and varied. These include:

- the ability to liaise effectively on a variety of subjects and to communicate with a range of people, from the chair and members of the board to staff, members, other stakeholders and regulators
- knowledge of the legal, regulatory and administrative framework in which the organisation operates
- the ability to be an effective manager and organiser of the operational and administrative affairs of the organisation

These essential skills need to be practiced in a professional, balanced, accurate and clear manner.

Specimen code of conduct for board members

The board

The governance lead plays a crucial role in providing governance support to the board and ensuring that the board receives the information it requires, conducts its business legally and effectively, and has the appropriate processes in place to carry out oversight of the organisation.

The governance lead should assist and guide the members of the board in their pursuit of the organisation's aims but should also act with integrity and independence to protect the interests of the organisation, and through it its employees, volunteers, participants and other stakeholders.

The role will include:

- ensuring that the procedure for the appointment of directors is properly carried out
- advising and assisting board members with respect to their duties and responsibilities
- providing comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive directors
- advising and managing issues relating to board members' conflicts of interest in accordance with the governing document, code of conduct and legislation
- advising and facilitating board performance evaluations and governance reviews and any ongoing development matters resulting from those exercises
- advising and guiding the board on any legal and regulatory implications of the organisation's strategic plan
- counselling board members when preparing presentations and memoranda
- ensuring the organisation has a robust framework for compliance with governance standards, and for applying the recommendations of the Code for Sports Governance, the guidelines of other appropriate sector bodies and other good practice
- advising on developments in governance issues including changes to legislative and regulatory obligations
- ensuring the organisation has adequate insurance arrangements
- ensuring standing orders, including a scheme of delegation, and schedule of matters reserved for the board and associated procedures are reviewed, updated and properly discharged

Specimen role description of a company secretary or governance lead

Board meetings

Facilitating the smooth operation of the organisation's formal decision-making and reporting machinery:

- organising board meetings along with those of its committees (e.g. audit, nomination committees, etc.)
- ensuring that there is proper and appropriate co-ordination of board and committee meetings and an effective flow of information
- formulating meeting agendas with the chair (and chief executive) and advising management on content and organisation of papers and/or presentations for the meeting
- collecting, organising and distributing such information, documents or other papers for meetings
- ensuring that all meetings are minuted and that the minute books are maintained with certified copies of the minutes, and that action is taken on matters arising
- communicating board decisions to those required to implement them and ensuring that actions and tasks assigned are managed appropriately and to the required timetable, reporting back as required
- ensuring that board meetings and all board committees are properly constituted and provided with clear terms of reference
- managing the organisation's secretariat, where appropriate, ensuring the effective running of the board's support system including the production of board and committee papers

Annual members' meetings

Ensuring, where relevant, that an annual members' meeting is held in accordance with the requirements of the governing document:

- preparing and issuing notices of meetings
- obtaining internal agreement to all documentation for circulation to members
- preparing board members for any members' questions and helping them create briefing materials
- ensuring that voting arrangements, including proxy and electronic voting, are in place and are in line with the requirements set out in the governing document
- formally minuting those aspects of the meeting that are required to be recorded

Specimen role description of a company secretary or governance lead

Governing document

Ensuring the organisation complies with its governing document:

- where appropriate, drafting and incorporating amendments in accordance with correct procedures
- leading the process of non-financial compliance with the governing document, including management of any membership and governance reporting requirements
- reviewing, proposing and implementing approved changes to the governing document

Regulatory and funding requirements

- establishing and monitoring procedures to ensure that the organisation complies with the requirements of relevant legislation and Companies House/Charity Commission reporting. Where an organisation operates in multiple jurisdictions, different legal and regulatory frameworks may apply.
- ensuring that the requirements of any funding agreements are fulfilled and reported appropriately and in a timely manner
- acting as initial point of contact with regulators, registrars and funding bodies
- ensuring that the organisation is compliant with any appropriate sector regulatory, watchdog or oversight bodies
- ensuring that the organisation meets the requirements laid out in the governance action plan agreed with funding bodies and with award agreements

Registers

Maintaining the following registers, submitting to relevant regulators/registrars and responding to appropriate requests concerning the information they contain:

- members, if the organisation operates a membership system
- directors/members of the board
- directors/board members' interests
- gifts and hospitality accepted and refused
- person with significant control register.¹

¹ Certain organisations, including UK companies, charitable trading subsidiaries and limited liability partnerships, are required to identify and record the people who control the organisation. The organisation must establish and maintain an up-to-date and accurate register of PSCs (even if none are currently entered onto it), and notify Companies House of the required information. Charitable incorporated organisations, Royal Charter bodies and statutory organisations are not required to maintain a PSC register, but any trading subsidiary they own will be required to do so. Further information can be found at <https://www.gov.uk/guidance/people-with-significant-control-pscs>.

Specimen role description of a company secretary or governance lead

Statutory returns

Ensuring that formal documentation is filed with appropriate bodies, as required, and to report certain changes regarding the organisation:

- annual report and accounts
- changes to directors/trustees
- changes in the organisation's details
- changes to the governing document
- notices of appointment, removal and resignation of directors/trustees and the secretary
- notices of removal or resignation of the auditors
- change of registered address
- reporting serious incidents

Annual report and accounts

The secretary or governance lead should be closely involved in the co-ordination of the preparation, publication, distribution and presentation of the annual report (including annual accounts).

- assisting in the drafting of narrative reporting sections of the report, covering corporate governance, the work of the board and committees, directors' report and corporate social responsibility
- publication of electronic versions of the document on the website

This may be done in consultation with the organisation's internal and external advisers.

Stakeholder communications

Communicating with stakeholders, and members where applicable, (e.g. through circulars, newsletters); maintaining good general relations with relevant stakeholders:

- in liaison with appropriate staff, co-ordinating communications with the organisation's stakeholders
- establishing and monitoring the election processes for board members
- supporting the board in reviewing and suggesting proposals for the stakeholder engagement strategy
- where applicable, ensuring that arrangements are made for the election of board members including:
 - establishing who is entitled to vote
 - obtaining the necessary declarations from candidates

Specimen role description of a company secretary or governance lead

- arranging the distribution of candidate's statements, where applicable
- arranging the issue of voting papers
- arranging for the returning of ballot papers and the counting of votes
- declaring the results of the elections

Board member development

- facilitating the proper induction of board members into their role
- acting as a channel of communication and information for board members and staff, where appropriate
- advising the board on an appropriate approach to reviewing board performance and facilitating an annual board evaluation and any ongoing training highlighted
- management and development of the board members and their integration and interaction with the organisation, including appropriate organisational development

Seal

- ensuring the safe custody and proper use of any corporate seal(s)

The company may have a seal but is not required to do so. A document is executed by the company by the affixing of the common seal or by the signature of two authorised signatories or of a director and a witness. The directors and company secretary are authorised signatories for this purpose.

The company secretary can authenticate documents or proceedings of the company and the signature of the secretary on a written resolution is evidence of proceedings.

If the office of company secretary is vacant, or the company secretary is incapable of carrying out his/her duties, the assistant or deputy company secretary (or another person appointed for the purpose) may carry out the functions of the company secretary.

Organisation identity

- ensuring the organisation's stationery, including electronic communications (emails, websites etc.), orders, invoices, cheques and other relevant documents include all the details required under company law and, if applicable, charity law and/or VAT law

Specimen role description of a company secretary or governance lead

General compliance

Monitoring and implementing procedures which allow for compliance with relevant regulatory and legal requirements:

- arranging for the organisation to access a comprehensive legal service, where appropriate
- ensuring any restricted funds or funds held in trust are used and managed appropriately, and
- reporting to the board on any matters of non-compliance

Subsidiary undertakings

- Ensuring that procedures are in place for the correct administration of any subsidiary undertakings and that correct information is given to the holding entity;
- maintaining a record of the group's structure

Disposals and mergers

Participating as a key member of the organisation's management team established to implement disposals and mergers. Protecting the organisation's interests by:

- ensuring the accuracy and effectiveness of all documentation;
- ensuring that due diligence disclosures enable proper commercial evaluation prior to completion of a transaction; and
- ensuring that the correct authority is in place to allow timely execution of documentation

Group structure

Ensuring that procedures are in place for the correct administration of subsidiary companies, charitable bodies, etc. including all aspects of their corporate procedures, company books, records and filings; maintaining a record of the group's corporate structure

Miscellaneous

- Acting as a counter-signatory on cheques (including any electronic transactions) and any applications for funds
- Managing various other functions of the organisation, including estates, personnel, finance, pensions, anti-money-laundering, and data protection, as delegated

