

#### Example 6: A Position Statement of a Company Secretary

The company secretary is responsible for:

- i. Ensuring that the organisation complies with its constitution and all relevant statutory and regulatory requirements, codes of ethics and rules established by the board.
- ii. Providing the board as a whole and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the organisation.
- iii. Developing the agenda of board and board committee meetings in consultation with the chairperson and the CEO.
- iv. Circulating agendas and any supporting papers in good time.
- v. Ensuring the presentation of high-quality information to the board and its committees.
- vi. Checking that quorum of meetings is present.
- vii. Taking minutes of board meetings and circulate the draft minutes to all members.
- viii. Ensuring that meetings and resolutions of the board are properly held and passed in accordance with the company's articles of association.
- ix. Ensuring that the procedure for the appointment of directors is properly carried out;
- x. Assisting in the proper induction of directors, including assessing the specific training needs of directors/executive management.
- xi. Providing comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive directors.

The company secretary should ensure compliance with all relevant statutory and regulatory requirements and will have duties associated with the operation of the business.

The company secretary needs to:

- i. Communicate with shareholders as appropriate and to ensure that due regard is paid to their interests;
- ii. Act as a primary point of contact (often via the share registrar) for all shareholders and proxy voting / corporate governance advisers; and
- iii. Have a role in improving engagement and purposeful dialogue between investors and the company.

Both the appointment and removal of the company secretary shall be a matter for the board as a whole. The board must satisfy itself that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her duties.

The company secretary should report to the chairperson on all board governance matters. This does not preclude the company secretary also reporting to the CEO in relation to his or her other executive management responsibilities.

The appointment and removal of the company secretary should be a matter for the board as a whole, and the remuneration of the company secretary is determined by the remuneration committee.

The chairperson and the company secretary should periodically review whether the board and the company's other governance processes, for example board and committee evaluation, are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the company.