

## **Duties of the Secretary - Beyond Minute Taking**

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NACH Board of Directors**

## **Duties of the Secretary - Beyond Minute Taking**

Most Board Secretaries are oftentimes feeling “stuck” with the office of Secretary, as it is perceived as one of the most unwanted duties of a Board member. The feeling of being stuck revolves around the arduous task of recording minutes, which can be quite a time consuming endeavor. The office of Secretary is one of the most important offices of the Cooperative Corporation and its duties are paramount to the success of the Cooperative’s operations.

### **How to take accurate and effective minutes**

#### Duly called meetings of the Board / Members:

- ❑ Proper notice of meeting is to be sent to the appropriate persons prior to the meeting. Please refer to your Bylaws for appropriate prior notice requirements.
- ❑ Waiver of notice of meeting for Board meetings. Does it apply? If so, record it in the minutes.
- ❑ Is a quorum present? If so, say so!
- ❑ Determine the majority vote needed to approve a motion or resolution to conduct business, i.e. majority of those present, majority vote of the full Board, etc.
- ❑ Are meetings conducted by Robert’s Rules or similar publication? If so, know the rules of the President voting.
- ❑ What are Board Policies regarding voting at Board meetings?

#### Order of Business and Agenda:

- ❑ The Board Secretary, along with the President, should establish an Agenda for each Meeting. Sometimes, the Agenda needs to be published in advance of the meeting. Be sure to check your Bylaws and comply with all advance notices.
- ❑ Do the Bylaws or Board policy establish Board meeting agendas? Membership meeting Agendas are usually in the Bylaws.
- ❑ Amending the Agenda
- ❑ The meeting begins.

### Basic Content of the Minutes:

- ❑ Properly entitle the minutes (type of meeting, location, etc.)
- ❑ Record the actual date and time the meeting was called to order, and by whom, after a quorum is verified.
- ❑ List the full names of all directors of the Board in attendance.
- ❑ List the full names of any directors of the Board not in attendance.
- ❑ List the arrival of any director who arrives at the meeting after being called to order.
- ❑ List the attendance of property managers, maintenance supervisors, management agents, or other invited persons.
- ❑ Attach a member attendance sheet if the meeting is an open session Board meeting.
- ❑ If the lack attendance of a Board member is a condition of qualification of being a Board member, place in the minutes any absenteeism relative to disqualification.
- ❑ How to record votes and voting of individual Directors.

### Approval of the minutes from the previous meeting:

- ❑ Prior distribution of the minutes to expedite approval.
- ❑ Motion to approve the minutes, perhaps with correction, by someone present at the previous meeting.
- ❑ Previously absent Directors abstaining from minute approval.
- ❑ Agreed upon method of correcting minutes.
- ❑ Reprint of minutes with final approved version noted
- ❑ Corrections placed in current meeting minutes.
- ❑ Be consistent so everyone knows where to look for corrections.
- ❑ Approved meeting minute book.
- ❑ Chronology of approved Resolutions; numbered, dated, identifiable, etc.

### Availability of Minutes:

- ❑ Publicized in Monthly Newsletter?
- ❑ State Corporation's Act requirements for availability.
- ❑ Distribution to members, attorney, HUD, CPA, Agent, etc.
- ❑ Redaction of privileged information when made public.
- ❑ Extracted Resolutions (primarily for banking matters).

### **Beyond taking of Minutes, what else do I have to do as Secretary?**

- ❑ Read Bylaws to determine actual duties of the Secretary.
- ❑ Possession and use of Corporate Seal.
- ❑ Signing Membership Certificates.
- ❑ Keeping of the Membership Roll.
- ❑ Maintaining of the Minute Book(s).
- ❑ Maintaining of historical Resolutions and Policies.
- ❑ Maintaining record retention of books and records.
- ❑ Recipient and verification of Membership Petitions signatures.
- ❑ Register/call roll of members at Annual Meetings and verify quorum.
- ❑ Receive and register Proxy and/or Absentee Ballots.
- ❑ Sign and send out Notices of Meeting, regular, special, board, membership.
- ❑ Corresponding Secretary duties.
- ❑ Maintain privacy issues of corporate documents.
- ❑ Archiving the inventory of documents, books and records.
- ❑ Proper constitution of the Board by resolution.
- ❑ Confidentiality Agreements of Board members and employees
- ❑ Maintaining third party contracts.
- ❑ What else do you do?