

Category: BOARD POLICY – BOARD PROCESS	
Title: TERMS OF REFERENCE: Secretary to Board	Reference Number: AB130
Approved by: PHSA Board of Directors	Last Approved: December 15, 2005 Last Reviewed: June 22, 2011

INTRODUCTION

- A.** In accordance with the Bylaws, the Chief Executive Officer shall be the Secretary to the Board (“the Secretary”) unless the Board determines otherwise. At its discretion, the Board may reassign the duties and responsibilities of the Secretary in whole or in part.
- B.** The office of Secretary does not entitle the Chief Executive Officer or any alternative designated by the Board to be a Member, nor to vote at meetings of the Board or any of its committees.
- C.** The principal duties and responsibilities of the Secretary are:
 - i) manage the correspondence addressed to the Board including, where necessary, the writing of acknowledgements; the re-direction of individual items of correspondence to the appropriate officer for handling; and, if a response signed by the Chair is not necessary, a follow-up to ensure that suitable action has been taken
 - ii) under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant support material, and ensure timely delivery to the directors
 - iii) in consultation with the Chair, schedule appointments for individuals and groups wishing to address the Board
 - iv) take minutes for all meetings of the Board and, when approved by the Board, sign such minutes jointly with the presiding Chair
 - v) complete Board Meeting Fees Claim Forms for the payment of Board or for Other Meetings where minutes including a record of attendance are provided in the Authority’s records

- vi) when so requested by the individual Secretary(s), complete Board Meeting Fees Claim Forms for the payment of Committee meetings where minutes including a record of attendance are provided in the Authority's records
- vii) review and process for approval and settlement all expense claims submitted by the directors including the Chair
- viii) maintain an overall record of director attendance at Board and committee meetings
- ix) hold the original copies of the Conflict of Interest declarations signed by the directors
- x) maintain the Board Reference Manual, ensuring that approved updates are posted to the confidential Board website and periodically review the website to ensure its accuracy and relevancy
- xi) have custody of all Board records including the minutes of all meetings of the Board and its committees
- xii) have custody of the seal of the Authority, if applicable
- xiii) the Board Secretary has the authority to delegate some but not all of the tasks as it relates to this position.

Policy Created on: December 15, 2005
Revision Dates

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