

3357:13-02-60 Board Secretary's Role Policy (Governance Process)

The Board Secretary (also known as Secretary of the Board) is an officer of the board whose purpose is to ensure the integrity of the board's documents and the Board's executive succession plan.

The responsibility for conduct of the board's documents shall fall upon the Corresponding Secretary (also known as the Secretary to the Board), who is not a member of the Board and carries the corresponding duties to the Board of Trustees as part of their regular job description. The Corresponding Secretary is a paid employee of the institution who serves both the Board of Trustees and the institution's Chief Executive Officer.

- 2.61 The assigned result of the Secretary's job is to see to it that all board documents and filings are accurate and timely.
 - a. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
 - b. Policies will rigorously follow Policy Governance principles.
 - c. By-laws will contain all the elements necessary for legal compliance and for consistency with the principles of Policy Governance and will be known to the board.
- 2.62 The authority of the Secretary is access to and control over board documents, and the use of the Corresponding Secretary's time that in the CEO's opinion is neither excessive nor disruptive.
- 2.63 The assigned result of the Corresponding Secretary's job is to draft all board correspondence, documents, and notifications per the direction of the board/CEO.
 - a. Requirements for format, brevity, and accuracy of board minutes will be known to the CEO.
 - b. Records on all meetings of the Board of Trustees shall be kept.
 - c. All legal notices and postings shall be carried out.
 - d. All regular documents of the board to include regular and special meeting minutes and certifications of board action shall be signed by the Corresponding Secretary.
 - e. Board members shall be notified of all meetings and other relevant events.
 - f. In the absence of the Corresponding Secretary, any person appointed by the Chairperson shall perform the duties of the Corresponding Secretary and shall keep the minutes thereof.

Effective: May 25, 2022

Expires: April 1, 2028

Review Dates: 8/25/10, 7/30/11, 4/25/12, 5/15/13, 5/21/14, 5/27/15, 4/27/16, 4/26/17, 4/25/18
5/23/18, 4/24/19, 4/22/20, 4/28/21, 5/25/22, 4/26/23