The Board Secretary: Role, Responsibilities and the Road Ahead

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ELGP 2026 Research Summary

The Role of the Board Secretary

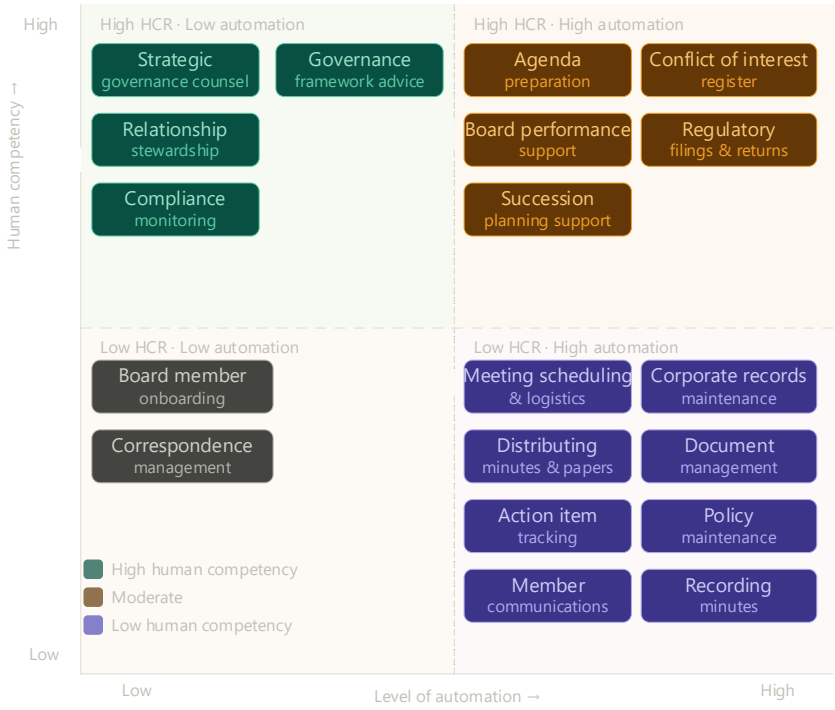
At its core, the role of the secretary is to provide critical administrative oversight to the board by distributing and maintaining timely and accurate documentation for effective board governance. This includes agendas, background information as well as records of board meetings, including minutes, actions and resolutions. The board secretary also ensures that the board complies with legal and regulatory requirements, such as filing annual returns and maintaining the organisation's constitution. They also ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law.
This role is not to be confused with Company/Corporate Secretary (Senior/Public Company) who is a senior governance specialist responsible for legal compliance, regulatory filings, corporate governance advice, and ensuring proper procedures are followed. The Board Secretary (often Internal/Voluntary/Non-profit) on the other hand focuses on organising meetings, taking minutes, maintaining records, and assisting the chair with agenda creation.

Core Duties and Obligations

The core duties and legal obligations of board secretary are as follows:

- Maintaining accurate meeting records (attendance, minutes and resolutions);
- Ensuring legal and regulatory compliance;
- Managing administrative tasks including scheduling and distributing materials;
- Advising on governance matters and best practice;
- Facilitating board-management communication;
- Safeguarding the constitution and key governance documents;
- Supporting new director induction and tracking board member terms;
- and providing general support to the Chair.

The Future of the Board Secretary



The role of the board secretary has evolved from a primarily administrative function to a key position within the governance framework of organisations. As companies navigate more complex regulatory landscapes daily, the board secretary's role has become more integral in ensuring that boards operate effectively and comply with their obligations. The board secretary has long spanned two worlds: one foot in administration, the other in strategy and governance. It is within this context that technology presents the greatest opportunity for the role. As AI absorbs the routine and transactional, the role is free to focus on what matters most: compliance, governance integrity and board accountability. The table above shows that while some tasks performed by the secretary could be highly automated, others will still have high human competency requirement (HCR), while some will fall in between.

Conclusion

The board secretary will not become redundant. As this paper has outlined, the role of the board secretary carries real weight, operational responsibility and strategic value. From maintaining the integrity of corporate records to ensuring regulatory compliance and supporting board effectiveness, the secretary is the glue that holds the governance structure together.

With the assistance of AI, its capability and importance will only be enhanced. Digital tools will continue to absorb the transactional elements of the role including scheduling, distribution and routine record-keeping, freeing the secretary to focus on what truly matters. The secretary of the future is a governance strategist: a trusted adviser to the Chair, a custodian of institutional memory and a guardian of board accountability.

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