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## **What Does a Secretary of a Board Do?**

Every board of directors, whether for a Fortune 500 company or your community association, needs a great secretary. Boards are required by law—and by the association’s governing documents—to maintain certain records for the sake of transparency. The secretary is responsible for maintaining those records accurately, including meeting minutes, bylaws and membership records.

As the **official record keeper** for the association during meetings, the secretary is a historian who is working in the moment. Ten years in the future, any board member should be able to look back at the secretary’s meeting minutes and be able to understand, in broad strokes at least, what was going on in the community at that time.

Although the secretary’s name may go on correspondence for the association, the onus of those tasks usually falls on professional staff if the community has onsite management. “We’re the drafters; they’re the proofers,” explains Troy Kurtz, CAM at Kinetic Property Management. “The secretary ensures consistency and that information is being articulated accurately in any document, whether that’s a notice, newsletter, meeting minutes or anything else that is part of the official record of the association. The management staff may do the legwork, but it’s important to have those checks and balances in place.”

## **What can happen if you don't have the right secretary on your board?**

Chaos. Legal problems. Confusion. Financial risks. These are just a few of the reasons it's critical to understand what the secretary does and what qualities he or she should have—and to make sure that your association's secretary understands them as well.

"I worked with one secretary, who had no clue what was expected of them and didn't keep a single official record," Kurtz recalls. "There was no backup for any legal matters that needed to be addressed, all the way down to violation notices, no accounting records for the past few year and I found that some owner(s) did owe money to the association, in the tunes of thousands of dollars and one board member misspent association funds without approval and ended up in their own pocket. They thought the manager would do it all, but it turned out the management company wasn't holding up its end of the bargain because they were not watching them! We took over management of the community and discovered that we couldn't provide documentation for a lawsuit because none was kept, not letters to the homeowners, minutes of the approval to fine them, nothing. Ultimately, the board couldn't hold the homeowners responsible and had to write off those fines as bad debt because the secretary didn't do their job."

## **What makes a good secretary?**

The best secretaries have a good eye for detail, are organized and efficient, and always respond in a timely manner. "In my experience, teachers tend to make excellent secretaries. They are really good at catching things that need to be restated for clarity when sent to the membership, very organized and accustomed to running on schedule.

"There's a secretary I've been working with for years who is exceptional at proofreading and reframing thoughts so they are communicated in the most effective way possible," Gilchrist says. "At year end, she reviews all the

documentation we've kept and makes sure that it is stored on the right sections of the website or other appropriate place.”

## **What does it mean to take meeting minutes?**

The minutes of board meetings are incredibly important. Inaccurate meeting minutes can result in confusion, risk of a lawsuit and personal liability issues for board members. Minutes should focus on three areas: recording the actions of the association, noting the reasons behind those actions and keeping a full record of each board member's specific vote. These minutes should be a summary of the motions made and actions taken rather than a transcript of everything that was said. It can be helpful to use the management report or the meeting agenda to frame the minutes. If the management company takes the minutes and types them up, the secretary must approve them before they are submitted to the board for approval at the next meeting.

## **Does the secretary have other duties?**

Every board, community and state has different rules and regulations, so some secretaries may be responsible for making sure corporation paperwork is filed as required by the state. Other responsibilities may include affixing corporate seals when required for official or legal documents and serving as the witness when important documents require signatures. During election time, the secretary will coordinate the distribution and collection of ballots and proxies as directed by the governing documents and applicable law.

Like all members of the executive committee, your board secretary bears a lot of responsibility for the health and future of your community. Make sure that the right person is in the role to avoid mistakes, oversights and future confusion.

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