

THE CORPORATE SECRETARY: THE GOVERNANCE PROFESSIONAL



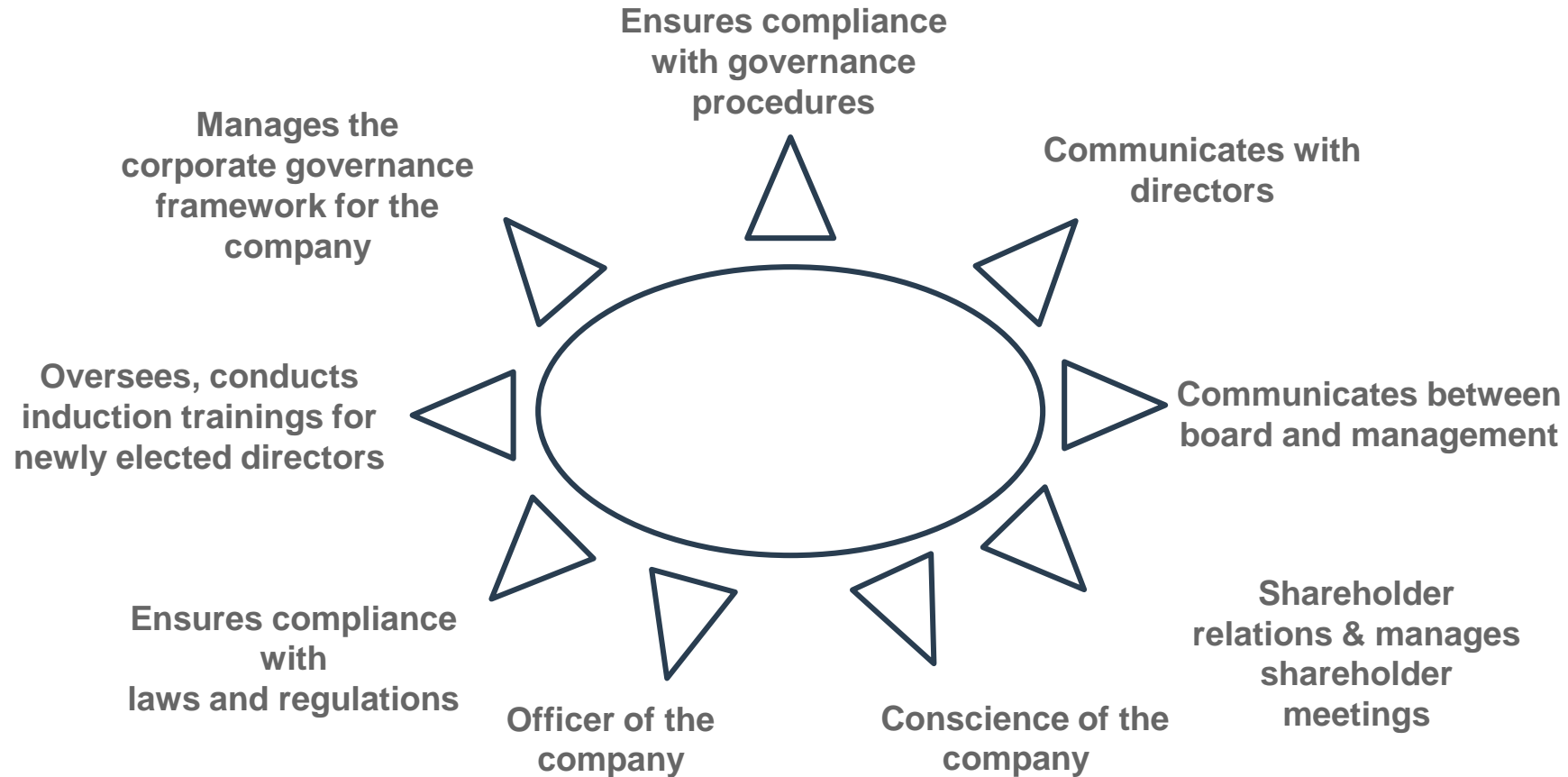
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In today's world, the role of the Corporate Secretary has no one meaning and covers a multitude of tasks and responsibilities. That said the role lies at the heart of the governance systems of companies and is receiving ever great focus.

David Jackson, Corporate Secretary BP plc (2008)

Role of a Corporate Secretary

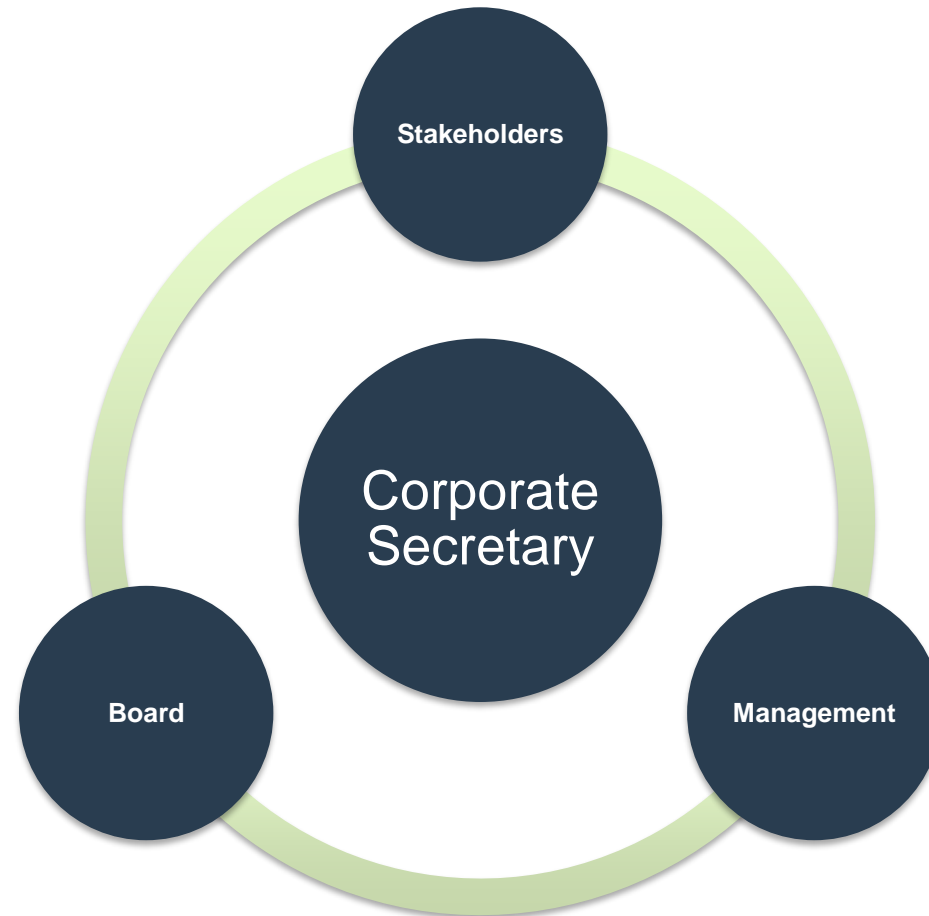


Governance, Advice, Communication and Compliance

A corporate secretary holds a senior position in a company, not a clerical one, and has responsibility in the following four areas:

- Governance
- Advice
- Communication
- Compliance

What skills does a corporate secretary need to manage the relationships and any competing tensions between the board, management and other stakeholders?

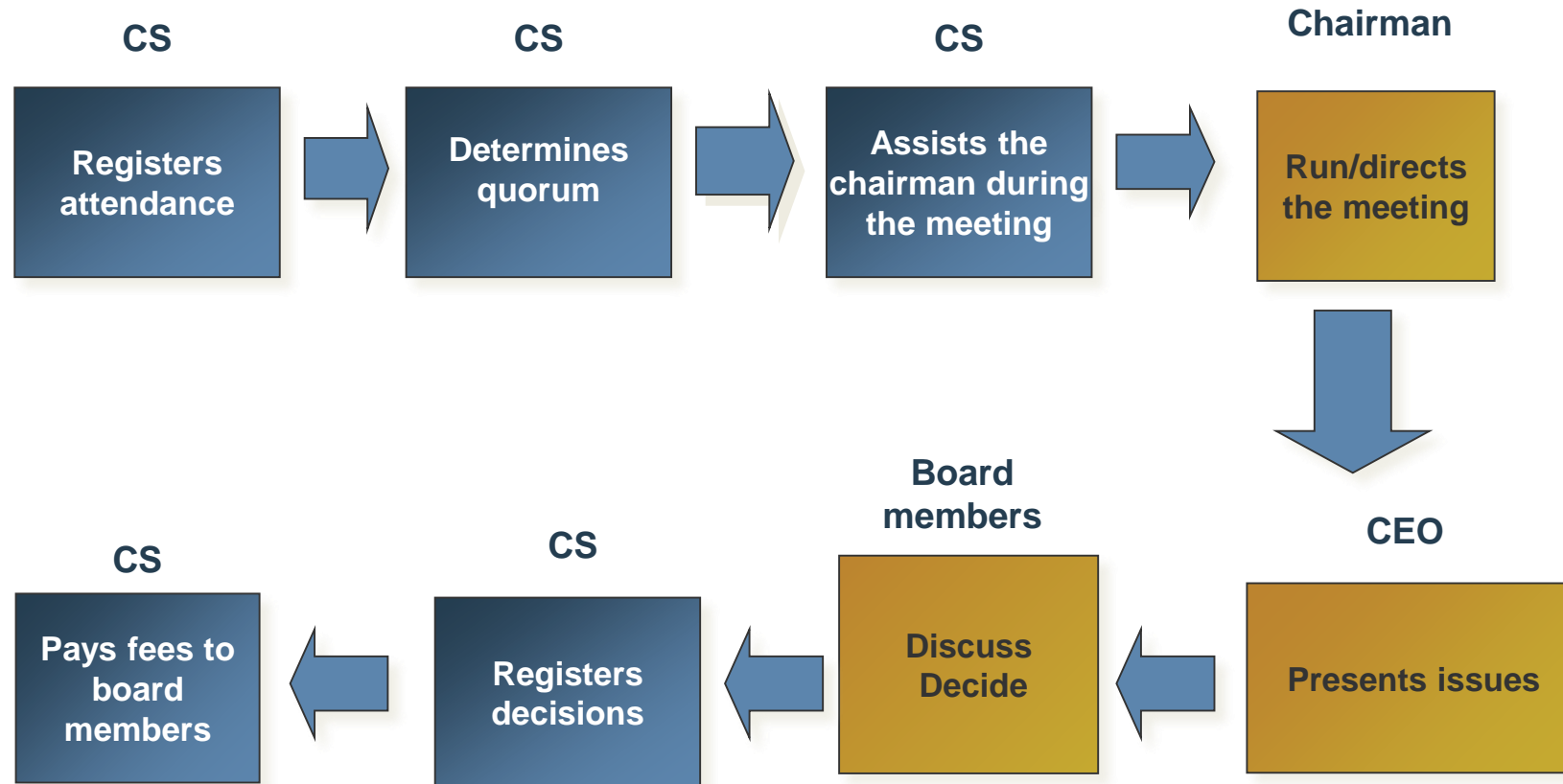


Good Practice: Develop a Board Calendar

Sample Board Calendar

Standing items	February	March	April	
<ul style="list-style-type: none"> • Approve meetings of previous meeting • Approve unbudgeted capital expenditures over • Review actual versus budgeted financial results • Approve board committee reports 	<ul style="list-style-type: none"> • 1 year assessment • Dividend declaration • Growth strategy discussion • Strategy review 	<ul style="list-style-type: none"> • Review financial performance versus competitors 	<ul style="list-style-type: none"> • Authorization of foundation contribution • Business plan review for next financial year 	
	June	September	October	December
	<ul style="list-style-type: none"> • Review/approve strategic plan • Business unit No. 1 strategy review • Review of chairman's personal objectives • Dividend declaration • Annual meeting resolutions • Set meeting schedule for next calendar year • Litigation review 	<ul style="list-style-type: none"> • Annual organization matters (committees, officer elections) • Dividend declaration • Annual shareowners meeting • Review financial performance versus competitors • Appoint external auditors 	<ul style="list-style-type: none"> • Strategic plan review 	<ul style="list-style-type: none"> • Approve annual budget • Management development update • Dividend declaration • Strategy review

Good Practice: During the Board Meeting





This handbook offers a concise and practical description of how corporate secretaries might carry out their role to improve governance in their organizations.

It can also serve as a guidance tool for both IFC clients and advisory staff to clarify the potentially expansive duties of corporate secretaries and to help them assist corporate secretaries in understanding what skills they require to fulfill their roles.

https://www.ifc.org/wps/wcm/connect/topics_ext_content/ifc_external_corporate_site/ifc+cg/resources/toolkits+and+manuals/the+corporate+secretary+the+governance+professional



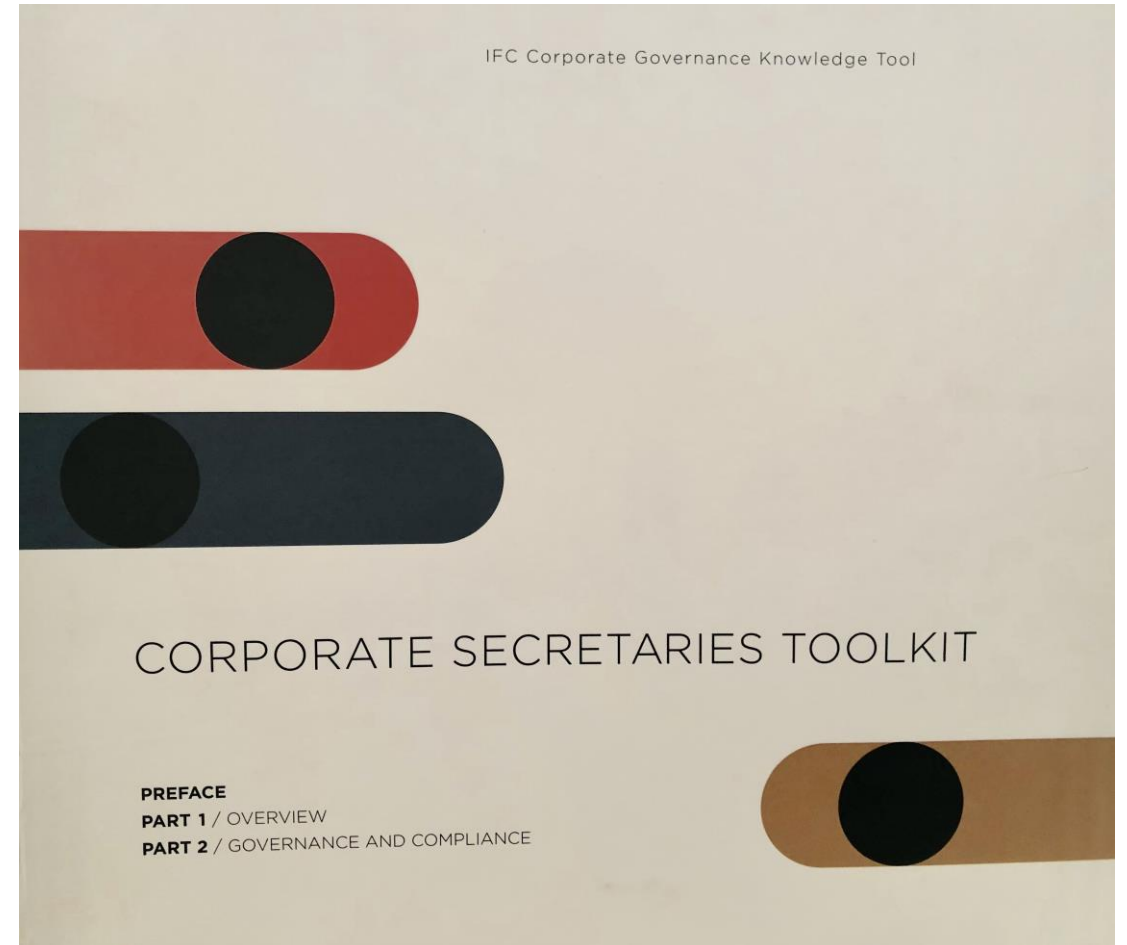
CONTENTS

Chapter	Page
Foreword	v
Acknowledgments	vi
1 Role as a Governance Professional	1
2 Role in Preparing for Meetings	13
3 Role During a Board Meeting	27
4 Role After a Board Meeting	39
5 Role in the Delegation of Authority	47
6 Role in Board Composition and Succession Planning	57
7 Role with Directors	67
8 Role in Board Evaluation	73
9 Role with Shareholders	85
10 Role in Shareholder Meetings	97
11 Role in Strategy, Risk, and Good Corporate Citizenship	111
12 Role in Financial Oversight and Reporting	125
13 Role in Building Ethical Cultures	131
14 Role in Stakeholder Management	141
References	148

https://www.ifc.org/wps/wcm/connect/topics_ext_content/ifc_external_corporate_site/ifc+cg/resources/toolkits+and+manuals/the+corporate+secretary+the+governance+professional

Corporate Secretaries Toolkit

- This Toolkit is based on IFC's publication, the Corporate Governance Board Leadership Training Resources
- Emphasize the CS's roles in developing good corporate governance practices for the company



Corporate Secretaries Toolkit



Corporate Secretaries Training-of-Trainers Program

Thank you!

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<https://www.ifc.org/corporategovernance>