



# Fair Secretary

It's More Than Just Taking Minutes

# Fair Secretary Presenter – Pat Munroe

- Secretary/Treasurer, Bracebridge Agricultural Society
- Associate Director of Agriculture, District #11
- Provincial Director District #11
- retired from 35 years in banking industry
- spent childhood summers on a dairy farm, currently residing in Muskoka where the key agriculture products are snow, water, rocks and trees

# Fair Secretary

You've been appointed/elected as Secretary – so now what?

- more than just taking the meeting minutes
- supporting the Directors in fulfilling their legal requirements for a non-profit/charitable organization
- from charter to strategic planning to policy guidelines to operating procedures to contracts to agendas to minutes to action items lists to correspondence
- Secretaries' key roles and responsibilities, activities
- all the “other stuff” expected of Secretaries;
- issues and how to resolve them
- sharing with others

# Legal Requirements of Secretaries

Currently in Canada, the Secretary cannot be held legally responsible – it is ultimately the responsibility of the Board of Directors

Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements

Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members. (If elected by the membership at a members meeting) as specified in the Constitution & By-Laws.

Role of Secretary, or Secretary/Treasurer, must be included in Constitution & By-Laws of the Society.

# Support Fiduciary Responsibilities

- Ensure Board has proper advice and resources for discharging their fiduciary duties to members.
- Look after the organization's Constitution & By-Laws and other company documents
- Ensure the records, or minutes of the Board's actions during a Board meeting, reflect the proper exercise of those fiduciary duties.
- Monitor changes in Provincial legislation, and advise Board on manner of compliance

In Canada, being knowledgeable and providing advice on corporate governance issues is an increasingly important role for the secretary. Secretaries need to be quite vocal in encouragement of Directors in fulfilling their fiduciary duties.

# Where Secretaries Fit In - Everywhere

Legislative Regulation (*AHO Act*)---→

Society Incorporation ---→

Mission (*objectives / strategic plan*) ---→

Constitution & Bylaws ---→

Activity Plans/Goals ---→

Operating Procedures ---→

Contracts ---→

Agendas ---→

Minutes ---→

Action Items ---→

Correspondence

# Key Roles and Responsibilities

Roles and responsibilities of a Secretary includes:

- ensuring legal compliance by meeting all statutory and regulatory requirements of various entities
- ensuring efficient administration of the Board and advising the Board on its roles and responsibilities
- ensuring decisions of the Board are implemented
- maintaining all key corporate documents and records
- recording and maintaining the minutes of board and committee meetings; managing AGM process
- facilitating all internal / external communications & correspondence
- monitoring corporate governance developments and assisting Board in tailoring governance practices to meet the Board's needs
- maintaining membership records

# Documents

Letters of Incorporation

Mission Statement, Strategic Plan

Constitution & By-Laws, Policy Procedures & Guidelines

Action Plans, Operating Procedures

All legal documents, land titles / lease agreements, insurance policies, contracts

Grant applications

Agendas, Minutes, Action Items List, Motions Recap

Membership List / Database

Correspondence

Directors / other contact lists

Job Descriptions

# Strategic Plan

Strategic planning is looking to your future versus always dealing with today's issues as they arise:

- where your society is now, where you want it to be, and how you are going to get there
- priorities for action reflective of all aspects of your society
- future plans align with the objects of an agricultural society vis-à-vis creating an awareness of agriculture and promoting improvements in the quality of life of persons living in an agricultural community, as set out by the AHO Act.

Strategic planning is fluid – ever changing.

# Minutes

Minutes are important:

- as evidence of Directors meeting their fiduciary duties in actually attending meetings and with enough frequency for proper oversight
- for reference or as evidence that an action was properly taken or that Directors fulfilled their fiduciary duties
- as memorialized (permanent) chronology of key information such as board actions, elections of officers or directors, and certain reports from committees, etc

# Minutes

There are no hard and fast rules regarding the style, format or level of detail in meeting minutes. Consider using a template.

Common mistakes associated with the taking and keeping of minutes include:

- Failing to document a quorum was present;
- Failing to document or provide a clear description about a board action taken;
- Failing to accurately record Motions
- Drafting a transcript of everything said at the meeting, including information that might be harmful to the organization if read by someone with access to the minutes (e.g., employees or members) or by a court reviewing a board action;
- Drafting and distributing minutes to directors after a lengthy period of time has passed;
- Failing to maintain a reasonable document management system, resulting in the loss of minutes from past meetings.

# Action Items Lists

Recap of decisions / motions from meetings that require action

Who does What by When

# And Etcetera – Other Stuff

Other “sundry duties as assigned” may include:

- Prize book writer
- Tag writer / supervisor
- Ribbons / rosettes order clerk / iron maid
- Internet webmaster, social media guru – Facebook, twitter, instagram
- Grant writer
- Office person
- Joint role as Secretary/Treasurer

**Issues and How to Resolve Them**

-

**Questions & Answers**



**Ontario Association of  
Agricultural Societies**

**Pat Munroe**

**Provincial Director, District #11**

Phone: 705-646-2404  
Cell: 705-646-3419  
Email: bracebridgefair@hotmail.com

.....

**BRACEBRIDGE AGRICULTURAL SOCIETY**

**Pat Munroe  
SECRETARY/TREASURER**

P.O. Box 53  
Bracebridge, Ontario, P1L 1T5

Phone: 705-646-2404 / 705-646-3419  
Email: bracebridgefair@hotmail.com  
Website: www.bracebridgefair.com

