

The Board Secretary: An enabler of Board performance

IPA Governance Forum

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- It is the duty of the Board to ensure that the Secretary has the skills necessary to discharge their statutory and legal duties, and such other duties as may be delegated by the Board.
- The appointment and removal of the Secretary is a matter for the Board.

Support the Board

- Scale and scope depends on size, nature and responsibilities of the organisation.

Governance

- Secretary reports to Chairperson and advises Board on governance matters.
- Assists Chairperson in ensuring adequate information provision to the Board and its sub-committees.
- Ensures Board has list of statutory obligations and regulations to be complied with, the execution of which depends on the Secretary.

Other duties

- Statutory duties
- Duty of disclosure
- Exercise due care, skill and diligence.
- Administrative duties.

- Secretary to agree agenda with Chairperson after consultation with the CEO and relevant executive.
- Papers to be concise and clear, outlining the requirements on matters for consideration/approval.
- Detailed consideration on some Board papers will take place at Board Committee meetings with recommendations from the Committee to the Board.
- Papers to issue on time.
- Meeting logistics – ensure IT facilities are tested and working, refreshments available etc.
- Ensure meetings run smoothly.
- Actions recorded and dealt with promptly.

- The Board conducts an annual review of its own performance and of its Committees, with an external evaluation every three years.
- The Secretary should liaise with the Chairperson of the Board and with the Chairperson of each Committee:
 - to prepare a report on the responses which should be provided to the Board;
 - to agree and implement a programme to ensure matters raised are addressed;
 - to provide updates to the Board on progress.
- This is an important aspect of enhancing Board performance.

- Crucially important that the Secretary builds and continues to develop relationships with the Chairperson, Board members, the CEO and executive team.
- Each Board member is different and will have different areas of expertise and interest e.g. accounting, regulation, engineering etc.

- Issued by the Secretary.
- Board needs to be made aware of any material matters, including any media announcements, in a timely manner.
- Secretary to use discretion on matters communicated to the Board between meetings.
- Need to communicate effectively – telephone, email etc.
- Act professionally at all times.
- Promptly address queries.

The Secretary of the Board must be an effective communicator, have the ability to build and maintain relationships and treat all matters with the highest level of confidentiality.

It is important that Board members can trust the Secretary.

Thank You.

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