

BOARD MANUAL

SUBJECT: Role Description for the Board Secretary	NO.: 2-A-26
SECTION: Structure, Roles and Responsibilities	
APPROVED BY: Board of Directors	DATE: September 28, 2022

Role of the Secretary

The Board Secretary works collaboratively with the Board Chair to support the Board in fulfilling its responsibilities.

Appointment

The Chief Executive Officer is the Secretary of the Board.

Responsibilities

- Attend meetings of the Board and Board committees as required
- Assist the Chair with preparation of agendas for Board meetings
- Provide notice as required by the By-law or by the Board or its committees
- Ensure that written minutes of all Board and Board Committee meetings are recorded and circulated to all members of the Board or committee
- Attend to correspondence of the Board
- Prepare and submit all reports required under any applicable federal, provincial or municipal legislation, by-laws or regulation
- Be the custodian of all minute books, documents and registers of the Corporation required to be kept according to statutes and regulations, and all minutes, documents and records of the Board
- Keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the hospital and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario), and provide as appropriate an accounting to the Board with respect to all funds held in trust by the Corporation
- Be the custodian of the seal of the Corporation
- Sign documents on behalf of the hospital as authorized by the Board or the By-laws
- Provide resources, information and communications as needed for governance processes
- With the Governance Committee Chair, administer the regular review of all corporate governance documents
- With the Governance Committee Chair, administer the annual evaluation of Board,

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Board Manual 2-A-26
Cambridge Memorial Hospital
September 28, 2022

- Director and committee performance
- Direct the preparation of materials and presentations for the orientation of new Directors and non-director committee members
 - With the Governance Committee Chair, coordinate the continuing education program for Directors and non-director committee members
 - Perform such other duties as may from time to time be determined by the Board

The Secretary may delegate some of the administrative duties outlined above but shall remain responsible for completion of such duties.

DEVELOPED: February 23, 2011		
REVISED/REVIEWED:		
April 23, 2014	September 28, 2016	September 25, 2019
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