

**POLICY # IV.C.10**  
**CORPORATE SECRETARY**

**Date of last revision: September 19, 2019**

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**Board Approved: December 12, 2024**

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**POLICY**

1. The Corporate Secretary assists the New Brunswick Community College (NBCC) Board of Governors (Board) in the performance of its duties, and is accountable to the Board, reporting to the Board Chair.
2. It is not uncommon for a Corporate Secretary to combine their Board function with a senior administrative or management role in an institution. The President and CEO (President) of NBCC is designated as the Corporate Secretary for NBCC and is authorized to assign some or all of the duties and responsibilities of the Corporate Secretary to other members of staff or management. In these instances, it is essential that there remains a distinct separation between the two roles.
3. The Corporate Secretary oversees all the secretarial duties of the Board and Board Committees. Most duties will be assigned to the Senior Executive Assistant to the Board of Governors (EA), and include:
  - 3.1. providing notice of and directing arrangements for the Board meetings and, as and when required or requested, meetings of the Committees of the Board;
  - 3.2. attending and recording minutes of all meetings of the Board and, as and when required or requested, Committees of the Board. As per the Board approved [Minute Taking Standards](#), minutes shall not be recorded for any *in camera* meeting of the Board or Committee of the Board;
  - 3.3. keeping and maintaining all minutes of meetings, except *in camera* meetings as noted in Clause 3.2 above, as well as the NBCC's corporate and historical records in accordance with Board approved retention schedules;
  - 3.4. giving notices required to be given to the Board;
  - 3.5. coordinating and distributing all communications and reports to the Board. All meeting materials shall be made available on the Board's Microsoft Teams site, access is restricted to the incumbent Board of Governors, the Senior Executive Team (SET), the EA and SET EAs;
  - 3.6. maintaining, managing and protecting all governance related records, as NBCC's official record keeper in accordance with Board approved retention schedules;
  - 3.7. ensuring all governance related records are maintained electronically on the NBCC network; and
  - 3.8. preparing and modifying, as required and directed by the Board, Board and Committee Terms of Reference, NBCC By-Laws and governance policies, as confirmed by resolution of the Board.

4. Other duties of the Corporate Secretary include:
  - 4.1. ensuring that NBCC complies with its governing legislation and By-Laws;
  - 4.2. coordinating publication of NBCC's Annual Report and other governance-related information;
  - 4.3. reviewing and keeping up-to-date on developments in college governance, and promoting strong governance practices throughout the NBCC;
  - 4.4. advising and assisting Board members with respect to their duties and responsibilities;
  - 4.5. facilitating the orientation and ongoing education of Board members under the guidance of the HR Committee;
  - 4.6. acting as a channel of communication and information for Board members;
  - 4.7. ensuring adherence to the Board's Code of Conduct; and
  - 4.8. advising the Board Chair on any matters where conflict, real or perceived, might occur between the Board and the President. This particular responsibility will be assigned to the Internal Auditor.