

Company Secretary's Role Description

1. Main tasks

- 1.1 To ensure GMFA complies with its governing document, policies, charity law, company law and any other relevant legislation or regulations.
- 1.2 To support and advise the Chair by ensuring the smooth functioning of the Board.
- 1.3 To work in partnership with the Chief Executive and other Trustees to ensure the day-to-day management of the organisation is correctly undertaken.

2. Main Duties

- 2.1 The main duties in ensuring GMFA complies with its governing documents and legislation are:
 - 2.1.1 To act as custodian of GMFA governing documents and policies.
 - 2.1.2 To ensure GMFA pursues its objects as defined in its governing document.
 - 2.1.3 To ensure that GMFA applies its resources exclusively in pursuance of its objects.
 - 2.1.4 To ensure that GMFA complies with any other requirements as dictated by the Charity Commission and Companies House.
 - 2.1.5 To ensure that GMFA complies with all legal requirements. As necessary, the Company Secretary must seek independent advice and act as appropriate. Issues relating to Company and Charity Law and the legality of Directors' actions may require the Company Secretary to act independently. In these situations, the Secretary will consult with the Chief Executive of GMFA.
 - 2.1.6 To ensure the correct appointment of GMFA trustees, that those appointed are not disqualified in law and are eligible to be trustees under the provisions of the governing documents and policies, and that the appointment procedure laid down in the governing document and policies is followed.
 - 2.1.7 To gather, collate and manage any conflicts of interest between Directors and the governance of GMFA.
 - 2.1.8 To ensure that GMFA Directors have information to enable them to make informed decisions and fulfil their responsibilities. This includes organizing the induction of new Directors.

- 2.1.9 To ensure that Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) are run effectively and in accordance with the provisions of GMFA's governing document. This includes checking that a quorum is present.
 - 2.1.10 To ensure that that agendas and minutes of AGMs and EGMs are circulated.
- 2.2 The main duties in ensuring that the Chair is supported in the smooth functioning of the Board are (either personally or by delegation):
- 2.2.1 Ensure that Board meetings are held in compliance with GMFA's governing documents and arrangements for the meetings are made.
 - 2.2.2 Receive agenda items from other Directors/staff and ensure appropriate agenda items are tabled at Board meetings. This is done in consultation with the Chief Executive and the Chair who is responsible for preparing Board meeting agendas.
 - 2.2.3 Ensure that agendas and supporting papers are circulated in accordance with governing documents.
 - 2.2.4 Ensure that minutes are taken at Board meetings and circulated to the relevant parties.
 - 2.2.5 Ensure that Board meeting minutes are signed by the Chair once they have been approved and copies filed and kept at GMFA.
- 2.3 The main duties in ensuring the day to day management of GMFA are:
- 2.3.1 To contribute actively to the Board's role in giving firm strategic direction to GMFA, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
 - 2.3.2 To ensure the effective and efficient administration of GMFA.
 - 2.3.3 To ensure the financial stability of GMFA.
 - 2.3.4 To safeguard the good name and values of GMFA.
 - 2.3.5 To protect and manage GMFA's property and to ensure the proper investment of the GMFA's funds.
 - 2.3.6 To appoint GMFA's Chief Executive.
 - 2.3.7 To sit on appraisal, recruitment and disciplinary panels as required.
 - 2.3.8 Either personally or by delegation, check that Directors and staff have carried out action agreed at previous Board meetings.

3. Dissemination of the role description

- 3.1 This role description will go to:
 - 3.1.1 all new and existing Board members.
 - 3.1.2 all new and existing staff.

4. Review

- 4.1 This role description will be reviewed every two years.
- 4.2 This role description was passed on 08/04/03.
- 4.3 This role description was reviewed and amended on 23/05/06.