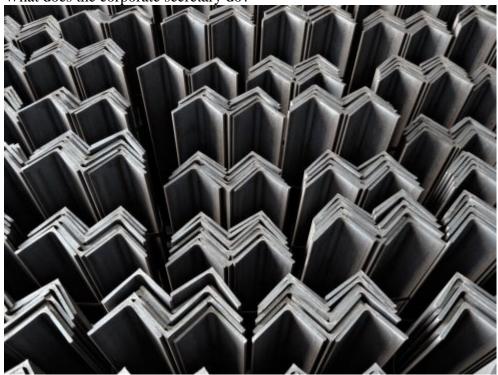April 18, 2023

What does the corporate secretary do?

Another in the newbies series: Most bylaws set forth the corporate secretary's powers and duties in the broadest terms possible. But what the corporate secretary actually does varies somewhat from company to company. Other departments might be responsible for particular duties at some companies that typically can be found within the corporate secretary's purview.

Here's a list of responsibilities that are typically handled by the corporate secretary's department:

- Board and board committee meeting organization and management (including meeting logistics, board agenda and materials preparation, and recording and distribution of meeting minutes)
- Care and feeding of each director
- Recruitment and orientation of new directors
- Continuing education of directors
- Director compensation
- Board self-assessments
- Annual shareholders meeting organization and management
- Shareholder and proxy advisor engagement related to the annual meeting and managing proxy solicitor relationship (distinguished from investor relations, but often done in concert with investor relations)
- Proxy statement drafting and delivery (including navigating the shareholder proposal process)
- Transfer agent relationship and corporate records compliance
- Subsidiary management
- Stock plan administration
- Unclaimed property compliance
- Governance documents updates, management, and compliance (including charter, bylaws, corporate governance guidelines, committee charters, and various governance-related policies)
- Stock exchange listing standards compliance
- Record retention compliance

- Securities law compliance (including '34 act reports)
- Risk management (usually overseeing governance-related risks as part of an overarching enterprise risk management program)
- Environmental, social, and governance program development and oversight
- Mergers and acquisitions
- Legal operations
- Legal department budget preparation and management

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