BLACKBIRD FOR TRAINING

Board and Committee Secretary Essentials

30 November – 4 December 2026
Casablanca (Morocco)



Board and Committee Secretary Essentials

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Board and committee secretary work is the governance role that runs the cycle of board and committee meetings, records decisions in minutes and resolutions, links the board with its committees and keeps governance obligations in view. This 1-week course is for current and new board secretaries, corporate secretaries and governance officers, and its final deliverable is an annual board and committee calendar with a set of minute and resolution templates.

Introduction

The course rests on three references. The G20/OECD Principles of Corporate Governance set out widely used expectations on board duties, disclosure and the treatment of shareholders. A delegation of authority matrix records which decisions the board keeps, which it gives to committees and which it gives to management. Committee charters define the remit, membership and reporting of the audit, nomination and remuneration committees. The level is practitioner, suited both to those new to the post and to those formalising experience. Teaching uses case exercises on board packs, minute drafting and committee scenarios.

Course Objectives

- Define the board secretary's core duties and distinguish them from those of the organisation's legal counsel
- Apply an annual meeting cycle to schedule board and committee meetings, packs and reporting
- Distinguish minutes from resolutions and draft each so that decisions and actions are clear
- Apply a delegation of authority matrix and committee charters to decide where a matter belongs
- Interpret conflict of interest and related party disclosures and select the response the board should record
- Interpret financial statements and key ratios well enough to support the audit committee's oversight

Target Audience

- Newly appointed board secretaries, who must decide how to organise the first full cycle of board and committee meetings
- Corporate and company secretaries in growing organisations, who must judge which matters need a board resolution
- Committee secretaries and governance officers, who must select what each committee reports to the board and when
- Executive assistants to chairs moving into secretariat work, who must determine how board papers are assembled
- Legal and compliance officers supporting boards, who must assess how conflicts and related party matters are recorded



Course Outline

Day 1: The Governance Professional and the Meeting Cycle

- Board Secretary vs Legal Counsel: Governance Process Compared with Legal Advice
- Corporate Governance Framework: Board, Committees, Management and Shareholders in One System
- Qualifications, Activities and Core Duties: What the Board Secretary Does Each Quarter
- Annual Board and Committee Calendar: Sequencing Meetings, Packs and Reporting Dates
- Board Portals and Action Logs: Distributing Papers and Tracking Decisions Securely

Day 2: Minutes, Resolutions and Board Dynamics

- Minutes vs Resolutions: Record of Discussion Compared with Formal Decision Text
- Minute-Taking Method: Capturing Decisions, Dissent, Actions and Owners Accurately
- Written Resolutions: Circulation, Approval Thresholds and Filing Between Meetings
- Board Behaviour Styles: How Personalities and Communication Shape Board Dynamics
- Conflict and Collaboration in the Boardroom: The Secretary's Part in Productive Meetings

Day 3: Committee Liaison and Influencing Change

- Audit vs Nomination vs Remuneration Committees: Remits and Reporting Lines Compared
- Committee Charters: Membership, Quorum, Remit and Reporting to the Board
- Liaison Between Board and Committees: Escalation, Cross-Membership and Unified Reporting
- Influencing Change: Supporting Board Decisions and Director Understanding of Liabilities
- Director Induction: Briefing Members on Responsibilities, Duties and Personal Liability

Day 4: Compliance Policies, Evaluation and Delegation

- Conflicts of Interest vs Related Party Transactions: Personal Interest Compared with Connected Dealings
- Breach of Duty Policies: Recording, Escalating and Responding to Director Breaches
- Delegation of Authority Matrix: Reserved Matters, Committee Powers and Management Limits
- Board Evaluation: Methods for Organising, Conducting and Reporting Effectiveness Reviews
- Acting on Evaluation Findings: Development Plans and Governance Improvements for Boards

Day 5: Financial Oversight and Board Calendar Practice

- External vs Internal Auditors: Independent Opinion Compared with Ongoing Assurance
- Supporting the Audit Committee: Financial Oversight Papers and Follow-Up Actions
- Reading Financial Statements and Ratios: Liquidity, Profitability and Leverage for Boards
- Integrated Board Pack Exercise: Applying Calendar, Minutes and Committee Reporting Methods
- Board and Committee Calendar with Templates: Completing the Final Template Set



Skills You Will Gain

- Board Calendar Planning
- Minute Drafting
- Resolution Drafting
- Committee Charter Use
- Delegation of Authority Mapping
- Conflict of Interest Recording
- Board Evaluation Support
- Financial Ratio Reading

Why Attend This Course

- From arranging meetings one at a time to running a planned annual cycle for the board and every committee
- From minutes that retell discussion to concise records of decisions, dissent, actions and owners
- From unclear lines between board and committees to matters routed by charter and delegation of authority
- From working without set tools to an annual board and committee calendar with minute and resolution templates

Conclusion

Board and committee secretary work keeps the machinery of governance moving: meetings happen on time, decisions are recorded precisely and committees report to the board in a joined-up way. The course makes three distinctions clear: minutes against resolutions, board-reserved matters against delegated ones, and conflicts of interest against related party transactions. Over one week it suits current and new secretaries and governance officers who need the core duties in place before any longer, advanced study of board governance.

Course FAQs

What does a board and committee secretary do?

A board and committee secretary plans the meeting cycle, prepares and circulates papers, records minutes and resolutions, links committees with the board, keeps registers and policies current and advises directors on governance procedure.

What is the difference between board minutes and a board resolution?

Minutes are the official record of a meeting, summarising discussion, decisions and actions. A resolution is the formal wording of a specific decision, passed in a meeting or in writing, and is often needed as evidence of authority.



Which principles does the board and committee secretary course follow?

The course follows the G20/OECD Principles of Corporate Governance, uses a delegation of authority matrix to place decisions, and works from committee charters for the audit, nomination and remuneration committees.

Is the board and committee secretary course right for an executive assistant to a chair?

Yes, for executive assistants moving into secretariat work. It covers the meeting cycle, board packs, minute drafting and committee liaison, which are the first duties they are likely to take on.

What do delegates produce in the board and committee secretary course?

Delegates produce an annual calendar for the board and its committees, together with templates for minutes, written resolutions and action logs that can be adapted to their own organisation.

