



# Community Sector Secretaries

## Session One: Organisational Compliance

Trainer: Nina Laitala, Institute of Community Directors Australia

# Acknowledgement of Country

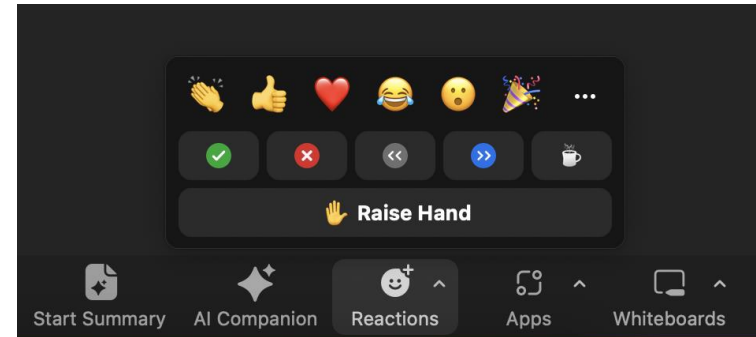
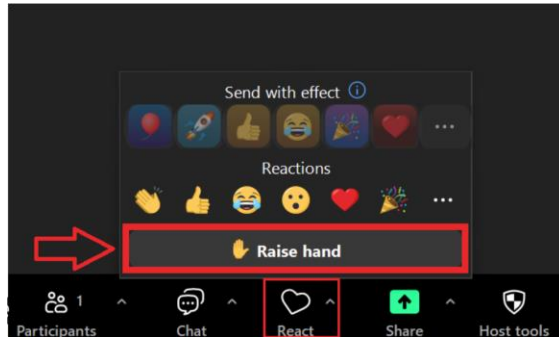
Emily Kam Kngwarray, *Ntang Dreaming*

1989, Utopia, Central Desert, Northern Territory  
Synthetic polymer, paint on canvas  
National Gallery of Australia, Kamberri/Canberra, purchased 1989  
© Emily Kam Kngwarray/Copyright Agency  
<https://nga.gov.au/exhibitions/emily-kam-kngwarray-paintings-from-utopia/>



# Housekeeping

- When you'd like to share with the group, please use the raise hand function:



- The chat function is for everyone to use. Feel free to share your experience and advice, respond to prompts and answer any questions that arise if possible.
- You will receive the slides and the recording via the email you registered with.
- Please don't use AI to summarise or record this session.
- Please mute yourself unless you are speaking to the group.

# Meet your trainer

Nina Laitala

she/hers

- 20 + years community leadership
- Former CEO Victorian Student Representative Council
- Musician
- Current community board member



## Program approach



**Session 1: Organisational compliance**



**Session 2: Keeping the board on track**

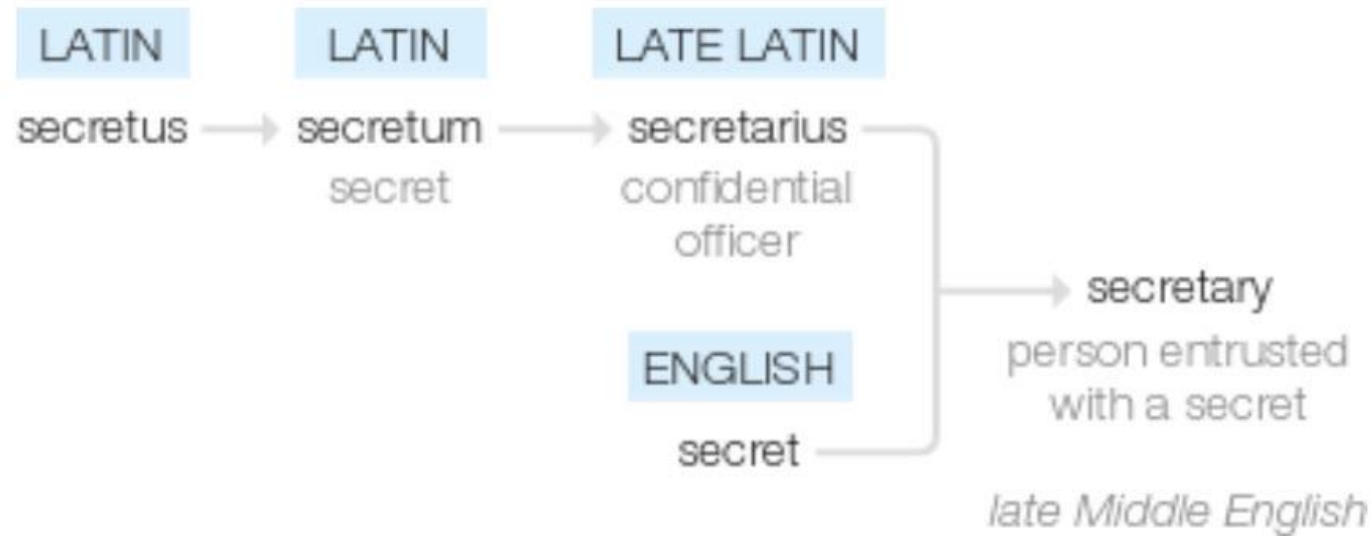


**Session 3: Supporting inclusion and accessibility**



*Let's take a walk  
through secretarial  
history*

# Origin



late Middle English (originally in the sense ‘person entrusted with a secret’): from late Latin *secretarius* ‘confidential officer’, from Latin *secretum* ‘secret’, neuter of *secretus* (see secret).

# The 1950s

## THE SECRETARY SHORTAGE They're Either Too Pretty or Too Old

I NEVER say a good word about my secretary outside the office," says a Chicago lawyer. "If I did, somebody else would have her on his payroll tomorrow." To many U.S. businessmen such caution is normal. Though a record 21 million U.S. women are working, only about 2 million hold secretarial jobs—and only a small percentage are genuine secretaries. As prosperity piles up the paperwork, the shortage becomes more severe; some 250,000 secretarial jobs go begging every day. "We just need bodies," moans a Midwest employment agent. "There haven't been enough secretaries, or even file clerks, for 15 years."

Because of the low birth rate during the Depression, available girl-power—for all jobs—is lower than at any time since the mid-1920s. Today, girls also get married younger (median age: 20), and married working girls quit earlier to have more babies. Moreover, secretarial work no longer has the prestige it had in the 1930s. A woman may now become an engineer, have more fun as an airline stewardess, earn more as a buyer, a librarian, a copywriter. Even some waitresses make \$150 a week, double the average secretary's salary with half the strain.

In the fierce competition for talent, businessmen try every trick to find and keep good secretaries. In Chicago, Prudential Insurance Co. even puts its young girl employees to work recruiting their friends, rewards them with one day off (with pay) for each catch. In New York, once a girl agrees to sign up, she may get as much as \$20 a

sharing plans, 52.7% pay full costs for employees' health and accident insurance. But only the most exquisite melding of money, kindness and men leaves a girl impressed. "Fringe benefits are such old hat," says one employment agent, "that the girls just want to know how many they're getting—not if there are any."

The scramble for secretaries often only compounds businessmen's woes. Because of a general feeling that secretaries over 35 are too set in their ways, too difficult to break into a new job with a new boss, businessmen concentrate on hiring "malleable" younger women. The trouble is that youngsters lack experience, are often unable to keep up with the office work load. Ten years ago a beginner took at least 120 words per minute in shorthand, did 60 in typing; today, she often takes only about 80 words per minute in shorthand, types 45. Secretarial schools cannot boost the standards; company raiders leave them with classrooms half empty long before graduation. Says one Atlanta school director: "Businessmen can't spell themselves, and rarely ever finish a thought. They rely on these so-called secretaries, and are horror-struck when they discover that the blind are leading the blind."

To solve the problem, some companies are turning to outside contractors who are willing to dip into the big pool of older women that regular employers neglect. Last year, for example, Milwaukee's Manpower, Inc., which has 90 branches in the U.S. and abroad, placed 50,000 such women (average

a key electronics material so difficult to make that its price is \$980 a pound.

**Sand & Science.** Refined from common sand, Texins' super silicon is so pure (not more than one part of non-silicon to 1 billion parts of silicon) that the National Bureau of Standards still lacks a grading system for it. In minute amounts, it will enable electronics men to make transistors with nearly twice the heat resistance (up to 300° F.) of previous transistors, and open up vast new possibilities for the guidance systems in supersonic planes and pilotless missiles. Says President John Erik Jonsson: "This is the purest product ever made by man."

The new silicon was just one more example of Texins' rare skill in marrying



United Press  
**TEXINS' McDERMOTT & JONSSON**  
A marriage of brains and brawn.

# secretary

/'sɛkrɪt(ɛ)ri/

- a person employed by an individual or in an office to assist with correspondence, make appointments, and carry out administrative tasks
- **an official of a society or other organisation who conducts its correspondence and keeps its records**
- the principal assistant of a UK government minister or ambassador

# Breakout: Introductions

- Your name and role
- Your organisation
- Why are you doing this course?
- What strengths are you bringing?



# An ideal secretary:



- Understands governance obligations
- Is good at admin
- Is organised and prepared
- Has a good memory and isn't afraid to use it
- Can multitask

# Your role as secretary

**Governance and compliance**

**Communicating with and supporting the chair and CEO**

**Administration and information management**



What do we mean by “compliance”?

Why does it matter?

# Your responsibilities as a secretary

## Governance and compliance

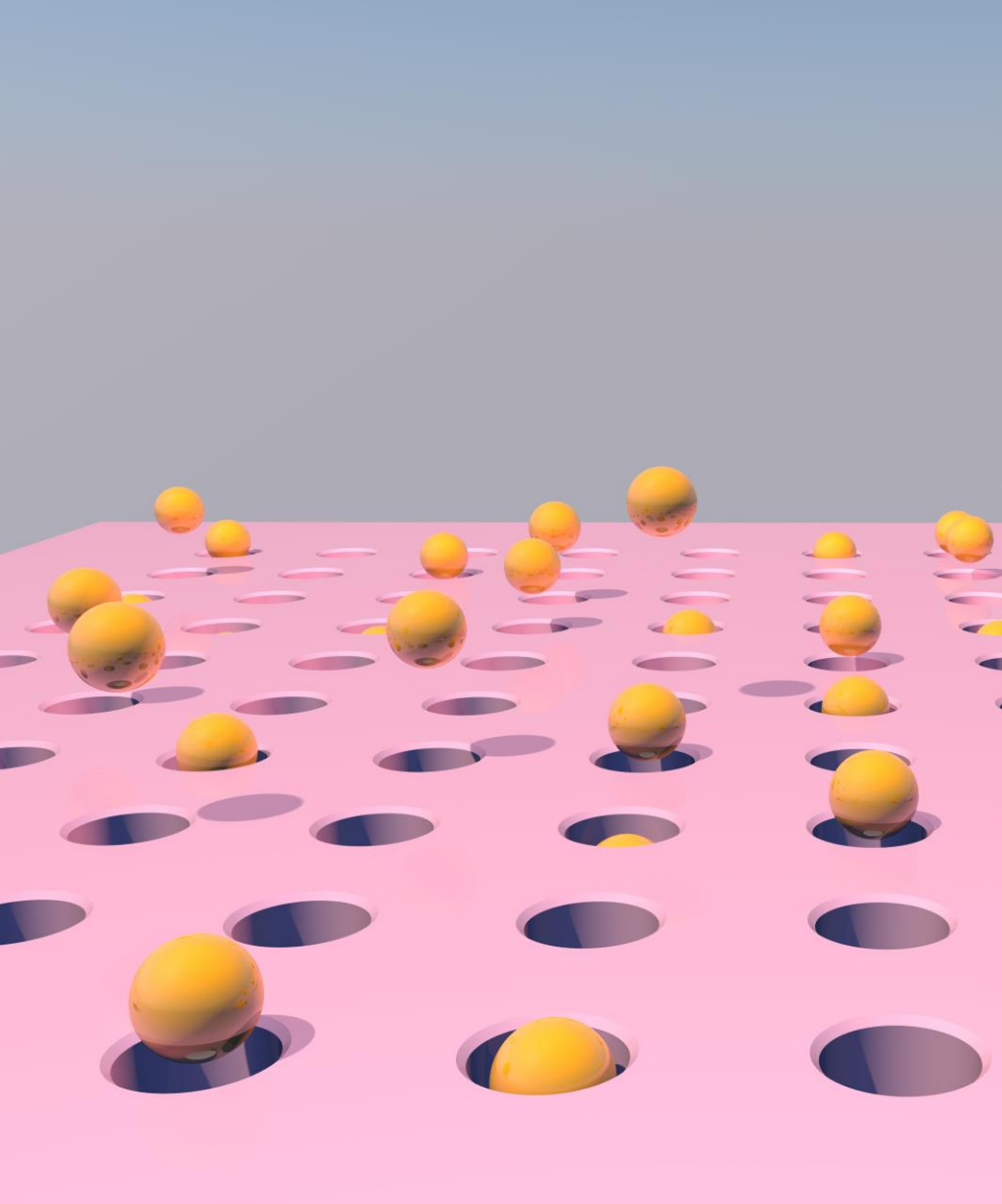
- Understanding rules, obligations policies and processes
- ASIC, ACNC/ORIC/state-based regulator

## Board administration and information management

- Prioritise and minimise board papers
- Accessibility
- Strategic focus
- Maintain accurate meetings records
- Governance information

## Communicate and support the CEO and chair

- Communication flow
- Effective info to the board
- Timely direction from the board

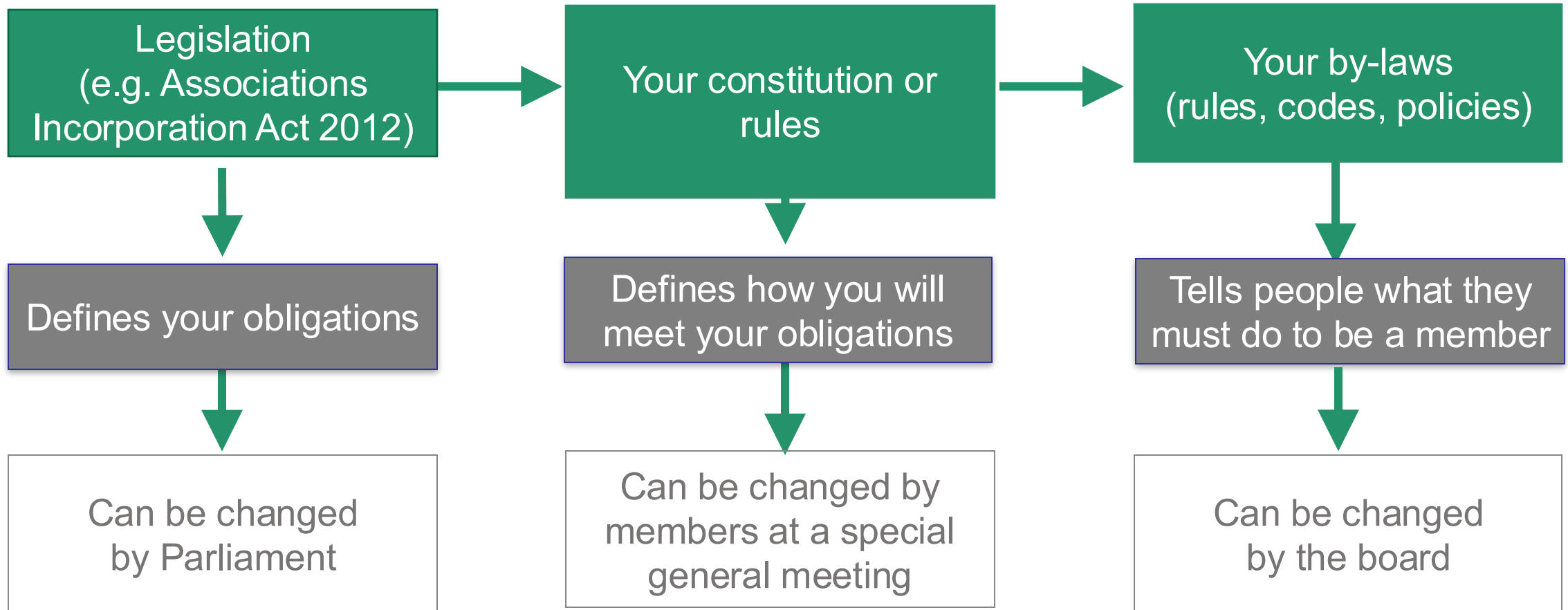


# Organisational legal structures

Structure	Focus	Owners	Regulator
<b>Unincorporated association</b>	NFP	Individuals	None
<b>Incorporated association</b>	NFP	Members	State/territory government departments
<b>Co-operative</b>	NFP/Profit	Members	State/territory government departments
<b>Company</b>	Profit	Shareholders	ASIC
<b>Company limited by guarantee</b>	NFP	Members	ASIC
<b>Indigenous Corporation</b>	NFP/Profit	Members/shareholders	ORIC
<b>Statutory organisation</b>	NFP	Parliament (state/federal)	Parliament

\*All registered charities also have the ACNC as a regulator

# One organisation, three levels of regulation



# Understanding your Constitution

This governing document specifies:

- Your organisation's purpose
- How membership works
- Meeting (e.g. AGM and SGM) requirements, including quorum, proxies, electronic voting
- Liability clause
- Grievance procedures
- What Board membership involves, including election/appointment, tenure/term, and removal
- How changes can be made to the Constitution

The Constitution is not:

- A strategic plan
- A procedural manual
- An automatic governance machine (if only)
- A guarantee

# Did you know? The Secretary....

- must consent to being appointed
- must be at least 18 years of age
- must be resident in Australia
- doesn't have to be a member of the board, although in small NFPs that's the norm
- can be the CEO, if the constitution allows it, or another employee
- in a company limited by guarantee, the company secretary can be someone hired in from outside

47(2) The Secretary must—

maintain the register of members in accordance with rule 18; and

keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and

subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

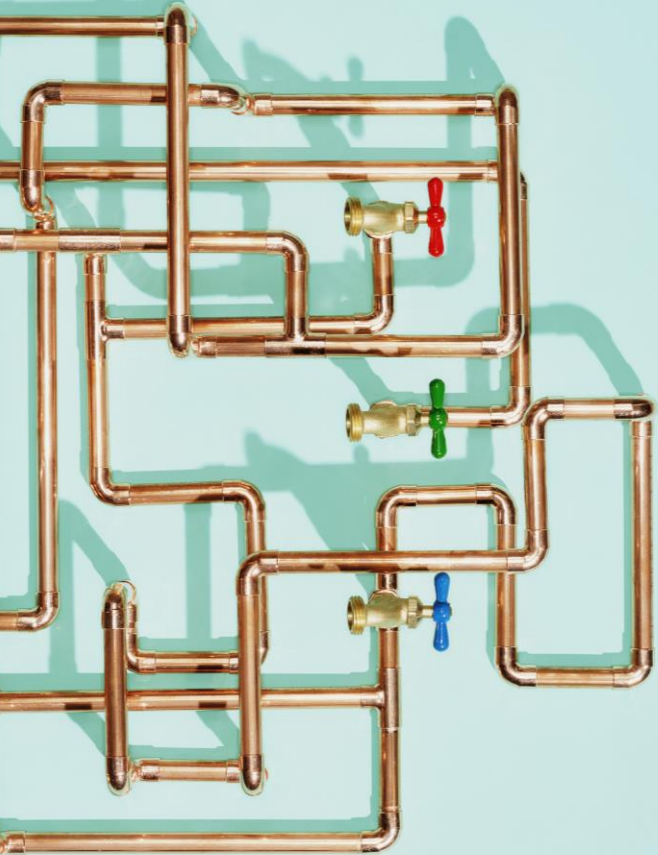
perform any other duty or function imposed on the Secretary by these Rules.

# Know your constitution

The secretary needs to understand the constitution or rules, which underpin everything from **how** decisions are made, to **who** has authority, and **when** meetings can be held.

Refer to your constitution...





# Breakout: Understanding your rules

Discuss your respective constitutions/rules:

- How often do you refer to your constitution?
- Under what circumstances?
- Does your organisation have to have a secretary?
- Does your secretary have to be on the board?
- How are secretaries appointed?
- Can they be removed? If so, how?

**How much of this information do you know off the top of your head?  
How do you go about familiarising yourself with the rules?**

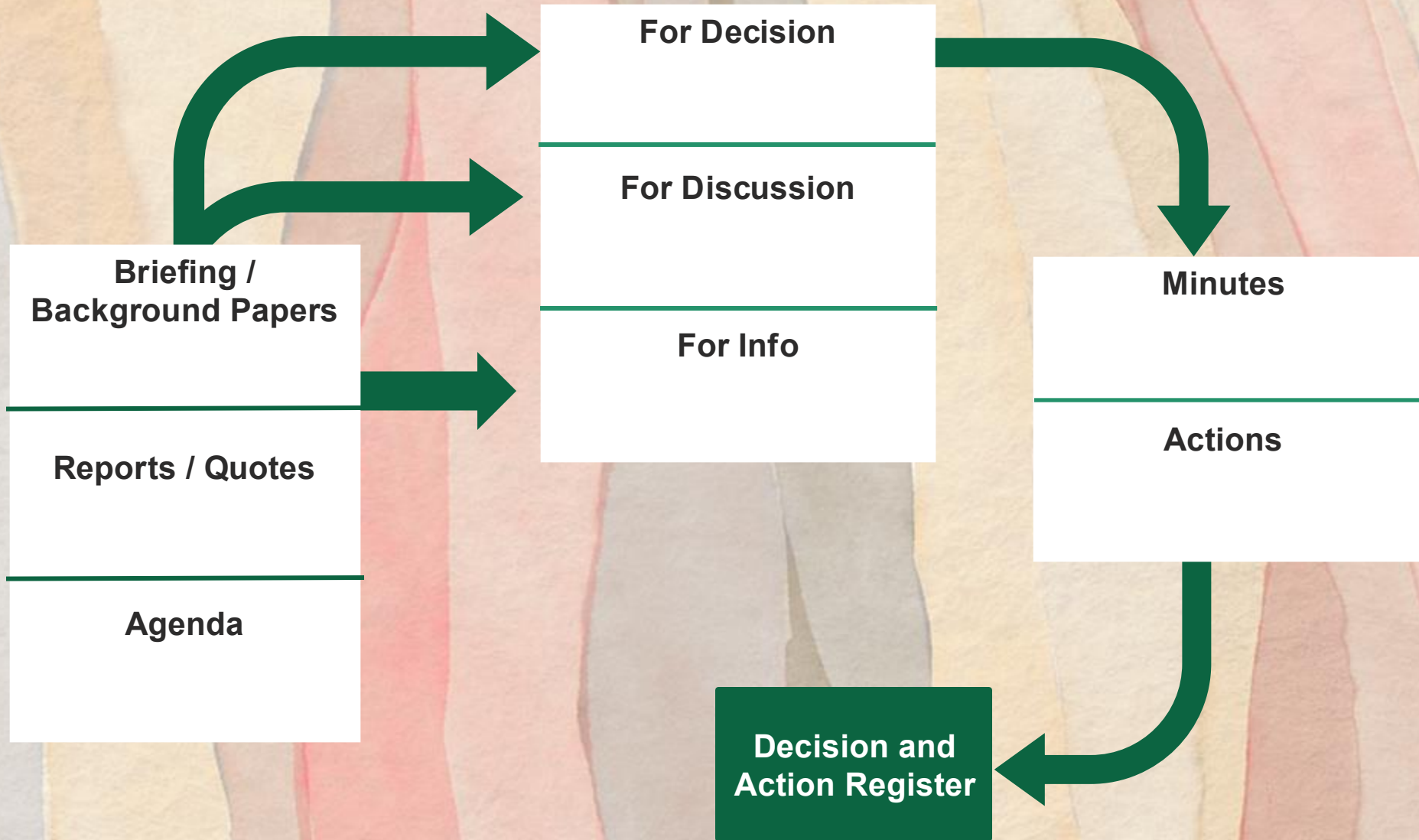
**Break!**





## Internal compliance

- Adhering to the organisation's rules
- Monitoring internal controls
- Keeping true to vision and mission
- Electing office bearers
- Holding meetings
- Maintaining documents and records
- Protecting assets and proper use of funds
- Supporting good governance



# External compliance

- Adhering to laws, regulations and rules
- Annual reporting to regulator(s)
- Ad hoc reporting to regulator(s)
- Monitors legal obligations
- Supports funding accountability
- Coordinates audits

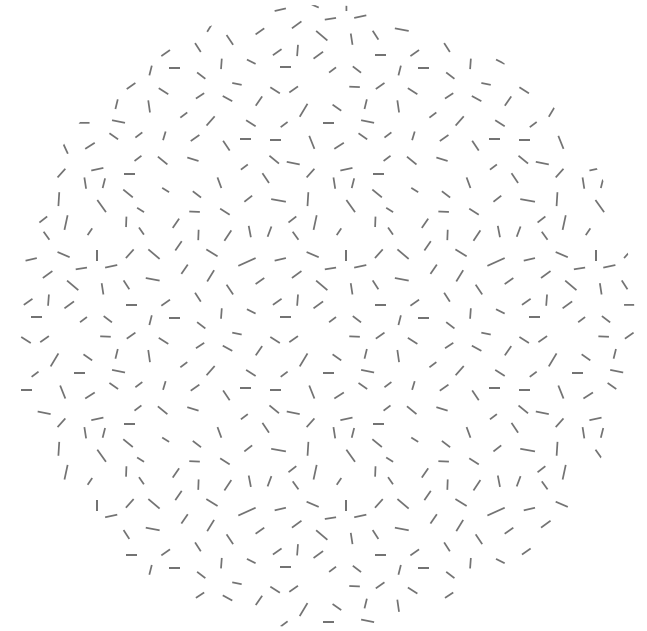
**Anything else?**

# Other legal responsibilities

## What laws apply to your organisation?

How do you know? Who can help?

- Australasian Legal Information Institute ([www.austlii.edu.au](http://www.austlii.edu.au))
- Not-for-Profit Law ([www.nfplaw.org.au](http://www.nfplaw.org.au))
- Regulator websites
- Free newsletters and alerts from legal services
- Paid legal advice and support



# Legal tasks

The main tasks and legal obligations of the secretary are contained in:

- The Act and Regulations (that apply to your org structure)
- The rules/constitution
- Your organisation's policies and procedures and
- Other legislation (e.g. OHS, child safety, privacy)
- The ACNC Act (if a registered charity)

Same as other board members:

- Duty to act in best interests
- Duty to exercise powers for proper purposes
- Duty of care and diligence



# Legal duties of board members

- Act bona fide\* in the best interests of the company
- Exercise powers for proper purposes
- Retain discretion
- Avoid conflict of interest
- Not improperly use your position in the company
- Treat confidential information properly
- Treat related-party transactions properly
- Treat payments to directors in the proper fashion
- Use care, skill and diligence
- Prevent insolvent trading

*\*Bona fide – genuinely, without intention to deceive*

# How to be an effective secretary



## 1. Checklists and schedules

- Compliance schedule
- Policy schedule
- Board workplace
- Induction
- Action and decision registers
- Induction checklist



## 2. Know the rules

- Proxies
- Tied vote
- Absences without apologies
- Extending meetings
- Quorum



## 3. Plan your agenda

- Priorities
- Timings
- Context
- Papers
- Motions

# Breakout: Being an effective secretary

Share strategies and ideas on how to be effective in your role.

Consider the categories:

- Checklists and schedules
- Knowing the rules
- Planning the agenda



PURPOSE

COMMITTEE OR BOARD

CHAIR OR PRESIDENT

EXECUTIVE OFFICER OR CEO

STAFF OR VOLUNTEERS

SECRETARY

MEMBERS

How are we going in terms of our strategic goals?

What information are we providing to the board?



## How can secretaries support...

- Good governance?
- Internal controls?
- The chair and CEO in leading the organisation?

Share your examples and strategies



# Wrap up

- What have I learnt today?
- What is something I will start, stop or do differently?
- What do next steps look like for me and my organisation?

# Today's resources

[Annual Board & Compliance Calendar](#)

[Legislative Compliance Policy](#)

[ICDA Policy Bank](#)

[Damn Good Advice for Board Members](#)

[Robert's standing orders](#)

[Do we need a motion? \(article\)](#)