

CS3
Plan organise and conduct Governing Body and committee meetings



Overview

This standard is about the Company Secretary's role in planning, organising and conducting Governing Body and committee meetings, including those of any subsidiaries and the Company Secretary's responsibility as the communications link between the Governing Body and the whole of the organisation

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Performance criteria

You must be able to:

- P1 Ensure that Governing Body and committee members receive schedules of meetings, agenda and meeting papers in line with Governing Body and committee policies
- P2 Ensure arrangements and any special requirements of Governing Body and committee members relating to the actual meeting are considered and managed
- P3 Act as communicator between the Governing Body and the senior management and other stakeholders
- P4 Ensure that members are aware that they have access to the advice and services of the Company Secretary and independent professional advisers
- P5 Where appropriate, make sure the Chairman receives a briefing
- P6 Ensure that the meeting has a quorum
- P7 Ensure that any related party transactions are dealt with by the Governing Body and committees in a fair and transparent manner
- P8 Ensure that the meetings follow the appropriate Governance procedures and comply with the law and the organisation's constitution
- P9 Ensure that the Governing Body considers the impact of Governing Body decisions on stakeholders
- P10 Ensure decisions are minuted with actions and responsibilities, stating clear criteria and rationale
- P11 Ensure minutes of the meeting are circulated in line with Governing Body and committee policies

CS3

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Knowledge and understanding

You need to know and understand:

- K1 The legal structure of the organisation and any subsidiaries, to include Governing Bodies and Governing Body committees
- K2 The process of generating meeting agendas and papers and their format and content
- K3 The factors that need to be considered when selecting meeting venues, equipment and services
- K4 Health, safety and security requirements when organising meetings
- K5 Any special requirements that attendees may have and how to meet them
- K6 Techniques in how to facilitate the **upwards/downwards stream of information****
- K7 How to prepare for Governing Body and committee meetings
- K8 Governing Body members' rights to access the Company Secretary and independent professional advisors where appropriate
- K9 When it is appropriate to brief the Chairman in advance of the meeting
- K10 Governing Body and committee procedures relevant to the governance of meetings
- K11 The law relating to meetings
- K12 The organisation's constitution
- K13 Best practice in minute taking

Glossary

P6 quorum

A quorum is the minimum number of members that are necessary to conduct the business of a group/meeting

K6 upwards/downwards stream of information

Feeding information between the hierarchies of an organisation. Top down refers to the Company Secretary feeding back information to the Senior and Middle management team whereas from down up, information is being fed back from the Middle to the Senior Management to the Company Secretary.

Skills

- Managing resources
- Establishing clear objectives
- Converting long-term goals into action plans
- Monitoring and evaluating the work of direct reports
- Communicating engagingly and effectively across the whole of the organisation
- Championing the organisation's vision and values
- Engaging with the Governing Body and winning support
- Ensuring communications are tailored and focused to reflect the Governing Body's interests
- Performing consistently in a range of situations under pressure and adapting behaviour appropriately
- Balancing the needs of the situation and task with the needs and concerns of the Governing Body
- Retaining focus on a course of action or need for results in the face of challenge or criticism
- Being aware of and taking into account the needs and perceptions of the Governing Body in arriving at decisions and proposing solutions to problems and challenges
- Achieving the commitment of the Governing Body to decisions and actions
- Keeping an open mind with regard to possible solutions to problems
- Listening actively and reflecting on the reactions and inputs from the Governing Body
- Persuading the Governing Body to change views based on an understanding of their position and a recognition of the need to listen to this perspective and providing a rationale for change
- Achieving clear results and making an impact
- Balancing short and long-term goals
- Pursuing demanding goals when confronted with rejection or questioning
- Ensuring legal compliance and that obligations are met
- Being structured and organised and be able to delegate and monitor
- Being aware of all the activities that surround meetings that ensure their smooth running - delegate, manage and take responsibility

Glossary

Links to other NOS

Governance NOS
GOV2, GOV3, GOV7, GOV10, GOV13

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Originating organisation CfA Business Skills @ Work

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Relevant occupations

- 1000 Managers and Senior Officials
- 1114 Senior officials of special interest organisations
- 1131 Finance Managers and Chartered Secretaries
- 1135 Personnel, training and industrial relations managers
- 2000 Professional Occupations
- 2421 Chartered and certified accountants
- 2422 Management accountants
- 4000 Administrative and Secretarial Occupations
- 4214 Company Secretaries

Suite Company Secretary

Key words Governing Body and committee policies, meetings schedules, agenda and meeting papers, stakeholders, Chairman, Quorum, Governance procedures, organisational law and constitution, decision making, minutes, committee policies, legal structures, upwards/downwards stream of information