



Another in the newbies series: Even though most states have a state corporation law that requires that companies incorporated in that state must have a corporate secretary (for example, see Section 142 of the Delaware General Corporation Law), there is no standardized set of responsibilities to serve as a corporate secretary in the United States. There are no minimum standards.

Who gets tapped as corporate secretary varies depending on a company's culture and internal politics. More often than you would think, someone from a different part of a company gets moved over to serve as the corporate secretary, taking over the role with no background in governance whatsoever. They learn on the job, supported by members of their team who have served in the corporate secretary department for some time, as well as outside advisors who are experts in governance.

I should mention that the role of the corporate secretary is similar—but perhaps not quite the same in other countries. For example, in the United Kingdom, most companies require their corporate secretaries to be "chartered"—meaning they obtain a post-graduate level qualification from the Institute of Chartered Secretaries and Administrators (ICSA). The ICSA regulates and advises the company secretarial profession in over 70 countries with 36,000 members worldwide—but it's not a player here in the United States. The Society for Corporate Governance is the major association for corporate secretaries in the United States, but there's no widespread post-graduate qualification here like there is in the U.K.

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