
Company Secretarial Practice: Board Meetings, Statutory Duties and Governance Training Course

12 – 23 April 2027
Milan





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Programme Summary

Company secretarial practice for board meetings, statutory duties and governance is a ten-day training course for company and board secretaries at advanced level, culminating in a company secretarial governance plan for the year ahead. Boards rely on the secretary to make meetings work, keep statutory records accurate and advise on governance, yet many secretariats operate without a clear framework or service standard. The approach moves from the role and its authority to meetings, records, shareholders, board effectiveness and disclosure. Mars Training Centre UK delivers this programme in company secretarial practice and board governance.

The Business Case

When board papers arrive late, minutes are ambiguous or registers fall out of date, directors decide with poor information and the organisation is exposed to challenge from shareholders, auditors and authorities. A capable secretariat shortens the path from management proposal to board decision, keeps a defensible record of how decisions were reached and gives the chair an independent adviser on governance matters.

- Decision Cycle Time: Shortens as agendas, board packs and resolutions follow a planned annual cycle.
- Governance Compliance Exposure: Falls as filings, registers and disclosures are tracked and evidenced.
- Board Effectiveness: Improves as induction, evaluation and development plans are run systematically.

Principles and Evidence Base

- G20/OECD Principles of Corporate Governance: Their chapters on shareholder rights, disclosure and board responsibilities frame Sessions 1, 7 and 9.
- ISO 37000 Governance of Organisations: Its governance principles and accountability model shape the secretary's role in Session 1.
- Delegation of Authority Matrix: This tool allocates decisions between shareholders, board, committees and management in Session 2.
- Board Evaluation: Structured self-assessment and facilitated reviews underpin the board effectiveness work in Session 8.



Intended Participants

- Professionals who organise board and committee meetings and prepare their papers and minutes.
- Officers responsible for statutory registers, filings and corporate records across group entities.
- Governance leads who advise the chair and directors on procedure, conflicts and disclosure.
- Managers who plan general meetings and handle shareholder communication.
- Legal and corporate affairs managers moving into a governance role.

The programme serves listed companies, family groups, state-owned enterprises, banks and not-for-profit organisations.

Learning Outcomes

1. Participants will be able to define the company secretary's duties, independence and reporting lines within a governance framework.
2. Participants will be able to construct a delegation of authority matrix and an annual board and committee calendar.
3. Participants will be able to produce decision-ready board papers and minutes that record decisions, dissent and actions.
4. Participants will be able to audit statutory registers and filings and prioritise corrective actions.
5. Participants will be able to design director induction and board evaluation processes.
6. Participants will be able to evaluate conflicts of interest and related-party transactions against approval and disclosure requirements.

Programme Structure

Day 1: The Company Secretary Role in Corporate Governance

What does the company secretary contribute to how a board governs?

- Company Secretary Duties to the Board, Chair and Organisation
- Independence and Reporting Lines of the Secretary
- G20/OECD Principles of Corporate Governance Overview
- ISO 37000 Governance Principles and Accountability
- Governance Roles of Board, Committees and Management

Day 2: Constitutional Documents and Delegation of Authority

Where does each decision sit, and on what authority?

- Articles of Association and Board Charters
- Committee Terms of Reference
- Delegation of Authority Matrix Design
- Reserved Matters for the Board and Shareholders
- Governance Gap Diagnostic of Constitutional Documents



Day 3: Board and Committee Meeting Cycles

How is the annual cycle of meetings planned so that every decision arrives on time?

- Annual Board Calendar and Forward Agenda Planning
- Committee Cycles for Audit, Risk, Nomination and Remuneration
- Quorum, Notice and Proxy Requirements
- Written Resolutions and Virtual Meetings
- Coordination Between Executive Management and the Board

Day 4: Agendas, Board Papers and Board Packs

What makes a board paper decision-ready?

- Agenda Design Around Decisions and Strategy
- Board Paper Templates and Cover Sheets
- Editing Management Papers for Clarity and Length
- Board Portal and Secure Distribution Practice
- Information Flow Between Meetings

Day 5: Minutes, Resolutions and Board Records

How should deliberations and decisions be recorded and preserved?

- Minute Structure for Discussion, Decisions and Actions
- Recording Dissent, Abstentions and Declared Interests
- Action Logs and Matters Arising
- Approval, Signature and Custody of Minutes
- Retention of Board Records and Legal Privilege

Day 6: Statutory Registers, Filings and Corporate Records

Are the company's statutory obligations met and evidenced?

- Registers of Directors, Shareholders and Charges
- Statutory Filing Calendar and Deadlines Tracker
- Corporate Records for Subsidiaries and Group Entities
- Changes of Directors, Capital and Registered Details
- Statutory Compliance Self-Audit Checklist

Day 7: Shareholder Meetings and Investor Relations

How are shareholder rights served at and between general meetings?



- Annual and Extraordinary General Meeting Planning
- Notices, Circulars and Shareholder Resolutions
- Voting, Proxies and Poll Procedures
- Shareholder Communication and Engagement Policy
- Dividend Procedures and Shareholder Queries

Day 8: Director Induction, Development and Board Evaluation

How does the secretary help build and assess an effective board?

- Director Induction Programme Design
- Board Skills Matrix and Succession Inputs
- Board Evaluation Methods and Questionnaires
- Externally Facilitated Board Reviews
- Board Development Plans from Evaluation Findings

Day 9: Conflicts of Interest, Related Parties and Disclosure

How are conflicts and related-party transactions identified, approved and disclosed?

- Conflict of Interest Declarations and Registers
- Related-Party Transaction Approval Procedures
- Insider Information and Dealing Restrictions
- Disclosure and Transparency Obligations
- Annual Governance Report and Governance Code Statements

Day 10: Applying Company Secretarial Practice

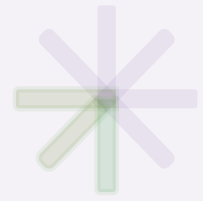
Is the governance framework ready to support the board for the year ahead?

- Trusted Adviser to the Chair: Handling Sensitive Boardroom Issues
- Aligning the Day 3 Meeting Cycle with Day 6 Filing Calendar
- Testing Day 2 Delegations Against Day 9 Related-Party Procedures
- Secretariat Performance Measures and Service Standards
- Company Secretarial Governance Plan Completion

Methodology

The programme combines case analysis of governance failures and recoveries in listed, family-owned and state-owned organisations with structured drafting exercises. Participants bring their own constitutional documents and board materials where possible, and each session ends with a peer review of the documents produced against the frameworks introduced.

- Suggested activity: Redrafting a set of board minutes to record a contested decision.
- Suggested activity: Running a mock annual general meeting with proxy and poll procedures.



- Suggested activity: Reviewing a related-party transaction for approval and disclosure.

Capstone Output

Each participant completes a company secretarial governance plan for their own organisation. It contains a delegation of authority review, the annual board and committee calendar, board paper and minute templates, a statutory filing tracker, an induction and evaluation plan and secretariat service standards, ready to agree with the chair.

Frequently Asked Questions

Is company secretarial practice training suitable for experienced board secretaries?

Yes. It is set at advanced level and assumes experience supporting a board or committee. Newer secretaries with legal or governance backgrounds also benefit, as each session starts from the governing principle.

Which frameworks does the company secretarial practice programme rest on?

It rests on the G20/OECD Principles of Corporate Governance, ISO 37000 governance of organisations, the delegation of authority matrix and structured board evaluation.

How is the governance plan from company secretarial practice training used at work?

You can agree it with your chair as the secretariat's annual work plan and use its calendar, templates and filing tracker from the first board cycle.

How does company secretarial practice differ from minute-taking courses?

It covers the whole governance role of the secretary, including statutory duties, shareholder meetings, board evaluation and disclosure, rather than recording meetings alone.