The Company Secretary: Governance Professional or Administrative Officer?

As boards face mounting regulatory complexity and stakeholder scrutiny, the role of the Company Secretary is being fundamentally reimagined — from administrative officer to cornerstone of effective corporate governance.

Survey question: should the role of Company Secretary be combined with any other role?

4	21	52%	24%
JURISDICTIONS benchmarked	**PRACTITIONERS** surveyed	**FAVOUR SEPARATION** of respondents	**SITUATIONAL** case-by-case

EVOLUTION OF THE ROLE

From Administrative Officer to Strategic Advisor

The CoSec has evolved from a compliance clerk to a cornerstone of corporate governance — an independent strategic advisor to the board.

INTERNATIONAL BENCHMARKS

Independence: A Global Non-Negotiable

Across the UK, Australia and Canada, the CoSec reports directly to the Board Chair, not the CEO. This independence is the universal governance standard.

RESEARCH FINDING

52% of Practitioners Favour Separate Roles

Of 21 practitioners surveyed, the majority oppose combining the CoSec and Chief Legal Officer roles. Independence and focus were cited most.

EMERGING PRACTICE

The Rise of the Chief Governance Officer

Progressive organisations consolidate CoSec, Legal, ESG and Investor Relations under one CGO with board-level mandate and authority.

> **"The Company Secretary must be empowered to challenge, advise and facilitate — not merely execute administrative tasks."**
>
> *— Research finding from practitioner survey, 2026*

ABOUT THIS PUBLICATION

Produced by The Board Practice, specialists in board and leadership advisory services across Sub-Saharan Africa. Draws on primary research, practitioner interviews and benchmarking across four governance jurisdictions.

DEFINING THE ROLE · THE COMPANY SECRETARY: GOVERNANCE PROFESSIONAL OR ADMINISTRATIVE OFFICER?

From Administration to Strategic Governance

The Company Secretary has evolved from compliance clerk to cornerstone of effective corporate governance. In South Africa, the Companies Act 71 of 2008, JSE Listings Requirements and King V collectively position the incumbent as an independent governance professional — not an executive officer.

ADMINISTRATIVE

Board meeting logistics · Statutory filings · Document & record management · Company register · Compliance reporting

ADVISORY

Independent strategic counsel · Governance risk guidance · Regulatory alignment · Shareholder facilitation · Direct line to Board Chair

SOUTH AFRICAN REGULATORY FRAMEWORK

Companies Act 71 of 2008	Mandates appointment for all public & state-owned companies; defines role ensuring legal compliance and governance integrity.
King V Report	Elevates the role to independent governance professional; recommends a direct channel of communication to the Board Chair.
JSE Listings 2025	Mandatory compliance for listed entities; sets minimum qualifications and competency standards for the role.

GLOBAL BENCHMARKS

An International Consensus on Independence

Across all Anglo-Saxon governance frameworks — which underpin South African corporate law — one principle holds: the Company Secretary is an independent senior professional who reports to the Board Chair, not the CEO.

UNITED KINGDOM

Governance Code & FRC

- Reports to Chair on all governance
- Independent from management
- Strategic governance partner
- Central to board effectiveness

AUSTRALIA

ASX Corporate Governance

- Reports directly to Board & Chair
- Senior governance advisor
- Director education & development
- Corporations Act compliance

CANADA

Canadian Securities Admins

- Independence paramount
- Board & committee effectiveness
- Securities regulation compliance
- Shareholder transparency

NETHERLANDS

Governance Code (GC)

- Not codified in Dutch Civil Code
- Rests on Articles of association and the GC
- Supports supervisory board, appointed by management board

KEY INSIGHT

Independence and a direct reporting line to the Chair are non-negotiable across all relevant governance jurisdictions.

INDEPENDENCE

Structurally independent from management. Reports directly to the Board Chair.

SENIORITY

A senior governance professional — not a support function or administrative clerk.

FOCUS

Separation from Legal preserves governance integrity. A global standard.

THE COMPANY SECRETARY · GOVERNANCE PROFESSIONAL OR ADMINISTRATIVE OFFICER?

RESEARCH FINDINGS · Should the CoSec and Chief Legal Officer Share a Role?

Practitioners consistently emphasised risks over advantages when considering a combined role. Independence, governance integrity and focus were the dominant themes across 21 respondents.

ADVANTAGES

- Resource efficiency — smaller organisations
- Holistic view of legal & governance risk
- Single executive attuned to all company legal and governance risks

LIMITATIONS

- No independent legal voice to both CEO and Board
- Independence across both roles difficult to sustain
- Governance may yield to executive priorities
- Advanced qualifications required for both roles

IF COMBINED — NON-NEGOTIABLE

- Documented independence protocols
- Clear role discernment: CoSec vs. Legal
- Separate direct reports per function
- Regular governance reviews

SURVEY DATA

Should the CoSec have a combined role?

- 24% In favour (5 of 21)
- 52% Opposed (11 of 21)
- 24% Situational (5 of 21)

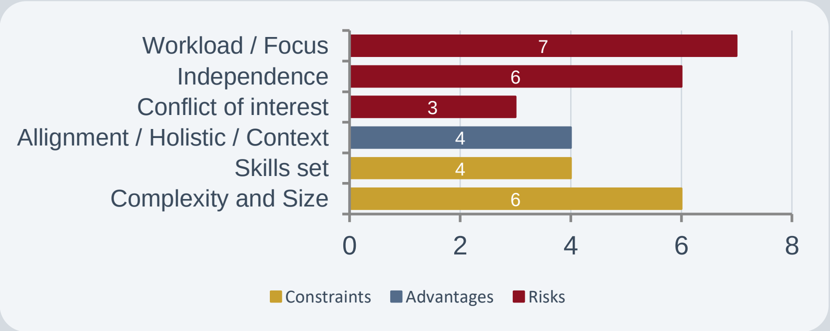
5 out of the 21 respondents also have another executive role, such as Head of HR, CFO, Investor relations, Chief of Staff or Deputy CEO

EMERGING MODEL

Chief Governance Officer (CGO) — consolidates Company Secretary, Legal, ESG, Investor Relations and Ethics under one senior executive.

KEY THEMES

Frequency of themes in combined-role discussions



Viable combinations with Company Secretary:

- Ethics
- Compliance
- Risk
- ESG
- Investor Relations

STRUCTURAL OPTIONS · WHAT THE EVIDENCE RECOMMENDS

Evidence from 21 practitioners across multiple sectors and four governance jurisdictions points clearly toward structural separation as the preferred model for organisations of meaningful scale and complexity.

OPTION 1 — PREFERRED

Separate Company Secretary and Chief Legal Officer

Recommended for organisations of meaningful scale and governance complexity

- CoSec reports to the Board Chair; CLO reports to the CEO
- Roles collaborate closely but remain structurally independent
- Aligns with King V, JSE requirements and global best practice
- CoSec scope extended: ESG, Investor Relations and Ethics

OPTION 2 — CONDITIONAL

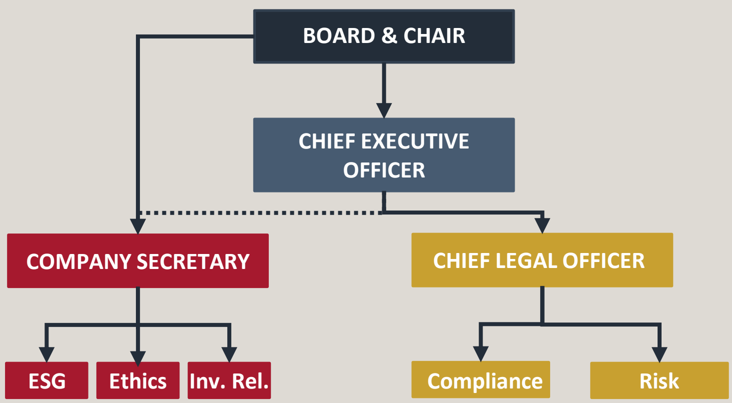
Combined Company Secretary & Chief Legal Officer

Viable in smaller or less complex organisations — with strict safeguards

- Independence protocols must be documented and enforced
- Incumbent must clearly discern CoSec vs. Legal Counsel capacity
- Appoint two direct reports: secretarial and legal
- Regular governance effectiveness reviews as organisation grows

RECOMMENDED STRUCTURE

RECOMMENDED STRUCTURE: SEPARATED ROLES



"The Company Secretary is no longer a secretarial function. Boards that treat it as such expose themselves to governance risk."

INDUSTRY SECTOR COMBINATIONS — MARKET PRACTICE

Industry	Compliance	Risk	Governance	Ethics	Sustainability	Social	BBBEE
Financial Services	●	●	●	●	●	●	
Consumer Retail			●				
Mining		●					
Banking & Financial Services		●	●				
Healthcare	●	●	●		●	●	●
Paper & Pulp / Manufacturing	●			●			
Technology			●		●	●	

CONCLUSION

MAIN TAKEAWAY

The question is no longer whether to professionalise the Company Secretary role — but rather how quickly. Separation of the CoSec and Legal functions is the governance standard that serious boards are progressing to.