CARIBBEAN BIODIVERSITY FUND (CBF)

TERMS OF REFERENCE: CORPORATE BOARD SECRETARY

Position Title:	Corporate Board Secretary
Location / Work Setup:	Virtual / Remote (Unspecified regional location)
Expected Time Commitment:	20–30 hours per month on average with greater intensity around Board and Committee cycles
Reporting & Performance Review:	Board Chair (in consultation with the Executive Committee); Operational coordination with CEO

GOVERNANCE MANDATE & AMENDMENT SUMMARY

This updated Terms of Reference incorporates key review feedback from the Executive Committee and Board leadership (including Karolin Troubetzkoy and Therese TurnerJones).

Key Refinements Integrated: (1) Corporate Secretary holds full responsibility for minute drafting, issuing, editing, and archiving (relieving the CEO/Secretariat); (2) Explicit mandate to establish and maintain a Central Board Decision & Action Register; (3) Proactive management of the Annual Governance Calendar; (4) Explicit reporting to the Board Chair for evaluation; (5) Clear boundary isolating the role from operational finance; and (6) Defined initial time commitment with a path to full-time.

I. BACKGROUND

The Caribbean Biodiversity Fund (CBF) is a regional environmental fund whose mission is "to ensure continuous funding for conservation and sustainable development in the Caribbean." Established in 2012 with a flexible regional structure, the CBF is designed to accommodate the receipt, investment, distribution, and monitoring of conservation funding throughout the Caribbean region.

Currently, the CBF executes its mission through three primary operational programs:

- **a) Conservation Finance (CF) Program:** anchored by a US$ 110 million endowment fund dedicated to long-term conservation financing across member territories.
- **b) Climate Change Program:** focused on Ecosystem-based Adaptation (EbA), anchored by a US$ 60 million sinking fund.
- **c) Nature Based Economies Program:** focused on Circular Economy and the Advancing Circular Economy (ACE) Facility, anchored by a US$ 28 million sinking fund.

As a Conservation Trust Fund (CTF) experiencing rapid growth, CBF requires a rigorous, transparent division of labor between governance and administration. While the Board of Directors sets the strategic compass, the Corporate Board Secretary acts as the vital governance engine that ensures administrative continuity, statutory compliance, decision follow-through, and operational transparency across all board and committee workflows.

II. POSITION SUMMARY

The Corporate Board Secretary (CS) plays a critical role in keeping the CBF compliant with its legal and statutory obligations under the UK Companies Act 1985, the Companies Act 2006, and the Charities Act 2011. Serving as the governance 'glue' of the institution, the CS ensures that the Secretariat remains fully accountable to the Board, that board administration operates with flawless discipline, and that statutory documentation is rigorously maintained and filed.

The CS is wholly responsible for managing the complete board governance cycle—including minute drafting, central action tracking, governance calendar management, and committee secretarial support. The position holds no operational financial management responsibilities; financial report preparation and accounting management remain under the CFO and management team, while the CS focuses exclusively on statutory compliance timelines, donor covenant record-keeping, and governance archives.

This position is initially established on a paid, virtual basis, with the institutional intention to transition the role to full-time as organizational scope and budgetary capacity allow.

III. DUTIES AND RESPONSIBILITIES

The Corporate Board Secretary will be responsible for the following core statutory, administrative, and governance duties:

1. Statutory & Administrative Compliance

- **a) Statutory Record Keeping:** Maintain the official Register of Members (including initial founding entities such as TNC and KfW), the Register of Directors, and the register of any charges on CBF's assets in accordance with UK corporate and charity laws.
- **b) Complete Minute-Taking & Meeting Records:** Take direct, full, and exclusive responsibility for drafting, editing, issuing, finalizing, and archiving accurate minutes for all General Meetings, Board Meetings, and Committee Meetings. The CS is wholly responsible for minute books and documentation, fully relieving the CEO and operational Secretariat from minute-taking duties.
- **c) Statutory Filings & Accounts Workflows:** Facilitate board approval workflows and statutory submission timelines for annual statutory accounts prepared by management/CFO, and draft corresponding board approval minutes and statutory resolutions.
- **d) Director & Member Compliance Notifications:** Manage formal notifications, statutory filings, and onboarding compliance requirements arising from the appointment, retirement, or resignation of Directors and Members.
- **e) Institutional Transition Support:** Provide dedicated secretarial and governance support to the CBF Board throughout its 2026 governance transition process and execute additional governance duties as assigned by the Board.

2. Governance Mechanics & Follow-Through

- **a) Central Board Decision & Action Tracking:** Establish, maintain, and continuously update a centralized digital Board Decision and Action Register. Ensure that every decision, directive, assigned responsible officer, agreed deadline, and real-time implementation status is clearly tracked so that governance matters are systematically followed up and completed between meetings.
- **b) Annual Governance Calendar Management:** Establish and manage the comprehensive Annual Governance Calendar. Proactively track recurring board obligations—including statutory filing deadlines, annual financial approvals, committee reporting schedules, Board/Trustee evaluations, Director term limit rotations, annual conflict of interest declarations, and policy review cycles—ensuring all matters are anticipated rather than handled reactively.

3. Direct Board & Committee Secretariat Support

- **a) Board Chair Support:** Co-manage the annual governance calendar, draft structured agendas in consultation with the Chair, and ensure the Chair and Board members receive all meeting packs and briefing materials at least 48–72 hours prior to scheduled meetings.
- **b) Treasurer & Audit Compliance Support:** Maintain accessible governance archives of financial reports and audit findings, track filing deadlines for statutory accounts, and log donor-mandated financial covenant submission timelines (without operational financial reporting responsibilities).
- **c) Investment Committee Support:** Record precise minutes of Investment Committee meetings to ensure that decisions, deliberations and approvals are accurately documented, and monitor procedural adherence to the Investment Policy Statement(s) (IPS).
- **d) Committee & NCTF Council Secretariat:** Provide comprehensive secretarial, governance, and administrative support to all standing and ad-hoc committees (including Governance and Executive Committees) as well as the National Conservation Trust Funds (NCTF) Council. This encompasses scheduling meetings, distributing agendas, producing precise minutes, and tracking action items.

IV. REQUIRED EXPERIENCE AND SKILLS

A. Minimum Qualifications & Experience

- **Education:** A Bachelor's Degree in Law, Corporate Governance, Business Administration, or a related field. Professional certification as a Chartered Secretary (e.g., CGI/ICSA) is highly desirable.
- **Experience:** At least five (5) years of professional experience in a corporate secretary or senior board governance support role, preferably with international non-profits, conservation trust funds, charities, or international institutions.
- **Language:** Exemplary written and verbal communication skills in English (the official language of CBF). Professional working knowledge of Spanish (conversational, reading, and writing) is a strong asset.

B. Governance & Technical Competencies

- **Statutory & Legal Compliance:** Mastery of corporate governance principles, with specific knowledge of the UK Companies Act 1985, Companies Act 2006, and Charities Act 2011.

- **Board Administration & Minute-Taking:** Demonstrated experience managing the full board lifecycle—drafting clear agendas, taking precise legal/investment minutes, issuing meeting packs, and maintaining official statutory registers.
- **Action Tracking & Digital Governance Tools:** Proven ability to utilize modern digital tracking tools to maintain action registers, manage governance calendars, and drive disciplined follow-through between board meetings.
- **Financial Compliance & Statutory Oversight:** Ability to coordinate statutory account filing workflows, log donor covenant submission schedules, and maintain governance archives of audit records without assuming operational CFO duties.

C. Core Competencies & Interpersonal Skills

- **Interpersonal & Communication Skills:** Tact, diplomacy, and the ability to work collaboratively with high-level executives, the Board Chair, CEO, and regional Trustees.
- **Independence, Discretion & Assertiveness:** High self-motivation, sound judgment, strict discretion regarding confidential board deliberations, and the assertiveness needed to resolve administrative bottlenecks proactively.
- **Remote Work Proficiency:** Proven track record of time management, deadline adherence, and high productivity in a fully virtual work environment.

V. COMMUNICATION, COORDINATION & REPORTING LINES

The Board of Directors serves as the principal source of authority and instruction for the Corporate Board Secretary. For governance reporting, annual evaluations, and formal guidance, the CS reports directly to the Chair of the Board, in consultation with the Executive Committee.

For daily operational execution, secretarial alignment, and administrative support, the CS coordinates closely with the Chief Executive Officer (CEO). The CS relies on the CEO and Secretariat staff for operational inputs, while the CEO is obligated to promptly inform the CS of any changes in Directorships, legal particulars, or accounting reference dates. This structured coordination ensures that the CEO is relieved of secretarial overhead while ensuring complete alignment between board directives and executive management.

VI. SELECTION CRITERIA & EVALUATION MATRIX

Candidate applications will be formally evaluated out of 100 maximum points according to the following scoring breakdown:

No.	Evaluation Category & Specific Criteria	Max Points	Key Assessment Focus
1.	**Minimum Requirements**	**35**	**Section IV.A Criteria**
	• Academic Qualifications (Bachelor's in Law, Governance, Business)	10	Relevant degree & professional CGI/ICSA certification
	• Professional Experience (5+ years in corporate secretary / board support)	10	Experience with CTFs, non-profits, or international institutions
	• Language Proficiency – English (Mandatory)	10	Exemplary written & verbal skills in official language
	• Language Proficiency – Spanish (Asset)	5	Conversational, reading, and writing capability
2.	**Governance & Technical Skills**	**45**	**Section IV.B Criteria**
	• Statutory & Legal Compliance Mastery	10	UK Companies Acts 1985/2006 & Charities Act 2011 knowledge
	• Board Governance Cycle & Action Tracking	15	Central decision register, governance calendar, disciplined follow-up
	• End-to-End Minute-Taking & Board Administration	15	Full drafting, editing, issuing & archiving for Board/Committees
	• Financial & Statutory Compliance Oversight	5	Statutory accounts filing workflows & covenant tracking (non-operational)
3.	**Core Competencies (Interview Phase)**	**20**	**Section IV.C Criteria**
	• Interpersonal Skills & Executive Collaboration	5	Effective coordination with Chair, CEO, Trustees & Committees
	• Independence, Discretion & Confidentiality	7	Support the Board in meeting its governance, fiduciary and statutory obligations, self-starting, strict secrecy

	• Assertiveness & Proactive Problem-Solving	5	Resolving administrative bottlenecks assertively
	• Remote Work Proficiency & Digital Discipline	3	Time management & productivity in virtual environment
TOTAL	**MAXIMUM SCORE**	**100**	**Comprehensive Candidate Evaluation**

VII. HOW TO APPLY

Invited individuals or qualified professionals are requested to submit a Cover Letter and Curriculum Vitae (CV) demonstrating how their background meets the qualifications, skills, and evaluation criteria outlined in this TOR by **December 15, 2026**.

The CV document should not exceed four (4) pages in length. Submissions must be sent electronically via email to:

Email Address: secretariat@caribbeanbiodiversityfund.org
Subject Line: "Recruitment: CBF Corporate Board Secretary"

The official language of communication and document submission for the CBF is English.