

## **CORPORATE GOVERNANCE AND BOARD EFFECTIVENESS: A SYSTEMATIC REVIEW OF THE COMPANY SECRETARY ROLE**

<sup>1</sup>Syahrina 'Adliana Abdul Halim, <sup>\*2</sup>Norziana Lokman & <sup>3</sup>Sarina Othman

<sup>1</sup> Faculty of Administrative Science and Policy Studies, Universiti Teknologi Mara, Kampus Seremban Tiga, 73000 Seremban, Negeri Sembilan, Malaysia.

<sup>2</sup> Accounting Research Institute & Faculty of Administrative Science and Policy Studies, Universiti Teknologi MARA, 40450 Shah Alam Selangor, Malaysia.

<sup>3</sup> Faculty Administrative Science and Policy Studies, Universiti Teknologi MARA, 40450 Shah Alam Selangor, Malaysia.

\*Corresponding author: [norzi716@uitm.edu.my](mailto:norzi716@uitm.edu.my)

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### **ABSTRACT**

**Background and Purpose:** Company secretary roles are increasingly gaining attention and recognition globally. However, research on corporate governance and board effectiveness lacks a comprehensive and systematic review from the company secretary role. Most research to date has been focused on the role of other corporate governance actors, namely, CEOs, directors, and auditors. In this present systematic literature review, we address this deficiency.

**Methodology:** This paper adopted a systematic literature review approach. We used two indexed databases, Scopus and Web of Science, to analyse the articles written on corporate governance, company secretary and board effectiveness. A total of 121 articles published in these fields were examined, and after rigorous analysis, only 18 articles from which met the inclusion criteria were included.

**Findings:** Our findings reveal that only a few corporate governance research has investigated the role of company secretary in enhancing board effectiveness (board structure, board process and board practices). The thematic analysis conducted identified seven key roles of the company secretary. The roles are to: (1) support the chairman of the board; (2) provide advice and act as a confidant to the board

of directors; (3) facilitate and manage the board of directors and board committee process; (4) liaise between the board and management; (5) manage information asymmetry and enhance transparency; (6) ensure compliance with laws, regulations, corporate governance code and best practices, and (7) manage company relations.

**Contributions:** The analysis in this paper presents four key findings - types of articles, geographical location, theory, and company secretary roles that reflect the research gaps present in the corporate governance literature, thus highlighting significant future research avenues.

**Keywords:** Board effectiveness, company secretary, corporate governance, roles, systematic literature review.

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## 1.0 INTRODUCTION

While the other corporate governance actors, mainly the board of directors, are extensively explored within corporate governance research field (Herrera-Echeverri et al., 2019; Nordberg & Booth, 2019; Mnif & Znazen, 2020), the company secretary's role has been overlooked in both governance and organisational research (McNulty & Stewart, 2015). Regulators and practitioners suggest that the company secretary's position has become increasingly significant under the present regulatory structure, since the officer is supposed to assist the board of directors in a variety of ways as stipulated by the codes of corporate governance. The corporate governance codes and best practices have elevated the company secretary's appointment beyond regulatory compliance. The majority of corporate governance codes worldwide have acknowledged the significant role of the company secretary in supporting the board of directors, chairman and individual directors (Kiel & Nicholson, 2002; Fuzi et al., 2019). Despite inadequate understanding of the company secretary's role, the literature documented that the presence of a company secretary can be nonetheless consequential to board effectiveness (McNulty & Stewart, 2015; McKenzie et al., 2019; Nowland et al., 2021).

Studies on the board of directors have covered various aspects of the board, including its composition, structure, membership and even the board process. There is also study on board diversity (Jaafar & Rahmat, 2021). Although the board has been recognised as a linchpin of corporate governance, only a few studies have considered the role of the closest person to the

board, the company secretary. A significant number of studies have investigated the roles of other corporate governance actors, such as the chief executive officer (CEO) (Krause et al., 2014; Wijethilake & Ekanayake, 2019; Humphery-Jenner et al., 2022), senior management (Krause et al., 2013; Sun et al., 2015) and auditors (Husnin et al., 2016; Hwang et al., 2022). However, not many have considered the role of the company secretary as they are being viewed as 'behind the scenes,' with their office and job distant from public and media scrutiny (McNulty & Stewart, 2015). Despite the notion that the company secretary is a 'background actor', corporate governance studies should pay close attention to this official (Steger, 2014), as the role has grown strategically to enhance the company's governance.

A company secretary can be considered one of the essential officers in a company because the position is very close to the chairman and board of directors. A company secretary's appointment makes an individual an officer of a company, and assumes responsibilities given to an officer under any jurisdiction (Kaur, 2003). This profession has humble beginnings, but its importance has grown. The literature identifies that the role of a company secretary ranges from offering legal advice, conducting board and company meetings, ensuring legal obligations and regulatory compliance, and managing information and reporting (Steger & Erismann-Peyer, 2009; Kakabadse et al., 2016, 2017; Lee, 2018; Peng et al., 2019; Xing et al., 2019; Nowland et al., 2021). The company secretary appears to be a partner to the board of directors in driving effectiveness and responsible on matters related to corporate governance (Guidelines Relating to Practising Certificate for Secretaries Under Section 241 Of the Companies Act, 2016; Guidance on Board Effectiveness, 2018; Malaysian Code on Corporate Governance, 2021). The company secretary acts as a liaison and has privileged access between the board of directors and its executive (Osborne, 2014). As the company secretary link the board of directors and the top management, the officer coordinates information around the board and influences board process and practices (McNulty & Stewart, 2015; Kakabadse et al., 2016; Guang-you & Xiao-hui, 2019; Wang et al., 2019; Nowland et al., 2021). Thus, the role of company secretary appears to path good governance practices and a positive performance.

This paper intends to articulate and document the existing studies conducted on company secretaries' roles. Through systematic literature review (SLR), the objectives of this paper are mainly threefold. First, it allows researchers to reveal the existing studies conducted in corporate governance on a company secretary's role. Second, given that most corporate governance codes recognise the company secretary as significant support to the board, the method enables the researchers to explore this officer's role concerning the board of directors

and its effectiveness which are not well covered. Third, it permits the researchers to examine the theoretical aspects and empirical findings of a company secretary's role. As a result, it allows researchers to determine the knowledge gaps and suggest the areas of contribution for future research.

Research on the company secretary's role has the potential to attract researchers for several reasons. First, recent research suggests the inclusion of the company secretary as a main participant in the internal mechanism alongside the board of directors, board committees, senior management, shareholders, and auditors (Piew, 2019). Given that the board of directors is the apex of the internal governance mechanism (Gillan, 2006; Abdullah, 2016) and the company secretaries are working closely with the board, this has become a premise to classify the company secretary as part of the internal governance mechanism that deserves attention in corporate governance research. Second, despite the recognition of the corporate governance codes on the significant role of the company secretary in supporting the board of directors, chairman and individual directors (Kiel & Nicholson, 2002), the number of studies that have examined this role is minimal. The company secretary's role also seems to be less well defined (Peij et al., 2015; Kakabadse et al., 2017; Peij & Bezemer, 2021). Third, although research on the role of the company secretary is still sparse (McNulty & Stewart, 2015; Peij et al., 2015), there is a growing research interest in the field. Nevertheless, the existing literature is very much concentrated on a specific context.

Given the limited number of research conducted concerning company secretaries, this systematic literature review aims to chart the existing literature, which will form ideas and understanding of the topic and identify future research avenues. In this paper, researchers only rely on papers published in two databases with verified quality, which are Scopus and Web of Science. The papers were searched using the keyword search related to the company secretary. Researchers also trace and include the publication all the way back from 1971 until February 2021 to ensure broad coverage of this limited area of publication.

## **2.0 RESEARCH DESIGN**

The focus of this paper is to review the related evidence on the company secretary and its relation to the board and its effectiveness. Following Petticrew and Roberts (2008), the SLR requires strict adherence to a set of scientific methodologies with the stated goal of minimising systematic error, primarily by aiming to locate, assess, and synthesise all relevant research (of any design) in order to address a specific or set of questions. There are two main objectives of this SLR. First is to identify, categorise and summarise existing research related to the company

secretary. Second is to develop an overview of the evidence in relation to the company secretary to guide future research efforts (Petticrew & Roberts, 2008).

Despite the assumption that not many studies have been conducted on the company secretary's role, the present study adopts SLR to explore what has been studied regarding the subject. The systematic review allows researchers to perform a review process with minimal bias as it considers a comprehensive coverage of the literature (Tranfield et al., 2003). This paper has considered the systematic review methodology proposed by Tranfield et al. (2003), which encompasses three stages - plan, conduct and report the review. In the first stage, researchers have identified the need to review the role of company secretary in the field of corporate governance and outlined the review protocol (Tranfield et al., 2003).

In stage two, the literature search is performed among the published journal articles in the databases. In corporate governance, the papers on SLR have relied on various databases. However, the number of databases utilised varied among studies. For example, Ahmad and Omar (2016) selected 12 databases, whereas Khatib et al. (2020) relied only on two databases. Following the study by Khatib et al. (2020), the researchers use multiple indexes of high impact journals, namely, Scopus and Web of Science. The search was conducted using the following keywords - 'company secretary', 'board secretary', 'corporate secretary' and 'corporate governance officer'. These four keywords are expected to guide and expand the search process, as it is recognised that the office of the company secretary may be known by several other names.

This review targeted the articles published and available until February 2021. The beginning period of the articles to be chosen is not initially set, as it is predetermined that literature in this area is limited. This is also to establish broad coverage of articles to be included as the sample of this paper. Therefore, after the search process was performed, the review considered the article published as early as 1971.

The initial search using the abovementioned keywords results in 121 documents (Table 1) from the selected databases. However, any publications that do not mainly consider and discuss the company secretary's role have been excluded. Then, further screening was performed to exclude irrelevant and duplicate articles. As a result, the researchers obtained 40 articles to be screened out before the numbers were finalised. At the final stage, any overlapped and duplicated articles are eliminated. The final number of articles to be included in the sample is 18.

Table 1: Summary of search results

Keywords	Databases		Number of Articles Retrieved	Number of Articles Included	Final Number of Articles
'company secretary'	Scopus		47	14*	<b>10</b>
	Web of Science	of	16	8*	
'board secretary'	Scopus		9	3*	<b>2</b>
	Web of Science	of	10	3*	
'corporate secretary'	Scopus		26	6	<b>6</b>
	Web of Science	of	9	2	
'corporate governance officer'	Scopus		2	2	<b>-</b>
	Web of Science	of	2	2	
<b>Total</b>			<b>121</b>	<b>40</b>	<b>18</b>

Source: Authors' own work

\*Note: In the Web of Science and Scopus, two articles under the keyword 'company secretary' and one article under the keyword 'board secretary' are not available after a rigorous search.

The search process (Figure 1) began by retrieving all articles by applying the keywords determined. The initial search yielded 84 hits in Scopus and 37 hits in Scopus. To ensure a highly representative sample, the researchers screened and removed articles unrelated to the role of company secretary in the context of corporate governance. The screening process also requires researchers to look into the title and read the abstract of selected articles to refine the sample further and exclude the proceedings papers. This process resulted in the inclusion of 40 articles. Before reaching the finalised sample for review which is 18, the researchers eliminated a total of 22 duplicated articles and chapters in the book.

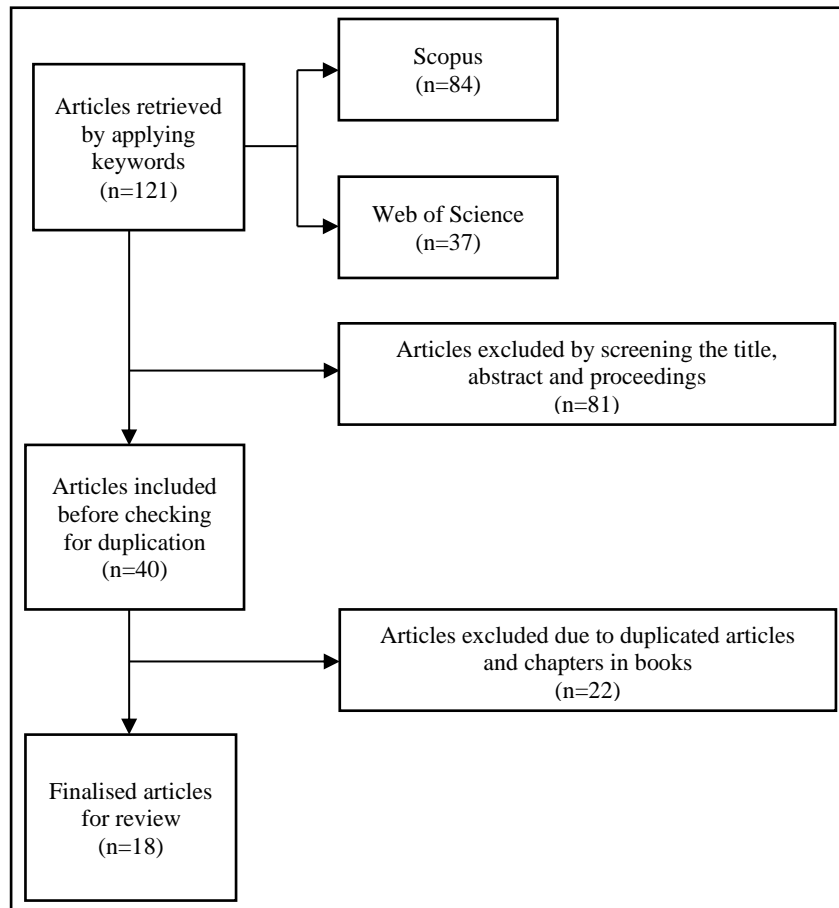


Figure 1: Process of literature search

In stage three, the selected articles will be reported and disseminated. First, a descriptive analysis is performed by extracting a simple set of data from the sampled articles. All the articles were stored in the EndNote 20, and then the data extracted was keyed into an Excel spreadsheet. Among the extracted data are authors, year, title, journal's name, types of articles, methodology, theory, and geographical focus. Following the studies by Khatib et al. (2020) and Li et al. (2020), the descriptive analysis allows researchers to explore the study on the company secretary's role. This paper highlights the same aspects of these two studies, which are: journal outlets, research methods, theories, geographic and corporate governance construct used. Second, a thematic analysis is employed to identify the emerging themes of the company secretary's role. The descriptive analysis is further extended to develop, analyse and interpret the patterns that emerge from the sampled articles (Braun & Clarke, 2021). To this end, one researcher will review the articles and settle upon the themes. Then, the themes identified were examined by the other researchers and considered to be the main themes. Seven themes emerged to represent the company secretary's role in the SLR. The review also allows

researchers to extend the findings by looking into the most discussed aspects in the corporate governance field, which is board effectiveness.

### **3.0 FINDINGS AND DISCUSSION**

This section discusses the findings from the SLR analysis, and it is divided into four main subsections - journal outlets, types of articles, geographical focus, underpinning theory and thematic result.

#### **3.1 Journal Outlets**

Table 2 shows that the articles written about the role of company secretary are dispersed in only a few journals. In 15 journal outlets, the articles related to the role of the company secretary were dominantly published in law, accounting and business-related journals. Four articles in an earlier publication, from 1971 until 1981, can be categorised as legal and case review articles. Given that the company secretary's role performance is governed by the law, and any decisions or actions will lead to legal implications, some authors discuss the role from this perspective. From 2016 until recently, the number of studies has increased significantly. Table 2 also indicates that no journal leads in the publication of articles related to the company secretary's role.

Out of the 18 articles, the most influential article was published by McNulty and Stewart (2015) with 39 citations in Google Scholar. Even though the number of citations may not be impressive, it is encouraging because most articles recorded three or more citations. Although their work was only recently published, Xing et al. (2019) show a good record with ten citations. Considering that most articles are published from 2016 until 2020, the number of citations is expected to increase in the future.



Table 2: Journal outlets

Name of journal	Year of publication/Number of publications				Total
	Before 2006	2006–2010	2011–2015	2016–2020	
*Accounting and Finance				1	1
Accounting Horizons				1	1
Australasian Accounting, Business and Finance Journal				1	1
Business Lawyer	1	1			2
Corporate Governance-The International Journal of Business in Society				1	1
Corporate Ownership and Control			2		2
International Journal of Business Governance and Ethics		1			1
Journal of Business Ethics				1	1
Journal of Local Self-Government				1	1
Nankai Business Review International				1	1
Organisation Studies			1		1
Society and Business Review				1	1
The Cambridge Law Journal	1				1
The Law Teacher	2				2
World Applied Sciences Journal			1		1
<b>Total</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>8</b>	<b>18</b>

Source: Authors' own work

\*Note: The citation for the article from the journal *Accounting and Finance* titled: *The role of the company secretary in facilitating board effectiveness: reporting and compliance is first published online on 15 March 2020. However, the citation is updated to 2021, in line with its online issue dated 20 April 2021.*

### 3.2 Types of Articles

Table 3 shows the methods applied in the study related to the company secretary. Before 2011, the articles in this field were published either as conceptual papers or case and review papers. Authors have preferred the qualitative method to explore the role of the company secretary. The publication of articles that utilised the interview and open- and close-ended survey methods began in 2011. The mixed approach is also used in this field of study by combining either survey, interview or document review. From 2016 to 2020, many studies have begun focusing on the quantitative method. Out of five articles published, only one applied the questionnaire survey for data collection. The majority of the studies utilised databases that

provide financial, numerical and other quantitative information. The database is accessible and easy to use by individuals interested in applying the quantitative method, especially if the sample chosen is the listed companies.

Interestingly, one article highlights the application of the modern method of scientific research for data collection. Plotnikov et al. (2013) applied this method by combining ‘system analysis, statistical, complex, comparative, economic and mathematical, as well as economic and geographical approach’ (p. 474). Table 3 shows that the studies related to the role of the company secretary have been conducted by using various available methods. However, articles related to the role of company secretary and board effectiveness have applied the most common research method: the qualitative, quantitative and mixed approach. These methods, mainly the qualitative and mixed approach, allow the study to be conducted in other types of publicly listed companies.

### **3.3 Geographical Focus**

Although the company secretary appears to be one of the essential components within the corporate governance framework, and is required by the law to be appointed by companies, few countries have studied this officer’s role. Most early publications have been conducted in Western countries, such as the United States, United Kingdom and Canada. In these developed markets, where many studies in the corporate governance field have been performed, articles related to this officer’s role have also been initiated. The company secretary’s office has been recognised to be important and uplifted through the primary court’s decision, which is the case of *Panorama Developments v. Fidelis Fabrics* (Bastin, 1971; Fox, 1981). In recent years, many studies on the company secretary’s role have been conducted in the merging markets like China. The law reform in China has changed the magnitude of the role of this officer. It attracted the corporation’s attention, when the status of the company secretary was confirmed from the legal aspect (Peng et al., 2019).

Even though studies on the company secretary’s role, mainly those related to board effectiveness, are not widely dispersed, the existing data are significant to indicate the variation in the studies. Interest in company secretaries’ role has been growing in emerging markets like China and other countries practising the two-tier board system like the Netherlands and Slovenia. One study has been conducted on the role of the company secretary in Russia, indicating the importance of this officer’s role in corporate governance practices. The distribution of publications also includes India, Malaysia and South Africa.

Table 3: Method/types of articles and geographical distribution

Method/types of articles	Country	Year of publication			
		Prior to 2006	2006–2010	2011–2015	2016–2020
Quantitative	Australia				1
	China				3
	Malaysia				1
Qualitative	United Kingdom			1	1
	Netherlands			1	
Mixed approach	India				1
	South Africa			1	
Modern method of scientific research	Russia			1	
Conceptual paper	United States	1			
	Canada		1		
	Slovenia				1
Case and law review	United States		1		
	Other countries*	3			

*Source: Authors' own work*

*\*Note: Other countries represent the publication of articles on the case and law review, which did not mention origin countries. However, the researchers believe that the origin country is the United Kingdom.*

### 3.4 Underpinning Theory

Several theories have been used in studies related to the company secretary. In the recent five years, several theoretical perspectives have been applied in this field of study. Among the theories applied is the theory of planned behaviour (one article), efficient contracting theory and managerial power theory (one article), Lukes' three-dimensional view of power (one article) and organisational space theory (two articles). Other articles did not specify or apply any theory. Approximately five theories have been used in prior studies. However, only two theoretical perspectives closely described the company secretary's role, which is Lukes' three-dimensional view of power and organisational space theory. Organisational space theory has been applied in the study of the company secretary's role by McNulty and Stewart (2015), and the theoretical foundation has been confirmed by Wang et al. (2019).

The remaining three theories used do not directly explain the role of the company secretary. Instead, they described another perspective related to this officer. In the study by May-Amy et al. (2020), the theory of planned behaviour was applied to study company secretaries' attitudes towards whistleblowing. Moreover, Peng et al. (2019) used efficient

contracting theory and managerial power theory to discuss the company secretary's compensation. Table 4 summarises the sources that have applied the theories elaborated above.

Table 4: Theories applied in prior studies

References	Theory
May-Amy et al. (2020)	Theory of planned behaviour
Peng et al. (2019)	Efficient contracting theory and managerial power theory
Kakabadse et al. (2016)	Lukes' three-dimensional view of power
McNulty and Stewart (2015) and Wang et al. (2019)	Organisational space theory

Source: Authors' own work

### 3.4.1 Lukes' Three-dimensional View of Power

The concept of power has been prevalent in political discourse, and Max Weber is among the most prominent figures in this matter. The concept of power also has been utilised in various studies related to the firm, board of directors and top management team. The third dimension of power is the result of the debate on the concept of power (the first and second dimensions) by Dahl (1961) and Bachrach and Baratz (1962). Steven Lukes put forward the idea of the three-dimensional view of power in 1974.

Fletcher Joyce (1992) described Lukes' third dimension of power as 'the power to shape perceptions, cognitions and even preferences in ways which promote the interests of one group over another' (p. 31). The first dimension of power is 'power' attributed to circumstances that reign in decision-making. The second dimension is control of the agenda, and the third dimension is power by domination (Lukes, 2005). The third dimension has brought forward the aspect of compliance, which highlights the answer to the question, how do the powerful secure the compliance (unwilling or willing) of those they dominate? (Swartz, 2007). Under this dimension, power is described as the capability to act against the interests of the powerless (Edwards, 2006). In sum, the third dimension of power highlights power as domination and the concept of compliance and interest. This dimension has enabled the demonstration of capacity for power within the role of a company secretary, related to this officer's ability to influence or be influenced by others (Kakabadse et al., 2016). Even though the third dimension is considered underdeveloped, this power dimension acknowledges that agents may be affected by systems and concepts in the forms that they are not aware of (Akram et al., 2015).

Owing to the limitations of role theory, Kakabadse et al. (2016) chose the third dimension of power to describe the company secretary's role. Kakabadse et al. (2016) rejected

this theory on a comparable basis; that is, the theory simplifies the actors' activity to their social roles. According to Biddle (1986), one of the most significant aspects of social life, characteristic patterns of action or roles, are concerned with role theory. It defines roles by assuming that individuals are representatives of social positions and hold responsibilities for their behaviours and others. The theory focuses on a person and his/her behaviour associated with the social position. However, Lukes' three-dimensional view of power demonstrates the set of ways in which the powerful turns the powerless in such a way that the powerless behave according to the former's demands, without force or manipulation (Kakabadse et al., 2016). The authors believe that, at the board level, strategic decision-making is best understood holistically as a political process between individuals that emerges as a dynamic interplay of power at a deep level. Hence, this dimension of power is appropriate in the study, because the focus of this study is to analyse the capacity of power within the role of a company secretary.

### ***3.4.2 Organisational Space Theory***

The concepts and studies on organisational space are varied. The idea of space in social studies has evolved and drawn interest among researchers. Commonly, studies on organisational space engaged with the physical environment or description (Halford, 2004). Taylor and Spicer (2007) argued that space existed in three different notions which are: distance, materialised power relations and experience. The concept describes space and spatiality that examines the social process (Hillier, 2008).

McNulty and Stewart (2015) extended the concept of space to the study of the company secretary. Their study viewed the concept from the perspective of physical space and 'spatiality'. The company secretary has been described as a boundary spanner in the governance space. In that space, the study explores the company secretary's role and their ability to enhance board effectiveness. Moreover, Wang et al. (2019) recognised the company secretary's role as a boundary spanner as put forward by McNulty and Stewart (2015). This study is linked with the tenure of the officer in the company. The emphasis is on the company secretary's role in ensuring the quality of information flow, mainly to a company's outside directors.

### **3.5 Thematic Result**

This section presents seven themes concluded from the review of sampled articles as the posited roles of a company secretary (refer to Table 5). As the role of this officer appears to be

less well defined (Peij et al., 2015; Kakabadse et al., 2017), each theme generated is expected to contribute to defining the role of this officer.

### ***3.5.1 Role of Company Secretary***

The office of the company secretary is known by several other names. In the United States, the term ‘corporate secretary’ is commonly used for this officer. In China, this officer is recognised as a board secretary. In most commonwealth countries such as the United Kingdom, India, Australia, Hong Kong, South Africa and Malaysia, they are known as company secretaries. However, in Indonesia, they are known as a corporate secretary. In the Netherlands, although the country implements the two-tier board structure, this officer’s post is also called the company secretary. Regardless of the different names, each position assumes responsibilities to the board of directors and the company. They are placed in an important position and rank primarily in the administration of a company. In fact, in Panorama’s case, the officer was said to be in an implied position as a ‘chief administrative officer’ (Fox, 1981).

Several typical roles of the company secretary have been identified through a review of sampled articles. Table 5 outlines the roles of the officer and the sources that specified the roles. The roles are to: support the chairman of the board, advise and act as a confidant to the board of directors, facilitate and manage the board of directors and board committee process, liaise the board of directors and management, reduce information asymmetry and enhance transparency, ensure compliance with various laws, regulations, corporate governance code and best practices, and manage company relations.

Table 5: Posited roles of company secretary

<b>Role of company secretary</b>	<b>Source</b>
1. Support the chairman of the board	McNulty and Stewart (2015), Peij et al. (2015), Sigauke et al. (2015), Jovanovic and Bratina (2016), Kakabadse et al. (2016)
2. Advice and act as a confidant to the board of directors	Peij et al. (2015), Sigauke et al. (2015), Kakabadse et al. (2016)
3. Facilitate and manage the board of directors and board committee process	Browder (1979), Chartier (2006), Plotnikov et al. (2013), McNulty and Stewart (2015), Peij et al. (2015), Sigauke et al. (2015), Jovanovic and Bratina (2016), Kakabadse et al. (2016), Peng et al. (2019), Wang et al. (2019), Nowland et al. (2021)
4. Liaison between the board and management	McNulty and Stewart (2015), Peij et al. (2015), Kakabadse et al. (2016); Wang et al. (2019)
5. Manage information asymmetry and enhance transparency	Browder (1979), Plotnikov et al. (2013), McNulty and Stewart (2015), Peij et al. (2015), Sigauke et al. (2015), Jovanovic and Bratina (2016), Kakabadse et al. (2016), Peng et al. (2019), Wang et al. (2019), Xing et al. (2019), Nowland et al. (2021)
6. Ensure compliance with laws, regulations, corporate governance code and best practices	Browder (1979), McNulty and Stewart (2015), Peij et al. (2015), Sigauke et al. (2015), Jovanovic and Bratina (2016), Kakabadse et al. (2016), Sharma et al. (2018), Wang et al. (2019), Xing et al. (2019), May-Amy et al. (2020), Nowland et al. (2021)
7. Manage company relations	Browder (1979), Plotnikov et al. (2013), Peij et al. (2015), Sharma et al. (2018), Peng et al. (2019)

*Source: Authors' own work*

The first role is to support the chairman of the board. The company secretary is recognised as one of the main supports of the chairman. Although the board is practising either a one-tier structure (McNulty & Stewart, 2015; Sigauke et al., 2015; Kakabadse et al., 2016) or a two-tier structure (Peij et al., 2015; Jovanovic & Bratina, 2016), the company secretary is responsible for assisting and working together with the chairman of the board. This role has been regarded as the most significant function of a company secretary in enhancing corporate governance practices. Moreover, the literature also suggested that the company secretary's role toward the chairman is believed to be greatly significant as the size of the company is larger (Kakabadse et al., 2016). This role also potentially improves board effectiveness because the chairman receives support from this officer in running the board (McNulty & Stewart, 2015).

The second company secretary's role is to act as an advisor and a confidant to the board of directors. This officer appears to play an important role in advising the board of directors

and its committees, including the chairman and the chief executive officer, mainly on governance matters (Peij et al., 2015; Sigauke et al., 2015; Kakabadse et al., 2016). Besides the advisory role, the officer becomes the confidant of the board of directors. According to Sigauke et al. (2015), the ability of the company secretary to develop mutually trusting relationships with the chairman, senior independent director, and non-executive directors while preserving the confidence of all directors can promote his or her effectiveness. Furthermore, the literature in Peij et al. (2015) highlighted that an effective company secretary would earn the trust and act as a confidential sounding board for the chairman and other directors on important matters. Therefore, the trust developed towards a company secretary will lead to the development of confidence among the board members and will enhance their effectiveness, particularly in performing this role.

The company secretary's third role is to assist and guide the board of directors and board committee process. A significant body of literature has emphasised on several aspects related to this role. Most importantly, a company secretary involves in the board and board committee meetings (Browder, 1979; Plotnikov et al., 2013; McNulty & Stewart, 2015; Peij et al., 2015; Jovanovic & Bratina, 2016; Peng et al., 2019; Wang et al., 2019). Handling this task is considered symbolic as it has been recorded in the oldest to the newest literature. As company secretary has been acknowledged as the one who is involved in the meeting of the board of directors and its committees, they have a significant role in managing the board discussion (McNulty & Stewart, 2015; Wang et al., 2019; Nowland et al., 2021), facilitate the board decision making (Peij et al., 2015). Moreover, this officer is also highly involved in various boards and the committees' processes and activities, covering various aspects, including the communication process (Wang et al., 2019). This role also highlights the participation of the company secretary in managing the board including the board relationships, practices, procedures and outcomes (Kakabadse et al., 2016; Nowland et al., 2021). Additionally, this officer's proximity to the board is also reflected when the literature highlighted that they are also involved in the directors' training, selection, and evaluation (Sigauke et al., 2015; Jovanovic & Bratina, 2016).

Fourthly, the company secretary should play the role of a liaison between the board and management. The literature review on this theme suggests that a company secretary works closely with the CEO and top management (Kakabadse et al., 2016). As a result, this officer is assumed to have an obligation to facilitate the top management of a company. In line with this, it creates a more significant responsibility for a company secretary as a liaison of the board and management. Their position is placed between the chairman and the CEO, as well as between



the executive and the non-executive (McNulty & Stewart, 2015). This results in a meaningful interaction between the company secretary with the board and management of a company (Peij et al., 2015; Wang et al., 2019).

The fifth posited role of the company secretary is to manage information asymmetry and enhance transparency. Given that this officer deals with various matters related to the board and company, they assume responsibility for dealing with the information. Regardless of the country and board structure, a company secretary must ensure proper information flow (McNulty & Stewart, 2015; Peij et al., 2015; Sigauke et al., 2015; Jovanovic & Bratina, 2016; Nowland et al., 2021). Besides, a company secretary is also responsible for becoming an information keeper where the task relates to the company's documents and records (Kakabadse et al., 2016; Peng et al., 2019). The literature also indicates that this officer is accountable for information disclosure, which may be a manifestation of transparency. The officer who serves the listed corporation is responsible for information disclosure (Peng et al., 2019; Xing et al., 2019). Additionally, this role appears to be increasingly important if a company is practising a two-tier board structure whereby a company secretary may provide information from the management board to the supervisory board (Peij et al., 2015).

Next, the company secretary is expected to ensure that the company and all company's officers comply with the various laws, regulations, corporate governance code and best practices. Traditionally, a company secretary is expected to ensure that a company fulfilled the most fundamental obligations, which are ensuring compliance with the laws and regulations (Browder, 1979; McNulty & Stewart, 2015; Peij et al., 2015; Sigauke et al., 2015; Kakabadse et al., 2016; Xing et al., 2019). The ability of this officer to comprehend the laws and regulations creates accountability in various aspects of legal obligations, which include managing the company's records and filings (McNulty & Stewart, 2015) and providing updates on any legislative and regulatory requirements (Sigauke et al., 2015). The evolution of the regulatory framework somehow heightens the expectation of this role. The literature further suggests the involvement of this officer concerning corporate governance (McNulty & Stewart, 2015; Peij et al., 2015; Sigauke et al., 2015; Jovanovic & Bratina, 2016; Sharma et al., 2018; Wang et al., 2019; Nowland et al., 2021). Moreover, to strengthen the governance, this officer is anticipated to maintain the ethical standard and proper conduct in a company (May-Amy et al., 2020) and be in charge of the company's internal control (Xing et al., 2019).

The last posited role is to manage company relations, in which the relations are linked to the shareholders and stakeholders of the company. A company secretary is connected with the shareholders mainly through meetings. It has been documented in the literature that this

officer has been directly involved in managing shareholders' meetings from the early years until recently (Browder, 1979; Plotnikov et al., 2013; Peij et al., 2015; Peng et al., 2019). Moreover, the company secretary is also involved in the other scene of shareholders' relations, including matters related to shareholders' interests (Browder, 1979; Plotnikov et al., 2013; Sharma et al., 2018). Additionally, the company secretary is involved in managing stakeholders' relations, in which the officer's responsibility is also emphasised in balancing the interest of stakeholders (Peij et al., 2015).

### ***3.5.2 Role of Company Secretary and Board Effectiveness in Empirical Studies***

In the field of corporate governance, a large body of research has been conducted to investigate board effectiveness. Although corporate governance codes have stressed the significant role of a company secretary to support board effectiveness, not many have considered the inclusion of a company secretary's role in examining board effectiveness. Considering that the company secretary's role is associated with board effectiveness, the review has found that some of the articles identified have highlighted this aspect.

In the sampled literature, only three articles have addressed the role of company secretary and board effectiveness empirically. These articles are listed in Table 6, and they highlight the elements of board effectiveness, which are closely related to the role of a company secretary. Despite the growing studies on the role of the company secretary, not many have considered extending the literature on board effectiveness by demonstrating the impact of the company secretary's role. Prior studies on the role of company secretary seem to only explore the administrative role of a company secretary, other general functions in respect of corporate governance matters (Peij et al., 2015; Sigauke et al., 2015), an additional function such as information disclosure (Xing et al., 2019) and terms of service (Wang et al., 2019).

The researchers have identified the key roles of a company secretary, which are assumed to enhance board effectiveness on the basis of board practices, board process and board structure. Nowland et al. (2021) argued that the company secretary supports and encourages a company's governance activities; therefore, the role has a meaningful impact on board practices, specifically those related to the board and committee meetings. The study discusses four company secretary characteristics, namely, the duality of role, expertise, busyness and gender. These characteristics positively affect several aspects of board effectiveness, including strengthening the financial reporting quality and compliance and improving the board of directors' monitoring practices.

In contrast to the board attribute emphasised by Nowland et al. (2021), other attributes

of board effectiveness that may be grouped as board process have been highlighted by Kakabadse et al. (2016) and McNulty and Stewart (2015). Even though both studies similarly highlighted the board process, they are differentiated mainly through the company secretary's role context. Kakabadse et al. (2016) explored the power capacity of the officer. In this study, role context in supporting board effectiveness is themed into technical, commercial and social. These three themes have explained the role building of company secretaries in the range between formal and informal to build great discretionary capacity that will lead to board effectiveness. The framework developed has emphasised the credibility of the company secretary to enhance the effectiveness of the board in various ways including through involvement in board and committee meetings, team (board) alignment and their unique relationship with the chairman and direct access to the CEO.

The discussion of the board process by McNulty and Stewart (2015) is related to the role performance of directors, including the chairman and non-executive directors, and conduct, interaction and timing of the board meeting. The study also highlights an additional aspect of board effectiveness, which is board structure. The discussion on the role of company secretary and board effectiveness by McNulty and Stewart (2015) has categorised the officer's role into six ranges of roles. The roles are expected to impact the effectiveness of the board of directors in terms of board process. The company secretary appears to be able to enhance board effectiveness, as their role has been emphasised to be working with numerous corporate actors, among the board and between the executive and the non-executive directors. As their role ranges from being a humble clerk, supporting the chairman, advocating collective conscience, boundary spanner, a liaison of the board and governance change agent, the company secretary may enhance the board's function towards effectiveness. These roles are related to board effectiveness because they contribute to the process and conduct of meetings, assist the chairman of the board, encourage compliance to corporate governance, assist board discussion, and channel information among the board members. Besides, the company secretary's presence is crucial in the development of corporate governance of a company as changes in board structure, membership and responsibilities occur.

Table 6: Attributes/variables of the board

Author	Role context of company secretary	Variable	Definition/explanation of the variable
Nowland et al. (2021)	The hypothesis derived is based on assumptions of role duality (expertise), multiple secretaryship (busyness) and gender.	Board practices	Board practices represented by the number of board meetings, committee meetings, audit committee meetings and attendance to the board and committee meetings.
Kakabadse et al. (2016)	The role discussed in the context of discretionary capacity through technical, commercial and social characteristics.	Board process	Activities related to the board and the committees (including meeting and flow of information) and involvement in board relationships including the chairman is assumed to be relate with the board process.
McNulty and Stewart (2015)	The role ranges from honest broker to governance change agent.	Board structure	In this study, the board structure is discussed related to the executive director, non-executive directors and non-executive chairman.
		Board process	Board process involved various aspects, including the performance role of chairman and non-executive director, and board meetings covering the patterns of conduct, interaction and timing.

Source: Authors' own work

#### 4.0 CONCLUSION AND FUTURE RESEARCH

This paper presents the descriptive analysis of the published research related to company secretary in the field of corporate governance. It is evidenced that limited publication has been made in the area. Although the findings indicate that the publication is not concentrated on any specific journal and there are varieties in the types of articles written in the area, more publications should be made to describe the company secretary's role in other geographical areas. Geographically, articles related to the role of the company secretary have focused on Western countries. In recent years, this field of study has sparked the interest of several Asian countries. The interest has grown in emerging markets like China due to the law reform. In India, the role has been far upgraded, such that the company secretary needs to implement e-governance. Localising and contextualising studies are necessary because every country has its

own corporate governance framework, either legal or governance codes that govern corporations. Besides, as countries vary in terms of the application of board structure, either a one-tier or two-tier board structure, this variation may lead to a different set of roles to be played by the company secretary.

In this paper, the researchers have identified the emerging theoretical perspectives applied to the field. The theories are the theory of planned behaviour, efficient contracting theory, managerial power theory, Lukes' three-dimensional view of power and organisational space theory. Nevertheless, the company secretary has been recognised as an agent, and a sample article published in the form of a case and law review recognised this officer as an agent. Yet, no article has utilised agency theory to explain the role of a company secretary. Therefore, this theory, together with other theories which are commonly applied in corporate governance research, is recommended for future work to explain the company secretary's role. The structure drawn from the descriptive analysis has allowed researchers to explore the role through a thematic analysis further.

The thematic analysis establishes seven posited roles of a company secretary, namely: 1) support the chairman of the board, 2) advise and act as a confidant to the board of directors, 3) facilitate and manage the board of directors and board committee process, 4) liaise the board of directors and management, 5) reduce information asymmetry and enhance transparency, 6) ensure compliance with various laws, regulations, corporate governance code and best practices, and 7) manage company relations. All these themes are interconnected as these roles are significant from one to another. Under many circumstances, a company secretary shall simultaneously perform the role to fulfil the assigned task and responsibilities. Given that the company secretary is close to the board of directors, it led to the expectation that this officer potentially influenced the board's effectiveness.

In the early part of the discussion, not much has been explored on this officer's role. This is evidenced by the number of articles in the sampled literature. Although the officer is regulated under the law and is recognised as significant by various corporate governance codes to support board effectiveness, not many researchers have taken up the call and investigated the corporate secretary's role mainly from the corporate governance perspective. Therefore, more research should be initiated to investigate the role, specifically from the corporate governance perspective. Besides conceptual, case and law review types of articles, more empirical evidence needs to be established to enhance the company secretary's role. Indirectly, such role enhancement may improve the board's effectiveness and explain the officer's impact on this aspect of the board. The empirical studies also may prove that the improvement of

corporate governance practices may be driven by a company secretary. Future research is encouraged to fill in this gap and add to the existing empirical results. New research may also suggest whether the company secretary may become part of the company's internal governance mechanism in alignment with its importance to support the board of directors. It is recommended that studies on the role of this officer should not only focus on characteristics and traits; it should be extended to examine the role of this officer, specifically their role in corporate governance.

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