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From Mere Servant to Governance Professional: A Legal Analysis of the Evolving Role of the Company Secretary in Modern Corporate Governance

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Abstract

The company secretary has travelled a considerable distance from the dismissive characterisation offered by Lord Esher MR in 1887, when the office was thought to carry no authority beyond clerical obedience. This article examines, through doctrinal analysis, how statute, case law and corporate governance codes have together remade that office into a central governance institution. The study pursues three objectives: to trace the judicial rehabilitation of the secretary from *Barnett, Hoares & Co v South London Tramways Co* to *Panorama Developments (Guildford) Ltd v Fidelis Furnishing Fabrics Ltd*; to analyse the statutory professionalisation of the office in Ghana under the Companies Act 2019 (Act 992), read comparatively against the Nigerian Companies and Allied Matters Act 2020 and the United Kingdom Companies Act 2006; and to assess the governance functions now assigned to the secretary by soft law instruments, including the Cadbury Report, the UK Corporate Governance Code, King IV and Ghana's sectoral codes and directives. The research adopts a doctrinal methodology, relying on primary sources supplemented by authoritative commentary. Its principal findings are that 1) the modern secretary is best understood as a governance professional rather than an administrative subordinate, a description this article defines by reference to explicit criteria and then tests; 2) Ghana's Act 992 has produced an unusually demanding statutory professionalisation regime, distinctive in extending qualification requirements to every company rather than to public companies alone; and 3) the office nonetheless sits within an unresolved structural tension, being held by an employee answerable to the very board that the officeholder is expected to counsel and, on occasion, to restrain. The article closes with proposals for statutory reform and directions for future empirical research.

Keywords

Company Secretary, Corporate Governance, Companies Act 2019 (Act 992), Doctrinal Research, Board of Directors

1. Introduction

In 1887 Lord Esher MR could describe the company secretary as a mere servant, whose position was to do what he was told and of whom nothing more was to be presumed.[1] The remark was made in an age when the secretary kept minute books, affixed the common seal, dispatched notices and did little else. Almost a century later, the Court of Appeal pronounced that view obsolete. Lord Denning MR held that the secretary of a modern company is an officer with extensive duties and responsibilities, entitled to ostensible authority to bind the company in contracts of an administrative character, while Salmon LJ went further and described the secretary as the chief administrative officer of the company.[2] The distance between those two dicta, and the further distance the office has travelled since 1971, is the subject of this article.

The question is not merely one of legal history. Corporate collapses over the past three decades, from the scandals that prompted the Cadbury inquiry to the failures among Ghanaian banks and specialised deposit-taking institutions between 2017 and 2019, have repeatedly exposed weaknesses of board process, record-keeping and compliance, precisely the terrain the secretary occupies, and precisely what prompted the Bank of Ghana to strengthen its governance requirements for regulated institutions.[3] Ghana's Companies Act 2019 (Act 992) now imposes qualification requirements on the secretary of every company, not merely public ones. It is tempting to read that step as a direct response to the banking failures, but the requirement has deeper roots in Ghanaian company-law policy, reaching back to Gower's mid-century diagnosis, and the legislative record does not establish any single precipitating cause. What the reform does confirm is a settled and unusually ambitious conception of the office, one whose coherence deserves sustained doctrinal attention.

Scholarly opinion is not settled. One camp, associated with governance writers such as Tricker (Tricker, 2019) and with the empirical work commissioned by the Institute of Chartered Secretaries and Administrators (Kakabadse, Kakabadse, & Khan, 2014) presents the secretary as a governance professional, even the conscience of the company, whose counsel shapes board behaviour. A more cautious camp, reflected in the standard doctrinal treatises (Davies, Worthington, & Hare, 2021; Hannigan, 2018), stresses the limits of the office: the secretary remains an

[1] *Barnett, Hoares & Co v South London Tramways Co* (1887) 18 QBD 815 (CA) 817 (Lord Esher MR).

[2] *Panorama Developments (Guildford) Ltd v Fidelis Furnishing Fabrics Ltd* [1971] 2 QB 711 (CA) 716 (Lord Denning MR).

[3] Bank of Ghana, Corporate Governance Directive for Banks, Savings and Loans Companies and Financial Holding Companies (2018).

employee, holds no general power of management, and enjoys authority only within a narrow administrative compass. A third strand of debate concerns institutional design, asking whether an officer appointed and removable by the board can realistically police that board. These disagreements frame the enquiry undertaken here.

The article asks three questions. How have the courts recharacterised the legal status and authority of the company secretary? How has statute, particularly in Ghana and comparable common law jurisdictions, transformed the qualifications and duties attached to the office? And what role do corporate governance codes and regulatory directives now assign to the secretary, and with what doctrinal consequences? The working hypothesis is that the cumulative effect of these three streams of development has reconstituted the secretary as a governance institution in its own right, though one whose independence the law has not yet adequately secured. Because that hypothesis turns on the claim that the secretary has become a governance professional, the article first sets out the criteria by which the description can be tested, distinguishing a governance professional from an officer of merely bounded administrative authority, and then applies those criteria to the Ghanaian, Nigerian and United Kingdom materials. Methodologically, the study is doctrinal, proceeding by close analysis of legislation, decided cases and governance instruments, supported by leading commentary, with a comparative element setting the Ghanaian regime beside Nigeria and the United Kingdom.

The article is organised as follows. After this introduction, the second part reviews the literature, setting out the theoretical background and the doctrinal and empirical scholarship on the office. The third part explains the research design, sets out the analytical framework, and presents the conceptual model that structures the analysis. The fourth part contains the findings and discussion, examining in turn the judicial, statutory and soft law dimensions of the secretary's evolution, before drawing the threads together. The final part concludes with the author's assessment, recommendations and suggestions for further research.

2. Literature Review

The purpose of this review is twofold: to situate the company secretary within the theoretical frameworks that dominate corporate governance scholarship, and to take stock of the doctrinal and empirical writing that bears directly on the office. The review is selective rather than exhaustive. It concentrates on works that have shaped how lawyers and boards understand the secretary, and it deliberately spans law reform reports, governance codes, treatises and commissioned research, since the office has been constructed as much by practice as by precedent.

Theoretical and Conceptual Background

The starting point for most governance theory is the separation of ownership and control in the registered company, a separation given juridical form in *Salomon v A Salomon & Co Ltd* and given economic articulation in agency theory.[4]

[4] *Salomon v A Salomon & Co Ltd* [1897] AC 22 (HL).

Jensen and Meckling famously modelled the company as a nexus of contracts in which managers, as agents, may pursue interests divergent from those of shareholders, generating agency costs that governance mechanisms exist to reduce. (Jensen and Meckling, 1976) On this account the company secretary is a monitoring device: an officer whose statutory filings, minutes and compliance work make managerial conduct visible, and therefore checkable, by shareholders and regulators.

Stewardship theory offers a gentler picture. Donaldson and Davis argued that managers are frequently motivated to act as faithful stewards of the enterprise, and that governance should enable rather than merely police them (Donaldson and Davis, 1991). Viewed through that lens, the secretary appears less as a watchdog and more as a facilitator who ensures the board receives timely information, that its procedures are sound, and that decisions are properly recorded and executed. Tricker's synthesis captures both dimensions, treating the secretary as part of the governance infrastructure linking board, management and regulator, at once servant of process and guardian of propriety (Tricker, 2019). The conceptual claim pursued here is that the legal evolution of the office tracks a movement between these theoretical poles: from a thin agency-cost conception of the secretary as record-keeper towards a thicker conception in which the officeholder actively constitutes good governance.

Doctrinal and Empirical Review

The doctrinal literature has long noted the mismatch between the secretary's practical importance and the law's historic reticence. Gower's 1961 report on Ghanaian company law, which produced the Companies Act 1963 (Act 179), diagnosed weak internal administration in Ghanaian companies and insisted on a mandatory secretary for every company, a requirement then unusual in the Commonwealth (Gower, 1961). Davies, Worthington and Hare, in the leading English treatise, trace the authority cases and situate the office within the scheme of the Companies Act 2006, observing that English law now demands a qualified secretary only of public companies (Davies, Worthington, & Hare, 2021). Hannigan likewise treats the secretary principally through the doctrines of agency and officer liability (Hannigan, 2018).

The governance literature is more expansive. The Cadbury Report identified the secretary as central to board procedure and urged that the office be protected, noting that all directors should have access to the secretary's advice and services.[5] Kakabadse, Kakabadse and Khan, in a study commissioned by ICSA and conducted through interviews with chairs, directors and secretaries, found the modern secretary operating as a trusted adviser at the apex of the company, well beyond the ministerial duties recorded in the older cases (Kakabadse, Kakabadse, & Khan, 2014). **Table 1** summarises the principal works reviewed.

Two features of this body of writing should be acknowledged. First, the peer-

[5]Committee on the Financial Aspects of Corporate Governance, *Report of the Committee on the Financial Aspects of Corporate Governance* (Gee 1992) (Cadbury Report) para 4.25.

reviewed journal literature bearing directly on the company secretary, as distinct from the treatises, reports and commissioned studies canvassed above, remains comparatively thin, and thinner still on the recent African statutes. It is not absent: a growing body of scholarship examines corporate governance in Ghana and Nigeria, and a recent comparative study addresses the office of the company secretary directly (Oteyi, 2024; Agyemang & Castellini, 2015; Adegbite, 2015; Tsamenyi, 2007). But the writing that engages Act 992 specifically is still largely practitioner commentary rather than sustained scholarship. Second, that relative scarcity is part of what this article seeks to address, since it reads the new Ghanaian regime against the combined doctrinal and governance background rather than in isolation. What emerges is a gap: governance scholarship has documented the enlargement of the role, and doctrinal scholarship has mapped the older case law, but little has yet read the new African statutes, and Ghana's Act 992 above all, against that combined background.

Table 1. Summary of reviewed literature.

Author (Date)	Focus	Nature of Source	Key Contribution
Gower (1961)	Reform of Ghanaian company law	Law reform report	Diagnosed weak internal administration and made the secretary mandatory for every Ghanaian company under Act 179
Cadbury Committee (1992)	Financial aspects of corporate governance	Governance inquiry report	Placed the secretary at the centre of board procedure and urged institutional protection of the office
Kakabadse, Kakabadse, & Khan (2014)	Contemporary role of the company secretary	Commissioned empirical study (ICSA/Henley)	Found secretaries acting as trusted advisers to chairs and boards, far beyond ministerial duties
Davies, Worthington, & Hare (2021)	English company law	Doctrinal treatise	Maps the authority cases and the statutory scheme governing the office under the Companies Act 2006
Tricker (2019)	Corporate governance theory and practice	Scholarly monograph	Frames the secretary as governance infrastructure linking board, management and regulator

Source: Author.

3. Research and Methodology

An Analytical Framework: Two Conceptions of the Office

The argument of this article rests on a contrast that is easy to assert and harder to pin down, between the company secretary as a governance professional and the secretary as an officer of merely bounded administrative authority. Before the contrast can do any work it needs criteria. This article treats the office as tending towards the governance-professional pole to the extent that five features are present, and towards the administrative pole to the extent that they are absent.

The first criterion is the basis and breadth of the officeholder's authority: whether the law confines the secretary to acts of routine administration, or recognises a wider mandate to advise the board on governance and compliance. The second is competence gatekeeping: whether the office is open to anyone, or whether entry is controlled by enforceable qualification requirements. The third is the content of the secretary's duties: whether these are essentially ministerial, the keeping of registers and the dispatch of returns, or whether they include an active responsibility for the integrity of board process. The fourth is liability exposure: whether the officeholder answers, as an officer of the company, for the company's compliance failures. The fifth is independence and security of tenure: whether the office carries any protection against removal by the very board it is meant to counsel. What King IV captures in the single phrase corporate governance professional[6] can thus be unpacked into a set of testable propositions, and the sections that follow apply them, in turn, to the Ghanaian, Nigerian and United Kingdom regimes.

The study adopts a doctrinal research approach, sometimes described as black-letter analysis. Doctrinal research, as Hutchinson and Duncan explain, involves the location, interpretation and systematic synthesis of the authoritative sources of law in order to state what the law is on a given question and to expose its underlying logic, gaps and inconsistencies (Hutchinson & Duncan, 2012). The method suits the present enquiry because the questions posed concern legal meaning and legal development: what status the courts have accorded the secretary, what the statutes require, and what normative weight the governance codes carry.

Three categories of source were analysed. The first was legislation, principally the Companies Act 2019 (Act 992) of Ghana and its predecessor the Companies Act 1963 (Act 179), together with the Companies and Allied Matters Act 2020 of Nigeria and the Companies Act 2006 of the United Kingdom. The second was decided cases, drawn chiefly from the English courts. English company-law decisions carry considerable weight in Ghana, but the basis of that weight should be stated with care: the common law forms part of the laws of Ghana by virtue of article 11 of the 1992 Constitution, and English decisions handed down after independence are persuasive rather than binding, so that the Ghanaian courts adopt, distinguish or depart from them as the local statute and circumstances require.[7] Much the same holds for Nigeria, and the claims made in this article about English influence are confined to those two jurisdictions rather than offered as a generalisation about Anglophone Africa as a whole. This case law is supplemented by Ghanaian authority on the corporate form.[8] The third category was governance

[6]The phrase is drawn from Institute of Directors in Southern Africa, *King IV Report on Corporate Governance for South Africa* 2016 (IoDSA 2016).

[7]Constitution of the Republic of Ghana 1992, art 11, which provides that the laws of Ghana comprise, among other sources, the common law. Post-independence English decisions are persuasive rather than binding, and the Ghanaian courts adopt, distinguish or depart from such authority as the local statute and circumstances require.

[8]*Morkor v Kuma* (*East Coast Fisheries Case*) [1998-99] SCGLR 620 (SC).

instruments, namely the Cadbury Report, the UK Corporate Governance Code 2018, the King IV Report, the Nigerian Code of Corporate Governance 2018, the SEC Ghana Corporate Governance Code for Listed Companies 2020 and the Bank of Ghana's Corporate Governance Directive. Secondary commentary was used to test and refine the interpretations reached.

The comparative element is confined to jurisdictions sharing Ghana's common law heritage, so that differences observed reflect deliberate legislative choice rather than systemic divergence. Two limitations should be acknowledged: doctrinal method cannot establish how secretaries behave in practice, so claims about practice are drawn from the empirical literature and identified as such; and the selection of jurisdictions, while defensible, is not comprehensive.

4. Findings and Discussions

From Servant to Officer: The Judicial Journey

The nineteenth-century authorities constructed the secretary in resolutely modest terms. In *Barnett*, *Hoares* the Court of Appeal refused to hold a company bound by its secretary's representations, Lord Esher MR reasoning that the office implied no authority to speak for the company at all. (Barnett, 1887) The House of Lords adopted the same posture in *George Whitechurch Ltd v Cavanagh*, where Lord Macnaghten approved Lord Esher's dictum,[9] and pressed the logic to its conclusion in *Ruben v Great Fingall Consolidated*, where a share certificate forged by the secretary, complete with the company's seal, was held incapable of binding the company because certifying documents of that kind lay outside anything the secretary could be held out as authorised to do.[10] The premise running through these cases is that the secretary transacts nothing; the office merely records what others transact.

Panorama Developments broke decisively with that premise. A secretary had hired cars in the company's name, ostensibly for business, in truth for himself. The company resisted payment on the strength of the Victorian cases, but the Court of Appeal held it liable. Lord Denning MR held that the secretary had become an officer with extensive duties and responsibilities and was entitled to be treated as having authority to contract on the company's behalf in matters of day-to-day administration.[11] Salmon LJ agreed, describing the secretary as the chief administrative officer of the company and holding that the earlier authorities reflected conditions that had simply ceased to exist.[12] The decision did not make the secretary a manager: *Re Maidstone Buildings Provisions Ltd*, decided the same year, held that a company secretary, merely performing the duties of that office, is not a party to the carrying on of the company's business for the purposes of provisions imposing liability on those who manage it.[13] Read together, the two

[9] *George Whitechurch Ltd v Cavanagh* [1902] AC 117 (HL) 124 (Lord Macnaghten).
[10] *Ruben v Great Fingall Consolidated* [1906] AC 439 (HL).
[11] *Panorama Developments* (n 2) (Lord Denning MR).
[12] *Panorama Developments* (n 2) (Salmon LJ).
[13] *Re Maidstone Buildings Provisions Ltd* [1971] 1 WLR 1085 (Ch) 1092 (Pennycuick V-C).

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1971 decisions fix the modern common law position: real but bounded authority, administrative rather than managerial. Table 2 sets out the milestones.

Table 2. Judicial Milestones in the Recharacterisation of the Office.

Case	Court and Year	Holding	Doctrinal Significance
Barnett, Hoares & Co v South London Tramways Co	Court of Appeal, 1887	Secretary a mere servant with no authority to make representations binding the company	Fixed the clerical conception of the office in the formative period of company law
Ruben v Great Fingall Consolidated	House of Lords, 1906	Company not bound by a share certificate forged by its secretary	Confirmed the narrow limits of the secretary's actual and apparent authority
Panorama Developments v Fidelis Furnishing Fabrics	Court of Appeal, 1971	Secretary has ostensible authority to bind the company in contracts of an administrative character	Recast the secretary as the chief administrative officer of the company
Re Maidstone Buildings Provisions Ltd	Chancery Division, 1971	A secretary, merely performing the duties of that office, is not a party to the carrying on of the company's business	Marked the outer boundary: administrative status is not managerial status

Source: Author's analysis of the case law.

Statutory Professionalisation: Ghana in Comparative Perspective

Ghanaian company law has been unusually attentive to the office. Acting on Gower's diagnosis that Ghanaian companies suffered from weak internal administration, Act 179 required every company to have a secretary, but said almost nothing about who could serve.[14] In practice, anybody could. The Companies Act 2019 changed that. Section 211 retains the universal requirement that every company have a secretary and, in Subsection (3), introduces qualification criteria of real bite: a person is qualified only if, among other routes, they hold a professional or tertiary-level qualification enabling discharge of the office's functions, have served as a company secretary trainee or been articled to a qualified secretary for a specified period, are a member of a recognised professional body such as the Institute of Chartered Accountants or the Institute of Chartered Secretaries and Administrators, or are enrolled and in good standing as a barrister or solicitor in Ghana.[15] Section 212 then sets out the secretary's statutory duties, including assisting the board to comply with the company's constitution and with relevant enactments.[16] What is remarkable is the reach of section 211(3). The comparators examined in this article, and the common law world more generally, reserve statutory qualification for the secretaries of public companies; Act 992 applies it to

[14]Companies Act 1963 (Act 179), s 190 (repealed).
[15]Companies Act 2019 (Act 992), s 211(1) and (3).
[16]Companies Act 2019 (Act 992), s 212.

every company on the register.[17] It is that universality, rather than the stringency of any single criterion, that makes the Ghanaian regime distinctive, and arguably without close parallel among comparable jurisdictions. The provision continues a long line of Ghanaian policy rather than marking a sudden break: the requirement that every company have a secretary dates from Act 179, and from Gower's diagnosis before it, so that Act 992 has sharpened an old instrument rather than forged a new one (Gower, 1961).[18]

Nigeria's Companies and Allied Matters Act 2020 takes a middle path. Every company must have a secretary, but small companies are exempted, a concession to the cost of compliance for micro-enterprises; formal qualifications are prescribed only for the secretary of a public company.[19] CAMA, like Act 992, enumerates the secretary's duties by statute: section 335 lists attending meetings, rendering returns and maintaining the statutory registers among the secretary's responsibilities.[20] The United Kingdom has moved differently on the threshold question of appointment. Since the Companies Act 2006, a private company need not have a secretary at all; only public companies must, and only their secretaries must satisfy statutory qualification and experience conditions.[21] Unlike Ghana and Nigeria, the UK Act contains no equivalent general statement of the secretary's duties, leaving their content to practice, the company's articles and the governance codes.[22] **Table 3** draws the comparison together.

Table 3. Comparative statutory treatment of the company secretary.

Issue	Ghana (Act 992, 2019)	Nigeria (CAMA 2020)	United Kingdom (CA 2006)
Obligation to appoint	Mandatory for every company (s 211(1))	Mandatory, but small companies exempt (s 330)	Mandatory for public companies only (ss 270 and 271)
Qualification requirements	Statutory qualifications apply to the secretary of every company (s 211(3))	Formal qualifications prescribed for public company secretaries (s 332)	Qualification and experience conditions for public company secretaries only (s 273)
Statement of duties	Duties enumerated by statute (s 212)	Duties enumerated by statute (s 335)	No general statutory statement of duties
Governance overlay	SEC Code 2020; Bank of Ghana Directive	Nigerian Code of Corporate Governance 2018	UK Corporate Governance Code 2018

Source: Compiled by the author from the statutes cited.

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[17]By contrast, the comparators examined in this article reserve statutory qualification for the secretaries of public companies, as does the common law world more generally; Act 992's extension of qualification to every company on the register is therefore distinctive in kind, not merely in degree.
[18]On the older provenance of the universal-secretary requirement.
[19]Companies and Allied Matters Act 2020 (Nigeria), ss 330 and 332.
[20]Companies and Allied Matters Act 2020 (Nigeria), s 335.
[21]Companies Act 2006 (UK), ss 270 and 271.
[22]Companies Act 2006 (UK), s 273.

If statute supplies the skeleton of the modern office, the governance codes supply its flesh. The Cadbury Report treated the secretary as central to board procedure and recommended that all directors have access to the secretary's advice and services, with appointment and removal a matter for the board as a whole.[23] The UK Corporate Governance Code has carried the point forward across its successive editions: the secretary is responsible to the board for advising on governance matters, and both appointment and removal are treated as decisions for the board collectively rather than for any individual director.[24] King IV in South Africa, a jurisdiction this article draws on for its governance instruments rather than its statute, goes further still, describing the company secretary as, in effect, the organisation's corporate governance professional.[25]

Ghana's regulators have absorbed the same philosophy. The SEC's Corporate Governance Code for Listed Companies 2020 assigns the secretary responsibility for board induction, information flows and advice on compliance, treating the office as answerable to the board on governance questions.[26] The Bank of Ghana's Corporate Governance Directive, issued after the banking sector clean-up and binding on regulated institutions, similarly entrenches the secretary within board processes, reflecting the supervisor's judgment that governance failures were partly failures of process and record.[27] Nigeria's 2018 national code completes the regional picture.[28] Soft law of this kind creates no offences, but it is not toothless: listed and regulated companies must comply or explain, and in the Bank of Ghana's case must simply comply. The cumulative effect is to make the governance conception of the secretary, once merely aspirational, practically obligatory for the companies that matter most to the public interest.

Discussion: An Office in Tension

Three observations arise from the material. First, the hypothesis that the office has been legally reconstituted is borne out, but the reconstitution is layered rather than uniform. The common law supplies a doctrine of bounded administrative authority; statute supplies qualification and an enumerated duty catalogue in both Ghana and Nigeria; the codes supply the governance mandate. A Ghanaian company secretary in 2026 therefore holds an office defined by three overlapping normative registers that do not always speak with one voice. Measured against the five criteria set out earlier, the office now sits firmly at the governance-professional pole on four of them: entry is gatekept by statutory qualification, the duties include an express responsibility to help the board comply with the law, the codes assign the care of board process, and the secretary answers as an officer of the

[23]Cadbury Report (n 15) paras 4.26 to 4.27.

[24]Financial Reporting Council, *The UK Corporate Governance Code* (FRC 2018), Section 2 (Division of Responsibilities).

[25]King IV (n 18).

[26]Securities and Exchange Commission (Ghana), Corporate Governance Code for Listed Companies (SEC 2020).

[27]Bank of Ghana Directive (n 3).

[28]Financial Reporting Council of Nigeria, Nigerian Code of Corporate Governance (FRCN 2018).

company for its defaults. That last exposure is worth stating precisely, because it is often misdescribed. It does not flow from section 211, which governs appointment and qualification; it flows from the general architecture of the Act, under which the secretary falls within the statutory meaning of an officer, and a long series of provisions imposes penalties on an officer of the company who is in default.[29] On the fifth criterion, authority, the office remains at the administrative pole, since the case law still insists that the secretary, merely performing the duties of the office, takes no part in management. Liability and duty now track the governance conception; authority and security of tenure still track the administrative one. That asymmetry deserves legislative attention.

Secondly, Ghana's universalist approach to qualification is bold and, in the author's view, broadly right, but it carries costs the statute does not fully confront. Requiring every company, including the smallest family enterprise, to engage a qualified secretary raises compliance costs in an economy where formalisation is already fragile. Nigeria's small-company exemption and the United Kingdom's outright abolition for private companies represent two ways of pricing that concern, and the Ghanaian legislature evidently judged the governance benefits worth the burden, consistent with Gower's original diagnosis that it is precisely in small, closely held companies that internal administration fails. (Gower, 1961) Whether the judgment is vindicated is an empirical question on which no systematic Ghanaian data yet exist.

Thirdly, and most fundamentally, the structural tension identified at the outset remains unresolved. The codes ask the secretary to advise the board on its own compliance and, implicitly, to resist improper instruction. Yet in every jurisdiction studied the secretary is appointed by, remunerated by and removable by the directors, and holds employment at their pleasure subject only to contract. The Cadbury and UK Code device of reserving removal to the whole board mitigates the exposure but does not remove it, since a united board can still dismiss the inconvenient adviser. The empirical literature, though presently confined to a single commissioned study and therefore to be treated with caution, suggests that in practice the secretary's influence rests on personal trust with the chair rather than on legal protection (Kakabadse, Kakabadse, & Khan, 2014), which is another way of saying that the office's governance function is institutionally precarious. Ghanaian law, having led the Commonwealth on qualification, could plausibly lead again on protection.

5. Conclusions

The working hypothesis of this study is borne out. Across the three normative streams examined, the company secretary has been transformed from the mere

[29]The secretary's exposure does not arise from s 211, which governs appointment and qualification, but from the general scheme of the Act, under which the secretary is an officer of the company and numerous provisions impose penalties on an officer of the company who is in default: see, for example, Companies Act 2019 (Act 992), ss 20(3), 32(3) and 55(3). For the analogous English mechanism, see Companies Act 2006 (UK), s 1121, which defines 'officer' to include the secretary.

servant of *Barnett, Hoares* into a governance professional whose competence the law now vets and whose counsel the codes now mandate. The judicial stream carried the office from clerical invisibility to bounded administrative authority; the statutory stream, most ambitiously in Ghana, converted it into a qualified profession with an enumerated set of duties; the soft law stream assigned it the care of board process itself. The contribution claimed here is the demonstration, through sustained doctrinal analysis, that these streams are cumulative rather than duplicative, and the identification of an asymmetry between the secretary's enlarged liability and governance responsibility on the one hand and the unchanged fragility of the secretary's tenure and authority on the other.

Three recommendations follow. Ghana might usefully review experience under its section 212 duty catalogue, alongside Nigeria's comparable provision, to test whether a statutory list improves clarity for secretaries and boards over reliance on contract and practice alone. Ghana should also consider extending to the secretary a measure of the removal protection presently afforded to auditors. Act 992 does not leave the removal of an auditor entirely to the unassisted will of the board; it surrounds the decision with protective machinery, guaranteeing, for instance, even normally non-voting preference shareholders a vote on any resolution to remove an auditor.[30] A comparable device for the secretary, requiring at the least a resolution of the full board and, for listed and regulated companies, disclosure of the reasons for a removal, would align the security of the office with the governance mandate that the SEC Code and the Bank of Ghana Directive already impose upon it. The obvious objection, that such protection might entrench an incompetent or captured secretary, is met as it is met for auditors, by confining the protection to process and disclosure rather than to tenure as such: the reform would not make the secretary irremovable, it would make removal visible. And regulators should coordinate their instruments so that listed and banking-sector requirements do not diverge without reason.

The study's limitations point to its successors. Doctrinal method establishes what the law provides, not how secretaries actually behave in Ghanaian boardrooms; empirical work is needed to test whether section 211(3) has in fact raised the competence and standing of the office, and whether qualified secretaries are altering board practice in small companies. Comparative work extending to other recently renewed African statutes, and to civil law systems where the office has no direct analogue, would further sharpen the picture. What can already be said is that the company secretary, long the least examined officer of the company, has become one of the most consequential, and that the law's next task is to give the office the independence its new responsibilities presuppose.

Declaration of Generative AI and AI-Assisted Technologies in Manuscript Preparation

During manuscript preparation, the authors used Claude (Anthropics) solely for

[30]Companies Act 2019 (Act 992), s 52(2)(c), under which preference shares carry the right to vote on a resolution to remove an auditor of the company or to appoint another person in place of that auditor.

limited language editing of selected sentences in order to revise in order to improve clarity. No AI tool was used to generate research content, analyze data, interpret results, or prepare references, the ideas, argument, and intellectual contribution of the paper are entirely original. All AI-assisted suggestions were reviewed, revised where necessary, and approved by the authors, who take full responsibility for the final manuscript.

Conflicts of Interest

The author declares no conflicts of interest regarding the publication of this paper.

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