

JOB DESCRIPTION

Legal Counsel & Company Secretary

Purpose

The Legal Counsel & Company Secretary is a key governance role which involves complex interaction between the Board Chair, Board Directors, the CEO and Senior Leadership Team. The Company Secretary is a Board appointed role. The combined role has the following core functions:

1. Provide independent and objective professional governance advice to the Board and Chief Executive Officer (CEO).
2. Professionally manage and discharge the corporate administration of FinCorp, in respect to best practice corporate governance requirements, directors' duties under the law, reporting and disclosed obligations, and proper meeting procedure.
3. Provide expert oversight and guidance to ensure sound frameworks are in place to manage corporate risk, governance and integrity.
4. Provide legal advice to the Board, CEO, and business as required, including good governance of the organisation.
5. Provide independent advice to the Board Chair and Board of Directors, as required.

Role Dimensions

Reports to:	Board Chair and FinCorp Board (<i>Company Secretary</i>) Chief Executive Officer (CEO) (<i>Legal Counsel</i>)
Department:	CEO Office
Job Level:	SLT
Location:	Head Office, Port Moresby
Direct Reports:	Nil

Person Specifications

- A tertiary qualification in Law and holder of a current practicing certificate.
- 5+ years post qualification experience, plus experience as a Company Secretary of a Papua New Guinea Public Company or large regulated organisation.
- Well-developed knowledge of governance, compliance and Board procedures, including the management of Board and Board Committee records.
- Sound understanding of the governance related sections in the Companies Act 2001, Bank of Papua New Guinea prudential Guidelines and the Banking Act (and other relevant legislation).
- Knowledge of legal issues relating to the collection and recovery of defaulting loans.

Core Competencies

- Professional with strong integrity, quality decision making and initiative.
- Excellent high-level written and oral communication skills to enable preparation of policy submissions, briefings, minutes, reports and correspondence, as required.
- Ability to provide legal advice and communicate effectively about complex legal issues.
- Ability to set personal workload priorities, observe time constraints, plan and coordinate adherence to deadlines.
- Sound planning, organisation, and problem-solving capabilities.
- Excellent interpersonal skills and interpersonal sensitivity.
- A proven ability to work with minimal supervision or direction and to anticipate and meet the needs of the Board Chair, Board Directors and CEO in relation to governance processes and legal issues.
- Ability to deal with ambiguity and have a "can do" work ethic.
- Level-headed, resilient and calm under pressure.
- Understanding of PNG environment or ability to adapt and apply learnings.

- Demonstrated effectiveness in managing a range of stakeholder relationships, particularly internal stakeholders with different skills.
- Competent computer software user, such as Microsoft Applications.

Leadership Competencies

- Proactively identify legal risks and contribute valuable insights to executive and board-level decision-making.
- Serve as a trusted advisor by demonstrating unwavering ethical standards, ensuring compliance with legal and regulatory requirements, and promoting a culture of integrity, accountability, and transparency.
- Establish credibility with senior leadership, and influence decisions through well-informed, strategic advice.

Role Specific Areas of Responsibility

Company Secretary (Governance)	<ul style="list-style-type: none"> • Advise the Board, Board Committees, and the CEO on governance matters, working closely with the Board Chair and CEO, through developing, implementing, communicating and maintaining corporate governance compliance policies, processes and procedures. • Ensure the necessary registers are established and properly maintained, and reports are prepared in accordance with legislative requirements and the principles of good governance. • Ensure compliance with all statutory requirements including the Companies Act 1997 and any amendments, as well as providing advice to Board Directors and CEO on all aspects of relevant statutory and regulatory requirements, as required. • Ensure compliance with the company's Constitution, with respect to the conduct of Board, Board Committee and Members' meetings. • Collaborate with the Board Chair and CEO to design, implement, manage and continuously improve all Board governance processes and systems, including maintaining the Register of Related Party Transactions and the Declarations of Interest Register. • Manage the Board Remuneration Policy and support the Board Director Remuneration Committee. • Advise the Board, Board Committees and CEO on good practice in corporate governance, for example, giving guidance on the legal implications of the way they discharge their duties, follow policies and procedures, conduct meetings, and make decisions. • Assist with the development of policy and inquiry submissions, as well as supporting organisational, and where appropriate, government and policy work. • The role also supports any subsidiary organisations owned by FinCorp, including Sunrise Assurance Brokers Limited.
Meeting & Minutes	<ul style="list-style-type: none"> • Drive the organisations Board and Committee meetings, liaising with the Chair about meeting agendas and following up with Senior Executives on action items. • Ensure that Members' and Directors' meetings are properly called and held (subject to delegation/instruction from the Board) including the completion and signing of Formal Minutes. • Perform secretarial duties on the Board and Board Committees as outlined by the Board and Committee charters and governance framework. • Work with the CEO and the Executive and Senior Leadership Teams (and subsidiary) to ensure the agenda and papers for Board and Board Committee meetings are prepared, of high quality, and are forwarded to Directors prior to Board and Board Committee meetings.

	<ul style="list-style-type: none"> Record, maintain and distribute the Minutes of all Board, Board Committee and Members' meetings, as required. Coordinate, prepare and attend all annual and extraordinary general meetings of the organisation.
Legal	<ul style="list-style-type: none"> At their request, provide or procure advice for Directors or CEO regarding the interpretation and application of relevant legislation, the company's Constitution, and other relevant legal and regulatory requirements ensuring requirements of Bank of Papua New Guinea and other regulators are met. Manage the provision of legal services from external lawyers, including managing the company's external legal budget and ensuring legal services are targeted to the company's needs and are of high quality. Provide or procure legal advice and reporting to the Board and CEO on legal and governance matters. Advise on business transactions, claims liability, advisability of prosecuting or defending lawsuits, and legal rights and obligations. Identify and manage legal risks in contracts, agreements and service operations. Work with external lawyers to review and assess contracts, agreements, leasing documents and other legal documents to mitigate risk to the organisation, as requested. Work with external lawyers to prepare and review legal documents such as service agreements, deeds, and Memoranda of Understanding.
Compliance	<ul style="list-style-type: none"> Work with the CEO and members of the Executive Leadership Team to help ensure all company legislative and regulatory obligations are fully met. Ensure the registers of company trademarks and business names are kept up to date and renewals are affected on time. Ensure Insurance and Indemnity is executed with each Board Director and Officer (notably, Company Secretary and Executive Leadership Team, (as appropriate), in accordance with Board policy and approvals.
Leadership	<ul style="list-style-type: none"> Engage in discussion about and help to create and sustain a culture of continuous quality improvement. Work closely with members of the Executive Leadership Team and associated entities to ensure appropriate support. Work effectively and productively with the Board. Actively commit to the detection and prevention of fraud. Ensure that possible or potential organisational risks are identified and that relevant Executive Leadership Team members are aware of these risks taking necessary action to minimise adverse consequences. Ensure compliance with Privacy Principles by all staff. Work to support and promote the vision, and values of FinCorp. It is the responsibility of each employee of FinCorp, as well as relevant adjunct business partners, to adhere to the ISMS Policy.