

JOB DESCRIPTION

A. ORGANIZATIONAL INFORMATION

1. Job Title	:	Company Secretary
2. Reporting To	:	Managing Director/Board Chairperson
3. Department	:	Office of the Managing Director
4. Paterson Grade	:	D2
5. Date of Review	:	2024

B. PRIMARY PURPOSE OF THIS POSITION

<p>Provides secretarial services to the Board of Directors and ensures that decisions of the Board of Directors are implemented and communicated to staff members.</p> <p>Provides professional support and advice to the Corporation's Executive Management to ensure efficient administration, with regard to ensuring compliance with corporate governance principles, statutory and regulatory requirements.</p>
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C. KEY PERFORMANCE AREAS

<p>1.1 Secretarial service</p> <p>1.2 Administrative services</p> <p>1.3 Liaison services</p>

D. JOB SPECIFICATION

Minimum educational requirements	:	Bachelors of Law (LLB) or any other equivalent qualification.
Minimum working experience	:	<p>A minimum of 5 years practical working experience in law, Corporate Governance and company secretarial practice. An admitted Legal Practitioner of the Namibian High Court as well as a certificate in compliance. A CIS qualification will be an added advantage.</p> <p>Knowledge and/or experience of sale of shares and public listing will be an added advantage.</p> <p>Minimum of 5 years' experience at Senior Management level</p>

Training required to achieve proficiency	:	Re-insurance and business administration, Legal secretarial & Corporate Governance training, Senior Management Development Training.
Legal requirements	:	Namibian Citizen
Required competencies	:	Working knowledge and understanding of the corporate secretarial functions, writing skills, understanding the company's business; knowledge of Insurance Law will be an advantage

E. ORGANIZATIONAL STRUCTURE

Incumbent's Superior (2 Levels)	Board Chairperson
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Incumbent's Superior (1 Level)	Managing Director
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Incumbent's Job Title	Company Secretary
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Incumbent's Subordinates (Level 1)	None
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Incumbent's Subordinates (Level 2)	None
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F. GENERAL

Working Conditions	:	80% Office Bound, 20 % external engagement
Degree of Supervision Required	:	Low- expected to work independently and to take own initiative
Work Pressure	:	Moderate work pressure. The incumbent is in a position to plan and schedule most of the tasks, thus avoiding highly pressured situations
Forward Planning Required	:	Daily to weekly to monthly operational planning

G. DESCRIPTION OF KEY PERFORMANCE AREAS

KPA	HOW	WHY	WHEN
1. Secretarial Service	1.1 Prepares, compiles, reviews and adjust submission to the Board of Directors in respect of business development summaries and other key information in consultation with relevant executive managers.	1.1 This is to promote high quality and timely submission of documents to Board and Board Committee meetings to enhance well informed decision-making.	Documents are submitted 7 working days prior to all Board and Committee meetings. The same applies to minutes of all Board and Board Committee meetings.
	1.2 Compiles feedback reports on behalf of the Chairpersons of various Board committees.	1.2 This is to ensure that all members of the Board have the necessary information on matters discussed at Committee meetings.	
	1.3 Administers the Board meetings related activities by:		

	<ul style="list-style-type: none"> ○ Ensures that meetings well-arranged and coordinates. ○ Compiles and distributes meeting agendas and documents to the Board members for discussion prior to meetings. ○ Provides notice of meetings of the Board and/or of a Committees when such notice is required. ○ Takes and drafts minutes at every Board and all committees meetings. ○ Assists EXCO to prepare for Board and Committee meetings. <p>1.2 Ensures adherence by Chairperson and board members to meeting procedures, their organizational and governance obligations and general responsibilities during conduct of meetings.</p> <p>1.4 Reviews and verifies correspondence documents and board minutes in consultation with the Managing Director / Board Chairperson and distribute these to respective Board members.</p> <p>1.5 Contributes to meeting discussions and advises members on the legal, governance, accounting and implications of proposed policies and legislations.</p> <p>1.6 Draft, verifies correspondence documents, in consultation with the Managing Director / Board Chairperson and distribute these to respective Board members.</p>	<p>1.3 To ensure that the Corporation and the Board of Directors, proceedings of the meetings comply with international best standards of good Corporate Governance and statutory requirements.</p> <p>1.4 This to ensure that all correspondence to Board members from external parties is attended to on time and the minutes are of high quality.</p> <p>1.5 This is to promote adherence to corporate governance rules and statutory requirements.</p>	
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	<p>1.7 Complete and submit returns to the statutory bodies, Ministries and other relevant stakeholders.</p> <p>1.8 Insure that the company continues to exist as a legal entity and a going concern.</p>		
Guidelines and resources used	NamibRe Board of Directors, Strategic Business Plan, Financial Management Policies, Corporate Governance Legislation, Corporate Law, Financial Operating Systems and Processes, all corporation's policies including risks management framework, approved budget, relevant legislations, own initiative.		
Decisions to be made	Decides on most appropriate advice to give to Board and the strategic appropriateness thereof.		

KPA	HOW	WHY	WHEN
2. Administration Services	<p>2.1 Maintains and monitors a calendar of important dates for the Company.</p> <p>2.2 Disposes of old documents as approved by the Board, ensures the safety and accuracy of all Board records and that all files are in good order.</p> <p>2.3 Keeps a record of Board and Committee meeting attendance register.</p> <p>2.4 Compiles and submits details of the Board members to the Managing Director or any other parties which requires such information.</p>	<p>2.1 To support good attendance of meetings by securing meeting dates well in advance.</p> <p>2.2 – reason given in 4.1 applies.</p> <p>2.3 Assists with remuneration and maintains a remuneration record of Board members.</p> <p>2.4 To ensure Directors information is provided to relevant parties in a timely manner.</p>	Ongoing

	<p>2.5 Maintains the safe custody of all records of confidential documents including delivering them to relevant authorities when required.</p> <p>2.6 Maintains custody of legal documents.</p> <p>2.7 Maintain up to date record of all Company's policies by:</p> <ul style="list-style-type: none"> ○ receiving and verifying approved policies against existing ones; ○ allocating policy numbers and distributing to all executive management members; ○ updating the policy record. <p>2.8 Drafts and reviews Board charters and Board Committee terms of reference.</p> <p>2.9 Undertakes any other task assigned by the Board, Managing Director and the General Managers of the Corporation.</p>	<p>2.5 To ensure that all confidential documents of the Corp are secure.</p> <p>2.6 To ensure copyright handling and a high degree of confidentiality of all corporate information.</p> <p>2.7 To ensure that the Company's policies are signed, up to date and readily available to Management and Board.</p> <p>2.8 To ensure that the Board/Committees have operating guidelines and complies with corporate governance principles.</p>	
Guidelines and resources used	NamibRe Board of Directors, Strategic Business Plan, Financial Management Policies, Corporate Governance Legislation, Corporate Law, Financial Operating Systems and Processes, all corporation's policies including risks management framework, approved budget, relevant legislations, own initiative.		
Decisions to be made			

KPA	HOW	WHY	WHEN
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3. Liaison services	<p>3.1 Communicates importance Board resolutions to the Board members and Executive Management</p> <p>3.2 Acts as a liaison person between the Board and the Managing Director</p> <p>3.3 Liaises with regulators and advisors, such as lawyers etc on legal related matters</p>	<p>3.1 To ensure implementation of Board decisions</p> <p>3.2 To facilitate on-going communication between the Chairperson and the MD</p> <p>3.3 To ensure legal matters are interpreted properly within the Corporation.</p>	Ongoing and as when requires
Guidelines and resources used	NamibRe Board of Directors, Strategic Business Plan, Financial Management Policies, Corporate Governance Legislation, Corporate Law, Financial Operating Systems and Processes, all corporation's policies including risks management framework, approved budget, relevant legislations, own initiative.		
Decisions to be made			
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Decisions to be made			

H. DECLARATION

It is hereby acknowledged that his job description is a broad indication of the work the jobholder is required to do. The jobholder may be required to undertake other duties that can be reasonably expected from him/her, particularly when others are absent from work. No job title or job description can be regarded as a precise specification duties, but should be seen as a guide to main responsibilities.

Job Incumbent: _____ Date: _____
Signature

Supervisor: _____ Date: _____
Signature

2nd Level Superior:

Signature

Date:
