

JOB DESCRIPTION

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| JOB TITLE | Corporate Governance Officer |
| DEPARTMENT | Secretariat |
| REPORTING TO: | Corporate Secretary |

Summary:

The Corporate Governance Officer's role is to provide direct support to the Corporate Secretary in the efficient and effective management of corporate records of the Corporation and its subsidiaries and in providing advice and guidance on governance and compliance issues facing the Corporation from time to time.

The incumbent will support the Corporate Secretary's role to the Board of Directors of UDeCOTT, Subsidiary Companies as well as sub-committees of the Board as assigned by the Corporate Secretary. He/she will perform specific tasks as delegated by the Corporate Secretary.

Education, Knowledge and Experience

- Bachelor of Laws Degree (LL.B) from an accredited academic institution and Legal Education Certificate
- Bachelor's Degree in Business Administration or Management from an accredited academic institution
- Certification in Corporate Governance training from an accredited academic institution will be an asset

OR

- Chartered Secretaries Qualification and be a registered member of the Institute of Chartered Secretaries
- Working knowledge of the Companies' Act and other relevant legislation
- Working knowledge of construction law, including the application of standard forms of contract including the FIDIC form of contract
- Proficiency in the use of Microsoft Office Tools and software relevant to job functions.
- A minimum of five (5) years working experience in a Corporate Governance environment of a large, diverse organization with at least two (2) years at a supervisory level

OR

- Combination of Equivalent Qualification and Training and Experience

Key Duties and Responsibilities:

UDECOTT BOARD, SUB-COMMITTEES AND SUBSIDIARIES

- Assists the Corporate Secretary in ensuring compliance of the Board of UDeCOTT and its Subsidiaries with the requirements of relevant laws, statutes, rules and policies (*e.g. Companies Act, State Enterprises Performance and Monitoring Manual,*).
- Provides advice and guidance to the Board and/or Management on corporate governance issues in accordance with the principles of good governance
- Receives records and responds to requests for information under the Freedom of Information Act as directed by the Corporate Secretary.
- Reviews Notes to the Board, its Sub-Committees and Subsidiaries to ensure compliance with Company by laws, internal policies and processes and best practices prior to submission where applicable
- Assists in managing official records and minutes of the Board, sub-committee meetings and Subsidiaries
- Follows-up with Senior Management on decisions arising from the meetings of the Board of UDeCOTT, its Sub-Committees and its Subsidiaries as directed
- Takes accurate minutes at Board, sub-committees or subsidiary companies meetings as scheduled or as directed by the Corporate Secretary.
- Ensures execution and adequate reporting of action items as recorded, when necessary
- Assists in developing and monitoring compliance with the charters for each Sub-Committee of the Board
- Collates information and/or documents reports, ensuring decisions are communicated to the relevant stakeholders when necessary
- Assists the Administrator in compiling packages for Board Meetings etc. and ensuring delivery within the pre-determined timeframes.
- Assists the Administrator in the planning and executing of meetings as necessary
- Assists the Administrator in the planning and executing of special events/projects as assigned by the Corporate Secretary
- Performs any other duties related to the job function as may be required

Dimensions and Scope of Role

- Operates within the Policies and Procedures of the Corporation
- Operates in accordance with relevant laws and regulations
- Uses business judgment and professional expertise to deliver appropriate advice
- Operates within Scope and limits of authority

Key Capabilities

People Development: Has the ability to create an environment that enables action on the part of employees towards the fulfillment of organizational and individual goals.

Strategic Perspective: Has an understanding of issues, competitive markets and challenges in the wider business environment in the context of delivering short-term value; Ability to deliver results, which add value to the department and to the Corporation.

Workload Management: Ability to contribute to determining measurable goals and objectives; Maintains focus on attaining high levels of performance and achieving results. Plans, prioritizes and organizes time and tasks to meet deadlines. Achieve objectives in an efficient and cost-efficient manner.

Integrity: Displays honesty, and credibility in relationships and work situations, consistent with the Corporation's values and principles e.g. sets good example, ethical conduct

Governance/ Compliance: Demonstrates and behaves in accordance with the principles of transparency and accountability in accordance with laws, state and organizational policies and procedures

Communication: Has the ability to communicate in a logical and organized manner at all levels in the organization. Willingly and consistently provide information in an easily understood manner that permits and encourages feedback. Exceptional writing skills.

Problem Solving: Is able to analyze complex data or situations, prioritize key issues; creates insightful solutions to problems and ensures proper execution

Customer Focus: Has a strong understanding of the 'gold' standards service requirements and the significance to the success of the business; Willingness to respond promptly to internal and external needs.