

**JOB PROFILE**

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| **POSITION DESCRIPTION** | |
| **Position Title** | Company Secretary |
| **Purpose** | This position is responsible for the efficient administration of a Board, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the NDA board of directors are implemented. |
| **Department** | Office of the Chief Executive Officer |
| **Reports To** | Chief Executive Officer |
| **Peromnes Grade** | 5 |
| **Number of Direct Reports** | 1. Administrative Assistant |

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| **POSITION REQUIREMENTS** | |
| **Minimum Qualification** | * An LLB qualification or equivalent qualification * Company Secretarial Certificate will be an added advantage |
| **Essential Experience** | * A minimum of 5 years’ relevant experience within a public entity or corporate entity * Sound Corporate Governance, Compliance, Legislative Framework environment experience. * Sound knowledge and experience of legal and regulatory requirements affecting public entities, corporate governance instruments and guidelines (e.g. PFMA, National Treasury regulations & prescripts, KING Reports) * Understanding of system/ process/procedures for documentation |
| **Competencies** | * Understanding of various legislation regulating public entities and NDA in particular. * Knowledge of company secretarial duties and responsibilities, especially for public entities * Management of system/process/procedures for documentation of board documents and business processes * Knowledge of leadership and management principles required for Company Secretaries * Knowledge of socio, political and economic issues facing South Africa * Development and analysis of strategy, systems, processes and tools. * Knowledge of Financial and risk management |
| **Skills & Abilities** | * **Multitasking skills – managing a** number of tasks on your desk at any one time * **Organisational knowledge -** understand the business and the context of the organisation, including legislation, frameworks, policies and processes. * **Planning skills -** being ahead of the game, with plans in place at all times. * **An eye for detail – must have** command of the detail - ensuring the work of the board is executed correctly, without mistakes or omissions. * **Effective communication skills -** must possess discretion, diplomacy, tact, emotional intelligence and good negotiation skills both orally and in written form. * **Sound judgement -** ability to assess and make sound judgements, in circumstances involving conflicting issues. * **Diligent governance** - helping the board in building strong governance practices in their duties helping on insights from their risk, compliance and facilitating more purpose-driven leadership. * Strategic Resource Management & Leadership – prudent management of Board resources * Ability to interpret international and local conditions and trends * Ability to work under pressure |

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| **Personal Attributes** | * Good interpersonal relations * Ability to work under pressure * Innovative and creative * Independent thinker * Ability to work in a team and independently * Cultural sensitivity * Adaptability * Political sensitivity * Cost consciousness * Honesty and Integrity |

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| **AIN AREAS OF RESPONSIBILITY** |
| * Provide strategic advisory services in relation to secretariat services to the Board and Executive Management * Advise the Board on good corporate governance and also collectively and individually adivise the board of their legal rights and obligations in relations to matters of their responsibilities and law (NDA Act as amended, PFMA, etc), * Draft and Prepare, collate and distribute Board and Committee charters and work plans * Responsible for the logistics (e.g travelling etc) for the meetings of Board and its Committees * Responsible for the preparation draft meeting agendas, taking of minutes, circulation of draft minutes, resolutions and action list of minutes * Custodian and archiving, include safety of Board minutes & resolutions, including actions taken on resolution * Responsible for the processing of Board Fees and other associated matters relating to resources of the Board * Maintain the Agency’s statutory registers including minute books, Board registers, registers of disclosures of conflict of interests, etc * Prepare reports to Board and its Committees and any other forum in relation to any subject matter required of Company |

Secretariat from time to time

* Ensure that Board decisions and other communications are formally channeled to the appropriate members of staff and other stakeholders
* Responsible for the development of Board members (skills, technical knowledge, etc)
* As the Head of Company Secretariat, the employee will be responsible for the management of staff in the unit
* Foster effective teamwork amongst the staff in the Company Secretariat
* Draft and ensure implementation of Company Secretariat policies and procedures; review existing policies on an annual basis and recommend changes as appropriate
* Facilitate the development of a values charter for the NDA
* Develop checklists to ensure Corporate Governance compliance to appropriate legal requirements including PFMA, NDA Act, Treasury Regulations, Financials, etc.
* Identify areas for continuous process improvement
* Communicate with other departmental executives and external parties as appropriate

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| **KEY RESPONSIBILITIES AREAS & OUTCOMES** | |
| *Leadership* | * Participate with the EXCO team in developing a vision and strategic plan to guide the organisation * Identify, assess and inform EXCO team of internal and external corporate governance   issues that affect the organisation |
| *Operations Planning and Management* | * Develop and implement operational plans for the Company Secretariat and ensure that unit goals and objectives work towards the strategic direction of the organisation * Oversee the efficient and effective day-to-day operation of the Company Secretariat * Coordinate the production of the NDA’s Annual Report * Develop and monitor corporate governance compliance checklist for the NDA * Ensure NDA compliance with all statutory and regulatory requirements * Compile, update and manage comprehensive policy register * Develop and distribute Delegations of Authority providing advice regarding its content |
| *Company Secretariat functions* | * Monitor all legislative, regulatory and corporate governance developments that might affect the NDA’s operations, and ensure that the Board is fully briefed on these * Ensure the publication and maintenance of standard protocol document for Board management and related processes * Manage Portfolio Committee matters * Develop and ensure maintenance of the Board and Committee’s charters and terms of reference * Ensure the smooth running of the Board’s and Board Committees’ activities including the following: co-ordination of meetings, assisting the CEO with the preparation of agendas, papers and reports, attending meetings and ensuring minutes are written, ensuring follow-up on outstanding matters; advising on Board procedures and ensuring that the Board follows them * Provide support and advice on all matters required by the Board * Monitor that proper procedures are followed during the appointment of Board members by the Minister (DSD) * Develop and implement a Board and Board Committee induction training programme, and   manage the induction of new Board members into the organisation |

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|  | * Establish training requirements for new Board appointees and implement appropriate orientation and training for the Board as required * Oversee the payment of Board member fees through the production of a payment schedule for HR * Ensure communication of Board decisions and monitor progress in so far as reporting to staff and management * Co-ordinate Annual performance evaluation of the CEO, and annual evaluation of Board and Board Committee members |
| *Financial Planning, Management and Administration* | * Assist in the preparation of a comprehensive budget for the Governance Unit * Administer the funds of the department according to the approved budget and prepare and submit monthly management accounting reports * Monitor budget expenditure and take corrective action when necessary |
| *Reporting* | * Provide regular feedback to EXCO and Board (and its committee/s relevant to the work of the Department) with regards to the operations of the Department * Prepare and submit statistical/statutory reports as appropriate to the Board * Submit monthly performance reports to the CEO’s Office * Collate annual performance report for the NDA to the Board and DSD on behalf of the CEO, as appropriate   Monitor and present Quarterly Review Reports and Analysis against the performance plan and in relation to the work of the Department |

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| **KEY RELATIONSHIP INTERFACES** | |
| **Internal Relationships - other than reporting lines (manager and subordinates).** \* | **External Relationships (With Local/Provincial structures and other key parties, specify)** |
| * NDA Board * Board Committees * NDA EXCO * All Business Units | * Department of Social Development – National * Minister’s Office * National Treasury * Auditor General * Government Departments and Agencies |

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| Signed by:  (**Job Holder)** | Authorised by: |
| Date: | Date: |