

Position Description

Legal Corporate Governance and Company Secretary



The Cooperative Bank

Our purpose

Our long-term aspirations are to develop more long-term value-based relationships with our customers, and for our people to grow and develop so that they are better off working at the Co-operative.

Our values

Our values represent who we are, how we think, and how we behave to bring these to life every day. You'll demonstrate behaviours that define our core values and support an inclusive culture with a strong teamwork spirit.



Purpose of this position

The Legal Corporate Governance and Company Secretary is a key role in Head Office. This dual-function role is responsible for delivering high-quality company secretariat, governance expertise and support to the Bank and Co-operative Life Limited's (the Co-operative's) Boards of Directors, Board Committees, and the Senior Leadership Team (SLT), as well as assisting the Head of Legal & Regulatory and the Bank's Legal Team to provide legal advice to the Co-operative with a focus on corporate governance related matters.

Having an in-depth understanding of company and governance requirements and practices (including applicable legal obligations), the Legal Corporate Governance and Company Secretary role is responsible for the planning, preparing and ongoing management of governance related legal activities involving the Bank. This includes working closely with the Co-operative's Board Chairs, Committee Chairs and the Chief Executive Officer to ensure that the Bank operates smoothly and effectively in accordance with good corporate governance practices.

Position reports to: Head of Legal & Regulatory.

Challenges and opportunities of this role

- Ensuring the Bank, its subsidiaries and directors always comply with governance requirements and best practices.
- Understanding legal compliance and government requirements, including updates to best practice, and monitoring these within the Bank.
- Professionally dealing with multiple internal and external stakeholders at very senior levels.
- Managing tasks within tight timelines.
- Ability to deal with highly sensitive, confidential information/projects
- Ensuring accurate records and efficient processes are maintained.
- Providing legal advice and assistance on a wide range of regulatory matters that are regularly changing, with a focus on corporate governance related matters.

How you will contribute:

What you'll do	Success will mean
Governance Support	
<p>Provide high quality governance expertise and support to the Board Chair (or Committee Chair where applicable) and Executive including:</p> <ul style="list-style-type: none"> • maintenance of charters; • arranging Board/Committee meetings; • maintenance of Board/Committee work plans; • preparation of the agendas (liaising with the Board/Committee Chair etc.); • drafting and maintaining minutes; • ensuring follow-up of agreed actions. <p>Leading the delivery of the annual director election and all related processes.</p> <p>Leading the delivery of the AGM process and annual report process (if required).</p> <p>Managing the Director fee pool allocation with the Board Chair.</p> <p>Liaise with the Chair, preparing induction materials and induction meeting schedules and trainings (including as to their legal obligations) to efficiently induct new directors.</p>	<ul style="list-style-type: none"> • High level support for efficient and effective governance • Delivers quality governance support • Maintains confidentiality of documentation and information • Continuously looking for ways to improve documents/reporting and ensuring an efficient process in accordance with NZ corporate governance good practice • Develops excellent working relationships • Constitutional and regulatory requirements in relation to the Board and Directors are met
Company Secretarial functions	
<p>Oversee the smooth running of Board and Committee meetings, including preparing annual board workplans, finalising agendas, reviewing minutes and board papers</p> <p>Provides services/support to the CEO and senior leadership management including by:</p>	<ul style="list-style-type: none"> • Works with the CEO, SLT and other senior managers to deliver quality reporting to the Board. • SLT deliver on their accountabilities and effectively communicate with the Board/ Board Committee by providing them with high level support and guidance.

What you'll do	Success will mean
<ul style="list-style-type: none"> managing the preparation of and reviewing papers along with collating board/board committee meeting packs; preparing governance standing board papers/routine reports; ensuring follow-up of board actions; Preparing and recording circular resolutions; administration of Diligent Board books and relationship management/contract management with the supplier. 	<ul style="list-style-type: none"> Maintains confidentiality of documentation and information. Supports the Co-operative's compliance goals. Continuously looking for ways to improve documents/reporting and ensuring an efficient process in accordance with NZ corporate governance good practice.
Legal Support	
<p>Provide legal counsel to the Co-operative on corporate governance, and regulatory matters, including by:</p> <ul style="list-style-type: none"> identifying applicable regulations and policies to be complied with; advising the Bank about upcoming legal changes that impact on its corporate governance practices, particularly in respect of prudential, licencing, delegation or disclosure requirements; undertaking a legal review of any policies scheduled for consideration, drafting any required changes to them and engaging with stakeholders ahead of the relevant Board's consideration of such policies; providing legal assistance to management in respect of existing attestation processes relating to regulatory compliance, including assisting with the scoping of any legal changes that occur between disclosures, assisting with the allocation of these to business owners, and considering the legal impacts and materiality of any responses provided as part of the attestation process; conducting legal compliance reviews of disclosure statements and other documents that require external filing where required; <p>Providing general assistance to the Legal Team (as directed by the Head of Legal & Regulatory) with its workflow management and filing including by managing:</p> <ul style="list-style-type: none"> the legal and privacy inboxes; and the Bank's contract register, which includes tracking and communicating with stakeholders in a timely manner about the status of contracts and their key dates. 	<ul style="list-style-type: none"> The Co-operative is meeting its regulatory obligations and operating in line with good corporate governance practices. Policies are reviewed regularly and updated to reflect business changes, needs and regulatory change. Training materials, for directors and staff, are aligned with the Co-operative's policies. Attestations provided by management reflect legal changes, are assigned to appropriate owners, attestation responses provided are appropriately scoped for legal impacts and materiality and escalated to the SLT, CEO and/or the directors as required. Documents filed externally will meet relevant legal obligations prescribed in respect of them. Key legal advice is filed internally, and all requests for legal advice or on privacy matters are well managed and prioritised appropriately. The contracts register is maintained, and stakeholders are communicated with a sufficient time ahead of the expiry or renewal dates for any contracts to allow them to plan for this work, consider alternatives, and/or enter into new contracts or extensions, as appropriate.

What you'll do	Success will mean
Governance Policy & Delegation Framework Support	
<p>Accountability for developing and maintaining the board reporting, policy and delegations' frameworks.</p> <p>Ensuring compliance by continued enhancement/development/promotion of the Secretariat (intranet) site, Policy hub and its contents.</p> <p>Ensuring Learning and Development modules align with the Policy Framework, including by undertaking a legal review of training materials that relate to corporate governance matters, such as Protected Disclosures training or training on our Code of Conduct, and updating these to reflect the legal position and best practice, as required.</p> <p>Providing guidance on Board reporting and the use of policy/standard templates and processes for these documents including managing delegation frameworks and power of attorney documents.</p>	<ul style="list-style-type: none"> Standards required by the Board, Committees and Senior Leadership team are clear and well communicated. Business units understand individual requirements and are provided appropriate and up-to-date training content on them. Policy Hub is well maintained and up to date.
Statutory, Legislative & Regulatory Compliance	
<p>Preparing and maintaining clear, well-ordered company records, statutory registers and related documents to enable such documents to be produced when required at law or by a regulator and ensuring that statutory filing requirements are met.</p> <p>Contributing to the EOY Audit/Disclosure statement preparation - re Directors Interests, Related Party Transactions, Share Capital etc.</p> <p>Monitoring for governance practice changes and advising the Board and Executive on required changes and regulatory implications.</p> <p>Developing and maintaining relationships with internal and external parties to ensure the Bank's corporate governance and regulatory compliance obligations are understood and well managed.</p>	<ul style="list-style-type: none"> Good governance, statutory and regulatory compliance is well supported and communicated across the Bank, including the identification of governance practices changes and regulatory implications. Annual RBNZ supervisory engagement plan is fulfilled and Section 93 requirements met. Auditors are provided with the documentation required for them to do their roles.
Fit and Proper Assessments	
<p>Ensure the Bank's Fit & Proper policy is maintained, appropriate and effective, including reviewing it from time to time to align with legal</p>	<ul style="list-style-type: none"> Compliance with Banking (Prudential Supervision) Act and Insurance (Prudential Supervision) Act (IPSA)

What you'll do	Success will mean
<p>obligations, regulatory expectations and best practice.</p> <p>Deliver the completion of Fit and Proper assessments of new and existing regulated persons.</p> <p>Co-ordination/liaison with external parties as required, including the RBNZ and FMA.</p> <p>Undertaking filings on the Companies Office and FMA Portal in respect of any changes to Directors or senior managers of the Bank or its subsidiaries.</p> <p>Prepare assessment report summary of findings for Board approval.</p>	<p>requirements in relation to suitability of Bank Directors and Senior Managers (BS10), Section 37 IPSA and The Bank Group Fit and Proper Policy</p> <ul style="list-style-type: none"> • Compliance with the AML CFT Programme – vetting requirements • Constitutional and regulatory requirements are met.
Relationship Management	
<p>Proactive engagement with key internal and external parties:</p> <ul style="list-style-type: none"> • Directors • SLT • Head of Legal & Regulatory • Electoral Oversight Panel • Regulatory bodies (RBNZ, FMA) • MUFG Pension & Market Services, Diligent. 	<ul style="list-style-type: none"> • Develops and maintains effective relationships with key stakeholders and suppliers. • Key internal parties will be communicated with in a timely manner and fully understand what is required of them by the Board and other relevant parties. • The Bank's regulators will be engaged with in a co-ordinated and professional manner.
Board/SLT Administration	
<p>Lead the Office Manager to ensure Board catering/set up, diary management, travel and accommodation bookings are arranged as required.</p> <p>General executive support for the SLT, where required.</p>	<ul style="list-style-type: none"> • Smooth day-to-day administration services to the Board/Board Committees, and SLT.
Financial Management	
<p>Manage costs within overall budget, and ensuring expenditure is correctly charged back and invoices are approved on a timely basis.</p> <p>Preparing Director Fees and management of the processing CEO and Director expenses.</p> <p>Reviewing/Negotiating annual contracts with key suppliers engaged with as part of the role, such</p>	<ul style="list-style-type: none"> • All key expenditure areas under this position's responsibility are within budget and all expenditure undertaken or signed off is within delegated authority.

What you'll do	Success will mean
as MUFG Pension & Market Services and Diligent.	
Healthy and safe work environments	
<p>Follow all health and safety policies, standards, emergency procedures and plans.</p> <p>Participate in health and safety activities, training and meetings as required.</p> <p>Reports hazards, near misses, injuries, incidents, and ideas for continuous improvement.</p> <p>Cease work if an unsafe situation arises and seek assistance.</p>	<ul style="list-style-type: none"> • Having healthy and safe ways of working. • All workers feel empowered to and aware of opportunities to participate in health and safety activities. • Our people can easily report hazards, near misses, injuries, incidents, and ideas for continuous improvement. • Workers stop work if they feel unsafe and connect with their people leader or other workers for assistance.

Decision making and responsibilities

a) Decisions and/or financial accountabilities:

- This may include managing expenses and relationships with external suppliers.

b) Actions and decisions that are recommended to a higher level of management for approval:

- Expenditure over delegated limits (Opex and Capex).
- Staff recruitment.
- Contracts with external providers / partners.

Qualifications and experience

- Bachelor of Laws and admitted as a Barrister and Solicitor of the High Court of NZ.
- Ability to obtain a NZ practicing certificate (if not currently held).
- Around 8+ years PQE experience working in either an in-house role or private practice, ideally in a senior role.
- Governance NZ Chartered Governance Professional/NZ Chartered Secretaries qualification or equivalent is desirable.
- Experience in a Governance/Corporate Secretary role in an organisation or alternately in a role that utilises the same skills and involves significant liaising with Boards and multiple Board Committees - ideally for any entity of a similar size and for over 3 years.
- Expert skills in executive and legal assistance, including information management. Uses Word, PowerPoint and Outlook to an advanced level, research tools and SharePoint.
- Proven ability to establish and maintain systems.
- Prior experience administering Diligent Board books or similar governance portal/systems is desirable.
- Prior experience in banking or financial environment is advantageous but not required.

Skills and attributes

Technical Skills

- Excellent written and verbal communication skills.
- Sound analytical/critical thinking skills, including the ability to collate the necessary information to understand the factual and legal position, identify gaps, ask questions and where required confidently make recommendations or decisions on corporate governance or legal matters.
- Good planning, organisation and escalation skills including the ability to manage upwards.
- A high degree of attention to detail, accuracy and initiative.
- Ability to multi-task, meet deadlines and maintains the quality of services delivered.
- Proven ability to build sound and effective relationships and networks across all levels of an organisation.
- Proven competence in producing a variety of professional written communications.
- Willingness to develop new skills at all times.

Personality Attributes

- Commitment to professionalism, integrity, discretion and ability to handle confidential information.
- “Can do” flexible work ethic (able to step up at busy times), with good levels of resilience and the ability to adapt easily to change and manage competing demands.
- Takes personal responsibility in achieving results.
- Great judgment, including knowing when to escalate or communicate issues or concerns.
- Able to establish rapport effectively with stakeholders, both internal and external.
- Pragmatic and solutions focussed.
- Positive and enthusiastic with personal beliefs aligned with the beliefs of the Bank.

Leadership Skills

You will be expected to demonstrate behaviours from our Leadership skills framework through your actions, the way you work and how you work with others.