



## Terms of Reference

<b>Position</b>	: Company Secretary
<b>Qualification</b>	: BA (LLB)
<b>Grade &amp; pay</b>	: 7 / 21,990-550-32,990 with 20% HRA. Other benefits as per service rules and regulations.
<b>Reporting</b>	: Chief Executive Officer, CEO Office
<b>Placement</b>	: Head Office, NHDCL, Thimphu

### **Overall Responsibilities**

The Company Secretary will ensure that the company compliance with legal and regulatory requirements, develop necessary legal documents and provide legal advice to the organization.

He/She shall work under the direct supervision of the CEO and carry out all functions specified in the Terms of Reference. He/she shall also work closely with the consultants and the advisory team.

### **Specific Responsibilities:**

1. Ensure that the agency compliance with all relevant laws, regulations and standards.
2. Shall coordinate and organize board meetings including preparing agendas, circulating meeting materials, and taking minutes.
3. Shall maintain a good corporate governance practices, such as establishing policies and procedures for ethical behaviour, managing conflicts of interest and ensuring the board operates in accordance with its charter.
4. Shall be responsible for identifying and managing potential risks to the company, including legal and regulatory risks.
5. Shall provide advice and guidance to the board of directors and senior management on matters related to corporate governance, compliance and legal and regulatory requirements.
6. Ensure that the Company's policies and procedures are up to date and properly implemented.



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7. Facilitating the induction and training of new directors and ensuring that they receive appropriate support and guidance.
  8. Managing the company's conflicts of interest and related-party transactions.
  9. Liaise with relevant authorities and agencies on behalf of the organization.
  10. Handling any other tasks assigned by the Board or Supervisor/management.