

HOUSING AGENCY OF JAMAICA LIMITED

JOB DESCRIPTION AND SPECIFICATIONS

JOB TITLE:	Company Secretary		
DEPARTMENT:	Company Secretariat		
DIVISION:	Company Secretariat		
POST NUMBER:	326494		
GRADE:	D	BAND: 8	POINT: 1st.

Job Purpose:

The successful candidate will report directly to the Board Chairman and be responsible for executing key administrative and governance functions to ensure the efficient operation of the Board. This includes overseeing the orientation, sensitization, and professional development of the Board of Directors, ensuring smooth Board operations, and ensuring adherence to legal, regulatory, and ethical standards.

As the Company Secretary, the successful candidate will act as the primary source of guidance on corporate governance matters, advising the Board of Directors and ensuring alignment with the Housing Agency of Jamaica Ltd. (HAJL). The role also entails staying informed about all legal and regulatory changes that may affect the Agency. The Company Secretary will manage a small secretariat, facilitating the effective functioning of the Board and its committees, maintaining accurate records, and providing comprehensive administrative support.

Additionally, the Company Secretary will serve as the principal liaison between the Board of Directors and the executive management of HAJL, ensuring compliance with all relevant legal and regulatory requirements and supporting the Board's activities to ensure effective governance and operational efficiency.

Key Outputs:

- Effective Board Governance
- Compliance Management
- Board Orientation and Development
- Meeting and Planning Administration
- Strategic Advice on Corporate Governance
- Legal and Regulatory Reporting
- Stakeholder Communication
- Risk Management Oversight
- Ethical Standards Maintenance
- Records and Information Management

Key Responsibilities:

Governance and Board Support:

- Organize and manage all Board meetings, committee meetings, as well as general and ad hoc meetings, including scheduling, preparing agendas, and distributing meeting materials.
- Accurately record and maintain minutes of Board and Committee meetings, ensuring timely distribution to all relevant stakeholders.
- Advise the Board and senior management on corporate governance best practices, ensuring compliance with the Articles of Association and all relevant laws and regulations.
- Monitor the implementation of Board decisions, ensuring proper follow-up on assigned actions and timely reporting.
- Provide guidance to the Board on procedural matters during Board meetings to ensure effective governance.
- Ensure the Board's operations are in compliance with corporate governance principles and applicable legal frameworks.

- Serve as an active partner to Board members, contributing to the Board's effectiveness and good governance by advising on policy matters and ensuring that the Board's intent is properly reflected while also providing relevant trends and information.
- Coordinate the payment of fees to Board members and committee members, ensuring all records are accurately maintained and that payments comply with approved guidelines.
- Provide legal, strategic, and operational guidance to the Board of Directors and the Chairman, supporting effective decision-making.
- Coordinate the orientation of new directors and the continuous professional development of all directors.
- Coordinate and oversee the annual performance evaluation process for the Board of Directors and its Committees to ensure ongoing improvements in governance practices.
- Maintain regular communication with the Chairperson of the Board, providing advice and support as needed to facilitate decision-making and effective governance.
- Carry out individual projects and assignments as directed by the Board of Directors or Board committees, ensuring timely and efficient execution.

Legal and Compliance Duties:

- Ensure the Board's adherence to statutory and regulatory requirements, including timely filings with relevant government agencies.
- Maintain a register of Board members, including appointment dates, terms of office, and contact details, in compliance with the Standard Operating Procedures.
- Advise the Board and executive team on potential legal risks or compliance issues.
- Develops and maintains systems and procedures for the maintenance and upkeep of company records, ensuring they are accurate, filed, indexed, current, protected and accessible per the legal and compliance requirements
- Maintains the Public Body's governing records and ensures all legal filing requirements are met.
- Monitor and report to the BOD periodically on the alignment of the Public Body's Code of Conduct and Ethics, Board charter, Committee, and other terms of reference to:
 - ✓ The Companies Act
 - ✓ The Agency's Corporate Governance Policy
 - ✓ The Corporate Governance Framework for Public Bodies
 - ✓ Public Bodies Management and Accountability Act and Regulations
 - ✓ Financial Administration and Audit Act
 - ✓ The Agency's Enterprise Risk Management Framework
 - ✓ Contractor General Act
 - ✓ Corruption Prevention Act
 - ✓ Access to Information Act
 - ✓ Data Protection Act
 - ✓ Protected Disclosure Act (Whistleblower Act)
 - ✓ MOFPS Guidelines on the Role and Responsibilities of the Corporate Secretary
 - ✓ Jamaica Handbook of Public Sector Procurement Procedures
 - ✓ International best practices
- Provide custodial services of the Public Body's seal book and corporate seal and apply to documents as required.
- Manage the Agency's Seals and authenticate approved signatures by co-signing with the Chairman and/or any other members of the Board who are authorized to do so.

Secretariat Management:

- Oversee the Secretariat, ensuring the efficient management of resources, staff, and operational activities.
- Delegate tasks effectively and provide leadership, guidance, and performance management to Secretariat staff to ensure optimal functioning.
- Develop and implement procedures for preparing and maintaining meeting agendas and minutes, compiling and distributing Board preparatory materials, minutes, briefing documents, notifications, correspondence, and other administrative duties.
- Ensure the confidentiality and security of sensitive information managed by the Secretariat.
- Organize and maintain an annual timetable and diary of key meetings for the Board and its committees to ensure proper scheduling and coordination.

- Attend all Board meetings to provide administrative support and ensure proper documentation.
- Issue notices for meetings and prepare meeting agendas in accordance with Board requirements.
- Prepare, organize, and maintain accurate records of Board and committee meetings.
- Document and issue Board decisions and directives in a timely manner, ensuring proper follow-up on action items.
- Coordinate and attend meetings of the Board and its committees, ensuring the accurate recording of minutes, timely distribution, and maintenance of records for all participants.
- Organize the preparation of sub-committee reports for Board meetings and lead the development of standardized reporting formats for all committees to present to the Board.
- Coordinate the payment of fees to directors, ensuring that proper records are maintained and that all payments comply with government requirements and relevant policies.
- Maintain accurate meeting attendance records for all Board and committee sessions.
- Manage the logistical arrangements for meetings, including venue coordination and addressing housekeeping matters to ensure smooth operations.
- Plan and organize the annual general meeting in conjunction with the Board of Directors and Managing Director (MD), ensuring all necessary preparations are in place.

Communication and Reporting:

- Serves as the primary point of communication between the Board, executive management, and external stakeholders, ensuring seamless information flow and coordination.
- Draft and circulate reports, resolutions, and official correspondence as directed by the Board or the Chairman, ensuring clarity and accuracy in all communications.
- Liaise with government officials, partners, and other stakeholders to support and facilitate the Board's activities and objectives as required.
- Prepare reports on outstanding agenda items and take appropriate actions to ensure timely provision of information for Board members to make informed decisions.
- Coordinate the annual performance evaluation process for the Board of Directors and its Committees, ensuring comprehensive and constructive feedback.
- Draft Ministry Papers and Briefs as directed by the Board of Directors, ensuring alignment with the Board's objectives and legal requirements.
- Maintain regular communication with the Chairperson of the Board, providing necessary guidance and advice to support effective governance.
- Monitor and periodically report to the Board of Directors on the alignment of governance documents with applicable regulatory frameworks, ensuring ongoing compliance and best practices.

Strategic and Operational Support

- Execute individual projects as assigned by the Board of Directors or Board committees, ensuring timely and efficient completion.
- Oversee the preparation of sub-committee reports for Board meetings, ensuring consistency and clarity in the presentation of information.
- Manage the preparation and distribution of Board and committee notices and agendas, ensuring all relevant materials are provided in advance of meetings.
- Provide strategic support to the Board in the development of long-term planning and policy formulation, ensuring alignment with the Board's goals and objectives.
- Conduct thorough research and prepare concise briefing documents on matters to be discussed by the Board, providing key insights to inform decision-making.

Board of Directors:

- Exercise authority as delegated by the Chairman of the Board, ensuring the effective execution of responsibilities.
- Recommend necessary changes to operating strategies to enhance organizational performance and align with the Board's objectives.
- Represent the Board in corporate matters, acting as a liaison with internal and external stakeholders.
- Supervise and assign tasks to Secretariat staff, providing guidance and ensuring optimal performance.

- Represent the Secretariat in meetings with internal and external stakeholders, ensuring alignment with the Board's priorities and objectives.
- Advise the Board on compliance and governance matters, ensuring adherence to relevant legal frameworks and best practices.
- Provide ongoing support to the Board of Directors, assisting with their duties and ensuring effective governance.
- Coordinate the orientation of new directors and facilitate the continuous professional development of all Board members to ensure they are well-equipped for their roles.
- Oversee the coordination of director fees, ensuring proper records are maintained and all payments are compliant with government regulations and approved guidelines.

Other:

- Perform other professional duties that may be assigned by the Chairman and/or the Managing Director from time to time.
- Participate in the Agency's Committees (where necessary)
- Adhere to and administer the Agency's rules and regulations.

Required Knowledge, Skills, and Competencies:

Core:

- Diplomacy and emotional intelligence
- Decision-making and data analysis.
- Negotiating and conflict resolution skills
- Ability to effectively plan, organize and manage meetings and attendant logistics.
- Be able to translate concepts into actions and results.
- Excellent oral and written communication skills.
- Be an effective troubleshooter and problem solver.
- Sound knowledge of corporate governance practices and ideally, an understanding of the laws, regulations and government guidelines associated with statutory bodies.
- Working knowledge of Boardroom governance and the administration of meetings
- Proficient in the use of the Internet and web-based databases
- Ability to communicate effectively under pressure and meet deadlines.
- High integrity/ethics
- Ability to execute tasks within deadlines and under limited supervision.
- Accountability
- Confidentiality

Technical:

- Knowledge of legal processes
- Knowledge of Conveyance and the Housing industry
- Knowledge of the operations of the Government of Jamaica's policies and procedures
- Working Knowledge of the PBMA & FAAC

Minimum Required Qualification and Experience:

- An undergraduate degree in Business Administration, Law and/or Public Administration or a related field
- Chartered Corporate Secretary, Certification in Governance or equivalent specialized training
- Proficiency in MS Office Applications
- Expert people management skills
- Sound knowledge of meeting protocols and applicable laws
- A minimum of three (3) years' experience, preferably in a Public Body
- Demonstrated experience in developing policy, procedures, and corporate governance practices and conducting research.

Special Conditions Associated with the Job:

- The Holder of a valid General Driver's License and a Motor Vehicle in good condition
- May be required to work beyond regular working hours to meet deadlines.
- Will need to handle sensitive and confidential information
- Maybe required to work on weekends.

Effort – Physical Demand

- Normal physical demand is required.
- High level of mental concentration

Effort – Mental Demand

- To solve corporate, strategic and administrative-related organizational challenges.
- To keep abreast of changes in the relevant fields
- To meet annual objectives
- To meet regular reporting deadlines

Working Conditions:

- Ninety per cent (90%) of the time in the office, such as in meetings
- Ten per cent (10%) of the time spent in (travelling locally, attending external meetings or occasions)

Reporting Relationship:

Reports To:	Directly:	Chairman, Board of Directors
	Administratively:	Managing Director

Nature of Supervision received:

- **Guidance and Direction:** The Chairman provides high-level guidance and direction on corporate governance practices. The Company Secretary works closely with the Chairman to ensure that the Board adheres to the principles of good governance and complies with the relevant laws and regulations.
- **Advisory Role:** The Company Secretary serves as an advisor to the Board Chairman, offering advice on matters related to board procedures, legal compliance, and corporate governance. The Chairman relies on the Company Secretary's expertise in these areas to make informed decisions.
- **Meeting Preparation and Support:** The Company Secretary plays a key role in preparing agendas for Board meetings, ensuring that the necessary documentation is in place. The Chairman may supervise and review these documents to ensure they are aligned with the strategic goals of the company and its regulatory obligations.
- **Compliance Monitoring:** The Board Chairman supervises the Company Secretary to ensure that the company complies with corporate laws, regulations, and internal policies. This includes ensuring that filings, disclosures, and shareholder communications are completed in a timely and accurate manner.
- **Coordination with the Board:** The Company Secretary ensures effective communication between the Board, shareholders, and management. The Chairman works closely with the Company Secretary to facilitate smooth interactions, ensuring that all Board members are well-informed and that governance matters are properly handled.
- **Risk Management:** The Company Secretary, under the supervision of the Board Chairman, is tasked with monitoring risks related to governance, regulatory compliance, and corporate practices. The Chairman oversees the processes to mitigate any such risks, relying on the Company Secretary's reporting and recommendations.

- **Confidentiality and Integrity:** The Chairman ensures that the Company Secretary maintains confidentiality, particularly regarding sensitive information discussed at Board meetings. The supervision focuses on maintaining integrity and trust within the Board and management.
- **Evaluation and Performance Feedback:** The Chairman provides periodic performance feedback to the Company Secretary, ensuring that the individual is fulfilling their responsibilities efficiently. This feedback loop helps the Company Secretary to improve their effectiveness in fulfilling their duties.

Supervision Given To:

- Corporate Services Officer
- Recording Secretary

Supervision Tasks for the Corporate Services Officer:

- Secretariat Operations Oversight: Supervise the overall functioning of the Corporate Secretariat, ensuring efficient management of staff and resources.
- Staff Leadership and Guidance: Provide leadership and guidance to the Corporate Services Officer, ensuring task delegation, performance monitoring, and staff development.
- Agenda and Documentation Management: Supervise the preparation, compilation, and timely distribution of meeting agendas, reports, resolutions, and other key documents.
- Compliance Monitoring: Ensure the Corporate Services Officer adheres to legal, regulatory, and governance requirements in managing the Secretariat's operations.
- Logistical Arrangements for Meetings: Oversee the preparation and coordination of logistical arrangements for Board and committee meetings, ensuring meetings are well-organized and executed.
- Performance Evaluation and Development: Supervise the coordination of the annual performance evaluation process for the Board and its Committees, ensuring feedback is gathered and improvements are tracked.
- Payment and Fee Coordination: Oversee the administration of director fees, ensuring proper records and payments in line with government regulations and internal policies.
- Governance Documentation: Ensure that governance documents such as the Board Charter, Code of Conduct, and policies are prepared, updated, and maintained as needed.
- Corporate Secretariat Communication: Supervise communication between the Board, executive management, and external stakeholders, ensuring that all relevant parties are kept informed.
- Sub-Committee Report Management: Oversee the preparation and submission of reports from sub-committees, ensuring their alignment with the Board's goals and strategic priorities.

Supervision Tasks for the Recording Secretary:

- Minutes and Record Management: Supervise the recording of accurate minutes of Board and committee meetings, ensuring completeness and correctness.
- Distribution of Minutes: Oversee the timely distribution of minutes and other relevant meeting records to Board members and stakeholders.
- Document Retention and Filing: Ensure that minutes and other key records are properly archived, stored, and maintained for future reference and legal compliance.
- Action Item Tracking: Ensure the tracking and follow-up of action items arising from Board and committee meetings, ensuring proper execution of assigned tasks.
- Governance Document Support: Assist in the maintenance and organization of key governance documents, such as meeting records, resolutions, and Board decisions.
- Meeting Preparation Assistance: Supervise preparing and organizing meeting materials for Board and committee meetings, ensuring the completeness and relevance of documents.
- Confidentiality and Security of Records: Ensure the confidentiality and security of sensitive records, including meeting minutes and Board decisions, in accordance with data protection regulations.
- General Supervision Tasks:
- Staff Performance Management: Supervise the performance of both the Corporate Services Officer and the Recording Secretary, providing feedback, guidance, and professional development.
- Policy and Procedure Implementation: Ensure that policies and procedures for the Corporate Secretariat are implemented and followed by both the Corporate Services Officer and the Recording Secretary.

- **Compliance Oversight:** Ensure that both the Corporate Services Officer and the Recording Secretary maintain compliance with relevant laws, regulations, and governance frameworks.
- **Coordination with the Board:** Serve as the primary point of contact between the Board, Corporate Services Officer, Recording Secretary, and other staff, ensuring the Board's objectives are met through effective Secretariat operations.
- **Ad hoc Project Supervision:** Oversee specific tasks or ad hoc projects assigned to the Corporate Secretariat, ensuring deadlines and objectives are met in a timely manner.

Supervision Given To:

Corporate Services Officer

- ❖ Oversee Secretariat Operations
- ❖ Agenda preparation and Distribution
- ❖ Minutes and Document Management
- ❖ Compliance Monitoring
- ❖ Meeting Arrangements
- ❖ Board member Support
- ❖ Payment and Fee Administration
- ❖ Communication Facilitation
- ❖ Sub-Committee Report Preparation
- ❖ Preparation of Governance Documents
- ❖ Confidentiality and Security Management

Supervision Given To:

Recording Secretary

- ❖ Record minutes of meetings, prepare agendas and ensure that all relevant documentation is prepared and distributed.
- ❖ Ensure accurate recording of meeting minutes, capture all key discussions, decisions, and actions
- ❖ Ensure that meeting schedules are managed, agendas are prepared, and minutes are distributed on time.
- ❖ Follow guidelines for the preparation and storage of minutes and other official records.
- ❖ Submit draft minutes for review and make necessary revisions based on feedback.
- ❖ Attend training sessions on minute-taking techniques, organizational procedures, and software tools.
- ❖ Maintain accuracy in minute-taking, meet deadlines, and handle confidential information appropriately.
- ❖ Ensure confidentiality of meeting discussions and documentation.
- ❖ Use meeting management software, recording tools, and document management systems effectively.

Liaises Internally with

The Board of Directors and All members of staff.

Liaises Externally with

The Ministry of Economic Growth and Job Creation
The Ministry of Finance and the Public Service and other relevant Ministries, Departments and Agencies.

Authority:

The authorities of a Company Secretary typically encompass a broad range of responsibilities related to governance, compliance, and administration within an organization. These authorities can vary based on the company's structure, jurisdiction, and specific organizational needs, but generally include the following:

1. Governance and Compliance

- ❖ **Regulatory Compliance:** Ensure adherence to all applicable laws, regulations, and corporate governance standards. This includes staying updated on legal changes and ensuring the company's practices comply with these requirements.
- ❖ **Governance Advice:** Advise the Board of Directors on best practices in corporate governance and regulatory requirements.

2. Board and Committee Support

- ❖ Meeting Organization: Schedule, organize, and prepare for Board and committee meetings. This includes drafting agendas, distributing materials, and coordinating logistics.
- ❖ Minutes and Records: Record accurate minutes of Board and committee meetings, ensuring that all decisions and discussions are documented and filed properly.

3. Corporate Records Management

- ❖ Document Maintenance: Maintain the registers of directors, shareholders, and company secretarial documents.

4. Shareholder Relations

- ❖ Communication: Facilitate communication between the company and its shareholders, including handling inquiries, managing shareholder meetings, and ensuring proper disclosure of information.
- ❖ Meeting Administration: Organize and manage Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs), including the preparation of notices and proxy forms.

5. Administrative and Strategic Support

- ❖ Administrative Duties:
 - The Management of the Board of Directors' electronic platform.
 - Perform administrative tasks related to corporate governance, including record-keeping, correspondence, and other secretarial functions.
- ❖ Strategic Input: Provide input into corporate strategy by advising the Board of Directors on governance and compliance implications and assisting with the development and implementation of strategic initiatives.

6. Advisory and Training Role

- ❖ Board Training: Provide training and support to the board on governance issues, regulatory changes, and company policies.
- ❖ Policy Development: Assist in the development and review of company policies and procedures to ensure they align with legal requirements and best practices.

Performance Standards:

Performance is deemed satisfactory by the extent to which the following key outputs meet the established standards:

- Coordinate and attend meetings of the Board and its committees, accurately recording, producing, and maintaining minutes and reports and ensuring timely distribution of all documents to the Board and respective Committee members.
- Board of Directors meetings scheduled as directed within the agreed timeframe. An annual calendar of board meetings, committee meetings, planning sessions and events for the year shall be provided to all board members by January of each year.
- The Chairman may call Special meetings from time to time and notice of such meetings shall be circulated to the directors as soon as it becomes apparent that a meeting will be required.
- The Chairman of the Board is responsible for the meeting agenda, and any director may submit agenda items to the Chairman and Company Secretary at least ten (10) days prior to the Board meeting.
- Ten (10) days prior to each Board meeting, the Director the proposed agenda for review.
- Seven (7) days prior to each board meeting, the Company Secretary shall issue a notice of the board meeting to the Board of Directors together with the approved agenda and the various board papers where applicable.
- Management must develop preparatory materials for the Board meetings. The Company Secretary shall distribute soft copies of the documents, where applicable to the Board members, no later than six (6) days before the meeting.
- The Board packages shall be dispatched by the Company Secretary to the Board members no later than seven (7) days prior to the Board meeting (unless confidentiality or sensitive concerns dictate that materials be distributed only at the meeting. Board documents are intended to have been read in full prior to each meeting.

- Board packages shall include Board Minutes, Committee Reports, the Managing Director's Report, Financial Statements, Reports specifically requested by the Board and other background resources that are believed useful to conducting Board business.
- Action Items and Board Extracts
 - ❖ Within five (5) working days of the Board meeting, the Action Items are to be extracted by the Company Secretary and sent to the Senior Manager with responsibility for the specific action, copied to the Managing Director.
 - ❖ The Company Secretary is responsible for following up on the Action Items and collating the updates for presentation to the next meeting of the Board.
 - ❖ Within five (5) days of the Board meeting, Board Extracts shall be prepared by the Company Secretary highlighting specific board decisions which were made, including board approvals. The Board Extracts shall be circulated to the relevant Senior Manager to whose Department the decision applies and copied to the Managing Director.
- Minutes: Contents, Approval and Circulation
 - ❖ Draft Board Minutes are to be circulated to the Chairman and the Managing Director no later than ten (10) days after the meeting.
- Minutes and Reports
 - ❖ Papers for Committee meetings are to be circulated at least seven (7) days before the scheduled date.
 - ❖ After the Committee meeting is held, the minutes action sheet and draft Committee Report to the Board are prepared by the Committee Secretary and submitted to the Committee Chair for his or her approval within seven (7) working days after the meeting.
- Appointment and change in directorship filed within the specified timeframe by the Companies Office of Jamaica when required to do so.
- Conflict of Interest Register is maintained consistently, and information is noted as soon as conflicts (potential or direct) are disclosed.
- The Company Seal Register is maintained consistently, and information is recorded as soon as the seal is used. The use of the Agency seal was reported to the board.
- Board Performance Evaluation coordinated and conducted annually.
- External Consultant contacted and exercise is done in keeping with the relevant regulations and procurement guidelines.
- The Proxy Register is maintained annually before the Annual General Meeting.
- Harmonious working environment maintained by displaying professional conduct as prescribed by the HAJL HR policy manual and by addressing conflict using appropriate strategies and procedures.
- Monitor and report to the Board of Directors periodically on the alignment of the Public Body's Code of Conduct and Ethics, Board charter, Committee and other related terms of reference, frameworks, charters and guidelines to:
 - The Companies Act,
 - The Agency's Corporate Governance Policy
 - The Corporate Governance Framework for Public Bodies,
 - Public Bodies Management and Accountability Act
 - Financial Administration and Audit Act
 - The MOFPS Enterprise Risk Management Framework
 - Best practices
- Carry out individual projects as assigned by the Board of Directors or Board committees.
- Maintain regular communication with the Chairman of the Board and provide advice as necessary.
- Performs any other duty assigned that is consistent with the nature and function of the job

Agency Declaration:

Please note that the Housing Agency of Jamaica Limited Board of Directors reserves the right to revise and amend the Job Description when necessary to accommodate the needs of the business.

**THIS DOCUMENT IS INTENDED TO BE A GUIDE IN TERMS OF MAJOR OUTCOMES/ACCOUNTABILITY OF
THE PORTFOLIO SIGNIFIED ABOVE**

VERIFIED BY:

Employee's Signature

Date

Board Chairman

Date

HR Representative / Snr. Manager (HRM&A)

Date