

## Role Title

**Company Secretary**

## Role Information

Role Type	Pay Band	Location	Duration	Reports to:
Advisory, policy and expertise	PB 8	Lagos	Indefinite	Director Operations Nigeria

## Role purpose

The main purpose of this role is to ensure that the British Council complies with all statutory and regulatory requirements of Nigeria, and with corporate requirements related to corporate governance and information management.

The role holder will provide legal advice and specialist support in ensuring timely availability of reports, minutes, records of decisions, analytics and business plans; and coordinate for smooth functioning of the Country Directorate.

The post-holder will be an active member of the Nigeria Senior Leadership Team (SLT), coordinate SLT meetings, engage with key stakeholders and act as a first point of contact for decisions and activity related to governance.

## About us

The British Council is the UK's international organisation for cultural relations and educational opportunities. We create friendly knowledge and understanding between the people of the UK and other countries. We do this by making a positive contribution to the UK and the countries we work with – changing lives by creating opportunities, building connections and engendering trust.

We work with over 100 countries across the world in the fields of arts and culture, English language, education and civil society. Each year we reach over 20 million people face-to-face and more than 500 million people online, via broadcasts and publications. Founded in 1934, we are a UK charity governed by Royal Charter and a UK public body.

## Geopolitical/SBU/Function overview:

Nigeria is one of the largest economies in Africa. It is also the most populous country with over 170 million citizens. The UK is its largest trading partner. Nigeria holds significant political power in the region and internationally and its society retains a positive attitude to the UK. There are therefore major opportunities for the British Council to increase our impact, by building on our already strong existing relationships with the Nigerian government, institutions and customers/audiences. To ensure our goals are achieved successfully, it is essential to manage complex and significant risks to our work, notably in security and compliance.

Nigeria is the British Council's largest operation in sub-Saharan Africa with offices in 4 cities – Port Harcourt in the south, Kano in the north, Abuja the Federal capital and Lagos the commercial centre. Our 150 staff work across a range of states delivering large scale contracts, partnership programmes, examinations, projects as well as services in Arts, Education & Society, and English & Exams. All our activities are aimed at bringing benefits to both Nigeria and the UK.

We are already achieving substantial impact and income (current turnover is more than £20 million) and have plans to grow and develop still further. We are making adjustments to our status in Nigeria to enable us to do more.

Partners and clients include government, public and private institutions, foundations, private sector organisations and civil society. We work closely with the wider UK resource in Nigeria including the Foreign and Commonwealth Office (FCO), the Department for International Development (DFID) and the Department for International Trade (DIT).

42% of Nigeria's population is under 14. The country's Vision 2020 aims to address the aspirations of a young population as part of its drive to achieve peace and prosperity. This has led to unprecedented interest and investment in Education, the Arts and good governance. Such an alignment with the UK's priorities places the British Council in a pivotal role in developing relations between the Nigerian and British people. It also increases expectations on us. To be successful, we need to build an understanding of our stakeholders: in Nigeria, that the UK is modern, relevant and outward looking; and in the UK, that Nigeria, although it has well-known challenges, is an emerging economy with substantial commercial and development opportunities. In this we integrate our approach with that of the wider UK mission.

We are expanding and scaling up our existing programmes, contracts and services, and developing offers to fill important gaps. We are also working to ensure that we have a good balance of partnership, customer services and client funded work across all these sectors.

Increasingly, in order to gain scale and relevance, and to increase the impact of our work, we are working closely with other British Council operations in sub-Saharan Africa and, particularly in West Africa (the Cluster).

It is an ambitious programme. To do all this we need to create the right enabling environment. We need to ensure we have trusting external relationships in Nigeria and build them further. We operate with integrity and adherence to our values. We require high standards of professional

and technical expertise of our staff, and provide support for professional development. And we learn from others, adopting and using best practice.

Specifically related to this role, we also need to ensure that our platform and our legal status in Nigeria are fully equipped to support the opportunities we are pursuing. We need rigorous and compliant frameworks to support our work in areas such as finance, security, procurement, compliance and quality management.

The post holder will play a key support role in assisting the Directorate to achieve its priorities, ensuring that operations run smoothly and in full compliance with external and internal requirements.

### Main opportunities/challenges for this role:

#### Opportunities

- To provide Company Secretary services to a growing operation in a newly created role.
- Liaison with colleagues and external stakeholders across numerous locations.

#### Challenges

- Maintaining high quality of service provision, accuracy, proactivity and timeliness of work, and acting with the speed, acumen and flexibility associated with the commercial sector in an organisation that is not-for-profit.

### Main Accountabilities:

#### Legal Advice

Coordinate the Nigeria operation's internally and externally sourced legal advice.

- Drawing on advice from external advisers and specialist British Council teams as required, advising company and other directors on relevant laws and regulations, identifying and implementing process changes where necessary.
- Acting as the focal point of communication in Nigeria for British Council and company litigation matters and for external legal advice.
- Establishing and monitoring procedures to ensure that each British Council company in Nigeria complies with its governing document (articles of association) and relevant company legislation.
- Reporting to the board of directors, country and operations directors, and British Council specialist teams as appropriate, any actual or potential non-compliance with legislation, regulation or British Council policies.
- Managing day-to-day relationships with external consultants and advisers on corporate

governance matters (for example, legal services, financial advisors).

- Managing and monitoring legal and specialist advisor costs, and ensuring value for money.

### **Company Secretarial**

Support and ensure company compliance and external reporting.

- Supporting the directors of the companies by managing and recording meetings and decisions.
- Advising the directors of the companies on duties and responsibilities, good governance practice and the memorandum and articles of association (Memart).
- Organising director induction and ensuring the directors' knowledge is kept up to date.
- Liaising with the chairs of the boards and group governance on the appointment and end of term of directors, ensuring compliance with the companies' Memart and local regulations.
- Liaising with finance staff on the preparation and audit of the annual report and accounts for the boards' approval, ensuring all external reporting requirements and deadlines are met.
- Maintaining the companies' statutory registers and ensuring the companies' governance records are held securely and maintained in compliance with local legal requirements as well as with British Council policies.
- Ensuring the companies' communications, documentation and stationery and all relevant documents include all disclosures required by law and are in line with British Council brand guidelines.
- Preparing any required disclosures or documentation on the companies' corporate governance and the workings of the board.

### **Country Directorate Secretarial**

Provide executive support to the Nigeria Country Management Team (CLT), the Senior Leadership Team (SLT), and the West Africa Cluster.

- Act as a main point of contact where required for selected high level visitors to the country directorate, providing advice and support to teams on processes and priorities.
- Handle any special strategic assignments delegated by CLT, SLT and Cluster.
- Schedule and facilitate regular meetings of CLT, SLT and Cluster, securing venues,

assisting with travel and visa arrangements, and enabling maximum participation.

- Ensure meeting minutes are taken where required.
- Drive forward SLT actions from key meetings.
- Line manage Office Administrative Assistant post and specifically oversee and quality assure the following functions:
  - Correspondence on behalf of CD and Country Management Team (CMT) to both internal and external stakeholders
  - SLT activities and logistics (staff meeting agendas, regional and cluster meetings, quarterly management meetings, and team social events), planning and organising resources accordingly (often at short notice) to ensure that work is carried out efficiently and effectively
  - Management of complex calendars and scheduling, meeting prioritisation; large scale meeting coordination
  - Feedback on operational issues and events to senior managers, enabling the adaptation of work plans where necessary and supporting continuous improvement in efficiency and quality of service delivery.
  - Event coordination in the Lagos office.

### **Corporate risk and compliance**

- Manage, and where required mitigate and record, any risks associated with the main accountabilities above.
- Oversee Information Management of the British Council in Nigeria ensuring compliance with relevant legislation and British Council policy.
- Follow agreed corporate risk management processes and procedures when delivering services (e.g. child protection, security policies, financial protocols, anti-fraud measures) to protect the interests of the British Council and its customers at all times.

### **Analysis and reporting**

- Complete expense reports, maintain schedules, plan and coordinate Directorate-level events
- Create and maintain a system of knowledge management for key documents owned by Country Director, CMT, SLT, and British Council Nigeria Company Directors. Documents include agenda, minutes and actions of key meetings, communication updates, key meetings and outcomes.

### **Financial and resource management**

- Manage SLT and any other relevant budgets, and ensure compliance with financial standards and guidelines.

## Key Relationships:

### **Internal**

- Country Director
- Director Operations
- Company Managing Director, Board of Directors
- Country Management Team and Senior Leadership Team
- Legal team in UK
- Corporate governance team in UK
- CEO and Chair's office in UK plus Global Network Team and other key colleagues relevant to current projects

### **External**

- External legal and professional advisors
- Officials at Nigerian Ministry of Foreign Affairs (MFA), British High Commission (BHC), and other HMG/devolved administration partners
- Officials of ministries, CEOs and other key external contacts.

## Role Requirements:

Threshold requirements:		Assessment stage
<b>Passport requirements/ Right to work in country</b>	All applicants should have a <b>pre-existing legal status</b> to live and work in Nigeria. The British Council does not facilitate/sponsor visa applications and work permits	Shortlisting
<b>Direct contact or managing staff working with children?</b>	No	N/a
<b>Notes</b>	Some unsocial hours, weekend work and travel may be required.	
Person Specification:		Assessment stage
<b>Language requirements</b>		
<b>Minimum/Essential</b>	<b>Desirable</b>	<b>Assessment Stage</b>

Fluency in written and spoken English - Shortlisted candidates will need to demonstrate that they meet the required standard through the IELTS test which will be administered as part of the recruitment and selection exercise		Shortlisting and interview/ IELTS
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**Qualifications**

<i>Minimum/Essential</i>	<i>Desirable</i>	<i>Assessment Stage</i>
Education to degree level or equivalent		<i>Shortlisting</i>

**Role Specific Knowledge & Experience**

<i>Minimum/Essential</i>	<i>Desirable</i>	<i>Assessment Stage</i>
<ul style="list-style-type: none"> <li>• A legal practitioner with a minimum of five years' experience in a similar role or relevant legal field.</li> <li>• A member of the Institute of Chartered Secretaries and Administrators or similar organisation</li> <li>• Advanced knowledge of Microsoft Outlook as well as strong working knowledge of Microsoft Word, Excel and Power Point.</li> <li>• Strong organisational and problem solving skills</li> <li>• High level of integrity and discretion in handling confidential information</li> <li>• Ability to multi-task under pressure and in a fast-paced</li> </ul>	<ul style="list-style-type: none"> <li>• Experience of working across matrix structure to drive and deliver a substantial agenda</li> <li>• Advanced knowledge of project management software and customer relationship management systems</li> </ul>	<i>Shortlisting and/or interview</i>

<p>environment</p> <ul style="list-style-type: none"> <li>• Ability to take initiative and deal with uncertainty and ambiguity</li> <li>• Exceptional written, verbal and interpersonal communication skills and experience of managing senior stakeholders and partners</li> </ul>		
<b>British Council Core Skills</b>	<b>Assessment Stage</b>	
<p><b>Communicating &amp; Influencing (Level 3)</b> Is creative and adaptable in communications</p> <p>Able to use a range of non-standard and creative approaches to inform, and persuade other, extending beyond logical argument to influence decisions and actions in a way which is inclusive and engaging</p>	<i>Interview</i>	
<p><b>Planning &amp; Organising (Level 3)</b> Develops Annual Plans</p> <p>Develops and reviews the implementation of annual plans for a work group or function, taking account of business and customer requirements and reconciling competing demands.</p>	<i>Shortlist</i>	
<p><b>Managing Finance and Resources (Level 2).</b> Uses financial systems and processes.</p> <p>Use corporate financial system and processes appropriately as part of the job and on behalf of the team</p>	<i>Interview</i>	
<p><b>Managing Risk (Level 3)</b> Develops the culture.</p> <p>Has track record of analysing potential risks, promoting risk awareness, and holding others to account for their practices.</p>	<i>Shortlist</i>	
<p><b>Managing accounts and partnerships (Level 4)</b> Plans and leads on accounts and partnerships</p> <p>Develops and leads on the delivery of account management and development plans across a range of stakeholders/ customers/ partners to deliver medium term business and/or reputational gains for both parties.</p>	<i>Shortlist and interview</i>	

British Council Behaviours	Assessment Stage
<ul style="list-style-type: none"> <li>• <b>Connecting with others (Most demanding):</b> Building trust and understanding with people who have very different views.</li> <li>• <b>Being Accountable (More demanding):</b> Putting the needs of the team or British Council ahead of my own.</li> <li>• <b>Making it Happen (More demanding):</b> Challenging myself and others to deliver and measure better results.</li> <li>• <b>Creating Shared Purpose (More demanding):</b> Creating energy and clarity so that people want to work purposefully together.</li> </ul>	<i>Interview</i>
Prepared by:	Date:
Stephen Forbes, Director Operations, Nigeria	14 February 2019