



# **BOARD SECRETARY'S ROLES AND RESPONSIBILITIES**

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## Glossary

Term	Description
Mushrif or the Company	Mushrif Trading and Contracting Company
AGM	Annual General Meeting
The Chairman	Chairman of the Board of Directors
BOD or the Board	Board of Directors
BNRC	Board Nomination and Remuneration Committee
CEO	Chief Executive Officer

## **1. Introduction**

The BOD Secretary supports the Board and its Committees during meetings, by circulating meeting invitations, preparing meeting agendas and minutes of meeting in addition to other roles and responsibilities related to the implementation of the Company's Corporate Governance Framework. This document has been prepared to set out the qualification, duties, roles and responsibilities of the Company's Board Secretary in line with CMA Corporate Governance related regulations and other applicable rules and regulations.

## **2. Qualifications, Skills and Competencies**

1. Holder of University Degree or Higher Education on BA Business Studies, or Law.
2. The Board Secretary should have sufficient knowledge on relevant laws and regulations applicable to the Company.
3. The Board Secretary should have familiarity with the Company business and a minimum six (6) years of relevant experience.
4. The Board Secretary should be bilingual, proficient in Arabic and English, and should have a strong writing skills and good communication skills.
5. The Board Secretary should possess knowledge and understanding of corporate governance principles and practices, CMA and other relevant regulations.
6. Preferably a Chartered Secretary or member/affiliate of an internationally recognized institution.

## **3. Reporting line and compensation structure**

1. The Board Secretary is appointed by the Board among Company's employees. Any decision for dismissal of the Board Secretary should be passed by the Board
2. The Board Secretary will report directly to the Chairman.
3. The compensation of the Board Secretary will be determined by the Board in coordination with the BNRC. Annual rewards or incentives (if any) should be approved by the Board.

## **4. Roles and Responsibilities**

The Board Secretary is responsible for carrying out both a legislative and administrative role in regards to the Board and its Committees. He / She will serve as a point of reference and support for all Board members and will consult regularly with the Board to ensure that they receive any necessary information in a timely manner.

The main duties, roles and responsibilities of the Board Secretary include the following:

1. Assist the Chairman on all Board related matters including setting meetings' agenda



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and circulating invitations for Board discussions

2. Ensure the presentation of high quality information to the Board and its Committees.
3. Monitor the implementation of Board resolutions and ensure that the Board is up to date in terms of the status of such implementation.
4. Coordinate between Board members and other stakeholders, where needed, including shareholders and various departments within the Company.
5. Ensure proper receipt and distribution of information and ensure adherence to the procedures approved by the Board relating to circulation of information to and from the Board, Committees and Executive Management.
6. Reviews the Memorandum & Articles of Association and prepare amendments for endorsement by the Board and approval the Extra-Ordinary General Assembly.
7. Coordinate with concerned party during the Company's annual report preparation process to provide information related to the Board and Board Committees.
8. Coordinate and follow up with Board members regarding their and the Company's ownership of shares in order to communicate such interest to concerned team/ department for the purpose of disclosing such information to regulatory authorities where required.
9. Carry out all other duties assigned by the Board.

### **5. Role in the Board Committees**

1. Act, based on nomination of the Board or concerned Board Committee, as the Secretary of Board Committees.
2. Prepare and issue Committees' meeting invitations and agendas.
3. Ensure that the invitation of each meeting confirms the venue, date and time along with the agenda and supporting documents to topics subject to discussion during the meeting.
4. Ensure that meeting invitations are distributed to each member of the Committee no later than three days before the date of the meeting.
5. Prepare and submit for Committee's Chairman's approval the contents of the agenda for the Committee's meeting.
6. Register the attendance of members in each meeting.
7. Record the minutes of the proceedings and resolutions of all committees' meetings and submit for the approval of the Committee's Chairman.

### **6. Other Duties**

#### Meetings

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1. Coordinate with the Chairman to set meetings date, time and venue then communicate the same to members by circulating the meeting invitation and agenda.
2. Ensure members are provided with the meeting agenda at least 3 days before the Board meeting except in cases of emergency meetings.
3. Ensure that meeting agenda is supported by all required supporting documents which would enable the Board to take decisions in the best manner.
4. Coordinate, organize and attend Board meetings and ensure compliance with all regulatory requirements.
5. Prepare the agenda and invitation to the meetings of the Ordinary and/or Extraordinary General Assembly, present the same to the Board for approval, distribute to shareholders, and coordinate with concerned department to publish in local newspapers and the Official Gazette.

### Minutes of Meeting

1. Record and maintain the Board minutes of meetings. Each page of the minutes are to be signed by the Board Secretary and all Board members who attended the meeting.
2. Ensure that minutes reflect all Board discussions, suggestions made by Board members and results of voting conducted in meetings.
3. Ensure that all members are able to access all the meeting minutes and all the information and documents related to topics discussed or decisions taken.
4. Record Board authorization of conflict of interest related matters in the Company's conflict of interest register.
5. Circulate Board resolutions to concerned departments for implementation, follow up on implementation status and report progress to the Board.
6. Document the minutes of AGM meeting and circulate to the Board.

### Custody of records

1. Have custody over all Board and Board Committee's documentation including membership records and Charters.
2. Ensure that Company's records are maintained in accordance with related laws and regulations and are made available to authorized persons when required. Records may include the following documents at minimal:
  - Memorandum of Incorporation and Articles of Association.
  - Lists of BOD members and membership related documents.

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- Board and Board Committee minutes of meeting.
- Financial statements and other official records.
- Third party contracts.

### **Communication**

1. Manage the general correspondences of the Board of Directors and Board Committees.
2. Coordinate with concerned function/ department to ensure that concerned regulatory authorities are communicated with all change in the Memorandum of Incorporation, Articles of Association and any other information required in that regard.
3. Bring to the attention of the Board, Board Committees or Executive Management any publications related to the Company that he/ she may come across to decide on the appropriate action to be taken in that regard.
4. Review Board and Board Committees' related information prior to publishing on the Company's website.

### **Confidentiality**

1. The Board Secretary will ensure the confidentiality of information he/she has access to during the course of his/ her work. <sup>such</sup> **Such information shall not** be shared with other parties who are not granted access to such information unless otherwise permitted by the Board.
2. The Board Secretary may be requested to sign a confidentiality agreement at the time of appointment.

## **7. Revision of Job Description**

This document should be reviewed on an annual basis by the BNRC to reflect new or updates to rules and regulations and changing corporate governance concepts pertaining to the duties and responsibilities of the Board Secretary.

All amendments, additions or deletions should be approved by the Board of Directors prior to its implementation.