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Bhutan Livestock Development Corporation Limited
Corporate Head Office
Thimphu: Bhutan
“Inspiring the growth of livestock entrepreneurs”



Terms of Reference (ToR) for Company Secretary

Position Title	: Company Secretary/Legal
Grade	: M5/M4/M3/M2/M1
Pay and allowances	Negotiable based on experience
Employment Type	: Regular
Qualification and Experience	: Bachelor's degree in law (LLB) and Bar Council certificate, preferably with experience.
Background	: The Company Secretary shall be responsible for managing and coordinating the Board affairs as per the Corporate Governance Guidelines for State Enterprises 2019. The Company Secretary shall serve as a vital link between the company and its Board of Directors, shareholders, government and regulatory authorities. He/she should ensure board procedures are followed, regularly reviewed, and maintain a close professional relationship with the Board.

Accountabilities/Responsibilities

The responsibilities are given below:

1. Preparing Board meeting agenda in consultation with CEO and Chairperson.
2. Maintaining minutes of the meeting, monitoring and ensuring decisions of the Board are followed up and actions taken.
3. Providing governance, administrative, technical, and other information support to the Board.
4. Responsible for supporting the Board, preparing and ensuring the Board agendas serve and reflect appropriate planning cycles, papers are received in advance, and that the Board and its members are cognizant of their duties and responsible, and for ensuring that the bank operates in line with good governance practice and in compliance with all Acts, Rules and Regulations in force.
5. Coordinate and attend Board Meetings as secretary to the Board and Board Committees.
6. Communicate the Board decisions to the management of the company and report actions taken and important Board decisions to the next Board for additional directives/further deliberation/to update the status.
7. Communicate Board decisions to external agencies directly or through the relevant officials of the company.
8. Payment of Board sitting fees and proper accounting.
9. Meet the statutory compliance requirements under the Companies Act and other relevant laws, including renewal of business licenses and updating of other important documents required for the company's business as a going concern from the regulatory authorities.



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10. Maintaining confidentiality of personal and business information, including procedures and documentation, while handling sensitive tasks, besides demonstrating honesty, flexibility, and sound work ethics of the company.
11. Any other work assigned by the Board and the CEO from time to time, including functional responsibilities and special projects;
12. Provide legal functions to the company
13. Represent the company in any lawsuit or legal process.
14. Provide the Board with legal advice on any matters asked by the Board and management.
15. Act as a custodian of the important documents of the company, including the Articles of Incorporation, Certificate of Incorporation, and Statutory Register of the Company.
16. Any other matters not covered by these terms of reference will be as per the decision of the Management or the Board, if required.
17. Managing Calendar of CEO (scheduling appointments, meetings, travel, and ensuring day-to-day engagement.
18. Coordinate Monthly and annual review and planning meetings
19. Maintain Annual Performance Compact (APC) and ensure smooth implementation of the activities.