

TERMS OF REFERENCE

3. Key Responsibilities

A. Legal Advisory and Risk Management

- Provide timely and professional legal advice to the Board, CEO, senior management, and HR departments.
- Advise management on legal risks arising from business operations, commercial decisions, employment matters, contracts, disputes, and regulatory requirements.
- Review proposed business decisions and provide legal recommendations before implementation where required.
- Identify potential legal exposures and recommend appropriate mitigation measures.
- Monitor significant legal developments and advise management on their potential impact on the Company.
- Maintain confidentiality and exercise professional independence in all legal matters.

B. Contract and Commercial Legal Services

- Draft, review, negotiate, and advise on contracts, agreements, memoranda of understanding, leases, service agreements, procurement contracts, employment-related agreements, Policy's, employee manual and other legal documents.
- Ensure contractual terms adequately protect the Company's financial, operational, and legal interests.
- Identify unfavorable, ambiguous, or high-risk contractual provisions and recommend appropriate amendments.
- Support management during contract negotiations with suppliers, customers, contractors, consultants, government entities, and other stakeholders.
- Establish and maintain appropriate systems for legal review and contract management.

C. Litigation and Dispute Management

- Manage and oversee litigation, arbitration, mediation, claims, and other legal disputes involving the Company.
- Coordinate with external legal counsel where specialist representation is required.
- Review legal claims, notices, demands, and correspondence received by or issued on behalf of the Company.

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- Provide management with regular updates on ongoing disputes, potential liabilities, and recommended courses of action.
- Maintain a comprehensive register of all significant legal cases and disputes.

D. Corporate Governance

- Provide legal guidance on corporate governance matters and the implementation of decisions of the Board, management and relevant committees.
- Review Board papers, resolutions, agreements, and other corporate documents from a legal perspective.
- Advise management on compliance with the Company's constitutional documents, applicable laws, regulations, and governance requirements.
- Support the preparation and maintenance of corporate records and statutory documentation.
- Ensure legal requirements relating to corporate decisions and transactions are properly addressed.

E. Regulatory and Statutory Compliance

- Monitor relevant laws, regulations, directives, and regulatory requirements affecting the Company's operations.
- Advise departments on legal and regulatory compliance requirements.
- Coordinate with relevant government authorities and regulatory bodies on legal matters, where required.
- Review internal policies, procedures, and guidelines to ensure legal compliance.
- Provide guidance on regulatory inspections, notices, investigations, and compliance matters.

F. Employment and Labour Law

- Provide legal advice on employment and labour-related matters.
- Review employment contracts, disciplinary matters, termination cases, grievances, redundancy, retirement, employee disputes, and other employment-related documentation.
- Advise HR on compliance with applicable employment legislation and regulations.
- Review high-risk employee cases before management decisions are finalized.
- Support the Company in handling employment related claims and disputes.

G. Policy and Procedure Review

- Review corporate policies, procedures, manuals, and guidelines from a legal and compliance perspective.

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- Recommend amendments where policies may create legal, regulatory, contractual, or operational risks.
- Assist management and relevant committees in developing legally sound policies and procedures.
- Ensure legal requirements are appropriately incorporated into corporate documentation.

H. Legal Documentation and Records

- Establish and maintain an organized legal document management system.
- Maintain records of contracts, litigation, legal opinions, regulatory correspondence, corporate documents, and other legal matters.
- Ensure important legal documents are securely maintained and accessible to authorized personnel.
- Monitor contractual obligations, renewal dates, expiry dates, and key legal deadlines.

I. External Counsel and Management

- Appoint, coordinate, and manage external legal counsel when required, subject to the Company's approval procedures.
- Monitor the performance, costs, and deliverables of external legal service providers.
- Ensure external legal advice is aligned with the Company's interests and strategic objectives.
- Represent the Company in legal discussions and negotiations with external parties when authorized.

J. Legal Strategy and Management Support

- Provide strategic legal input on major business initiatives, restructuring, investments, acquisitions, partnerships, projects, and other significant corporate decisions.
- Participate in senior management meetings and committees when legal advice is required.
- Prepare legal opinions, briefing notes, risk assessments, and recommendations for senior management and the Board.
- Support management in making informed decisions by clearly identifying legal implications, risks, and available options.

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4. Authority and Decision-Making

The Senior Legal Counsel shall have the authority to:

- Provide independent legal advice to management within the scope of the position.
- Request relevant documents and information from departments for legal review.
- Require departments to submit contracts and legally significant documents for legal review in accordance with Company procedures.
- Recommend amendments, suspension, escalation, or further review of transactions presenting significant legal risks.
- Engage or recommend engagement of external legal counsel in accordance with approved Company procedures.
- Escalate significant legal, regulatory, contractual, litigation, or compliance risks directly to the CEO/General Manager and, where appropriate, the Board.

The Senior Legal Counsel shall not approve or execute financial or commercial commitments outside the authority delegated under the Company's approved policies and delegation of authority.

5. Key Deliverables

The Senior Legal Counsel shall be responsible for ensuring:

1. Timely legal advice is provided to management and departments.
2. Significant contracts are legally reviewed before execution.
3. Material legal risks are identified, documented, and escalated.
4. Litigation and disputes are effectively monitored and managed.
5. Corporate policies and procedures receive appropriate legal review.
6. Employment-related legal risks are properly assessed.
7. Regulatory and statutory compliance requirements are monitored.
8. Legal records and contract registers are maintained accurately.
9. External legal counsel is effectively managed.
10. Senior management and the Board receive clear legal opinions and risk assessments on significant matters.

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6. Key Performance Indicators (KPIs)

Performance may be assessed against the following areas:

- Timeliness and quality of legal advice.
- Percentage of significant contracts reviewed before execution.
- Effective management and reduction of legal risks.
- Timely management and reporting of litigation and disputes.
- Compliance with applicable laws and regulations.
- Quality and timeliness of legal opinions and management reports.
- Effectiveness of contract and legal document management.
- Control and monitoring of external legal costs.
- Timely review of corporate policies and procedures.
- Stakeholder satisfaction with legal support.
- Successful implementation of legal risk mitigation measures.

7. Qualifications and Experience

Minimum Qualifications:

- Master's Degree in Law or equivalent recognized legal qualification.
- Admission to practice as a lawyer/advocate in the applicable jurisdiction, where required.
- Additional qualification in Corporate Law, Commercial Law, Employment Law, Compliance, or a related field would be an advantage.

Experience:

- Minimum 5 years of relevant legal experience, preferably including substantial corporate/commercial legal experience.
- Proven experience in contract drafting and negotiation.
- Experience in litigation and dispute management.
- Strong understanding of employment and labour law.
- Experience advising senior management and Boards.
- Experience in corporate governance and regulatory compliance is preferred.

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8. Required Competencies

- Strong legal research and analytical skills.
- Excellent contract drafting and negotiation skills.
- Strong knowledge of corporate and commercial law.
- Strong knowledge of employment and labour law.
- Excellent written and verbal communication skills.
- Strong risk assessment and problem-solving abilities.
- High level of professional integrity and confidentiality.
- Ability to provide objective and independent legal advice.
- Strong negotiation and stakeholder-management skills.
- Ability to work under pressure and manage multiple matters simultaneously.
- Strong leadership and decision-making capabilities.

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