

# Sedex®

**Company  
Secretary**





# Welcome from the CEO

Dear Applicant,

Thank you for your interest in becoming our first Company Secretary at Sedex.



At Sedex, we are passionate about helping businesses manage ethical and responsible supply chains, and positively impacting the people working in supply chains. Over 55,000 Sedex members use our products and services to map their supply chain, understand risks affecting their suppliers and overcome complex issues in responsible sourcing.

With over 15 years of experience, Sedex has considerable expertise in responsible sourcing, and today, we improve the working conditions and lives of 33 million people globally. We work with some of the world's most recognisable brands and standard-setting organisations, including the United Nations and Ethical Trade Initiative. We believe that, working with the right information and technologies, business really can shape the future of global trade to have an increasingly positive impact worldwide.

We have recently reviewed our organisational structure and capability to take us into the future and will shortly be launching an ambitious new business strategy. As part of this exciting development and expansion, we have created a new Company Secretary role to sit on the Executive team. This is a significant senior appointment, that will provide a leading company secretariat and ensure our governance structure efficiently and effectively manages our business, and our commercial subsidiaries.

The role is a broad-ranging post operating at the most senior level of our organisation, spanning governance, Board, legal, statutory record keeping and filings, and intellectual property. Our ability to judge the legal impacts of our growth and development are increasingly important in a rapidly changing world. Specifically, this post carries responsibility for the provision of legal services to Sedex, quantifying and managing risk, ensuring legal compliance and enabling and future proofing the organisation from a legal perspective.

A legal background is essential for this role and you may be an experienced Company Secretary, General Counsel, Head of Secretariat or Chief of Staff. You will be guiding and shaping our discussions on governance and regulatory matters and will be highly effective as a trusted advisor to both the CEO and Chair. As such, you will be someone who brings stature, maturity and sound judgement to the role and who is known for operating with insight, discretion and positive personal impact.

If you have the skills, experience and style we need, I very much look forward to hearing from you.

**Simon McCalla**





# Role Context

Sedex is a global membership organisation that drives improvements in ethical and responsible business practices across global supply chains. Sedex operates an online platform and products and services that allow its members to collect, share and analyse data and manage risks in their supply chain. Using Sedex products and services enables buyers and suppliers to collaborate to better manage social and environmental risks within the supply chain, and protect the people and environment working within it.

Sedex has 55,000 members in 180 countries, across 35 industry sectors, including food, agriculture, financial services, clothing and apparel, packaging and chemicals. Sedex offices are located in London, Gurugram, Santiago, Shanghai, Sydney and Tokyo.

The Sedex Board is currently chaired by Steven Esom and the current CEO is Simon McCalla. Information about the Board of Directors is available at <https://www.sedexglobal.com/about-us/our-people/>. Further information about Sedex is available at <https://www.sedexglobal.com/about-us/>.



# Role Profile

**Role title** Company Secretary

**Reporting to** Chief Executive

**Other reporting line** Chair of the Board

The Company Secretary will provide a leading company secretariat, ensuring our governance structure efficiently and effectively manages our business and our commercial subsidiaries. You will have the confidence and personal impact to guide and shape discussions on governance and regulatory matters at the most senior level, occupying the role of trusted advisor to the CEO and Chair.

This post reports directly to the CEO and is an opportunity for a specialist individual to take responsibility for the effective management, delivery and smooth running of all Board matters including meetings. The Company Secretary is responsible for the provision of legal services to the organisation, quantifying and managing risk, ensuring legal compliance and future proofing the organisation from a legal perspective.

## Main responsibilities of the role

### Governance

- Manage the implementation of key governance strategic projects
- Analyse, specify and drive the implementation of improvements to the infrastructure of the Governance function
- Ensure that the organisation follows the constitutional processes and procedures
- Work with Sedex team members to drive best practice training, updates and the embedding of effective procedures, processes and documentation
- Work with the Corporate Affairs team, produce the annual report and other related publications

### Board

- Support the Board and Committees to ensure agendas are agreed in advance, papers prepared and circulated to the appropriate people, minutes are recorded, and actions are progressed in a timely manner
- Timetable board meetings with directors and attendees
- Liaise with Board Members in between formal meetings and dealing with ad hoc Board queries
- Manage Board induction/training and Board effectiveness
- Provide guidance to the Board/management on any new applicable law/regulations
- Deliver succession planning for the Board in conjunction with the HR Director.

## **Legal**

- Provide counsel to the Board, the senior team and the organisation and advise on legal issues, risk, reputational management and regulatory matters
- Identify and manage the construct of relevant Sedex strategic partnerships, MOUs, Alliances and contracts that meet Sedex group global strategy and membership requirements
- Provide end to end legal advice for the organisation (including in relation to intellectual property, contracts, commercial and fundraising)
- Deal with enquiries relating to, and provide advice on, governance, compliance and contractual relationships; developing and building effective working relationships with all internal/ external stakeholders.

## **Legal entity structures**

- Manage the Group's structure, arranging for new subsidiaries to be formed and arranging for subsidiaries to be dissolved as appropriate, and making business registrations when the Group starts to do business in a new territory.

## **Statutory Record Keeping and Filings**

- Ensure statutory compliance with the Companies Act and other regulatory requirements including statutory filings and, with the assistance of local agents, manage regulatory filings required for the Group's subsidiaries and registered branches outside the UK
- Deal with statutory filings and administration following any statutory change of company details
- Support the provision of company due diligence documentation
- Oversee the statutory accounts timetable for all companies
- Oversee the confirmation statement timetable for all companies
- Work closely with the Director of Finance and team on the Group's Annual Report and Accounts and advise on changes to regulation and good practice
- Assist the Finance team in relation to the full-year audit process.

## **Intellectual Property**

- Manage the Group's portfolio of registered intellectual property and be the primary point of contact between the business and the Group's external trademark agents
- Property and Insurance
- Assist managing property lease documentation, tracking break clauses, prompting the Board to make property related decisions in a timely manner
- Support the Director of Finance, in conjunction with the Group's external Brokers, to manage the Group insurance portfolio

This is a description of the job as it is at present. It is the practice of Sedex to review job descriptions regularly to ensure that they relate to the job as is being performed or to incorporate whatever changes are being proposed.



# Person specification

In your written application, please provide evidence of your achievements against the criteria listed under Part One: Knowledge and Experience. Parts Two and Three will be explored further with selected candidates.

## **Part One Knowledge and Experience**

- Outstanding record of achievement gained at Board or Executive Leadership Team level, with direct experience of leadership and management within a conventional organisational setting.
- Direct personal experience of advising and/or directly influencing the most senior members of an organisation such as the Chair, Non-executive Directors and CEO. This is likely to have been gained as General Counsel, Chief of Staff, Head of Secretariat or Company Secretary.
- Significant post qualification experience as a lawyer, including direct experience of working in-house and ideally gained in different environments (exposure to legal issues relating to technology and commercial aspects would be an asset).
- A thorough understanding of membership organisations and their characteristics in terms of governance, decision-making and ethos.
- A full or partial qualification from the Institute of Chartered Secretaries and Administrators would be an asset (although not strictly essential).

## **Part Two Skills and Abilities**

- Highly effective communication, interpersonal, presentational and listening skills and able to secure the trust and confidence of senior people quickly.
- Collaborative in style with excellent relationship management and alliance-building skills.
- Highly intellectual and analytical capacity; able to distil key themes from high volumes of information and have a succinct and clear communication style.
- Able to carry influence effectively across all levels of the organisation in the UK and overseas and demonstrate positive personal impact.
- Outstanding organisational abilities and can manage competing priorities in a way that consistently delivers results.



### Part Three Leadership Style and Personal Attributes

- Flexible, adaptive thinker, with an evolved and nuanced approach to the quantification and management of risk.
- Confident decision-maker who owns their remit and responsibilities, is pragmatic and solutions-focused, but will say "no" if required and escalate appropriately.
- Resilient, proactive and professional style.
- A diplomatic approach with the confidence to work with and win over senior staff and Board members.
- Operates with undisputed personal integrity and discretion when handling confidential information.



# Terms of Appointment

#### **Remuneration**

Up to £100,000 per annum. Pro-rated for days worked. Starting salary will be dependent on experience.

#### **Contract**

This role is available on a three or four days per week basis.



# How to Apply

We hope you will consider expressing an interest in this role. If you have questions about the appointment process and would find it helpful to have an informal conversation, please contact Juliet Taylor on 0203 971 0832 or at [Juliet.Taylor@starfishsearch.com](mailto:Juliet.Taylor@starfishsearch.com)

**To make an application, please provide by email to [Juliet.Taylor@starfishsearch.com](mailto:Juliet.Taylor@starfishsearch.com)**

- your CV
- a covering letter that sets out your motivation for taking on this appointment, and evidence of your achievements against Part One of the Person Specification
- details of two referees who we would be able to contact at shortlist stage.

We would also be grateful if you would also complete the Equality and Diversity monitoring form provided. This form is for monitoring purposes only and is not treated as part of your application; you can email the form back to us when you apply and our team will collect it.

Closing date	Friday 13th September 2019
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First stage interviews with Starfish Search for selected applicants	w/c 23rd September 2019
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Agreement of the final shortlist: candidates will hear from us by	Friday 4th October 2019
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Informal meetings, telephone calls will follow confirmation of the final shortlist	Shortlisted candidates will have the opportunity to speak with the Chair and meet with the CEO either prior to final interview, or on the same day.
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Formal interviews for shortlisted candidates are expected to take place in	Early October
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# Sedex®



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