

Terms of Reference (TOR) for the Company Secretary

Background and Purpose

The Company Secretary is the focal point for communication with the Board of Directors and senior management and plays a key role in the administration of important corporate and governance matters. The Company Secretary works with the Board Chair to establish and administer the Company's governance framework. S/he provides advice to the Board, individual Directors, the Executives and Employees of the Organization to ensure compliance with that framework and on issues relating to Board decisions, requirements and requests. At the direction of the Chair, the Company Secretary assists the Board in the discharge of its duties by organizing and recording the activities of each meeting of the Board and its Committees. The details roles, duties and responsibilities of a Company Secretary are commonly specified in the appointment letter, job contract, placement order or service manual of a Company.

Bangladesh Securities and Exchange Commission (BSEC) has issued a notification regarding Corporate Governance Code [Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018]. The conditions of the Corporate Governance Code are imposed on 'comply' basis aiming to enhance corporate governance in the interest of investors and the capital market. The companies listed with any stock exchange in Bangladesh shall comply with these conditions. As per condition 3(1)(d) of the said Code, **"the Board of Directors of a listed company should clearly define the roles, responsibilities and duties of the Company Secretary."**

In view of the above, the Board of Directors of Bengal Windsor Thermoplastics Limited has framed the Terms of Reference (defining the roles, responsibilities and duties) of the Company Secretary in the Board Meeting held on 19 July 2018.

1. Appointment and Removal of Company Secretary

The Company Secretary shall be appointed and also removed by Board of the Directors.

2. Reporting Relationships and Accountability

The Company Secretary is an employee of the Company who:

- reports administratively to the MD/CEO and operationally to the Chairman of the Board;
- is also accountable to the Board of Directors;
- acts in the capacity of Secretary to the Board and its Committees;
- is responsible for providing strategic and operational support to the Board by providing resources and information links among the Board, Management and the Shareholders, with particular emphasis on facilitating the flow of information;
- is also responsible for maintaining effective working relationships with the Board Chairman, Committee Chairs, individual Directors and Management;
- has a broad understanding of the organization and its operations to effectively carry out his/her responsibilities.



TOR of CS: Page # 1 of 5

3. Roles and Responsibilities

• Duties and Responsibilities: Corporate Governance Services

The Company Secretary shall:

- (i) provide expertise and work with the Board Chairman to implement best practices in Corporate Governance by the Board and its Committees;
- (ii) provide advice and guidance to Directors and Management regarding policies, directives and processes regarding Corporate Governance and tax issues related to the Board and Directors;
- (iii) be responsible for promoting strong Corporate Governance practices within the organization;
- (iv) draft and maintain the currency of all governance documentation, including the Governance Manual in collaboration with the Board Chairman;
- (v) work with the Board Chairman to ensure continuous improvement of the Board and Directors by:
 - o managing the annual Board and Director evaluation process and working with the Board Chairman and MD/CEO to implement changes to policy or processes arising from the evaluation recommendations;
 - o ensuring effective board orientation procedures;
 - o promoting training and educational opportunities for Directors; and
 - o keeping Directors informed of changing or new requirements relating to their legal and fiduciary responsibilities.
- (vi) stay updated on evolving Corporate Governance practices and trends;
- (vii) promote the role and responsibility of the Company Secretary both within the organization and externally, building networks to share ideas, discussing new trends in Corporate Governance and best practice;
- (viii) refer issues for legal review and opinions as required and obtain advice on behalf of the Board;
- (ix) act as custodian for Company's corporate and historical records, minutes of meetings and related Board information;
- (x) maintain a record of consolidated Board motions;

• Duties and Responsibilities: Transparency

The Company Secretary supports the Board's commitment to transparency by ensuring:

- o continuous disclosure of the governance framework;
- o all external reporting requirements are met including those in relation to the disclosure of Board meeting attendance, Board remuneration and expenses;
- o the appropriate controls are in place in relation to access to board information; and

 

TOR of CS: Page # 2 of 5

- the preparation of governance related materials for the Service Plan and Annual Service Plan Report in collaboration with the Board Chairman.

- **Duties and Responsibilities: Policy Framework**

The Company Secretary is responsible for:

- overseeing the organization's Policy Framework as approved by the Board; and
- providing advice and guidance to the Board, the MD/CEO and Management on compliance with that framework.

- **Duties and Responsibilities: Management of Board and Committee Meetings**

The Company Secretary shall:

- (i) initiate the development of agendas for Board and Committee Meetings, in consultation with the Board Chairman, Committee Chairmen and Management;
- (ii) facilitate, in consultation with the Board Chairman and Committee Chairmen or Company staff, notification of meetings, preparation and distribution of agenda items and books, and ensure that:
 - Board meetings are called when required by the MD/CEO or any of the Directors as per the Articles and Committee meetings are called when required by the MD/CEO, the Board Chairman or a Committee member;
 - if possible, the agenda and any discussion material is included in the notice of the meeting and in any event sent to the Directors only by e-mail at least 48 hours prior to the Board meeting. Only in extraordinary situations can a shorter time limit be accepted;
 - discussion material, as a minimum, includes a description of the background for the item of agenda and where required, a proposal for resolution;
 - the agenda for the Board meeting identifies which items require a resolution and which items are only for information/discussion purposes.
- (iii) facilitate the practical arrangements for a Board meeting or a Committee meeting, such as meeting room, transports, lunch/dinner/tea etc. as required;
- (iv) attend Board and Committee meetings, and provide advice to the Chairman to support effective functioning of the Board or Committee and adherence to proper meeting procedure;
- (v) prepare accurate, complete minutes of meetings which contain:
 - date, time, venue and type of meeting;
 - attendance of Board members;
 - whether the present attendees constitute a quorum;
 - record of all decisions taken, brief summary of all issues discussed and any directives or authorizations given to the Management;
 - attachment of discussion material if required by a member or if required for the understanding of the content of resolutions passed; and
 - record of whether resolutions were unanimous or include dissents and if dissent, the identity of the dissenting party;

 

TOR of CS: Page # 3 of 5

- appropriateness of recorded decisions and issues with broader implications;
- (vi) submit minutes for comments to members within a week after the meeting and amend them as per the suggestions received, if applicable;
- (vii) ensure that the approved draft minutes are ready for discussion and approval at the next meeting and that the records of minutes are at all times up to date
- (viii) in conjunction with Management, clearly communicate directives from the Board and Committees to the persons responsible for carrying out the directives;
- (ix) retain and safeguard the official Minute book and Corporate documents;
- (x) verify and authorize Director's expense claims related to performance of Board-related duties;
- (xi) act as Secretary for all Board and Committee meetings.

- **Duties and Responsibilities: Communication**

The Company Secretary shall:

- (i) be the liaison between the Board, the MD/CEO and Management and is the main contact for Directors;
- (ii) promote a strong and effective working relationship between the Board and the Management;
- (iii) at the direction of the Board Chairman, provide Directors with timely information;
- (iv) ensure that all Directors have all the necessary information to discharge their responsibilities effectively;
- (v) ensure that all Directors receive the same information to support the cohesive working relationship of the Board;
- (vi) develop templates and guidelines to support the preparation of appropriate briefing material;
- (vii) ensure that the appropriate tools and mechanisms are in place to manage Board information and communication to ensure that the Directors are able to properly discharge their responsibilities;
- (viii) ensure that the appropriate technical support is available to the Board in relation to any online or paperless communication platforms;
- (ix) support the MD/CEO in ensuring that all decisions made by the Board, or the Board Chairman are clearly communicated to the Management promptly;
- (x) additionally ensure the confidentiality of Board materials, records and deliberations as appropriate, or as directed by the Board Chairman.

- **Duties and Responsibilities: Board Evaluation & Succession Planning Processes**

The Company Secretary shall assist the Board and/or Committees:

- (i) in evaluating and reporting on Corporate Governance commitments and the mandates of the various Committees;
- (ii) in implementing and reporting on the annual processes to assess the performance of the Board, Committee members and individual Directors;



TOR of CS: Page # 4 of 5

- (iii) in implementing and reporting on the annual performance evaluation of the MD/CEO;
 - (iv) facilitating Board appointments and renewal processes and addressing Committee structures, composition and mandates;
 - (v) identifying and communicating any skill requirements for making recommendations to fill Board vacancies;
 - (vi) identifying and communicating the professional development needs of Directors.
- **Duties and Responsibilities: Code of Conduct and Conflict of Interest**
 - (i) The Company Secretary shall administer the Code of Conduct of the Board Members and advise the Board Chairman in respect of any matters where conflict, potential or real, may occur between the Board and its Members; and
 - (ii) If there is a conflict of interest, actual or potential, on any particular matter, between the Company Secretary's administrative or managerial responsibilities within the Company and his/her responsibilities as a Secretary to the Board, it is the responsibility of the Company Secretary to bring it to the attention of the Board.
 - **Duties and Responsibilities: Statutory and Legal Matters**

The Company Secretary shall:

 - (i) keep under close review all legislative, regulatory and Corporate Governance developments that might affect the Company's operations, and ensure that the Board is fully briefed on these for taking decisions;
 - (ii) ensure proper and timely documentary filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation and policy;
 - (iii) ensure that the standards and disclosures required by the different statutes are observed and where required, reflected in the Annual Report of the Directors;
 - (iv) make arrangements for and manage the process of the General Meetings;
 - (v) maintain the Company's books and records and ensure the security and application of the Company's Common Seal;
 - (vi) ensure that legal advice is made available in connection with all major contracts and transactions; and

4. Conclusion

- This document is applicable with immediate effect;
- The Board shall have the authority to make amendment to this document at any time.

 M. A. A.