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# DIRECTOR OF LEGAL & COMPANY SECRETARY



## POSITION DESCRIPTION

DATE APPROVED: JUNE 2024

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Organisations:	Adara Development (all members), Adara Advisors Pty Limited and Adara Partners (Australia) Pty Limited
Location:	Sydney, Australia
Employment status:	Full time
Reports to:	Reporting to the Chief Executive Officers (CEO) of Adara Development and the Adara businesses
Direct reports:	MinterEllison Ambassador, legal interns

## OVERALL JOB GOALS

The Director of Legal and Company Secretary is responsible for:

- the development and delivery of legal strategy within the broader Adara Group strategy, goals and objectives as determined by the CEOs and Global Leadership Team (GLT), and
- the provision of high quality and timely legal, compliance, risk, governance and transactional advice and support to the Adara Group globally, which strikes an appropriate balance between the risk appetite of the Adara Group and the achievement of its strategy, goals and objectives.

The Director of Legal and Company Secretary will report to and work closely with the CEOs of Adara Development and the Adara Businesses (and/or other nominated manager(s)). As Company Secretary, they will also work with the Boards of Directors and Trustees of the Adara Group.

## KEY RESPONSIBILITIES

### Legal, compliance and risk

- Managing the day-to-day legal operations for the Adara Group globally.
- Ensuring legal compliance with all relevant regulations in each jurisdiction – Australia, USA, Bermuda, Uganda, Nepal, and the UK.
- Anticipating and identifying emerging legal and regulatory issues and working with the CEOs, GLT and other team members to develop and implement legal strategies and solutions.
- Managing global legal risk having regard to, amongst other things, regulatory change, good corporate governance and Adara Group operating structures.
- Supporting the Adara Partners' transaction team and Panel Members, including providing legal support on a wide range of mandates involving mergers and acquisitions, debt and equity capital markets transactions, capital management advice, independent opinion engagements and governance mandates.
- Reviewing and providing input on requests for business tenders and expression of interest documentation.
- Providing advice in relation to a wide range of international and Australian laws and regulatory policy, including Australian financial services laws.
- Preparing, reviewing and negotiating a wide range of agreements for Adara Development and the Adara Businesses, including engagement letters, partnering agreements, grant agreements and vendor supplier relationships.
- Managing compliance reporting associated with civil society, sector or industry peak body memberships.

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- Managing the global insurance programme, to ensure appropriate and competitive insurance cover is maintained globally for Adara Development and the Adara Businesses.
  - Providing training to Adara Group staff on relevant legal, regulatory and compliance topics.

### **Governance and Board**

- Acting as Company Secretary or Secretary (as applicable) of all Adara Group entities.
- Ensuring all governance obligations are met.
- Preparing, collating, uploading and distributing Board papers via Ansarada Board.
- Preparing and presenting the Compliance and Legal Reports for the Adara Development Board meetings.
- Assisting in the organisation and running of governance meetings (board and annual general meetings).

### **People and Culture**

- Working with the Director of Shared Services, People and Culture Manager and external HR consultants on day-to-day people and culture matters, including preparing employment contracts and promotion and salary review letters.
- Assisting management with ad hoc employment-related matters and queries.
- Supporting the CEOs and GLT and others in preparing and updating Adara Group policies and procedures.

### **Team management**

- Lead, support and develop Adara's legal team, including the MinterEllison Ambassador and Legal intern, so they are motivated to do their best work, have continuous opportunities for growth, and understand their workload and responsibilities.

## **EXTERNAL ROLES AND RELATIONSHIPS**

- Managing, building relationships with, and instructing our strategic legal partners
- Acting as Money Laundering Control Officer (or equivalent) in relevant jurisdictions.
- Acting as Data Protection Officer (or equivalent) in relevant jurisdictions.
- Acting as Compliance Contact for the Australian Council for International Development.
- Acting as Authorised Officer for Fit2Work
- Acting as a Team Member for communication between Adara Group and B Lab in relation to the B Corp Certification
- Acting as a Contact Point for communication between Adara Group and United Nations Global Compact

## **COMPETENCIES (INCLUDING QUALIFICATIONS AND EXPERIENCE)**

- A minimum of 8 years PQE, at a top-tier law firm and/or in a well-established in-house team, with exposure to and experience handling a range of complex corporate and commercial matters.
- Admitted to practice in Australia and holding or eligible for a corporate legal practitioner practising certificate.
- Strong understanding of Australian corporate law and the Australian financial services regulatory environment.
- Company Secretarial experience.
- Strong analytical, drafting and negotiation skills and proficiency in developing and implementing legal strategies in a commercial context.
- Superior problem-solving ability and the ability to negotiate successful outcomes in potentially challenging circumstances.
- Strong organisational, negotiation and project management skills.

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- Ability to be big picture in dealing with strategic matters, while also having a high level of attention to detail.
  - Excellent communication skills (verbally and in writing), including the ability to explain complex legal issues in plain English, often to people for whom English is a second language.
  - A proactive, positive and energetic approach.
  - Ability to develop strong relationships both internally and externally and engage with various stakeholders.
  - Ability to delegate appropriately, and to coach and mentor staff.
  - A commitment to the concept of business/not-for-profit partnership.
  - A passion for social justice and for making a difference in the world.
  - Flexibility, creativity, openness, kindness, integrity, fairness and an in-depth hands-on approach.

## KEY CONTACTS

- **Internal Contacts**
  - Staff at all levels in all locations
- **External Contacts**
  - Panel Members, business clients, external counsel, senior executives from other organisations, donors, suppliers, partners, regulators

## LOCATION

We support hybrid working at Adara, allowing all team members the flexibility to work from home as well as from our physical office space. The successful candidate will be expected to work from our physical office space 2-3 days a week.

**The Adara Group is a child safe organisation**

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# THE ADARA GROUP

## OUR CULTURE AND VALUES

WE, THE ADARA FAMILY, UPHOLD THESE VALUES AT ALL TIMES...

### COMPASSION

- Our reason to be is to provide support to vulnerable women, children and their communities living in extreme poverty
- We believe everyone has a right to health and education services no matter where they live

### TEAM WORK

- We work as a team and we support each other
- We are open, honest and kind
- Failure and mistakes are OK – this is how we learn and grow
- We make Adara a happy and productive place to work

### MUTUAL RESPECT

- We listen to other people's point of view
- We celebrate and promote diversity
- We abhor discrimination in any form

### INTEGRITY AND EXCELLENCE

- We act with deep respect, integrity and humility
- We strive to be fair to everyone on the team
- We work to a standard of excellence

### PASSION

- We work hard
- We laugh and we have fun
- We are optimistic and positive
- We don't count hours: we measure outcomes

### UNCONVENTIONALITY

- We think outside the box
- We are not afraid to be different