**Company Secretary**

Besides the Company Secretary’s administrative role in supporting the Board of Directors, the Company Secretary also acts as a vital bridge between the Board of Directors and the executive management to facilitate the delivery of organisational objectives. At Bank One Limited, the Company Secretary is appointed by the Shareholders and the Board of Directors after ascertaining for themselves that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his / her duties. The Company Secretary reports to the Board Chairperson on all Board governance matters and functionally and administratively to the CEO on all executive management responsibilities. The key responsibilities of the Company Secretary are set out below:

1. **Meetings**
2. Develop the agenda of the Board and Board Committees meetings in consultation with the Chairperson and the CEO;
3. Circulate agendas and supporting papers to Board and Committee members in good time;
4. Ensure that meetings are quorate, take minutes of Board and Board Committees meetings and circulate the draft minutes to all members;
5. Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Bank’s Constitution;
6. Ensure that minutes of proceedings of Board meetings and meetings of shareholders are properly maintained;
7. Communicate and cascade down board decisions, recommendations and actions to the Management Team and ensure that Management’s feedback is routed back to the Board.
8. **Board Members – Appointment, Guidance, Support and Development**
9. Ensuring that the procedure for the appointment of directors is properly carried out in accordance with the Companies Act and the Bank’s constitutive documents;
10. Assist in the proper induction of directors and assist in their continuous professional development;
11. Support and guide the Board and its members on administrative, compliance and procedural matters as and when required;
12. Act as a channel of communication and information for non-executive directors;
13. Assist the Chairperson in governance processes such as for example Board and Committees evaluation or any other initiatives or improvements that could strengthen the governance of the Bank.
14. **Compliance**
15. Ensure that the Bank complies with its Constitution, all relevant statutory and regulatory requirements and rules established by the Board;
16. Ensure the filing of appropriate returns and filings with the regulatory authorities.
17. **Communication**
18. Communicate with the shareholders as appropriate and issue documentation regarding corporate events being undertaken by the Bank such as for example, issue of shares.
19. Ensure that annual and special meetings of shareholders are held in accordance with the requirements of the Companies Act and the Bank’s Constitution and the Shareholders’ Agreement.