



ROLE OF THE COMPANY SECRETARY IN A BANK

TRAINING COURSE OUTLINE

This course is intended for directors, senior level management and Company Secretaries of banks or their staff who need to understand the breadth and the scope, and indeed the limitations, of the role and the responsibilities of the Company Secretary of a bank. It is a crucial position within the Corporate Governance of the bank but it needs to be understood and defined to be fully effective.

COURSE DETAILS

Course Hours 7 (one day)

Target Audience

This course is intended for directors, senior level management and Company Secretaries of banks or their staff who need to understand the breadth and the scope, and indeed the limitations, of the role and the responsibilities of the Company Secretary of a bank.

Course Description

During this course, participants will learn about:

- The many and varied responsibilities of the Company Secretary (and also what the Company Secretary is not responsible for)
- How meetings of the Board of Directors can be conducted more efficiently and quickly
- The methodology of how the Company Secretary can facilitate the decision making process within the bank and the speedy communication of decisions throughout the bank
- The central role of the Company Secretary as the holder of the legal keys of the bank.
- What makes a good Company Secretary

Draft Charters and documentation will be provided.

Course Objectives

The objective is to develop:

- An effective Company Secretary indispensable to the good Corporate Governance of the bank
- A structure that will give added confidence and comfort to all the stakeholders in the bank.
- A pillar of support to the Chairman, members of the Board of Directors and the executive management of the bank
- An understanding of how to bring a tighter and more efficient structure to meetings and thus reduce costs
- An improved internal decision making process
- A better image and presentation of the bank to shareholders, regulators, credit agencies, creditors and the world at large

Assessment

There will be no formal assessment, but participants will be expected to contribute actively to the discussions.

Course Languages

All presentations and hand-outs will be in English and the local language.

Prerequisites

At least three years banking experience at a middle or senior management level. A good working knowledge of English would be helpful but not a requirement. A translation will be provided.

COURSE OUTLINE

Module 1

Overview of main responsibilities

- Meetings of shareholders, Board of Directors, Board of Management & committees
- A range of legal responsibilities
- Maintain records of shareholders and the capital of the bank
- Compliance responsibilities
- Pension Fund, insurance and regulatory responsibilities

Module 2

Who is the Company Secretary?

- A key player in the smooth running of the bank
- Not an executive decision maker
- Appointed by the Board of Directors
- Reports to the Chairman of the Board of Directors
- The “holder of the legal keys” and the company stamp and signature authorities

Module 3

Arranges and minutes meetings

- Sets the schedule of meetings, usually a year in advance
- Confirms attendance and ensures that at least a quorum of members is present
- Sets the agenda in consultation with the Chairman
- Circulates all papers to members at least 48 hours in advance
- Establishes venue, facilities and any presentations.

Module 4

The art of taking the minutes

- Draft minutes of previous meeting signed by the Chairman. Initial draft available on meeting day. Must not be too short nor too long, the issue and the decision
- Decisions only need to be recorded, not the discussion
- Complex issues need to be distilled into a few sentences
- There must be no ambiguity, the minutes are immediate instructions to the bank

Module 5

The art of running a meeting

- Mainly the job of the Chairman, prompted by the secretary
- After 90 minutes, attention of members begins to dilute and the meeting becomes less productive
- All papers must be read and considered by members in advance of the meeting
- Time on each item needs to be limited if possible to 10 or 15 minutes. Otherwise carried forward.
- Only those with something to offer on the subject should speak

Module 6

Compliance functions of the Secretary

- Advisor to the Board and the bank on company law and practice
- Ensures that the formation, charter and license are in conformity with law and regulations
- Working with Risk Management ensures all operations are in conformity with law and regulations
- Checks that all reports and returns to authorities are submitted on time
- Makes sure that the bank pays all its taxes on time

Module 7

Shares and the shareholders

- Maintains records of all shareholders, their holding of shares and all enquiries from shareholders
- Arranges for payment of dividends. Handles relationship with the Stock Market
- Handles share transactions such as new issues
- Responsible for Annual Report, that is audited with all information required to be disclosed
- Arranges Annual General Meeting and any Extraordinary General Meetings of shareholders

Module 8

Other responsibilities

- Ensures the bank is in conformity with terms and conditions of all borrowing
- Arranges insurance cover for the bank, including Directors and Officers insurance
- Ensures bank conforms to fire regulations, health and safety at work and employment regulations
- Implements the company's pension scheme
- Manages any employee share option schemes

Module 9

What the Company Secretary is not

- Not an executive of the bank and thus implements rather than makes decisions
- Become involved in administrative matter such as premises, equipment unless requested to do so.
- Has no role in regard to staff, except insuring the employment law and regulation is maintained
- A power centre, the Company Secretary has influence but not authority
- Part of any department in the bank, it is an independent role

Module 10

Skills of the Company Secretary

- Often a lawyer and may need a small support team
 - Needs to be organised and methodical.
 - Total discretion as items may be confidential
 - Able to understand complex issues, follow the discussion and summarise conclusions
 - Excellent personal skills as needs to be persuasive and trusted by all senior personnel
-

COURSE PRESENTER

Jeremy Denton-Clark, Director, GBRW Limited, London

Mr Denton-Clark has 48 years of banking experience in commercial banks including:

- 32 years working in banks in the City of London which included 8 years as sole Chief Executive Officer of a merchant bank
- 16 years in international banking consultancy in emerging markets
- Currently a member of the Board of Directors of a commercial bank in Bosnia (nominated by the IFC)
- The London Representative of a bank in Mongolia

Mr Denton-Clark has been a Director of GBRW Limited for over 10 years. He has completed numerous bank consulting assignments in the UK, Africa, Asia, countries of the former Soviet Union and South Eastern Europe. He is a specialist in:

- Bank Strategies, in particular SME and Retail banking Strategies
- Corporate Governance and Organisation Structure in emerging markets
- Risk Management and Bad Debt Recovery
- Treasury: liquidity and funding, Asset and Liability Management and ALCO
- MSME financing in Eastern Europe, CIS and Middle East.
- Marketing and New Product Development.

On every project in a developing economy Mr Denton-Clark has conducted formal training sessions and in many countries he lectures on banking topics to the Faculty of Economics at the local university.

He has for a number of years run training sessions on corporate governance and bank organisation to bankers in a variety of countries.

CONTACT DETAILS



To discuss your Bank's needs in more detail, or to find out more, please contact one of the GBRW Consulting Banking Practice team.

Paul Rex, Managing Director

paul.rex@gbrw.com

Jeremy Denton-Clark, Director

jeremy.denton-clark@gbrw.com

Johnny Rizq, Director

johnny.rizq@gbrw.com

Michael Coates, Director

michael.coates@gbrw.com

GBRW Ltd, 27 Throgmorton Street, London
EC2N 1AQ, United Kingdom

Phone: +44 (0)20 7382 9900