
IV. MODEL DOCUMENT: COMPLIANCE DEPARTMENT CHARTER

Approved
by the Risk Management Committee
of “[NAME OF THE COMPANY]”
No _____
of _____ 20__

Signature of the Chairperson of the Risk Management Committee

Dates this ___ day of _____, 20__

Approved
by the Board of Directors

of the Enterprise
No _____
of _____ 20__

Signature of the Chairperson of the Board of Directors

Dates this ___ day of _____, 20__

“ _____ ”

COMPLIANCE DEPARTMENT CHARTER

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Acceptable Provisions that are adequate to meet minimum compliance requirements.

Better Provisions that represent further steps to strengthen corporate governance and organization.

Desirable Provisions that indicate that the organization has more mature corporate governance framework and a more established compliance function.

Best Practice Provisions that indicate that the organization aspires to conform to the highest international standards of corporate governance and compliance.

1. GENERAL PROVISIONS

- 1.1. “[NAME OF THE COMPANY”] (hereinafter “the Enterprise”) is committed to ensuring that its activities and its staff are in accordance with all applicable laws and regulations and all relevant internal rules, policies and procedures, and adhere to the highest ethical standards.
- 1.1.1. Effective compliance is essential for maintaining the Enterprise’s license to operate, builds trust in the organization, and protects the Enterprise brand.
- 1.1.2. An effective compliance function ensures that the Enterprise is meeting its compliance obligations and protecting the Enterprise from loss or damage. It also protects the interests of stakeholders and it is vital for sustainable business.
- 1.2. The Risk Management Committee (RMC) and/or the Board of Directors (the Board) of the Enterprise approved this Charter on _____ 20____ [and _____ 20____, respectively]. This Charter shall be reviewed from time to time to reflect changes in the legal and regulatory environment, and in any event at least every two years, and may be amended at any time with the approval of the RMC and/or the Board. The Charter shall be made available to all directors, managers and employees of the Enterprise.
- 1.3. The purpose of this Charter is to set out the organization, operation, and governance of the compliance function of the Enterprise. This Charter shall apply to all employees, managers and directors of the Enterprise. With this Charter, the RMC and/or the Board emphasize the importance of a clear mandate to manage compliance risk. The Charter also sets out the requirement for the Enterprise to establish and maintenance a Compliance Policy and Compliance Function (comprising Chief Compliance Officer (CCO) and the staff of the Compliance Department).

2. DEFINITIONS

- 2.1. Compliance a set of processes to ensure that the Enterprise complies with all compliance laws, regulations and standards in order to reduce the risk of legal or regulatory sanctions, financial loss, or reputational damage.
- 2.2. Compliance Risk the risk of legal or regulatory sanctions, material financial loss, or loss to reputation as a result of the failure to comply with laws, regulations, rules, self-regulatory organizational requirements and relevant industry and professional standards, including internal standards. (together, “compliance laws, regulations and

- standards”).
- 2.3. Compliance Laws, Regulations and Standards generally include legal and regulatory acts related to competition, consumer protection, labeling, data protection, labor relations, environment, trade, record-keeping, and reporting.¹ They also include relevant industry standards for market conduct, managing conflict of interest, treating customers fairly, and ensuring sustainability of customer advice, as well as internal protocols such as the Code of Conduct. Compliance laws, rules and standards go beyond what is legally binding and embrace broader standards of integrity and ethical conduct.
- 2.4. Sources of Compliance Laws, Rules and Standards include primary legislation, rules and standards issued by regulators and supervisors, market conventions, codes of practice promoted by industry associations and the internal Code of Conduct applicable to all staff, managers and directors of the Enterprise.
- 2.5. Compliance Policy a document developed by the Compliance Department, reviewed by senior management and adopted by the Board, containing the basic principles to be followed by management and staff, and explaining the main processes by which compliance risks are identified and managed through all levels of the Enterprise.
- 2.6. Compliance Program a document developed annually by the Compliance Department and submitted by the CCO to the senior management² for approval. The program sets out the planned activities of the Compliance Department, including implementation and review of specific policies and procedures,

¹ If the Enterprise is a financial institution, consider adding *prevention of money laundering and terrorist financing, and tax laws relevant to structuring the products of the Enterprise and providing customer advice.*

² “Senior management” is a general term in this document and means either the management board (in a two-tier board system) or the management team (in a one-tier board system).

compliance risk assessment, compliance testing, and educating staff on compliance matters.

2.7. Compliance Register set of sub-registers identifying and assessing compliance risks by sources of compliance laws, rules and standards, with entries on compliance obligations, risk assessment, business processes affected, mitigation activities, monitoring, reporting, and ownership of the process.

2.8. The Compliance Function an independent function³ within the Enterprise to identify, assess, monitor, report on and provide advice on compliance risk. The Compliance Function comprises the CCO and compliance officers, who are part of the Compliance Department.

3. LEVELS OF RESPONSIBILITIES FOR COMPLIANCE

3.1. The Code of Conduct requires the staff and directors of the Enterprise to maintain the highest standards of conduct within and outside the Enterprise.⁴

3.2. Specific compliance responsibilities are distributed as follows:

3.2.1. The Board shall assume overall accountability for the effective of compliance, as follows:

3.2.1.1. The Board shall be responsible for overseeing the management of compliance in the Enterprise.

3.2.1.2. The Board shall approve the Compliance Policy, and shall oversee the implementation of the Compliance Policy, including ensuring that compliance issues are resolved effectively and expeditiously by senior management, with the assistance of the Compliance Function.

³ The Compliance Function and management should understand that the independence of the Compliance Function does not hinder a cooperative working relationship with business units. Such cooperation helps in identifying and managing risks at an early stage, and this outlook should be reflected in the Compliance Policy and other relevant documents.

⁴ This obligation brings with it the responsibility for all staff and directors to act honestly and with integrity, and to observe the letter and spirit of all compliance laws, rules and standards. The scope and content of this responsibility should be described in more detail in the Code of Conduct and related policies and procedures.

- 3.2.2. The RMC shall act as the primary oversight body through which the Board fulfills its responsibilities related to compliance, including assessing the effectiveness of compliance risk management.
- 3.2.3. The Chief Executive Officer (CEO) shall be responsible for ensuring that the Enterprise is compliant with compliance laws, regulations and standards. The CEO shall also be responsible for the management of compliance risk and shall provide ongoing support to the CCO in the development of the compliance culture of the Enterprise.
- 3.2.4. Senior management, as a whole, shall be responsible for establishing and managing an adequate Compliance Function within the Enterprise, including the following:
 - 3.2.1.3. Establishing and communicating the Compliance Policy and ensuring that it is observed, including through establishment of a permanent and effective Compliance Function, within the Compliance Department, headed by the CCO;
 - 3.2.4.2. Reporting to the Board on the management of compliance risk;
 - 3.2.4.3. Ensuring that the Compliance Department is promptly informed of any compliance incidents; and
 - 3.2.4.4. Ensuring that appropriate action is taken if compliance problems arise.
- 3.2.5. The CCO is responsible for the following:
 - 3.2.5.1. Establishing the internal compliance structure and managing the day-to-day operations of the Compliance Department;
 - 3.2.5.2. Ensuring that compliance requirements are incorporated into the operational policies and procedures of the Enterprise;
 - 3.2.5.3. Formulating a robust, risk-based compliance program designed to provide reasonable assurance that the Enterprise conducts its business activities in line with compliance law, regulations and standards;
 - 3.2.5.4. Endorsing and communicating new policies on compliance and overseeing their implementation;
 - 3.2.5.5. Submitting reports on compliance to senior management and the Board and/or Board committees;
 - 3.2.5.6. Responding to regulatory and external and internal audit findings, deficiencies, and violations related to compliance; and
 - 3.2.5.7. Liaising with other relevant functions and ensuring effective communications in relation to compliance.

- 3.2.6. The Compliance Department shall assist senior management in identifying and assessing potential compliance issues, and shall guides and educate staff on compliance laws, regulations and standards and perform a monitoring and reporting role.
- 3.2.7. The legal department shall have primary responsibility for identifying and interpreting compliance laws, regulations and standards, and for providing assistance in drafting compliance-related policies and procedures.
- 3.2.8. The risk management department shall coordinate the implementation of a Board-endorsed risk management framework and support management in implementing risk management policies and processes.
- 3.2.9. The internal audit function shall be responsible for reviewing the adequacy of controls to ensure compliance with policies, plans, procedures and business objectives, in accordance with the Internal Audit Charter.
- 3.2.10. Business unit heads shall be responsible for day-to-day compliance with the compliance laws, regulations and standards applicable to their business.
- 3.2.11. All employees shall be responsible for managing compliance risk related to their duties and for complying with compliance laws, regulations and standards in both personal and business conduct. Management shall identify minimum compliance requirements for each employee, taking into account the Code of Conduct and other relevant compliance standards, and shall reward or sanction employees based on these requirements. Based on the Compliance Policy, and the resulting Compliance Plans, employees shall be responsible for understanding and meeting the compliance obligations involved in their day-to-day business activities.
- 3.2.12. Management shall ensure that the external auditor reviews the compliance risk management process as part of the annual audit in accordance with International Standards on Auditing.⁵

4. PURPOSE, SCOPE OF WORK AND RESPONSIBILITIES OF THE COMPLIANCE DEPARTMENT

- 4.1. The mission of the Compliance Department shall be to fully integrate compliance into the daily business activities and strategic planning of the Enterprise.

⁵ The International Standard on Auditing (ISA) address this in the following sections: (1) ISA 250: (a) Para. 14 refers to audit procedures related to identifying non-compliance with other laws and regulations; (b) Para. 18 refers to procedures when non-compliance is identified; and (c) Para. 22 refers to procedures for follow-up with those responsible for governance. (2) ISA 315 in Paras. 14-24 deals with the auditor's responsibility to fully understand the internal controls that cover the risk assessment process and compliance risks.

- 4.2. The purpose of the Compliance Department shall be to support management in keeping abreast of developments in compliance law, rules and standards.
- 4.3. Based upon an established framework and policies, the Compliance Department shall be responsible for coordinating the compliance process. The specific duties of the Compliance Department shall include the components discussed in Sections 4.4 – 4.7.
- 4.4. Communicating Developments in Compliance Laws, Rules and Standards**
- 4.4.1. Monitoring developments in the legal and regulatory framework relevant to the Enterprise and systematically organizing this information by the maintaining a Compliance Register;
- 4.4.2. Informing management of relevant industry standards and identifying broader compliance standards for the Enterprise (including environmental, social and other);
- 4.4.3. Monitoring the status of the implementation of internal protocols, primarily the Code of Conduct;
- 4.4.4. Providing technical support to management and business unit heads in using the systematized compliance information and supporting management in implementing the comprehensive compliance system; and
- 4.4.5. Monitoring the development of legal and regulatory requirements on a national level, and developments in standards and international best practices on global level.
- 4.5. Developing Policies Related to Compliance**
- 4.5.1. The Compliance Policy shall be the primary source for defining the purpose and scope of work of the Compliance Department. The Compliance Policy shall set out the following:
- 4.5.1.1. The role, responsibility and authority of the Compliance Department;
- 4.5.1.2. The formal reporting obligations of the Compliance Department to senior management;
- 4.5.1.3. The right of the Compliance Department to investigate possible breaches of the Compliance Policy and/or to engage outside experts for this purpose if warranted;
- 4.5.1.4. The right of the Compliance Department to freely disclose its findings to senior management, and in the case of any major breach of compliance occur, to the RMC and the Board;
- 4.5.1.5. Measures to ensure the independence of the Compliance Department;

- 4.5.1.5. Details of the right of the Compliance Department to access information necessary for carrying out its responsibilities and the corresponding duty of all employees to cooperate in supplying this information;
 - 4.5.1.6. The relationship of the Compliance Department with the risk management function and the internal audit function; and
 - 4.5.1.7. The right of the Compliance Department to direct access to the RMC, and/or if necessary, to the Board.
- 4.6. The Compliance Policy shall be fully integrated into the Code of Conduct or similar document, and at a minimum, it shall prescribe that decision-making related to compliance shall be prudent and based on ethical values.
- 4.7. Implementation of Compliance Related Policies**
- 4.7.1. In addition to other responsibilities, the Compliance Department shall assist senior management in ensuring that all activities and all employees conform with compliance laws, rules and standards.
 - 4.7.2. The Compliance Department shall have the following specific compliance responsibilities:
 - 4.7.2.1. Assist senior management in identifying and assessing potential compliance issues;
 - 4.7.2.2. In cooperation with the legal department and other relevant departments, provide guidance and advice to senior management and staff on compliance laws, regulations and standards;
 - 4.7.2.3. Assist senior management in educating employees on compliance and ethics matters, and act as a contact point for employee queries on these matters;
 - 4.7.2.4. Assess the appropriateness of compliance-related policies and procedures, promptly follow-up any deficiencies, and where necessary, propose amendments;
 - 4.7.2.5. Identify and measure compliance risk:
 - 4.7.2.5.1. Proactively identify, document and assess compliance risk associated with the Enterprise's activities, including the development of new products and businesses, customer relationships and material changes in the nature of such relationships; and
 - 4.7.2.5.2. Measure compliance risk with performance indicators to enhance compliance risk assessment.
 - 4.7.2.6. Monitor compliance:

4.7.2.6.1. Perform sufficient and representative compliance testing, including spot checks; and

4.7.2.6.2. Make enquiries in response to compliance incidents, and investigate as warranted.

4.7.3. The responsibilities of the Compliance Department shall be carried out under a Compliance Program, under which the CCO shall be responsible for ensuring oversight, to ensure appropriate coverage across businesses and to coordinate with risk management function.

5. INDEPENDENCE, ACCOUNTABILITY AND AUTHORITY

5.1. The Compliance Department shall be [a unit within the Legal Department] [a unit within the office of the Company Secretary] [a separate, permanent function, with appropriate standing, authority and independence established by the Board and/or a Board committee/RMC].⁶

5.2. The Compliance Department shall be headed by the CCO, who shall be appointed by and accountable to [the head of the legal department] [the CEO, and shall also report to the Company Secretary.⁷] the Board/Board committee/RMC, with additional reporting to the CEO with respect to organizational issues, the scope of which is clearly defined.⁸

5.2.1. The Board and senior management shall be responsible for ensuring the following:

5.2.1.1. The Compliance Department has appropriate and adequate resources and budget; and

5.2.1.2. Issues raised by the Compliance Department receive prompt and effective attention from the Board and management.

5.3. The CCO shall meet, at least once a year, with the Board and/or the RMC and shall have a right to direct access to the Board and/or the Risk Management Committee on matters within its authority.

⁶ Here, the first option (the compliance function as part of legal department) assumes that the compliance function is not entirely separate and is integrated into the overall legal department. Though not always the case, this structure implies that the compliance function focuses only on legal compliance, without the wider scope of responsibilities such as incorporating various industry standards. The second option (the compliance function as part of the office of the company secretary) results in a higher degree of independence and a more appropriate scope. The further options assume an entirely separate Compliance Department, established by either the CEO or the board/board committee.

⁷ Assuming that a company secretary has been appointed by and reports to the board.

⁸ The provisions under Section 5.2. in part mirror those in Section 5.1. In the first option, the CCO reports to the head of the legal department; in the second option, the CCO reports only to the CEO; in the third option, the CCO reports to both the CEO and the company secretary (to better ensure the CCO's independence); and in the fourth option, the CCO reports directly to the board/board committees, e.g., the Risk Management Committee.

- 5.4. Compliance Department staff shall be subject to internal policy on conflict of interest, including potential conflicts of interest related to compliance responsibilities versus other responsibilities. Compliance Department staff who have responsibilities outside the Compliance Department shall report directly to the CCO on compliance matters. **The Compliance Department shall be staffed with full-time staff who shall not have other duties, particularly duties related to operations.**
- 5.5. If the Compliance Department identifies a potential compliance risk, or if a management decision has given rise to or may give rise to a significant financial or reputational risk for the Enterprise, Compliance Department staff shall investigate or challenge any action or concern without influence from other components of the Enterprise. If the matter is not promptly resolved, the Compliance Department staff shall follow the escalation process, in line with the general policies of the Enterprise, including those in Section 5.6. of this Charter.
- 5.6. Where a compliance matter requires escalation, relevant Compliance Department staff and the CCO shall jointly decide on the advice to provide to management, e.g., whether the matter could result in unacceptable compliance risk and whether management should postpone the course of action, or should begin immediate remedial action.
- 5.7. **If the Compliance Department assesses that a course of action as referred to in Section 5.6. may have substantially detrimental consequences for the Enterprise, the Compliance Department shall promptly escalate the issue to the Board.**
- 5.8. **Compliance staff shall at all times have unfettered and direct access (in accordance with local laws and regulations) to all information, materials, and personnel as necessary to carry out their responsibilities.⁹**
- 5.9. The Board shall invite the CCO and other representatives of the Compliance Department, as deemed appropriate, to the meetings of the Board at which issues relevant to the Compliance Department function are to be considered.

6. ORGANIZATION

- 6.1. **The Compliance Department shall be headed by the CCO.**
- 6.2. **The CCO shall have overall responsibility for coordinating the identification and management of the Enterprise's compliance risk activities and for supervising the activities of other Compliance Department staff.**
- 6.3. The CCO shall be a member of senior management of the Enterprise, and shall not have any business line responsibilities.

⁹ This includes documents and information systems (e.g., the complaints register, whistleblower reports and files), employees, the CEO, management, and members of the board.

7. REPORTING

7.1. Regular reporting

7.1.1. The CCO shall compile compliance information into regular reports, with a standardized structure, which shall be submitted to senior management and Board and/or Board committees at least quarterly.¹⁰

7.2. Compliance reports, at minimum, shall include a summary of the following:

7.2.1. Compliance testing over the reporting period;

7.2.2. Any material compliance breaches during the reporting period and the actions taken to address these incidents; and

7.2.3. The status of outstanding action plans.

7.3. Extraordinary Reporting

7.3.1. The CCO shall promptly inform the CEO, the Board and/or a Board committee of any material compliance violations of which the CCO becomes aware and the CCO shall promptly inform the RMC and/or the Board (instead of the CEO).

7.3.2. Upon request from senior management, the Compliance Department shall produce compliance-related *ad hoc* reports as required by senior management or the Board/Board committee.

7.4. Reporting to Regulators

7.4.1. The CCO shall submit periodic reports as required by regulators, indicating in these reports the level of compliance with the best practices over and above national legal and regulatory requirements, and report on activities to prepare for changes in compliance obligations owing to changes in legal/regulatory frameworks and/or best practices.

7.5. Providing Input for Reports

7.5.1. The CCO shall provide input on compliance matters to support the CRO in preparing an annual risk management report to the RMC.¹¹

7.5.2. The CCO shall complete a compliance report to be included in the annual report.

¹⁰ These reports should be designed to suit the needs of different audiences. The yearly reports of the Compliance Department should describe the status of the implementation of the compliance program and should serve as a basis for the next year's compliance plan.

¹¹ Assuming that there is a board-level risk management committee.

8. RELATIONSHIP WITH OTHER SERVICES AND DEPARTMENTS

8.1. The Compliance Department and other relevant services and departments, in particular the legal department and Risk Management Department, shall endeavor at all times to ensure good coordination and close cooperation among these departments. This shall include, at minimum, the following:

8.1.1. The Compliance Department shall seek legal and legal interpretation advice from the legal department on compliance matters, in particular through regular bilateral meetings;¹² and

8.1.2. The Compliance Department shall coordinate with the Risk Management Department on the integration of the Compliance Policy into the overall risk management framework of the Enterprise, and on all relevant policy and implementation aspects of the integration.

9. COMPETENCY AND PROFESSIONAL STANDARDS

9.1. Compliance Department staff shall possess the following knowledge and skills:

9.1.1. Legal background and basic knowledge of the legal framework in the countries in which the Enterprise operates, and sound understanding of compliance laws and regulations relevant to the Enterprise, with specialized expertise where appropriate, as well as the ability to foresee developments in relevant compliance laws, regulations and standards, including through participation in appropriate forums, e.g., policy committees and national branches of international professional organizations;

9.1.2. Understanding of national industry standards and international industry standards; and

9.1.3. [General understanding of the industry in which the Company operates] [deeper understanding of the characteristics of the industry in which Company operates, including those specific to the countries of operation] and knowledge of the specific regulatory and other compliance issues applicable to the products or services offered by the Enterprise in various countries.

9.2. Compliance staff shall possess the personal attributes of integrity, honesty, and ethical behavior, and should be assertive and willing to challenge others up through the senior management level, including the ability to freely communicate, motivate and influence Board members.

¹² The legal department may arrange consultations with external experts with regard to compliance, as necessary. The legal department should retain primary responsibility for relations with public authorities, most notably with regulators, and should be involved in responding to external compliance-related inquiries.

- 9.3. Compliance staff shall receive continuing professional education and/or certification from internationally recognized programs related to compliance, from other professional programs, or through practice-oriented studies.

10. EVALUATION

- 10.1. The CCO shall assess annually whether the purpose, scope, accountabilities, and responsibilities, as defined in this Charter, continue to be adequate to maintain an effective compliance function.
- 10.2. The results of these periodic assessments shall be communicated to senior management, and to the Board via the RMC.

ANNEX 1	:	SAMPLE CHIEF COMPLIANCE OFFICER JOB DESCRIPTION
POSITION TITLE	:	Chief Compliance Officer
Reporting to	:	Chairperson of the Risk Management Committee; and
Role Purpose	:	Champion to facilitate effective compliance risk management in the Enterprise

Main Responsibilities:

Policy

- Coordinate the identification of the legal and regulatory compliance requirements under which the Enterprise is to be organized and operate, including relevant industry standards and broader standards (environmental, social and other).
- Provide assistance to senior management in developing and adopting a comprehensive Compliance Policy and undertake a periodic technical review of the Compliance Policy, providing input on improvements to senior management and Board and/or Board committees.
- Review final drafts of policies and procedures from compliance point of view, provide ongoing compliance-related input for the early drafts of policies and procedures, and proactively propose policies and procedures and make recommendations on the compliance-related sections.
- Identify internal protocols that should fall under compliance, including but not limited to those directly related to ethical behavior as included in the Code of Conduct or similar document.
- Assist in defining compliance risk management roles and responsibilities at the various levels of the Enterprise, and propose specialization for staff involved in the compliance function.
- Assist in setting corporate and country-level risk appetite limits and risk tolerance levels by providing input on compliance risk, and in integrating compliance risk management into the overall risk management framework, risk governance framework, and corporate governance framework, including through establishing effective metrics for compliance risk management and for assessing the status of the implementation of the Compliance Policy and Compliance Program.

Implementation

- Ensure that compliance-related activities are well documented.
- Assist senior management in identifying and assessing the potential for non-compliance, and in cooperation with the legal department and other relevant departments, provide guidance and advice to senior management on compliance laws, regulations and standards.

- Identify and measure compliance risks associated with the Enterprise's activities, and proactively provide this information for all business processes related to new types of business or products/services.
- Monitor compliance by performing sufficient and representative compliance testing, including spot checks, investigating compliance incidents, and carrying out further investigation as appropriate.
- Provide technical and managerial support to business units in managing compliance risk.
- Provide analytical and technical support for the assessment and measurement of compliance risks, and provide increasingly advanced support in compliance risk measurement and monitoring as the Enterprise's operations develop, including through developing new approaches rather than scaling up existing processes.
- Support business unit managers to incorporate compliance into their daily operations.
- Deliver an annual compliance education program, and train staff on the use of various tools for assessing compliance within their routine operations.
- Carry out an annual compliance survey and incorporate the results in an annual review of Compliance Policy and in developing the next year's Compliance Program, including the compliance education program.
- Support senior management in integrating compliance into an established enterprise-wide risk management framework for all business units at all levels.

Qualifications

- Legal or similar education, preferably with specialization or experience in company law and/or financial law.
- Additional experience or specialization in risk management and/or quality management.
- Mid-career professional, with relevant working experience in legal and/or risk management matters, preferably with at least five years' experience in compliance.

Core Competences

- Sound understanding of relevant compliance law, regulations and standards.
- Understanding of the industry sector(s) in which the Enterprise operates in the relevant countries and regions.
- Understanding of the structure, business processes and key products of the Enterprise.
- Broad understanding of developments in compliance at the regional and global levels.
- Ability to design comprehensive and enterprise-wide programs.
- Ability to communicate and work with people at various levels and from diverse backgrounds.
- Ability to motivate and influence others, including members of Board.
- Ability to be a keen and effective team-player, with excellent interpersonal skills.

- Facility for analytical thinking and commitment to detail.
- Interest in legal drafting and ability to develop prescriptive Enterprise-level documentation.
- Excellent project management skills.