

## 1<sup>st</sup> DCSL Roundtable & Breakfast Session For Company Secretaries - *“Caught In the Middle”*

Towards efforts to raise the bar in the Company Secretarial profession, DCSL Corporate Services Limited hosted a roundtable for Company Secretaries with the theme “Caught in the Middle”. This afforded Company Secretaries the opportunity to share practical experiences and tips on the challenges they encounter in the performance of their duties and responsibilities from both a practical as well as Corporate Governance perspective.

The Roundtable, which took place on Wednesday, February 19, 2014 at the Southern Sun Hotel, Lagos was well attended by Company Secretaries from the major sectors of the economy including Banking, Manufacturing, Construction, Insurance, Oil & Gas and Professional firms.

A panel of experienced subject matter experts, chaired by Mr. Opeyemi Agbaje, CEO RTC Advisory Services discussed the evolving role of the Company Secretary, relationship management vis-à-vis the Board as well as career progression and succession planning.

Other panelists were the Company Secretary/Chief Compliance Officer of Oando Plc. Ms. Ayotola Jagun, former Company Secretary/Group Legal Counsel of FCMB Plc. Mrs. Jumoke Bakare, Partner, Punuka Chambers, Mrs. Elizabeth Idigbe and MD, DCSL Corporate Services Ltd, Mrs. Bisi Adeyemi.

Ms. Jagun took participants through a broader perspective on the evolving role of the Company Secretary. According to her, the responsibilities of the modern day Company Secretary have evolved from that of a “note taker” at Board meetings or “administrative assistant of the Board” to one which encompasses a much broader role of “Board Advisor” and having responsibility for corporate governance.

She further stated that Directors have come to rely on the Company Secretary to advise them not only on their statutory duties, disclosure obligations and regulatory requirements but also in respect of their corporate governance obligations. Whilst noting that Company Secretaries must be subject matter experts, she explained that the specialized role of the modern day Company Secretary has evolved to position the holder of that office as a key governance function.



She added that the dynamics of the boardroom are changing and Boards are more aware that they need specialist skills and technical knowledge in this area and are looking to Company Secretaries to provide this expertise. As the business world is evolving, Company Secretaries must ensure that they not only understand the company’s business, but must play strategic roles in the growth of their respective organizations.

Company Secretaries must also ensure that robust governance arrangements are in place, which are clearly documented and communicated to within the organization. These include a Code of Conduct, Whistle Blowing Policy as well as appropriate Board and Committee Charters.

Mrs. Bakare on her part stated that in managing the Board and Management, it was important to establish boundaries, whilst maintaining a balance between both sides. She advised Company Secretaries to always act in the best interest of the organization and remain professional. Furthermore, where the Company Secretary is of the opinion that his integrity would be compromised, it is always advisable to walk away.



She stated that Company Secretaries have a duty to advise the Board, through the Chairman on all governance matters. Together they must periodically review whether or not the Board and the organization's governance processes are fit for purpose, and consider any improvements that could strengthen governance.

The relationship between the Company Secretary and the Chairman is also central to creating an efficient Board. She highlighted the importance of confidentiality as a value that should be imbibed by Company Secretaries and advised that Company Secretaries must ensure that the confidence of both the Board and Management are respected.

According to her, every Board has a dominant figure, and the Company Secretary having identified this individual, should work with the Chairman to have all Directors participate actively on Board Committees and thus attempt to neutralize the influence of the dominant Director.

In her contribution, Mrs. Idigbe noted that as the business world is evolving, many company secretaries would be expected to take on additional responsibilities given the fact that the office is considered a cost center. As Company Secretary of Forte Oil (then AP Plc), Mrs. Idigbe recalled that she was also Head, Human Resources and External Communication. As she needed to acquire the relevant expertise to excel in these roles, she undertook the appropriate training to become a full member of the Advertising Practitioners Council of Nigeria. According to her, Company Secretaries must always display competence and confidence in the discharge of their roles.



On succession planning, Mrs. Idigbe explained that the sustainability of a business was dependent largely on succession. It was therefore important that Company Secretaries nurture persons that would be able to take over from them upon exit, to ensure that they leave enduring legacies.

Mrs. Adeyemi on her part advised that Company Secretaries must continuously acquire skills that would be useful in advancing their career paths and give them the luxury of choice. They should be willing to take up new challenges, study widely and reach out of their comfort zones. As lawyers, most Company Secretaries tend to have an aversion for numbers. She urged that, in understanding the company's business, it was necessary to have a good grasp of numbers and seemingly technical details.

She mentioned that in order to ensure effectiveness, Company Secretaries must be good listeners and very articulate. According to her, it was important that Company Secretaries undertake research on matters that would add value to both themselves and their organization. In view of this, she advised that Company Secretaries ensure they continue to learn, acquire new skills and remain pro-active.



Discussions became quite interesting when issues such as whistle blowing, conflict management and perception of the role of Company Secretaries were discussed extensively by participants.

In rounding up, Mr. Agbaje noted the Company Secretary would often find himself caught in the middle, not being a Director and sometimes perceived with some suspicion by Management. He reiterated that the role had since evolved with the elevation of some Company Secretaries to Executive Director roles and even CEOs. Company Secretaries can add real value to their role and increase their impact by bringing commercial acumen, strategic understanding and softer people skills in addition to their already much sought after legal and governance knowledge.



To round off the morning, the DCSL “Corporate Governance Compendium” was launched and presented by Mrs. Bakare. The Compendium is a compilation of published articles on various Corporate Governance issues including the roles of the Chairman, CEO, the Independent Director, Internal Audit, the Audit Committee and the Company Secretary. Other topics include Board Diversity, Succession Planning, Risk Management and Shareholder activism.

The DCSL Roundtable for Company Secretaries is intended to be an annual event and the 2<sup>nd</sup> edition promises to be even more enriching.



### Who We Are

DCSL Corporate Services Limited (DCSL) is a private limited liability company. We provide corporate, company secretarial, immigration and governance services to corporate bodies, individuals, government agencies and business organizations. We operate from our Head Office in Lagos, with operational branches in Abuja and Port- Harcourt.

### Forthcoming Event

DCSL is pleased to invite you to a seminar in our Corporate Governance Series with the theme “**Investing in Corporate Governance**” on the 24<sup>th</sup> of April 2014. The Seminar is for all those involved with taking investment decisions including Private Equity Investors, Directors, Portfolio & Fund Managers, In-House Counsel and Compliance Officers. Topics to be discussed include the role of institutional investors in corporate governance, shareholder activism and a case for a stewardship code in Nigeria.

### Contacts

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