

Position Title	UK Company Secretary & Head of Group CoSec
Role Holder	TBD
Reports To	Group General Counsel
PRA/FCA Approved Person Category(ies)	N/A
Date	

Overall role

- To operate as Company Secretary and provide complete corporate secretariat support and advice to RiverStone International's UK registered subsidiary companies (and their Committees), including RiverStone's UK regulated insurance entities RiverStone International UK Limited ("RIUK") and RiverStone Managing Agency Limited ("RSMA").
- To maintain effective working relationships with the CEO, Chairs and non-executive directors of RIUK and RSMA and the UK Executive team to facilitate effective administration of Board & Committee processes.
- Day to day management of the UK Company Secretarial team and management of applicable external advisors.
- To operate as a point of coordination for company secretarial support and resources across the broader RiverStone International Group, liaising with local in-house and outsourced co-sec functions where relevant, to ensure that the Group maintains a single and easily accessible point of contact for all necessary corporate records and processes in support of Group transactional and other activities which cross jurisdictions.
- Work with appropriate management and non-executives, develop and enhance RiverStone's CoSec processes, with an initial focus on the UK and intent to broaden more widely, to ensure that these remain focussed and streamlined in support of corporate and operational activities.
- Assist the Corporate Legal team and Executive management as required on transactions and other matters.
- Assist and lead on ad hoc Projects
- Have an awareness of the Treating Customers Fairly ("TCF") and Conduct Risk strategies
- Have an awareness of Data Protection legislation, including the Data Protection Act and the General Data Protection Regulation

Key Responsibilities and Competencies

- **To operate as Company Secretary and provide complete corporate secretariat support and advice to RiverStone International’s UK registered subsidiary companies (and their Committees), including RiverStone’s UK regulated insurance entities RiverStone International UK Limited (“RIUK”) and RiverStone Managing Agency Limited (“RSMA”).**
 - Assume the role of registered Company Secretary for the RiverStone Group’s UK registered subsidiary entities (currently 23 entities).
 - Either personally or through the management of team members to whom responsibility has been allocated
 - Liaise with the Group General Counsel, UK CEO, Chairs, non-executive directors and management on a timetable for Board and Committee meetings set suitably in advance and reflecting border business timetabling.
 - Prepare for all board and committee meetings by ensuring that invitations are circulated, agendas are agreed and distributed, rooms and refreshments are booked (if required), etc
 - Prepare and circulate copies of the reporting packs in preparation for board and committee meetings.
 - Record and report on actions arising from meetings and monitor them to completion
 - Attend board, committee and other meetings and produce comprehensive minutes within the agreed timescales.
 - Identify, complete and file corporate returns as required at Companies House
 - Maintain the statutory registers and operate Diligent Entities.
 - Research and monitor legal developments impacting on the structure of the group’s boards of directors.
 - Liaise with external auditors and provide them with support during the annual audit process
 - Work with other departments and disciplines (where necessary) on group UK voluntary liquidation and restructuring projects.
- **To operate as a point of coordination for company secretarial support and resources across the broader RiverStone International Group, liaising with local in-house and outsourced co-sec functions where relevant, to ensure that the Group maintains a single and easily accessible point of contact for all necessary corporate records and processes in support of Group transactional and other activities which cross jurisdictions.**
 - Establish and/or oversee effective corporate secretarial practices and procedures across the RiverStone group (defined as all companies from RiverStone International Holdings Limited downwards at any time, each such company being a “RiverStone Company”), ensuring that these are conducted in accordance with all applicable legal and regulatory requirements, as well as RiverStone defined or otherwise applicable best practice relevant to their current operations.
 - Maintain overall ownership and oversight of key constitutional or governance documents for all RiverStone Companies, whether maintained within team or readily accessible using

an outsourced cosec advisor (“Outsourced CoSec”), and ensure that these are subject to appropriate periodic review:

- Up to date constitutional and governance documents – e.g. articles of association
 - Key corporate registers – shareholders, directors, officers, charges
 - Records of meetings – minutes etc
 - Key Governance Documents (as defined below)
- Work (as applicable) with the Group General Counsel, Head of Commercial and Risk/Compliance Function to define the Key Governance Documents for agreed entities within the Group and ensure that these are subject to regular Board review. This will include the following:
 - Board terms of reference
 - Committee terms of reference
 - Service Level Agreements, Service Schedules and Authority Schedules in respect of intra-group services agreements
 - Develop and maintain a standing corporate calendar for all RiverStone Companies covering the period of not less than the next 18 months at any time, ensuring at all times that meeting dates are effective, take account of travel and preparation time and minimise excessive time commitment or overlapping meetings. Ensure that proposed dates are appropriately vetted with the Chair and CEO of the relevant Boards initially, based on feedback from the relevant corporate functions whose timetables will be impacted and subsequently with non-executive directors
 - Act as the gate-keeper for proposed changes to the standing corporate calendar or requests for additional meetings, working where relevant with the appropriate Chairman and CEO
 - Work with own team, other local co-sec functions and appropriate Outsourced CoSec to ensure that meeting administration is undertaken in a consistent and appropriate manner across all RiverStone Companies and within parameters agreed with the Group General Counsel and CEO, including:
 - The issue of due notice of meetings
 - Setting of Board and Committee agendas
 - The timely submission of Board paperwork
 - The creation, timely distribution and follow up of action points
 - The distribution and timely approval of draft minutes
 - Work with own team, other local co-sec functions and appropriate Outsourced CoSec to ensure that all statutory returns for all RiverStone Companies are filed on time, or alert senior management where this risks not being the case
 - Work with the Group General Counsel on the overall management of Outsourced CoSec advisors ensuring that consistent implementation of the processes set out above and that efficient dialogue and processes are maintained in order to ensure that the function remains aware of and can address any developing local legal or regulatory requirements and can address in a timely manner requests for KYC information across the group
- **Work with appropriate management and non-executives, develop and enhance RiverStone’s CoSec processes, with an initial focus on the UK and intent to broader more widely, to ensure that these remain focussed and streamlined in support of corporate and operational activities.**

- Work with the Group GC, Chairs and relevant management to critically review RiverStone's current Co-Sec processes, looking to appropriately balance between best in class administration with RiverStone's current and anticipated business operations.
 - **Assist the Corporate Legal team and Executive management as required**
 - **Assist and lead on ad hoc Projects**
 - Either personally or through the management of team members to whom responsibility has been allocated
 - Lead annual board effectiveness reviews
 - Coordinate the annual training for the INEDs and the appraisals by the Chairs of the INEDs.
 - Manage the new director inductions process for all RiverStone Companies.
 - **Have an awareness of the Treating Customers Fairly ("TCF") and Conduct Risk strategies**
 - **Have an awareness of Data Protection legislation, including the Data Protection Act and the General Data Protection Regulation**
- On a temporary or permanent basis you may be required to undertake other duties in addition to, or in substitution of, those listed in this role profile**

Direct Reports

UK CoSec team member

Internal Relationships

All departments

External Relationships

Law Firms, other Outsourced CoSec

Authority to Act for the Company

Authority in relation to Outsourced CoSec

Conduct Rules

- You must act with integrity
- You must act with due care, skill and diligence
- Except in relation to whistleblowing, you must be open and cooperative with the FCA, the PRA and other regulators in line with procedures agreed with your line manager
- You must pay due regard to the interests of customers and treat them fairly
- You must observe proper standards of market conduct where applicable

Conduct Standards

All employees are expected to abide by the RiverStone Code of Conduct

Competence - Desirable Experience

- Competent in Microsoft Office – primarily Outlook, Teams & Word
- Excellent diary management
- Competent in use of Diligent Entities.
- DocuSign software.

Knowledge

- Knowledge of London (re)insurance market CoSec requirements is a distinct advantage

Skills

- Excellent and extensive experience of minute taking
- Able to complete work on time and to a high standard with minimal supervision
- Excellent planning and organisational skills
- Able to prioritise your own workload and anticipate and avoid problems
- Excellent written and verbal communication skills
- Able to communicate with confidence at all levels, extremely literate with a clear and analytical approach
- Ability to establish and maintain good working relationships with both internal and external stakeholders
- To act in a professional and confidential manner at all times protecting the interests of the group
- Possess high attention for detail
- Possess an ability to work to tight deadlines while managing/prioritising workloads and be accountable and take ownership for ensuring deadlines and commitments are met
- Able to operate effectively as part of a team or alone and build/maintain working relationships with others and be seen as approachable and helpful



- Build and maintain effective and professional relationships with key stakeholders within the Company and externally in the wider group.

Confirmed as an accurate description of the function

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Role Holder

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Date

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Manager

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Date