

Position Title: Legal Counsel

Functional Group: Legal and Commercial Team

Reports to: General Counsel

Completed by: JI **Date:** September 2018

Employee:

Background

The legal and commercial function sits within Finance and is responsible for worldwide legal and compliance support across the Tait Group. The team works across regions and cross functionally to provide both commercial and legal support as necessary to support business as usual activities as well as specific projects as appropriate.

Scope of the Role

This is a full-time role located in Christchurch. The level of contribution expected of the incumbent is that of an experienced professional with good practical legal skills, a can-do attitude and who is motivated to learn. The key aspects of the role are:

- Partner with the appropriate business unit to provide commercial and legal support within the Tait Group as directed by the General Counsel.
- Undertake contract drafting, review and negotiation as required with a lead role in the organisation.
- Provide clear and practical guidance to the business working to ensure compliance of the Group with applicable legislation including regulations, directives and customer policies as well as developing appropriate policies to support compliance.
- Work closely with the supply partnering/outsourcing functions to structure negotiate and document sound commercial contracts, MOU's, multi-party, cross border or commercial ventures including teaming agreements, joint ventures etc.
- Ownership of key contractual documents including drafting (or refreshing) templates and other such relevant documentation as appropriate.
- Ensure all dimensions of proposed contracts are completed and reviewed including appropriate mitigation of corporate and contract risk, pricing and margin contribution, technical risk and commercial terms.
- Provide commercial expertise, legal advice and support on business opportunities arising within the Tait Group as required.
- Provide clear and practical advice for the development of a robust, economical and efficient IP strategy and ensure that all licences and other relevant agreements are executed in accordance with that strategy.
- Provide contract administration and management support as required from time to time which may include registering of contracts, contract review and management with business owners including facilities and procurement teams.

Functional Outcomes

General

- Contribute to commercial policy and process
- Work cross functionally to provide commercial support to teams in New Zealand and globally as directed by the General Counsel from time to time - such support may include legal and commercial advice, negotiation support, drafting of legal terms and conditions, review of documentation.
- Work independently on projects within the Tait Group as may be required from time to time including providing support for sales opportunities for Tait New Zealand and Tait Australia.
- Participate and contribute as a member of the Legal and Commercial Team.

Advisory

- Provide sound legal advice which considers the commercial drivers of the Tait Group and the region that is being supported.
- Assist General Counsel and Research and Development Teams with issues pertaining to IPR including monitoring license compliances, trade mark registration, patent portfolio and strategic development in this space.
- Support the business in the negotiation of disputes

Bids and Contracting

- Prepare, review and negotiate non-disclosure agreements.
- In accordance with the Tait Group policies comply with Bid and Contract Review procedure, Supplier Assessments and Supply Partnering Framework used for the qualification and negotiation of commercial contracts.
- Prepare commercial / legal responses to tenders
- Work with related teams within Tait to ensure a cohesive end to end supply chain this may include preparing teaming agreements, MOUs, sub-contracts and back to back terms, confirming scope of supply and roles and responsibilities in relation to sales opportunities. Ensure that there is clarity and completeness in respect of:
 - bid offering and bid process
 - the scope of Tait supply
 - supply logistics
 - review of third party elements included within the Tait offering
 - certainty in respect of the technical solution that Tait is offering
 - selling prices & margins are reviewed and are appropriate
 - that there are appropriate commercial terms and conditions
- Negotiate contracts both with client and partners, escalating issues as needed and prepare contract summaries for completed contracts for approval by management in accordance with Group Approval Levels

Contract Management / Administration

- Ensure that procedures are in place to review and manage completed contracts. Ensure that proper process is implemented for contract variations, price indexation adjustments and the like.
- Record completed contracts, maintain and improve group contract register. Working towards 100% contract inclusion
- Undertake some administrative support of a commercial nature
- Review, refine, improve and rationalise templates and documentation

Procurement & Supply Chain

- Pro-actively support the supply partnering, ICT, facilities management and HR functions with commercial advice on opportunities, initiatives and contracts.
- Work cross functionally to undertake supply partner reviews including providing risk reviews of suppliers, monitoring and compliance reports as required by group policy for ISO27001 compliance

Other

- Prepared to undertake development opportunities and able to deputise for General Counsel.

Reporting Relationships

The Legal Counsel will report directly to the General Counsel

You will work closely with all Supply Partnering team, Product Management, Corporate and Regional Financial employees and senior management

There are currently no reports to this job.

Occupational Safety and Health

All staff have an obligation to follow Tait policy and procedures.

You are required to:

- Ensure you know evacuation procedures and the whereabouts of fire exits and fire extinguishers,
- Know who is your firstaider and fire-warden in your area.
- Use company supplied protective equipment/clothing where necessary.
- Immediately report circumstances you consider may present a hazard to yourself or others.
- Report any accident whether minor/major.

Confidentiality of Information

During and after your period of employment you have an obligation to not disclose Tait technological or business information to any persons or organisations if it is not directly relevant to the tasks you are performing for Tait. If you are ever in doubt about any confidentiality issue, first get permission from your manager before you act.

You are also obliged to not use or allow the use of Tait proprietary information in original or adapted form for work in a field that competes with or prejudices the interests of Tait.

Tait retains the rights to the intellectual property that you develop.

Person Specification

Relevant Competencies

Negotiation

- Effectively plans and prepares negotiations
- Masters the tactics of negotiation to achieve win-win outcomes

Planning

- Plans approach and systematically implements process;
- on a daily basis, priorities are clearly in line with the overall plan;
- prepares in advance and produces schedules which ensure the maximum use of time;
- accurately forecasts future activity and opportunities;
- follows through to ensure things are completed

Process Improvement

- Continually monitors and reviews efficiency of business processes in own area;
- identifies any problems and proposes workable solutions

Interpersonal Skills

- Able to establish and maintain rapport with individuals and team;
- adaptable and receptive to new ideas;
- willing and able to adjust to changing demands and circumstances;
- remains calm, objective and in control in stressful situations;
- resilient and maintains a stable performance under pressure;
- accepts criticism without becoming over defensive;
- Able to work independently and willing to re-prioritise work according to shifting business priorities.

Leadership

- Actively uses and promotes the use of Tait values and competencies.
- Outwardly promotes and supports corporate policies, procedures and decisions, suppressing personal views publicly in order to ensure a unified company view
- Co-operates and works well with other managers across functions in the pursuit of team goals
- Participates in company and community events.
- Brings conflict into the open, talking to those involved, and bringing them together to get resolution;
- Canvasses people's opinions;
- Walks around and uses informal opportunities to catch-up with people.
- Tailors leadership approach to the situation, task and people involved

Commercial Partnering Knowledge

- Understands the key requirements for effective partnering
- Demonstrates the ability to manage partnership relationships on an ongoing basis

Decision Making

- Communicates decision making process to be used;
- bases decisions on a sound understanding of the issues, making decisions in a timely and effective manner;
- considers and addresses the critical issues;
- assesses the feasibility and risk associated with various options and seeks to maximise profitability;
- makes trade-offs;
- will listen to other people's views but prepared to make the final decision when necessary

Problem Solving

- Articulates the question or problem statement so others can actions,
- uses past experience to solve problems;
- searches for relevant information, questioning people about problems;
- investigates issues to establish the cause, using observation and structured techniques;
- presents a range of solutions and evaluates alternatives;
- takes time out to think about problems and possible solutions and is open to suggestions from others for new ways of doing and looking at things.

Communicating

- Uses communication approaches that are effective, appropriate and influence others;
- displays excellent listening skills with staff, customers and others

Gathers the Facts

- Clarifies (internal and external) customers' objectives, ensuring that any action is based on a thorough understanding of their needs
- Gathers relevant information to assist in the development of customers' businesses
- Is aware of how information may be useful to other people within Tait and takes time to feed it back
- Seeks clarification where things are not clear
- Uses networks to gather information

Written Communication

- Thinks about the audience and what information they need
- Conveys a clear message through the accurate use of grammar and spelling
- Maintains accurate records of issues and progress
- Uses templates and other resources
- Methodically lays out all the steps and information required

Self Development

- Demonstrates ability to be self-directed and motivated
- Takes responsibility for own development
- Actively pursues learning and career development opportunities
- Seeks out and acts upon feedback on own performance
- Has a stable temperament and never allows work to get on top of their performance

Technical/Professional

Experience

- Bachelors of Law
- Five or more years' experience in a similar role (will consider less or more for the right candidate).
- Excellent written and verbal communication skills
- Advanced windows applications skills
- Skilled in negotiation
- Skilled in commercial risk analysis and mitigation strategies
- Preference in an in-house environment will be viewed favourably.

Experience in some or all of the following will be viewed favourably:

- ICT / Technology contracts
- System Integration agreements
- International contracting / Contracting in different jurisdictions
- Tender and procurement processes
- Familiar with regulatory and compliance requirements in Asia Pacific

Non-Limitation Clause

This job description is not intended to be a complete or limiting description of the functions that the employee may reasonably be requested to undertake.

I have read and understood the contents of this job description.

.....
Signed (employee)

.....
Date

..... (print name)

.....
Signed (employer)

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Date

..... (print name)