



James Mukabwa

Legal & Company Secretary Officer | LLM | Corporate Governance | ESG | Data Protection | Financial Inclusion

E-Mail: mucabwa@gmail.com
Address: P.O Box 26149-00504
Nairobi.
Tel: +254712135332/+254731233220

SUMMARY

I am an Advocate of the High Court of Kenya and a registered Practicing Company Secretary with experience in corporate and commercial law, corporate governance, finance and microfinance law and ICT law. I serve 13 operating subsidiaries across Africa. I am responsible for the development and implementation of Corporate Governance Policies and Structures across the Group. My focus is to ensure Corporate Governance is accepted as a culture.

I am articulate and focused professional with a proven history of gathering and analysing data, and using the results in making informed decisions. I strongly believe in extensive reading, research and utilization of developed jurisdiction data/jurisprudence in delivering my assignments.

WORK EXPERIENCE

2020 – Present **Platcorp Holdings Limited – Pan-African Microfinance Investment Company.**
Position: **Group Legal and Company Secretarial Officer.**

Duties and Responsibilities:

Corporate Governance:

1. I developed *Group Corporate Governance Framework, Board Charters and key Corporate Governance policies* (such as Conflict of Interest Policy, Whistle Blowing Policy, Confidentiality Policy, Code of Conduct and Ethics Policy, Data Protection Policy etc.) that are currently guiding Group operations.
2. I assisted in the *development of a Corporate Governance Strategy* for all the subsidiaries across Africa and *developed a roadmap for the implementation of key strategic initiatives* on an annual basis. I am currently responsible for tracking and reporting to the Board.
3. I work closely with the *ESGI Department in embedding ESG initiatives, identifying and managing ESG risks and gaps and most importantly measuring the Group's impact*. I am currently part of a team that is working on publishing the first *Sustainability Report*. My specific role is to handle the Governance aspect of ESG and to assist in measuring the Group's level of compliance.
4. I assist and coordinate *Governance Audit and Board Evaluation* exercises across all subsidiaries in Africa, identify key gaps in each subsidiary, come up with recommendations and work with key stakeholders within the Group to ensure implementation. I also report to the Audit Committee the implementation status.

5. I provide *advisory services* to the Board and Managers on Corporate Governance issues in the microfinance and banking sector.
6. I assist in the *regular review of governance processes* including analysing existing processes, recommending and implementing changes, documenting new processes and procedures to support compliance, continuous improvement and innovative best practice in governance.
7. It is my role *to stay abreast of market best practices* to ensure the Group's governance practices and principles remain relevant and up-to-date.
8. It is my role to work with Directors and study market trends to *identify training gaps and come up with a training program* for the year. I also facilitate training and plenaries, especially on issues revolving around Corporate Governance.
9. I provide *support in implementing key strategic projects* such as business setup in different jurisdictions. My role in this regard is to ensure that the respective subsidiary complies with Corporate Governance requirements in the intended country of operation.
10. It is my role to *periodically review the organizational structure* of the Group and the relationship between the Group and subsidiaries; review and update the Authority Levels Matrix together with Terms of Reference for Board and Management Committees.

Company Secretary:

1. I provide *company secretarial services to 13 subsidiaries across Africa*, including assistance with scheduling meetings, preparing draft agendas, liaising with Heads of Departments as well as preparing and disseminating Board and Committee materials.
2. I *take minutes for 13 companies, tracking and closing action items* flowing from Board and Committee meetings to ensure they are timely addressed. This includes drafting written resolutions necessary for the operation of the Group.
3. I *prepare and/or review internal and external documentation* regarding the Group's organizational structure, director and officer information and related matters.
4. I provide all Boards across Africa with *advisory services* regarding laws and regulations affecting the micro-lending/microfinance industry in general and respond to queries relating to current and future legislation.
5. I assist in *managing and ensuring a close working relationship* between Executives, Boards, Chairs and committee members and also act as the first point of contact.
6. I assist in the *development and maintaining of key Board policies* such as Board Charters, Committee Charters, Annual Board Work Plan, Skills Matrix and other related policies.
7. I *organize and coordinate various training activities* across the Group, especially around corporate governance, data protection, consumer protection, anti-money laundering and fiduciary duties requirements across Africa.
8. I ensure that necessary returns are filed with relevant registrars across Africa and all subsidiaries comply with Companies Acts in their respective jurisdictions.

Legal and Compliance:

1. I assist in *drafting, vetting and negotiating legal documents* including but not limited to agreements, term sheets, MOUs, License Agreements, Lease Deeds, Memorandum of Understanding, Guarantees, Power of Attorney, Affidavits, Non-Disclosure Agreements, Confidentiality Agreements, Service Level Agreements, etc. and maintenance of its repository.
2. I *support and advise the Group's Treasury Department* in the negotiation, drafting and reviewing of documentation to effect the Group (and subsidiary) borrowings in the international capital and money markets.
3. I *provide support to the ICT Department* in negotiating, drafting and reviewing IT related contracts such as Software as a Service Agreements, License Agreements, Software Purchase Agreements etc.
4. I assist in the *preparation and maintenance of a Group Compliance Register* where we have identified all the key legislation that regulate all the subsidiaries across Africa and track their compliance.
5. I assist in the *provision of legal advice* and assist Managers on all matters of finance, investments and reporting obligations to internal and external authorities.
6. I *collaborate with the Internal Audit Department*; and Risk and Compliance Department in ensuring all audit issues and identified Group risks are addressed and closed.
7. I assist in the review and giving comments on new legislation affecting the operations of the Group across Africa. For example, I assisted in providing feedback on the draft regulations on digital lenders and non-deposit taking microfinance in Kenya.

2015 – 2020

Position:

Dorion Associates LLP

Senior Associate

Duties & Responsibilities:

Corporate Governance;

1. I conducted *Governance Audit and prepared Governance Audit Reports* for Safaricom, British American Tobacco Kenya Plc (BAT), ***BRITAM & ITS SUBSIDIARIES***, East African Breweries Limited (EABL), Centum Investments Company Limited, Standard Chartered Bank Kenya Limited, Kenya Electricity Generating Company Limited (KenGen), BOC Kenya Limited, Bamburi Cement Limited, Unga Group Limited, NCBA Bank and Shelter Afrique. I specifically collected raw data from the said organizations, reviewed their corporate governance practices and processes, compared the collected data with the respective Codes on Corporate Governance and corporate governance international best practices; and prepared a report (with recommendations and implementation matrix) for the said organizations.
2. I conducted *Board Evaluations and prepared Board Evaluation Reports* for financial institutions (eg. Centum Investment Limited, CIC Group & its subsidiaries, HF Group, Britam & its subsidiaries, CBA Bank & its Subsidiaries, Spire Bank etc.); and State Corporations (eg. The Kenya National Examinations Council, National Disaster Management Authority, Uwezo Fund etc.). Other organizations include Longhorn Publishers, Jamii Bora Bank and Institute of Certified Public Accountants of Kenya.
3. I developed *Corporate Governance Policies* for Financial Institutions, State Corporations, Listed Companies, Private Companies and Non-Governmental Organizations. These Policies include Group Corporate Governance Framework, Board Charters, Code of Ethics & Conduct, Confidentiality Policies, Conflict of Interest Policies, Whistle-Blowing Policies, Board Work Plans and Manuals, Committees Terms of References, Internal Audit Charters only to mention but a few.
4. I conducted *Board and Management Training* on Corporate Governance and Companies Act, 2015; and Director Inductions to the same organizations as mentioned above and many more.

5. Based on the Mwongozo, the Code of Governance for State Corporations and the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, I provided *advisory services* to entities on the best corporate governance structures, practices, procedures and processes.

Legal and Compliance

1. I led a team of 4 to conduct legal and compliance audits. My role included:
 - a) Identification of areas of priority for each company.
 - b) Identification of regulatory framework applicable to the company.
 - c) Development of compliance checklist.
 - d) Review of the company's internal policies.
 - e) Collection of data.
 - f) Analysing collected data.
 - g) Development of a Legal and Compliance Report.

Some of the companies I conducted Legal and Compliance Audits for included; Bamburi Cement Limited, Unga Group, Equity Group Limited, NCBA Bank and Maisha Bora Ventures Limited.

2. I was also a Legal and Compliance Officer for Moto Hope Foundation, a company limited by guarantee whose main objective is to empower the community through the provision of education, health care, clean and safe water; and micro-loans to the underserved and provision of safe and clean water.
3. I was a Legal and Compliance Officer for Mellech Engineering Group, Agrimac Consortium and by extension Ayedos BV Netherlands. My role included ensuring compliance with the Kenyan Laws, development and review of contracts and development of policies such as Whistleblowing Policies, Code of Ethics and Conduct and Conflict of Interest Policies.

Company Secretarial;

1. Through Dorion Associates, I provided company secretarial services to the following companies and organizations:
 - a) Financial Sector Deepening Africa (FSDA)
 - b) Financial Sector Deepening Africa Investment (FSDAI).
 - c) Kenya Airways' subsidiaries namely; Jambo Jet Limited, Kenya Airfreight Handling Limited and Africa Cargo Handling Limited.
 - d) Aberdare Trust, a Trust formed by Kenya Wildlife Services, Kenya Forest Services and Rhino Ark. I led in setting up the Trust right from registration to putting in place the Board and Management.
 - e) Century Developments Limited, Century Fund Trust and Village@Daystar Limited, real estate investment companies.
 - f) LSG Sky Chefs Kenya Limited, a company affiliated to LSG Lufthansa Service Holding AG, a global airline catering company.
 - g) Maisha Bora Ventured Limited, a real estate company.
 - h) Kurrent Technologies Limited, a private company in the oil and gas sector.

2012 - 2014

John Miles & Co (International Arbitration)

Position:

Legal Assistant

Duties & Responsibilities:

1. I conducted legal research and preparation of legal authorities as part of a team representing Dowans Tanzania Limited in a case against a Tanzanian State Corporation at the International Chamber of Commerce (ICC).
2. I led in the preparation of an international arbitration case representing the Federation of Oils, Seeds and Fats Associations (FOSFA) Limited, including legal research, the preparation of bundles of documents.
3. I was part of a team that spearheaded a claim for wrongful termination of a partner of a leading audit firm in Kenya before the London Court of International Arbitration (LCIA).
4. I was part of a team of international experts who were commissioned to research and prepare a report on the development and improvement of commercial courts in Africa, and the need for specialised court divisions and judges.
5. I was the main researcher and proposal writer commissioned to provide advisory services for an international organisation, on shipping, dumping in the sea, seafarers' rights and piracy in Africa.
6. I was part of a team that spearheaded the enforcement of an international arbitration award concerning the detention of a ship.
7. I contributed to a report prepared for the Seafarers Rights Institute (SRI) in relation to the rights of seafarers in several jurisdictions in Africa, Europe and Asia. I was also part of a team that advised the International Transport Workers Federation (ITF) on the legislation on cabotage and engagement of seafarers in local trade in four jurisdictions in Africa.
8. I prepared several reports to diverse private entities in relation to power; and oil and gas business in East Africa.
9. I contributed towards the preparation of legal notes on Bilateral Investment Treaties (BIT) provisions, the investment environment in Africa and international arbitration institutions in the world. I was also part of the organising team for conferences such as the China Africa Investment Forum, Beijing and seminars on International Arbitration in Africa.

2011

Macharia Ng'aru & Wetang'ula Advocates

Position:

Legal Assistant

Duties & Responsibilities:

1. I spearheaded the preparation of the maiden Marsabit County Finance Sector Plan. This involved a review of all laws relating to devolution and statutes on management of public finances; and developing a Financial Plan for the County Government.
2. I led a team in a review of the Marsabit County Energy Sector Plan and a number of Memoranda of Understanding relating to the generation of wind power.
3. I reviewed Samburu County Government leases in the Tourism Sector in conjunction with the Africa Wildlife Foundation (AWF). This entailed amendments, termination and extension of the said leases.
4. At the law firm, I was in charge of developing cases by maintaining contact with clients; scheduling depositions; preparing and forwarding summonses and pleadings;

drafting complaints; preparing responses to opposing counsel; generating status reports.

5. I was also responsible for coordinating conveyancing and real estate briefs by preparing the transfer documents and lodging of necessary documents at the relevant registries.

2009-2010

A.F Gross & Co. Advocates

Position:

Legal Assistant

Duties & Responsibilities:

1. Conducting research in the areas of Corporate and Commercial Law; Conveyancing and Civil litigation.
2. Contributing to case preparation and attending court sessions.
3. Conducting searches at the land and company registries.
4. Drafting and proofreading formal letters, contracts and pleadings.
5. Analysing bills and statutes related to the implementation of the Constitution and devolution to county governments.
6. Communicating with clients.
7. Attending arbitration proceedings, contributing to drafting and enforcement of awards.

EDUCATION

2017 – 2019

Nottingham Trent University,
LLM Corporate and Insolvency Law

2014 - 2014

Kenya School of Law,
Postgraduate Diploma in Law
(Pass)

2009 - 2013

University of Nairobi, School of Law,
Bachelor of Laws (LL.B)
(Graduated with Honours (2nd Class Division))

2009 - 2012

KCA University & East Africa School of Management,
Certified Public Secretary (CPS)
(Active Member of the Institute for Certified Secretary of Kenya)

2003 – 2008

Githiga High School – Kiambu County,
(Mean Grade – B (Plain))

CERTIFICATES & COURSES

2022

Harvard Business School – Data Privacy and Technology – Enrolled.

2022

University of Derby, England - GDPR Data Protection Officer Skills – Ongoing

2019

Practicing Certificate – Company Secretarial

Having attained the legal requirements, I was issued with a Practicing Certificate by the Registration of Certified Public Secretaries Board (RCPSB).

2016 Post Graduate Diploma in Law

As required by the Kenyan law, I did my Post Graduate Diploma at the Kenya School of Law and was issued with a Certificate of Completion.

2015 Membership Certificate – Company Secretary

I was issued with a Membership Certificate by the Institute of Certified Secretaries (ICS) after completing my company secretarial studies.

2015 Training on Corporate Governance:

I was part of senior managers of Kenya's financial Institutions and listed companies who were trained on corporate governance. The training included thorough class sessions, live boardroom scenarios and coaching from known experienced Board members in Kenya.

PERSONAL ACHIEVEMENTS

1. I am part of a team that founded Corporate Citizenship Connect a charity organization whose main objective is to promote Environmental Social and Governance (ESG) through companies by ensuring that Corporate Social Responsibility (CSR) projects companies engage in has long-lasting effects to the targeted areas. The objective of the Organization is to ensure manage CSR projects for companies and to assist them in reporting.
2. I am a volunteering Board member of Moto Hope Mission; a community-based organization whose main objective is to Sustainable Development Goals (SDGs). Moto Hope Mission particularly empowers the community through provision of education, health care, clean and safe water; and micro-loans to the underserved.

CORE SKILLS

1. Ability to interpret data.
2. Integrity and good in conflict management.
3. Communication skills.
4. Interpersonal skills.
5. Research skills.
6. Initiative skills

LANGUAGE

Proficiency:

English	★★★★★	Expert, Interpreting
Kiswahili	★★★★★	Native Speaker

REFEREES

1. Catherine Musakali
Dorion Associates LLP
Tel: +254722616119

2. Amos Thiong'o
Conservancy International
Regional Director
E: amtingo@yahoo.com
Tel: +254 791389786

3. Vincent Kiarie
Chief Executive Officer
Moto Hope Capital
E: vincentkiarie@gmail.com
Tel: +254 725704040