

## ROLE PROFILE: GENERAL COUNSEL

**JOB HOLDER:**

**REPORTING TO:** CF&RO KINTO UK LTD

**DEPARTMENT:** LEGAL & COMPLIANCE

**LOCATION:** KINTO HEAD OFFICE, PORTSMOUTH

**ROLE TYPE:** FULL-TIME, PERMANENT

**GRADE:** 3

### KEY PURPOSE

To direct and control the Company's legal, regulatory and compliance affairs as General Counsel, advise the Company in all legal (excluding employment law) and commercial matters. Ensuring all legal, regulatory and compliance functions are compliant and appropriate to protect company assets and individuals within the organisation.

Breadth of Responsibilities: Leads and manages key functions within the organisation. Assists with the development and articulation of the short, medium and long-term business plans, ensuring alignment with other functions & implements organisation wide initiatives.

Member of the Operational Leadership Committee ("OLC").

### KEY RESPONSIBILITIES – ROLE ESSENTIALS

The responsibilities and authority stated below are subject at all times to company policy.

#### Operational and Transactional

- Monitor, review, report on and ensure compliance with all relevant laws, regulations and corporate governance requirements relating to the Company's business operations including but not limited to all GDPR/data protection matters and operational risk issues.
- Provide legal advice and input to the preparation, review and approval of bids, tenders and contracts for the Company from suppliers, prospects, clients and third parties to protect the Company's interests.
- Oversee to a satisfactory conclusion any litigation the Company may be involved in.
- Where required, to manage Legal service provision to other KINTO group entities and the Mobility Business Unit.
- Effective management, supervision, training and development of Legal and Compliance staff.
- Oversee Legal & Compliance contribution to projects as a stakeholder / Subject Matter Expert.
- Liaise with other group legal teams from each country as required from time to time to share best practice advice.

#### Managerial

- As a member of the OLC, contribute to setting and driving the strategic business goals of the Company.
- Contribute to the KINTO Europe Mobility strategy.
- Play an active role in developing the culture of the organisation in promoting effective Conduct Risk Management, good customer outcomes and the Toyota Way of Working.
- Liaise with third parties and regulators in relation to legal, regulatory and compliance matters, including the Financial Conduct Authority.
- Act as Sponsor in key strategic projects for KINTO UK and KINTO Europe, providing oversight, direction and appropriate challenge.

## Regulatory

- Perform the role of FCA SMF16 (Compliance Oversight) for the Company.
- Certify reporting FCA Certified staff as 'fit and proper'.
- Liaise with TFS UK and KINTO Europe in relation to compliance matters, fulfilling the position and responsibilities of Chief Compliance Officer.
- Manage and oversee delivery of the Company's Compliance Monitoring Plan as the second line of assurance, including development, monitoring, remediation, reporting and escalation.
- Ensure the timely and accurate completion of regular internal and external regulatory reporting.
- Chair the Conduct Risk Committee, ensuring attendance and appropriate delivery of relevant MI reporting, risk and issue management, department deep-dives, root cause analysis and Senior Management compliance updates.
- Advise in relation to the Company's Anti-Money Laundering Programme, working closely with the MLRO, including supervising risk assessments and oversight, advising on issues raised, ensuring prompt and effective reporting to the authorities, and reporting to the Management Board where appropriate.

## Corporate Governance

- Oversee maintenance of the Company's internal legal and regulatory policies and procedures.
- Draft, review and approve documentation relating to the governance, regulatory compliance and business operations of the Company, its governing boards, committees, the global Internal Audit team and affiliated corporate entities.
- Anticipate and identify legal and regulatory issues of concern to Company and develop legal strategies and solutions, including situations concerning financial, political and/or public relations risk or significance.
- Manage and oversee company secretarial requirements, working closely with the Company Secretary.
- Prepare all resolutions and accompanying statutory papers for the Board of Directors and Shareholder Meetings.
- Assist all departments with general commercial legal and regulatory issues as required. Liaise closely with Toyota UK Group Legal Departments. Cover for absence periods as required ensuring both Companies have appropriate level internal legal advice available.
- Any other duties as required by Manager.

<p><b>REPORTS</b></p>	<p><b>Direct reports:</b></p> <ul style="list-style-type: none"> <li>• Risk &amp; Compliance Executive</li> <li>• Legal Counsel</li> <li>• Paralegal</li> </ul>
<p><b>LEGAL REQUIREMENTS</b></p>	<ul style="list-style-type: none"> <li>• This role currently has the responsibility of being the Data Protection Officer.</li> <li>• This role falls within the FCA Senior Manager and Certification Regime as an accountable SMF 16 (Compliance Oversight). This role is also an FCA Certified role for General Counsel Legal Advisory activities, which requires annual certification to ensure the job holder is fit and proper.</li> <li>• To maintain an appropriate level of knowledge and competence of the Companies Act, Institute of Chartered Secretaries and Administrators (ICSA), Asset Finance, Financial Conduct Authority (FCA) regulation, including Senior Manager &amp; Certification Regime, and Credit Broking and Insurance Distribution Activities.</li> </ul>

## KEY CONTACTS

### INTERNAL

KINTO Companies  
 KINTO Management Board  
 KINTO Operational Leadership Committee  
 TFSUK and TGB  
 TIS  
 Global Internal Audit team.

### EXTERNAL

Liaising with and managing all external legal counsel appointed by KINTO.  
 FCA and FLA  
 KINTO clients, prospects, contacts and suppliers.

## SKILLS AND EXPERIENCE

### ESSENTIAL (ESSENTIAL TO PERFORM THE ROLE)

- Experience of running an in-house Legal/Compliance department or working in a private practice managerial position with the ability to demonstrate close client contact.
- Experience of Compliance oversight in a highly regulated business, including contact with the regulators.
- Comfortable with communication and providing appropriate challenge at operational board level as contributor and strategic legal advisor.
- Expert in core company/commercial legal areas, e.g., Commercial Contracts, Consumer Rights, Data Protection, Advertising.
- Relevant experience/ exposure to the Financial Services, Fleet Management, Leasing and Automotive industries.
- Experience in drafting and negotiating a wide range of contracts within a fast-paced environment.
- Proficient in Microsoft Office products, especially Word and PowerPoint.

### DESIRABLE (ESSENTIAL TO DEVELOP IN THE ROLE)

- Experience in data protection law and Data protection qualification (such as CIPP/E).
- Experience in Software Licence and SaaS Agreements.
- Experience in consumer credit law.
- Experience in managing culture initiatives.
- Experience in project sponsorship.

## KEY EDUCATION/QUALIFICATIONS RELEVANT FOR JOB ROLE

- Qualified UK trained solicitor with proven relevant post qualification experience.
- Data protection qualification (such as CIPP/E).

## IDEAL PERSONAL ATTRIBUTES (LEADERSHIP)

- Excellent and intuitive communicator at all levels, providing constructive challenge at times.
- Pragmatic and commercial approach to problem solving.
- Strong leader and coach, with the ability to inspire and engender enthusiasm and continuous improvement.
- Ability to positively represent Legal & Compliance within the wider business and KINTO Europe within the wider Toyota Group.
- Self-motivated within a demanding environment.
- Excellent attention to detail.
- Ability to prioritise workload (self & team where needed) and effective time management skills.

- Willingness to 'go to the source' to investigate and understand existing business processes, in order to provide excellent and relevant legal and regulatory services and strategic advice.
- Flexible approach to working hours, ensuring work patterns reflect business needs. Team player with a collaborative working approach
- Trust: Inspires Trust in Others
- Customer focus: Ensures Customer Focused Priorities
- Building talent: Identifying & Developing Talent
- Personal growth: Demonstrates Continuous Learning
- Resilience: Demonstrates Personal Resilience

## TOYOTA WAY COMPETENCY LEVELS

<b>CHALLENGE – PERSEVERANCE</b>	4	<b>KAIZEN – DELIVERING INNOVATION AND CONTINUOUS IMPROVEMENT</b>	4
<b>GENCHI GENBUTSU – EFFECTIVE FACT FINDING AND ANALYSIS FOR PROBLEM SOLVING</b>	4	<b>RESPECT – DRIVING EFFECTIVE COMMUNICATION</b>	4
<b>TEAMWORK – MANAGING OWN AND OTHERS' PERFORMANCE</b>	4		

This job description does not form part of the employee's contract of employment but is provided for guidance. The precise duties and responsibilities of any job may be expected to change over time and therefore this document may be amended from time to time in line with Company objectives.

**JOB HOLDER:**

**SIGNATURE:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

**LINE MANAGER:**

**SIGNATURE:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

Version	Drafted by	Date	Reviewed By	Date
1.0	Matthew Rumble/Susan Cairoli	20/10/2021	Matthew Rumble	25/10/2021

## BENEFITS

- Competitive salary
- Company Car (DCS)
- Pension scheme - matrix of options starting from 4% employee contribution. Increased employee contributions can take the employer contribution up to 15%
- Discretionary bonus of up to 20% of salary per annum based on company performance
- Life assurance of 4 x salary
- PMI cover via Bupa – single, partner/spouse and dependent children.
- 25 days' annual leave increasing with length of service plus bank holidays
- Employee Assistance Programme
- Wellbeing Hour and Learning Hour
- Fruit drop
- On site café, restaurant, sports and social club
- On-site parking