

**TERMS OF REFERENCE**  
**CORPORATE SECRETARY**  
**REGULATED SUBSTANCES AUTHORITY**

**1 BACKGROUND**

- 1.1** The Government of Saint Lucia has passed legislation to regulate the production and use of controlled substances on the island. To achieve this, In July 2019, the Government of Saint Lucia appointed a Cannabis Commission to review the current laws on cannabis and make recommendations for a new regulatory framework to inform the development of Cannabis in Saint Lucia. Based on the recommendations of the Commission, Cabinet by Conclusion approved the drafting of a policy, legislative and regulatory framework for the development of a Cannabis Industry in Saint Lucia.
- 1.2** The regime governing the industry will be contained in two separate pieces of legislation. An initial piece of legislation created the Regulated Substances Authority. The Regulated Substances Authority will, among other things, make final decisions for the allocation of licences.
- 1.3** A Policy for a cannabis industry has been developed and approved and a bill specific to the cannabis regime is also under development with a view to completion and enactment early in the 2024 calendar year. This piece of legislation will deal with all aspects of the Cannabis regime. Among other things, it will:
- 1.3.1** Create a Medical Cannabis Advisory Council;
  - 1.3.2** Regulate the cultivation, distribution, manufacture, transport, import, export, and sale of industrial hemp and medical cannabis;
  - 1.3.3** Regulate the sale of Class One Medical Cannabis (can be obtained without a prescription);
  - 1.3.4** Licence medical practitioners to prescribe Class Two Medical Cannabis;
  - 1.3.5** Licence pharmacists to dispense Class Two Medical Cannabis;
  - 1.3.6** Create a regime for inspections and monitoring.

**2 ACHIEVEMENTS TO DATE**

- 2.1** The Criminal Records (Rehabilitation of Offenders) Act and Drugs (Prevention of Misuse) Act was amended to adequately empower the Rehabilitation of Offenders Board and allow adult possession of not more than 30 g of cannabis respectively. In December last year the Minister with responsibility for the Drugs (Prevention of

Misuse) Act by (SI 208 of 2021), allowed for the cultivation of not more than four cannabis plants within a dwelling house.

- 2.2 The Cabinet of Ministers has also appointed a Cannabis Taskforce with the mandate to develop and implement a cannabis regulatory framework which is fit for purpose, balancing the public health of the society while providing adequate mechanisms for the sustainability of the industry. The Cannabis Taskforce developed a revised framework for the cannabis regime to be established in Saint Lucia and received endorsement from the Cabinet of Ministers for the development of legislation consistent with the endorsed framework
- 2.3 The Attorney General's Chambers has, with the guidance of the Taskforce and other stakeholders, developed a Regulatory Substances Authority (RSA) Bill and a Cannabis Bill to establish, implement, support and regulate a cannabis industry in Saint Lucia.
- 2.4 As part of the CCEDM consultancy project, a consultant visited the island between August 5th and 12th 2023 and was party to a number of meetings with stakeholders linked specifically with the regulatory framework. During the week in question Meetings were held with officials of the Saint Lucia Bureau of Standards, The National Agricultural Diagnostic Facility, the Forensic Lab and Officials of the Ministry of Health. In September 2023 the consultant presented the framework for regulations for the industry to the Ministry of Saint Lucia. The Ministry upon receipt of the deliverable from the consultant requested that the Saint Lucia Bureau of Standards and the Steering Committee expand the framework and engage respective consultants as required to develop the regulations for the industry.
- 2.5 The Ministry of Commerce has commenced the process to engage consultants to develop the Regulation for cannabis consistent with the framework developed.
- 2.6 In November 2023 the Regulated Substances Bill was presented in Parliament and passed before the lower house.
- 2.7 A Cabinet Appointed Steering Committee now oversees the finalization of the RSA Regulations and the Cannabis Bill.

### **3 ESTABLISHMENT OF THE REGULATED SUBSTANCES AUTHORITY**

- 3.1 **The Regulated Substances Authority Act** established a body known as the Regulated Substances Authority (RSA). The structure of the RSA will include the following key positions: Chief Executive Officer, Chief Substance Officer, Corporate Secretary and Chief Licensing Officer, Director of Quality Assurance and Regulatory

Affairs, Substance Director, Director of Communications and Outreach, Director of Administration and Human Resource, Director of Finance and Director of Legal Affairs, among others.

- 3.2** The RSA will be a body corporate relying on its own resources to deliver its mandate including strategic planning, financial management, procurement, monitoring and evaluation, environmental and social safeguards, and reporting in accordance with both Government and international legal requirements.

#### **4 OBJECTIVES OF THE ASSIGNMENT**

- 4.1** The Board of Directors of the RSA is seeking to employ a **Corporate Secretary (CS)**. In particular, the CS will ensure that the RSA adheres to its governing framework, chooses the right stakeholder and shareholder model, and follows all statutory and corporate regulations. This position will work in close collaboration with the CEO and the BOD of the RSA.

#### **5 DUTIES AND RESPONSIBILITIES**

- 5.1** Ensures the Board of Directors has the proper advice and resources to carry out fiduciary duties accurately.
- 5.2** Records minutes of the Board's actions to reflect the Board's proper discharge of its fiduciary duties.
- 5.3** Ensures that meetings of the Board are appropriately documented.
- 5.4** Serve as the advisor to the Board of Directors and to the Executive Management team on matters of law, fiduciary obligations and governance.
- 5.5** Serve as a trustee for the Board of Directors, advising on duties and logistics, and maintaining documentation following legal requirements.
- 5.6** Represent or oversee the representation of the RSA in legal matters
- 5.7** Ensures compliance with the regulations set by the governing bodies outside the RSA.
- 5.8** Ensures that the corporate governance framework for the RSA is properly designed, implemented and maintained.

- 5.9 Ensures that the Board of Directors of the RSA and top management handle all business matters with transparency, integrity, and accuracy.
- 5.10 Ensures that the RSA manages work effectively and cooperates with stakeholders in good faith.
- 5.11 Ensures that all Directors of the RSA operate according to the provisions of the RSA laws of establishment, and other founding documents
- 5.12 Responsible for being the liaison for third party corporate governance service providers.
- 5.13 Responsible for reviewing and developing RSA governance programs to ensure that they're updated and in keeping with best practices
- 5.14 Responsible for Board of Directors training and development, conducting corporate governance audits, help resolve succession planning issues and assist directors with education, training and orientation programs.
- 5.15 Sets the board meeting agendas. Collaborates with the board and the executive team to identify and prioritize discussion items for the board and committees. This responsibility extends to assisting executives with producing annual reports, sending financial press releases and reviewing insurance policies.
- 5.16 Safeguards and is the point person for all corporate documents.
- 5.17 Serve as primary liaison to consultants engaged by the Authority and/ or the Board.

## **6 DURATION**

- 6.1 The Corporate Secretary is a full-time consultancy. The initial contract duration would be for thirty (30) months with an automatic extension for a further period of three (3) years upon satisfactory performance in the initial thirty (30) month period, then further renewal based on performance. The contract is subject to a probationary period of six (6) months and may be subject to satisfactory achievement of key deliverables. Performance will initially be reviewed after three (3) months, and thereafter subject to annual reviews.

- 7 **LOCATION.** This is a full-time position based in Saint Lucia and may involve overseas travel. The CS will work from the RSA where he/she will be assigned a workstation and will participate in face-to-face or virtual meetings.

## 8 SELECTION CRITERIA

### 8.1 QUALIFICATIONS:

8.1.1 The selected Candidate is required to be an attorney at law with at least 10 years' experience at a recognized Bar and;

8.1.1.1 A Master's Degree in Law, Economics, Business Administration, or other related disciplines with at least five (5) years of relevant professional experience a similar position

OR

8.1.1.2 A Bachelor's Degree in Law, Economics, Business Administration, or other related disciplines combined with at least 10 years of relevant professional experience in a similar position

8.2 Experience as a Corporate Secretary in a regulatory environment would be an asset.

## 9 REMUNERATION

9.1 An attractive remuneration package commensurate with experience and skills will be offered.

## APPLYING FOR THIS POST

Interested eligible candidates must provide information indicating that they are qualified to perform the services; and are invited to submit their, description of similar assignments, experience in similar conditions, availability of appropriate skills etc. and Curriculum Vitae (CV) to the following address:

Chairperson,  
Regulated Substance Authority  
Ministry of Commerce, Manufacturing, Business Development, Cooperatives and Consumer Affairs  
4<sup>th</sup> floor Heraldine Rock Building  
Castries  
Saint Lucia

Or electronically:

[chairman@rsa.govt.lc](mailto:chairman@rsa.govt.lc) and [info@rsa.govt.lc](mailto:info@rsa.govt.lc)

Applications **must** include the following format and content:

- a. A brief covering letter (maximum 1 page); and
- b. A resume (CV) of no more than 5 pages, showing personal details, work experience, and education, along with the names of three work related references.

*Note: unsuitable candidates will not be acknowledged. Applicants whose minimum qualifications and experience conform to the Terms of Reference will be short-listed and invited to attend an interview for further consideration.*