LEGAL SERVICES DEPARTMENT

ABRIDGED POLICIES AND PROCEDURES

GUIDE FOR REQUISITIONING LEGAL SERVICES
# LIST OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.0</td>
<td>Functional Statement</td>
<td>1</td>
</tr>
<tr>
<td>1.1</td>
<td>Main Functions</td>
<td>1</td>
</tr>
<tr>
<td>1.2</td>
<td>Organisation of the Department</td>
<td>2</td>
</tr>
<tr>
<td>1.3</td>
<td>Scope of Work</td>
<td>3</td>
</tr>
<tr>
<td>2.0</td>
<td>Management of the Department</td>
<td>4</td>
</tr>
<tr>
<td>2.2</td>
<td>Normal Time for Clearance</td>
<td>5</td>
</tr>
<tr>
<td>3.0</td>
<td>Rotation of Staff</td>
<td>5</td>
</tr>
<tr>
<td>3.1</td>
<td>Training and Staff Level</td>
<td>5</td>
</tr>
<tr>
<td>4.0</td>
<td>Staff Policies</td>
<td>5</td>
</tr>
<tr>
<td>5.0</td>
<td>Performance Review Procedure</td>
<td>6</td>
</tr>
</tbody>
</table>

**Appendix I** - Abridged Legal Services Department Policies and Procedures Guide For Requisitioning Legal Services - MS WORD

**Appendix II** - Abridged Legal Services Department Policies and Procedures Guide for Requisitioning Legal Services – MS EXCEL
1.0 FUNCTION STATEMENT
The Legal Services Department is responsible for providing effective and efficient legal advice and services to the Authority, its subsidiaries and newly registered companies including the Takoradi International Company (TICO) in a cost effective manner. The Department aims at ensuring that the Authority has adequate legal protection in all its operations.

1.1 Main Functions
The Legal Services Department performs specialized and general legal services in respect of the following function areas:

I. Core Business Activities
These comprise the primary activities that the Authority is mandated by Statute to undertake and any critical but ancillary activities that affect the primary activities.

They include:

a. Primary Activities

- Power Generation (Hydro and Thermal)
- Power Purchase Agreement, Power Sales Agreement other than those under Projects.
- Engineering, Design and Construction.
- Projects:
  - Legal aspects of project formulation, fund sourcing, tendering, contract award and execution, project monitoring/contract administration, negotiations in respect of the project.
  - Such services relate to generation and may be undertaken by the Authority on its own or under a Joint Venture Arrangement.

b. Critical Core Ancillary Activities

(i) Technical Services
Legal inputs to “trouble shooting” investigation of Technical problems affecting operations, formulation and application of Corporate Safety Rules and procedures and all aspects of VRA Security Matters.

(ii) Computer and IT matters

(iii) Board Secretarial activities of subsidiaries carrying on core business activities, notably TICO and TAPCO.
ii) **Non-Core Business Activities**
These are in the main, activities necessarily arising from the structuring and carrying out of the primary and critical core ancillary activities of the Authority as a business concern. They comprise the legal aspects of the acquisition, procurement, storage, allocation, use and management of the human, land and other material resources required to perform the primary and related activities, and co-ordination of external administrative, regulatory, legislative and policy inputs and framework to facilitate the core business. The specific activities are:

(a) **Human Resources Planning/Management**
- Recruitment, Conditions of Services, disciplinary matters and severance.

(b) **Land/Rights of Way/Real Estate**
- Acquisition, compensation, development, resettlement
- Property-Real Estate Acquisition, Development, Rental and Use and Management.

(c) **Finance and Investment**
Legal inputs to sourcing and negotiation of funding and loans for recurrent expenditure and projects, including the preparation of payment and security documents.

(d) **Environmental Matters**
- Control, preservation, conservation and enhancement regulations and standards
- Impact and damage control restoration and reclamation (contamination, physical destruction, devaluation, ecological destabilization/imbalance)

(e) **Legislation/Regulatory Matters**

(f) **Dispute Resolution**
Court Litigation, Arbitration, Reconciliation, Mediation, Negotiation and amicable settlement.

(f) **Insurance**
Coordinate with all user Departments to identify, monitor, review insurance Policies and Bonds, Procure and renew insurance policies, pursue insurance claims.

1.2 **Organization of Legal Services Department**
The “Clients” who receive the legal services are individual staff members, units/sections, departments, committees/teams on specific or special assignments and projects. Some of the services are required on a one-off
basis while others are continuous for a specified period or routine and ongoing.

On this basis and taking account of the approved establishment of the Legal Services Department, the provision of legal services will be provided through the following structure and lines of responsibility. The Department will have three (3) Sections each to be headed by a Manager namely:-

I. **POWER BUSINESS SECTION**
   - Power Generation/Joint Ventures
     These cover both the primary business activities as well as critical ancillary activities in support of the core business activities and relate mainly to operational aspects of core business activities

II. **CORPORATE MATTERS**
    **Projects and fresh/new business development initiatives**
    - Projects (may on completion become part of the core business or non-core business activities of the Authority, but fall in this category to the extent that they are not operational nor been taken over as part of the business assets of the Authority).

Legal staff will be nominated to serve on project teams. Such staff may be Managers of Units and will be supervised by and report functionally to Director, Legal Services. Staff may be selected from any of the units of the Department. Assignment of staff to projects will be guided by:-

- current work load and therefore time available to the staff in question to deliver their best and

- equity in allocation of opportunities to benefit from the experience of being in a project and acquiring the specialist/expert skills and knowledge this brings to all staff.

- **General Legal Services** (These will include Industrial Relations and issues of Staff Conditions of Services/Collective Bargaining Agreement, Real Estate, Environmental Matters, Transport, Procurement, Insurance matters, Legal aspects of Information Technology (Procurement, Development, Servicing/Maintenance and Licensing of Hardware and Software).

III. **LITIGATION**
    - Litigation Services
Dispute Resolution i.e. Court Litigation, Arbitration, Conciliation Mediation, Negotiation and Amicable Settlement.

Services of external legal counsel may be used as and when necessary taking into consideration, time saving for the Authority, distance, reasonableness of the cost involved and payment terms, absence of the expertise in-house etc.

1.3 Scope Of Work

i) The Legal Services Department envisages a situation where in relation to the Executive it will receive or retain full autonomy to render the whole range of legal services including advice, opinion and decisions relating to the operations and functions of the Authority as follows:

a) Management, Departments and Core function Subsidiaries
   Provision of the full range of full legal and quasi-legal services to Management, Departments and core-function companies and subsidiaries (including TICO) on all aspects of their operations.

b) Projects
   Lead role in provision of the full range of legal and quasi-legal services to all VRA Projects.

c) Legislation and Regulatory Bodies
   Be in charge of all legislative processes for the passage of any legislation and to work closely with Regulatory Bodies like Public Utilities and Regulatory Commission, Energy Commission, etc, to protect the interests of the Authority.

II) Final source of Legal Advice/Opinion

   Legal advice/opinion provided by the Legal Services Department on issues of any kind shall be final and guide Management in decision making. However, in the event that the Authority seeks further or second opinion from an external source, this shall be done in consultation with the Legal Services Department to arrive at a mutually satisfactory decision that protects the interests of the Authority.

III) Legal Decisions

   Decisions of a legal nature relating, for example, to dispute settlement or assumption of legal obligations by the Authority and issues relating to personnel have to be taken by the Legal Services Department with requisite clearance. Decisions taken by the Legal Services Department in this regard shall be final and implemented especially if it hinges primarily on professional legal considerations.
In cases where the Authority has external solicitors, the Legal Services Department shall have an oversight on the work of these external solicitors who shall also clear their work with the Department.

iv) What We Expect from our Clients (Other Departments)

The Legal Services Department shall have powers to demand and compel expeditious production of documents and other forms of information by other Departments that are required to facilitate the efficient delivery of legal services by the Department.

2.0 MANAGEMENT OF THE DEPARTMENT

The Department will continue to utilize cost-effective methods in the delivery of legal advice and services to the Authority.

All clients of the Department are expected to lodge their requests for legal advice and services with the Head of Department and not individual lawyers or Sections. This is essential for the smooth operation of the Department’s internal control mechanism and programme monitoring and evaluation systems.

2.1 Approval Limits

Approval limit for the Director, Legal Services shall be in line with the Authority’s approval limits.

Delegation of power within the Legal Services Department will take place in accordance with the Department’s approved organizational chart, with Managers who will be Sectional Heads. The staff establishment under each section shall comprise at least three (3) professional staff (excluding the Manager).

Managers will be fully responsible for the core functions of the Sections and shall have commensurate financial and other authorization capacity, in line with the Authority’s approval limits.

2.2 Normal Time for Clearance

Client Departments shall also make allowance of 2 weeks (10 working days) for processing of their requests for legal advice or as agreed with the Executive except in exceptional cases where this could vary depending on the circumstance.

3.0 ROTATION OF STAFF

The Department recognizes that the planned movement of staff from one assignment to another is a key management tool for preparing staff for effective and improved performance. The Department will therefore institutionalize a programmed rotation of the professional staff. The rotational period will be two (2)/three (3) years at each Section. The lawyers will thus
become multi-skilled within the framework of the legal functions in VRA’s businesses.

3.1 Training and Staff Levels
The Legal Services Department shall in consultation with the Human Resources Department determine and justify the kind of training required for its staff. The Department shall decide the timing of such training e.g. Professional Courses, Seminars, Professional Attachments, Internships etc. Staff levels proposed, justified and approved by the Executive shall be met as quickly as possible.

4.0 STAFF POLICIES
Staff of the Legal Services Department are subject to the Policies and Regulations that govern all VRA employees as set out in various Directives, Circulars and the Human Resources Hand Book. Staff are to read and abide by these Regulations and Policies.

The Legal Services Department shall have the privilege and opportunity to be members of International Professional Associations to widen their professional horizon.

Further to the general Policies and Regulations that govern the Authority, staff of the Legal Services Department shall observe the following:

(a) Exercise honesty, objectivity and diligence in the performance of their duties

(b) Take care not to divulge confidential information either deliberately or inadvertently to unauthorized persons

(c) Take care not to accept anything of value from an employee, customer, supplier or business associate of VRA which would impair or may be presumed to impair their professional judgment

(d) The professional staff are also guided by the Regulations of the Ghana Bar Association, the International Bar Association and other Professional Associations to which they may be associated

5.0 PERFORMANCE REVIEW PROCEDURES
Performance of staff will be reviewed in line with the Authority’s BSC Performance Based Management System.

The process involves the completion of relevant Target Setting Forms and the Performance Review Forms and the Performance Improvement Programme where applicable.