

1 Q. **2013 General Rate Application, Intercompany Transaction Costing Guidelines –**  
2 **Exhibit 8**  
3 Page 6, lines 11-13 - Provide the employee job descriptions for each position within  
4 Nalcor's Legal department in 2013.

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7 A. Table 1 outlines the positions within Nalcor's Legal department in 2013. PUB-NLH-  
8 233, Attachment 1 contains a copy of each job description.

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**Table 1**

Position
Assistant Corporate Secretary and Senior Legal Counsel <sup>1</sup>
General Counsel and Corporate Secretary <sup>2</sup>
Senior Legal Counsel <sup>3</sup>

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<sup>1</sup> The Assistant Corporate Secretary and Senior Legal Counsel is a Nalcor position.

<sup>2</sup> General Counsel and Corporate Secretary job description included in response to PUB-NLH-229.

<sup>3</sup> One of the two Senior Legal Counsel positions is a Nalcor position, responsible for providing legal services to Hydro in the areas of Environmental, Properties and Human Resources.

**Assistant Corporate Secretary and Senior Legal Counsel****Location Information**

**Company:**  
**Division:** General Counsel  
**Department:** Legal  
**Section:** Legal  
**Subsection:**  
**Location:** St. John's

**Organization Reporting****Direction Received:**

Receives general direction from the General Counsel and Corporate Secretary (and other members of the Leadership Team) who ensures the Assistant Corporate Secretary and Senior Legal Counsel is informed of the general strategic direction of the Corporation. Specific departmental plan, goals and objectives and the workplans are established annually. Work progress is reviewed through periodic meetings and verbal and written reports. Has wide latitude for discretion relative to ongoing activities within the framework of existing Corporate policies and exercises a high degree of personal discretion, initiative and judgment in carrying out his responsibilities.

**Direction Exercised:**

Shares supervision of and provides direction, guidance and leadership to the Executive Assistant and when required provides specific legal direction to senior and other levels of management, members of the Boards of Directors and employees at all levels of the Corporation in relation matters where legal direction is sought.

**Job Description****Summary of Job Function:****LEGAL AFFAIRS**

Provides legal services and advice to senior and other levels of management, members of the Board of Directors and employees at all levels of the Corporation on a wide range of issues. The work performed by Assistant Corporate Secretary and Legal Counsel is of an advanced legal nature covering a broad range of matters. Acts as legal counsel for the Corporation before administrative tribunals and all levels of courts. Serves on Corporate committees as required to provide guidance and advice. Assists in the negotiation and preparation of agreements and contracts. Assistant Corporate Secretary and Legal Counsel must work independently, consulting with the General Counsel and Corporate Secretary as appropriate.

**CORPORATE SECRETARIAL**

Carries out day to day activities and coordination of the Corporate Secretarial duties and responsibilities of the Hydro Group of Companies and assists the General Counsel and Corporate Secretary with respect to the overall administration, implementation and development of policies and processes related to that function..

**Principal Activities, Duties, and Responsibilities:****LEGAL AFFAIRS**

1. Provides legal advice, opinions and other legal services on a very wide range of complex legal problems to senior and other levels of management and employees of the Hydro Group.

2. Drafts and negotiates agreements and contracts on a variety of significant matters for the Corporation including the procurement of goods and services, major repairs of equipment and the sale of energy.
3. Represents the Corporation before all levels of Court, where required, in the prosecution and defence of various claims and other matters.
4. Represents the Corporation before administrative bodies where required.
5. Provides legal advice and opinions with respect to, and participates in the negotiation of, the settlement of legal proceedings and claims and other such matters with respect to various claimants and defendants.
6. Reviews and provides legal advice and opinions, when required, with respect to the preparation and issuance of tenders and other such documents before tenders are called and assists Supply Chain Management and other departments in discussions and negotiations with bidders on changes to and interpretation of contractual terms and conditions.
7. Provides legal advice, opinions and other legal services with respect to leases, licences, purchase and sale of property and other property transactions.
8. Reviews proposed and enacted legislation on a regular basis and advises employees at all levels of the Corporation of relevant legislative requirements and any amendments thereto.
9. Consults with regulators and makes or assists in the preparation of or delivery of any necessary representations to Government representatives with respect to legislative and regulatory proposals.
10. Assists and provides advice to various committees and departments of the Corporation with respect to the development of policies, procedures and processes.
11. Acts as Access to Information and Protection of Privacy Coordinator for the Hydro Group.
12. Acts as Citizens' Representative complaints coordinator for the Hydro Group.
13. Maintains an awareness of the Hydro Group's safety, environmental and other policies and guiding principles, corporate plan, goals and objectives, and other corporate programs and supports these activities to the degree appropriate.
14. Actively engaged in and supports the Corporate Safety and Health Program.

#### **CORPORATE SECRETARIAL**

1. Responsible and accountable for management and forecasting of budget and expenditures relating to the Corporate Secretarial duties and responsibilities.
2. Performs regular duties and responsibilities and coordination of the Corporate Secretarial function of the Hydro Group, including:
  - organizing meetings of the Leadership Team and the various Boards of Directors and Board Committees of the Hydro Group;

- taking and preparation of minutes of meetings of the Leadership Team, Committees of the Boards of Directors and the Boards of Directors of Twinco, LCDC and GIPCO, as well as the Boards of Hydro and CF(L)Co when required ;
- overseeing the distribution of reports and other information to the Leadership Team and Board members of the Hydro Group;
- acting as liaison between Corporation and members of Hydro Group Boards on a regular basis;
- filing Annual Returns and other Corporate documentation for the Hydro Group of Companies;
- completing corporate surveys and other information circulars relating to Hydro Group companies and their Boards;
- ensuring that members of the various Boards of Directors of the Hydro Group receive appropriate and timely information relating to issues affecting the Corporation, the Boards and the directors themselves; and
- providing advice to Board members on legal and Corporate constitutional issues.

3. Assists the General Counsel and Corporate Secretary with respect to the overall administration of the Corporate Secretarial function of the Hydro Group.

4. Assists the General Counsel and Corporate Secretary with respect to the continual review and development of policies and processes related to the Corporate Secretarial function to ensure that those served through this function continue to receive timely and professional service.

5. Assists General Counsel and Corporate Secretary with respect to the oversight of Corporate Governance for the Hydro Group.

### **Job Specifications**

#### **Education:**

Graduation from a recognized university with a Bachelor of Law degree and must be, or be eligible to be, a member of the Law Society of Newfoundland and Labrador.

#### **Experience:**

A minimum of eight (8) years experience as corporate counsel or in private practice legal services in the area of corporate and commercial law is a necessity and corporate secretarial experience is desired. Experience in the areas of labor relations, environmental and administrative law and experience in the litigation and/or defense of matters before all levels of courts and administrative tribunals is an asset, as is experience working with an electrical utility.

#### **Special Skills, Job Requirements, Working conditions, Etc.**

Must possess very good oral communication skills and have an ability to write clear and comprehensive reports, opinions and contracts. Must be able to exercise considerable judgment in all area of responsibility and to exercise tact, diplomacy and persuasion in the presentation of legal opinions, recommendations and other legal services. Excellent analytical and problem-solving ability is a necessity, as is the ability to develop and maintain effective interpersonal working relationships with senior and other levels of management and employees with a wide range of backgrounds and experience in other departments. An ability to prepare and make oral presentations, in a diplomatic and clear manner to senior and other levels of management is essential. Must be able to participate productively and effectively in multi-disciplinary teams. Must provide timely and effective advice and other legal services to members of Leadership and employees at all levels of the Corporation. Must possess a good working knowledge of computers with appropriate awareness of various corporate applications as necessary.

### **Personnel Information**

**Salary Grade:**

**Job Number:**

**Status:**

Active

**Senior Legal Counsel****Location Information**

<b>Company:</b>	Newfoundland & Labrador Hydro
<b>Division:</b>	General Counsel
<b>Department:</b>	Legal
<b>Section:</b>	Legal
<b>Subsection:</b>	
<b>Location:</b>	St. John's

**Organization Reporting****Direction Received:**

Receives general direction from the General Counsel and Corporate Secretary (and other Leadership Team members) who ensures the Senior Legal Counsel is informed of the general strategic direction of the Corporation. Specific departmental plan, goals and objectives are established annually. Work progress is reviewed through periodic meetings and written and verbal reports. Has wide latitude for discretion relative to ongoing activities within the framework of existing Corporate policies and exercises a high degree of personal discretion, initiative and judgment in carrying out responsibilities.

**Direction Exercised:**

Shares supervision of and provides direction guidance and leadership to the Executive Assistant and when required provides specific direction to senior and other levels of management and employees at all levels of the Corporation in relation to matters on which legal direction is sought, including Corporation's regulatory activities..

**Job Description****Summary of Job Function:**

Provides legal services and advice to senior and other levels of management and employees at all levels of the Corporation on a wide range of issues. The work performed by Senior Legal Counsel is of an advanced legal nature covering a broad range of matters. Acts as counsel for the Corporation before administrative tribunals and all levels of courts. Serves on the Rates Committee and on the power Contracts Committee and other corporate committees as required to provide guidance and advice. Assist in the preparation and negotiation of agreements and contracts. Oversees and manages external legal counsel with respect to varied legal matters and in particular General rate Applications and other regulatory matters. Senior Legal Counsel must work independently, consulting with the General Counsel and Corporate Secretary as appropriate.

**Principal Activities, Duties, and Responsibilities:****GENERAL LEGAL AFFAIRS**

1. Provides legal advice, opinions and other legal services on a very wide range of complex legal problems to senior and other levels of management and employees of Newfoundland and Labrador Hydro.
2. Drafts and negotiates agreements and contracts on a variety of significant matters for the Corporation including the procurement of goods and services, major repairs of equipment and the sale of energy.
3. Represents the Corporation before all levels of Court, where required, in the prosecution and defense of various claims and other matters.
4. Represents the Corporation before all levels of Court, where required, including Labor Relations Board.
5. Provides legal advice and opinions with respect to, and participates in the negotiation of, the settlement of

legal proceedings and claims and other such matters with respect to various claimants and defendants.

6. Reviews and provides legal advice and opinions, when required, with respect to the preparation and issuance of tenders and other such documents before tenders are called and assists Supply Chain Management and other departments in discussions and negotiations with bidders on changes to and interpretation of contractual terms and conditions.

7. Provides legal advice, opinions and other legal services with respect to leases, licenses, purchase and sale of property and other property transactions.

8. Reviews proposed and enacted legislation on a regular basis and advises employees at all levels of the Corporation of relevant legislative requirements and any amendments thereto.

9. Consults with regulators and makes or assists in the preparation of or delivery of any necessary representations to Government representatives with respect to legislative and regulatory proposals.

10. Assists and provides advice to various committees and departments of the Corporation with respect to the development of policies, procedures and processes.

11. Maintains an awareness of the Hydro's safety, environmental and other policies and guiding principles, corporate plan, goals and objectives, and other corporate programs and supports these activities to the degree appropriate.

12. Actively engaged in and supports the Corporate Safety and Health Program.

### **REGULATORY**

1. Prepares applications and submissions to the Public Utilities Board for rate changes, capital budgets, and other ancillary matters as required.

2. Acts as legal counsel to the Corporation with regard to all matters concerning the Public Utilities Board and provides legal advice and assistance concerning regulatory requirements, fillings, appearances and other such activities.

3. Communicate and negotiates with legal and other counsel for external parties, including Public Utilities Board and customer legal counsel, in relation to regulatory and other matters.

4. Appears before the Public Utilities Board as legal counsel for the Corporation on a variety of regulatory matters and proceedings.

5. Oversees and manages the retention of external counsel concerning regulatory or other matters assigned specifically to Senior Legal Counsel and is accountable for management and forecasting of budget and expenditures relating to such external content.

### **Job Specifications**

#### **Education:**

Graduated from a recognized university with a Bachelor of Law degree and must be, or be eligible to be, a member of the Law Society of Newfoundland and Labrador.

#### **Experience:**

A minimum of eight (8) years experience as corporate counsel or in private practice providing legal advice and services in the area of corporate, commercial and regulatory law is required. Experience in the area of labor relations, environmental or administrative law and experience in the litigation and/or defense of matters before all levels of the courts and administrative tribunals is an asset, as is experience working with an electrical utility.

#### **Special Skills, Job Requirements, Working conditions, Etc.**

Must possess very good oral communication skills and have an ability to write clear and comprehensive reports, opinions and contracts. Must be able to exercise considerable judgment in all areas of responsibility and to exercise tact, diplomacy and persuasion in the presentation of legal opinions, recommendations and other legal services. Excellent analytical and problem-solving ability is a necessity, as is the ability to develop and maintain

effective interpersonal working relationships with senior and other levels of management and employees within a wide range of backgrounds and experience in other departments. An ability to prepare and make oral presentations, in a diplomatic and clear manner to senior and other levels of management is essential. Must be able to participate productively and effectively in multi-disciplinary teams. Must provide timely and effective advice and other legal services to members of Leadership and employees at all levels of the Corporation. Must possess a good working knowledge of computers with appropriate awareness of various corporate applications as necessary.

**Personnel Information**

<b>Salary Grade:</b>	HAY 16
<b>Job Number:</b>	
<b>Status:</b>	Active