**Mitsui Sumitomo Marine Management (U.S.A.), Inc.**

Position Description

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| **Job Title:** Assistant Counsel  | **FLSA Status: ✓ Exempt  Non-Exempt** |
| **Department:** Legal  | **Salary Band:** J |
| **Location:** Home Office  | **Approved By:** |
| **Reports To:** General Counsel & Corporate Secretary | **Approved Date:** |

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| **Summary/Job Purpose:** |

The Assistant Counsel is responsible for providing legal guidance, delivery of legal services and oversight for MSIG USA to ensure compliance with laws and regulations affecting US operation. The Assistant counsel performs functions similar to the Counsel. The job description, attributes, licensing and eductation requirements and duties are generally the same as for the Counsel, except that fewer years of experience are required.

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| **Essential Functions:** | **Percentage of Time:** |

**Legal Functions**

* Responsible for all legal matters encompassing corporate governance, product development, marketing, reinsurance, producer relations, licensing, real estate and human resources. Provide guidance and oversight to individual departments on legal matters.
* Negotiate and draft contractual agreements, such as real estate leases, and advising on employment matters.
* Consult with management, commercial advisors, tax experts, accountants and marketing staff.
* Meet with clients.
* Provide corporate governance support as needed.
* Keep informed of industry-specific regulations and ensuring that appropriate risk management strategies are in place.
* Develop the Company’s policies on industry-specific issues, corporate governance or regulatory affairs
* Research and analyzie the law on complex issues and writing a brief for submission to a supervising attorney or executive of the organization.
* Analyze and summarize complicated legal documents including contracts; make suggestions for alterations of those documents.
* Negotiate with outside parties on legal disputes, including settlement conferences.
* Anticipate and mitigate potential legal problems within the corporation and develop strategies to avoid costly litigation and reduce potential areas of risk.
* Appear as needed before judicial or other administrative tribunals (e.g. arbitration panels, mediations, regulatory proceedings) and present well-reasoned arguments to such tribunals to advnce the US Operation’s interests.
* Communicate current state of legislative issues to management recommending the company’s position. Interpret and disseminate information on regulatory matters.

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| **Supervisory Responsibilities:** |

This position has no supervisory responsibilities

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| **Qualifications:** To perform this job successfully, an individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and/or ability required. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions. |

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| **Education and Experience Required:**  |

**Education and/or Experience**

* Bachelor’s Degree and a Law Degree (Juris Doctor) from an accredited university required. Active license to practice law is required. Active NJ law license or ability to obtain NJ in-house limited law license is required.
* 5+ years of legal experience, preferably in corporate legal department. Experience in property and casualty insurance industry is a plus.

**Language Skills**

Ability to read, analyze, and interpret the most complex documents including various laws, regulations, and procedures manuals. Ability to respond effectively to the most sensitive inquiries or complaints. Ability to make effective and persuasive arguments and presentations on controversial or complex topics to top management, public groups, and/or boards of directors. Ability to speak effectively before groups of US Operation’s customers, employees, vendors, audit committees, senior managers, regulators, state/federal/international officials.

**Mathematical Skills**

Ability to add, subtract, multiply, and divide in all units of measure, using whole numbers, common fractions, and decimals.

**Reasoning Ability**

Ability to define problems, collect data, establish facts, and draw valid conclusions.

**Computer Skills**

Proficiency with MS Office Suite; Westlaw.

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| **Other Qualifications Required:** |

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| **Other Skills and Abilities Required:** |

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| **Competencies:** To perform the job successfully, an individual should demonstrate the following. |
| Core Competencies | Communication, Customer Focus & Teamwork |
| Managerial Competencies |  |
| Job Specific Competencies | Analytical, Problem Solving & Judgment |

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| **Physical Demands:** The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job. The company provides reasonable accommodation to enable individuals with disabilities to perform the essential functions of the job in accordance with applicable law.  |
|  | Regularly | Frequently | Occasionally |
| Sitting | X |  |  |
| Standing | X |  |  |
| Walking | X |  |  |
| Climbing/Balancing |  |  | X |
| Reaching with Arms/Hands |  |  | X |
| Stooping/Kneeling/Crouching/Crawling |  |  | X |
| Talking | X |  |  |
| Hearing | X |  |  |
| Vision – Close/Peripheral/Depth/Ability to Adjust Focus | X |  |  |

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| **Work Environment:**  The work environment characteristics described here are representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions. |

Work is regularly performed in an office environment. Noise level is moderate.

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| The statements herein are intended to describe the general nature and expectations for this position, and are not to be an exhaustive list of required functions, skills and competencies. This job description does not establish a contract for employment and is subject to change at the sole discretion of the Company. |

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| **Employee Acknowledgement:** Employee signature below constitutes understanding of the requirements, essential functions and duties of the position. |

**Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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