How to Use This Matrix

Use this fillable matrix to decide whether the General Counsel and Company Secretary responsibilities should sit in one role, two separate roles or a supported hybrid structure.

The result is a starting point. Begin with the work, access and support required rather than the current titles.

Organisation:

Completed by: **Date:**

1. Define the Decision

Why is the structure being reviewed? Select every item that applies.

- ☐ New senior legal or governance appointment
- ☐ Current combined role is overloaded
- ☐ Legal workload or risk has increased
- ☐ Board needs stronger governance support
- ☐ Listing, regulation or structural change
- ☐ Transaction, investment or rapid growth
- ☐ Reporting line or authority is unclear
- ☐ Succession or continuity concern

Current Arrangement

- ☐ Combined General Counsel and Company Secretary
- ☐ Company Secretary sits within the legal function
- ☐ Separate General Counsel and Company Secretary
- ☐ No clearly defined structure

What problem does the organisation need to solve?

What should be different within six to twelve months?

Immediate Priority

- ☐ Confirm whether a combined role remains viable
- ☐ Clarify reporting lines and board access
- ☐ Consider separating the two leadership roles
- ☐ Assess the support needed beneath the role

2. Assess the Legal and Governance Demands

Select the level that best reflects the organisation now and over the next twelve months. Choose one box per row.

Factor	Low	Moderate	High	Critical
Legal workload and breadth of specialist advice	☐	☐	☐	☐
Board and committee workload	☐	☐	☐	☐
Listed, regulatory or stakeholder complexity	☐	☐	☐	☐
Transactions, disputes or organisational change	☐	☐	☐	☐
Number of entities and jurisdictions	☐	☐	☐	☐
Annual report, AGM and shareholder activity	☐	☐	☐	☐
Need for independent advice to the Chair and board	☐	☐	☐	☐
Team leadership and delegation demands	☐	☐	☐	☐
Risk from conflicts or competing priorities	☐	☐	☐	☐
Continuity and succession risk	☐	☐	☐	☐

How to Read the Pattern

- Mostly Low or Moderate across both functions: a combined role may remain practical.
- High demand in one function: a combined leader may need a strong Deputy or senior functional support.
- High or Critical demand across both functions: separate leadership roles should be considered.
- An uncertain or changing pattern may justify interim support while the permanent structure is tested.

Evidence, concerns or context behind the assessment:

3. Test the Combined Role

Answer each question using the role as it will operate in practice, not the title alone.

Question	Yes	Partly	No	Evidence / action
Does the proposed role holder have credible experience leading both functions?	☐	☐	☐	
Can the legal workload be managed without displacing governance work?	☐	☐	☐	
Can the governance workload be managed without displacing legal work?	☐	☐	☐	
Are the Chief Executive and Chair reporting lines clear?	☐	☐	☐	
Will the role have direct and confidential access to the Chair and board?	☐	☐	☐	
Can conflicts and competing priorities be identified and escalated?	☐	☐	☐	
Is there sufficient legal, governance and Deputy-level support?	☐	☐	☐	
Is absence cover and longer-term succession sufficiently resilient?	☐	☐	☐	

Initial Structure Indication

- ☐ Combined General Counsel and Company Secretary
- ☐ Separate General Counsel and Company Secretary
- ☐ Interim support while the permanent model is tested
- ☐ Combined leader with a strong Deputy Company Secretary
- ☐ Company Secretary within legal, with direct Chair access
- ☐ Further assessment is required

Why does this appear to be the best starting structure?

4. Turn the Decision Into a Recruitment Brief

Record the proposed structure, authority and outcomes before approaching the market.

Proposed structure:

Reporting Lines and Authority

Legal reporting line: **Governance reporting line:**

- ☐ Direct access to the Chair
- ☐ Defined escalation route
- ☐ Authority, resources and budget agreed
- ☐ Regular access to the board
- ☐ Board involvement in appointment and removal
- ☐ Formal appointment as Company Secretary

The three most important outcomes:

Essential Experience

- ☐ Senior legal leadership
- ☐ Chair and board advisory work
- ☐ Company secretarial technical knowledge
- ☐ Team leadership and delegation
- ☐ Listed-company governance
- ☐ FCA or regulated environment
- ☐ Transactions or organisational change
- ☐ Function design or transformation

Action Plan

Action	Owner	Target date

Final notes or questions to resolve:

Need help deciding how to structure or recruit the role? ingenpartners.co.uk/contact/

Ingen Partners can help test the structure, define the brief and approach the relevant market.