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*Loden Foundation*  
Thimphu Bhutan | P.O. Box. 131  
Tele: +975-77195599 / +975-77195588  
Email: info@loden.org  
Social Media: @lodenfoundation  
www.loden.org

## TERMS OF REFERENCE FOR LEGAL OFFICER

**Organisation: Loden Foundation**

**Location: Thimphu, Bhutan**

**Reports to: Executive Director**

**Position Type: Full-time contract (2-year renewal based on performance)**

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### A. Position Overview

The Legal Officer will be employed under and primarily based at the Loden Foundation, with responsibilities focused on leading all legal and compliance matters pertaining to the Foundation. The role encompasses, but is not limited to, the development, execution, and maintenance of legal documents, as well as the provision of legal advice on institutional matters.

The Legal Officer will work in close coordination with Programme Offices of the Loden Entrepreneurship Programme (LEP) to undertake loan recovery activities, including representing Loden Foundation in Court proceedings. The incumbent must also be prepared to support administrative, programme-related, and communications functions as assigned by the Executive Director and/or the Board.

### B. Primary Duties and Responsibilities:

#### 1. Legal Advisory & Compliance

The Legal Officer shall be responsible for providing legal guidance and training to staff, Loden entrepreneurs, and scholars on relevant legal issues, potential liabilities, and available courses of action. This includes delivering both verbal and written briefings in a manner that is clear and accessible to non-legal audiences. The Legal Officer is expected to anticipate and identify potential legal challenges prior to providing consultations. All legal advice must be fully



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compliant with the laws of the Kingdom of Bhutan and aimed at minimizing legal and operational risks to Loden Foundation.

## **2. Loan Recovery & Litigation Management**

The Legal Officer shall coordinate with the Programme Focals (LEP) and the Administration and Finance (AFD) Manager to ensure that all credit and recovery-related documentation is properly maintained in both digital and physical formats. Upon referral of cases by the LEP Committee, the Legal Officer shall take the lead in loan recovery efforts by issuing timely reminders through phone calls and formal written notices. When approved by the LEP Committee, the Officer shall initiate legal proceedings in accordance with Loden Foundation's guidelines.

The Legal Officer shall prepare and submit monthly loan recovery reports to the LEP committee, specifically for cases that have been referred by the LEP Committee for legal follow-up. These reports will support the identification and approval of cases requiring legal action. Additionally, the Legal Officer shall present a comprehensive status update of all ongoing litigation at each Board meeting.

## **3. Legal Documentation & Contract Management**

The Legal Officer shall be responsible for drafting, reviewing, maintaining, improving, and modifying, as required, legal documents, including but not limited to Loden Foundation's Service Manual (LSM), procurement manuals, Standard Operating Procedures (SOPs), contracts, and Memoranda of Understanding (MoU). The Legal Officer shall ensure that all working files and legal records are systematically organized and securely maintained at all times. The Legal Officer shall also be required to generate reports based on office activities and monitor outcomes for accurate recordkeeping and institutional reference.

## **4. Legal Research**

The Legal Officer shall consistently conduct legal research by reviewing relevant sources, including but not limited to legislations, case laws, legal articles, and regulatory codes, to remain current with applicable laws and ensure informed legal advice and decision-making. They shall



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review all contracts and other binding documents in which Loden Foundation is a party, assess the associated legal implications, and promptly advise senior management on any significant risks or obligations.

The Legal Officer shall also be responsible for preparing, reviewing, and improving, as required, contractual instruments to support various Loden Foundation activities. When required, they shall provide legal advice to project officers and operational staff. Additionally, the Legal Officer shall develop and implement contract management and administration procedures in accordance with Loden Foundation's internal policies and relevant legal standards.

## **5. Legal Risk Mitigation**

The Legal Officer shall regularly assess the actions and decisions of the Loden Foundation to identify potential legal risks, recommend alternative courses of action, and implement appropriate risk mitigation strategies. They shall negotiate, draft, and review documentation related to Loden Foundation's transactions, and prepare detailed checklists to ensure that all required information is submitted accurately and in a timely manner.

The Legal Officer shall review and provide legal advice on various instruments, including but not limited to MoUs, contracts, and tender documents. They shall monitor ongoing legal cases and advise management on their status and implications. In coordination with relevant departments, the Legal Officer shall ensure that appropriate legal measures are taken when risks are identified.

Furthermore, the Legal Officer shall offer legal protection and risk management guidance, with a particular focus on contract oversight. They shall support policy development by reviewing internal policies and advising on their legal implications, ensuring that all contracts, agreements, and institutional policies are in full compliance with the applicable laws of Bhutan.

## **6. Governance Support**

The Legal Officer shall serve as the Member Secretary to the Board and shall be responsible for coordinating Board meetings and maintaining official records. This includes the preparation,



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filing, and safekeeping of all Board-related documents in accordance with the Civil Society Organizations Act of Bhutan 2007 (CSOA), any subsequent amendments thereto, and other applicable legal requirements.

### **C. Minimum Qualification and Other Requirements:**

#### **1. Education & Licensing**

- LLB and PGDNL/ DNL.
- Must be a licensed legal practitioner registered with the Bar Council of Bhutan.

#### **2. Experience:**

- Proven ability to work independently with minimal supervision or direction.

#### **3. Essential Skills:**

- Excellent written and verbal communication skills in both Dzongkha and English; proficiency in additional languages or dialects is considered an asset.
- Thorough knowledge of all applicable laws, rules, and regulations.
- Strong attention to detail and analytical thinking.
- Effective negotiation and advocacy skills.
- Demonstrated ability to draft and review complex legal documents with clarity and precision.

### **D. Working Conditions & Expectations**

The position requires strong analytical skills to provide sound legal opinions, particularly in the areas of administrative and credit lending law. A comprehensive understanding of Bhutanese legal frameworks is essential.

The position demands a high degree of integrity, ethical conduct, and professionalism at all times. The Legal Officer must demonstrate strong planning abilities, focus, and commitment, and



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the capacity for original legal reasoning. Thorough research and comparative legal analysis will be an integral part of the role.

While the position follows standard office hours, it also allows flexibility to accommodate Court appearances, client meetings, and other urgent legal matters as necessary.

### **E. Reporting and Supervision**

The Legal Officer shall report directly to the Board and Executive Director and operate under their supervision to ensure that all legal functions align with the strategic and operational objectives of Loden Foundation. This reporting structure enables effective coordination in managing legal affairs and ensuring compliance with applicable regulatory and institutional requirements.

### **F. Pay and Benefits**

The position offers a competitive salary and benefits package that includes a communication allowance of Nu. 1,500/-, a conveyance allowance of Nu. 2,500/-, and other benefits as per LSM and established compensation framework. The basic monthly salary ranges from Nu. 45,000 to Nu. 50,000. The position is further supplemented by a performance-based incentive, with the Legal Officer eligible to receive up to 5% of the total amount recovered from litigated cases for exceptional performance, and no less than 2% for meeting the minimum acceptable performance standards set by the ED. Incentive payments will be calculated annually and disbursed at the end of each calendar year, based on cumulative recoveries and performance evaluation conducted by the ED.

### **G. Duration and Terms**

This is a full-time position with an initial probationary period of six months and a contract period of two years, subject to periodic performance evaluations. Contract renewal will be contingent upon satisfactory performance and the evolving needs of Loden Foundation.



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***Note: Female Candidates with relevant qualifications and experience are highly encouraged, and candidates with a relevant master's degree will be given preference for shortlisting.***