

JOB PURPOSE

The Manager, Subsidiary Services, is responsible for the provision of corporate secretarial services as well as consultative advice and support to certain CIBC subsidiaries and affiliates, including the planning, preparation and execution of all aspects of the Board meetings of those subsidiaries and affiliates. The incumbent recommends client-specific approaches to resolving operational or tactical issues, and implementing CIBC initiatives.

KEY ACCOUNTABILITIES

The incumbent is responsible for carrying out the role of Corporate Secretary for assigned subsidiaries, which includes:

1. Organizing Subsidiary Board Meetings:

- Effective and proactive communication with directors, officers and assistants to schedule Board meetings, prepare and send the required notices of meetings, and provide advice on best procedural practice in terms of Board reporting and CIBC policy and regulatory requirements.
- Work closely with the Board Chair, Legal Division, and Compliance Department in the agenda planning and preparation of work plans for the Board.
- Manage the collection and assembly of all agenda materials, including the preparation of routine resolutions for Board meetings. Distribute Board packages to appropriate recipients within the required timeframe.
- Attend and minute the Board meetings.

2. Legal Entity Record Keeping and Reporting:

- Maintain minute books and other corporate records (including timely update of the global corporate subsidiary database) of each assigned legal entity, sufficient to ensure timely disclosure of appropriate information to the regulators/auditors and also to facilitate appropriate access to required corporate information.
- Arrange for redaction of legally privileged information in approved minutes and Board reports as required and in accordance with internal processes.

3. Regulatory and Compliance Reporting:

- Accountable, in conjunction with the Corporate Secretary, Assistant Corporate Secretary, Legal and Compliance Divisions, for the achievement of CIBC's overall corporate strategic objectives within the context of its legislative and regulatory environment, which includes monitoring compliance issues and managing increasing regulatory risks to ensure that legal entity reporting issues are appropriately addressed and CIBC's subsidiaries are maintained in good regulatory standing.
- Gather information, track due dates, coordinate fee payments and manage corporate records to facilitate timely and accurate completion and filing of non-financial returns.
- Effective and proactive communication with registered attorneys and agents across Canada regarding their appointment, fees and services.

4. Governance processes relating to the general operation of assigned subsidiaries:

- Provide analysis, interpretation, advice and guidance on corporate governance matters as they relate to researching, analyzing and interpreting applicable legislation within the role of the Corporate Secretary.
- Ensure clients are well informed of the Corporate Secretary's mandate and services including relevant practices and procedures.
- Provide advice on and promote compliance with CIBC policies, procedures and standards, as well as relevant external regulatory and legislative requirements.
- Act as a resource to the members of the CIBC Asset Management fund valuation team, and legal counsel to render appropriate advice on day-to-day operational issues in relation to best procedural practices pertaining to the CIBC Mutual Funds.
- Provide the necessary certifications on behalf of the Manager and Trustee of the CIBC family of mutual funds with regard to the market opening documents as requested by the custodians of the funds and where required, review and provide advice on the formats to ensure consistency with CIBC procedures.
- Oversee orientation for new Board members of the client group.
- Review and maintain currency of signing authorities of client subsidiaries and provide consultative advice on signing authorities.

5. Act in a leadership role on assigned enterprise-wide projects, including:

- Function as Record Retention Coordinator to represent Corporate Secretary's Division in all the meetings and activities organized as part of the bank-wide record retention policy initiative.
- Organize and chair the subsidiary governance meetings comprising members of Legal and Compliance to review governance practices of CIBC subsidiaries to foster compliance with laws relating to corporate governance as well as consistent and best practices across all of the subsidiaries.

CROSS FUNCTIONAL RELATIONSHIPS

- Executives and directors of CIBC subsidiaries (which include CIBC senior executives)
- Other divisions of CIBC (Legal, Compliance, Internal Audit, Capital Management, etc.)
- External auditors
- External counsel
- Federal and Provincial Regulators
- External Service Providers

Requirements:

KNOWLEDGE AND SKILLS

- Previous work experience in the Corporate Secretarial field with mutual fund exposure is desirable.
- Completion of ICSA or CSC courses would be an asset
- Detailed working knowledge of applicable sections of The Bank Act, Trust and Loan Companies Act and Canada Business Corporations Act is desirable
- Good knowledge of CIBC
- Leadership skills with team player approach
- Analytical thinker
- Organizational skills
- Relationship development and management skills across functions and levels (internal and external)
- Attentive to detail
- Excellent verbal and written communication skills
- Good problem solving skills
- Strong technology skills
- Results and service oriented
- Accountable
- Adaptable
- Self-motivated, independent worker

Job link:

<http://www.cibc.com/ca/inside-cibc/careers.html>