

**POSITION DESCRIPTION****Date:** January 2014**Position Title:** Subsidiary Governance Law Clerk**Company:** Manulife Financial**Location:** 200 Bloor Street East, Toronto, ON Canada**Application  
Deadline:** February 10, 2014**Department:** Corporate Secretary's Office**Reports To:** Antonella Deo**(Position Title)** VP & Chief Counsel, Corporate Secretarial  
(416) 852-9446**About Manulife:** Manulife Financial is a leading Canada-based financial services company with principal operations in Asia, Canada and the United States. Since welcoming its first customers in 1887, Manulife Financial has built a significant global presence by providing customers with strong, reliable, trustworthy and forward-thinking solutions for their most significant financial decisions.**Link to Posting** Below is the link to the posting. CSCS applicants should be directed to apply online via this link (rather than emailing us resumes directly).<http://manulife.taleo.net/careersection/10480/jobdetail.ftl?lang=en&job=1400144>

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**General Accountability:**

Reporting to the VP & Chief Counsel, Corporate Secretarial, this position is responsible for the administration of Manulife's global subsidiary governance program, working closely with the executive team and an international team of corporate secretaries. The incumbent must demonstrate a solid understanding of corporate secretarial and corporate governance practices, excellent interpersonal skills with the ability to establish excellent working relationships with individuals at all levels and have the proven ability to work in a complex regulated corporate environment.

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**Responsibilities:****Subsidiary Governance**

The incumbent will be part of a team responsible for Manulife's global subsidiary governance program and will have responsibility for administration of the program, including:

- Program coordinator with primary responsibility for the implementation of a new

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subsidiary governance database, including migration of subsidiary corporate records.

- Subsidiary governance database administration and primary liaison for subsidiary governance matters with corporate secretaries globally.
- Manage the data integrity of the subsidiary governance database on an ongoing basis.
- Establishing, maintaining and monitoring compliance with group-wide policies and procedures for subsidiary governance, including with respect to the maintenance of global subsidiary records.
- Maintaining corporate structure charts.
- Responsible for producing subsidiary governance reports and developing self-help tools.
- Monitor best practices in subsidiary governance and make recommendations for procedural improvements.

### **Corporate Governance**

The incumbent will also assist with corporate governance and regulatory matters for Manulife, as necessary, including:

- Research and benchmarking of corporate governance practices.
- Preparing drafts of governance documents.
- Preparing shareholder and director resolutions for routine matters.

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### **Knowledge/Skills/Competencies/Education:**

- Post-secondary education and college level law clerk certificate.
- Minimum of 5 years' experience as a law clerk with a major law firm or law department of a major corporation.
- Strong organizational and project management skills, with an orientation to detail and ability to maintain a high degree of accuracy.
- Knowledge of legal entity management software (and related reporting and charting programs) and proven ability to learn and adapt quickly to new technology.
- Experience establishing or managing a subsidiary governance program and with public company governance.
- Superior communication and interpersonal skills with the ability to work well in a team environment and establish excellent working relationships with individuals at all levels, including the executive leadership team and the board.
- Ability to exercise discretion with highly sensitive information with tact and

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professionalism is particularly important.

- Excellent time management skills, including the ability to work well under pressure and successfully balance multiple priorities and projects with minimal guidance.
- Proactive self-starter with superior problem-solving skills who anticipates needs and initiates appropriate actions.
- Experience in a regulated environment is an asset.
- High proficiency in Windows, MS Office products (Word, Excel, PowerPoint).
- Knowledge of legal entity management software (and related reporting and charting software), Lotus Notes, Workshare Compare and electronic board books is an asset.

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**Problems/Challenges:**

1. Establishing a high level of reliability and maintaining sound business relationships in a fast-paced and deadline driven environment.
2. Working overtime when required to meet internal or external deadlines.