

POSITION AND CANDIDATE SPECIFICATION



NATIONAL BANK of CANADA

VICE PRESIDENT AND CORPORATE SECRETARY

Assignment: 19073-022

Date: October 2014

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POSITION SPECIFICATION

Client Company (www.nbc.ca)

National Bank of Canada provides fully integrated financial services to consumers, SMEs and large corporations in its core market, while offering specialized services to its clients elsewhere in the world.

National Bank offers a full suite of banking services, including retail, corporate, and all of the services of an investment bank. It is active in the international capital markets and, through its subsidiaries, in securities brokerage, insurance and wealth management as well as management of mutual funds and pension plans.

National Bank has assets which total more than \$177 billion and, together with its subsidiaries, the Bank employs approximately 20,000 people. The Bank's shares are listed on the Toronto Stock Exchange (NA: TSX).

Position Summary

National Bank of Canada is seeking a Vice President and Corporate Secretary to replace the current incumbent who will be retiring in 2015. Reporting to the Executive Vice-President, Human Resources and Corporate Affairs, the new Vice-President and Corporate Secretary plays a key proactive role in supervising National Bank's corporate activities with regard to corporate governance. The incumbent will contribute to developing the bank's vision and strategy in this respect, by advising the Chairman of the Board of Directors, the President and Chief Executive Officer, directors and other members of senior management.

The successful candidate will ideally have demonstrated his/her ability to both insure a seamless transition in the "running" of the Bank and provide proactive and strategic leadership to the office of the Corporate Secretary such that it becomes a true business partner to the Chairman of the Board, CEO, Committee's Chairs and other key executives.

The candidate will be based in Montreal and be fluently bilingual.

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Key Relationships

Reports to: Executive Vice President – Human Resources and Corporate Affairs and Member of the Office of the President

Direct reports: Team of 32 people
Senior Manager and Assistant Secretary, Corporate Secretary's Office, Registration Department – Bank and Reporting Issuers
Manager, Corporate Secretary's Office, Registration Department – Wealth Management and Insurance
Manager, Corporate Secretary's Office, Registration Department – Capital Markets
Manager, Corporate Secretary's Office, Registration Department – Registration, Reception, Senior Management
Analyst, Corporate Secretary's
Advisor, Corporate Secretary's
Technical Advisor, Corporate Secretary's

Other key relationships: Chairman of the Board
Chief Executive Officer
Chairs of the Board Committee
Other Board Directors
Members of the Office of the President
Members of the Finance, Risk and legal functions

Major Responsibilities

More specifically, the Vice President and Corporate Secretary will have responsibilities towards the following stakeholders:

Board of Directors

- Liaise directly with the Chairman of the Board so as to proactively suggest and prioritize topics to be discussed during Board meetings.
- Provide advice concerning corporate law and corporate governance to members of the Board.
- Serve as the main corporate point of contact between National Bank and its directors.
- Organize the agenda for Board meetings and committee meetings for certain Bank subsidiaries; attend those meetings in order to draft minutes. Be accountable for making sure the meetings run smoothly.
- Update minutes books and registrars of entities.

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- Act as an integrator, summarizing information presented to the Board that originates from various sources (Board committees, business lines, regulatory and governance authorities).
- Inform the members of the Board of policies and pre-established ethical or governance rules and ensure compliance with them.

Shareholders

- Plan and organize the Annual Meeting of Shareholders.
- Inform the Chairman of the Board, provide him with all documents necessary to conduct the Annual Meeting and highlight any issues.
- Prepare the Bank's continuous disclosure documents, including the Management Proxy Circular.
- Work with the Bank's senior management to respond to shareholder proposals, among other things.

Regulatory authorities

- Prepare documentation concerning the various steps of the company's legal life cycle, annual reports, permits, annual statements, etc.
- Draft corporate documents associated with changing directors and officers, declaring dividends, issuing and transferring shares and dissolving entities. Manage insider reports in accordance with regulatory provisions.
- Ensure documents comply with the requirements of regulatory authorities.
- Maintain constructive relationships with regulatory authorities.
- Prepare annual reports for all jurisdictions, information returns, and the amending declarations required to update all entities.
- Register legal documents to safeguard the rights of the Bank and its subsidiaries.

Senior Management

- Provide advice concerning corporate law and corporate governance to members of senior management.
- Provide advice and feedback to members of senior management concerning topics/issues discussed during Board meetings.

General

- Work closely and maintain solid relationships with the various business lines; play an influential role with the managers of other units in a matrix environment.
- Motivate employees to increase engagement, retention and talent development.
- Ensure operational quality in your sector by ensuring adherence to regulatory standards as well as compliance and confidentiality policies.

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CANDIDATE SPECIFICATION: KEY SELECTION CRITERIA

Ideal Experience

- A minimum of fifteen years of experience in the field of corporate law, securities and corporate governance, mainly in the **financial services industry within a highly regulated company**.
- **Has been Corporate Secretary or has held a key role in the Corporate Secretary's group of a large publicly traded corporation.**
- Demonstrate highly developed interpersonal skills and the ability to interact with numerous stakeholders (Board, senior management of the Bank, regulatory authorities and other governance authorities).
- Communicate, build relationships, play an influential and leadership role, and motivate people to work together.
- Define and successfully implement strategic and operational plans.
- Foster innovation and oversee key change management programs.
- Work efficiently in matrix and project management mode.
- Adopt and use a leadership style based on candour, teamwork and cooperation, active listening, respect and commitment to the organization.
- Be a visionary; be able to build, align, coach and engage top-performing and diversified teams; and be a recognized leader in rallying stakeholders to reach business objectives.
- A Bachelor's degree or Licentiate in Laws and be a member of a Canadian Bar Association or the *Chambre des notaires*.
- **An excellent command of spoken and written English and French.**

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Critical Competencies for Success

Technical Skills and Experience: In the context of a very complex and regulated environment, National Bank of Canada needs a highly trained Corporate Secretary (safe pair of hands) with sharp corporate and securities experience; an executive who is high-energy, engaged and has demonstrated that she/he is hands-on, proactive and innovative in governance advice and other board matters and is effective interfacing with the Chairman of the Board, the CEO and other board directors and executives.

Business Acumen and Strategic Skills: Able to lead governance initiative and influence internal and external stakeholders through reasoned analysis and business understanding; demonstrated presence and stature with an ego well in check; demonstrated nuanced ability to work well with and influence members of the board of directors and senior management through proactive and productive participation in critical business discussions.

Other Personal Characteristics

- Is a natural leader and is recognized as an authority in the field of financial services. Ability to influence through his/her expertise and maintain harmonious relationships with internal and external stakeholders.
- Results and action oriented, can set high goals and get the job done despite resistance.
- Has a strong business sense and a strategic vision that allows him/her to seize opportunities and manage risks.
- Progressive manager who adopts a collegial and dynamic approach. Has a fair judgment and a good level of maturity.
- Is a skilled negotiator who can resolve conflicts and manage effectively in difficult situations.
- Has the ability to guide, influence, motivate and effectively coordinate the efforts of his/her team towards a common goal.
- Excellent communicator who presents his/her ideas clearly and concisely.
- Demonstrates rigor and a sense of ethics in the performance of his/her functions.

Interested candidates should email their application to BNC@spencerstuart.com