

Auto req ID 67833BR
Job Title Assistant Manager, Board Governance
Country CANADA
Province/ State Ontario
City Toronto
Report Location Toronto
TD Description **About TD Bank Group**
The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or "the Bank").

TD is the sixth largest bank in North America by branches and serves over 22 million customers in three key businesses operating in a number of locations in financial centres around the globe:

- Canadian Retail, including TD Canada Trust, TD Auto Finance Canada, TD Wealth, TD Direct Investing, and TD Insurance;
- U.S. Retail, including TD Bank, America's Most Convenient Bank, TD Auto Finance U.S., and an investment in TD Ameritrade; and
- Wholesale Banking, including TD Securities.

TD also ranks among the world's leading online financial services firms, with approximately 8 million active online and mobile customers. TD had CDN\$862.0 billion in assets on October 31, 2013. The Toronto-Dominion Bank trades under the symbol "TD" on the Toronto and New York Stock Exchanges.

Department Overview The Assistant Corporate Secretary (Board) team contributes to the Bank's compliance with regulatory obligations and good governance practices by managing corporate secretarial matters and processes relating to the Bank's Board of Directors and by assisting with the planning of, and public disclosure requirements relating to, the Annual Meeting of Shareholders.

Job Type Regular

Job Status Full Time

Hours M-F

Job Category Legal Services/counsel -

Job Description Reporting to the Assistant Corporate Secretary (Board), this position will work effectively and independently to carry out the following key responsibilities:

Board Processes:

- Be familiar with Bank Act and other legal and regulatory requirements, and the Bank's By-laws, as they relate to the Board
- Accurately maintain the Board's Annual Task List in accordance with identified public company requirements; track ad hoc tasks which arise and draft all board meeting agendas
- Be the subject matter expert on all regularly recurring board-related processes (including documented meeting preparation procedures) and ensure they are properly carried out within specified deadlines
- Identify and recommend process improvements to enhance productivity and operational efficiency

- Act as the primary relationship manager with other internal areas, build solid relationships, and promote awareness of and adherence to established Board procedures
- Appropriately leverage the support of the team's Law Clerk in carrying out processes
- Contribute to the identification of issues necessary to be communicated to the Board, and to the Senior Executive Team (being mindful that information to be conveyed may be similar but need to differ) and craft clear, concise, articulate and timely communications with an appropriate level of detail and tone
- Contribute to the identification and control of confidential/sensitive information (oral and written) and withhold material and portal access where appropriate including in situations where a director may have a declared interest and may need to recuse him/herself from a portion of a board or other meeting
- Manage the content and design of the intranet site for Board-related information
- Be familiar with meeting material preparation guidelines and update material delivery instructions on intranet site as necessary
- Assist with the preservation of the Bank's corporate records by overseeing the proper maintenance and storage of minute books and meeting materials
- Create and oversee the meeting schedule for Board approval taking into consideration all necessary information including Bank Act requirements
- Be attuned to the sensitivities of situations involving the Bank's Directors and senior executives and identify an appropriate course of action to effectively handle each situation
- Handle internal and external requests for Board-related information including from regulators and other third parties and escalate issues appropriately
- Independently forecast director-related expenses for on- and off-site meetings and other events and review board member expense reimbursement claims prior to payment
- Handle special projects relating to a variety of issues

Annual Meeting of Shareholders:

- Be familiar with director nominee proxy circular disclosure requirements and draft disclosure annually
- Assist with meeting planning activities insofar as they relate to the Board

Portal:

- Be the application subject matter expert (Web and iPad) from the business perspective
- Liaise with and fully leverage in-house technology services team
- Appropriately communicate changes in application functionality to end users and Administrators
- Ensure that application and iPad operating system upgrades are performed on issued devices as needed
- Analyze Business Application Risk Assessment criteria against portal content and functionality, and annually make appropriate risk rating recommendations

- Contribute to the orientation of new board members, senior executives and Administrators by enabling access to the portal and arranging appropriate training
- Document and communicate responsibilities assigned to Administrators
- Monitor site content periodically

Job Requirements

- Self-motivated, responsible team player with demonstrated ability to take initiative
- Excellent analytical, process management and problem solving skills with ability to draw conclusions and present solutions
- Excellent organizational and time management skills with ability to manage multiple priorities in a dynamic, fast-paced, deadline-oriented environment
- Excellent interpersonal and communication skills (written and oral)
- Experience with relationship management
- Attentive to detail and able to produce high quality work under pressure
- Good aptitude on information technology issues generally; proficient in Word and Excel; familiarity with portal functionality an asset
- Able to work independently and as part of a team; and interact appropriately and knowledgeably with Bank Board Members and senior executives
- Able to exercise judgment when dealing with sensitive situations requiring professionalism and diplomacy
- Discretion when handling confidential matters is essential
- Minimum 3 years' related experience preferably at a major public Canadian company or financial institution

Skills Category

Analytical skills -
 Impact & Influencing -
 Interpersonal Skills -
 Relationship Management -
 Effective Communication -

Inclusiveness

At TD, we are committed to fostering an inclusive, accessible environment, where all employees and customers feel valued, respected and supported. We are dedicated to building a workforce that reflects the diversity of our customers and communities in which we live and serve, and creating an environment where every employee has the opportunity to reach her/his potential.

TD is committed to providing accommodations. if you require an accommodation, we will work with you to meet your needs.