



**Job Title:** Consultant, Board Services  
**Reports to (Job Title):** Director, Board Services  
**Department/Division:** Corporate Secretary's Division  
**Work City, Province:** Toronto, Ontario  
**Resourcing Consultant Contact:** Nina Gokhale ([Nina.Gokhale@cibc.com](mailto:Nina.Gokhale@cibc.com)) 416-861-5045  
**Posting Timeline:** Applications must be received by May 18, 2012

### **ABOUT CIBC**

CIBC is a leading Canadian-based financial institution. We have three major businesses - Retail and Business Banking, Wealth Management and Wholesale Banking- focused in Canada and around the world. CIBC provides a full range of financial products and services to 11 million clients. We have more than 42,000 employees dedicated to helping our clients achieve what matters to them, delivering consistent and sustainable earnings for our shareholders; and giving back to our communities.

### **BUSINESS UNIT DESCRIPTION**

Corporate Secretary's Division provides corporate secretarial services, corporate governance advice and guidance to CIBC, its subsidiaries and its affiliates with a commitment to promoting a strong corporate governance environment within the CIBC group of companies.

In the Board Services group, these services include providing specialized advice, directional guidance and consultation to CIBC's Board of Directors. The main responsibilities of the Board Services group are to provide governance advice to the Board and lead the process for collecting, organizing, executing and maintaining records on directors, as well as meetings of the Board and its committees.

### **JOB PURPOSE**

The Consultant, Board Services, is responsible for establishing, organizing, and maintaining robust data management systems for key information pertaining to the responsibilities of Corporate Secretary's Division on signing processes, contract management, general entity control processes, operational risk processes and Board support. A key Board support responsibility is maintaining a central repository for organizing and storing key information about each member of CIBC's Board of Directors. The repository will be leveraged as a central reference tool to ensure accuracy and consistency of data that is provided to and used by infrastructure and control groups within CIBC to address legal requirements, compliance processes, internal controls and overall Board operations. The incumbent will play a key role in advancing technology based solutions for Corporate Secretary's Division.

### **KEY ACCOUNTABILITIES**

- Lead the development of new processes and procedures and/or organize, enhance and maintain existing processes and procedures (including process maps, policies and procedures) for:
  - CIBC's signing processes (including power-of-attorney processes, authorized signatory processes, and the preparation and execution of incumbency certificates) and develop effective tracking and filing mechanisms to maintain accurate records of CIBC signatory information
  - Related Party processes and data management
  - Key contract management for the Enact database, Board portal services, and registrar and transfer agency services, including:



- a. acting as liaison between CIBC and third party service providers to provide direction, seek service enhancements and resolve or escalate issues; and
  - b. partnering with Corporate Services and Technology & Operations to review terms of contract renewal, including pricing and service level assessment
    - o General entity control processes (including mapping of board and committee workplans and/or meeting agendas to OSFI's governance guidelines and assessment criteria)
- Oversee operational risk management control processes (including processes relating to monthly testing and reporting of operational risk matrices, quarterly reporting and annual assertion and LCM testing) ;
- Establish and oversee a central repository to organize and store a variety of key information (in both electronic and paper format) about each member of CIBC's Board of Directors for use by the division and other infrastructure and control groups within CIBC to address legal requirements, compliance processes, internal controls and Board operations, including information required to assess director independence, support CIBC's related party process, ensure accuracy in CIBC's continuous disclosure documents and monitor potential lobbying activity, including:
  - o Developing common standards for maintaining information pertaining to each director;
  - o Developing effective tracking and filing mechanism to maintain accurate records on existing and former directors
  - o Monitoring the data integrity and processing efficiency of the director information repository
- Developing and administering a communication system to provide timely alert to impacted parties in the division and other infrastructure and control groups of changes in the director repository data;
- Partnering with Technology & Operations to continue developing the Board portal service, furthering the Board's paperless meeting processes, enhancing secure electronic communication and reviewing new and emerging technological developments affecting Board operations, including:
  - o Understanding the Division's business requirements and communicating those to Technology
  - o Establishing, maintaining and evolving an effective file structure on the Board portal
  - o Maintaining current knowledge of ongoing development enhancements for the Board portal that impact or may impact Board operations;
  - o Support initiatives related to technological innovation to support Board operations;
  - o Researching, identifying and promoting best practices for maintaining key information about directors and Board portal and other technology to support Board operations;
  - o Facilitate information-gathering to capture processes, policies, and procedures for, signing authorities, contract management, general entity control management operational risk control management, and Board support;
  - o Ensure robust processes are in place to support the integrity of the data being generated

#### **CROSS FUNCTIONAL RELATIONSHIPS**

- Interface comfortably with members of the Board of Directors and senior management face-to-face, over the telephone and through email communications
- Provide support to and respond appropriately or escalate requests from:
  - a. internal business partners at all levels
  - b. regulators
  - c. external business contacts
- Participate as a member of multi-discipline projects with internal business partners and vendors;
- Internal contacts include employees at all levels in Technology & Operations, Legal, Compliance, Controls, Risk Management, Corporate Services, Finance



### **COMPLEXITIES/CHALLENGES**

- Ability to establish operating standards and guidelines for the effective utilization of the process repository;
- Anticipate and meet demand;
- Remain current with rapidly evolving internal and external approaches;
- Ability to address multiple issues in a fast paced environment

### **COMPLIANCE REQUIREMENTS/RESPONSIBILITIES**

- As an employee of CIBC, the incumbent must comply with all applicable CIBC and Line of Business policies, guidelines and controls.

### **AUTHORITIES/DECISION RIGHTS**

- This job has the authority to make recommendations and implement process changes for the specific work functions under their span of control

### **JOB DIMENSIONS**

- Balancing an enterprise-wide perspective with specific client needs in the development and recommendation of solutions to non-routine operational and tactical problems and ensuring corporate governance implications are considered;
- Assessing confidentiality and/or sensitivity of information and ensuring its security

### **KNOWLEDGE AND SKILLS**

- Excellent judgment
- Proficiency with MS Microsoft Office Suite
- Ability to understand and utilise internal databases
- Strong working knowledge of mobile devices such as Blackberries and iPads
- Proven project management skills, with knowledge of project methodology
- Excellent analytical and problem solving and decision making skills with the ability to interpret client needs and recommend functional and cost effective solutions
- Knowledge of process engineering/design principles and practices, and the ability to develop or enhance processes
- Ability to work in a fast paced environment with a high degree of change and multiple priorities
- Ability to collaborate with and lead individuals (eg., peers, line of business stakeholders, infrastructure stakeholders) for whom there is not a direct line reporting relationship to achieve desired outcomes
- Ability to develop strong working relationships with internal and external business partners and clients
- Demonstrated team player qualities with the ability to lead and motivate others
- Well developed communication and presentation skills, both written and verbal
- Well developed influencing skills, to promote/negotiate acceptance and implementation of ideas and concepts

### **WORKING CONDITIONS**



- This role operates within a normal office environment with little exposure to adverse working conditions
- Ability to manage multiple project and changing priorities often within tight deadlines
- At times may be required to work outside of normal working hours
- Manual dexterity to operate a personal computer
- Mental effort required to perform tasks is required (e.g. working toward fixed deadlines, established service standards, frequently changing priorities or interruptions)
- Attend numerous meetings in a variety of office locations
- Managing high volume and diversity of work
- High degree of concentration for long periods of time
- Ability to respond effectively and promptly to emergency situations
- Occasional travel