

PUBLIC SECTOR

CORPORATE SECRETARY POSITION DESCRIPTION

15. Purpose of Position (Why does this position exist?)

This position manages XYZ's governance processes and performs a corporate secretarial function for the Board of Directors and its five standing Committees. Provides expertise and assistance in directing governance processes, including developing, co-ordinating and recommending innovative corporate governance policies and procedures to the Board and its Committees. Researches and stays current with corporate governance best practices, prepares briefing materials and updates manuals intended to apprise Board members of governance trends and developments. Manages all Board and Committee meeting logistics, including establishing the annual schedule for regular Board and Committee meetings; co-ordinating, preparing and distributing agendas and materials through the Diligent portal; attending meetings; producing quality and timely meeting minutes and briefing notes; ensuring action commitments are noted and followed through; and establishing a consistent and appropriate format for meeting documents. Manages the Chair's commitments of ensuring effective Board functioning by preparing correspondence for the Board and its Committees, identifying items that require Board approval, drafting resolutions, maintaining copies of all Board and Committee meeting materials and governance documents, and ensuring accuracy of the Board record. Manages the Board's triennial third party Board Evaluation process, develops the Governance Improvement Plan and monitors progress through to completion. In conjunction with the Chair of the Board and the Chair of the Governance Committee, manages the processes of the Board Skills/Needs Self-Assessment and the annual Board Effectiveness Self-Assessment. Administers the processes for new Board Member appointments and Board Member re-appointments, supports the training and orientation for new Board Members, advises on protocols and procedures and arranges briefings with key contacts as required. Prepares and manages the Board budget, reviews and recommends approval of Board expenditures including remuneration, per diems and incidental expenses. Advises the Board of Directors and Senior Management on governance matters. Effectively liaises with Senior Management, Board of Directors and external contacts on corporate affairs and governance matters. Builds and maintains an effective network of business relationships in the corporate governance field.

16. Describe the Major Responsibilities of the Position (How is the purpose achieved in the following categories?)

16a. Know-How

Degree or Diploma in Business Administration and/or Governance Professionals of Canada designation, 5+ years of related Board experience in a similar governance position interacting with a sophisticated Board of Directors within a major pension plan administrator or financial institution, or an equivalent combination of education and experience. Exercises good judgment in dealing with sensitive governance matters, and inspires confidence and respect in the CEO and the Board of Directors. Expert management and organizational skills, and proven ability to multi-task in a professional, high pressure senior executive environment. Well-developed communication and interpersonal skills to facilitate liaising with Senior Management, a sophisticated Board of Directors, and external contacts at a variety of levels. Demonstrated ability to appropriately escalate important issues with solid recommendations. Specialized experience and knowledge with respect to minute taking and governance best practices, processes and procedures. Superior communication skills with the ability to communicate directly, candidly and with transparency with the CEO, the Board of Directors, Senior Management and with individuals throughout the organization. Knowledge of the pension administration field is an asset. Demonstrated ability and desire to work in a collaborative team environment.

16b. Problem-Solving Skills

Position reports to the President & CEO and is expected to bring well developed judgement and problem solving skills, organization and coordination skills, with a proven ability to identify and analyze issues, assess risk and provide strategic and operational advice. Position is expected to use professional judgement in the provision of advice and in the presentation of information. Judgement is also required to support the establishment of governance procedures, standards and practices that are leading edge yet practical for an organization of the size and complexity of XYZ

16c. Accountability

Position is accountable for governance and corporate secretarial support to the Board of Directors. Position is also accountable for ensuring governance practices are current and reflect industry best practices, for the accuracy of the material produced, and the accurate completion of critical tasks assigned by Senior Management, Board and Committee members, often on tight deadlines. The position requires the candidate to be values driven, trustworthy and possessing exemplary ethics, honesty and integrity. The candidate will lead by example and engender trust with all stakeholders at all levels of the organization.