

Assistant Board Secretary – Corporate Governance Group and Corporate Secretary Office

Status: Full Time, Permanent

Education Level: Post Secondary Education - University Degree or College Diploma is required. Completion of Law Clerk Diploma or Institute of Law Clerks of Ontario (ILCO) Certificate or Relevant Corporate Secretarial / Board Committee Operational Experience is required.

Law degree is an asset.

Location(s): Downtown Toronto – 700 University Ave, Toronto, ON

Shifts(s): Days

Deadline to Apply: April 16, 2019

BE THE GENERATION to challenge and change.

At OPG, our values are our strengths. They are fundamental truths about us that don't change. **Safety. Integrity. Excellence. People and Citizenship.** We operate a diverse portfolio of generation assets including nuclear, hydroelectric, biomass and solar, and offer challenging and unique work opportunities.

BE THE GENERATION to power tomorrow.

JOB OVERVIEW

Ontario Power Generation (OPG) is looking for an Assistant Board Secretary who is a result driven, organized, administrative professional to join our team in the Corporate Governance Group and Corporate Secretary Office.

Reporting to the Assistant Corporate Secretary, this individual will assist in the administration of OPG's Board and Committee operations and OPG's subsidiary and corporate governance program. This role is integral in providing support to the OPG Board of Directors – managing board meetings, agendas and minutes, and ensuring the proper execution of annual and quarterly board processes. This is a unique role that works closely with OPG's Board, Executive and Legal teams, and ensures that OPG and its subsidiaries work within the proper governance structure.

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.

This is an excellent opportunity for a seasoned Law Clerk or someone with equivalent experience who has worked extensively in the corporate secretarial group of a publicly traded company. Who has supervisory experience, who has mentored junior staff to move into roles where they will gain broader corporate perspective by supporting OPG's Board of Directors, subsidiaries and senior executives in a highly regulated corporation. This is an exciting opportunity to work in an environment where you will contribute to OPG's continued growth and success in generating safe, clean, reliable low-cost power in a sustainable manner.

KEY ACCOUNTABILITIES

- Support for convening Directors' meetings (Board and Committees) including: the preparation of notices, agendas, and resolutions; draft and monitor forward agendas; attend Board and Committee meetings of parent company and subsidiaries as required; support drafting meeting minutes through preparation of shells and templates, and action items; and prepare other supporting documents for all Board and Committee meetings, to ensure that accurate documentation exists to meet legal requirements;
- Prepare skeleton speaking notes, skeleton minutes and draft minutes (when requested), meeting seating plans, attendance sheets and meeting handouts as requested;
- Liase with senior management and executives on Board and Committee matters to ensure coordination and timely decision-making;

- Provide additional assistance as required to support resident and non-resident Directors' travel and attendance at meetings, and additional assistance with respect to logistics for Board and Committee meetings at company head office and off site from time to time;
- Support the development and implementation of guidelines, criteria and programs to evaluate and enhance individual Board member and Board performance. Coordinate and implement annual Board related assessments and prepare draft necessary reports for Assistant Corporate Secretary;
- Support the annual review of the Directors' skills matrix and maintain an up-to-date Director skills assessment that identifies current and future skills gaps as against the approved skills matrix;
- Support Director onboarding and exiting, monitoring implementation is aligned with the Director Orientation and Education Policy; track director education activities;
- Support oversight of the Board portal (Diligent) to enhance communication and maximize efficiency;
- Support annual review and updating, as necessary, of all Board and Committee Policies, Guidelines, Protocols and corporate governance policies and ensure that disclosure is current on corporate website; Support research, benchmarking and recommendations to the Board regarding best practices for governance disclosures and enhancing Board performance;
- Support oversight of Board of Directors budget, Director payroll and compensation payment, Director expense reimbursement and expense claim filings with Office of Integrity Commissioner of Ontario;
- Support coordinating executive management onboarding in relation to Board and Committee operations;
- Review meeting material uploaded on the Board portal and review notifications to Director committee members and meeting invitees and recommend for final approval by the Assistant Corporate Secretary;
- Mentor others in the department with less similar experience and knowledge by providing coaching, guidance and training;
- Track dates that filings and other actions relating to regulatory requirements in support of the Subsidiary Governance Office's attestation process regarding regulatory compliance;
- Respond to requests for corporate information and records from lines of business, internal or external auditors and OPG's shareholder;
- Review and process Conflict of Interest disclosures by Directors;
- Maintain parent company minute book and all related documents. Maintain custody and control over Board records, corporate documentation and ensures compliance with regulatory requirements;
- Assist in maintaining OPG's Governance Handbook and orientation material for new Board members;
- Maintain corporate governance documents posted on corporate website including Board Policies, Board and Committee Charters, Director biographies;
- Assist the line organization with understanding procedures for preparing and submitting Board and Committee submissions;
- Prepare and manage the annual Board and Committee meeting schedule;
- Ensure compliance for OPG and its subsidiaries as required under the Ontario *Business Corporations Act* in regard to annual shareholder resolutions, regulatory filings, corporate records and company minute books. Ensure ongoing compliance with disclosure requirements flowing from various Canadian provinces and American states;
- Review and comment on OPG's Annual Information Form, Statement of Executive Compensation and Management Discussion and Analysis portion of OPG's financial statements;
- Arrange annual and quarterly filings on SEDAR through OPG's external counsel, including annual SEDAR fees;
- Other SEDAR filings as necessary, e.g. OPG Code of Business Conduct updates; and
- Perform other duties as required.

SUBSIDIARY GOVERNANCE

Under the direction of the Assistant Corporate Secretary, this individual will assist in the administration of the subsidiary governance program, including:

- A program coordinator with responsibility for maintaining and administering the subsidiary governance database;
- A primary liaison for subsidiary governance matters;
- Manage the data integrity of the subsidiary governance database on an ongoing basis;
- Establishing, maintaining and monitoring compliance with parent company policies and procedures for subsidiary governance, including maintenance of subsidiary records;
- Maintaining corporate structure charts;
- Responsible for producing subsidiary governance reports and developing self-help tools; and
- Monitor best practices in subsidiary governance and make recommendations for procedural improvements.

EDUCATION

- Post Secondary Education - University Degree or College Diploma;
- Completion of Law Clerk Diploma or Institute of Law Clerks of Ontario (ILCO) Certificate or Relevant Corporate Secretarial / Board Committee Operational experience is required; and
- LLB, J.D. or other similar law degree is an asset.

QUALIFICATIONS

We are looking for a professional with experience to meet the key accountabilities referenced above. The successful candidate must possess:

- 7 years or more of experience as a law clerk, corporate secretarial / board committee operational experience, or as a corporate securities law clerk is required;
- Supervisory experience of demonstrable mentoring experience is required;
- Previous experience gained from working for a publically traded company is required;
- Previous experience preparing and filing corporate filings (Corporate Annual Returns, Insurance Annual Reports / Renewals and SEDI);
- Previous experience drafting corporate filings (SEDAR and TSX);
- Experience preparing resolutions for routine matters and documents required for incorporations, extra-provincial registrations, general and limited partnerships, amalgamations and dissolutions is preferred;
- Experience reviewing government filings for registrations and annual maintenance such as articles, notices of change, annual returns, and business name registrations is preferred;
- Experience supporting and working with senior executives and board members;
- Strong written and verbal communication skills; including a high degree of skill in grammar, spelling and punctuation;
- A detail oriented focus is essential, as is the ability to work in a fast-paced changing environment, work well under pressure, and effectively manage and prioritize competing tasks and projects;
- Ability to handle confidential matters and information with discretion;
- Ability to be supervised; and
- Advanced computer skills (Outlook, Word, PowerPoint, Excel) and experience using board portal technology is an asset.

The successful candidate will exhibit uncompromising integrity and commitment to upholding corporate values and the OPG Code of Business Conduct.

WHY OPG?

As Ontario's largest clean energy generator, OPG offers an exciting combination of challenging opportunities and career diversity in a work environment where safety is a fundamental value. Being an OPG employee means you can apply your knowledge, broaden your skills and make a valuable contribution to an organization that is vital to Ontario's success.

At OPG our values are our strengths. They are fundamental truths about our organization that don't change. **Safety. Integrity. Excellence. People and Citizenship.**

Here's why OPG might just be the ideal workplace for you:

- Exceptional range of opportunities province-wide
- Long-term career growth and development opportunities
- Electricity is vital to the province

If you are looking to learn from others and be part of something important, and you are excited about the future of power generation, you will find the right fit at OPG.

Our promise to you

- We care about the safety and the well-being of our employees. It is our utmost priority.
- A supportive work environment where you can be your best every day.
- Opportunities to stretch and develop in our diverse lines of business.
- Provide spaces for innovative thinking and solutions, such as Launchpad or X-Lab.
- Offer different ways for you to give back to communities where we operate.
- We support employment equity and diversity.

APPLICATION PROCESS

Please submit your application **online** at <https://jobs.opg.com/job/Toronto-Assistant-Board-Secretary-Corporate-Governance-Group-and-Corporate-Secretary-Office-ON-M5G-1X6/533944017/> by **11:59 PM E.S.T., April 16, 2019**. OPG thanks all those who apply; however, only candidates considered for an interview will be contacted.

ACCOMMODATIONS

OPG is committed to fostering an inclusive, equitable, and accessible environment where all employees feel valued, respected, and supported. If you require accommodation during the application or interview process, please advise us as soon as possible so appropriate arrangements can be made.

If you require technical support in a format that is accessible to you, please contact AODA@opg.com