



Position Title: Assistant Corporate Secretary (Board Committees) & Corporate Governance
Business: TD Legal
Report Location: TD Tower, 66 Wellington Street West, Toronto, ON

Overview:

Reporting to the SVP, Deputy General Counsel & Corporate Secretary, TD Legal this role will:

- Manage all corporate secretarial matters and processes relating to the Bank's four Board Committees.
- Be a subject matter expert in board/corporate governance; understanding all relevant regulatory requirements, monitoring "best practices" and researching/drafting materials on a variety of topics for the Board, Committees, particularly Corporate Governance Committee ("CGC").

Key responsibilities include:

- Research and prepare written summaries, analyses and memos, including management recommendations, to assist the Corporate Secretary, the Board, CGC and other Committees in addressing their responsibilities.
- Perform the annual review of the Board and Committee Charters and other Governance documents, recommending revisions necessary to address changes in legislation, regulation, regulatory guidance; TD Board/Committee practice or policies; and corporate governance, best practices.
- Contribute to the preparation of the management proxy circular, principally through drafting Board, CGC and Audit Reports and the Statement of Governance Practices.
- Manage the ongoing maintenance of Audit Committee and CGC activity (task) lists.
- Working with Committee Chairs, the Corporate Secretary and relevant heads of control functions to create and manage Audit Committee and CGC meeting agendas.
- Oversee/co-ordinate meeting logistics and materials for all Board Committees.
- Provide insight, advice and solutions to control function partners to assist them with meeting their Board Committee requirements.
- Continually identify/recommend opportunities to improve processes and written materials provided to the Board and its Committees.
- Act as the Recording Secretary at Audit Committee and Risk Committee meetings and draft minutes on behalf of the Corporate Secretary.
- Communicate with Board Committees and their Chairs on matters of process and on more substantive issues.
- Track director term limits/retirement dates and committee composition changes, being alert to implications to the Board and Bank Act requirements.
- Coordinate the annual Board/Committee/CEO evaluation process.
- Lead the annual Enterprise Wide Control review and other ad hoc internal reviews on behalf of the Office of the Corporate Secretary.

- Manage the logistics of OSFI/Director meetings and director candidate interviews.
- Provide leadership to, and contribute to the development of, the direct report.
- Special projects as assigned (e.g. OSFI reviews).

Qualifications:

- Excellent research, investigative and organizational skills.
- Ability and confidence to interact at all levels of the organization, including with the Board of Directors, Group Heads and the CEO.
- Exceptional judgment and use of discretion.
- Ability to remain resilient under pressure in a fast-paced environment, while managing multiple priorities.
- Ability to see the "big picture" and understand the nuanced implications in constantly changing situations.
- Strong attention to detail.
- Well-developed organizational and business awareness.
- Ability to deal with conflicting points of view and to effect creative and responsive solutions.
- Proactive; and ability to work both independently and as part of a team.
- Ability to think critically and make decisions, often under pressure.
- Excellent verbal and written communication skills.
- Strong practical knowledge of the corporate governance landscape for public Canadian companies (including current issues and trends).
- 3-5 years' experience in a corporate secretarial role for a public Canadian company (preferably in the financial sector) preferred.
- Detailed knowledge of corporate secretarial regulatory requirements and "best practices".
- Strong leader and people management skills.
- Proficiency in Microsoft Office.

Education:

- University Degree or relevant work experience

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