

Corporate Secretary

The Institute of Corporate Directors (“the ICD”) is a not-for-profit organization with more than 15,000 members and a network of 11 Chapters operating in over 20 cities across Canada. Our members are Canadian directors and boards across the for-profit, not-for-profit, and Crown sectors. We foster the sharing of knowledge and wisdom through education, professional development programs and services, and thought leadership. ICD members across all sectors of the economy oversee well in excess of \$1 trillion in market capitalization and institutions that impact the lives of virtually every Canadian.

The ICD is incorporated under the Canada Not-for-profit Corporations Act and governed by a Board of Directors, comprised of distinguished, senior directors from across Canada. The Board currently has two Committees: Governance & HR and Audit. Management and operations are headquartered in Toronto. The ICD has 40 permanent employees in Toronto and an extensive network of volunteers working as part of its eleven chapters across Canada. As the pre-eminent governance organization in Canada, it is essential that the governance practices, policies and procedures of the ICD are “top of class”.

Overview:

The Corporate Secretary will report to the CEO and be responsible for providing efficient, timely and well-organized support to the Board, its Committees, the Chairs of the Board and Committees, and management. The position will also monitor and advise on developments and best practices in the area of corporate governance.

Responsibilities:

- Coordinate and deliver Board and Committee materials in a timely manner, using the board portal, Diligent Boardbooks, including reviewing the materials to ensure accuracy, completeness and appropriateness.
- Prepare accurate minutes of all Board and Committee meetings; draft minutes are to be available to the Chair of the Board or relevant Committee as soon as possible after each meeting, including action plans.
- Ensure that issues and actions identified during Board and Committee meetings are tracked, managed and escalated in a timely manner.
- Draft the annual workplans for the Board and Committees for their discussion and approval.
- Working with the CEO, CAO and the Chairs of the Board and Committees, plan the forward agendas to facilitate effective meetings, including the annual board retreat, and ensure compliance with the Board and Committee annual workplans.
- Develop a three-year rolling calendar of meeting dates for the Board and Committees to optimize attendance and minimize inconvenience to Volunteers and Management.



- Organize and maintain ICD policies of Management and the Board, including Board and Committee Mandates and Corporate Governance Guidelines.
- Coordinate the orientation of new Directors.
- Assist the CEO and Management team by drafting/reviewing/commenting on materials for the Board and Committees.
- In order to ensure an efficient and effective Annual General Meeting, oversee the preparation and distribution of materials for the ICD AGM, including coordinating agendas, roles and responsibilities.
- Monitor the governance landscape and proactively advise Board and Management on current developments in corporate governance, including composition of the Board, Committees of the Board, mandates, meeting procedures, board evaluations and evolving topical issues.
- Advise and provide a positive influence on the operations and effectiveness of the Board, its Committees and their operations.
- Provide excellent and responsive support to the Board, its Committees and their Chairs.

Qualifications & Experience

- Solid understanding of, and strong interest in, corporate governance principles and practices.
- Proficiency with Diligent Boardbooks is essential.
- Advanced knowledge of corporate secretarial practices and procedures, along with the ability and interest in implementing them.
- Strong organizational and hands-on administrative skills, including comfort with a wide range of tasks simultaneously.
- Ability to manage, coordinate and collaborate with all levels of ICD staff and external service providers.
- Exceptional written and oral communication skills
- High degree of personal integrity and a commitment to the ICD Values.
- A minimum of five years' experience in a similar role.
- Proficient in Windows Office Suite.
- A professional designation as a lawyer and/or Chartered Secretary would be an asset.

To be considered for this opportunity, please submit your resumé and expression of interest to: skennedy@visionlegal.ca.

For information regarding the Institute of Corporate Directors, please visit ICD.ca.