



Company: Manulife Financial Corporation
Location: Toronto, Ontario Canada
Business Title: Corporate Secretary Law Clerk
Department: Corporate Secretary's Office
Reports To: Director, Corporate Secretary and Corporate Law

General Accountability:

This position is responsible for providing comprehensive executive support, with a high degree of confidentiality, discretion and judgment, to the Corporate Secretary's Office and to liaise with the Chairman of the Board, the Board of Directors and its Committees. This position reports to the Directors, Corporate Secretary and Corporate Law.

Responsibilities:

- Interact with the Board and Committee Chairs, the Directors and senior management as required.
- Co-ordinate with the Director, Corporate Secretary for overall management of the Board and Committee meeting process and materials, which includes:
 - Managing the preparation of:
 - Initial drafts of the Board and Committee Agendas (as assigned);
 - Memos and other materials that are the responsibility of the Corporate Secretary;
 - To ensure that all items and legal requirements have been updated; and
 - To ensure that all Charter items have been dealt with.
- Co-ordinate and travel with the Director, Corporate Secretary all elements of offsite meetings including Boston and Asia.
- Manage and maintaining a tickler system and documents that are required to come before the Board or a Committee of the Board and ensure that legal and regulatory deadlines and time requirements are adhered to.
- Responsible for all requirements for meeting days, including meals, refreshments, seating arrangements, travel plans, room set-up, expense claims and working with Conference Management.
- Manage and co-ordinate the preparation and distribution of the briefing books for all Board and Committee meetings, including the timely collection, printing, and mailing of the required materials as well as uploading all materials to Diligent BoardBooks for electronic distribution to the Directors.
- Assist the Corporate Secretary or Assistant Corporate Secretary with the preparation of the draft of minutes for Board and Committee meetings.
- Responsible for routine correspondence to OSFI along with supporting documentation after each set of Board and Committee meetings.
- Responsible for the preparation for review by the Director, Corporate Secretary of quarterly calculations for fees paid to the Directors, incorporating fees for Board and Committee retainers and attendance fees, travel fees and expenses. The calculations are based on the agreed to per meeting fees and the meetings attended.
- Assist with the review of governance ratings from various governance rating organizations, including Governance Metrics, Canadian Coalition of Good Governance, and Risk Metrics to ensure accurate and up to date information, review rating reports and prepare analysis comparing new ratings with old ratings for the Board.
- Maintain and update the Corporate Governance webpage on Manulife.com;
- Assist with the preparation and update, as required, materials for new directors, including regulatory forms for filing, and relevant policies and procedures.

- Assist with the preparation and management of materials for the Annual Meeting, working with the Corporate Secretary to ensure compliance with required securities and insurance company regulations. This will include:
 - Design, and research and confirm supporting factual information in the drafting of the Director's portion of the Proxy Circular;
 - Preparation of the Chairman's Script;
 - Preparation of Ballots;
 - Preparation of Agenda cards;
 - Participate in the project planning process; and
 - Design and research confirmation of supporting factual information in the drafting of the Director's portion of the Report to Policyholders.
- Provide full administrative support including: routine faxing, photocopying, filing, mail sorting, telephone screening, drafting and correspondence.
- Maintain and regularly update database containing Directors' information.

Knowledge/Skills/Competencies/Education:

- Institute of Law Clerks Certificate or working to achieve Law Clerks Certificate.
- Minimum of 5-years' experience as a Corporate Law Clerk/Legal Assistant and/or in Board Administration or similar experience.
- Strong interpersonal and diplomacy skills with a high comfort level in dealing with Board of Directors, senior management and individuals at all levels.
- Strong organizational, time management and priority setting skills in order to meet tight deadlines and produce a quality product.
- Ability to exercise discretion with highly sensitive information is particularly important.
- Demonstrates tact and professionalism and maintains confidentiality.
- Ability to use judgment in anticipating and initiating appropriate action along with ability to analyze situations/issues and recommend change.
- Ability to pay great attention to detail.
- Ability to make decisions and exercise sound judgment.
- Ability to handle multiple tasks while maintaining high degree of accuracy.
- Ability to work well under pressure and successfully balance multiple priorities and projects and prioritize work. Results-oriented and organized.
- Ability to travel within Canada and internationally as required.
- Strong service orientation and sound judgment in assessing and handling requests in management's absence.
- Excellent verbal communication, writing and editing skills. Excellent spoken and written English would be desirable. Ability to communicate ideas orally and in writing.
- Excellent knowledge of Windows, MS Office products (Word, Excel, PowerPoint) and Lotus Notes, Digital Dictating equipment and Workshare Compare blacklining function.
- Knowledge of the organization's operations and policies.
- Ability to review data for reasonableness using initiative to investigate anomalies.
- Proven self-starter who takes initiative and thrives in a fast paced environment.



Problems/Challenges:

1. Establishing a high level of reliability and maintaining sound business relationships in a fast-paced and deadline driven environment.
2. Working overtime when required to meet internal or external deadlines.