

## **Assistant Manager, Bank Board Services and Assistant Corporate Secretary**

*Direct responsibility for the coordination, execution and attendance of one or more Committee meetings of the Board of Directors of Bank of Montreal, including drafting certain meeting material and minutes; collaborate with the Bank Board Governance team for all Board and Committee meetings as directed by the Manager, Bank Board Services and Assistant Corporate Secretary; direct responsibility for ongoing insider reporting requirements; provide support of the activities related to the execution of the Annual Meeting of Shareholders, including but not limited to, a key role in the management proxy circular preparation process; perform a leadership role in the coordination of internal and external audit reviews of the corporate records of the Board and Committees; and manage the oversight of the corporate governance website.*

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### **KEY AREAS OF ACCOUNTABILITY**

- A. Board and Committee Meetings**
- B. Insider Reporting**
- C. Annual Meeting of Shareholders**
- D. Internal and External Audit Reviews**
- E. Corporate Governance website and GEMS**
- F. General**

### **ACCOUNTABILITIES**

- A. *Board and Committee Meetings*
  - Play a key role in the planning and execution of certain allocated Board Committee meetings, including oversight of logistics. Key activities include, but are not limited to:
    - Initial review and coordination of agendas and negotiation with various stakeholders to finalize meeting agendas
    - Oversight and co-ordination of the allocated Board Committee meeting material mailing process
    - Play a key role in the preparation of material for the meetings including the uploading onto the board portal. Liaise with the Manager, Bank Board Services and Assistant Corporate Secretary; and Associate General Counsel and Director of Bank Board Governance as well as other appropriate stakeholders to finalize agendas and materials
    - Assist with the preparation of the allocated Board Committee meeting minutes, and liaise with various stakeholders to ensure accuracy and reflection of the substance of the meetings
    - Attend and take minutes of the allocated Board Committee meetings.
    - Oversee the preparation and management of rolling agendas and follow-up trackers, accurately reflecting matters for submission at allocated Board Committee meetings
    - Collaborate with the Manager, Bank Board Services and Assistant Corporate Secretary; Associate General Counsel and Director of Bank Board Governance and peers to ensure high level of support is provided to the various Board Committees of the Board of Directors
    - Manage attendance associated with allocated Committee

# Job Description

## B. *Insider Reporting*

- Responsible for ongoing reporting of insider information. Key activities include, but are not limited to:
  - Liaise with directly with the Directors of Bank of Montreal and Senior Management on insider reporting information, as and when required
  - Collaborate with the Manager, Bank Board Services and Assistant Corporate Secretary as well as Administrator, Board Affairs and Shareholder Services in monitoring the exercising of stock options of insiders for the purpose of reporting
  - Attend to the timely insider filing requirement for all directors and senior officers that are reporting insiders
  - Establish appropriate controls and processes for insider reporting activities

## C. *Annual Meeting of Shareholders*

- Support the completion of the planning and execution of the Annual Meeting of Shareholders as well as the Bank's management proxy circular and the. Activities include, but are not limited to:
  - Support Bank Board Governance team activities associated with the AGM including coordination of volunteers roles and medical staff allocation
  - Provide support for Board of Directors meetings
  - Partner with the Coordinator, Board Services and Shareholder Services and other key stakeholders to ensure an accurate and timely completion of the Management Proxy Circular
  - Negotiate timelines to ensure stakeholder expectations are met
  - Prioritize work load to ensure stakeholder expectations are met
  - Adhoc assignments as required

## D. *Internal and External Audit Reviews*

- Responsible for the coordination of all internal and external audit reviews. Activities include, but are not limited to:
  - Liaise with internal and external partners to understand areas of scope in collaboration with the Manager, Bank Board Services and Assistant Corporate Secretary
  - Interact with KPMG LLP (external auditors) during regular minute book reviews of the Board and Committees
  - Collaborate response to Corporate Audit regarding audit findings

## E. *Corporate Governance Website and Global Entity Management System (GEMS)*

- Responsible for the ongoing review of the updating of the BMO Corporate Governance website and Global Entity Management System (GEMS) for Bank of Montreal. Activities include, but are not limited to:
  - Oversee the updating of the BMO Corporate Governance website in collaboration with the Administrator, Board Services and Shareholders Services
  - Collaborate with the Administrator, Board Services and Shareholder Services in the timely update of GEMS as it relates to the required corporate information of the Bank.

## F. *General*

- Provide leadership and support for the following:
  - Certification of legal documentation to support various transactions of Bank of Montreal

## Job Description

- Support the preparation and review of the Board Approval/Oversight Guidelines in collaboration with the Manager, Bank Board Services and Assistant Corporate Secretary
- Ongoing review of technical procedures for all key processes pertaining to the Board of Directors, Committees and Shareholder Services as allocated by the Manager, Bank Board Services and Assistant Corporate Secretary
- Implement process improvement solutions in support of a continuous improvement culture
- Liaise with directors on meeting arrangements
- Maintain minute books as well as centralized records of all communications with directors
- Ad hoc projects as assigned

### **QUALIFICATIONS**

#### a) *Knowledge:*

- 5+ years of relevant experience (finance, risk management, legal and compliance is an asset)
- Law Clerk designation is an asset
- Undergraduate degree is an asset
- Knowledge of the business and regulatory environment in which Bank of Montreal operates

#### b) *Skills:*

- Communicate effectively and demonstrate strong interpersonal skills, including working directly with members of the Board of Directors, executive officers and administrative support staff
- Be a pro-active self-starter who actively provides solutions when faced with opportunities
- Be a results-oriented, team player who is dedicated to contributing to the team's success
- Be flexible and willing to accept other responsibilities as required
- Ability to manage multiple concurrent activities and to set priorities
- Solid relationship management skills
- Good working knowledge of Microsoft Windows and Microsoft Office suite of applications
- Working knowledge of board portals (Diligent) is an asset
- Energetic and highly motivated, with a positive and confident attitude
- Exercise discretion when dealing with confidential and sensitive matters
- Maintain a culture of curiosity and raise questions about the Bank's standard practices and procedures to support a continuous improvement culture
- Possess strong time management and organizational skills: be well organized, work well under pressure to adhere to a variety of deadlines, juggle competing priorities and multi task

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