



Assistant Corporate Secretary

Position Overview:

Working with the General Counsel & Corporate Secretary team, the Assistant Corporate Secretary ensures effective administration and management of Finning International Board of Directors matters, provides support and advice on corporate governance best practices, attends to various regulatory filings, oversees the preparation of the Company's Annual Information Form; prepares, files and arranges distribution of the Management Proxy Circular and attends to corporate filings and record-book matters for the Company's North American subsidiaries. This role requires a comprehensive understanding of complex corporate and business matters, strong attention to detail, effective writing and communication abilities and superior organizational and time management skills.

Job Description:

Major Job Functions:

- Meet all required timelines and deliverables
- Produce high quality written product
- Strong team player
- Describe in specific, clear, and concise statements accountabilities that support the key responsibilities or major functions of the role. Accountabilities are both within the control of the role (i.e., what they have the authority to do) and what the role is answerable for in terms of decisions, approvals, outcomes, commitments, results, deliverables, or recommendations

Support Corporate Secretarial Function:

- Responsible for convening Directors' meetings (Board and Committees) including: the preparation of notices, agendas, resolutions and meeting summaries; draft and monitor forward agendas; attend Board and Committee meetings; record and draft meeting minutes and action items; and prepare other supporting documents for all Board and committee meetings, to ensure that accurate documentation exists to meet legal requirements
- Responsible for follow-up communication with executives for all action items arising from Board and Committee meetings to ensure the Board receives the information requested to effectively fulfill its fiduciary duties and responsibilities
- Develop and implement guidelines, criteria and programs to evaluate and enhance individual Board member and Board performance. Coordinate and implement annual Board related assessments (in-house or utilizing the services of an independent third party) and prepare the necessary reports for the Corporate Governance Committee
- Arrange the annual review 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.
- Responsible for director onboarding and exiting, ensuring implementation is aligned with the Director Orientation and Education Policy; track director education activities
- Oversight of the Board portal (Diligent) to enhance communication and maximize efficiency
- Facilitate annual review and updating, as necessary, of all Board and Committee Policies, Guidelines, Terms of Reference and corporate governance policies and ensure that disclosure is current on corporate website
- Research, benchmark and recommend to the Board best practices for governance disclosures and enhancing Board performance

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- Oversight of director payroll, director expense reimbursement and DSU issuances, elections and exercises, including reviewing compliance against share ownership guidelines

Annual Meeting:

- Set project timeline and deliverables and coordinate Annual Meeting with service providers
- Responsible for the management proxy circular (write, edit, proofread, liaise with suppliers on design and production), jointly with the Human Resources team for the executive compensation section of the circular, and coordinate legal and audit review and required approvals from the Board and committees. Develop project budget and timeline
- Manage production of the notice of meeting, notice and access forms, form of proxy, return card and facilitate legal and Board review and input
- Oversee and coordinate shareholder mailings utilizing Notice & Access
- Draft Board Chair's Annual Meeting Script
- Ensure all regulatory filings are filed in compliance with regulations related to the Management Proxy Circular, Annual Meeting notice requirements and Voting Results on SEDAR
- Draft Board Resolutions and Shareholder Minutes
- Oversee Annual Shareholder Meeting proceedings and preparation of ballots and scrutineer reporting
- Respond to proxy advisors' requests for comments and respond to verification requests related to the management proxy circular as required

Corporate & Regulatory:

- Coordinate executive management onboarding and exiting
- Oversight of the drafting and filing of the Annual Information Form, coordinate legal and auditor's review, ensure appropriate disclosure for compliance with current regulations
- Oversight of updates to the corporate governance section of Finning's external website
- In connection with the Corporation's share-based long-term incentive plans for management (stock options) and the Board of Directors (DSUs), prepare the appropriate paperwork and templates to facilitate accurate and timely transactions
- Notional dividend payments to DSU holders and DSU grants to the Board of Directors for director compensation
- Manage DSU tracking and exercises, as required
- Complete documentation for option exercise transactions for executives, until these are implemented in Solium and following implementation of option exercise process in Solium, provide support to option exercises through Solium as required
- Manage document templates for exercises and amend as required to allow for regional differences in exercise documentation
- Ensure blackout calendar & insider list is maintained
- Oversee monthly and quarterly continuity reporting
- Coordinate communications, recording, tracking and filings, including insider reporting, in respect of:
 - Employee Share Purchase Plan transactions for insiders (annual)
 - Long Term Incentive Plan grants and notional dividends (RSUs, PSUs and Options) for insiders (annual and ad hoc)
 - Option exercises (ad hoc)
- Oversight of monthly reporting related to share issuances, including NCIB

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- Prepare annual budgets and multi-year okab, quarterly forecasting and monthly reconciliations for Legal and Corporate Secretary, Board of Directors and Chief Executive Officer cost centers
- Manage Dividend Payment dates and oversee document drafting for dividend notice, resolutions and related regulatory filing

Leadership:

- Develop and mentor the Corporate Administrator and Policy Committee Coordinator in their roles to successfully support the Assistant Corporate Secretary and carry out the associated responsibilities

Specific Skills & Knowledge:

- Must be detail oriented with outstanding verbal and written communication skills
- Strong interpersonal skills and the ability to communicate with all levels of stakeholders
- Superior organizational, planning and multi-tasking skills, with the ability to achieve strict deadlines
- Strong research skills and ability to think laterally
- A self-motivated team player who takes initiative, embraces change, and pursues best business practices
- Excellent knowledge of the complete MS Office package, with expert level skills in Excel
- A specialist in current corporate legal and security regulations.
- Expertise with Diligent and Solium an asset
- Ability to speak Spanish an asset

Education & Experience:

- A minimum of 5 years' experience as an assistant corporate secretary or corporate secretary, for an established public company, preferably with global operations
- Undergraduate degree in business or law would be considered an asset

We are committed to diversity at Finning, to building and sustaining a diverse and inclusive workforce and as an equal opportunity employer we encourage applications from all qualified individuals. Finning does not discriminate against applicants based on genders, races, national and ethnic origins, religions, ages, sexual orientation, marital and family status, and/or mental or physical disabilities.

To apply for this position, please submit your resume and cover letter on our [careers website](#)