

Governance Manager - Full Time (18-Month Contract)



Purpose of the Job:

The Governance Manager is responsible for administering and managing a broad range of support related to the Boards of Directors and their Committees for Meridian and its subsidiaries. Working closely with the Executive Leadership Team and the Boards of Directors, this role manages and coordinates all aspects of the Boards' operations, including policies and procedures ensuring compliance within the governance and regulatory frameworks of Meridian and its subsidiaries.

Reporting to the VP, Governance, the Governance Manager will prepare and coordinate briefing materials for the Boards and their Committees, including: meeting planning and preparation; coordinating travel arrangements; and drafting resolutions, meeting minutes, agendas, workplans and other Board documents (such as policies, procedures, mandates, charters and terms of reference).

The Governance Manager will be responsible for the budgets of the Boards of Directors, including monitoring, tracking and controlling costs, as well as reporting to the Boards on the budget activities throughout the year. The Governance Manager will play a key role in the oversight of the activity of the Executive Assistant for the Governance team.

In addition, the Governance Manager will conduct research and analysis on governance and compliance issues, methodologies and enhancements for the VP, Governance and the Corporate Secretary of the subsidiaries and may be asked to present such findings to the Boards and/or Committees as appropriate.

Key Responsibilities:

Board Administration & Communications

- Manage the administration of the Board portal (currently, APRIO), ensuring that all Board-related materials, including meeting materials, current internal policies and credit union system developments are available to Directors.
- Oversee the appropriate sections of Meridiancu.ca that pertain to governance of the subsidiaries, ensuring that information is regularly reviewed and updated as appropriate. This includes but is not limited to:



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- Updating Board member biographies.
- Updating the Director Nominations website page and ensuring there is clarity on process and timelines.
- Act as a first point of contact for all matters relating to the Boards and their Committees, including responding to questions and concerns, and triaging requests as required.
- Responsible for coordination of all Board and Committee meetings, conference calls, and offsite events, including but not limited to: researching and conducting site visits; menu selections; room set up; coordination of travel arrangements; coordination of technical and AV requirements.
- Responsible for advising appropriate members of management of upcoming Board and Committee meeting dates to ensure the required materials are submitted within the required timeline.
- **Act as a relationship manager with other internal areas, and promote awareness of and adherence to established Board governance policies and procedures.**
- Assist in the coordination of Board member attendance to external conferences, as appropriate.

Board Governance & Operations

- Ensure consistent service delivery for all Board and Committee meetings
- Ensure timely and accurate information about decisions and requests for action resulting from Board and Committee meetings are provided to senior leadership
- Responsible for the information related to Board and Committee meetings, including agendas, schedules of meetings and minutes on the Board portal;
- Primarily responsible for coordinating and distributing meeting materials for:
 - Board and Committee meetings and conference calls
 - Board Planning Sessions
 - Director Orientation sessions
- **Assist with the preparation and maintenance of Meridian's Board governance materials, including the Board and Committees mandates, Terms of References, charters and policies, and ensuring compliance within regulatory framework governing Meridian and its subsidiaries.**
- Manage the preparation and maintenance of on-boarding materials for new Directors, and coordinate the orientation of Directors
- Responsible for tracking action items and following up with appropriate members of management for completion.
- Responsible for designing and distributing feedback surveys on various Board Planning and Director Orientation sessions.
- **Maintain a summary of each Committee's responsibilities according to its Terms of Reference and ensure that each requirement is met throughout the Board year.**



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- Primarily responsible for ensuring all Directors satisfy applicable regulatory training requirements – includes identifying appropriate courses of interest, registration for Directors, tracking each Director’s training log, updating Directors’ individual development plans, monitoring allocated training budgets, and reporting to Governance Committee and Board on Director achievements.
- Responsible for reviewing Director self-assessment submissions – flagging any year-over-year discrepancies and creating the summary documents for review by the Corporate Secretary, Board Chairs and Vice Chairs. Collaborate with regulators and provide feedback on the self-assessment to offer opportunities for improvement.
- Responsible for the coordination of travel arrangements and for the initial review of Director expense claims
- Responsible for monitoring the Boards’ annual budgets, reporting and providing variance explanations to the Boards on a semi-annual basis
- Responsible for maintaining accurate Board Director attendance records on a monthly basis. Ensure that correct per diems and quarterly retainers are paid to Directors. Includes reporting to the Boards and advising of any discrepancies.
- Assist in the scheduling and coordination of interviews between Directors and external governance consultant during the Boards’ annual performance evaluation.
- Assist in the development, distribution and collection of the feedback survey tool used by the Audit & Finance Committee on the effectiveness of the Bank’s external auditor.
- Oversee both hardcopy and electronic records management for Boards’ archives, including maintaining minute books, resolutions, governance compliance reports and other reports
- **Review Boards’ governance policies, procedures and best practices on an ongoing basis, ensuring efficient administration, compliance and governance of Boards’ operations.**

General Corporate Governance

- Responsible for maintaining corporate archives
- **Perform research on current and emerging governance policies, practices, programs, processes and trends to lead the development of recommendations to position the subsidiaries as leaders in corporate and co-operative governance practices**

Knowledge, Skills and Experience:

- Post-Secondary Degree, or Paralegal Diploma/Certificate from a recognized Institute; Specialization in the legal profession is preferred
- Minimum five (5) years of experience working with corporate governance procedures and legal requirements of a Board of Directors or similar groups
- Solid knowledge and understanding of corporate governance matters, as well as the roles, responsibilities and procedures of a Board of Directors



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- Excellent organizational and prioritizing skills, including the ability to coordinate large volumes of materials and work to concurrent and/or conflicting deadlines
- Demonstrated experience with planning processes in coordinating a range of activities in support of Board of Directors meetings
- Excellent ability to multitask and proven time management skills
- Proven ability to work under pressure in order to meet frequent deadlines
- Strong ability to remain calm and courteous, even under pressure
- Proven passion for corporate governance and board processes
- Strong ability to work independently
- Proven ability to prepare accurate reports and summaries
- Knowledge of the theories and principles of composition and expert knowledge of grammar, editing and proofreading techniques; detail oriented
- Strong project management and presentation skills
- Knowledge and understanding of Board by-laws, related policies and procedures, and legislation
- Proven ability to communicate effectively (both orally and in writing) with all levels of employees, managers, Board Members and external organizations
- Demonstrated ability to manage a budget
- Proficient computer skills including, word processing, spreadsheet and database applications
- Excellent analytical, problem solving and decision-making skills

Competencies

- **Member Focus** - Personally demonstrating that our Members are our highest priority.
- **Proactive** - Seize the initiative by anticipating needs and identifying opportunities to provide a higher level of service.
- **Open Communication** - Engaging in honest and transparent dialogue to develop mutual understanding, trust and cultivate deeper relationships.
- **Business Savvy** - Continuously acquiring the knowledge needed to do one's job to the fullest, using internal or external resources and applying the knowledge productively.
- **Partner Orientation** - Initiates opportunities for collaboration and maintains productive relationships to achieve shared goals.
- **Integrity** - Doing the right thing by always acting with openness, honesty and respect.



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All applicants must send their resume/cover letter no later than end of business day on **August 4th, 2017** to the Meridian Careers page:

<http://chm.tbe.taleo.net/chm01/ats/careers/requisition.jsp?org=MERIDIANCU&cws=41&rid=2856>

Please note that only those under consideration will be contacted for an interview



