

ASSISTANT VICE-PRESIDENT & DEPUTY CORPORATE SECRETARY

Company: CN

Location: Montreal/hybrid

As a leader in transportation and logistics in North America, CN is a true pillar of the economy. With a team of approximately 25,000 railroaders, CN's priority is to move the business and the economy forward. CN moves US\$200 billion worth of goods annually for a wide range of sectors, such as natural resources, manufactured and consumer goods, on a 20,000-mile network that covers Canada and the central United States. CN is the only Canadian company to be listed in the transportation and transportation infrastructure sector category of the Dow Jones Sustainability World Index (DJSI). Created in 1999, the DJSI is the benchmark index for sustainable development. CN works as ONE TEAM focused on safety and putting customers first, delivering operational and supply chain excellence to deliver results.

SUMMARY

Reporting to the Vice-President and Corporate Secretary, the Assistant Vice-President and Deputy Corporate Secretary advises CN's Board on Corporate Governance best practices and ensures compliance with CN's continuous public disclosure obligations to securities regulators and stock exchanges. The Assistant Vice-President and Deputy Corporate Secretary also maintains Insider Trading Reporting reports on behalf of senior executives.

The Assistant Vice-President and Deputy Corporate Secretary serves as the main source of expertise by strengthening CN's culture of integrity and ethical business conduct. He or she develops, implements, and oversees CN's Code of Business Conduct and Corporate Policies such as: Delegation of Authorities, Communications, Insider Trading, Anti-Corruption, Records Management, and Board diversity. The Assistant Vice-President and Deputy Corporate Secretary supports CN's financing activities with CN's Treasury group, including public debt offerings, share buyback programs, commercial paper programs, credit facilities with various banks, accounts receivable programs, as well as operating and financing leases of CN's rolling stock and intermodal equipment.

ROLES AND RESPONSIBILITIES

- **Board and Committee Meetings:** Support the planning for all aspects of Board and Committee meetings, including the annual Board and Management strategic planning session and several special Board meetings.
- Participate in meetings of the Board of Directors and its committees and ensure their proper functioning as well as see to the preparation of meetings. Write minutes and resolutions thereof.
- All **corporate securities matters** and reporting with Canadian and U.S. securities regulators including insider reports, continuous disclosure, normal course issuer bids, material change reports, etc.
- **Corporate Governance and Board administration:** Act as a key resource for all corporate governance matters including the delegation of authority, powers of attorney, conflicts of interest, Board nominations and performance evaluation, executive appointments and all communications with the Board members.
- Responsible for all aspects of director compensation

- Maintaining, improving and implementing corporate policies, updating the Code of Ethics, reporting to the Board on recent Canadian securities laws and corporate governance developments.
- Coordinating all **communications with Board members**. Constantly liaising with the Finance, Communications and HR departments.
- **Corporate compliance:** Maintain and regularly update compliance policies and ensure their application, in collaboration with the various concerned departments.
- **Shareholder Meetings:** all legal and shareholder/investor relations, annual/special shareholder meetings, management proxy circular, special business, the Chair's script, proxy tabulation.
- **Risk management:** Identify risks and propose legal solutions for the implementation of initiatives within the framework of the company's activities.
- Prepare and manage the board budget and recommend approval of associated expenses including remuneration, daily indemnities, training, travel, etc.
- Manage a team of professionals, establish team objectives, provide support and see to performance evaluation.

QUALIFICATIONS

- Member of the Barreau du Québec
- A minimum of 15 years' experience with 5 years in a similar role, with priority in corporate law, and corporate financing
- Professionalism and authority
- The ability to manage and train a team of professionals
- Skilled in making decisions on important issues and working independently, as well as part of a team
- Excellent negotiation and conflict resolution skills
- The capability to adapt priorities and support the main objectives of the company
- Bilingualism, in French and English

CONTACT INFORMATION

Please forward your CV/résumé, in confidence, to SHORE & Associates:

Michel Ohayon: mohayon@shoreassoc.com – 514-878-4777

Marie Wong: mwong@shoreassoc.com – 514-878-2624

Please note that only candidates selected for interviews will be contacted.

Note that this is an exclusive mandate with SHORE & Associates. All CVs/résumés sent directly to CN will be redirected to SHORE & Associates for review and consideration.