

# LAW CLERK – CORPORATE & GOVERNANCE

NAVACORD

**LOCATION:** Downtown Toronto, ON (Ability to work from home subject to COVID-19)  
**REPORTING TO:** Senior Vice President, General Counsel

## POSITION OVERVIEW

As a member of the Navacord Corporate Legal team, you will be responsible for managing the enterprise's Corporate Secretariat function and supporting broker partners licensing activities and other Navacord strategic initiatives.

## RESPONSIBILITIES:

### A. Corporate Secretariat

- Manage and provide comprehensive support of/on Navacord's Corporate Secretariat function in respect of Navacord Corp. ("**Navacord**") and all other Navacord subsidiaries (wholly owned and non-wholly owned), liaising where required with non-legal resources within subsidiaries involved in legal entity maintenance. Responsibilities include:
  - Maintaining corporate records of Navacord and its subsidiaries and ensuring Navacord and its subsidiaries are registered to do business and in good standing in all jurisdictions in which it/they operate and that the corporate records are complete and up to date;
  - Drafting and obtaining signatures on corporate resolutions for specific transactions/projects (internal or external) and support (e.g. Drafting, reviewing, obtaining signatures, etc.) of other corporate documentation relating to such transactions;
  - Maintaining up to date legal entity organization charts;
  - Maintaining, with input of Navacord Board Chair, rolling calendar/work plans for the Navacord Board of Directors;
  - Preparing and circulating Board of Directors' consent resolutions as required, and drafting proposed resolutions for Board meetings;
  - Providing support on all internal legal entity reorganizations;
  - Managing legal aspects of share issuances under Navacord's MIP, ESPP or otherwise and any associated buy-backs of shares;
  - Maintaining CARTA shareholder database;
  - Assisting in the preparation of Navacord Board materials such as agendas and minutes and circulating materials to the Navacord Board members using agreed means and methods, as requested by the Executive Chairman, CEO and CFO;
  - Attending Navacord Board and shareholder meetings and act as recording secretary;
    - Assisting in the preparation of board materials such as agendas and minutes for non-wholly owned subsidiaries and circulating materials to the subsidiary board members using agreed means and methods, as requested by the Executive Chairman, CEO and CFO;
  - Attending board and shareholder meetings of non-wholly owned subsidiaries and act as recording secretary.
- Work with General Counsel to develop Company corporate governance materials, including rolling calendar, mandates/policies, etc., and maintain records of same;
- Respond to general inquiries from the business relating to legal entities and provide any information requested/required;
- Support audits (financial, tax, internal) by providing corporate information required in connection with audit related activities;
- Oversee external legal resources in connection with the furtherance of the above, as required.

*We are committed to providing accommodation upon request for applicants and employees with disabilities. If you require accommodation, we will work with you to meet your needs.*

## RESPONSIBILITIES CONTINUED:

### B. Regulatory

- Interface with, and provide support to, resources within subsidiaries in connection with licensing activities, including, by providing relevant informational support and more generally.
- Maintain registers of licenses held by subsidiaries and database for use by subsidiary resources in their licensing activities.
- Oversee external legal resources in connection with the furtherance of the above, as required.

### C. M&A

- Support corporate and regulatory due diligence activities in connection with acquisitions
- Oversee and support integration of acquired companies into corporate secretarial model.

### D. IP/TMs

- Support General Counsel on IP/trademark related matters and in connection with the management of Navacord's trademark portfolio



## QUALIFICATIONS

- Law clerk designation from a recognized institute;
- >7 years of related work experience with experience providing comprehensive oversight of private company corporate secretarial functions required;
- Insurance and/or benefits industry experience, including in the areas of brokerage licensing, preferred and beneficial as is experience working in the corporate HQ of a growth oriented entrepreneurial enterprise;
- Experience supporting clients with operations in the United States also beneficial;
- Strong interpersonal, verbal and written communication skills;
- Ability to work independently, as well as in team situations, while multi-tasking in diverse legal areas;
- Ability to work within tight deadlines, interface effectively with a broad array of internal client groups, functional support resources (corporate and local broker partner), external counsel, regulators and suppliers;
- Strong organizational, and drafting skills, including a rapid, problem-solving mindset.

## BUILDING THE GREAT CANADIAN BROKERAGE

Navacord is a leading insurance and risk management brokerage created to keep the Canadian entrepreneurial spirit alive. Led by a passionate and engaged partnership group, Navacord Broker Partners are committed to the success of their clients by delivering expert advice in an increasingly complex world which allows them to face the future with confidence.

- ✓ **4<sup>th</sup> Largest Commercial Brokerage in Canada**
- ✓ **1,000+** Employees
- ✓ **30,000+** Commercial Clients
- ✓ **~\$250mm** Revenue
- ✓ **75%** B2B (Commercial & Benefits)
- ✓ **25%** B2C (Personal Lines)
- ✓ **~\$2 Billion** Annual Premium

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## ABOUT NAVACORD

Founded in 2014 and headquartered in Toronto, Ontario, Navacord is one of Canada's top four commercial insurance brokerages and a leader in risk management services.

Since its founding in 2014, leveraging its pillars of entrepreneurial independence and business leadership Navacord has grown rapidly both organically and through acquisitions and now includes more than 31 local brands and writes in excess of \$2 billion in annual gross premiums.

Navacord is sponsored by Madison Dearborn Partners, one of the most experienced private equity funds in the United States, who, along with the management and employees of Navacord and its broker partners owns Navacord.

## WHY NAVACORD?

When you join Navacord, you become part of a team of 1000+ very capable and committed employees focused on building The Great Canadian Brokerage® and will have the opportunity to work in a very entrepreneurial and fast paced team oriented environment. As a member of Navacord's growing Legal department you will play a key role in enabling Navacord's growth and organizational evolution, and will be afforded significant professional growth opportunities. If you are looking to make a difference in a growth oriented business this opportunity is for you.

*We are 'owners serving owners' who are passionate about providing attentive service and help our clients manage the complexities of risk and rapidly changing times. Our expert advisors deliver trusted insurance and risk management advice anchored in a deep understanding of our client's business. Our top experts and trusted advisors are committed to making a difference in the communities they serve.*

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