

Counsel II, Securities and Governance
Boston Scientific
Marlborough, MA

Purpose:

Key Member of SEC/Governance Team – Works closely with Vice President and Chief Corporate Counsel and other members of the Securities & Corporate Governance team and/or other team members with respect to:

- Primary role - providing support for (i) corporate governance matters with respect to the Board of Directors and/or its Committees (the Board), including process and policy development and implementation; Board book material review/preparation; meeting organization, preparation and execution; and compliance with related corporate law, securities law and NYSE listing requirements; and (ii) executive compensation and equity plan matters, including process and policy development and implementation; drafting and/or reviewing executive compensation and equity plan documents and agreements; and compliance with related securities law and certain other legal requirements.
- Secondary role – providing support for general corporate and securities law matters and projects.

Key Responsibilities:

In line with primary and secondary roles, as applicable, work closely with the Vice President and Chief Corporate Counsel and other members of the Securities & Corporate Governance team and/or other team members (in coordination with other subject matter experts) with respect to:

Corporate Governance

- Supporting the Corporate Secretary and the Board on matters of corporate governance process and policy.
- Scheduling, organizing, preparing and executing Board meetings, including coordinating with senior management to ensure that appropriate matters are included in meeting agendas and reviewing and/or developing materials for Board books.
- Attending Board and Committee meetings, preparing minutes and overseeing the maintenance of Board books, corporate minutes/records and certain D&O agreements.
- Interfacing with senior management, the Board, institutional investors, individual stockholders, proxy advisors and consultants on corporate governance, executive compensation equity plan and certain other proxy statement related matters.
- Facilitating director orientation and, as appropriate, continuing education and training programs.

Executive Compensation

- Assisting in the support of Human Resources Department with respect to the content, adoption and implementation of certain policies and procedures, executive compensation and equity plan matters, including drafting and/or reviewing executive compensation and equity plan related documents and agreements.

Securities Law

- Assisting other members of the Securities & Corporate Governance team with drafting and/or reviewing company filings with the SEC and the NYSE (or portions thereof), including 8-Ks, proxy statements and registration statements as well as annual reports to stockholders.

General

- Ensuring company compliance with general corporate law, corporate governance, executive compensation, equity plan and securities law related rules, regulations requirements, the Dodd Frank and Sarbanes Oxley Acts, NYSE requirements and general corporate law.
- Monitoring new and developing corporate governance, executive compensation, equity plan and securities law related rules, regulations and requirements, trends and best practices; briefs senior management and the Board on same, as appropriate.

- Analyzing, drafting, reviewing and negotiating corporate agreements and complex contracts in support of the Corporate Legal Group more broadly, as appropriate.

Qualifications

Juris Doctorate. Five to eight years of general corporate and public company governance and securities law experience at a top law firm and/or at a public company. Excellent attention to detail, legal research and writing, communication and project management skills. Process oriented, able to multi-task, team player and ability to work independently with limited oversight. Good judgment, keen diplomacy and strong interpersonal skills.