

# Role description

## Company Secretary

### Cairns

Department:	Strategic Operations
Location:	Cairns
Position type:	Full-time
Classification:	Level 9
Reports to:	Board Chair and CEO
Direct reports:	Nil

### Our values

#### Collaboration

We work together successfully by valuing, appreciating, and contributing as a team. We build collaborative strategic partnerships for the good of our community.

#### Equity

We work in a fair and non-judgemental environment where all views and opinions are considered equally. We treat all stakeholders the same and work to reduce inequalities in health for the most disadvantaged.

#### Innovation

We support an environment that fosters creative, innovative, and solution-focused ideas. We work in partnership with our stakeholders and encourage new, innovative, and creative working to solve complex societal problems.

#### Integrity

We are open and transparent in our decision-making and deliver on our promises.

#### Respect

We encourage and give people the opportunity to communicate by listening, acknowledging, and appreciating what they have to say in a supportive and professional manner. We act in a professional manner at all times to build strong relationships even in the absence of agreement.

#### Access

We support better and timelier access to primary health care by working collaboratively with multidisciplinary teams. We consider the financial, organisational, physical accessibility and acceptability, and social or cultural barriers that limit the utilisation of primary health care services.



## Role summary

This position is responsible for maintaining an effective system of corporate governance for NQPHN Board and its committees. The position has a primary accountability to the Board of Directors and on a day-to-day basis the occupant of the position is required to consult with and take directions from the NQPHN Chairperson. The NQPHN Chairperson may direct the occupant of the position to liaise, coordinate, and work with the Chief Executive Officer (CEO) for the execution of tasks – particularly relating to preparations for, logistics of, and the administrative support to meetings of the Board of Directors and its Committees.

The occupant of this position will assume and provide a high level of advice, confidentiality, and accountability, which may include preparation of Board briefs as directed by the Chairperson and/or the Board of Directors.

The occupant of the position is required to possess a thorough understanding of corporate governance in the not-for-profit sector and is required to provide advice and guidance to Directors.

## Key responsibilities

### Role specific

- Advising the board and its committees on governance matters whilst working closely with the Chair and CEO, and holding the Board's objectives to account.
- Monitoring compliance with board and committee policy and procedures.
- Coordinating the timely completion and dispatch of board and committee papers.
- Ensuring that members' and directors' meetings are properly called and held (subject to delegation/instruction from the board).
- Ensuring that the business at members, board, and committee meetings is accurately captured in the minutes and that such minutes are completed in a timely and accurate fashion post-meetings.
- Ensuring the necessary registers are established and properly maintained and ensuring that the company's financial records are maintained, and reports prepared in accordance with legislative requirements and the principles of good governance.
- Helping to organise and facilitate the induction and professional development of directors.
- Advising the board and its committees on good practice in corporate governance, for example, giving guidance on the legal implications of the way it discharges its duties, follows policy and procedures, runs meetings, and makes decisions.
- Providing or procuring advice for directors regarding application of the Corporations Act and the ACNC Act, NQPHN Constitution, and other legal and regulatory requirements.
- Assisting with the organisation of board performance reviews.
- Ensure all necessary documents are prepared and lodged with the ACNC, State fundraising regulators, and ASIC, including statutory reporting returns.
- Understanding and ensuring the company complies with its statutory obligations, ensuring requirements of the ACNC, ASIC, and other regulators are met.
- Development, implementation, communication, and maintenance of corporate governance compliance policies, processes, and procedures.

- Promoting the compliance framework to safeguard the integrity of the organisation.
- Demonstrate, uphold, and model organisation values in all dealings and interactions within and outside the NQPHN.
- Deliver agreed Work Plan Goals – to be developed in conjunction with the Chair.
- Delegated Authority (Budget \$ or otherwise): Approval of expenditure as agreed with Chair and NQPHN Board.

### Organisation wide

- Committed to “One PHN” and working collaboratively and engaging purposefully across the organisation, including the offices, teams and functions.
- Ensure “best practice” processes across all areas of responsibilities.
- Comply with the organisation’s policies and procedures.
- Ensure the safety of yourself and others in line with the organisation’s WHS policies and procedures and the Workplace Health and Safety Act 2011.
- Perform other duties reasonably required as directed.

### Key selection criteria

- Degree in Business/Law, or equivalent, and/or professional qualification in Governance and Company Secretary from CSA or ICSA.
- Demonstrated experience in a comparable role with a not for profit, or private sector organisation.
- To have a clear understanding of the provisions of the *Corporations Act 2001(Cth)*, which affect the Company.
- To be conversant with relevant statutory requirements, ensuring compliance with them and keeping abreast of new legislative developments.
- To be aware of the laws and procedures governing meetings, particularly the rules of the Company’s *Constitution* on quorum requirements, voting procedures, and proxies.
- Ability to record appropriate minutes, record actions, and manage the business of the Board and Committees.
- Demonstrated ability to take direction, determine priorities, and manage workloads in order to meet agreed timelines and objectives.
- Advanced ability with the Microsoft Office suite of programs.
- Strong communication and interpersonal skills.

### Other requirements

- Current Drivers Licence.
- Provide a National Police Check less than three months old.
- Be able to meet the requirements of a Working with Children (Blue Card) Qld if required.

## Capability framework

NQPHN has a capability framework in place. This role has the following core competencies and expected levels.

Core Competency	Skilled
Teamwork and Team Leadership	<ul style="list-style-type: none"> <li>Assumes accountability for work delegated to others (peers, team members, experts, etc.).</li> <li>Works with teams with complementary skills/expertise.</li> <li>Encourages people with opposing viewpoints to express their concerns.</li> <li>Resolves conflict among team members sensitively and fairly.</li> <li>Helps others learn from experience and development initiatives. Recommends readings, trainings and other resources.</li> <li>Continually acquires and applies new knowledge and learning to improve job performance.</li> <li>Provides constructive feedback to others.</li> </ul>
Resource Management	<ul style="list-style-type: none"> <li>Allocates and controls resources within own area of responsibility/ scope of assignment.</li> <li>Identifies needs for resources to effectively support current initiatives, services and offerings.</li> <li>Manages assignments' delivery process and deadlines.</li> </ul>
Flexibility and Continuous Improvement	<ul style="list-style-type: none"> <li>Seeks best practices inside and outside the Organisation to anticipate change.</li> <li>Stays open-minded and encourages others to bring new perspectives.</li> <li>Stays aware of the organisational objectives and monitors current developments and trends that may affect implementation of organisational direction, programmes or plans.</li> <li>Helps others understand the strategic goals of the Organisation and how their work relates to these.</li> </ul>
Stakeholder Engagement and Communications	<ul style="list-style-type: none"> <li>Writes on complex and highly specialised issues.</li> <li>Conveys critical nuances and qualifiers to facilitate complete understanding of the material.</li> <li>Evaluates current network for effectiveness and relevance to achieving strategic objectives within own area.</li> <li>Identifies and creates opportunities to initiate new connections that will facilitate the achievement of strategic goals within own area.</li> </ul>
Quality Management	<ul style="list-style-type: none"> <li>Understand Quality managements systems, and their impact on organisational governance, as well as basic tenets of ISO90000.</li> </ul>

Core Competency	Skilled
	<ul style="list-style-type: none"> <li>• Assist in the evaluation and monitoring of quality management systems.</li> <li>• Ensure staff are utilising quality management systems.</li> <li>• Collate and provide feedback to senior management on utility of quality management systems.</li> </ul>
Strategic Thinking and Innovation	<ul style="list-style-type: none"> <li>• Clearly communicates and operationalises the strategic vision.</li> <li>• Able to engage with the organisation as a whole and influence strategic decisions.</li> <li>• Leads team's strategic thinking.</li> <li>• Takes a long-term, evidence-based approach to decision making, and considers all consequences before acting.</li> <li>• Encourages creativity and innovation through continuous improvement.</li> <li>• Inspires others to contribute to strategic goals.</li> </ul>
Governance and Risk	<ul style="list-style-type: none"> <li>• Communicates governance requirements clearly to ensure compliance.</li> <li>• Seeks and applies benchmarking/best practices to improvement strategy development or application.</li> <li>• Has a comprehensive understanding of the legal governance surrounding the engagement with public and service users and operates effectively within such parameters.</li> <li>• Models risk management.</li> <li>• Remains familiar with and adheres to all policies and procedures, including Workplace Health and Safety.</li> <li>• Ensures a safe workplace.</li> </ul>
Project and Program Management	<ul style="list-style-type: none"> <li>• Develops effective project plans and cost schedules.</li> <li>• Applies effective project controls to deliver complex projects or get project back on track.</li> <li>• Ensures full visibility of project's financial performance.</li> <li>• Applies best practice program management experience.</li> <li>• Provides expert advice and facilitation on program tracking/reporting/assurance/quality control, information management, financial accounting, risk/issue tracking, change control and knowledge management/learning structured in ways that best meets program objectives.</li> <li>• Ensure appropriate program management information exchange occurs.</li> <li>• Takes responsibility for the work of others and allocation of resources.</li> <li>• Provides complete planning service utilising other resources.</li> </ul>

Core Competency	Skilled
	<ul style="list-style-type: none"> <li>• Develops project strategies and optimises project execution within constraints of time and money.</li> <li>• Able to handle multiple project with substantial personal autonomy.</li> </ul>
Commissioning	<ul style="list-style-type: none"> <li>• Ensure PHN activities and policy in relation to activities are in line with Commissioning Framework.</li> <li>• Has responsibility for monitoring procurement and contract activities to align with Commissioning Framework.</li> <li>• Promote the principles of the Commissioning Framework.</li> <li>• Implement effective commissioning activities to monitor provider supplier and contractor performance against the commissioning framework, including deliverable and outcomes.</li> <li>• Represent the organisation in the resolution of complex / sensitive disputes with providers, suppliers and contractors.</li> </ul>

*This position description contains a limited summary of the most frequently occurring tasks and responsibilities. In practice the employee can and will be entrusted with various other tasks and responsibilities that may also be of vital importance to the performance of his or her duties. The employee will properly execute these tasks and responsibilities and will not limit themselves to invoke the tasks and responsibilities exclusively summarised in this position description.*