



HealingFoundation

Strong Spirit • Strong Culture • Strong People

POSITION DESCRIPTION

Position Title:	Officer of the Board/ Company Secretary
Reporting to:	Board/Chief Operating Officer
Direct Reports:	Nil
Location:	This position can be based at any of our office locations
Job Type:	Full time
Initial Appointment:	Permanent
Competency Framework:	Senior Leader L2
Salary Bandwidth:	\$150,000.00 p/a + superannuation + benefits
Last updated:	9.5.2023

THE HEALING FOUNDATION VISION

The Healing Foundation is a national Aboriginal and Torres Strait Islander organisation that partners with communities to address the ongoing trauma caused by actions like the forced removal of children from their families.

We focus on building culturally strong, community led healing solutions, through working closely with communities around the country.

THE ROLE AND THE TEAM

The role: Officer of the Board/ Company Secretary

The role of the Company secretary falls under the definition of 'officer' of a corporation (s 9 of the Act), so the role has the same duties and obligations as Board Directors. It is also a criminal offence if a company secretary is either reckless or intentionally dishonest and fails to exercise the powers and discharge the duties in good faith in the best interests of the company, or for a proper purpose (s 184).

COMPETENCY FRAMEWORK CORE COMPETENCIES AND JOB SPECIFIC COMPETENCIES

The Healing Foundation Competency Framework is designed to provide a roadmap for leaders and teams to have more specific discussions on 'how to be successful' at The Healing Foundation by articulating our expectations of ourselves and others. It is designed to support the achievement of our strategic plan.

Reporting to the **Chief Operating Officer**, your role must demonstrate the following Core competencies and Job specific competencies:

CORE COMPETENCIES	
PEOPLE AND RELATIONSHIPS	<ul style="list-style-type: none"> • Live our Values and Guiding Principles: Demonstrate our values and guiding principles in our daily behaviours, habits and interactions with others • Enhance Health and Wellbeing: Be socially responsible with a genuine commitment to an environment where people are safe and can enhance their physical, mental and emotional wellbeing • Grow Cultural Awareness and Connection: Appreciate and respect the significance that Aboriginal and Torres Strait Islander people place on culture, family and country, and how these elements are connected • Proactively Engage and Communicate: Build and maintain relationships with respectful and honest communication, that facilitates mutual benefits and outcomes
RESULTS AND EXPERTISE	<ul style="list-style-type: none"> • Understand Our Business: Be committed to the organisation's mission, acknowledging our challenges and continually looking to add value and grow our strengths and opportunities • Service Delivery: Understand and meet the needs and expectations of our people, communities, suppliers and other key stakeholders and colleagues • Be Accountable and Outcome Focused: Accept responsibility for role, make prompt informed decisions and take focused action to achieve results
INNOVATION AND CONTINUOUS IMPROVEMENT	<ul style="list-style-type: none"> • Put Ideas into Action: With innovation at our core, be curious, explore new concepts and be prepared to try new ideas, backing ourselves and each other • Achieve Change: Seek to understand reasons for change and be open to new initiatives, providing constructive feedback and embracing change with resilience

	<ul style="list-style-type: none"> • Grow and Share Knowledge: Incorporate learning, knowledge capture and sharing into your work routinely
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JOB SPECIFIC COMPETENCIES

ROLE & RESPONSIBILITIES	<p>Adherence to THF general risk principles: ·</p> <ul style="list-style-type: none"> • Do no harm • Prevent harm to others <p>Company Secretary job specific competencies include:</p> <ul style="list-style-type: none"> • To exercise powers and discharge duties with care and diligence (s 180). • To exercise powers and discharge duties in good faith and for a proper purpose (s 181). • Not to improperly use the position to gain an advantage for yourself or someone else, or to cause detriment to the company (s 182). • Not to improperly use information obtained by virtue of the position (s 183). <p>In addition to the responsibilities listed in s188 of the Act, compliance responsibilities with authority from the Board include:</p> <ul style="list-style-type: none"> • Managing board processes and meetings – board and committee papers and circulation of agendas, minutes, discussion papers, proposals for the board and its committees. • Ensuring members’ and directors’ meetings are properly called and held. • Ensure compliance with best practice corporate governance. • 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 the requirements of the Act. • Ensuring records of members’ and directors’ meetings are kept in compliance with the Act and the organisation’s constitution. • Understanding and ensuring the company complies with its
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	<p>statutory obligations, ensuring requirements of ASIC and other regulators are met, including continuous disclosure.</p> <ul style="list-style-type: none"> • Providing or procuring advice for directors regarding application of the Act, company constitution, ASIC requirements and other legal and regulatory requirements. • Development, implementation, communication and maintenance of compliance policies, processes and procedures. • Manage training and education requirements for directors.
QUALIFICATIONS & EXPERIENCE	<ul style="list-style-type: none"> • A minimum of five years' experience in a senior governance or company secretary role. • Hold a Governance Institute of Australia – Graduate Diploma in Applied Corporate Governance, or similar.
MANDATORY REQUIREMENTS	<ul style="list-style-type: none"> • Strong organisational skills with a proven ability to meet strict deadlines. • Excellent communication skills at all levels and confidence to be able to respond clearly to queries and questions. • Proven ability to interpret regulatory obligations and governance requirements. • Demonstrated ability to collaborate within a small team and across a large organisational structure. • Experience using on-line or web-based board portals and corporate records management solutions.
HIGH DESIRABLE CRITERIA	<ul style="list-style-type: none"> • Experience in the not for profit sector.