

POSITION DESCRIPTION



Chief Operating Officer Portfolio
Chancellery

Senior Governance Officer (Corporate)

POSITION NUMBER	0033898
CLASSIFICATION	UoM 8
SALARY	\$119,742 – \$129,607 p.a.
SUPERANNUATION	Employer contribution of 17%
WORKING HOURS	Full-time
BASIS OF EMPLOYMENT	Ongoing
OTHER BENEFITS	http://about.unimelb.edu.au/careers/working/benefits
HOW TO APPLY	Go to http://about.unimelb.edu.au/careers , under Current staff or Prospective staff, select the relevant option ('Current Opportunities' or 'Jobs available to current staff') and search for the position by title or number.
CONTACT FOR ENQUIRIES ONLY	Nancy Huggett Tel +61 3 83449724 Email: nancy.huggett@unimelb.edu.au <i>Please do not send your application to this contact</i>

For information about working for the University of Melbourne, visit our website:
<http://about.unimelb.edu.au/careers>

ACKNOWLEDGEMENT OF COUNTRY

The University of Melbourne acknowledges the Traditional Owners of the unceded land on which we work, learn and live: the Wurundjeri Woi Wurrung and Bunurong peoples (Burnley, Fishermans Bend, Parkville, Southbank and Werribee campuses), the Yorta Yorta Nation (Dookie and Shepparton campuses), and the Dja Dja Wurrung people (Creswick campus).

The University also acknowledges and is grateful to the Traditional Owners, Elders and Knowledge Holders of all Indigenous nations and clans who have been instrumental in our reconciliation journey.

We recognise the unique place held by Aboriginal and Torres Strait Islander peoples as the original owners and custodians of the lands and waterways across the Australian continent, with histories of continuous connection dating back more than 60,000 years. We also acknowledge their enduring cultural practices of caring for Country.

We pay respect to Elders past, present and future, and acknowledge the importance of Indigenous knowledge in the Academy. As a community of researchers, teachers, professional staff and students we are privileged to work and learn every day with Indigenous colleagues and partners.

In making this Acknowledgment of Country we commit to respectful and responsible conduct towards all others according to the Traditional lores of this land, particularly at times of formal ceremony.

THE UNIVERSITY OF MELBOURNE

Established in 1853, the University of Melbourne is a leading international university with a tradition of excellence in teaching and research. The main campus in Parkville is recognised as the hub of Australia's premier knowledge precinct comprising eight hospitals, many leading research institutes and a wide-range of knowledge-based industries. With outstanding performance in international rankings, the University is at the forefront of higher education in the Asia-Pacific region and the world.

The University employs people of outstanding calibre and offers a unique environment where staff are valued and rewarded.

Find out more about the University's strategy, Advancing Melbourne 2030, at <https://about.unimelb.edu.au/strategy/advancing-melbourne>.

CHANCELLERY

The Chancellery is led by the Vice-Chancellor and has a University-wide focus on:

- delivering strategic leadership;
- allocating capital according to strategic priorities;
- developing and overseeing a business framework that includes appropriate financial and other organisational planning and controls;
- ensuring identity or brand is consistent with strategic intent and purpose; and
- overseeing policies and initiatives that develop the academic and professional expertise of University staff members.

CHIEF OPERATING OFFICER PORTFOLIO

The Chief Operating Officer (COO) Portfolio enables quality outcomes for students, staff and partners by delivering University-wide services and operational support to meet the organisation's evolving needs and strategic goals. The portfolio also works in partnership with teams across the University to drive innovation, transformation and improved performance, within and across functions. It is responsible for functions relating to the University's finances, property, technology, legal and risk management, student and academic support, research and innovation services, operational performance, business services and sustainability.

- The COO Portfolio is comprised of seven sub-portfolios:
 - Business Services
 - Chief Finance Officer Group
 - Legal and Risk
 - Office of the COO
 - Operational Performance Group
 - Research, Innovation and Commercialisation
 - Strategy Planning and Performance
 - Student and Scholarly Services
 - University Governance

EQUAL OPPORTUNITY, DIVERSITY AND INCLUSION

The University is an equal opportunity employer and is committed to providing a workplace free from all forms of unlawful discrimination, harassment, bullying, vilification and victimisation. The University makes decisions on employment, promotion and reward on the basis of merit.

The University is committed to all aspects of equal opportunity, diversity and inclusion in the workplace and to providing all staff, students, contractors, honorary appointees, volunteers and visitors with a safe, respectful and rewarding environment free from all forms of unlawful discrimination, harassment, vilification and victimisation. This commitment is set out in the University's People Strategy 2023-2030 and policies that address diversity and inclusion, equal employment opportunity, discrimination, sexual harassment, bullying and appropriate workplace behaviour. All staff are required to comply with all University policies.

The University values diversity because we recognise that the differences in our people's age, race, ethnicity, culture, gender, nationality, sexual orientation, physical ability and background bring richness to our work environment. Consequently, the People Strategy sets out the strategic aim to drive diversity and inclusion across the University to create an environment where the compounding benefits of a diverse workforce are recognised as vital in our continuous desire to service for excellence and reach the targets of Advancing Melbourne 2030.

ABOUT THE ROLE

Position Purpose:

This position plays an important role in contributing to the corporate governance of the University by providing effective governance support for designated committees and subsidiary boards, providing advice on policy, ensuring that delegations are observed, that committee and board business is managed accurately and efficiently and that regular reporting requirements are met.

A key part of this role is to act as the company secretary for subsidiary companies of the University, providing advice and support for Boards and Board Committees, particularly in relation to ASIC and ACNC requirements, and ensuring that reporting requirements are met.

This role also provides advice and support to the University's principal governance officers in ensuring good governance practice, including internal and external reviews, and the implementation of relevant regulations and policies.

This role also provides advice to the University community on the application of the University's legislative and policy framework, assists with the management of Council elections and induction, the induction of company directors, and develops and maintains governance resources for the University community including the University Governance website.

Reporting line: Senior Governance Advisor

No. of direct reports: 0

No. of indirect reports: 0

Direct budget accountability: Nil

Key Dimensions and Responsibilities:

Task level: Moderate

Organisational knowledge: Moderate

Judgement: Significant

Operational context: Wide

- OH&S and compliance: All staff are required to take reasonable care for their own health and safety and that of other personnel who may be affected by their conduct. These include general staff responsibilities and those additional responsibilities that apply for managers, supervisors and other personnel. Specific responsibilities for the role are available at <http://safety.unimelb.edu.au/topics/responsibilities/>.
- Staff must comply with all relevant requirements under the University's risk management framework including legislation, statutes, regulations and policies.

Core Accountabilities:

- Support subsidiary companies, designated governance committees, and principal governance officers in exercising their roles and delegated responsibilities, including under the *University of Melbourne Act 2009* (Vic), the *Corporations Act 2001* (Cth), relevant constitutional documents of the companies and other legislative and policy requirements.
- In relation to subsidiary companies:
 - coordinate the provision of information to the University, as required under the Commercial Activities Guidelines;
 - assist with preparation of annual and half-yearly reporting requirements (as applicable), including preparing statutory reports and other reports required to be provided by the companies to the University; and
 - arrange board meetings of the companies, including the giving of notice, preparation of agenda, managing proxy votes or corporate representatives, assisting the chair in the conduct of meetings, preparing minutes of meetings and ensuring actions are followed up to give direct effect to decisions.
- Perform the duties and responsibilities of a company secretary as required by the Corporations Act 2001, the constitutions of the companies and any other relevant legislation or regulation and ensure that the companies comply with their statutory obligations under any relevant laws and regulations, including:
 - ensuring the maintenance of statutory records, including registers and ensuring requisite retention of documents and records;
 - ensuring the completion and lodgement of statutory forms/returns and reporting under the Corporation Act and other relevant legislation/regulation, including:
 - half-yearly and annual accounts (as required);
 - annual return; and
 - change in directors, secretaries.

- recording (and advising ASIC where necessary) declarations/conflicts of interest of directors, including in relation to securities held in the companies;
- facilitating the execution of documents on behalf of companies, subject to board approval;
- monitoring adherence with requirements of the companies' constitutions;
- carrying out other functions, if any, required of the company secretary by the constitutions; and
- assisting the chair and directors in the conduct of meetings and their directorial and governance obligations and responsibilities.
- Carry out other duties related to the corporate administration of subsidiary companies, including:
 - establishing a timetable of corporate actions required during the year pursuant to the Corporation Act 2001 and the University's Controlled Entities Policy;
 - preparing company secretarial reports to the Board meetings covering such areas as requested by the boards, including: ASIC filings, directors' interests, changes in applicable laws/regulations;
 - preparing and maintaining the corporate governance/policy manuals for subsidiary companies;
 - liaising with professional advisors in relation to subsidiary company matters; and
 - as required, preparing charters/terms of reference for subsidiary company committees.
- Interpret, apply and explain policies and complex rules arising from University legislation and any external requirements, including ASIC and ACNC requirements.
- Provide support in the development and implementation of policy and understand and communicate interrelationships between a range of diverse policies.
- Provide advice and information to Council and subsidiary company board members, and members of the University community about the operations of the Council and the boards and their committees, as well as relevant University legislation, policy and protocols.
- Provide advice to the University community on governance policy and matters, in particular on the role of the governing bodies and their committees and on the interpretation and application of University legislation, policy and protocols.
- Support the principal governance officers in the conduct of governance training and the development and maintenance of governance resources.
- Ensure that matters approved are appropriately communicated to the University community after the approval process has been completed.
- Work with colleagues in and across the University (in particular Legal and Risk) to support implementation of governance decisions and the implementation of relevant processes.
- Ensure timely and accurate information is provided on the University Governance website and the University Staff Hub as strategic governance communication tools.
- Support the University Secretary and Academic Secretary by initiating and/or taking responsibility for special projects as required.

Key Selection Criteria to be addressed in the application:

Knowledge and skills:

1. Prior experience in providing company secretary and/or corporate governance support with exposure to a full spectrum of company secretarial/committee support duties.
2. Demonstrated experience in interpreting, applying, explaining and developing policies, guidelines, procedures and complex rules.
3. Detailed and demonstrated knowledge of (or the ability to cultivate knowledge of) University governance and the University's legislative and policy framework, and of external corporate governance frameworks.
4. Demonstrated high level presentation and written communication skills, including the ability to write minutes, management reports, briefing papers and responses to correspondence.
5. Excellent interpersonal skills, with ability to work collaboratively with internal and external stakeholders, including those at the most senior levels of the University.

Other Selection Criteria:

Knowledge and skills:

6. Demonstrated high level critical thinking, creative problem solving and analytical skills plus the ability to distil complex information to produce high-quality, reports and presentations which include recommendations for improvements or changes to policy, process and/or practice.
7. Demonstrated ability to exercise appropriate judgement to address complex problems or sensitive matters, and extensive organisational knowledge.
8. Demonstrated ability to be flexible and adaptive, and a willingness to approach new challenges and adjust plans to meet new priorities and directions.
9. Outstanding attention to detail and the ability to ensure accuracy and to identify and rectify errors.
10. Demonstrated ability to maintain high levels of confidentiality, and experience with managing sensitive information.
11. Ability to work autonomously and in a team environment and to follow through on tasks to completion with limited supervision.
12. Demonstrated ability to prioritise workloads and act effectively to complete tasks within strict timelines.
13. Demonstrated ability to maintain and develop websites and website content (desirable).
14. High level of proficiency in the use of standard application software such as the Microsoft Office suite.

Education/Qualifications:

15. A postgraduate degree in a relevant discipline, a degree in Law, AICD or other recognised company secretary qualification, or an equivalent combination of relevant experience and/or education and training, a postgraduate degree in a relevant discipline; or an equivalent combination of relevant experience and/or education and training.

Other job-related information:

There may be occasional work outside of ordinary hours to support committee meetings held early or later in the day.