



## POSITION DESCRIPTION

<b>POSITION TITLE</b>	Company Secretary & General Counsel
<b>DIVISION</b>	Office of the Executive Director
<b>DEPARTMENT</b>	Office of the Executive Director
<b>REPORTS TO</b>	Board Chairperson and Executive Director

### ORGANISATIONAL PURPOSE:

The Brotherhood of St. Laurence (BSL) is a social justice organisation that works alongside people experiencing disadvantage to address the fundamental causes of poverty in Australia. BSL was established during the Great Depression by Anglican activist Father Gerard Tucker.

BSL's vision is for an Australia free of poverty. Our mission is to pursue systemic change for a fairer, more compassionate, and just society in which all can fully participate in social, civic, and economic life, create and share prosperity, and treat each other with dignity and respect.

Our work seeks to enable people at key transition points throughout the life course to navigate pathways out of poverty by:

1. Changing children's trajectories through early engagement in education, strengthening parental capacity and the home-learning environment
2. Enabling young people's transition from school through to decent work
3. Ensuring economic security for adults as they transition in and out of work
4. Enabling people with a disability or developmental delay to reach their goals, to navigate key life transitions, to exercise choice and live a dignified life as they participate in and contribute to their local communities.
5. Providing quality care and support for older people, enabling them to exercise choice and live a life with dignity as a valued part of their community.

Our organisation employs over 1,400 staff and is supported by over 1,200 volunteers. We partner with government, business, and other community organisations to address poverty in communities across the nation.

Our work in the community is varied: our programs focus on engaging children in early learning, engaging parents in their children's learning, supporting jobseekers with employment preparation, helping young people to achieve their dreams and aspirations through education and employment pathways, ensuring older members in our community are supported to live a life of dignity, working with refugees and asylum seekers to help them find jobs and settle in Australia, and financial wellbeing and digital literacy programs. We also have a strong community presence through our social enterprises. Our significant investment in research enables us to explore the causes and effects of poverty and disadvantage, and support advocacy for solutions at national, state, and local level.

### POSITION PURPOSE:

The Company Secretary & General Counsel fulfills the role of trusted advisor to the Executive Director and the Board Chairperson, Board Members, Board Committees and Executive Team Members. The role manages the Company Secretariat function and ensures governance requirements are met.

## **KEY RESPONSIBILITIES:**

1. Company Secretariat
  - a. Managing processes to support the effective functioning of the Board and Board Committees, including preparation for Board Meetings, Committee Meetings, Annual General Meeting, and Charter & Life Member Meetings. This includes preparation of agendas, scheduling and attending meetings, collating, and preparing papers, and completing minutes.
  - b. Engaging with the BSL Chairperson, Executive Director, Executive members and staff to ensure timely and appropriate advice and papers are provided to Board and Committees.
  - c. Per the BSL Constitution, maintaining registers of Charter & Life Members.
  - d. Having safe custody of the Company Seal, and recording and reporting on its use.
  - e. Counter-signatory to organisational documents as required.
  - f. Managing and supporting key stakeholder communications.
  - g. Facilitating Board governance review when required
  - h. Ensuring the Annual and Financial Reports are distributed to Charter and Life members in a timely manner prior to the AGM.
  
2. General Counsel
  - a. Ensuring that the legal affairs of the organisation are properly and professionally managed to deliver high quality outcomes.
  - b. Providing specific legal advice to the Executive Director, Executive Team, BSL Chairperson and Board on critical or sensitive issues.
  - c. Ensuring that legal resources are properly directed and managed and that reporting processes are in place and operating well.
  - d. Continuously evaluating the external environment for implications for the organisation's legal affairs and structures.
  - e. Developing and maintaining key relationships with external legal resources.
  
3. Governance
  - a. Providing advice to the BSL Chairperson, Executive Director and Board on governance matters, reflecting a deep understanding of the organisation, ensuring all governance requirements are met satisfactorily.
  - b. Ensuring compliance with BSL Constitution and Brotherhood of St Laurence (Incorporation) Act 1971; ACNC and other legislative requirements.
  - c. Advising on standards of corporate and ethical behaviour and where required developing appropriate policies and standards.
  - d. Managing key corporate policies in relation to disclosure and probity matters.
  
4. Trusted advisor to the Board Chairperson, Executive Director, Board and Executive Team
  - a. Building and maintaining productive, professional, and trusting relationships with the BSL Chairperson, Executive Director, Board and the Executive Team.
  - b. Demonstrating independence of view, rigour, diplomacy, and resilience under pressure.
  - c. Providing a broad understanding of the organisation's governance and compliance activities and processes, and the external governance and compliance environment in which it operates.

## **SCOPE OF RESPONSIBILITY:**

Direct Reports: Nil

## **ORGANISATIONAL RELATIONSHIPS:**

Working Relationships: Board Chairperson  
Board of Directors  
Executive Director

Members and independent members of Board Committees  
Executive Assistants  
External stakeholders – including auditors and other professional advisers

**TO BE SUCCESSFUL YOU MUST HAVE:**

- Highest standards of personal and professional integrity and ethics
- High level of maturity, professionalism, and expertise
- A minimum of five years of experience as a company secretary
- Minimum of 10 years of experience as a senior legal adviser, either in a corporate environment or in a major legal services firm
- Strong strategic skills
- Tenacity, resilience, a high level of discretion and finely honed diplomatic skills
- Relevant tertiary qualifications (LLB or higher)
- Qualifications in governance and membership with the Governance Institute of Australia
- Declaration of all actual or perceived conflicts
- Ability to serve as a company secretary under the necessary ACNC requirements
- Demonstrated experience in Board support, organising meetings, including preparation and distribution of papers
- Experience in providing a broad range of administrative and related services
- Strong writing skills and ability to compose and present clear correspondence
- Effective verbal, interpersonal and communication skills, including demonstrated ability to develop productive relationships with colleagues, staff across all levels in the organisation including external stakeholders
- Demonstrated high level of attention to detail and accuracy
- Capacity to maintain a high degree of discretion and exercise sound judgement in dealing with sensitive and confidential matters
- Strong organisational skills, the capacity to successfully manage competing priorities, maintain attention to detail and meet deadlines
- Capacity to work independently with minimal direction and collaboratively in a team environment

**MANDATORY EMPLOYMENT CHECKS:**

- Proof of eligibility to work in Australia is required
- Satisfactory Police Check is required
- Working with Children Check is required for this position