

**Position Description**
**Position title: Governance Officer**

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| **Mission Australia** |
| About us: | Mission Australia is a non-denominational Christian organisation that has been helping people re gain their independence for over 155 years.We’ve learnt the paths to getting back independence are different for everyone. This informs how we help people, through early learning and youth services, family support and homelessness initiatives, employment and skills development, and affordable housing. Our nationwide team delivers different approaches, alongside our partners and everyday Australians who provide generous support.Together we stand with Australians in need, until they can stand for themselves. |
| Purpose: | Inspired by Jesus Christ, Mission Australia exists to meet human need and to spread the knowledge of the love of God.*“Dear children, let us not love with words or speech but with actions and in truth.” (1 John 3:18)* |
| Values: | Compassion Integrity Respect Perseverance Celebration  |
| Goal: | To reduce homelessness and strengthen communities. |
| **Position Details:** Position Title: Governance Officer |
| Division: | Legal |
| Reports to: | General Counsel & Company Secretary |
| Position Purpose: |  To assist the Company secretary to administer the corporate governance of the Mission Australia Group including preparing and maintaining enterprise governance policies.  |
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**Position Requirements (What are the key activities for the role?)**

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| **Key Result Area 1** | **Administrative & secretarial support to the MA Board and Board Sub Committees** |
| **Key tasks** | **Position holder is successful when** |
| * Maintain statutory books and records for all group entities using best practice processes including databases.
* Maintain and update databases and on-line reporting to ASIC, ACNC and other regulators.
* Coordinate legal documentation in relation to the governance process in consultation with the Company Secretary.
* Preparing and otherwise managing all lodgements with ASIC and ACNC including:
	+ annual statements with ACNC;
	+ ensuring associated solvency declarations are made; and
	+ ensuring financial reports and directors’ reports (or equivalent) complying with applicable legislation are filed in all applicable jurisdictions.
* Preparing and otherwise managing maintaining an annual calendar, corporate structure charts, officer listings and contact sheets, and other organisational and planning tools necessary or appropriate to perform the function properly.
* Organising execution and filing of documents to implement corporate actions.
 | * Board papers and records are filed in accordance with developed file structures.
* Records management is maintained at all times and all filing deadlines met.
* Board receives excellent support and high quality administration of all governance functions.
* All governance and statutory requirements are met with appropriate reporting to Board.
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| **Key Result Area 2** | **Board and Board Committee Meetings** |
| **Key tasks** | **Position holder is successful when** |
| * Prepare and distribute annual schedule for Board and Board subcommittee meetings.
* Responsible for the administrative function of the Diligent Board Portal.
* Prepare agendas for all group Boards and Board Committees, work with other. stakeholders in relation to timely preparation of Board papers and distribute Board papers via Diligent Board Portal or email as required.
* Attend bi-monthly board meetings, record and prepare draft minutes.
* Attend meetings of other Boards and Committees as required.
* Liaise with management regarding the preparation of papers to be presented to Board and Board Committee meetings and ensuring that action items raised at meetings are communicated to management and are actioned.
* Organise the Annual General Meeting, under direction of the Company Secretary, including preparing relevant papers.
 | * Board meeting minutes agendas and papers are distributed prior to meeting dates with appropriate notice.
* Draft minutes are turned around within 48 hours for review by Company Secretary and on-forwarding to the Board Chairs following management review.
* Board agendas and papers are professionally and accurately compiled.
* CEO and ELT are advised of appropriate follow up action in a timely way.
* Schedule of meetings and events (including AGM) is distributed with appropriate notice.
* The AGM is organized and managed within the allocated time frames; all papers are sent in the stipulated timeframe to relevant invitees and an accurate record of the meeting is taken via minutes.
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| **Key Result Area 3** | **Corporate Administration & Director Licensing**  |
| **Key tasks** | **Position holder is successful when** |
| * Co-ordinate the appointment and resignation of directors and company secretaries.
* Prepare orientation and induction packs and programs for new Directors, members of board committees and subsidiary boards.
* Manage lifecycle of all MA and MAEL Directors suitability checks in order to meet our contractual and legislative requirements
* Notify key stakeholders of change in CEO and Director composition.
* Arrange Suitability checks for new Directors
* Respond to any requests from Regulatory Departments within requested timeframes.
* Maintain and otherwise manage MA Members Register.
 | * All suitability checks are current and compliance is met at all times.
* Key stakeholders are notified of changes in our Board Composition and or Executive within the specified timeline.
* All Compliance requirements are met in in order to appoint the Director as soon as possible, and internal stakeholders are notified.
* When all requests from regulatory Departments are responded to, all key stakeholders are notified and compliance is met.
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| **Key Result Area 4** | **Corporate Governance**  |
| **Key tasks** | **Position holder is successful when** |
| * Support the implementation of governance and secretarial strategies designed to achieve best practice as determined by Company Secretary, MA legal and other stakeholders.
* Support and assist the General Counsel and Company Secretary with:
	+ policy and practice relating to corporate governance;
	+ monitoring changes and otherdevelopments in laws, policy and practice relating to corporate governance; and
	+ advising on developments and taking appropriate action as a consequence.
* Keep up to date with any changes to licensing requirements in relation to Director suitability checks and update Company Secretary on any changes that affect the Directors.
* Monitor the Integrity Line and Whistleblower Line, maintain the Whistleblower Register and Integrity Line Register including preparation of reports to the Board and Committees as required.
 | * Governance framework is strengthened and reflects changing requirements.
* All governance and statutory requirements are met with appropriate reporting to Board.
* Integrity Line and Whistleblower Line requests are responded to and forwarded in a timely manner.
* Integrity Line Report and Whistleblower Line Report provided as required.
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| **Key Result Area 5** | **Governance Policies**  |
| **Key tasks** | **Position holder is successful when** |
| * Developing, implementing and continuously improving policies and guidance notes for which the Company Secretary is responsible including the Ethic Policy Suite (Policies and Guidance Notes).
* Managing the Policy and Guidance Notes register.
* Reviewing, updating and otherwise maintaining the Policies and Guidance Notes to ensure they comply with laws in Australia.
* Assisting with the implementation and execution of communication, education and training in relation to the Policies and Guidance Notes.
 | * Clear Policy and Procedures in place understood by the business.
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| **Key Result Area 6** | **Relationship Management** |
| **Key tasks** | **Position holder is successful when** |
| * Be the point of contact for incoming correspondence for the Board Directors.
* Liaise with the MA Board Chair and other Board Directors as directed by the CEO and Company Secretary.
* Develop positive relationships with internal stakeholders to facilitate the smooth and efficient functioning of processes between management and boards and their committees.
 | * Positive relationships with the internal stakeholders including the legal team.
* Positive feedback from the Board on Board support services.
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| **P****U Work Health and Safety** Everyone is responsible for safety and must maintain:* A safe working environment for themselves and others in the workplace.
* Ensure required workplace health and safety actions are completed as required.
* Participate in learning and development programs about workplace health and safety
* Follow procedures to assist Mission Australia in reducing illness and injury including early reporting of incidents/illness and injuries.

 **Purpose and Values** |
| * Actively support Mission Australia’s purpose and values.
* Positively and constructively represent our organisation to external contacts at all opportunities.
* Behave in a way that contributes to a workplace that is free of discrimination, harassment and bullying behaviour at all times.
* Operate in line with Mission Australia policies and practices (EG: financial, HR, etc.).
* To help ensure the health, safety and welfare of self and others working in the business.
* Follow reasonable directions given by the company in relation to Work Health and Safety.
* Follow procedures to assist Mission Australia in reducing illness and injury including early reporting of incidents/illness and injuries.
* Promote and work within Mission Australia's client service delivery principles, ethics, policies and practice standards.
* Actively support Mission Australia’s Reconciliation Action Plan.
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**Recruitment information**

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| **Qualification, knowledge, skills and experience required to do the role** |
| * Experience in providing a high level of administrative and secretarial support to Boards, committees and/or senior managers. Ideally gained in a legal / professional services environment.
* Demonstrated ability to arrange and record board meetings including agenda development, coordination of papers and reports, recording of minutes and organizing logistics.
* Company secretarial experience with training from appropriate body (AICD / Chartered Secretary / legal degree / accounting or legal training).
* Demonstrated skills and experience in using software programs: Microsoft Word, Outlook, Access, Excel and Powerpoint. Ability to organize and manage databases / share-point sites or similar on-line portal.
* Experience or Knowledge of online Board Portals such as Diligent.
* Preparedness to travel interstate from time to time where Board meetings are held interstate.
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| **Key challenges of the role** |
| * Attention to detail in a complex group structure with a number of entities including controlled entities and a trust /foundation.
* High quality diligent approach to ensure all company secretarial obligations are met and Board and governance processes executed to the highest standard – comparable to a listed public company.
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**Compliance checks required**

**Working with Children** [x]

**National Police Check** [x]

**Vulnerable People Check** [ ]

**Drivers Licence** [ ]

**Other (prescribe)** [ ]  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Approval**

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| **Manager name**  |  | **Approval date** |  |

Sally Ascroft November 2018