



## POSITION DESCRIPTION

**POSITION:** Company Secretary

**STATUS:** Part-time

**REPORTS TO:** Chair, Board of St Ursula's College Ltd

**DATE:** February 2021

**CLASSIFICATION:** School Officer Level 7 (2.5 hrs/wk for whole year)

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### **Purpose of Position:**

St Ursula's College Ltd is a ministry under the stewardship of Mercy Partners and is a not for profit charitable organisation. The Company Secretary is a non-voting part of the Board of St Ursula's College Ltd. The Board governs the College.

The Company Secretary maintains the good governance of the Board and keeps the Board informed of changes in governance expectations and oversees its legal compliance. The role also conducts the routine administration of the Board, its meetings and committee meetings.

### **Key Characteristics:**

**These include:**

- demonstrate tolerance, a capacity for tact and discretion and an ability to maintain strict confidentiality.
- demonstrate a very high standard of written English expression, punctuation, spelling and proof-reading skills.
- demonstrate a strong desire for accuracy and an attention to detail
- use Microsoft Office 365 suite of products with substantial skill and to learn and operate the designated administration system and other software as required
- demonstrate a high capacity for self-organisation and direction and an ability to respond and adapt while operating in an environment which is often demanding and busy.
- demonstrate discretion and judgement in organising work, choosing equipment and achieving outcomes within time constraints.
- handle a range of roles and tasks in a variety of contexts.
- work within routines, methods and procedures.
- work safely in an office environment and meet the requirements of *Student Protection* Legislation.

### **Supervision:**

Work will be carried out under very limited supervision, usually remotely.

### **Supervision of Others:**

N/A

### **Qualifications:**

A Company Secretary qualification from ASIC or ASIC recognised institution or relevant experience with a commitment to study and obtain a Company Secretary or Company Governance qualification.

### **Typical Duties:**

Specifically, the duties are described as:

- i. Perform the duties and responsibilities of a Company Secretary as required by the Australian Corporations Act and Australian Charities and Not-for-Profit Commission and any other relevant legislation or regulation;

- ii. Monitor the relevant provisions of the Constitution, the provisions of the Board of Directors Governance Charter, the provisions of any Committee or Working Group and any standing orders or meeting protocols that may be determined by the Board from time to time to ensure they are followed;
- iii. Work closely with the Board Chair to arrange and coordinate Board meetings (including the AGM), issue agendas, compile and circulate meeting papers, take and prepare minutes, issue draft minutes for consideration by Directors and approval at the next relevant meeting, initiate and direct action to give effect to decisions;
- iv. Maintain statutory records and ensure their appropriate retention as required by law;
- v. Maintain such registers as required by law or the Board and to include a Register of Use of the Common Seal and a Register of Directors' Conflicts of Interests;
- vi. Maintain a Book of Board Minutes, duly signed by the Board Chair, for public inspection, together with Minutes and Reports of Board Committees and Working Groups;
- vii. Complete and lodge the statutory forms, returns and reports under the Corporations Act and other relevant legislation (including Company accounts, annual returns, notifications of appointment and retirement of Directors);
- viii. Be the custodian of the Common Seal of the Company and ensure its availability for execution of appropriate documents;
- ix. Compile and make available all necessary documentation to facilitate Board execution of contracts and other agreements;
- x. Maintain and update as required the Board of Directors Manual and the Board Charter;
- xi. Maintain a Calendar of Board responsibilities and ensure relevant timelines are met;
- xii. Arrange the payment of minor administrative accounts related to the day-to-day operations of the Board to a limit as approved by the Board from time to time;
- xiii. Ensure all Directors hold current Blue Cards as required by law and arrange for these to be renewed in a timely manner;
- xiv. Provide governance advice to the Board Chair and the Board;
- xv. Maintain the Conflicts of Interest Register for the Directors to satisfy the Non-State Schools Accreditation Board;
- xvi. Be the custodian of Board Policies and advise the Board about their routine maintenance;
- xvii. Advise the Chair and the Board about Code of Conduct matters for all Directors;
- xviii. Liaise with the College Steward ensuring communications and reporting between the Board and Mercy Partners and the College and Mercy Partners satisfy the agreed requirements of the Member, including gaining approval of the Audited Financial Statements before being adopted by the Board;
- xix. Conduct elections as required to be undertaken during Board meetings.

### **General Terms of Appointment**

- Be supportive of the Catholic ethos of the school.
- Support the Strategic Plan and the School Improvement Plan.
- Take full responsibility for compliance with the Staff Code of Conduct.
- Take full responsibility for compliance with all school policies and procedures.
- Possess and maintain a current positive notice blue card for child related employment.
- Comply with all requirements of St Ursula's College Student Protection Policy and Procedures.

Given the dynamic environment in which the College operates, the Chair may alter the roles and responsibilities of this position at his/her discretion, in order to most effectively serve the needs of the College.