

Position description

Title of the role:	Company Secretary, 2 days/week
Classification:	Non-Award Contract
Schedule:	N/A
Program Area:	Board
Location:	Victoria
Reports to:	Formal reporting to Board Chair; Day to Day operational reporting to CEO
Last Revised:	January 2026

About Wellways

Wellways Australia is a leading not-for-profit organisation dedicated to ensuring all Australians lead active and fulfilling lives in their community. We work with individuals, families and the community to help them imagine and achieve better lives. We advocate for change to make sure people can access the best possible care and information when they need it. We provide a wide range of services and assistance for people of all ages with mental health issues, disabilities, and those requiring community care.

Wellways is an equal opportunity employer that offers generous salary packaging and opportunities to undertake professional training and development. People with lived experience, Aboriginal and Torres Strait Islander people, and people from culturally and linguistically diverse backgrounds bring highly valued skills to our workforce.

Our Values

Honesty:

We are open and sincere in all interactions
We show compassion and consideration to all our stakeholders
We take responsibility for our actions

Acceptance

We champion and respect all voices and choices
We accept people no matter how complex their needs
We see the person, the family and the community

Fairness:

We believe everyone has the right to equal opportunities
We challenge social injustice and advocate for change
We collaborate to solve problems

Commitment:

We are committed to our work and we won't give up
We have the courage to make decisions and are accountable for our actions
We dare to go down new roads and challenge accepted wisdom

Participation:

We promote participation and transform lives and communities

We value the expertise and contribution of everyone we work with

We build knowledge and lead conversations

Our approach to service delivery

Our recovery services are guided by our values and informed by our Well Together Model. This approach means we work at 3 levels, with the individual, with their families and friends and with the community. Well Together recognises that developing skills, building confidence and strengthening relationships will help people to recover and to live independently. The model provides an evidence-based approach to create individually tailored, effective recovery support packages. Wellways assists individuals to develop the capacity to manage their own wellbeing, equip family and friends with information and skills, and engage community members in support networks.



Advocacy Services

We have a strong advocacy program, informed by the lived experience of people with mental health issues or disability, their families and friends. Members of Wellways play a vital role in developing our advocacy platform. We advocate for systemic change that will create better conditions and improved opportunities across the range of services and supports we offer, including people and their families living with mental health and / or disabilities, and carers.

All our recovery services and advocacy programs:

- Support and create opportunities for recovery
- Value cultural diversity
- Value peer participation and leadership (participant and carer)
- Are underpinned by evidence-based best practice

Position Summary

Wellways operates under a unique and progressive governance model, comprising a skills-based Board and a recently established Lived and Living Experience Advisory (LLEA), which provides lived experience expertise and insight to inform decision-making at the highest level of the organisation. Effective communication, clarity of roles and strong governance stewardship are essential to the success of this model.

The Company Secretary plays a critical leadership role in supporting the Board Chair, the Board, Board Committees and the LLEA to discharge their governance, compliance, and stewardship responsibilities effectively. The role provides authoritative advice on corporate governance, regulatory compliance, risk management and organisational accountability, while also supporting the CEO and Executive to meet statutory and strategic obligations.

Historically, the Company Secretary function has been embedded within an Executive role. As Wellways continues to grow in scale, complexity and regulatory exposure, a dedicated Company Secretary function is required to ensure clarity of accountability, timely governance support and robust compliance across the organisation.

While administrative support for Board and LLEA meetings (including minute taking and logistics) is provided by a Board Secretary and LLEA Secretary respectively, the Company Secretary retains accountability for the quality, accuracy and integrity of governance processes, records, and advice.

Refer to **Attachment 1** for a reference to the overall Wellways’ organisational structure.

Responsibilities

Key Functions	Key Performance Indicators
<p>Support the Board, Committees and LLEA</p>	<ul style="list-style-type: none"> • Act as the key governance adviser to the Board, Board Committees and the LLEA • Help ensure the unique governance model works well, with clear boundaries and shared understanding of roles • Attend Board, Committee and LLEA meetings • Ensure meeting minutes are accurate, clear and reflect decisions made • Review Board and Committee papers to ensure they are high quality, consistent and decision-ready • Work with the Board Chair to coordinate regular Board, Committee and LLEA evaluations • Maintain and review the Board Skills Matrix so it reflects organisational needs and good governance practice

<p>Governance, Compliance, Reporting and Appointments</p>	<p>Manage Board and LLEA member recruitment, induction and orientation</p> <p>Coordinate ongoing Board education and development Support CEO recruitment and performance evaluation from a governance perspective</p> <p>Ensure Wellways meets all ASIC, ACNC and other regulatory reporting obligations</p> <p>Coordinate the formal notice and conduct of the Annual General Meeting (AGM)</p> <p>Steward the Wellways Constitution, including managing any updates or amendments</p> <p>Monitor changes in legislation (State and Federal) that affect Wellways and advise accordingly</p> <p>Own and maintain the Delegations Policy and Schedule</p> <p>Be designated Principal Authority to key portals that support effective governance reporting and meet statutory requirements, including but not limited to:</p> <ul style="list-style-type: none"> ○ Australian Taxation Office ○ Department of Employment and Workplace Relations ○ Department of Social Services ○ National Disability Insurance Agency ○ NDIS Quality & Safeguards Commission ○ Services Australia <p>Manage all ACNC requirements</p>
<p>Risk, Integrity and Assurance</p>	<ul style="list-style-type: none"> • Own and oversee the organisational risk management framework, including risk appetite, policies and processes • Maintain and oversee key governance registers, including: <ul style="list-style-type: none"> ○ Conflict of Interest ○ Privacy ○ Whistleblower ○ Legislative Compliance ○ Strategic Risk • Assess conflicts of interest as they arise and ensure appropriate mitigations are in place • Oversee whistleblower processes, including disclosures

	<ul style="list-style-type: none"> • Oversee privacy governance, including managing privacy breaches, assessing notifiable breaches and ensuring compliance with privacy laws • Coordinate regular testing of privacy and data breach response processes
Information Requests and Legal Interface	<ul style="list-style-type: none"> • Authorise responses to requests for information, including participant file access requests • Manage subpoenas and formal requests from courts, lawyers and government departments • Work closely with General Counsel to ensure information is released lawfully and appropriately • Identify and respond to potentially vexatious or “weaponised” information requests
Modern Governance and Emerging Requirements	<ul style="list-style-type: none"> • Lead Modern Slavery compliance, including the annual statement and action plan • Oversee ESG reporting and support the organisation to meet growing expectations in this area • Help Wellways stay ahead of emerging governance and compliance requirements
Working Across the Organisation	<ul style="list-style-type: none"> • Work with the CEO, Board, Committees and LLEA to design and deliver an annual Governance Program of Works • Support continuous improvement in governance systems and ways of working • Build strong, respectful relationships across the organisation

Essential Requirements, Knowledge, Experience and Skills

<p>Qualifications & Essential Requirements</p>	<ul style="list-style-type: none"> • Tertiary qualification in Law, Governance, Business, Commerce or a related discipline or equivalent senior experience in a Company Secretary or governance role • Demonstrated experience operating as a Company Secretary or senior governance adviser to a Board • Sound knowledge of governance and regulatory requirements relevant to not-for-profit organisations, including ACNC and ASIC obligations • Strong understanding of director duties, Board processes and good governance practice • Ability to operate with dual accountability to the Board and the CEO • Computer literacy in Microsoft Office (Word, Excel, Outlook) and internet applications • Right to Work within Australia • Satisfactory Police Records Check (less than 12 months old) • Satisfactory Working with Children Check • Completion of NDIS Quality and Safeguards Module 'Quality, Safety and You' • Current valid Driver Licence • LCS2 Outcome – Wellways to supply • Queensland Blue Card • The ability to undertake some travel
<p>Technical Knowledge and Experience</p>	<ul style="list-style-type: none"> • Practical experience supporting Boards, Board Committees and advisory bodies • Experience working within complex or growing organisations, preferably in the not-for-profit, health or human services sector • Strong knowledge of: <ul style="list-style-type: none"> ○ Corporate governance frameworks and contemporary governance practice ○ Risk management frameworks, policies and reporting ○ Privacy, whistleblower and conflict of interest obligations ○ Delegations frameworks and decision-making authorities • Experience managing statutory reporting and compliance (ASIC, ACNC, AGM processes)

	<ul style="list-style-type: none"> • Experience overseeing governance registers and assurance systems • Experience coordinating Board and executive evaluations, recruitment and induction • Experience reviewing and improving the quality of Board papers and governance documentation • Ability to monitor legislative change and translate requirements into practical organisational actions • Experience working with legal advisers on subpoenas, information requests and sensitive disclosures
<p>Relevant skills and qualities</p>	<ul style="list-style-type: none"> • Provides trusted, practical governance advice that supports sound decision-making by the Board, Committees, LLEA and CEO. • Demonstrates strong judgement, integrity and discretion when managing sensitive or high-risk matters. • Communicates complex governance and risk issues clearly and confidently in plain language. • Builds respectful, effective relationships across the Board, Executive and lived experience leadership. • Manages competing priorities with a high level of organisation, accuracy and reliability. • Remains calm, measured and solutions-focused in complex or highpressure situations. • Actively seeks opportunities to strengthen governance systems and support continuous improvement.

Additional Information

This position description may be modified from time to time to reflect organisational changes. Any changes will be discussed and agreed with the incumbent.

Financial Delegation: As per delegation schedule

People – Number of Directs: Nil

Travel Percentage: As required (less than 15%)

On Call: N/A

Attachment 1

