Position Description
Company Secretary

Role title	Company Secretary
Location	Head Office – 36 First Avenue, Blacktown NSW 2148
Reporting to (or as directed otherwise)	Chairperson of the Board and Chief Executive Officer
Direct Reports	Nil
Other Key Stakeholders	Executive Leadership Team Board and Board Committees Department of Communities and Justice (DCJ) Office of the Children's Guardian (OCG) NSW Ombudsman NDIS and allied service providers Aboriginal Community Controlled Organisations (ACCOs) Partner NGOs and peak bodies Education, health and community service providers

OVERVIEW OF MARIST 180

We are a Catholic organisation that strives for positive change in the lives of young people.
Marist180 belongs to the wider global Marist community of schools, welfare agencies, universities and colleges, youth advocacy, and young adult ministry that has a presence in 81 countries. We provide a range of programs and services to help young people create positive change in their lives.

We believe that when a young person feels connected to a supportive community and has access to education, accommodation, and employment, they can achieve their goals. That's why we aim to empower young people and their families, so they can build their own bright future.

Today, Marist180 has more than 50 homes operating in Sydney, the Hunter, Western NSW, and the ACT, and more than 500 employees providing support to approximately 1300 young people annually. As a social service Catholic organisation, Marist180 is a registered charity, governed by a Board of Directors and is under the trusteeship of the Marist Brothers Star of the Sea Province.

PRIMARY ROLE PURPOSE

The Company Secretary is responsible for providing high-quality governance, corporate secretarial and regulatory support to the Board and organisation.

The position ensures that Board and Committee processes are effective, transparent and appropriately documented, and that the organisation maintains appropriate systems to monitor and meet its statutory, regulatory and governance obligations.

The Company Secretary acts as a trusted governance adviser to the Board, providing independent advice on governance matters and ensuring that the Board has timely, accurate and appropriately structured information to support effective decision-making.

KEY ACCOUNTABILITIES

- Coordinate the annual Board and Committee governance calendar.
- Coordinate meeting schedules and ensure meetings are appropriately convened.
- Prepare and distribute agendas and Board/Committee papers.
- Review Board papers for completeness, consistency and appropriate presentation.
- Coordinate the collation and distribution of confidential Board materials.
- Attend Board and Committee meetings and act as principal minute taker.
- Prepare accurate, timely and appropriately detailed minutes.
- Record Board resolutions, decisions and agreed actions.
- Maintain Board and Committee action registers and monitor completion.

- Ensure governance records are securely maintained.
- Support the Chair in the effective conduct of meetings.
- Monitor relevant corporate and regulatory obligations.
- Coordinate required ACNC notifications, reporting and governance requirements.
- Liaise with relevant regulators and external advisers as required.
- Ensure changes to directors, officeholders and other relevant corporate information are appropriately recorded and notified.
- Maintain corporate records and governance documentation.
- Monitor compliance with the Constitution and relevant governance policies.
- Escalate significant compliance risks or emerging governance issues to the Chair and CEO.
- Provide practical governance advice to the Board and Chair.
- Advise on the governance implications of Board decisions and proposed actions.
- Support the Board in understanding its duties and responsibilities.
- Identify emerging governance risks and recommend appropriate action.
- Keep abreast of changes to relevant legislation, regulatory requirements and governance practice.
- Coordinate external legal or governance advice where specialist advice is required.
- Support director induction and onboarding.
- Coordinate Board skills matrix and governance records.
- Support Board and Committee performance reviews.
- Coordinate director professional development activities.
- Support succession and governance planning.
- Assist with Board policy development and review.
- Maintain and/or oversee:
    - Board and Committee registers;
    - Board resolutions;
    - Board action registers;
    - conflicts of interest and declarations;
    - governance policies;
    - statutory and regulatory compliance registers;
    - corporate records;
    - governance calendars; and
    - other registers required by legislation, the Constitution or Board policy.
- Maintain strict confidentiality regarding Board deliberations, sensitive organisational information and commercially or legally privileged matters.
- Ensure Board and Committee information is appropriately controlled and distributed.
- Maintain appropriate records management practices.
- Exercise sound judgement regarding access to confidential Board information.
- Coordinate with external legal advisers, auditors and governance specialists.
- Act as a professional point of contact for corporate governance matters.

KEY PERFORMANCE INDICATORS

1. Board and Committee meetings are planned, coordinated and conducted efficiently, with 100% of meetings supported by appropriate agendas, papers and governance documentation within agreed timeframes.
2. Board and Committee papers are accurate, complete, appropriately quality-assured and distributed within agreed timeframes, enabling Directors to make informed decisions.
3. High-quality, accurate and objective minutes are prepared and circulated within the agreed timeframe, with Board decisions and resolutions clearly recorded and legally/governance compliant.
4. Board and Committee actions, resolutions and recommendations are maintained in an accurate action register, with timely follow-up and escalation of overdue or high-risk actions.
5. All ACNC, ASIC and other applicable statutory and regulatory governance obligations are monitored, recorded and completed within required timeframes, with no avoidable compliance breaches or missed lodgement deadlines.
6. Statutory and governance registers, including Director interests, conflicts of interest, related-party transactions, delegations and Board memberships, are maintained accurately and reviewed at appropriate intervals.

7. Board policies, governance frameworks, delegations, terms of reference and governance documentation are current, appropriately reviewed and readily accessible, with scheduled reviews completed within agreed timeframes.
8. All new Directors receive a structured and timely induction, with ongoing governance education provided to ensure Directors understand their duties, responsibilities, regulatory obligations and the organisation's strategic and risk environment.
9. Emerging governance, regulatory and compliance risks are proactively identified, assessed and escalated to the CEO, Chair and/or Board as appropriate, with recommendations for mitigation provided.
10. Provides timely, independent and high-quality governance advice to the Chair, Board and CEO, supporting sound decision-making and ensuring Directors understand their legal, fiduciary and governance obligations.

ROLE DIMENSION/CHALLENGES	
Financial Scope/ Delegations/ Budget	In line with Delegations Policy
People Management Responsibility	Nil

REQUIREMENTS OF THE ROLE	
Essential Requirements	• Demonstrated experience in Company Secretary, corporate governance, legal, regulatory or senior governance roles. • Experience in health, disability, aged care, community services or another highly regulated NFP environment. • Experience with ACNC reporting and governance requirements. • Experience working with Boards and senior executives. • Demonstrated knowledge of statutory and regulatory compliance requirements. • Excellent written communication skills, including the ability to prepare high-quality Board minutes and papers. • High level of discretion, confidentiality and professional judgement. • Excellent organisational skills and attention to detail. • Ability to work independently and manage competing governance deadlines.
Desirable Requirements	• Legal qualifications and/or significant corporate legal experience. • AICD Company Directors Course or equivalent governance qualification. • Membership of the Governance Institute of Australia or equivalent professional body.

APPROVAL AND SIGNATURE

By signing below, I acknowledge that I have read, understood, and accepted the responsibilities, requirements, and duties outlined in this position description. I recognise that this list of duties and responsibilities is not exhaustive and may change over time to meet shifting organisational needs. Furthermore, I agree to perform these duties to the best of my ability and in accordance with all company policies, procedures, and values.

Employee Name: ____________________________________

Employee Signature: _________________________________

Date: ____ / ____ / ________