



Position Description

Company Secretary

Position summary

Position title	Company Secretary
Reports to	The Chair of the Board
Works closely with	Chief Executive Officer, directors, members, external accountants, legal advisers and the governance adviser (Governance in Focus)
Engagement	Initial fixed term of six months, with a review at three months. The board and the Company Secretary will discuss options to continue beyond the initial term, which may include a part time arrangement
Hours	Full time for the initial six months
Location	Barray Alliance office, Taree NSW, with attendance at Forster as required. Some remote work by agreement with the Chair
Remuneration	\$100,000 per annum plus superannuation, pro rata for the term of the engagement
Proposed start	Early November 2026, ahead of the Annual General Meeting on Friday 27 November 2026

About Barray Alliance

Established in 2008 in Taree, Barray Alliance is an Aboriginal owned and Aboriginal led organisation working across Worimi, Biripi and Birpai Country on the Mid North Coast of New South Wales.

We work with Traditional Owners, Aboriginal organisations, communities and partners through Aboriginal ranger programs, culturally grounded family support and initiatives that strengthen people, culture and Country. Our purpose is to care for Country and support First Nations people to maintain strong culture, connection to Country and thriving communities.

Barray Alliance brings formal governance and cultural authority together. The organisation has come through a period of significant change and the board has completed an independent governance review. The board has agreed a clear set of priorities to strengthen how it works, and the Company Secretary is central to delivering them.

Purpose of the role

The Company Secretary is the board's own governance officer. The role exists to make sure the board is well organised, well informed and able to make and record sound decisions.



In practical terms the Company Secretary will:

- Run the board meeting cycle from start to finish, so that directors receive the right information in a form they can use, at the right time.
- Keep an accurate record of what the board decides and follow every action through until it is closed.
- Bring the organisation's governance documents, policies and statutory records into good order and keep them there.
- Give the Chair and directors practical, plain language guidance on governance and compliance.
- Take board administration off the CEO, so the CEO can focus on leading the organisation.

Reporting and independence

- The Company Secretary is appointed by the board and reports directly to the Chair.
- The role works alongside the CEO and relies on a cooperative working relationship with the CEO and staff, but it does not report to the CEO.
- The Company Secretary serves the board as a whole. Every director is entitled to the same information and the same support.
- The role has no operational or staff management responsibilities and does not direct staff.
- A governance adviser from Governance in Focus will be available to support the Company Secretary during the term.

Key responsibilities

1. Board and committee meetings

- Prepare and maintain an annual board calendar covering board meetings, the AGM, reporting deadlines and key approvals.
- Draft each agenda with the Chair, using a standing agenda that separates decisions, discussion and items for noting.
- Collect reports from the CEO and others, check them against the agreed reporting framework, and follow up anything missing.
- Compile and distribute board papers at least seven days before each meeting.
- Provide papers in formats that work for every director, including printed copies and spoken or audio summaries where a director prefers them.
- Confirm attendance, apologies and quorum before each meeting and arrange dial in or video access where needed.
- Attend every board and committee meeting and advise the Chair on procedure during the meeting.
- Manage out of session decisions, including written resolutions under the constitution.

2. Minutes, decisions and actions

- Take accurate minutes that record attendance, declarations of interest, the key points of discussion, each decision and each action.



- Send draft minutes to the Chair within five business days of the meeting and to all directors once the Chair has reviewed them.
- Maintain the minute book, including signed minutes of all board, committee and members' meetings.
- Maintain a register of board resolutions so any past decision can be found quickly.
- Maintain the action list, follow up owners between meetings and report progress at every meeting.
- Locate and complete the record for earlier meetings where minutes are missing, working with the Chair and the CEO.

3. Annual General Meeting and members

- Plan and run the AGM process: notice, agenda, proxies, eligibility to attend and vote, the conduct of voting, and minutes.
- Make sure notice periods and all other constitutional requirements for members' meetings are met.
- Maintain the register of members and keep it accurate and current.
- Process membership applications, resignations and changes in line with the constitution.
- Manage the election and reappointment of directors, including nominations, consents to act and terms of office.
- Advise the Chair on meeting procedure and help the Chair prepare for a well run meeting.

4. Statutory compliance and registers

- Lodge all required notices and returns with regulators on time, including changes of directors and company details and annual reporting.
- Maintain the statutory registers, including the registers of directors and secretaries, members, and directors' interests.
- Confirm each director holds a director identification number and has signed a consent to act.
- Maintain a compliance calendar of regulatory, funding and reporting obligations that involve the board.
- Coordinate with the external accountants and auditor on the annual financial report and its presentation to the board and members.
- Arrange and track directors' and officers' insurance and officer indemnity documents.
- Alert the Chair promptly to any compliance risk or missed obligation.

5. Constitution, policies and governance framework

- Hold the current, authoritative version of the constitution and advise the board on what it requires.
- Find every existing governance policy, confirm whether it is approved, draft or out of date, and build a single policy register.
- Bring draft policies, including the Board Charter, to the board for approval in a planned order.
- Keep all approved governance documents in one central place that every director can access.
- Set and manage a review cycle so policies are reviewed before they expire.
- Support the board's planned review of the constitution, including director terms and board composition.



- Maintain the conflicts of interest register and the related party register, and remind directors of their obligations at each meeting.

6. CEO reporting, delegations and escalation

- Maintain the board's agreed CEO reporting framework and check each board report covers the agreed items.
- Maintain the delegation of authority and keep a record of approvals that the delegation requires to come to the board.
- Act as the regular point of contact between the board and the CEO for board information requests, so requests are made once, tracked and answered.
- Record matters the CEO raises with the board between meetings and make sure all directors are informed.
- Support the Chair with the administration of the CEO's performance review cycle.

7. Director induction, development and board renewal

- Build and maintain a director induction pack containing the constitution, Board Charter, key policies, strategic plan, recent minutes and financial reports.
- Induct new directors and make sure they have what they need before their first meeting.
- Maintain the board skills matrix and a record of director terms, to support succession planning.
- Coordinate governance training for directors and keep a record of training completed.
- Support the board's recruitment of new directors, including a youth director if the board proceeds with that position.
- Coordinate the annual review of board performance.

8. Records and information

- Set up and manage a simple, secure filing system for all board and governance records.
- Make sure directors can reach board documents in a way that works for them, whether printed, emailed or online.
- Protect the confidentiality of board papers, discussions and personal information.
- Manage board correspondence on behalf of the Chair.

9. Advice to the Chair and the board

- Give the Chair and directors clear guidance on directors' duties, meeting procedure, conflicts of interest and good governance practice.
- Explain governance requirements in plain language, in conversation as well as in writing.
- Identify when the board needs legal, financial or other specialist advice, and help arrange it.
- Brief the Chair before each meeting on the agenda, likely issues and any procedural points.

Priorities for the term

Timeframe	What the board expects to see
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First 30 days	Meet each director individually and learn how each prefers to receive information. Prepare and run the AGM on 27 November 2026. Confirm the register of members and the register of directors. Adopt the new minutes template and action list. Confirm director identification numbers and consents to act.
First 90 days	Set the 2027 board calendar and compliance calendar. Complete the policy stocktake and present the policy register to the board. Bring the Board Charter to the board for approval. Finalise the CEO reporting framework and delegation of authority documents for board approval. Complete the minute book for 2025 and 2026. Three month review with the Chair.
By six months	All priority governance policies approved and stored in one central place. Director induction pack complete and in use. Conflicts of interest register and resolutions register up to date. Support the constitution workshop and any resulting changes. Support recruitment and induction of new directors. Board cycle running to schedule with papers issued on time for every meeting. All statutory records and lodgements current. Procedures documented so the governance systems can be sustained.

What the role does not do

- Make decisions that belong to the board or to the CEO.
- Manage staff, programs, finances or operations.
- Act as the board's lawyer or provide legal advice.
- Take instructions from an individual director that conflict with a decision of the board.

Selection criteria

Essential

- At least five years' experience as a company secretary or in a senior governance role, including direct support to a Chair and board.
- A relevant qualification in governance, law or business, such as the Governance Institute of Australia Graduate Diploma of Applied Corporate Governance, or equivalent experience.
- Strong working knowledge of the Corporations Act 2001 and the governance and reporting obligations of registered charities.
- Proven ability to prepare agendas and board papers and to write clear, accurate minutes.
- Demonstrated cultural capability and experience working respectfully with First Nations people, Aboriginal organisations or communities.



- Strong spoken communication, including the ability to explain governance requirements simply and without jargon.
- Experience running an Annual General Meeting, including proxies and contested votes.
- Experience building or rebuilding governance systems, policies and registers.
- Excellent organisation and follow through, with the ability to manage deadlines without supervision.
- Sound judgement, discretion and the confidence to give frank advice to a Chair and board.
- Competence with Microsoft 365, video meeting tools and shared document storage.
- Willingness to attend meetings in person in Taree and Forster.

Desirable

- Membership of the Governance Institute of Australia or the Australian Institute of Company Directors.
- Experience in an Aboriginal led organisation.
- Experience in a not for profit organisation funded by government, including grant compliance and reporting.
- Knowledge of the Mid North Coast community.

First Nations people are strongly encouraged to apply.

Cultural capability

Barray Alliance is Aboriginal led, and its directors bring cultural authority and community knowledge. The Company Secretary is expected to:

- Respect cultural protocols, including Acknowledgement of Country, Sorry Business and the authority of Traditional Owners and Elders.
- Understand that kinship and community relationships are part of how the organisation works, and help the board manage conflicts of interest in a way that is fair and culturally safe.
- Adapt governance practice to suit the board, including yarning, spoken briefings and flexible timing, without lowering the standard of the record.
- Listen first, build trust with each director and the community, and work at a pace that brings people along.
- Complete cultural awareness training if requested by the board.

Personal attributes

- Calm, patient and respectful under pressure.
- Impartial and trusted by all parties.
- Practical and focused on solutions.
- Discreet with sensitive information.
- Willing to raise concerns early and directly with the Chair.
- Reliable: does what was agreed, when it was agreed.



Key relationships

Who	What for
Chair	Day to day direction, agenda setting, meeting preparation, review of draft minutes
Directors	Equal access to information, induction, training and individual support
Chief Executive Officer	Board reports, information requests, compliance deadlines, AGM logistics
Members	Notices, register of members, AGM participation
Accountants and auditor	Annual financial report, regulatory lodgements
Legal advisers	Constitution, contracts and matters referred by the board
Governance in Focus	Mentoring, templates and review of key documents
Regulators and funding bodies	Lodgements and governance related reporting

How performance will be measured

- Board papers issued at least seven days before every meeting.
- Draft minutes with the Chair within five business days of every meeting.
- Action list current, with progress reported at every meeting.
- AGM held within the required timeframe and in line with the constitution.
- All regulatory lodgements made on time.
- Registers of members, directors and interests accurate and current.
- Policy register complete, with approved policies stored centrally.
- Directors report that they are better informed and better supported, tested at the three month review and again at six months.

Conditions of engagement

- National police check before commencement.
- Working with Children Check, if required for the programs Barray Alliance delivers.
- Signed confidentiality agreement and declaration of any conflicts of interest.
- Eligibility to act as a company secretary under the Corporations Act 2001, including being at least 18 years old and ordinarily resident in Australia.
- A current driver licence and the ability to travel between Taree and Forster.
- Attendance at meetings outside business hours when required.



How to apply

Send a resume and a cover letter of no more than two pages addressing the essential selection criteria to Kirsten Smith, Governance in Focus, at kirsten@governanceinfocus.com.au. Suitable applications will be passed to the board, which will interview and make the appointment.