

Role description

Board Governance Officer

Location	Negotiable
Position type:	Full time
Hours of Work:	38
Reports to:	NQPHN Chairperson

Our values

Collaboration

We work together successfully by valuing, appreciating, and contributing as a team. We build collaborative strategic partnerships for the good of our community.

Equity

We work in a fair and non-judgemental environment where all views and opinions are considered equally. We treat all stakeholders the same and work to reduce inequalities in health for the most disadvantaged.

Innovation

We support an environment that fosters creative, innovative, and solution-focused ideas. We work in partnership with our stakeholders and encourage new, innovative, and creative work to solve complex societal problems.

Integrity

We are open and transparent in our decision-making and deliver on our promises.

Respect

We encourage and give people the opportunity to communicate by listening, acknowledging, and appreciating what they have to say in a supportive and professional manner. We act in a professional manner at all times to build strong relationships even in the absence of agreement.

Role summary

This position is responsible for maintaining an effective system of corporate governance for NQPHN Board and its committees. The position has a primary accountability to the Board of Directors and on a day-to-day basis the occupant of the position is required to consult with and take directions from the NQPHN Chairperson. The NQPHN Chairperson may direct the occupant of the position to liaise, coordinate and work with the Chief Executive Officer (CEO) for the execution of tasks, particularly relating to preparations for, logistics of and the administrative support to meetings of the Board of Directors and its Committees.

The occupant of this position will assume and provide a high level of advice, confidentiality and accountability, which may include preparation of Board Briefs as directed by the Chairperson and/or the Board of Directors.

The occupant of the position is required to possess a thorough understanding of corporate governance in the not-for-profit sector and is required to provide advice and guidance to Directors.

Key responsibilities

Professional Company Secretarial Service and Support

Governance

- Maintain existing governance systems and practices and identify continuous improvement actions.
- Have a clear understanding of the role and function of a Company *Constitution* and the provisions of the *Corporations Act 2001 (Cth)* which affect the Company.
- Provide advice to Directors on relevant legislation/regulatory changes impacting their role/operation, as required.
- Comply with NQPHN quality management system requirements with regards to document registers and version control.
- Advise Directors on their compliance with their governance responsibilities.
- Provide advice and guidance to Directors and NQPHN CEO on the *Constitution* and the *Corporations Act 2001 (Cth)*.
- Arrange induction briefings to new Directors.
- As directed by the Board, coordinate Director professional development.

Compliance

- In general, ensure the Company complies with its statutory obligations under the *Corporations Act 2001 (Cth)*.

Finances

- Secure assurance from the Company's Financial Controller that the Company's financial records are kept in accordance with the *Corporations Act 2001 (Cth)*
- Board Meeting and General Meeting Support.
- Assist the Chairperson and the CEO to prepare and set the Agenda for all meetings of Directors and Members.
- Attend all meetings of Directors and Members, and Board Committees.
- Assist the Chairperson, Directors and Members with travel arrangements and the administration thereof.
- Be aware of the laws and procedures governing meetings, particularly the rules of the NQPHN *Constitution* on quorum requirements, voting procedures and proxies.
- Circulate minutes to Directors and Members for approval and maintain the Minutes register fully up to date with signed copies of approved Minutes to legislated standards.

Self-Management

- Comply with all NQPHN Corporate Policies and Procedures
- Ensure the safety of yourself and others in line with the organisations WHS policies and procedures and the *Workplace Health and Safety Act 2011*.
- Perform other duties reasonably required as directed.

Key selection criteria

- Degree in Business/Law, or equivalent and/or Professional Qualification in Governance and Company Secretary from the AICD, CSA or ICSA.
- Demonstrated experience in a comparable role with a not for profit, or private sector organisation.
- To have a clear understanding of the provisions of the *Corporations Act 2001(Cth)*, which affect the Company.
- To be conversant with relevant statutory requirements, ensuring compliance with them and keeping abreast of new legislative developments.
- To be aware of the laws and procedures governing meetings, particularly the rules of the Company's *Constitution* on quorum requirements, voting procedures and proxies.
- Demonstrated ability to take direction, determine priorities and manage workloads in order to meet agreed timelines and objectives.
- Advanced ability with the Microsoft Office suite of programs.
- Strong communication and interpersonal skills.

Desirable

- Professional membership of the AICD or CSA.

Other requirements

- Must hold a current Queensland Drivers licence.
- Provide a National Police Check not less than three months old.
- Must be eligible for appointment as a Company officer in accordance with ASIC provisions.

Capability Framework

NQPHN has a capability framework in place—this role has the following core competencies and expected levels.

Core Competency	Skilled
Teamwork and Team Leadership	<ul style="list-style-type: none"> Assumes accountability for work delegated to others (peers, team members, experts, etc.). Works with teams with complementary skills/expertise. Encourages people with opposing viewpoints to express their concerns. Resolves conflict among team members sensitively and fairly. Helps others learn from experience and development initiatives. Recommends readings, trainings and other resources. Continually acquires and applies new knowledge and learning to improve job performance. Provides constructive feedback to others.
Resource Management	<ul style="list-style-type: none"> Allocates and controls resources within own area of responsibility/ scope of assignment. Identifies needs for resources to effectively support current initiatives, services and offerings. Manages assignments' delivery process and deadlines.
Flexibility and Continuous Improvement	<ul style="list-style-type: none"> Seeks best practices inside and outside the Organisation to anticipate change. Stays open-minded and encourages others to bring new perspectives. Stays aware of the organisational objectives and monitors current developments and trends that may affect implementation of organisational direction, programmes or plans. Helps others understand the strategic goals of the Organisation and how their work relates to these.
Stakeholder Engagement and Communications	<ul style="list-style-type: none"> Writes on complex and highly specialised issues. Conveys critical nuances and qualifiers to facilitate complete understanding of the material. Evaluates current network for effectiveness and relevance to achieving strategic objectives within own area. Identifies and creates opportunities to initiate new connections that will facilitate the achievement of strategic goals within own area.
Quality Management	<ul style="list-style-type: none"> Understand Quality managements systems, and their impact on organisational governance, as well as basic tenets of ISO90000. Assist in the evaluation and monitoring of quality management systems. Ensure staff are utilising quality management systems.

Core Competency	Skilled
	<ul style="list-style-type: none"> • Collate and provide feedback to senior management on utility of quality management systems.
Strategic Thinking and Innovation	<ul style="list-style-type: none"> • Clearly communicates and operationalises the strategic vision. • Able to engage with the organisation as a whole and influence strategic decisions. • Leads teams' strategic thinking. • Takes a long-term and evidence based approach to decision making and considers all consequences before acting. • Encourages creativity and innovation through continuous improvement. • Inspires others to contribute to strategic goals.
Governance and Risk	<ul style="list-style-type: none"> • Communicates governance requirements clearly to ensure compliance. • Seeks and applies benchmarking/best practices to improvement strategy development or application. • Has a comprehensive understanding of the legal governance surrounding the engagement with public and service users and operates effectively within such parameters. • Models risk management. • Remains familiar with and adheres to all policies and procedures, including Workplace Health and Safety. • Ensures a safe workplace.
Project and Program Management	<ul style="list-style-type: none"> • Develops effective project plans and cost schedules. • Applies effective project controls to deliver complex projects or get project back on track. • Ensures full visibility of project's financial performance. • Applies best practice program management experience. • Provides expert advice and facilitation on program tracking/reporting/assurance/quality control, information management, financial accounting, risk/issue tracking, change control and knowledge management/learning structured in ways that best meets program objectives. • Ensure appropriate program management information exchange occurs. • Takes responsibility for the work of others and allocation of resources. • Provides complete planning service utilising other resources. • Develops project strategies and optimises project execution within constraints of time and money. • Able to handle multiple project with substantial personal autonomy.

This position description contains a limited summary of the most frequently occurring tasks and responsibilities. In practice the employee can and will be entrusted with various other tasks and responsibilities that may also be of vital importance to the performance of his or her duties. The employee will properly execute these tasks and responsibilities and will not limit themselves to invoke the tasks and responsibilities exclusively summarised in this position description.