



Company Secretary – Position Description

This volunteer position plays a key role in the senior executive team of the organisation.

The position reports directly to the Board of Directors and will work closely with the Executive Officer.

Key Responsibilities

1. Overarching Role

- Work with the Chair and Executive Officer to:
 - ensure the effective operation of the Board
 - encourage timely implementation of Board decisions
 - develop and maintain processes for transparency and disclosure (e.g. conflict of interest, related party transactions)
- Provide advice to the Board on all governance matters, reporting and disclosure requirements. The Company Secretary is responsible for driving and advising on best practice in governance, championing the compliance framework to safeguard the integrity of the organisation, promoting high standards of ethical and corporate behaviour and bridging the interests of the board, management and stakeholders.

2. Specific responsibilities include

- a) Provide guidance to the Board directors in fulfilling their roles and responsibilities according to good corporate governance principles
- b) Ensure that a written Register of ongoing conflicts of interest is maintained
- c) Ensure that the statutory records are kept up to date
- d) Monitor compliance with the Constitution and any legal or regulatory requirements
- e) Ensure that Board meetings are held and associated documentation, including minutes, is maintained in accordance with the Corporations Act 2001, the Constitution and regulatory requirements

- f) Provide advice to the Directors and officers in relation to the Corporations Act 2001, the Constitution and any other regulatory or statutory requirements
- g) Liaise with regulators on behalf of the board as delegated and complete timely and proper completion of any returns, such as the obligation of charities to notify the ACNC and/or ASIC when a director is added or removed from the board
- h) Liaise with the Executive Officer to ensure adequate insurance is maintained
- i) Ensure preparation, adoption and regular review of appropriate Board policies
- j) Ensure the organisation's risk assessment and management is in place
- k) Maintain a register of members
- l) With the Chair, oversee the organisation of the Annual General Meeting and any Extraordinary meetings
- m) Keep control of all specified documents and make them available to members as requested
- n) Maintain the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.
- o) Respond to generic emails and/or delegate to the appropriate person in a timely manner.
- p) Assist with communications to internal and external stakeholders as necessary.

Competencies and skills

- Excellent ethical standards
- Excellent written and verbal communication skills and attention to details
- Excellent organisational, prioritisation and time management skills
- Knowledge of governance, legal duties and regulatory requirements of not-for-profit office holders, as well as Australian charities is preferable
- Ability to use own initiative to work independently and as a member of a volunteer team
- Knowledge about the Australian healthcare system and/or understanding of the refugee sector in the Australian context is advantageous



- Previous experience in the not-for-profit and/or business sector is advantageous

Our organisation

The Water Well Project is a not-for-profit health promotion organisation based in Melbourne. Our mission is to promote the good health and wellbeing of communities from migrant, refugee and asylum seeker backgrounds by improving their health literacy. Our vision is that all communities from migrant, refugee and asylum seeker backgrounds achieve equitable access to healthcare to enable them to live full lives and contribute to the wider community.

The Water Well Project works closely with partner organisations already working with communities from migrant, refugee and asylum seeker backgrounds to develop culturally-sensitive and interactive health education sessions. Since its founding in 2011, The Water Well Project has delivered over 1000 sessions across Victoria, New South Wales and Tasmania.

Our volunteers are healthcare professionals (doctors, nurses, midwives and allied health) who donate their knowledge and time to deliver health education sessions outside their hours of paid professional work.

Our values

- Collaboration
- Compassion
- Respectfulness of diversity
- Integrity
- Accountability

Term of Office and Time Commitment

Candidates should ideally be able to commit to a minimum of 18 months, subject to a 3-month probationary period. Time commitment varies week on week, approximately 2 to 8 hours per week depending on meetings commitments.

The Company Secretary is expected to attend all Board meetings (about 9 per year), the AGM and at least 75% of the monthly management meetings.



Conditions

All volunteers of The Water Well Project are required to comply with *The Water Well Project Volunteer Agreement* which includes:

- adherence to our values, Code of Conduct and Deed at all times
- declaration of any potential conflict of interest(s)
- adherence to privacy and confidentiality

Application Process

Please send a one-page cover letter and a recent Curriculum Vitae with 2 references to the HR officer, at hr@thewaterwellproject.org.

Applicants will be assessed on their ability to demonstrate the outlined selection criteria. Shortlisted applicants will be invited to attend an interview via Zoom.