JOB TITLE:	**Governance Lead & Company Secretary**
DEPARTMENT:	**Board**
STATUS:	**Permanent Part time 0.6**
REPORTS TO:	**Direct accountability reporting line to the President of the Board of Directors.** **Functional reporting line to the Director of Business Operations**

JOB PURPOSE

The Governance Lead & Company Secretary plays a key role in establishing and managing effective governance processes to ensure the highest standards of probity, regulatory compliance and best practice as well as ensuring the smooth operation of the board and its committees, providing strategic governance advice and fostering a culture of good corporate governance.

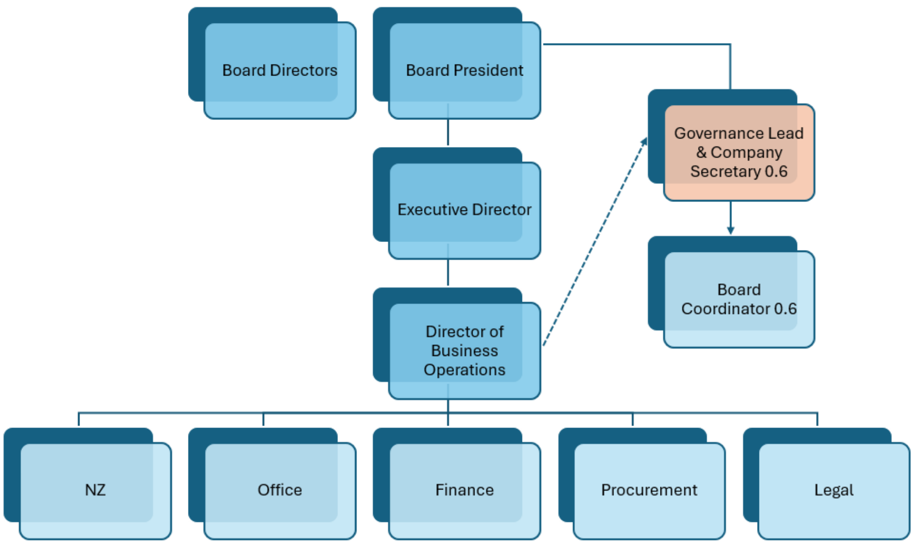
DIMENSIONS

The role functionally reports into the **Director of Business Operations**, however will have a direct accountability line to the **President of the MSFA Board**, working directly with the MSFA Board and also MSF NZ Trust where necessary to provide advice and deliver on corporate governance requirements.

It will work closely with the **Executive Director and leadership team** to ensure the organisation's compliance with statutory and regulatory requirements.

The role will manage the **Board Coordinator** to provide the secretarial support required, as well as administrative support of the President, Board and Committees.

ORGANISATIONAL STRUCTURE



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CONTEXT

A critical function of the role is to fulfil the duties of the Company Secretary function, bridging the gap between Executive and Board, providing objective and well informed guidance to both.

It will work closely with members of the Executive and leadership team and sits functionally within the Business Operations department.

The role also works closely with the Association Coordinator who manages the association members, in order to deliver a streamlined and compliant AGM.

ACCOUNTABILITIES

• ***Corporate Governance:*** *ensure both MSFA and MSF NZ comply with legal and regulatory requirements notably the Constitution, the Corporations Act 2001 (cth), the ACNC Act 2012 and other external regulatory frameworks. Advise the MSFA board and MSFNZ Trust on their responsibilities, and lead on the development of corporate governance policies and procedures, maintaining oversight of the Policy Framework and Register. Responsible for regular completion of the ACNC Governance Standards and External Conduct Standards Self Assessments.*

• ***Legislative Compliance:*** *As a Company Secretary you will horizon scan for changes in legislation in Australia and New Zealand, updating the board, trust and leadership team on any regulatory developments that may impact the organisation, and maintaining a Legislative Compliance Register.*

• ***MSF Governance:*** *Represent MSFA and MSFNZ in MSF global governance activity, acting as a link between MSFA Board and international Boards and Committees, liaising with the boards of MSFA's Operational Centre partners, or other sectional boards within the movement.*

• ***Legal and Regulatory Filing:*** *Ensure the filing of legal and regulatory documents, including annual reports and financial statements have been undertaken by the relevant team in accordance with the Compliance calendar. Responsible for maintaining Fundraising state licence submissions.*

• ***Record Keeping:*** *maintaining the company's statutory registers and records, including the board conflicts of interest registers. Maintain board records for institutional memory, ensuring key documents such as the Board Charter, Constitution, Committee TORs and NZ Trust Deed are kept up to date and all directors/trustees have an up to-date copy.*

• ***Board and Committee Support:*** *accountable for assisting the President and Committee Chairs in the organisation of board and committee meetings, maintaining and updating the Board and Committees Calendar and Workplans. Delegation to, and oversight of the Board coordinator of agendas, preparation of board papers, materials, and taking minutes as required. Ensure that the board's decisions are properly communicated and implemented organisation wide, follow up on actions agreed in the board and committees.*

• Director appointment, induction, training, and institutional memory: *with the Board Coordinator maintain and update Board induction packages and disseminate these to new Board members, providing advice and acting as liaison between board, staff and international committees. Provide governance training and induction support for Board members*

• AGM and voting coordination: *work with the Association Coordinator to coordinate the Annual General Meeting, ensuring compliance with statutory and constitutional requirements. This includes preparing and issuing notices, managing voting procedures and overseeing the formal appointment or reappointment of directors in accordance with governance protocols.*

• Board Strategy, Review and Evaluation: *support the President and Committees in the implementation of the Board Performance Plan and the Board self-assessment and evaluation.*

• ***Insurance:*** *support the Director of Business Operations in the coordination of the insurance portfolio renewals to ensure MSFA and MSFNZ are up to date with insurance requirements.*

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• ***Risk:*** *support the Director of Business Operations and the FRAC in the implementation of the Risk Management Framework.*

KEY PERFORMANCE INDICATORS

- *Reviewed and approved key governance documents notably board charter, board evaluation and board performance plan*
- *A well supported President and board who feel comfortable to bring queries, issues and requests to the Governance Lead who in turn is able to guide and inform the Board of their duties and regulatory requirements*
- *All governance regulatory requirements are met in a timely manner with appropriate information dissemination*

CHALLENGE & CREATIVITY / DECISION-MAKING

The company secretary role is a critical governance check and balance available to the board. The role is directly accountable to the President and the board and can be subject to legal duties equivalent to those of directors and officers of the company. It must also work with the Executive Director and Leadership Team to effectively and collaboratively deliver against board documentation and regulatory requirements.

The job holder must have the gravitas and maturity to bridge the Board – Management dynamics alongside having deep understanding of corporate governance, NFP legislation and emerging compliance trends.

KNOWLEDGE, SKILLS & EXPERIENCE

- Relevant postgraduate qualification (eg law, business, governance, commerce or company secretarial studies).
- Strong experience in corporate governance, legal compliance, and company secretarial duties.
- Strong knowledge of corporate law, regulatory requirements, and industry best practices notably ACNC and NZ Charity Services requirements, Corporation Act requirements and other key regulatory areas
- Strong organisational, written communication, and stakeholder management skills.
- Ability to provide clear governance advice and support to the board of directors.
- Genuine interest in governance and regulatory compliance
- Capacity and willingness to work outside regular office hours (including attending out of hours Board meetings 1 evening per month (plus committees) and roughly 2 weekends per year)

COMPETENCIES

- Gravitas and maturity to bridge Board–Management dynamics
- High emotional intelligence and conflict navigation skills
- Deep understanding of corporate governance, NFP legislation, and emerging compliance trends in Australia and New Zealand
- Comfort in a non-voting, neutral advisory position
- Technical mastery – Corporate governance, Risk Management
- Boundary Spanning & Leadership: Ability to advise and influence the board and senior management on governance matters, managing relationships across executives, boards regulators and community
- Communication: Excellent verbal and written communication skills for effective stakeholder management.
- Organised: Meticulous in maintaining records and ensuring compliance
- Ethical Courage and Judgment: Strong sense of integrity and ethical decision-making and ability to stand firm against unethical behaviour

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