



Position Description

Board Administrator

Wesley Legal & Risk
September 2024

Agreement

Signed–Manager

Signed–Employee

Date

Date



Board Administrator

Wesley Legal & Risk

1 Overview of Wesley Mission

Wesley Community Services Limited, a company limited by guarantee pursuant to the Corporations Act 2001, is a Public Benevolent Institution operating as Wesley Mission to conceive, develop and deliver services and programs to provide direct relief of poverty, sickness, suffering, distress, adversity, disability, destitution, and helplessness in New South Wales and other parts of Australia as inspired by the work of Jesus Christ in Word and deed.

Our vision is: “A Spirit-led disciple-making movement: doing all the good we can because every life matters”.

Out of Christian love and compassion we are driven by Soft Hearts: Open Hands: Sharp Minds, and Hard Feet.

Wesley Mission’s strategic plan is based on four key directions, namely:

- Deepening our Word & deed
- Claiming our prophetic voice
- Extending our impact
- Strengthening our vision.

Wesley Mission’s portfolio of community services is amongst the most diverse of any Australian organisation.

2 Wesley Legal & Risk

The Wesley Legal & Risk team has several key responsibilities:

- providing direction and oversight in relation to legal and regulatory matters
- leading the organisation’s quality assurance, risk, compliance and strategic internal audit functions at lines two and three under a ‘three lines of defence’ risk management model
- providing leadership in relation to the organisation’s risk management and strategic internal audit functions
- facilitating effective governance.

3 Overview of role

The Board Administrator position is a key governance support role and is responsible for:

- supporting the company secretarial functions of a large registered charity under the Corporations Act 2011, the Australian Charities and Not-for-Profits Commission Act, the company’s constitution and other relevant legislation, regulations and practice guidelines
- timely and efficient administration of Board affairs, including organising and managing Board and Committee meetings, including provision of annual calendars and agendas, compiling and circulating papers to directors prior to meetings, preparing minutes and coordinating and following up on action items
- statutory records management and reporting
- assisting the company to meet high standards of corporate governance, including ensuring the company’s constitution, board and committee charters and key governance policies are kept up to date.

The Board administrator will also provide executive assistance to the General Counsel & Company Secretary.

4 Relationships

Reports to: General Counsel & Company Secretary

5 Major role responsibilities

5.1 Our clients

- Provide support for all secretariat responsibilities for a large registered charity including under the Corporations Act 2001, Australian Charities and Not-for-Profits Commission Act, the company's constitution and other relevant legislation, regulations and practice guidelines
- Participate as required in audits and accreditations relating to governance issues, including attendance at audit and accreditation meetings and document preparation
- Board and Committee meetings organised and managed, including preparation of annual calendar, agendas, compiling and circulating papers to attendees prior to board and board committee meetings
- Coordinate and follow-up on each Board and Committee meeting action items in a timely manner
- Prepare and coordinate general meetings, including agenda, notice, proxies and minutes
- Ensure the company's constitution, Board and Committee charters, and company policies in relation to key governance matters are reviewed periodically and kept up to date for changes in law, regulation and best practice
- Assist with managing directors and officers liability issues (for example, deeds of indemnity)
- Be a strong ambassador for the Wesley Legal & Risk team and the Company Secretarial function at Wesley Mission.
- Provide executive assistance to the General Counsel & Company Secretary.

5.1.1 Performance Measures

- Timely preparation and distribution of meeting packs and minutes
- Legally compliant and accurate drafting of documents.

5.2 Our people (our team)

- Develop and enhance a strong governance culture
- Promote and ensure adherence to the Wesley Mission brand
- Ensure you understand and adhere to Human Resources (HR) policies and procedures
- On a quarterly basis, document your progress using the Employee Contribution & Development template and meet with your manager to discuss
- Ensure your position description is up-to-date and identify career training and development and career growth opportunities for yourself
- Regularly report to your manager on issues such as resourcing needs, performance, training/development, leave, Work, Health & Safety issues etc
- Attend all scheduled meetings.

5.2.1 Performance Measures

- Retention and absenteeism rates < Wesley Mission average

- Work Health and safety claim rate < Wesley Mission average
- Learning and Development requirements up to date and personal development objectives agreed
- Core engagement documents in place.

5.3 Our operations

- Provide thought leadership, direction and influence to manage governance risk
- Use a methodical problem-solving approach as a foundation for effective decision making taking into account importance, urgency and risk
- Champion governance and facilitate a continuous improvement culture within Wesley Mission
- Ensure all secretariat responsibilities for a large registered charity including under the Corporations Act 2001, Australian Charities and Not-for-Profits Commission Act, the company's constitution and other relevant legislation, regulations and practice guidelines are fulfilled including:
 - overseeing completion of regulatory and funding body requirements insofar as they relate to board members (criminal and working with children checks for board members, PRODA and NQAITs portal requirements and preparation of documentation for contract and regulatory attestations etc)
 - liaising with the Uniting Church in Australia Synod (NSW) (Synod) around timelines for, and managing director and member appointments and renewals through Mission Council, Board and Synod and related governance committees, including preparing meeting reports and member and director nomination forms
 - organising director induction programs and maintaining induction packs
 - providing clear and effective advice on procedural matters
 - maintaining up to date resources in the Diligent board portal resource centre
- Assist with preparation of circular resolutions and recording outcomes
- Assist with governance responses for tenders, accreditations and audits
- Manage the Company Secretary email inbox and assist with company secretarial activities associated with related entities
- Maintain statutory registers and file records in accordance with ASIC and ACNC requirements
- Corporate systems and processes implemented and maintained to record declarations/ conflicts of interests of directors
- Renewing business names
- Prepare draft (skeleton) minutes for Company Secretary to complete, prepare Action List, monitor actions to give practical effect to decisions
- Assist with the digital signing of Board and Board Committee approved minutes
- Communicate the Wesley Mission brand and key messaging strategy to stakeholders to build effective relationships, gain their support and ultimately create advocates.

5.3.1 Performance Measures

- All statutory registers maintained and current in accordance with applicable regulatory requirements (ASIC, ACNC) and documents and records filed
- Annual appointment and renewal process for directors and members successfully completed and Board induction packs updated and maintained
- Meeting documents, minutes and action items completed in a timely manner.

5.4 Our financials

- Assist with developing and managing budgets and forecasts
- Review income & expenditure statements on a monthly basis and advise manager of any concerns or anomalies.

5.4.1 Performance Measures

- Expenses managed to a breakeven result.

6 Professional responsibilities

- As directed, other activities to support the delivery of the Wesley Legal and Risk Business Plan and Wesley Mission Strategic Plan, as requested by your manager
- as an employee, be responsible under the Work Health & Safety Act for the health and safety of all persons you come into contact with, during employment. All hazards and injuries must be reported through the normal process as set out in Wesley Mission's Work Health, Safety and Rehabilitation Quality Management System and site procedures
- in relation to Wesley Mission and the Uniting Church in Australia, attend such functions, meetings, seminars, training courses as directed by your supervisor
- take responsibility for personal career development and training
- participate in Wesley Mission's Orientation program, so as to gain an understanding of, and promote, the application of the EEO, Affirmative Action, Privacy Act, Work Health & Safety Act and other relevant legislation
- administer Wesley Mission's philosophy of care and other relevant policy documents as appropriate
- demonstrate responsible stewardship of all resources, and willingness to report impropriety in keeping with the values of Wesley Mission
- ensure the reputation and integrity of Wesley Mission is maintained at all times
- maintain confidentiality.

7 Selection criteria

To be successful in this position, candidates must possess the following:

Demonstrated behaviours

- Willingness to affirm Wesley Mission's vision, mission and values and advocate for our Word and deed ministry
- ability to influence stakeholders through a collaborative engagement style and clear decisionmaking
- commercial orientation, with a focus on understanding stakeholder needs and delivering solutions
- integrity, being open, self-reflective and trusted by employees and other stakeholders; rolemodelling and championing a positive culture
- high level of initiative, seeing problems as opportunities and taking accountability for work outputs and actions
- goal-oriented, seeking to understand and personally contribute to the organisation's mission, translating organisational strategy into practical initiatives and solutions
- collaborative, being a team player and empowering others through both formal and informal channel

- demonstrated ability to work unsupervised with a positive can-do attitude
- relates well to a range of people with sound listening and problem solving skills
- confident professional with strong initiative and business acumen
- displays emotional maturity and resilience.

Essential skills/knowledge

- suitable qualifications in governance/company secretarial
- strong track record in a corporate governance role
- demonstrated knowledge of effective governance practices. Previous deep experience in governance at a senior level, including effective minute taking and liaising with Boards
- proven history of building and maintaining strong relationships, using strong interpersonal skills and ability to gain credibility to further the organisation's governance agenda

Desirable skills/knowledge

- Not for profit or cause related management experience or experience working in a similar organisation with a diversity of operations
- an appreciation of the challenges involved in working as part of a diverse workforce within a not for profit environment
- corporate governance qualifications
- proficient in *Diligent Boards*, or similar
- proficient in powerpoint and creating templates
- demonstrated skills in conflict resolution and change management.