

Position Description

Position title:	Company Secretary
Location:	Melbourne Camberwell Hybrid
Reports to:	The Chief Executive Officer with a direct channel of communication to the Board Chair and the Board
Position Type:	0.6 – 0.8 FTE
Approved by:	CEO
Date Approved:	July 2024

About us

The APA is the National member Association for Physiotherapy. It has approximately 31,000 members with an Annual Turnover of \$20 million-\$24 million. The National Office is in Camberwell Melbourne with 75 employees. A further 17 employees are located in either leased State based Branch Offices or in home-based locations.

The APA has a high performing Board of Directors with a strong focus on continuous governance improvement. In place are three Board committees that are the Audit and Risk Committee, Insurance Safety Committee and the Nominations, Remuneration and Governance Committee.

The APA provides an extensive offering to its members which includes a master Professional Indemnity Insurance policy, a large suite of both in person and online professional development learning, clinical and business focussed conferences and both marketing and advocating for the benefit of members and the profession.

APA is proud to be an Employer of Choice, Winner of the 2022 Association of the year award and have a great working culture that is under pinned by our core values:

Accountability | Excellence | Collaboration | Courage | Respect.

About the role

The Company Secretary is responsible for managing the business of the APA Board and its three sub committees. This is completed by managing board processes and providing advice to the Board and the wider organisation on best practice regarding all aspects of corporate governance and compliance.

The Company Secretary is the lead officer within the APA for establishing, implementing and monitoring good governance practices across the organisation.



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In accordance with the Corporations Act 2001, the Company Secretary is a board appointment and an 'officer' of the company. The person occupying the role therefore has duties relating to care and diligence, acting in good faith, and using powers and information for a proper purpose.

Position accountabilities

- Perform the role of Company Secretary for APA, including:
 - ensuring the statutory record keeping and maintenance of all registers is kept up to date
 - preparing meeting agendas in consultation with the Board, reviewing and distributing board and committee papers and circular resolutions
 - tracking board/committee action items to closure, and
 - attending board/committee meetings and minuting meetings.
- Facilitate and lead internal governance reviews, including actions required to uplift compliance.
- Ongoing review and maintenance of all board governance and organisation regulatory policies for consistency and completeness.
- Lead a culture of continuous improvement and innovation practices focusing on fit for purpose governance for APA, including working with stakeholders to ensure governance change is embedded and sustainable.
- Ensure all governance activities are completed in accordance with the respective legislative requirements.
- Retain a high level of knowledge on current and emerging governance issues in the environment within which APA operates, including training and briefing stakeholders on likely impacts to the organisation.

Position Responsibilities

The Company Secretary will have the following responsibilities in relation to APA.

Regulatory compliance

- Act as the nominated Company Secretary for Corporations Act purposes and be the key contact for ASIC.
- Ensure that the statutory records and registers are kept up to date.
- Prepare and lodge all ASIC forms within prescribed time limits.
- Ensure compliance with the relevant governing documents, including the APA Constitution, and any legal or regulatory requirements.
- Ensure that members' and directors' meetings are held and associated documentation, including minutes, is maintained in accordance with the Corporations Act, the constitution and regulatory requirements.
- Facilitate the inspection of company records when required by law.
- Advise the Board on all matters relating to best practice corporate governance as required.
- Provide advice to the directors and officers in relation to the Corporations Act, the APA Constitution, and other regulatory requirements, and any other statutory requirements.

Board support

- Prepare, and ensure compliance with, the board's annual work plan setting out the board's known key activities for the year
- In conjunction with the CEO, board chair and committee chairs (as the case may be), prepare the agenda for all board/committee meetings
- Coordinate the collation and timely distribution of relevant board and board committee papers
- Undertake 'quality assurance' of board and board committee papers to ensure that they are presented in any board-requisite templates and are otherwise of a high quality
- Assist and liaise with executive managers regarding the structure and content of board reports
- Ensure meetings are properly called, recorded and actions completed
- Prepare minutes of all meetings of the board and board committees
- Advise the board and board committees during meetings regarding issues relating to procedural and good governance requirements
- Ensure that decisions and actions required by the board are progressed and report back to the board on those matters
- Attend to all matters relating to the administration of board committees
- Advise the board in relation to conflicts of interest and their appropriate management and maintain the directors' register of interests
- Oversee and manage all policies, processes and procedures associated with the operation of the board and its committees, and
- Ensure that all general meetings including annual general meetings are conducted in accordance with relevant requirements and prepare and issue relevant notices and associated meeting papers.

Other duties

- Develop and maintain appropriate governance relationships and protocols with any related entities
- Prepare and maintain the Board Charter and associated governance procedures and policies
- Maintain and regularly review directors' and officers' (D&O) insurance
- Facilitate the conduct of regular board performance evaluations
- Monitor compliance with standing delegations from the board to management and report any non-compliance to the board
- Facilitate director recruitment and induction
- Regularly review directors' fees and entitlements
- Maintain knowledge of best practice in corporate governance and changes in regulatory requirements and advise the board accordingly, and
- Undertake governance related projects and activities as required.

About You

Skills, qualifications and experience

Required

- Bachelor's degree in business, law or accounting or equivalent
- 5 years+ experience in a company secretariat or governance role(s), or as a senior corporate lawyer with a strong governance background
- Broad knowledge of governance-related issues and an ability to apply that knowledge in practice
- Strong business acumen and the ability to build and maintain effective and positive relationships with senior management and the board
- Strong attention to detail and excellent time managing skills, with flexibility to rearrange priorities to meet changing short-term and long-term needs
- Superior communication skills; written, verbal and interpersonal
- Demonstrated analytical, research and problem-solving skills, including the ability to synthesise and summarise complex issues and exercise sound judgment
- Demonstrated integrity, professionalism, confidentiality and discretion in handling matters of a sensitive and confidential nature
- Well-developed planning, research and organisational skills, with the ability to work autonomously and use initiative
- An understanding of how to identify, assess and escalate risks, and
- Proven ability to deal with conflict, stress and crises.

Preferred

- Chartered Secretary or post graduate qualification(s) in areas related to corporate governance.