






## Board Governance Officer

|                 |                               |
|-----------------|-------------------------------|
| Department:     | Corporate Services            |
| Location:       | Cairns, Townsville, or Mackay |
| Position type:  | Full time                     |
| Classification: | Level 7                       |
| Reports to:     | CEO and Board Chair           |
| Direct reports: | Nil                           |

## Our values

|   | Values statements   | Core commitments  |
|---|---|---|
| <br>Collaboration   | We connect co-operatively across boundaries to share ideas and achieve our goals together.<br><b>'We work together'</b> | I will work co-operatively across teams to achieve outcomes.<br>I will connect with others to build trusting relationships.<br>I will share ideas, knowledge, and resources.    |
| <br>Leadership     | We are empowered, inspired, and will step up to create a better future.<br><b>'We are all leaders'</b>                  | I will role-model positive behaviours.<br>I will create opportunities to have a positive impact.<br>I will take responsibility for contributing to NQPHN's culture and success. |
| <br>Integrity      | We hold ourselves to the highest standards of ethics and professionalism.<br><b>'We do the right thing'</b>             | I will be consistently ethical and trustworthy.<br>I will display high levels of professionalism at all times.<br>I will represent NQPHN with pride.                            |
| <br>Accountability | We own our actions, follow through on our promises, and live our values.<br><b>'We do what we say'</b>                  | I will follow through on my commitments.<br>I will take ownership of my work and performance.<br>I will be transparent and forthcoming with information.                        |
| <br>Respect        | We hear, acknowledge, and value all people and voices, finding unity in our diversity.<br><b>'We are considerate'</b>   | I will actively seek out and value different perspectives.<br>I will treat all people with appreciation, dignity, and courtesy.<br>I will be culturally informed and sensitive. |



NQPHN acknowledges the Aboriginal and Torres Strait Islander peoples as Australia's First Nation Peoples and the Traditional Custodians of this land. We respect their continued connection to land and sea, country, kin, and community. We also pay our respect to their Elders past, present, and emerging as the custodians of knowledge and lore.





## Role summary

This position is responsible for maintaining an effective system of corporate governance for the Northern Queensland Primary Health Network (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

### Role-specific

- Advise the Board and its Committees on governance matters whilst working closely with the Chair and CEO and holding the Board's objectives to account.
- Monitor compliance with Board and Committee policy and procedures.
- Coordinate the timely completion and dispatch of Board and Committee papers.
- Ensure that Members' and Directors' meetings are properly called and held (subject to delegation/instruction from the Board).
- Ensure business at Member, Board, and Committee meetings are accurately captured in the minutes and complete minutes in a timely and accurate manner post meetings.
- Ensure the necessary registers are established and properly maintained and ensure the Company's financial records are maintained and reports are prepared in accordance with legislative requirements and the principles of good governance.
- Help to organise and facilitate the induction and professional development of Directors.
- Advise the Board and its Committees on good practice in corporate governance including giving guidance on the legal implications of the way it discharges its duties, follows policy and procedures, runs meetings, and makes decisions.
- Provide or procure advice for Directors regarding the application of the Corporations Act 2001 (Cth) and the ACNC Act 2012 (Cth), NQPHN's Constitution, and other legal and regulatory requirements.
- Assist with the organisation of Board Performance Reviews.
- Ensure all necessary documents are prepared and lodged with the ACNC, State fundraising regulators, and ASIC, including statutory reporting returns.
- Understand and ensure the Company complies with its statutory obligations, ensuring requirements of the ACNC, ASIC, and other regulators are met.

- Develop, implement, communicate, and maintain corporate governance compliance policies, processes, and procedures.
- Promote the Compliance Framework to safeguard the integrity of the organisation.
- Demonstrate, uphold, and model organisation values in all dealings and interactions within and outside NQPHN.
- Deliver agreed Work Plan Goals – to be developed in conjunction with the Chair.
- Delegated authority (budget funds or otherwise): approval of expenditure as agreed with Chair and the NQPHN Board.

### Organisation-wide

- Committed to “One PHN” and working collaboratively and engaging purposefully across the organisation, including the offices, teams, and functions.
- Ensure “best practice” processes across all areas of responsibilities.
- Comply with the Organisation’s policies and procedures.
- Ensure the safety of yourself and others in line with the Organisation’s Workplace Health and Safety policies and procedures and the *Workplace Health and Safety Act 2011*.
- Perform other duties reasonably required as directed.

### Key selection criteria

- Professional qualification in Governance and Company Secretary or willingness to complete the relevant course.
- 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.
- Ability to record appropriate minutes, record actions, and manage the business of the Board and Committees.
- 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.

### Other requirements

- Current drivers licence.
- Provide a National Police Check less than three months old.
- Be able to meet the requirements of a Working with Children (Blue Card) Qld (if required).

## 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"> <li>Assumes accountability for work delegated to others (peers, team members, experts, etc.).</li> <li>Works with teams with complementary skills/expertise.</li> <li>Encourages people with opposing viewpoints to express their concerns.</li> <li>Resolves conflict amongst team members sensitively and fairly.</li> <li>Helps others learn from experience and development initiatives. Recommends readings, trainings, and other resources.</li> <li>Continually acquires and applies new knowledge and learnings to improve job performance.</li> <li>Provides constructive feedback to others.</li> </ul> |
| Resource management                       | <ul style="list-style-type: none"> <li>Allocates and controls resources within own area of responsibility/scope of assignment.</li> <li>Identifies needs for resources to effectively support current initiatives, services, and offerings.</li> <li>Manages assignments' delivery process and deadlines.</li> </ul>   |
| Flexibility and continuous improvement    | <ul style="list-style-type: none"> <li>Seeks best practices inside and outside the Organisation to anticipate change.</li> <li>Stays open-minded and encourages others to bring new perspectives.</li> <li>Stays aware of the Organisational objectives and monitors current developments and trends that may affect implementation of Organisational direction, programmes, or plans.</li> <li>Helps others understand the strategic goals of the Organisation and how their work relates to these.</li> </ul>  |
| Stakeholder engagement and communications | <ul style="list-style-type: none"> <li>Writes on complex and highly specialised issues.</li> <li>Conveys critical nuances and qualifiers to facilitate complete understanding of the material.</li> <li>Evaluates current network for effectiveness and relevance to achieving strategic objectives within own area.</li> <li>Identifies and creates opportunities to initiate new connections that will facilitate the achievement of strategic goals within own area.</li> </ul>   |
| Quality management                        | <ul style="list-style-type: none"> <li>Understands quality managements systems, and their impact on organisational governance, as well as basic tenets of ISO9000.</li> <li>Assists in the evaluation and monitoring of quality management systems.</li> <li>Ensures staff are utilising quality management systems.</li> </ul>  |

| Core competency                   | Skilled  |
|-----------------------------------|--|
|                                   | <ul style="list-style-type: none"> <li>• Collates and provides feedback to senior management on the utility of quality management systems.</li> </ul>  |
| Strategic thinking and innovation | <ul style="list-style-type: none"> <li>• Clearly communicates and operationalises the strategic vision.</li> <li>• Able to engage with the Organisation as a whole and influence strategic decisions.</li> <li>• Leads team's strategic thinking.</li> <li>• Takes a long-term, evidence-based approach to decision making, and considers all consequences before acting.</li> <li>• Encourages creativity and innovation through continuous improvement.</li> <li>• Inspires others to contribute to strategic goals.</li> </ul>  |
| Governance and risk               | <ul style="list-style-type: none"> <li>• Communicates governance requirements clearly to ensure compliance.</li> <li>• Seeks and applies benchmarking/best practices to improvement strategy development or application.</li> <li>• Has a comprehensive understanding of the legal governance surrounding the engagement with public and service users and operates effectively within such parameters.</li> <li>• Models risk management.</li> <li>• Remains familiar with and adheres to all policies and procedures, including Workplace Health and Safety.</li> <li>• Ensures a safe workplace.</li> </ul>   |
| Project and program management    | <ul style="list-style-type: none"> <li>• Develops effective project plans and cost schedules.</li> <li>• Applies effective project controls to deliver complex projects or get projects back on track.</li> <li>• Ensures full visibility of project's financial performance.</li> <li>• Applies best practice program management experience.</li> <li>• 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 meet program objectives.</li> <li>• Ensures appropriate program management information exchange occurs.</li> <li>• Takes responsibility for the work of others and allocation of resources.</li> <li>• Provides complete planning services utilising other resources.</li> <li>• Develops project strategies and optimises project execution within constraints of time and money.</li> <li>• Able to handle multiple projects with substantial personal autonomy.</li> </ul> |
| Commissioning                     | <ul style="list-style-type: none"> <li>• Ensures PHN activities and policy in relation to activities are in line with the Commissioning Framework.</li> </ul>  |



| Core competency | Skilled   |
|-----------------|---|
|                 | <ul style="list-style-type: none"><li>• Has responsibility for monitoring procurement and contract activities to align with the Commissioning Framework.</li><li>• Promotes the principles of the Commissioning Framework.</li><li>• Implements effective commissioning activities to monitor provider supplier, and contractor performance against the Commissioning Framework, including deliverables and outcomes.</li><li>• Represents the Organisation in the resolution of complex/sensitive disputes with providers, suppliers, and contractors.</li></ul> |

*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.*

