



# Board Secretary

## Position Statement

### Position Purpose

The Secretary provides administrative and clerical support to the Board, through the timely and accurate collection and sharing of information directly related to its activities. The Secretary ensures that the Board is well informed and that its activities are well documented for the use of Board members, the Governance Committee and relevant government bodies.

### About intertwine

intertwine's vision is of communities, organisations and services that are inclusive & just, in a participatory society where all people have health, wellbeing, representation & self-determination.

Our purpose is to eliminate marginalisation and oppression through dismantling systemic power structures. We do this through education, engaging and connecting diverse communities and organisations and fostering resilience, intersectional inclusion and self-empowerment.

intertwine takes a primary prevention approach to help organisations understand the underlying drivers of physical, emotional and sexual abuse and that creating the circumstances for gender equity, cultural and racial justice, freedom of sexuality and gender identity and a social model of disability will result in a society with lower rates of harm by others and lower rates of self-harm by those affected.

Our training materials, public information sessions and information guides outline the ways that intersecting privilege and marginalisation are the underlying drivers of physical, emotional and sexual abuse. Our policy guides suggest practical approaches to reduce the harms caused by these systems, including clauses for use in human resources, approaches for marketing and communications, improvements in member and client relationships and planning accessibility for online and offline activities.

intertwine has a Board of Directors and an Advisory Panel consisting entirely of people with lived experience of intersecting disadvantage. It explicitly mentors and creates work for young people with lived experience of intersecting disadvantage.

## Key Responsibility Areas

<p><b>Policies and processes</b></p>	<ul style="list-style-type: none"> <li>• Timely creation and distribution of board and committee papers and circulation of agendas, minutes, discussion papers, proposals for the board and its committees (at least one week beforehand);</li> <li>• Policy formulation for the board;</li> <li>• Development, implementation, communication and maintenance of compliance policies, processes and procedure</li> <li>• Assist with the preparation and amendment of organisational regulations, allocation of authority documents, corporate governance and risk management guidelines</li> </ul>
<p><b>Governance</b></p>	<ul style="list-style-type: none"> <li>• Ensuring the board has the information it needs to make informed decisions;</li> <li>• Organising board evaluations</li> <li>• Being involved in risk management and corporate responsibility matters;</li> <li>• Ensuring members' and directors' meetings are properly called and held. Note a company secretary cannot call a meeting without authority (for example, a delegation/instruction from the board);             <ul style="list-style-type: none"> <li>◦ Understanding and ensuring the company complies with its statutory obligations, ensuring requirements of ASIC and other regulators are met, including continuous disclosure.</li> </ul> </li> </ul>
<p><b>Signing Officer</b></p>	<p>The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of the organisation.</p>
<p><b>Administration and Record Keeping</b></p>	<ul style="list-style-type: none"> <li>• Maintain a register of board members</li> <li>• Handle the procedures for the admission of new board members</li> <li>• Handle the procedures for the resignation of board members</li> <li>• Handle the procedures for the discipline, suspension and expulsion of board members</li> <li>• Organise General Meetings and notify board members in advance</li> <li>• Receive nominations for positions on the Board</li> <li>• Keep in their custody all books, documents and securities, and make them available to board members as requested</li> </ul> <p>The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes may vary with the jurisdiction but should include at a minimum:</p> <ul style="list-style-type: none"> <li>• date, time, location of meeting;</li> <li>• list of those present and absent;</li> </ul>

	<ul style="list-style-type: none"> <li>● list of items discussed;</li> <li>● list of reports presented;</li> <li>● text of motions presented and description of their disposition.</li> </ul> <p>The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.</p> <ul style="list-style-type: none"> <li>◦ Ensuring the necessary registers are established and properly maintained and ensuring that the company's financial records are maintained, and reports prepared in accordance with the requirements of the Act;</li> <li>◦ Providing or procuring advice for directors regarding application of the Act, company constitution, ASX requirements and other legal and regulatory requirements;</li> <li>◦ Taking minutes at board meetings, the AGM and other meetings on the request of the chair (such as committee meetings, strategy meetings, etc.) and delivery of final minutes within 14 days to all individuals on the distribution list</li> </ul>
<b>Compliance</b>	<p>The Secretary is also responsible for the following:</p> <ul style="list-style-type: none"> <li>◦ Maintain a registered office, and to notify ASIC of any change in address within 28 days (s 142);</li> <li>◦ Notify ASIC of a change to the principal place of business (s 146);</li> <li>◦ Notify ASIC of changes to the member register (s 178A);</li> <li>◦ Notify ASIC of changes to the share structure (s 178C);</li> <li>◦ Lodge notices with ASIC regarding personal details of directors and secretaries (s 205B);</li> <li>◦ Notify ASIC of any issue of shares (s 254X);</li> <li>◦ Lodge financial reports with ASIC (s 319(1));</li> <li>◦ Respond to extract of particulars, and to return of particulars (ss 346C, 348D);</li> <li>◦ Notify ASIC of changes to ultimate holding company (s 349A).</li> </ul>
<b>Planning</b>	<ul style="list-style-type: none"> <li>● Assisting in organisation of board meetings.</li> </ul>
<b>Communication</b>	<ul style="list-style-type: none"> <li>● The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.</li> </ul>
<b>Attendance</b>	<ul style="list-style-type: none"> <li>● Attend at least 75% of meetings in a year.</li> </ul>
<b>Evaluation</b>	<ul style="list-style-type: none"> <li>● An annual meeting will be held with the managing director and at least one other Board member to discuss performance.</li> </ul>

## Key Selection Criteria

<b>Experience and Knowledge</b>	Have skills in community engagement, fundraising, and/or activism.	Essential
	Have a commitment to intersectionality and dismantling the structures that create marginalisation.	Essential
	Excellent written and verbal communication skills, and access to a computer for word processing purposes	Desirable
	Experience with campaigning or advocacy, especially in areas of social justice	Desirable
<b>Attributes</b>	Identify as a member of one of the First Peoples of this land	Essential
	Facilitate leadership – the ability to inform and brief fellow directors on current organisational matters and strategies and the ability to lead constructive and timely discussion and debate, drawing on the expertise of the board.	Essential
	People skills – experience in motivating, managing and dealing with people including evaluating performance, succession planning and executive remuneration.	Essential
	Engaged commitment – a willing participant with genuine interest in the organisation and its business	Essential
	Effective communicator – the ability to engage and effectively communicate with all stakeholders.	Essential
	Integrity – meeting responsibilities, acting ethically, having appropriate independence, putting the organisation’s interests before personal interests.	Essential
	Living experience of intersectionality, for example, (noting that this list is not comprehensive) two or more of the following characteristics: Aboriginal or Torres Strait Islander person, person of colour, LGBTIQ+, person from a culturally and/or linguistically diverse background, disabled person, neurodiverse person, identifies as a woman.	Desirable

<b>Reports to</b>	The Board
<b>Direct Reports</b>	n/a
<b>Term Review</b>	2 years

<b>Version</b>	001		
<b>Drafted by</b>	Lauren Carter		
<b>Approved by</b>	Rosanne Bersten	<b>Date</b>	30 June 2022
<b>Circulated for Comment to</b>	Intertwine board		