

Position description

Position title	Deputy Company Secretary
Position number	200024
Classification level	F
Group	Office of the Chief Executive
Reports to	Company Secretary
Location	1010 La Trobe Street Docklands Victoria
Date	February 2024
Tenure	Full-time Permanent

Our organisation

VicTrack is custodial owner of Victoria's rail transport land, assets and infrastructure. We work to protect and grow the value of the portfolio, to support a thriving transport system and make travel and living better for all Victorians. With much of our asset portfolio dedicated to rail transport – our land, infrastructure, trams, trains and telecommunication networks – our focus is on strategic asset management and supporting the delivery of better transport solutions.

Whether we're planning and managing the use of transport land, upgrading the telecommunication network or partnering on major infrastructure projects, our job is to ensure the state's assets continue to serve Victoria now and well into the future.

Our core functions include:

- delivering telecommunications infrastructure and services that form the backbone of the transport network from signalling, driver communications, public information displays and myki ticketing
- managing land set aside for transport purposes, including the development and sale of land no longer required for transport to optimise its use
- generating income through land sales and commercial leases that is reinvested into the state's transport system
- providing project management, engineering and construction services to deliver a range of government transport projects from Victoria's Big Build to station and car park upgrades
- managing transport facilities and assets, including the open access Dynon Rail Freight Terminal, heritage buildings and environmental preservation.

VicTrack is the custodial owner of most of Victoria's tourist and heritage assets and performs the role of Tourist and Heritage Registrar.

Our business groups

Our business is made up of three specialist delivery groups – Property, Telecommunications and Project Delivery – supported by Corporate Services, Strategy & Transformation and the Office of the Chief Executive.

Our vision

As a part of the transport portfolio, we share a common vision as defined in the *Transport Integration Act 2010*:

“To meet the aspirations of Victorians for an integrated and sustainable transport system that contributes to an inclusive, prosperous and environmentally responsible state”.

In realising this vision, we are working towards a transport system that promotes:

- social and economic inclusion
- economic prosperity
- environmental sustainability
- integration of transport and land use
- efficiency, coordination and reliability
- safety, health and wellbeing.

Our mission

To protect and grow our rail transport assets and drive reinvestment to service Victorians now and into the future.

Our values

- Professional – We make decisions with integrity and respect. By behaving professionally and ethically we win the trust of our colleagues, stakeholders and customers.
- Collaborate – We collaborate to get things done efficiently and effectively. We have greater opportunity through leveraging our collective knowledge, building stronger bonds and respecting each other.
- Achieve – We perform our roles with integrity and skill. We hold ourselves accountable for delivering what is needed and own both our successes and mistakes.
- Innovate – We embrace all new ideas that bring about change that adds value. We become more efficient, effective and competitive.

Dimensions

Reporting relationships

The Deputy Company Secretary reports directly to the Company Secretary.

The Deputy Company Secretary is responsible for the management, development, appraising and motivating of the Board Support Coordinator, which reports to this position.

Budget

NA

Other

NA

Purpose of the position

To assist in the provision of the Company Secretarial and general governance services to VicTrack and its subsidiary companies, ensuring the VicTrack Board Directors and Board Committees members receive the support and advice necessary for them to discharge their duties accurately and efficiently.

The position:

- provides key support to the Company Secretary of VicTrack, and acts as a substitute for the Company Secretary during period of absences.

Key accountabilities/functions

- Support the Company Secretary and Executive with responsive actions and accurate advice on general company secretarial and governance matters.
- Respond to technical, procedural, policy and logistical queries and facilitate the needs of Directors and Committee Members.
- Support the Board and Company Secretary with updates on relevant regulatory and corporate government developments relevant to the operation of the Board.
- Be responsible for the smooth conduct and coordination of meetings of VicTrack Board Committees, (and support the Company in relation to VicTrack Board meetings) including but not limited to; finalising meeting agendas; reviewing papers for content and pitch; preparing and disseminating meeting materials; coordinating and facilitating meetings; taking and settling meeting minutes.
- Be responsible for the maintenance of the digital Board Portal, including but not limited to: being the main point of contact with the supplier; performing administrator function for the software; acting as Subject Matter Expert for Directors, committee members and senior management.
- Be responsible for the review and maintenance of policies and frameworks applicable to the operation of the Board and general governance, and responsible awareness of these policies across the group.
- Be responsible for ensuring compliance with enabling legislation and ASIC corporate secretarial and governance requirements.
- Support the Company Secretary with the annual Board Review and be responsible for the facilitation of Board Committee reviews and Committee Charters reviews and implementing any changes approved by the Board.
- Support the Company Secretary with the maintenance of Board forward program and action item register and be responsible for the maintenance of Board Committees' forward programs and action item registers.
- In conjunction with the Company Secretary, consider conflicts of interest and prepare conflict management plans.
- Lead a variety of business-wide or departmental projects which require analysis of issues including consultation with stakeholders, development and (subject to approval) execution of action plans and solutions while monitoring budget and regulatory obligations.
- Be responsible for the ongoing review, maintenance and act as subject matter expert for the business in regard to: the Delegation of Authority policy, matrix and transaction pro-forma, including responding to queries from the business on interpretation and facilitating amendments, delivery of education programs / materials and maintenance of these documents.

- With the Company Secretary, support the subsidiary rationalisation program through the input of information into the due diligence program conducted by external consultants required to ensure the liquidation and deregistration of any subsidiaries occurs in compliance with the *Corporations Act 2001*, facilitate the required resolutions of the Board and shareholders and coordinate the deregistration process with ASIC.

Customer focus

VicTrack staff practise customer focus by recognising the importance of valuing customers (internal and external) and ensuring that all activities are oriented towards meeting customer needs. We listen to customers about their expectations and focus on delivering solutions that address their needs. Customer focus also includes proactively seeking and acting on feedback to enhance the customer experience.

Safety and environmental responsibilities

Ensure safety and environmental instructions are adhered to and report any inappropriate practices and incidents. Comply with the *Occupational Health and Safety Act*, as it applies to self, tenants and customers, and environmental legislation in regard to preserving the environment.

Rail safety

All staff who may be required to come into contact with rail activity, including design work and the management of other staff, must:

- be responsible for their actions where those actions can in any way affect or compromise railway safety
- be aware of the railway safety requirements associated with their duties and responsibilities
- take whatever action is possible to prevent unsafe conditions and/or incidents
- report any railway safety problems/hazards to the Manager Safety
- safely access the rail corridor.

Individual attributes

Qualifications

- Formal qualifications in either law, commerce or other relevant discipline is preferred.
- Completed the Governance Institutes' Graduate Diploma in Applied Corporate Governance or equivalent qualification.

Knowledge and experience

- A minimum of 8+ years experience in: the reviewing of Board / Committee papers for content and pitch; coordinating the preparation and dissemination of Board / Committee meeting materials; coordinating the calling of meetings; attending meetings and advising on procedural matters; taking minutes; and maintenance of corporate records.
- Experience with interacting with Directors, Committee members and senior executives.
- Appreciation of the need for a high level of discretion when dealing with confidential and sensitive information and exhibit diplomacy and tact.

- Demonstrated knowledge of *Corporations Act 2001* and company reporting requirements.
- Strong preference for demonstrated knowledge of the governance and company reporting requirements of state based entities including the *Transport Integration Act 2010*, *Public Administration Act 2004*.
- The ability to communicate and work with all levels of the organisation with a significant level of independence, collaboration and professionalism.
- Experience with interpreting constituent documentation such as constitutions and charters.
- Experience in driving the delivery of project work.
- Experience operating or maintaining Board portals, with a preference to Diligent.
- Understanding of general compliance and risk management processes is preferred.
- Experience within a government agency is preferred.

Skills

- A working understanding of corporate governance frameworks
- Ability to manage conflicting timelines and stakeholder demands
- Excellent written and verbal communication skills to influence stakeholders and achieve outcomes
- Ability to generate ideas and demonstrate initiative
- Ability to assess situations and make sound judgements
- Exceptional planning and organisational skills
- Ability to prepare and deliver effective presentations
- Highly proficient with Board Portal software, preferably Diligent Boards
- Highly proficient with Microsoft Office skills including Outlook, Word, Excel, Powerpoint and Acrobat Professional

Interpersonal and other features

Internal relationships

- Chairs of the Boards
- All other Directors
- Non-director Board Committee members
- Other standing internal meeting attendees (Non-director, non-members)
- Chief Executive
- Executive
- Senior Leadership Team
- Executive Assistants

External relationships

- Other standing external meeting attendees (Non-director, non-members)

- Department of Transport & Planning
- Department of Treasury and Finance
- Australian Securities and Investment Commission
- Victorian Auditor-General's Office
- External legal advisors