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## GENERAL COUNSEL & COMPANY SECRETARY

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**MAY 2022**

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<b>Location:</b>	Parkville, Flexible work arrangements - work in a way that suits you best and delivers to agreed Orygen outcomes
<b>Division:</b>	Orygen Executive
<b>Classification/ Salary Range:</b>	\$140,000 - \$160,000 per annum (pro rata) commensurate with skills and experience
<b>Employment type:</b>	36-month contract (0.8 – 1.0 FTE)
<b>Position reports to:</b>	Executive Director

### 1. POSITION SUMMARY

This position will provide strategic and commercially-focused legal, risk and compliance services to ensure that Orygen meets its legal and governance requirements.

Reporting to the Executive Director, the position will work collaboratively with the Orygen Strategic Executive to ensure all operations of the organisation are conducted within the limits prescribed by law and that the organisations rights are protected through the provision of sound legal guidance.

As Company Secretary, the position will perform the duties and responsibilities as required by the Corporations Act (CA), Orygen's Constitution, and any other relevant legislation or regulation. The position will provide advice on current best practice corporate governance requirements and practices, directors' duties under the law, board reporting and disclosure obligations and proper meetings' procedures.

### 2. POSITION CONTEXT

Orygen delivers cutting-edge research, policy development, innovative clinical services, and evidence-based training and education for the mental health workforce to ensure that there is continuous improvement in the treatments and care provided to young people experiencing mental ill-health.

We are a complex organisation. Our workforce is diverse and includes:

- Five headspace centres in Craigieburn, Glenroy, Melton, Sunshine and Werribee that deliver primary clinical services to young people and are operated by Orygen.
- Orygen Specialist Program (formerly referred to as Orygen Youth Health Clinical Program), a tertiary clinical service that is currently operated by NorthWestern Mental Health, co-located with us at Parkville, Sunshine and Glenroy and also operating at sites in Footscray, and Wyndham. Whilst not under the governance of Orygen, Orygen Specialist Program works in close partnership with us.
- The Centre for Youth Mental Health, a University of Melbourne research and teaching department that is wholly seconded into Orygen.

- A knowledge transfer program drawing on Orygen’s research and clinical expertise provides an array of resource and workforce development including providing online and face to face training for the mental health workforce both nationally and internationally.
- A policy think tank drawing on Orygen’s research and clinical expertise and partnering and collaborating with key content experts from Australia and around the world to advise government and other policymakers.
- Centralised professional support functions enabling the organisation to achieve strategic and operational objectives.

The outcomes of the Royal Commission into the Victorian Mental Health System enable a revolutionary new era of reform in mental health, as such this position will work to further strengthen the unification of the above systems. The position will support the legal needs of our existing business together with critical role in both our transition and transformation. This position will build our capacity to manage a range of legal matters internally and also provide advice as to when specific matters require external advice.

### 3. ABOUT ORYGEN

<b>VISION</b>	Young people to enjoy optimal mental health as they grow into adulthood.
<b>MISSION</b>	Reduce the impact of mental ill-health on young people, their families and society.
<b>VALUES</b>	Respect, accountability, teamwork, excellence & innovation.
<b>COMMITMENTS</b>	First Nations people of Australia, young people and their families, LGBTIQA+ people & culturally and linguistically diverse people.

### 4. KEY RESPONSIBILITIES/OUTCOMES

The General Counsel will:

#### Legal responsibilities

- Provide timely high-quality legal services across all of the organisation’s activities, with a range of matters including, but not limited to: clinical trials, grant and funding agreements; publications; supplier agreements/contracts; privacy; governance; employment, general commercial, commercialisation; intellectual property; and, compliance and risk.
- Draft, review and provide advice on all contracts including, but not limited to, general commercial agreements, research collaboration agreements, clinical trial agreements, data/material transfers agreements, confidentiality/non-disclosure agreement, licences, IT agreements, leases.
- Provide advice on legal matters arising from clinical trials
- Provide advice on legal matters arising from provision of clinical services to young people
- Provide advice in relation to privacy laws across Orygen’s activities
- Oversee the management of the contracts register and develop and maintain legal templates and precedent documents.
- Keep abreast of developments in the legal and regulatory environment that may impact the operations of Orygen and provide advice and recommendations to the Executive and staff.
- Build legal and commercial awareness by providing training and seminars on relevant legal and regulatory topics to employees and the executive team.
- Develop contract literacy within the organisation ensuring standard templates are used where appropriate.

- Maintain and manage relationships with external legal advisers and the University of Melbourne legal services that support efficient and effective provision of legal services to Orygen including managing matters briefed to external lawyers.
- Plan and manage legal budget and expenditure.
- Identify and manage legal risks in contracts and operations.
- Build collaborative and productive working relationships across the organisation and with key external stakeholders.
- Support and adhere to Orygen's vision and strategic direction and adhere to all policies and procedures.
- Any other duties as reasonably requested.

### **Company secretary responsibilities**

- Advising the board and its committees on governance matters whilst working closely with the Chair and ED and holding the Board's objectives to account
- Monitoring compliance with board and committee policy and procedures
- Ensuring that members' and directors' meetings are properly called and held (subject to delegation/instruction from the board)
- Ensuring that the business at members, board and committee meetings is accurately captured in the minutes and that the minutes are completed in a timely and accurate fashion post meeting
- 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 legislative requirements and the principles of good governance and
- Ensure all necessary documents are prepared and lodged with the ACNC, fundraising regulators and ASIC, including statutory reporting returns

## **5. SELECTION CRITERIA**

The following criteria must be met for consideration for this position:

### **5.1 Essential**

- A current Australian certificate that entitles you to practice law in Victoria.
- Relevant experience in commercial law, intellectual property law, privacy, governance and risk gained either in-house or in private practice.
- Experience in a senior role working with a board
- Sound knowledge of the legislative framework surrounding the legal obligations of the role and Board positions on governance matters
- Extensive experience in reviewing, drafting and negotiating a wide range of legal documents.
- Ability to partner with the organisation to provide practical, commercially-focused solutions and legal advice.
- Proven experience in effectively managing legal service providers.
- Strong problem solving, analytical skills, and strategic thinking with the ability to be flexible and adaptable in the face of changing organisational priorities.
- High degree of personal and professional ethics and integrity.
- Excellent communication skills with the ability to distil complex concepts and issues clearly and concisely to a variety of audiences.
- A client focused approach to service delivery and the ability to collaborate with peers to achieve best overall outcomes for the organisation.

### **5.2 Desirable**

- Experience as a legal counsel in a not-for-profit; health or pharmaceutical industry; or medical research institute.

### 5.3 Special Requirements

- Unrestricted right to live and work in Australia.
- Current Victorian driver's licence.
- National Police Check.
- Valid Working with Children Card.
- You may be required to work across more than one of Orygen's sites, which are currently located within the north and west of Melbourne.