



Audit and Risk Committee

Terms of Reference

Classification	Terms of Reference
Reference number	
Strategic reference	Goal 4: Governance and Organisational Culture
Relevant legislation	<i>Local Government Act 1999</i> and associated regulations <i>Public Interest Disclosure Act 2018</i> <i>Independent Commission Against Corruption Act 2012</i>
Relevant documents	Behavioural Management Policy (Sep 2023) Access to Council and Committee Meetings and Documents Code of Practice (Nov 2023) Risk Management Policy (Jan 2022) Risk Management Framework Internal Financial Control Policy (Jun 2022) Public Interest Disclosure Policy (Oct 2019)
Responsible officer	Manager Corporate Services
Date adopted	November 2023
Next review date	November 2025 (Biennially or as required by Legislation, Council or Audit Committee)

1. Establishment of Audit and Risk Committee

Pursuant to Sections 41 and 126 of the *Local Government Act 1999*, the Council establishes an Advisory Committee to be known as the Audit and Risk Committee (the "Committee").

1.1 The Committee does not have executive powers and authority to implement actions in areas over which management has responsibility and does not have delegated financial responsibility.

1.2 The Committee does not have any management responsibilities and is therefore independent of management.

1.3 The purpose of the Committee is to:

1.3.1 Play a critical role in the financial reporting framework of Council by overseeing and monitoring the contributions of management and external auditors in the financial reporting process.

The Committee will also provide independent assurance and advice to the council on accounting, financial management, internal controls, risk management and governance matters.

1.3.2 The functions of a council Audit and Risk Committee include:

- reviewing annual financial statements to ensure that they present fairly the state of affairs of the Council; and

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Audit and Risk Committee

Terms of Reference

- proposing, and providing information relevant to, a review of the council's strategic management plans or annual business plan; and
- monitoring the responsiveness of the council to recommendations for improvement based on previous audits and risk assessments, including those raised by Council's auditor; and
- proposing, and reviewing the exercise of powers under Section 130A; and
- liaising with the Council's auditor in accordance with any requirements prescribed by the regulations; and
- reviewing the adequacy of the accounting, internal control, reporting and other financial management systems and practices of the council on a regular basis; and
- reviewing and commenting on an annual report provided by the Chief Executive Officer in relation to the policies and procedures adopted by the council to evaluate and improve the effectiveness of its internal control practices and procedures; and
- reviewing and evaluating the effectiveness of policies, systems and procedures established and maintained for the identification, assessment, monitoring, management and review of strategic, financial and operational risks on a regular basis; and
- reviewing any report obtained by the council under section 48(1); and
- performing any other function determined by the council or prescribed by the regulations.

2. Membership

Membership of the Committee will be as follows:

- 2.1 Members of the Committee are appointed by the Council. The majority of the Committee shall consist independent members and one elected member of council – consistent with any regulations. The minimum size of the committee shall be three members and the membership may not include an employee of any Council.
- 2.2 Members of the Committee (when considered as a whole) must have skills, knowledge and experience relevant to the functions of the Committee, including in financial management, risk management, governance and any other prescribed matter.
- 2.3 Only members of the Committee are entitled to vote in Committee meetings. Unless otherwise required by the Act not to vote, each member must vote on every matter that is before the Committee for decision.
- 2.4 The Chief Executive Officer will attend Committee meetings with Managers and ensure the attendance of staff members who have prepared reports for consideration as observers.

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Audit and Risk Committee

Terms of Reference

- 2.5 The agenda and minutes of the Committee meetings, subject to any items that are discussed in confidence under Section 90 of the *Local Government Act 1999* and subsequently retained as confidential under Section 91 of the Act, are required to be made available to the public.
- 2.6 Council's external auditors may be invited to attend meetings of the Committee.
- 2.7 Appointments to the Committee shall be for a period of up to 4 years.
- 2.8 The Council shall appoint the Presiding Member of the Committee who will be independent of Council and have qualifications as outlined in point 2.1.
- 2.9 The Committee shall appoint an Acting Presiding Member, as required, to cover the absence of the Presiding Member.
- 2.10 The Committee shall allow a proxy elected member to attend meetings, as required, to cover the absence of the appointed elected member.

3. Remuneration of Independent Members

The independent Chair and independent member(s) of the Committee are entitled to a payment for meeting attendance negotiated with the Chief Executive Officer and approved by Council.

4. Secretarial Resources

The Chief Executive Officer shall provide sufficient administrative resources to the Committee to enable it to adequately carry out its functions.

5. Quorum

The quorum necessary for the transaction of business as set by Council shall be two, consisting of one independent member and one elected member. A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. Frequency of Meetings

- 6.1 The Committee shall meet at least four times a year, at appropriate times in the reporting and audit cycle and otherwise as required and at least once per quarter.
- 6.2 The Chair of the Audit Committee and Chief Executive Officer may agree to vary the set dates of the Audit Committee, if required.
- 6.3 Meetings to be convened face to face or by exception via the use of teleconferencing or video conferencing.



Audit and Risk Committee

Terms of Reference

7. Notice of Meetings

- 7.1 Ordinary meetings of the Committee will be held at times and places agreed by Council or, subject to a decision of the Committee, a special meeting of the Committee may be called in accordance with the Act.
- 7.2 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and observers, no later than 3 clear days before the date of the meeting. Supporting papers shall be sent to Committee members (and to other attendees as appropriate) at the same time.

8. Minutes of Meetings

- 8.1 The Chief Executive Officer or his nominee shall ensure that the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance, are minuted and that the minutes otherwise comply with the requirements of the *Local Government (Procedures at Meetings) Regulations 2013*.
- 8.2 The minutes of the Committee meeting will be presented to Council for endorsement at its next available meeting.
- 8.3 Minutes of the Committee meetings shall be circulated within five days after a meeting to all members of the Committee and to all members of the Council and will (as appropriate) be available to the public.

9. Role of the Committee

9.1 Financial Reporting

- 9.1.1 The Committee shall monitor the integrity of the financial statements of the Council including its Annual Report, reviewing significant financial reporting issues and judgements which they contain.
- 9.1.2 The Committee shall review and challenge where necessary:
 - 9.1.2.1 The consistency of, and/or any changes to accounting policies.
 - 9.1.2.2 The methods used to account for significant or unusual transactions where different approaches are possible.
 - 9.1.2.3 Whether the Council has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor.
 - 9.1.2.4 The clarity of disclosure in the Council's financial reports and the context in which statements are made.



Audit and Risk Committee

Terms of Reference

9.1.2.5 All material information presented with the financial statements, such as operating and financial review and the corporate governance statement insofar as it relates to strategy, risk management and audit.

9.2 Internal Controls and Risk Management Systems

The Committee shall:

- 9.2.1 Keep under review the effectiveness of the Council's internal controls and risk management systems.
- 9.2.2 Review and recommend the approval, where appropriate of statements to be included in the Annual Report concerning internal controls and risk management.

9.3 Public Interest Disclosure

- 9.3.1 The Audit Committee shall review the Council's arrangements for its employees to raise concerns, in confidence, about possible wrong doings in financial reporting and other matters.

10. External Audit

The Committee shall:

- 10.1 Review and monitor Council policy on the supply of non-audit services by the External Auditor, taking into account any relevant ethical guidance on the matter.
- 10.2 Consider and make recommendations to the Council, in relation to the appointment, re-appointment and removal of Council's External Auditor. The Committee shall oversee the selection process for new auditors and if any auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.
- 10.3 Oversee Council's relationship with the External Auditor, including but not limited to:
 - 10.3.1 Recommending the approval of the External Auditor's remuneration, the fees for audit or non-audit services and recommending whether the level of fees is appropriate to enable an adequate audit to be concluded.
 - 10.3.2 Recommending the approval of the External Auditor's terms of engagement, including any engagement letter issued at the commencement of each audit and the scope of the audit.
 - 10.3.3 Assessing the External Auditor's independence and objectivity in taking into account relevant professional and regulatory requirements and the extent of Council's relationship with the auditor, including the provision of any non-audit services.
 - 10.3.4 Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the External Auditor and the Council (other than in the ordinary course of business).

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Audit and Risk Committee

Terms of Reference

- 10.3.5 Monitoring the External Auditor's compliance with legislative requirements on the rotation of audit partners.
- 10.3.6 Assessing the External Auditor's qualifications, expertise, resources and the effectiveness of the audit process (which shall include a report from the External Auditor on the Audit Committee's own internal quality procedures).
- 10.3.7 Meet the External Auditor as needed and at least once a year on a confidential basis without any Elected Members (other than the Elected Member who is a member of the Committee or their proxy) or employees being present to discuss the External Auditor's report and any issues arising from the audit.
- 10.3.8 Review and make recommendations on the annual audit plan, and in particular, its consistency with the scope of the external audit arrangement.
- 10.3.9 Review the findings of the audit with the External Auditor. This shall include, but not be limited to, the following:
 - 10.3.9.1 Discussion of any major issues which arise during the external audit.
 - 10.3.9.2 Any accounting and audit judgements.
 - 10.3.9.3 Levels of errors identified during the external audit.
- 10.3.10 Review any representation letters and standard practice of any audit and provide the auditor confirmation from management (in particular the Chief Executive Officer) that amongst other matters, accounting standards have been consistently applied, that all matters that need to be disclosed have been so disclosed and that the valuation of assets has been consistently applied.
- 10.3.11 Review the management letter and management's response to the External Auditor's findings and recommendations.

11. Reporting

- 11.1 The Committee must provide a report to the Council after each meeting summarising the work of the Committee during the period preceding the meeting and the outcomes of the meeting; and
- 11.2 The Committee must provide an annual report to the Council on the work of the Committee during the period to which the report relates. The Council must ensure that the annual report is included in its annual report; and
- 11.3 The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its Terms of Reference where, in its view, action or improvement is needed. The Independent Chair will report to Council annually or as required.



Audit and Risk Committee

Terms of Reference

12. Other Matters

The Committee shall:

- 12.1 Have access to reasonable resources in order to carry out its duties in line with annual budget allocations.
- 12.2 Be provided with appropriate and timely training both in the form of an induction program for new members and on an ongoing basis for all members.
- 12.3 Give due consideration to laws and regulations of the Act(s).
- 12.4 Make recommendations on co-ordination of the Internal and External Auditors.
- 12.5 Oversee any investigation or activities which are within its Terms of Reference.
- 12.6 Oversee actions to follow up on matters raised by the External Auditors.
- 12.7 At least once a year, review its own performance and biennially its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council for approval.

13. Further information

- 13.1 This document is available on Council's website www.southernmallee.com.au and at the principal office of the Southern Mallee District Council at Day Street, Pinnaroo SA 5304.