

## **Tiwi Islands Regional Council Audit & Risk Management Committee Terms of Reference**

### **Introduction**

The Tiwi Islands Regional Council (Council) has established an Audit and Risk Management committee pursuant to Regulation 10 of the Local Government (Accounting) Regulations and Section 54 of the Local Government Act.

The Audit and Risk Management Committee is an independent advisory body established by Council under the Local Government Act and Regulations. The Audit and Risk Management Committee provides an important independent role between Council and its management and between Council and its community.

### **Purpose**

The purpose of the Audit and Risk Management Committee is to provide independent assurance and advice in relation to Council's:

- Risk Management
- Internal Control
- Governance arrangements and performance frameworks
- Financial management and statements
- Legislative and Policy Compliance
- Internal audit
- External audit

The Audit and Risk Management Committee will provide assurance as to the achievement of Regulation 10 (1) requirements such as the need for internal controls that:

- safeguard the assets of the council;
- ensure the accuracy, completeness and reliability of the accounting data;
- promote the operational efficiency of the council;
- ensure compliance with relevant laws in force in the Territory; and
- ensure adherence to council policies.

The Audit and Risk Management Committee will also support the requirements of Regulation 10 (3) and monitor Council compliance with:

- proper standards of financial management; and
- relevant regulations and the Accounting Standards.

The Audit and Risk Management Committee can assist in identifying areas where changes are required to strengthen internal controls and management systems and practices as well as reduce Council's exposure to various financial, operational, compliance and performance risks.

The Audit and Risk Management Committee is an Advisory Committee and does not have executive powers or authority to implement actions in areas which management has responsibility and does not have any delegated financial responsibility. The Audit and Risk Management Committee does not have any management functions and is independent from management.

The Audit and Risk Management Committee will play a role to assist in the development of:

- a culture of performance, accountability, transparency, high ethical standards, compliance with laws and policies and integrity; and
- good financial and corporate governance practices across the ongoing operations of the Council.

### **Membership**

Members of the Audit and Risk Management Committee are appointed by the Council. The Audit and Risk Management Committee shall consist of five (5) members:

- three (3) Councillors; and
- two (2) external Independent Members being an Independent Chairperson and a 2<sup>nd</sup> Independent Member.

Independent Members of the Audit and Risk Management Committee shall have senior executive experience and knowledge in areas including corporate governance, internal control and risk management, financial management, budgeting and reporting, operational and business management. They will also have experience in the role and functions of audit committees and an understanding of the regulatory and operational setting of Regional Councils.

### **Term of Appointment and Termination of Committee Members**

- Appointments of external independent members to the Audit and Risk Management Committee shall be for a term of up to four years and no less than 2 years. The appointment may be terminated by the Council should the member miss two (2) consecutive meetings without an accepted apology, unable to be contacted when organizing a meeting or for any other cause reasonably considered by Council.
- Appointments of Councillors shall be for a term of two years or until the end of the term of the Council, whichever is the lesser. Committee members cease being a member of the committee if they are no longer an elected member of the Council. The appointment may be terminated by the Council should the member miss two (2) consecutive meetings without an accepted apology or for any other cause reasonably considered by Council.

### **Authority**

The Council authorises the Audit and Risk Management Committee, within the scope of its role and responsibilities, through the Chairperson, to:

- seek any information it requires from any employee of the Regional Council or external third party (subject to any legal obligations to protect information);
- discuss any matters with the external auditor, or other external parties (subject to confidentiality considerations);

- request the attendance of any employees, including the Chief Executive Officer, at Audit Committee meetings; and
- obtain external legal or other independent professional advice with the agreement of the Chief Executive Officer.

The Committee is directly responsible and accountable to the Council for the exercise of its responsibilities. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for management of Council rests with the Chief Executive Officer.

The Committee can perform or instigate investigations on Council's request.

### **Specific Roles and Responsibilities**

Without prescribing the work and priorities of the Audit and Risk Management Committee (which will need to be determined having regard to the particular circumstances relevant to the Council), the committee will give consideration to reviewing and assessing the following matters:

#### ***Risk Management***

- whether management has in place a current and comprehensive enterprise risk management framework and associated procedures for effective identification and management of the entity's business and financial risks, including fraud;
- whether a sound and effective approach has been followed in managing major risks including those associated with individual projects, program implementation, and activities;
- the impact of the Council's enterprise risk management framework on its control environment;
- whether a sound and effective approach has been followed in establishing business continuity planning arrangements, including whether business continuity and disaster recovery plans have been periodically updated and tested;
- the process of developing and implementing fraud control arrangements and whether appropriate processes and systems are in place to detect, capture and effectively respond to fraud-related information.

#### ***Internal Control***

- whether management's approach to maintaining an effective internal control framework, including over external parties such as contractors and advisers, is sound and effective;
- the adequacy of strategic and operational planning, its integration with risk management practices and the means by which performance against plans is monitored and assessed;
- whether management has in place relevant policies and procedures, including Chief Executive's Instructions or their equivalent, and that these are periodically reviewed and updated;

- whether the appropriate processes are in place to assess whether key policies and procedures (including delegations) are complied with;
- how management identifies any required changes to the design or implementation of key internal controls; and
- whether management has taken steps to embed a culture that promotes the proper use of resources and is committed to ethical and lawful behaviour.

#### *Financial Management and Reporting*

- the adequacy of key internal controls and that the financial statements are supported by appropriate management sign-off;
- the quality and clarity of the financial statements, explanations and disclosures, and provide advice to the Chief Executive (including whether appropriate action has been taken in response to audit recommendations and adjustments);
- the processes in place designed to ensure that financial information included in annual report is consistent with the signed financial statements;
- the consistency of, and any changes to, accounting policies;
- the methods used to account for significant or unusual transactions where different approaches are possible; and
- whether the Council has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor.

#### *Legislative and Policy Compliance*

- the effectiveness of the system for monitoring compliance with relevant laws, regulations and associated government policies that the Council must comply with;
- whether management has appropriately considered legal and compliance risks as part of the entity's enterprise risk management plan;
- review the process for building the capacity of Council to manage misconduct risk and its management strategies to enhance resistance to misconduct while at the same time improving Council performance and integrity;
- whether there are adequate systems and practices to achieve compliance with Funding Agreements, Service Level Agreements or any other agreements with any funding bodies or agencies;

#### *Internal and External Audit*

- act as a forum for communication between the Council, senior management and internal and external audit;
- review the proposed internal audit coverage, ensure the coverage is aligned with key risks, and recommend approval of the Annual Work Plan by the Chief Executive;
- advise the Chief Executive on the adequacy of internal audit resources to carry out its responsibilities, including completion of the approved internal audit work plan;
- review all audit reports and provide advice to the Council and Chief Executive on significant issues identified in audit reports and action to be taken on issues raised, including identification and dissemination of good practice;
- monitor management's implementation of audit recommendations;

- periodically review the internal audit charter and internal audit performance to ensure appropriate authority, access and reporting arrangements are in place;
- provide input and feedback on financial statement and performance audit coverage proposed by external audit, and provide feedback on the audit services provided; and
- provide advice to the Chief Executive on action to be taken on significant issues raised in relevant audit reports.

### Provision of Information

The CEO will advise the committee in the event of the following:

- any material deviations from the key financial or operational plans of the Council;
- any significant change in risks to the financial or operational capacity of the Council;
- any identified significant weakness in the Council's internal control systems;
- any material adverse financial or operational event; and
- any changes to key financial management and operating systems.

The Audit and Risk Management Committee will be provided with all Council meeting agenda, business papers and minutes and with copies of any changes to Council policies.

### Meetings

A meeting of the Audit and Risk Management Committee can be called at the request of any two members of the Committee or by the Chair.

The Audit and Risk Management Committee will hold meetings at least three times in a year.

Meetings can be held in person, by telephone, or by video conference and be chaired by the Independent Chairperson. Should the Independent Chairperson not be in attendance then the meeting will be chaired by the 2<sup>nd</sup> Independent Member.

Only members of Audit and Risk Management Committee are entitled to vote in Audit 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.

The Chief Executive Officer, the Director responsible for corporate governance matters and the Finance Manager shall be invited to attend each meeting, unless specifically requested not to do so by the chairperson of the Committee.

### Quorum

A quorum for the Audit and Risk Management Committee is three members and must include at least 1 Independent Member.

### *Proxies*

In order to ensure continuity and a useful level of knowledge and experience, Audit and Risk Management Committee members are not permitted to send proxies to the meeting.

### *Administrative Support*

The Chief Executive Officer will appoint a Secretary to provide administrative support to the Audit and Risk Management Committee.

### *Reporting*

Following each meeting of the Audit and Risk Management Committee, a report from the Chairman, including the minutes of the meeting, will be presented to the Council providing information on the meeting and its outcomes.

The Chairperson of the Audit and Risk Management Committee shall prepare and provide an annual report on its operations to the Council.

### *Conflict of Interest*

In accordance with Section 74(1) of the Local Government Act, Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.

Where members or invitees at Committee meetings are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict of interest exists.

### *Meeting Sitting Fee*

The Independent Members of the Audit and Risk Management Committee will be remunerated by agreement with the CEO.

Appropriate travel allowances will be paid to Members.

On attendance, each eligible Councillor who is an Audit and Risk Management Committee Member will be paid extra meeting allowance for that meeting.

### *Committee Performance and Review*

The Committee will review its performance on an annual basis and report to Council.

The review may be conducted as a self-assessment, and will be coordinated by the Chairperson. The assessment may also seek input from other parties.

The review will also include a review of the Terms of Reference for the Audit and Risk Management Committee.

New members will receive relevant information and briefings on their appointment to assist them to meet their Committee responsibilities.

### *Legislation referenced in the Terms of Reference*

*Local Government Act*

*Local Government (Accounting) Regulations*