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#### 9.4 ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE

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**File No:** CM/08/003

**Attachments:** 1. Draft Audit and Risk Committee Revised Charter

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#### SUMMARY

The *Local Government Act 2020* (the Act) requires councils to establish an Audit and Risk Committee (The Committee) by 1 September 2020. Whilst Council currently has an The Committee, it is necessary to reconstitute the Committee in order to comply with the Act. Accordingly, the current Audit Committee Charter has been reviewed to ensure that the functions of the Committee as set out in the Draft Charter, reflect requirements of the Act. The Draft Charter is an update of the existing Charter (Attachment 1) which Council adopted in December 2019 in anticipation of the additional responsibilities set out in sections 53 and 54 of the Act.

The key changes from the current Charter to the Draft Charter are set out in the body of this report. The Draft Audit and Risk Committee Charter has been reviewed by members of the Committee prior to recommendation to Council for adoption. As the Act requires Council to establish the Committee, this report also recommends that the external members who are currently serving on the Committee be retained under their existing appointments arrangements.

#### RECOMMENDATION

**THAT** Council:

1. Adopt the Audit and Risk Committee Charter as set out in Attachment 1.
2. Confirm the ongoing appointment of existing external Audit and Risk Committee members in accordance with their current appointment arrangements.
3. Review the Audit and Risk Committee Charter within twelve months.

#### BACKGROUND

Council initially established an Audit Committee in December 2005. The Committee Charter was last reviewed and adopted by Council at its Ordinary Meeting held on 16 December 2019.

Section 53 of the *Local Government Act 2020* requires Councils to establish an Audit and Risk Committee. Effectively this necessitates the reconstitution of Council's Committee and an update to the Committee Charter to ensure that all the functions and responsibilities of the Committee are captured within the Charter. As the Act requires Council to establish the Committee it will be necessary to confirm the appointment of existing external members on the newly established Committee.

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ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE (CONT.)

## DISCUSSION

The Local Government Act 2020 officially establishes the name and function of council audit and risk committees. The current Charter was drafted with the knowledge that further changes would be required once the Act was in force.

In compliance with The Act, a Charter should include the following functions and responsibilities:

- monitor the compliance of Council policies and procedures with the overarching governance principles; and this Act and the regulations and any Ministerial directions;
- monitor Council financial and performance reporting;
- monitor and provide advice on risk management and fraud prevention systems and controls;
- oversee internal and external audit functions.

It should also include the following functions and responsibilities of the Audit and Risk Committee. The Committee must:

- undertake an annual assessment of its performance against the Audit and Risk Committee Charter; and
- provide a copy of the annual assessment to the Chief Executive Officer for tabling at the next Council meeting.
- prepare a biannual audit and risk report that describes the activities of the Audit and Risk Committee and includes its findings and recommendations; and
- provide a copy of the biannual audit and risk report to the Chief Executive Officer for tabling at the next Council meeting.
- adopt an annual work program.

The Chief Executive Officer will continue to ensure the preparation and maintenance of agendas, minutes and reports of the Audit and Risk Committee and table reports and annual assessments at Council meetings when required by this Act and when requested by the chairperson of the Audit and Risk Committee.

A review of the Charter has been carried out to ensure inclusion of these functions and responsibilities in compliance with the Act and to streamline the layout and the content. The key changes included in the Draft Charter are set out below:

### 1. Purpose

The structure of the purpose statement has changed however the responsibilities of the Committee remain the same. A sentence has been added to highlight that “The Committee has no executive authority and no delegated financial responsibilities and is therefore independent of management.

## ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE (CONT.)

## 2. Authority

The only change is that current wording regarding obtaining external advice has been changed from “Obtain external legal or other professional advice, as considered necessary” to “Retain independent counsel of relevant independent experts where it considers that this is necessary in order to execute its duties, subject to prior agreement with the Chief Executive Officer”

## 3. Membership and Tenure

Former section 7 “Responsibilities of Members” remains unchanged however it has been added as 3.1 under Section 3 to group the Membership and Tenure and Responsibilities in one section. Wording for Membership and Tenure has been simplified and made easier to read. Additional points have been added to cover matters regarding a quorum, appointment of the Chair by Council and exclusion of Council staff from being members of the Committee.

## 4. Meetings

Meetings and Meeting Procedure items have been merged to cover the key points under one heading. Wording has been simplified and made easier to read.

## 5. Reporting to Council

This section remains unchanged

## 6. Role of the Audit and Risk Committee

6.1 – Financial reporting – unchanged except for the inclusion of item f)  
*“Periodically monitor status and content of Performance Statement.”*

6.2 – Systems of Internal Control – slight rewording and inclusion of item d)  
*“Review policies and procedures in place for the setting and implementation of delegations of authority”.*

6.3 – Risk Management - unchanged except for change to item a) to **annual** review of risk management framework rather than **bi-annual** and deletion of item on cyber security (this will be picked up in the business risks under item c).

6.4 – Fraud Prevention and Awareness – unchanged

6.5 – Internal Audit – unchanged except for the inclusion of item a) *“Establish and review periodically an Internal Audit Charter that provides an appropriate functional and organizational framework within which Council’s internal audit function operates.”*

6.6 – External Audit – unchanged

6.7 Compliance Management – unchanged except for the inclusion of item a)  
*Monitor the compliance of Council policies and procedures relating to:*

## ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE (CONT.)

- *Council's overarching governance principles; and*
- *the Local Government Act 2020 and associated regulations and any relevant Ministerial directions*".

6.8 Reporting to Council – updated to include biannual report to Council by the Committee on Committee Activities (item b).

6.9 Annual Work Plan – New Section

*"On an annual basis the Committee will develop and adopt a Work Plan (Program) that outlines how it intends to fulfil its requirements under this Charter"*.

## 7. Performance Evaluation

An additional point added requiring a copy of the results of the evaluation assessment to be provided to the CEO and tabled at the following Council meeting.

## 8. Conflicts of Interest and Personal Interest Returns

An additional point added requiring all members of the Committee to comply with Conflict of Interest requirements.

## 9. Review of the Charter

Unchanged. It is recommended that the Charter be reviewed again in 1 year to ensure that it aligns with industry best practice given all councils are in the process of establishing their Audit and Risk Committees by 1 September 2020.

## **Current Membership Continuity**

Council has been operating a Risk Committee since 2005. This committee has played an important role in providing independent and expert advice to Council on matters of risk, financial performance, audit, compliance, fraud and governance. The Act requires that the Committee be established. As this is the case, current independent committee members effectively cease to be members of the former committee and therefore need to be appointed as the initial independent members of the newly established Committee. As that is the case, it is recommended that the current members continue to serve their terms of office in line with their current appointment arrangements as members of the newly established Committee.

## **CONSULTATION**

The Draft Charter was tabled at the May 2020 Audit Committee meeting and was endorsed for presentation to Council for adoption.

## **FINANCIAL, RESOURCE AND ASSET MANAGEMENT IMPLICATIONS**

The expenditure related to the Audit & Risk Committee and the Audit functions are provided within Council's operational budget.

ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE (CONT.)

## POLICY AND LEGISLATIVE IMPLICATIONS

The Audit & Risk Committee operates in accordance with the provisions of the *Local Government Act 2020* and Council's Audit Charter. The Committee's Charter aligns with the Council Plan strategic objective of Sound Financial and Organisational Management.

## RISK IMPLICATIONS

Risk Ranking is determined using [ROHS201-G1- Corporate Risk Matrix](#). Risk is identified as Low, Medium, High or Very High.

Risk	Risk Ranking	Proposed Treatments	Within Existing Resources?
Not updating the Charter to align with the Local Government Act 2020	Low	Update the Charter to align with the new provisions of the Act relating to Audit and Risk Committees.	Yes

## SUSTAINABILITY IMPLICATIONS (SOCIAL AND ENVIRONMENTAL)

There are no sustainability implications related to the matters covered in this report.

## CHARTER OF HUMAN RIGHTS IMPLICATIONS

The rights protected in the *Charter of Human Rights and Responsibilities Act 2006* were considered in preparing this report and it's determined that the subject matter does not raise any human rights issues.

## CHILDREN AND YOUNG PEOPLE IMPLICATIONS

There are no implications for Children and Young People from the recommendations of this reports.

## OFFICER DECLARATION OF CONFLICT OF INTEREST

No officers involved in the preparation of this report have any direct or indirect interest in this matter.

## CONCLUSION

The Draft Audit Committee Charter has been revised to ensure compliance with the Act. The Charter has also been streamlined for ease of reading and clarify of functions and responsibilities of Committee. Section 53 of the Act requires councils to establish an Audit and Risk Committee. Council's current Committee will effectively cease and be reestablished in compliance with the Act. Current members will serve their terms of office in line with their appointments which now be as members of the newly established the Committee. The Risk and Audit Committee Charter will again be reviewed with 12 months to ensure that it aligns with best practice within the local government sector.

ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE (CONT.)

# **MITCHELL SHIRE COUNCIL**

## **Council Meeting Attachment**

### **GOVERNANCE AND CORPORATE PERFORMANCE**

**22 JUNE 2020**

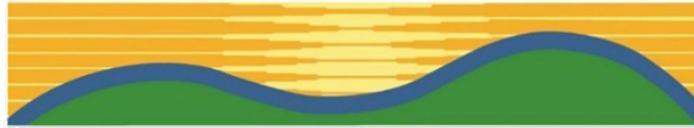
**9.4**

#### **ESTABLISHMENT OF AN AUDIT AND RISK COMMITTEE**

**Attachment No: 1**

**Draft Audit and Risk Committee Revised  
Charter**

**MITCHELL SHIRE COUNCIL**



# Audit and Risk Committee Charter

**Approved by Council:** 22 June 2020

**Reviewed by Audit & Risk Committee** 21 May 2020

**Directorate responsible** Governance and Corporate Performance

**Review Date:** June 2022

<https://mitchellshire.sharepoint.com/sites/AuditCommittee/Shared Documents/General/Resources/Audit & Risk Committee Charter.docx>  
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### 1. Purpose

Council has established an independent Audit & Risk Committee (Committee) pursuant to section 53 of the *Local Government Act 2020 (the Act)*, which supports Council in discharging its oversight responsibilities related to financial reporting, risk management, maintenance of sound systems of internal control, assurance activities including internal and external audit and Council's performance with regard to legislative and regulatory compliance and its Codes of Conduct. It acts in this capacity by monitoring, reviewing and advising on issues within its scope of responsibility.

The Committee has no executive authority and no delegated financial responsibilities and is therefore independent of management.

### 2. Authority

The Committee is directly responsible to Council for discharging its responsibilities as set out in this Charter. The Committee has no delegated authority from Council unless specifically provided by Council from time to time and any such authority shall be temporary and may only relate to specific matters as directed by Council.

The Committee is empowered to:

- Resolve any disagreements between management and the external auditor on financial reporting issues;
- Retain independent counsel of relevant independent experts where it considers that is necessary in order to execute its duties, subject to prior agreement with the Chief Executive Officer;
- Seek any information it requires from Councillors, Council staff (including senior management, all of whom are directed to co-operate with the Committee's requests) and external parties;
- Meet with Council staff, internal and external auditors, or outside counsel, as necessary.

The Committee will, through the Chief Executive Officer, have access to appropriate management support to enable it to discharge its responsibilities effectively.

### 3. Membership and Tenure

The Committee will consist of five members appointed by Council, three of whom must be independent members. Details of membership and tenure are set out below:

- A quorum shall comprise one Councillor member and two independent members;
- The Chair of the Committee must be an independent member;
- Council will appoint the Chair of the Committee;
- Councillor members will be appointed by Council annually;
- The Mayor or Deputy Mayor of the day can act as an alternate Councillor member should an appointed Councillor member not be able to attend a Committee meeting;



- Expiry of independent member terms shall be staggered so that not more than two members' terms conclude concurrently, ensuring as far as possible that knowledge of Council's operations is not lost when there is a change of membership;
- Independent members may be appointed for up to a three-year term and, subject to a review of performance and independence and Council approval, a maximum of three consecutive terms;
- Collectively, independent members of the Committee must have expertise in financial management, risk and experience in public sector management;
- Council staff are prohibited from being members of the Committee; and
- Remuneration will be paid to each independent member and the level of remuneration is reviewed by Council annually (Payable from October)

### **3.1 Responsibilities of Members**

Members of the Committee are expected to understand and observe the requirements of the governing legislation. Members are also expected to:

- a. Contribute the time needed to review and understand the papers provided;
- b. Apply good analytical skills, objectivity and good judgment;
- c. Express opinions, frankly, ask questions that go to the fundamental core of the issue and pursue further follow up where appropriate, and
- d. At all times treat other members and attendees of the Committee with the appropriate level of respect and professional courtesy.

## **4. Meetings**

- The Committee will meet as it determines in order to discharge its responsibilities as set out in this Charter, but generally it is expected that the Committee will meet at least four times per annum;
- A schedule of meetings will be developed annually and agreed by members;
- All Committee members are expected to attend each meeting. Virtual attendance is acceptable (only through virtual meeting software approved by Council);
- The Committee will invite members of the management team, the internal and external auditors and others as appropriate to attend meetings. The Chief Executive Officer, Director Governance and Corporate Performance, Manager Finance & Assets and Manager Governance and Corporate Accountability and Risk & OHS Coordinator will attend all meetings, except for confidential matters. The Director of Governance and Corporate Performance has responsibility to provide Secretarial services.
- The Committee may meet with the internal and/or external auditors in the absence of management from time to time;
- Meeting agendas and appropriate briefing materials will be provided to members at least one week before each meeting; and
- Minutes will be prepared for all meetings.



## 5. Reporting to Council

- Following each meeting of the Committee, the meeting Minutes will be presented to Council providing information on the meeting and its outcomes. Committee minutes will be designated confidential. The Committee will also provide reports on its operations to Council in conformance with the requirements of the governing legislation;
- The Committee Chair may seek a private meeting with Council at any time should they feel there is a particular issue within the roles and responsibilities of the Committee that warrants the particular attention of the Council.

## 6. Role of the Audit & Risk Committee

The Committee will carry out the following responsibilities:

### 6.1 *Financial and Performance Reporting*

- a) At least annually review significant accounting and external reporting issues, including complex or unusual transactions, transactions and balances in areas where judgement is required, changes to accounting policies, recent accounting, professional and regulatory pronouncements and legislative changes, and understand their effect on the annual financial report and the audit thereof;
- b) Review the annual financial report and performance statement and consider whether they are complete, consistent with information known to Committee members, reflect appropriate accounting treatments and adequately disclose Council's position;
- c) Review with management and the external auditors the results of the audit of the annual financial report and performance statement, including any difficulties encountered by the external auditors;
- d) Recommend the adoption of the annual financial report and performance statement to Council;
- e) Review the appropriateness of the format and content of periodic management financial reports to Council as required; and
- f) Periodically monitor the status and content of the Performance Statement.
- g) Review Annual Local Government Performance Reporting Framework Update

### 6.2 *Systems of Internal control*

- a) Review the adequacy and effectiveness of systems and controls for providing a sound internal control framework;
- b) Determine whether systems and controls are reviewed regularly and updated where required;
- c) Ensure that a programme is in place to test, at least annually, compliance with systems and controls; and
- d) Review policies and procedures in place for the setting and implementation of delegations of authority.
- e) Good Governance Report and Checklist.



**6.3 Risk management**

- a) Review annually Council's risk management framework;
- b) Review management's assessment of Council's risk profile;
- c) Review Council's programme of assessment of business risks and treatment plans;
- d) Review the insurance programme annually prior to renewal; and
- e) Review the approach to business continuity planning arrangements, including whether business continuity and disaster recovery plans have been regularly updated and tested.

**6.4 Fraud Prevention and Awareness:**

- a) Review Council's Fraud Prevention policies and procedures (Fraud Control Policy & Procedure), including fraud awareness programs; and
- b) Receive reports from Management about actual or suspected instances of fraud or corruption within Council.

**6.5 Internal audit**

- a) Establish and review periodically an Internal Audit Charter that provides an appropriate functional and organisational framework within which Council's internal audit function operates;
- b) Review and approve the three-year strategic internal audit plan, the annual internal audit plan and any significant changes to them;
- c) Review and approve proposed scopes for each review in the annual internal audit plan;
- d) Review reports on internal audit reviews;
- e) Monitor action by management on internal audit findings and recommendations;
- f) Meet with the leader of the team delivering the internal audit plan at least annually in the absence of management;
- g) Review the effectiveness of the internal audit function and ensure that it has appropriate authority with Council and has no unjustified limitations on its work;
- h) Ensure that the Committee is aware of any proposed changes to the appointment of the internal audit service provider, and is appropriately briefed on the need for change, including any proposed changes in the specification of the internal audit function; and
- i) Recommend to Council, if necessary, the termination of the internal audit contractor.

**6.6 External audit**

- a) Annually review the external audit scope and plan proposed by the external auditor;
- b) Discuss with the external auditor any audit issues encountered in the normal course of audit work, including any restriction on scope or access to information;
- c) Ensure that significant findings and recommendations made by the external auditor, and management's responses to them, are appropriate and are acted upon in a timely manner;
- d) Review the effectiveness of the external audit function and ensure that the Victorian Auditor General's Office (VAGO) is aware of the Committee's views;
- e) Consider the findings and recommendations of any relevant performance audits undertaken by VAGO and monitor implementation of the recommendations by Council; and



- f) Meet with the external auditor at least annually in the absence of management.

#### **6.7 Compliance Management**

- a) Monitor the compliance of Council policies and procedures relating to:
- Council's overarching governance principles; and
  - the *Local Government Act 2020* and associated regulations and any relevant Ministerial directions;
- b) Review the systems and processes implemented by Council for monitoring compliance with legislation and regulations and the results of management's follow up of any instances of non-compliance;
- c) Review the processes for communicating the Councillor Code of Conduct to Council and the Staff Code of Conduct to all Council employees and contractors and for monitoring compliance with the Codes;
- d) Obtain regular briefings on any significant compliance matters; and
- e) Receive reports from management on the findings of any examinations by regulatory or integrity agencies (whether related to investigations at Council or other agencies), such as the Local Government Inspectorate, the Ombudsman, IBAC, etc. and monitor Council's responses.

#### **6.8 Reporting to Council**

- a) Minutes of Committee meetings will be provided to Council at the first available Council meeting following each Committee meeting;
- b) The Committee will prepare a biannual Audit and Risk report on Committee activities for Council, including any relevant findings and recommendations. A copy of this report is to be provided to the Chief Executive Officer for tabling at the next Ordinary Council meeting following its completion; and
- c) In addition, the Committee will prepare an annual summary of the Committee's activities for inclusion in Council's Annual Report setting out how the Committee has discharged its responsibilities as outlined in its Charter.

#### **6.9 Annual Work Plan**

On an annual basis the Committee will develop and adopt a Work Plan (Program) that outlines how it intends to fulfil its requirements under this Charter.

### **7. Performance Evaluation**

The Committee shall undertake a process to evaluate its performance annually and report the outcomes of the evaluation process to Council.

A copy of the results of this assessment are to be provided to the Chief Executive Officer for tabling at the next Ordinary Council meeting following the completion of the assessment.

### **8. Conflicts of Interest and Personal Interest Returns**

In accordance with Division 2 of Part 6 of *the Act*, all members of the Committee are required to comply with Conflict of Interest requirements.



Pursuant to Division 3 of Part 6 – Personal Interest Returns of *the Act*, Council also requires independent Committee members complete Personal Interest Returns.

**9. Review of Charter**

The Committee will review and assess the adequacy of the Charter every two years or earlier if necessary and submit requests for revisions and improvements to Council for approval

