



**CORANGAMITE
SHIRE**

Audit and Risk Committee Charter

Corangamite Shire
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Contents

1. Purpose.....	3
2. Authority	3
3. Definitions	4
4. Membership and Tenure.....	4
5. Meetings.....	5
6. Functions and Responsibilities	5
Financial and Performance Reporting.....	5
Internal Control Environment.....	6
Risk Management.....	6
Fraud Prevention Systems and Controls.....	6
Internal Audit	7
External Audit.....	7
Compliance Management.....	7
7. Work Plan and Internal Control Framework Review Plan.....	8
8. Reporting to Council.....	8
9. Performance Evaluation	8
10. Committee Member Regulatory Obligations	8
11. Review of Charter	8
12. Appendix A	9

1. Purpose

The Corangamite Shire Council has established an Audit & Risk Committee (the Committee) pursuant to Section 53 of the *Local Government Act 2020* (the Act) to support Council in discharging its oversight responsibilities related to financial and performance reporting, risk management, fraud prevention systems and control, maintenance of a sound internal control environment, assurance activities including internal and external audit and Council's performance with regard to compliance with its policies and legislative and regulatory requirements. The Committee acts in this capacity by monitoring, reviewing, endorsing and advising on the above matters as set out in this Charter. This Charter has been developed in accordance with Section 54 of the Act.

The appointment of independent members to the Committee as outlined in this Charter enables the Committee to provide advice to Council on matters related to its responsibilities based on broader skills and experience than might otherwise be the case and in so doing bring additional benefits to Council.

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 has the authority to:

- Endorse key documents and reports that must be approved by Council, including annual financial reports, annual performance statements, new or revised policies and other documents that assist in maintaining a strong internal control environment;
- Approve internal and external audit plans (subject to annual budget allocations), including internal audit plans with an outlook of greater than one year;
- Provide advice and make recommendations to Council on matters within its areas of responsibility;
- Retain counsel of relevant independent, professional experts where it considers that is necessary in order to execute its functions and responsibilities, as detailed in this Charter, subject to prior agreement with the Chief Executive Officer;
- Seek any relevant information or advice it requires from Council, Council Officers (who are expected to co-operate with the Committee's requests) and external parties, including independent legal or professional advice;
- Meet with Council officers, internal and external auditors and other parties as required to discharge its responsibilities.

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

3. Definitions

Audit and Risk Committee means the Audit and Risk Committee established by a Council under section 53 of the Act.

4. Membership and Tenure

The Committee will consist of five members appointed by Council, three of whom must be independent members. Council employees cannot be members of the Committee. Details of membership and tenure are set out below:

Independent Members

- 4.1 Independent members will be appointed for three year terms and may serve a maximum of three terms only, that is 9 years;
- 4.2 Initial appointment by Council will be through a publicly advertised expression of interest process.
- 4.3 Independent members may be reappointed by Council without advertisement for an additional three-year term subject to satisfactory performance. Independent members should advise the Chief Executive three months prior to the expiration of their first term they are seeking re-appointment.
- 4.4 Independent members must collectively have expertise in financial management and reporting and risk management and also experience in public sector management;
- 4.5 Independent members terms of appointment will be set so that as far as possible only one member retires at a time in order to minimise the loss of knowledge of Council's business that may occur on change of membership;
- 4.6 In the event of a casual vacancy arising Council will appoint a replacement within three months. The casual vacancy appointment shall be for the remainder of the term. An expression of interest process is not required to fill the casual vacancy. The Chief Executive Officer will make recommendation to Council on an appointment in consultation with remaining Committee members.

Remuneration

- 4.7 Remuneration in the form of a fee will be paid to independent members for meetings attended.
- 4.8 The fee amount must be determined by Council resolution and within six months of each general election;
- 4.9 The fee will be paid in arrears within 30 days of meeting attendance;
- 4.10 Where requested by Council or management to attend other meetings in their capacity as an independent member of Council's Audit and Risk Committee they shall be entitled an equivalent fee described in 4.8 above; and
- 4.11 Councillors are not entitled to be paid a fee for their membership of the Committee.

Councillor Members

- 4.12 Councillor members will be appointed to the Committee by Council annually; and
- 4.13 Should an appointed Councillor member not be able to attend a Committee meeting, an alternate Councillor is able to attend to act in such circumstances, either on a meeting by meeting basis or for the entire year;

Councillors Generally (Non-Members)

- 4.14 Councillors not appointed members of the Committee are entitled to attend in a non-voting capacity, that is, as an observer.

Chairperson

- 4.15 The Chairperson of the Committee must be an independent member;
- 4.16 The Chairperson is to be determined by the Committee in December annually; and
- 4.17 If the Chairperson is unable to attend a meeting, the members in attendance at the meeting will appoint a Chairperson for that meeting from among the attending members;

Quorum for Meetings

- 4.18 A quorum shall comprise at least one Councillor member and at least two independent members.

5. Meetings

The Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require;

- 5.1 A schedule of meetings will be developed annually and agreed by members, including the date, time and location of each meeting;
- 5.2 All Committee members are expected to attend each meeting. Attendance in person is preferable, however members can attend through electronic means;
- 5.3 The Committee will invite members of Council's management team, the internal and external auditors and other officers as appropriate to attend meetings. The Chief Executive Officer and the Director Corporate and Community Services and Manager Finance will attend all meetings, except for confidential matters as appropriate;
- 5.4 Committee members and the internal and external auditors can request the Chairperson to convene additional meetings if they feel that is justified to address unexpected matters that may have arisen;
- 5.5 Meeting agendas and appropriate briefing materials will be provided to members at least one week before each meeting;
- 5.6 At every meeting Committee members must have the opportunity to meet with or without internal or external auditors present in the absence of Council officers being present; and
- 5.7 Minutes will be prepared for all meetings.

6. Functions and Responsibilities

The Committee's functions and responsibilities, as described by section 54(2) of the Act, are to:

- 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; and
- Oversee internal and external audit functions.

The Committee will carry out these functions and responsibilities as described below.

Financial and Performance Reporting

- 6.1 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;
- 6.2 At least annually review changes to the Local Government Performance Reporting Framework and understand the impact of those changes on Council's performance indicators;
 - 6.3 Review the annual financial report and annual performance statement and consider whether they are complete, consistent with information known to Committee members, reflect appropriate accounting treatments and adequately disclose Council's financial performance and position;
 - 6.4 Review with management and the external auditors the results of the audit, including any difficulties encountered by the auditors and how they were resolved;
 - 6.5 Recommend the adoption of the annual financial report and annual performance statement to Council; and
 - 6.6 Review the appropriateness of the format and content of periodic management financial reports and performance statements to Council as required.

Internal Control Environment

- 6.7 Review the adequacy and effectiveness of key policies, systems and controls for providing a sound internal control environment. This should be done on a rotational basis over a three to four year period and reflected in the Committee's Annual Work Plan and Internal Control Framework Review Plan - refer Part 8 below for further detail.
- 6.8 Determine whether systems and controls are reviewed regularly and updated where required;
- 6.9 Monitor significant changes to systems and controls to assess whether those changes significantly impact Council's risk profile;
- 6.10 Ensure that a programme is in place to test compliance with systems and controls; and
- 6.11 Assess whether the control environment is consistent with Council's Governance Principles.

Risk Management

- 6.12 Review biennially Council's risk management framework;
- 6.13 Review Council's risk appetite statement within the first year of a new Council and the degree of alignment with Council's risk profile;
- 6.14 Review Council's strategic risk profile biannually and the changes occurring in the profile;
- 6.15 Review Council's treatment plans for strategic risks, including the timeliness of mitigating actions and progress against those plans;
- 6.16 Review the insurance programme annually; and
- 6.17 Review the approach to business continuity planning arrangements, including whether business continuity and disaster recovery plans have been regularly updated and tested.

Fraud Prevention Systems and Controls

- 6.18 Review Council's Fraud Prevention policies and controls, including the Fraud Control Plan and fraud awareness programmes at least very two years;
- 6.19 Receive reports from management about actual or suspected instances of fraud or corruption including analysis of the underlying control failures and action taken to address each event; and
- 6.20 Review reports by management about the actions taken by Council to report such matters to the appropriate integrity bodies.

Internal Audit

- 6.21 Annually review and approve a strategic internal audit plan (that covers a period of at least three years), the annual internal audit plan and any significant changes to them;
- 6.22 Review progress on delivery of annual internal audit plan;
- 6.23 Review and approve proposed scopes for each review in the annual internal audit plan;
- 6.24 Review reports on internal audit reviews, including recommendations for improvement arising from those reviews;
- 6.25 Meet with the leader of the internal audit function at least annually in the absence of management;
- 6.26 Monitor action by management on internal audit findings and recommendations;
- 6.27 Review the effectiveness of the internal audit function and ensure that it has appropriate authority within Council and has no unjustified limitations on its work;
- 6.28 Ensure that the Committee is aware of and appropriately represented with regard to any proposed changes to the appointment of the internal audit service provider, including being appropriately briefed on the need for any proposed change; and
- 6.29 Recommend to Council, if necessary, the termination of the internal audit contractor.

External Audit

- 6.30 Annually review and approve the external audit scope and plan proposed by the external auditor;
- 6.31 Discuss with the external auditor any audit issues encountered in the normal course of audit work, including any restriction on scope of work or access to information;
- 6.32 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;
- 6.33 Ensure management 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;
- 6.34 Consider the findings and recommendations of any relevant performance audits undertaken by VAGO and monitor Council's responses to them; and
- 6.35 Meet with the external auditor at least annually in the absence of management.

Compliance Management

- 6.36 Determine and review the systems and processes implemented by Council for monitoring compliance with relevant legislation and regulations and the results of management's follow up of any instances of non-compliance;
- 6.37 Obtain briefings on any significant compliance matters; and
- 6.38 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 Ombudsman, the Independent Broad-based Anti-corruption Commission, Victoria Government Inspectorate, etc. and monitor Council's responses.

7. Work Plan and Internal Control Framework Review Plan

- 7.1 The Committee must adopt and maintain an annual Work Plan and four year Internal Control Framework Review Plan to assist the Committee to discharge its Functions and Responsibilities described in this Charter.
- 7.2 The annual Work Plan and four year Internal Control Framework Review Plan must be adopted and reviewed in December annually by the Committee and have regard to the requirements of the *Local Government Act 2020*, its *Regulations* and other best practices material and guidelines published from time-to-time by the Minister for Local Government or Local Government Victoria.

8. Reporting to Council

- 8.1 Minutes of Committee meetings will be provided to Council at the first available opportunity after clearance by the Committee Chairperson following each Committee meeting; and
- 8.2 The Chairperson will prepare a report to Council through the Chief Executive Officer on the Committee's activities twice per annum. One of these reports will be prepared after the meeting at which the annual financial report and the annual performance statement have been considered and recommended to Council for adoption, such report indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year.
- 8.3 Committee members will attend Council briefings as requested.

9. Performance Evaluation

The Committee shall undertake a process to evaluate its performance annually and report the outcomes of the evaluation process to Council through the Chief Executive Officer, including recommendations for any opportunities for improvement. The evaluation will include feedback from both Committee members and senior officers who have regular interactions with the Committee.

10. Committee Member Regulatory Obligations

Committee members are expected to be aware of their obligations under Section 53 of the Act. These obligations relate to misuse of position as a member of the Committee (Section 123), confidential information (Section 125) and conflict of interest (Sections 126 to 131). Details about these obligations are included in Appendix A to this Charter.

11. Review of Charter

The Committee shall review and assess the adequacy of the Charter every two years or earlier if necessary and submit requests to Council through the Chief Executive Officer for revisions and improvements for approval.

It is considered that this Charter does not impact negatively on any rights identified in the Charter of Human Rights Act (2006).

12. Appendix A

Committee Member Regulatory Obligations

Guidance to Members

LGA Section	LGA Requirement
Misuse of Position	
123(1)	A Committee member must not intentionally misuse their position to: <ul style="list-style-type: none"> a) Gain or attempt to gain, directly or indirectly, an advantage for themselves or for any other person; or b) Cause, or attempt to cause, detriment to the Council or another person
123(3)	Circumstances involving misuse of a position by a member of the Committee include: <ul style="list-style-type: none"> a) Making improper use of information acquired as a result of being a member of the Committee; or b) Disclosing information that is confidential information; or c) Directing or improperly influencing, or seeking to direct or improperly influence, a member of Council staff; or d) Exercising or performing, or purporting to exercise or perform, a power, duty or function that the person is not authorised to exercise or perform; or e) Using public funds or resources in a manner that is improper or unauthorised; or f) Participating in a decision on a matter in which the member has a conflict of interest.
Confidential Information	
125	A member of the Committee must not intentionally or recklessly disclose information that the member knows, or should reasonably know, is confidential information. There are some exemptions to this requirement, the key one being that if the information disclosed by the member has been determined by Council to be publicly available.
Conflicts of Interest	
126	A member of the Committee has a conflict of interest if the member has: <ul style="list-style-type: none"> a) A general conflict of interest as described in Section 127; or b) A material conflict of interest as described in Section 128.
127	A member of the Committee has a general conflict of interest in a matter if an impartial, fair-minded person would consider that the members private interests could result in that member acting in a manner that is contrary to their public duty as a member of the Committee.
128	A member of the Committee has a material conflict of interest in a matter if an affected person would gain a benefit or suffer a loss depending on the outcome of the matter.
<p style="text-align: center;">Please Note</p> <p><i>The above guidance is not verbatim from the Act and does not include all details as explained in Part 6, Division 1 of the Act. For a full understanding of the requirements of the Act in relation to the matters summarised above, members are expected to make themselves fully aware of the requirements of the Act.</i></p>	