

## CITY OF WEST TORRENS



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### Terms of Reference

### AUDIT AND RISK GENERAL COMMITTEE

#### PREAMBLE

A Committee of Council may be established by resolution of the Council.

A Committee is established for the purpose of assisting the Council in the performance of its functions, inquiring into and reporting to the Council on matters within the ambit of the Council's responsibilities, providing advice to the Council and to exercise, perform or discharge delegated powers, functions or duties of the Council.

The establishment of a Committee does not derogate from the power of Council to act in a matter.

#### 1. ESTABLISHMENT

Pursuant to Sections 126 and 41 of the *Local Government Act 1999* (Act) the Council has established a committee to be known as the 'Audit and Risk General Committee' (referred to in these Terms of Reference as "the Committee").

#### 2. OBJECTIVES

The primary objectives of the Committee are as follows:

- 2.1 reviewing the annual financial statements to ensure that they present fairly the state of affairs of Council;
- 2.2 proposing and providing information relevant to, a review of Council's strategic management plans or annual business plan;
- 2.3 monitoring the responsiveness of the council to recommendations for improvement based on previous audits and risk assessments, including those raised by a council's auditor;
- 2.4 proposing and reviewing the exercise of powers under s130A of the Local Government Act 1999 (the conduct of efficiency and economy audits);
- 2.5 liaising with Council's statutory auditors in accordance with any requirements prescribed by the regulations;

- 2.6 reviewing the adequacy of Council's accounting, internal control, reporting and other financial management systems and practices on a regular basis;
- 2.7 providing oversight of planning and scoping of the internal audit work plan;
- 2.8 reviewing and commenting on reports provided by the person primarily responsible for the internal audit function at least on a quarterly basis;
- 2.9 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;
- 2.10 reviewing any report obtained by the council under section 48(1) (prudential reports); and
- 2.11 performing any other function determined by the council or prescribed by the regulations.

### **3. MEMBERSHIP**

- 3.1 The *Local Government (Financial Management) Regulations 2011* requires that Council's Audit Committee must:
  - comprise between three (3) and five (5) members; and
  - include at least one (1) person who is not a member of Council and who is determined by Council to have financial experience relevant to the functions of an audit committee; and
  - not include the Council's auditor as a member.
- 3.2 All members of the Committee will hold office for the period 30 November 2023 to the conclusion of the 2026 Local Government elections.
- 3.3 Membership of the Committee will comprise one (1) Elected Member and two (2) members who are not members of Council as follows:
  - Cr John Woodward
  - Ms Elizabeth Moran
  - Ms Tracie Dawber
- 3.4 Members of the Committee may be removed from office by Council resolution at any time.
- 3.5 Members of the Committee may resign their position at any time by giving notice of their intention in writing to the Chief Executive Officer.
- 3.6 If a vacancy occurs on the Committee, in accordance with clauses 3.4 or 3.5, then Council may appoint a replacement Member to the Committee.
- 3.7 An Elected Member who is not a duly appointed member as listed in clause 3.3, may attend a committee meeting, with the right to speak and ask questions relating to motions but not debate or vote on motions.

### **4. PRESIDING MEMBER**

- 4.1 Council, at its 21 November 2023 meeting, appointed Cr John Woodward as the Presiding Member of the Audit and Risk General Committee for the period 1 December 2023 to the conclusion of the 2026 Local Government elections.

- 4.2 The Committee is to recommend to Council, at its first meeting in 2024, the appointment of its Deputy Presiding Member for the remainder of the term of Council, commencing 1 December 2023.
- 4.3 The role of the Presiding Member is to:
- 4.3.1 oversee and facilitate the conduct of meetings in accordance with the *Local Government Act 1999* and *Local Government (Procedures at Meetings) Regulations 2013*;
  - 4.3.2 ensure that the Guiding Principles at Regulation 5 are observed and that all Committee members have an opportunity to participate in discussions in an open and responsible manner; and
  - 4.3.3 call the meeting to order and move the debate towards finalisation when a matter has been debated significantly and no new information is being discussed.

## **5. OPERATIONAL MATTERS**

- 5.1 The Committee does not enjoy any delegated powers or functions from the Council so that all decisions of the Committee (subject to any clause of these Terms of Reference to the contrary) will constitute recommendations to the Council.
- 5.2 For the purposes of s41(8) of the Act, the Council's reporting and other accountability requirements are satisfied by the delivery of a copy of the minutes of each meeting of the Committee to each member of the Council and the inclusion of those minutes in the agenda papers for the next ordinary meeting of the Council.

## **6. MEETING PROCEDURES**

- 6.1 The Committee will act at all times in strict accordance with the Act and will be subject to the operation of Part 2 of the *Local Government (Procedures at Meetings) Regulations 2013* and the City of West Torrens Code of Practice - Procedures at Meetings.
- 6.2 Insofar as the Act and Regulations and these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Committee, Council has determined its own procedure as articulated in the City of West Torrens Code of Practice - Procedures at Meetings.
- 6.3 In the event that a meeting is cancelled or is inquorate, the items for discussion on the meeting agenda will be deferred to the next appropriate meeting of Council.

## **7. MEETING TIME AND PLACE**

- 7.1 The Committee will meet on the fourth Tuesday of alternative months commencing February 2024, with the exception of December each year when no meetings will be held, at 4.00pm in the Mayor's Reception Room, 165 Sir Donald Bradman Drive, Hilton SA 5033.
- 7.2 The Chief Executive Officer is delegated authority to vary the meeting date, time and place of Committee meetings in consultation with the Presiding Member.

## **8. QUORUM**

- 8.1 A quorum for a meeting of the Committee will be half the members plus one of which one member must be an Elected Member and one member an independent member.
- 8.2 No business can be transacted at a meeting unless a quorum is present.

## **9. DECISIONS**

All decisions of the Committee will be made on the basis of a majority of members present.

## **10. VOTING**

- 10.1 All members of the Committee must (subject to any provisions of the Act or Regulations to the contrary) vote on all matters presented for decision at a meeting of the Committee.
- 10.2 For the avoidance of doubt, every member of the Committee including the Presiding Member has a deliberative vote only, i.e. no casting vote.
- 10.3 The Presiding Member will ask for members to vote and will then declare whether the motion is carried or lost.
- 10.4 The Presiding Member is deemed to vote in the affirmative unless they clearly declare otherwise.

## **11. FUNCTIONS AND RESPONSIBILITIES**

- 11.1 The primary function of the Committee is to assist the Council achieve the stated objectives listed in Section 2 of these Terms of Reference.
- 11.2 Sections 72 and 75D of the *Local Government Act 1999* provides that the provisions of Chapter 5 Part 4 Subdivision 2 (Register of Interests) and (Conflict of Interest) apply to independent members of the Committee. As such, independent members of the Committee are required to complete primary and ordinary returns in accordance with sections 65 and 66 of the *Local Government Act 1999*.
- 11.3 Independent members of the Committee are public officers for the purpose of the *Independent Commissioner Against Corruption Act 2012* and Division 4 of Part 7 (Offences relating to Public Officers) of the *Criminal Law Consolidation Act 1935* and subject to the provisions of those Acts, including reporting requirements.
- 11.4 Independent members of the Committee are required to comply with the provisions contained within the Behavioural Standards for Council Members.
- 11.5 Independent members of the Committee are subject to Section 62 of the *Local Government Act 1999* that provides for the provision of Chapter 5 Part 4 Subdivision 2 (General Duties).

## **12. LIABILITIES OF MEMBERS**

No civil liability attaches to a member of a committee for an honest act or omission in the exercise, performance or discharge, or purported exercise, performance or discharge, of the members' or committee's powers, functions or duties. Such a liability attaches instead to the Council.