



Shire of Merredin Audit Committee

Terms of Reference 2022

Introduction:

The Audit Committee is an advisory group formally appointed by the Council and is responsible to the Council. The Committee does not have executive powers or authority to implement actions in areas over which management has responsibility and does not have any financial responsibility. The Committee does not have any management functions and is therefore independent of management.

Appointing Legislation:

The Audit Committee is established under section 7.1A of the *Local Government Act 1995*.

Delegated Authority:

The Audit Committee has no delegated power and has no authority to implement its recommendations without approval from Council.

Purpose:

The purpose of the terms of reference is to;

1. facilitate the operation of the Audit Committee;
2. support the Council in fulfilling its responsibilities in relation to:-
 - a. risk management systems
 - b. internal control structure
 - c. financial reporting
 - d. compliance with laws and regulations
 - e. internal and external audit functions

Objectives:

The primary objective of the Audit and Risk Management Committee is to accept responsibility for the annual external audit and liaise with the local government's auditor so that Council can be satisfied with the performance of the local government in managing its financial affairs. The Committee will also oversee critical areas including risk management & internal audit.

Reports from the committee will assist Council in discharging its legislative responsibilities of controlling the local government's affairs, determining the local government's policies and overseeing the allocation of the local government's finances and resources. The committee will ensure openness in the local government's financial reporting and will liaise with the CEO to ensure the effective and efficient management of local government's financial accounting systems and compliance with legislation.

More specifically, the objectives of the Audit Committee are to oversee:

1. The integrity of external financial reporting, including accounting policies.
2. The scope of work, objectivity, performance and independence of the external auditor.
3. The establishment, effectiveness and maintenance of controls and systems to safeguard the Shire's financial and physical assets.
4. The framework and systems that are designed to ensure the Shire complies with relevant statutory and regulatory requirements.
5. The framework for recognising risks arising from the Shire's operations, and consider the adequacy of measures taken to manage those risks.
6. The framework and systems which protect the Council against fraud and irregularities.

The Committee must also add to the credibility of Council by promoting ethical standards through its work.

Members of the Committee are expected to:

- understand the legal and regulatory obligations of the Council for governing the entity;
- understand the governance arrangements that support achievement of the Shire's strategies and objectives;
- exercise due care, diligence and skill when performing their duties;
- adhere to the Shire's Code of Conduct for Council Members, Committee Members and Candidates;
- be aware of contemporary and relevant issues impacting the public sector; and
- only use information provided to the Committee to carry out their responsibilities, unless expressly agreed by Council.

Powers of the Audit Committee:

The Audit Committee is a formally appointed committee of Council and is responsible to that body. The Committee does not have executive powers or authority to implement actions in areas over which the CEO has legislative responsibility and does not have any delegated financial responsibility. The committee does not have any management functions and cannot involve itself in management processes or procedures.

The committee is to report to Council and provide appropriate advice and recommendations on matters relevant to its term of reference in order to facilitate informed decision-making by Council in relation to the legislative functions and duties of the local government that have not been delegated to the CEO.

The Audit Committee has the authority of Council to:

- Review the external auditor's annual audit plans along with the outcomes/ results of all audits undertaken;
- Review internal audit plans along with the outcomes/ results of all audits undertaken;
- Formally meet with the Shire's appointed external auditor as necessary;
- Ensure that any matters raised by external audit that require action are actioned; and
- Advise Council on any or all of the above as deemed necessary;

Membership:

The membership criteria of the Audit Committee is set out below.

- The committee shall consist of five elected members. All members shall have full voting rights.
- The CEO and employees are not members of the committee.
- The CEO and or their nominee is to attend all meetings to provide advice and guidance to the committee.
- The Shire shall provide secretarial and administrative support to the committee.
- The Council will appoint all members of the committee.
- Members shall be appointed for a period of up to two (2) years terminating on the day of the Local Government Ordinary Council Elections, unless Council resolves otherwise.
- The Presiding Member and Deputy Presiding Member will be appointed by the Audit Committee, biennially by election by all committee members after the Local Government Ordinary Council Elections.
- The quorum at any meeting shall be 3 voting members.
- Audit committee members are required to abide by the *Local Government Act* and Code of Conduct in observing the requirements of declaring any proximity, financial or impartiality interests that relate to any matter to be considered at each meeting.

Meetings:

The Audit Committee shall meet every four (4) months or more regularly as required at the discretion of the Presiding Member of the committee, the Shire President or the CEO, with all Audit Committee members expected to attend each meeting in person. Elected Members, who are not part of the committee are invited to observe meetings, however they are not entitled to participate in the meeting. The CEO, or their delegate and the Executive Manager Corporate Services, is to attend all meetings to provide advice and guidance to the committee, however the CEO and employees are not members of the committee. The CEO will invite members of management, internal and external auditors or others to attend meetings as observers and to provide pertinent information, as necessary.

The members of the Audit Committee are to elect a Presiding Member from amongst themselves at the first meeting of the committee following an Ordinary Local Government Election. The Presiding Member will preside at all meetings. Each member of the Committee at a meeting will have one vote. The Presiding Member will have a casting vote and simple majority will prevail. A committee recommendation does not have effect unless it has been made by simple majority. A simple majority is the agreement of not less than half of the members present at the meeting.

Meeting agendas will be prepared and provided at least three days in advance to members, along with appropriate briefing materials. Minutes will be taken at each meeting and presented to the subsequent meeting for confirmation. Reports and recommendations of each committee meeting shall be presented to the next ordinary council meeting.

Audit Committee meetings are generally open to the public unless the Presiding Member or CEO deem it necessary to proceed behind closed doors pursuant to section 5.23 of the *Local Government Act 1995*.

Duties and Responsibilities:

The duties and responsibilities of the committee will be -

Risk management

- Review whether management has in place a current and comprehensive risk management framework and associated procedures for effective identification and management of the Shire's business and financial risks, including fraud.
- Assess whether a sound and effective approach has been followed in managing the Shire's major risks including those associated with individual projects, program implementation, and activities.
- Assess the impact of the Shire's risk management framework on its control environment and insurance arrangements.
- Review the process of developing and implementing the Shire's fraud control arrangements and satisfy itself the Shire has appropriate processes and systems in place to detect, capture and effectively respond to fraud-related information.

Business continuity

- Assess whether a sound and effective approach has been followed in establishing the Shire's business continuity planning arrangements, including whether business continuity and disaster recovery plans have been periodically updated and tested.

Internal Control

- Review whether management's approach to maintaining an effective internal control framework is sound and effective.
- Review whether management has in place relevant policies and procedures and that they are periodically reviewed and updated.
- Assess whether the appropriate processes are in place to assess, at least once a year, whether key policies and procedures are complied with.
- Review whether appropriate policies and supporting procedures are in place for the management and exercise of delegations.
- Consider how management identifies any required changes to the design or implementation of key internal controls.

Financial Report

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgemental areas, and recent accounting, professional and regulatory pronouncements, and legislative changes, and understand their effect on the financial report.
- Review with management and the external auditors the results of the audit, including any difficulties encountered.
- Review the annual financial report and performance report of the Shire of Merredin and consider whether it is complete, consistent with information known to the committee members, and reflects appropriate accounting principles.
- Review with management and the external auditors all matters required to be communicated to the Audit Committee under the Australian Auditing Standards.
- Review the draft Annual Financial Statements and recommend the adoption of the Annual Financial Statements to Council, in accordance with the timeframes as prescribed.

- Review the mid-year budget review and recommend the adoption of this to Council.

Compliance

- Review the systems and processes to monitor effectiveness of the system for monitoring compliance with legislation and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Keep informed of the findings of any examinations by regulatory agencies and any auditor (internal or external) observations and monitor management's response to those findings.
- Obtain regular updates from management about compliance matters.
- Review the annual Compliance Audit Return and report to the Council the results of the review.

Audit

- Note the auditor's proposed audit scope and approach for financial performance audits.
- Consider the findings and recommendations of relevant Management Letters undertaken by the external auditor and ensure the Shire implements relevant recommendations.
- Review all audit reports and provide advice to the Council on significant issues identified in audit reports and action to be taken on issues raised, including identification and dissemination of good practice.
- Provide an opportunity for the Audit Committee to meet with the external auditors to discuss any matters that the Committee or the external auditors believe should be discussed privately.
- Annually review the performance of external audit including the level of satisfaction with external audit function.
- Monitor management's implementation of audit recommendations.

Reporting Responsibilities

- Report regularly to the Council about ARG committee activities, issues, and related recommendations through circulation of minutes.
- Monitor that open communication between the external auditor and the Shire's management occurs.

Other Responsibilities

- Perform other activities related to these terms of reference as requested by the Council.
- Annually review and assess the adequacy of the Audit Committee terms of reference, request Council approval for proposed changes, and ensure appropriate disclosure as might be required by legislation or regulation