



AUDIT, RISK AND IMPROVEMENT COMMITTEE

Terms of Reference
August 2025 February 2026



Purpose

Section 7.1A of the *Local Government Act 1995* (the Act) requires that all local governments establish an Audit, Risk and Improvement Committee ("the Committee"). The Committee plays a key role in assisting a local government to fulfil its governance and oversight responsibilities in relation to financial reporting, internal control structure, risk management systems, legislative compliance, ethical accountability and the internal and external audit functions.

This Terms of Reference ("TOR") sets out the objectives, authority, membership, role, responsibilities and operation of the Committee.

Objectives

The objectives of the Committee are to oversee:

1. the credibility and objectivity of financial reporting;
2. the effective management of financial and other risks and the protection of Council assets;
3. compliance with laws and regulations as well as use of best practice guidelines relative to audit, risk management, internal control and legislative compliance;
4. the scope of work, objectivity, performance and independence of the external and internal auditors;
5. the process and systems which protect against fraud and improper activities; and
6. the provision of an effective means of communication between the external auditor, internal auditor, the CEO and Council.

Role & Responsibilities

The 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. The Committee does not have any management functions and cannot involve itself in management processes or procedures.

The Committee has the responsibility to:

1. Review the internal and external auditor's annual audit plans and the outcomes/results of all audits undertaken;
2. Request the CEO to seek information or advice in relation to matters considered by the Committee;
3. Formally meet with internal and external auditors as necessary;
4. Seek resolution on any disagreements between management and the external auditors on financial reporting; and
5. Make recommendations to Council with regards to matters within its scope of responsibility.

Delegated Authority

The Committee has delegated authority in accordance with DL1.1 – Audit, Risk and Improvement Committee (as amended from time to time).

Membership

Section 7.1A of the *Local Government Act 1995* states that the members of the Committee are to be appointed* by the local government, and that a majority of the members must be Councillors.

*Absolute Majority required.

Under the reform provisions, the following additional requirements apply:

- At least one (1) member must be an independent person who is not a Councillor or employee of the local government.
- The Presiding Member (Chairperson) must be the independent member.
- A Deputy Presiding Member must be appointed and must also be an independent member.
- The CEO is not to be a member of the Committee and may not nominate a person to be a member of the Committee, or have a person represent the CEO as a member of the Committee. Similarly, an employee is not to be a member of the Committee.

As a minimum, the Shire's Committee will consist of four (4) members:

- Three (3) Councillors; and
- One (1) independent external representative (who will be the Presiding Member).
- One (1) independent external representative appointed as Deputy Presiding Member.

The Presiding Member and Deputy Presiding Member do not count toward the minimum number of Councillor members required under section 7.1A of the *Local Government Act 1995*.

The terms of appointment should be arranged to ensure an orderly rotation and continuity of membership despite changes to Council's elected members.

All members will have full voting rights. In the event of a tie, the Presiding Member will have the casting vote.

The Presiding Member is to chair meetings of the Committee.

The Deputy Presiding Member is to act in the role of Presiding Member in the absence of the Presiding Member and is to perform any functions delegated by the Presiding Member or the Committee.

When acting as Presiding Member, the Deputy Presiding Member has the same powers and responsibilities as the Presiding Member for the duration of that meeting or period of absence.

The appointment of the independent external member shall be based on the following criteria:

- A suitably experienced professional who can demonstrate a high level of expertise and knowledge in financial management, risk management, governance, and audit (internal and external);
- An understanding of the duties and responsibilities of the position, ideally with respect to local government financial reporting, auditing, and performance review requirements;
- Strong communication skills;
- Relevant skills and experience in providing independent audit and governance advice; and
- No operating responsibilities with the Shire, nor provision of paid services to the Shire either directly or indirectly.

The appointment and reappointment of the independent member shall be made by Council by way of invitation and be for a period of up to four (4) years. The independent member will not be appointed for more than three (3) consecutive terms.

The independent member will be required to confirm they will operate in accordance with the Shire's Code of Conduct and will be required to follow Council's policies pertaining to Committee operations.

Council may, by resolution, terminate the appointment of the independent member prior to the expiry of their term if:

1. The Committee, by majority decision, determines the member is not making a positive contribution to the Committee; or
2. The member is found to be in breach of the Shire's Code of Conduct or a serious contravention of the *Local Government Act 1995*; or
3. The member's conduct, action or comments bring the Shire into disrepute.

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The members, taken collectively, will have a broad range of skills and experience relevant to the operations of the Shire. At least one (1) member of the Committee will have accounting or related financial and/or risk management experience.

The independent Presiding Member will receive an allowance of \$250 per meeting, paid quarterly biannually in January and July each year. Reimbursement of other approved expenses may also be paid to the independent member in accordance with section 5.100 of the *Local Government Act 1995*.

The Deputy Presiding Member is entitled to be paid an allowance for attending meetings of the Committee, determined by Council under section 5.100 of the Local Government Act 1995.

The allowance payable to the Deputy Presiding Member is to be set at the same rate as the meeting attendance allowance payable to Councillors for committee meetings and will be paid biannually in January and July each year.

No allowance is payable to the Deputy Presiding Member for meetings not attended.

The CEO, Manager Corporate Services, and/or their nominee is to attend meetings to provide advice and guidance to the Committee. The Shire shall provide secretarial and administrative support to the Committee.

A quorum will be a majority of members.

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

Meetings

The Committee will meet at least quarterly, with additional meetings convened as required at the discretion of the Chairperson or at the request of the CEO.

In the absence of the Presiding Member, the Deputy Presiding Member shall preside at the meeting.

Due to the Delegated Authority of the Committee, meetings shall be open to the public.

Elected members of the Shire may attend each Committee meeting.

Committee members are expected, where possible, to attend each meeting in person. Where attendance in person is not possible, in accordance with Regulation 14A of the *Local Government (Administration) Regulations 1996*, the Committee may allow a member to attend the meeting via telephone or other means of instantaneous communication.

Notice of Meeting and Agenda

The CEO or their delegate will administratively coordinate the convening of meetings of the Committee and invite members of management, internal and external auditors or others to attend meetings as observers and to provide relevant information as necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed shall be provided to each member of the Committee no later than 72 hours prior to the meeting. Associated meeting papers are to be provided at the same time.

Minutes of Meetings

The Manager of Governance and Community Services will facilitate the administrative support for the meeting, including as a minute taker for the meeting.

Minutes will be taken at each meeting and be presented to the subsequent meeting for confirmation. Minutes will include the proceedings and resolutions of the meeting including the names of those in attendance.

The Presiding Member shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Conflicts of Interest will be managed in accordance with the Shire's policies and the *Local Government Act 1995*.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

Minutes of Committee meetings shall be presented to the next Ordinary Council Meeting, with any recommendations from the Committee to be considered by Council by way of a separate agenda item.

Other than confidential papers and attachments, agendas and minutes of the Committee will be made publicly available on the Shire's website in accordance with Section 5.96A of the *Local Government Act 1995*.

Functions

Regulation 16 of the *Local Government (Audit) Regulations 1996* defines the functions of an Audit Committee as:

- “(a) to guide and assist the local government in carrying out –
 - (i) its functions under Part 6 of the Act; and
 - (ii) its functions relating to other audits and other matters related to financial management;
- (b) to guide and assist the local government in carrying out the local government’s functions in relation to audits conducted under Part 7 of the Act;
- (c) to review a report given to it by the CEO under regulation 17(3) (the CEO’s report) and is to –
 - (i) report to the council the results of that review; and
 - (ii) give a copy of the CEO’s report to the council;
- (d) to monitor and advise the CEO when the CEO is carrying out functions in relation to a review under –
 - (i) regulation 17(1); and
 - (ii) the *Local Government (Financial Management) Regulations 1996* regulation 5(2)(c);
- (e) to support the auditor of the local government to conduct an audit and carry out the auditor’s other duties under the Act in respect of the local government;
- (f) to oversee the implementation of any action that the local government –
 - (i) is required to take by section 7.12A(3); and
 - (ii) has stated it has taken or intends to take in a report prepared under section 7.12A(4)(a); and
 - (iii) has accepted should be taken following receipt of a report of a review conducted under regulation 17(1); and
 - (iv) has accepted should be taken following receipt of a report of a review conducted under the *Local Government (Financial Management) Regulations 1996* regulation 5(2)(c);
- (g) to perform any other function conferred on the audit committee by these regulations or another written law.”

In addition to the above the Committee's other functions include:

External Audits

1. Provide guidance and assistance to Council as to the carrying out of the functions of the Shire in relation to external audits.
2. Provide an opportunity for the Committee to meet with the external auditors to discuss any matters that the Committee or the external auditors believe should be discussed.
3. Meet with the auditor annually to receive the audit report and make a recommendation to Council with respect to that report.
4. Examine the reports of the auditor after receiving a report from the CEO on the matters to:
 - a. Determine if any matters raised require action to be taken by the Shire; and
 - b. Ensure that appropriate action is taken in respect of those matters.
5. Consider and recommend adoption of the Annual Report to Council. Review any significant changes that may arise subsequent to any such recommendation but before the Annual Report is signed.
6. Address issues brought to the attention of the Committee, including responding to requests from Council for advice that is within the parameters of the Committee's TOR.

Note: The Office of the Auditor General will be responsible for conducting external audits.

Internal Audits

1. Provide guidance and assistance to Council as to the carrying out of the functions of the local government in relation to internal audits.
2. Review and recommend the annual internal audit plan for endorsement by the Council and all major changes to the plan. Monitor that the internal auditor's annual plan is linked with and covers the material business strategic risks and themes.
3. Monitor processes and practices to ensure that the independence of the internal audit function is maintained.
4. Annually review the performance of internal audits including the level of satisfaction with the internal audit function.
5. Review all internal audit reports and provide advice to Council on significant issues (i.e. high and extreme) identified in audit reports and the action to be taken on issues raised, including identification and dissemination of good practice.
6. Monitor management's implementation of internal audit recommendations.
7. Receive the findings of special internal audit assignments undertaken at the request of Council or CEO.
8. Review the annual Compliance Audit Return and report to Council the results of that review in accordance with Section 7.13(1)(i) of the *Local Government Act 1995*.
9. Consider the CEO's three yearly reviews of the appropriateness and effectiveness of the Shire's systems and procedures in regard to risk management, internal control and legislative compliance, required to be provided to the Committee, and report to Council the results of those reviews in accordance with Regulation 17 of the *Local Government (Audit) Regulations 1996*.
10. Oversee the process of developing and implementing the Shire's fraud control arrangements to assist Council in ensuring it has appropriate processes and systems in place to detect, capture and effectively respond to fraud and improper activities.
11. Consider the financial management systems and procedures in accordance with Regulation 5(2) of the *Local Government (Financial Management) Regulations 1996* within the statutory timeframes.

Risk Management

1. Ensure that management has in place a current and comprehensive enterprise Risk Management Framework and associated procedures for effective identification and management of Shire's business and financial risks.
2. Determine 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.
3. Ensure the Shire identifies, reviews and regularly updates the strategic and operational risk profiles.
4. Understand and endorse the Shire's risk appetite.
5. Oversee the periodic review of the Risk Management Framework.

Business Continuity

1. Ensure 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.
2. Oversee the periodic review of the Business Continuity Framework.

Financial Reporting

1. Review significant accounting and reporting issues, recent accounting, professional and regulatory pronouncements and legislative changes, and understand their effect on the financial report.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the Annual Financial Statements forming part of the Shire's Annual Report and consider whether it is complete, consistent with information known to Committee members, and reflects appropriate accounting principles.
4. Review with management and the external auditors all matters required to be communicated to the Committee under the Australian Auditing Standards.
5. Recommend the adoption of the Annual Financial Statements forming part of the Annual Report to Council.

Internal Control

1. Ensure management's approach to maintaining an effective Internal Control Framework is sound and effective.
2. Ensure management has in place relevant policies and procedures, including CEO's Instructions or their equivalent, and that these are periodically reviewed and updated.
3. Ensure appropriate processes are in place to assess, at least once a year, whether key policies and procedures are complied with.
4. Ensure appropriate policies and supporting procedures are in place for the management and exercise of delegations.
5. Review how management identifies any required changes to the design or implementation of key internal controls.

Fraud & Corruption Prevention

1. Oversee the process of developing and implementing the Shire's fraud control arrangements to assist Council in ensuring it has appropriate processes and systems in place to detect, capture and effectively respond to fraud and improper activities.
2. Receive and consider information and advice presented by the CEO on the strategies and controls to manage fraud and corruption risks at the Shire.
3. Provide oversight over the Shire's exposure and issues raised in relation to fraud and corruption.

Legislative Compliance

1. Oversee the effectiveness of the systems for monitoring compliance with relevant laws, regulations and associated government policies.

Other Responsibilities

1. Monitor the progress of the implementation of external audit recommendations made by the auditor, which have been accepted by the Shire.
2. Receive recommendations arising from reviews of local government systems and procedures.
3. At least once every two years review and assess the adequacy of the Committee's TOR, request Council approval for proposed changes, and ensure appropriate disclosure as required by legislation or regulation.