



TOWN OF  
**BASSENDEAN**  
*Home by the Swan*

## **AUDIT AND GOVERNANCE COMMITTEE**

### **INSTRUMENT OF APPOINTMENT AND DELEGATION**

#### **1. PURPOSE OF THE INSTRUMENT OF APPOINTMENT**

The purpose of the Instrument of Appointment is to:

- 1.1 Facilitate the operation of the Audit and Governance Committee;
- 1.2 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

#### **2. INTRODUCTION**

The Audit and Governance (AG) Committee has been established in accordance with part 7 of the *Local Government Act 1995*.

The Audit and Governance Committee is an advisory committee formally appointed by the Council and is responsible to the Council. The AG 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 AG committee does not have any management functions and is therefore independent of management.

#### **3. OBJECTIVES**

The AG Committee's primary objective is to support the Council in discharging its legislative responsibility associated with governing the Town's affairs and overseeing the allocation of the Town's finances and resources.

The AG Committee will promote transparency and accountability in the Town's financial reporting and promote effective and responsible management of risks to protect the Town's assets.

The AG Committee will report to Council and provide appropriate advice and recommendations on matters relevant to its terms of reference in order to facilitate decision making by the Council in relation to the discharge of its responsibilities.

More specifically, the objectives of the AG committee are to oversee:

- 3.1 The integrity of external financial reporting, including accounting policies.
- 3.2 The scope of work, objectivity, performance and independence of the internal and external auditors.
- 3.3 The establishment, effectiveness and maintenance of controls and systems to safeguard the Town's financial and physical assets.
- 3.4 The framework and systems that are designed to ensure the Town comply with relevant statutory and regulatory requirements.
- 3.5 The framework for recognising risks arising from the Town's operations and strategies, and consider the adequacy of measures taken to manage those risks.
- 3.6 The framework and systems which protect the Council against fraud and irregularities.

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

#### **4. AUTHORITY**

The AG committee has the authority of Council to:

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

#### **5. MEMBERSHIP**

- 5.1 The Committee will comprise of up to seven (7) members, as follows:
  - (a) Four (4) Elected Members; and
  - (b) Up to three (3) community members.
- 5.2 An external member will be a person independent of the Town of Bassendean, and will not have provided paid services to the Town either directly or indirectly.

- 5.3 External independent members will be selected based on the following criteria:
- a) a demonstrated high level of expertise and knowledge in financial management, reporting, governance and audit; and
  - b) relevant skills and experience in providing independent expert advice.
- 5.4 Appointments of external independent members will be made following a public advertisement, and all nominations will be provided to Council for consideration.
- 5.5 The Council will appoint all members of the Committee.
- 5.6 Members shall be appointed for a period of up to two (2) years terminating on the day of the Local Government Ordinary Council Elections.
- 5.7 The Presiding Member and Deputy Presiding Member will be appointed by the AG Committee, biennially by election by all committee members after the Local Government Ordinary Council Elections.
- 5.8 The quorum for a meeting shall be a minimum of 3 Committee members.
- 5.9 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.
- 5.10 Reimbursement of expenses approved by Council may be paid to an external person who is a member of the Committee.

## **6. MEETINGS**

The AG Committee shall meet every three (3) months or more regularly as required at the discretion of the Presiding Member of the AG Committee, the Mayor, or the CEO.

- 6.1 All AG committee members are expected to attend each meeting in person.
- 6.2 Elected Members, who are not part of the AG committee are invited to observe AG committee meetings, however, they are not entitled to participate in the meeting.
- 6.3 The members of the AG committee are to elect a Presiding Member from amongst themselves at the first meeting of the committee following an Ordinary Local Government Election.
- 6.4 The Presiding Member will preside at all meetings.

- 6.5 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.
- 6.6 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.
- 6.7 The CEO, or his delegate, the Director 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.
- 6.8 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.
- 6.10 The AG 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.
- 6.11 Meeting agendas will be prepared and provided at least one week in advance to members, along with appropriate briefing materials.
- 6.12 Minutes will be taken at each meeting and presented to the subsequent meeting for confirmation.
- 6.13 Reports and recommendations of each committee meeting shall be presented to the next ordinary council meeting.

## **7. RESPONSIBILITIES**

The AG committee will carry out the following responsibilities:

### **7.1 Risk management**

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

### **7.2 Business continuity**

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

### 7.3 Internal Control

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

### 7.4 Financial Report

- 7.4.1 Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent accounting, professional and regulatory pronouncements and legislative changes, and understand their effect on the financial report.
- 7.4.2 Review with management and the internal and/or external auditors the results of the audit, including any difficulties encountered.
- 7.4.3 Review the annual financial report and performance report of the Town of Bassendean and consider whether it is complete, consistent with information known to AG committee members, and reflects appropriate accounting principles.
- 7.4.4 Review with management and the internal and/or external auditors all matters required to be communicated to the AG committee under the Australian Auditing Standards.
- 7.4.5 Review the draft Annual Financial Statements and recommend the adoption of the Annual Financial Statements to Council, in accordance with the timeframes as prescribed.
- 7.4.6 Review the mid year budget review and recommend the adoption of the budget review to Council.

## 7.5 Compliance

- 7.5.1 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.
- 7.5.2 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.
- 7.5.3 Obtain regular updates from management about compliance matters.
- 7.5.4 Review the annual Compliance Audit Return and report to the Council the results of the review.

## 7.6 Internal Audit

- 7.6.1 Review with the AG Committee (via the CEO) the terms of reference, activities and resourcing of the internal audit function.
- 7.6.2 Review and recommend the annual internal audit plan for approval by the Council and all major changes to the plan.
- 7.6.3 Monitor processes and practices to ensure that the independence of the audit function is maintained.
- 7.6.4 Provide an opportunity for the AG committee to meet with the internal auditors to discuss any matters that the AG committee or the internal auditors believe should be discussed privately.
- 7.6.5 Annually review the performance of the internal audit including the level of satisfaction with internal audit function having consideration of the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing.
- 7.6.6 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.
- 7.6.7 Monitor management's implementation of internal audit recommendations.
- 7.6.8 Regularly review a report given to it by the CEO under regulation 17 (3) of the Local Government (Administration) Regulations 1996.
- 7.6.9 In seeking to further enhance assurance, that the Town's Internal Auditors have:
  - a functional reporting line to the Audit and Governance Committee; and
  - an administrative reporting relationship to the Chief Executive Officer.

- 7.6.10 In light of the above and to facilitate a functional reporting line to the Audit and Governance Committee, that a standing invitation to all Audit & Governance Committee meetings be extended to the Town's Internal Auditor.

### 7.7 External Audit

- 7.7.1 Develop and recommend to Council a process to be used to select and appoint a person to be an auditor.
- 7.7.2 Recommend to Council the person or persons to be appointed as the external auditor.
- 7.7.3 Develop and recommend to Council a written agreement for the appointment of the external auditor in accordance with Local Government (Audit) Regulation 7.
- 7.7.4 Note the external auditor's proposed audit scope and approach for financial performance audits.
- 7.7.5 Consider the findings and recommendations of relevant Management Letters undertaken by the external auditor and ensure the Town implements relevant recommendations.
- 7.7.6 Provide an opportunity for the AG committee to meet with the external auditors to discuss any matters that the AG committee or the external auditors believe should be discussed privately.
- 7.7.7 Annually review the performance of external audit including the level of satisfaction with external audit function.
- 7.7.8 Monitor management's implementation of external audit recommendations.

### 7.8 Reporting Responsibilities

- 7.8.1 Report regularly to the Council about AG committee activities, issues, and related recommendations through circulation of minutes.
- 7.8.2 Monitor that open communication between the internal and external auditors and the Town's management occurs.

### 7.9 Other Responsibilities

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