

Mansfield Shire Council

Charter of the Audit and Risk Committee

2023



Mansfield Shire

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1. Constitution

- 1.1 The Mansfield Shire Council (“Council”) has resolved to appoint an Audit and Risk Committee (“Committee”) in accordance with s53 of the *Local Government Act 2020* (the Act).
- 1.2 The Committee is an advisory committee of the Council.
- 1.3 The Committee does not have delegated powers.
- 1.4 The Committee is independent of management.

2. Purpose

- 2.1 The purpose of the Committee is to:
 - a) monitor the compliance of Council policies and procedures with
 - i. the overarching governance principles pursuant to s9 of the Act; and
 - ii. the Act, the associated regulations and any Ministerial directions;
 - b) monitor Council financial and performance reporting;
 - c) monitor and provide advice on risk management and fraud prevention systems and controls,
 - d) oversee internal and external audit functions; and
 - e) alert the Council to any instances of partial or non-compliance in a timely manner.

3. 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:

- a) 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;
- b) Approve internal and external audit plans, including internal audit plans with an outlook of greater than one year;
- c) Provide advice and make recommendations to Council on matters within its areas of responsibility;
- d) Retain counsel of relevant independent experts where it considers that is necessary in order to execute its responsibilities, subject to prior agreement with the Chief Executive Officer;
- e) Seek any relevant information it requires from Council, Council Officers (who are

expected to co-operate with the Committee's requests) and external parties;

- f) Meet with Council Officers, internal and external auditors and other parties as required to discharge its responsibilities;
- g) Meet in the absence of Council Officers to discuss any issues as necessary.

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

4. Duties and Responsibilities of The Committee

The Committee will adopt an annual work program that will include the following focus areas.

4.1 Financial and performance reporting

- a) 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;
- b) At least annually review changes to the Local Government Performance Reporting Framework and understand the impact of those changes on Council's performance indicators;
- c) 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;
- d) Review with management and the external auditors the results of the audit, including any difficulties encountered by the auditors and how they were resolved;
- e) Recommend the adoption of the annual financial report and annual performance statement to Council; and
- f) Review the appropriateness of the format and content of periodic management financial reports and performance statements to Council as required.

4.2 Internal control environment

- a) 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;
- b) Determine whether systems and controls are reviewed regularly and updated where required;
- c) Monitor significant changes to systems and controls to assess whether those changes significantly impact Council's risk profile;
- d) Ensure that a programme is in place to test compliance with systems and controls;
- e) Assess whether the control environment is consistent with Council's Governance Principles.

4.3 Risk Management

- a) Review annually the effectiveness of Council's risk management framework;
- b) Review Council's risk appetite statement and the degree of alignment with Council's risk profile;
- c) Review Council's risk profile and the changes occurring in the profile from meeting to meeting;
- d) Review Council's treatment plans for significant risks, including the timeliness of mitigating actions and progress against those plans;
- e) Review Council's management of process and systems in relation to cyber security, including strategy, assets protection, testing and recovery;
- f) Review the insurance programme annually prior to renewal; and
- g) Review the approach to business continuity planning arrangements, including whether business continuity and disaster recovery plans have been regularly updated and tested.

4.4 Fraud Prevention Systems and Controls

- a) Review Council's Fraud Prevention policies and controls, including the Fraud Control Plan and fraud awareness programmes at least very two years;
- b) 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
- c) Review reports by management about the actions taken by Council to report such matters to the appropriate integrity bodies.

4.5 Internal Audit

- a) Review the Internal Audit Charter regularly to determine that it provides an appropriate functional and organisational framework to enable Council's internal audit function to operate effectively and without limitations;
- b) Review and approve the three year strategic internal audit plan, the annual internal audit plan and any significant changes to them;
- c) Review progress on delivery of annual internal audit plan;
- d) Review and approve proposed scopes for each review in the annual internal audit plan;
- e) Review reports on internal audit reviews, including recommendations for improvement arising from those reviews;
- f) Meet with the leader of the internal audit function at least annually in the absence of management;
- g) Monitor action by management on internal audit findings and recommendations;
- h) 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;
- i) 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;

- j) Recommend to Council, if necessary, the termination of the internal audit contractor.

4.6 External Audit

- a) Annually review and approve the external audit scope and plan proposed by the external auditor;
- b) 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;
- c) 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;
- d) 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;
- e) Consider the findings and recommendations of any relevant performance audits undertaken by VAGO and monitor Council's responses to them; and
- f) Meet with the external auditor at least annually in the absence of management.

4.7 Compliance Management

- a) 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;
- b) Review the processes for communicating Council's Employee Code of Conduct to employees and contractors and for monitoring compliance with the Code;
- c) Obtain briefings on any significant compliance matters; and
- d) 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, IBAC, Victoria Government Inspectorate, etc. and monitor Council's responses.
- e) Receive reports from management of any complaints and management's responses to them, received by a regulatory or integrity agency regarding Mansfield Shire.

5. Membership and Attendees

5.1 The Committee shall consist of:

- a) Two Councillors of the Council;
- b) Three (3) or four (4) skill based representatives being external independent persons who collectively have suitable expertise, knowledge and experience in financial management and risk, and experience in public sector management.

Committee membership cannot include any person who is a member of staff of the Mansfield Shire Council.

- 5.2 The Chief Executive Officer shall attend meetings of the Committee, and may nominate executive management or other staff to attend from time to time.
- 5.3 The Internal Auditor (where appointed) whether a member of staff or a contractor, shall also attend meetings of the Audit and Risk Committee where necessary.
- 5.4 The External Auditors shall address the August and/or November meetings of the Committee (as appropriate). The External Auditors may request that a meeting of the Committee be convened

6. Nomination of Membership

- 6.1 Council shall call for nominations for independent members not less than three (3) months prior to the date of the termination of the term of office of the incumbent representative/s.
- 6.2 Nominations will be advertised by the following means:
 - public notice in a local newspaper
 - posting on the employment page of Council's website
 - advertisement with recruitment employment marketplaces such as SEEK or INDEED, at the discretion of the Human Resources department.
- 6.3 Nominees must lodge written and signed application forms with the Human Resources department.
- 6.4 Nominees will be interviewed by a panel comprising the Mayor, Chief Executive Officer and an independent member / councillor.
- 6.5 The interview panel will make a recommendation to Council. Council shall make appointments by simple resolution at an Ordinary Meeting.
- 6.6 Councillors will be appointed to the Committee by resolution of the Council, annually.
- 6.7 Former Councillors are ineligible from taking an independent position on the Committee for two years after the expiry of their term as a Councillor.

7. Term of Appointment – Independent Members

- 7.1 The terms of appointment for independent members should be arranged to ensure a staggered rotation and continuity of membership. Initially the terms of appointments will be for a period of one (1), two (2) and three (3) years, and thereafter be appointed for a period of three (3) years, up to a maximum of three (3) terms.
- 7.2 Independent members of the Committee shall be eligible for re-appointment for a further term or terms of three (3) years each.
- 7.3 Council may use its discretion to directly appoint an independent member for a second three (3) year term without going through a public recruitment process.
- 7.4 A member of the Committee may resign his/her position at any time.

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- 7.5 Where a Committee member knows that they will be absent from two or more meetings in a financial year, they must request a leave of absence from Council.
- 7.6 If any member fails to attend a minimum of 3 meetings per calendar year, of the Committee in breach of section 7.5, that member shall be deemed to have resigned his/her position on the Committee.
- 7.7 Council may resolve to remove a member of the Committee by written notice to the member of the intention to do so. That member will be given an opportunity to be heard at a Council meeting, open to the public if the member requests this.
- 7.8 The Council shall appoint another person to fill any vacancy caused by the resignation of any member of the Committee.
- 7.9 Any person appointed to fill a vacancy on the Committee shall hold office for the unexpired portion of the previous member's term of office.
- 7.10 All positions will be advertised at the end of term. Members at the end of their term may re-apply for the position in accordance with item 6.2.
- 7.11 Independent members of the Committee will be remunerated for each meeting they attend.
- 7.12 The remuneration of Committee members will be adjusted annually on 1 July each year and limited to increases in the Consumer Price Index (All Groups Melbourne) June quarter to June quarter of the preceding year, rounded to the nearest five-dollar increment.
- 7.13 Councillor members are not remunerated for their role on the Committee.

8. Induction

- 8.1 New members will be provided with an Induction Information Pack, which will include the following documentation.
 - Audit and Risk Committee charter
 - Council Plan, including Strategic Resource Plan
 - Annual Report
 - Budget
 - Key policies and strategic documents
 - Organisational Chart
 - Auditor contact details
 - *Local Government Act*
- 8.2 Members will be provided with relevant documentation during their membership to assist keeping their knowledge of the organisation and relevant issues up to date.

9. Chairperson

- 9.1 The Chairperson of the Committee shall be elected by the Committee
- 9.2 The Chairperson of the Committee must be an independent member and cannot be a Councillor.
- 9.3 In the absence of the Chairperson, the Committee may elect one of the independent members to preside as Chairperson at the meeting.

- 9.4 The role of the Chairperson shall be:
- a) To chair all meetings of the Committee.
 - b) To act as the liaison person between the Committee and Council.
 - c) To facilitate an annual assessment of the Committee's performance against this Charter, to be provided to the CEO for tabling at the next Council meeting.
 - d) To facilitate a biannual audit and risk report that describes the activities of the Committee and includes its findings and recommendations, to be provided to the CEO for tabling at the next Council meeting.

10. Meetings of the Committee

- 10.1 Meetings of the Audit and Risk Committee may occur in person or virtually. This needs to be communicated to the Committee at least one (1) month in advance of the meeting.
- 10.2 The Chair may approve exceptions to attending meetings in person however requires at least 7 (seven) days notice.
- 10.3 Pursuant to s54(6)(a) of the Act, the Chief Executive Officer must ensure the preparation and maintenance of agendas, minutes and reports of the Committee.
- 10.4 The order of business of a meeting of the Committee will be determined by the Chief Executive Officer. In determining the agenda, the Chief Executive Officer:
 - a) must include any items requested by the Chair of the Committee
 - b) may include any matter which he or she thinks should be considered at the meeting.
- 10.5 The minutes of the previous meeting will be confirmed at each meeting and signed by the Chair.
- 10.6 The Committee shall meet at least quarterly.
- 10.7 Additional meetings may be convened at the discretion of the Chairperson, or at the written request of two (2) members.
- 10.8 The Committee shall meet at least once per year with the external and internal auditors, without management being present.
- 10.9 In accordance with sections 53(5) and 123 of the Act, a Committee member must not intentionally misuse their position to gain advantage or cause detriment to others.
- 10.10 In accordance with sections 53(5) and 125 of the Act, a Committee member must not intentionally or recklessly disclose information that the member knows, or should reasonably know, is confidential.
- 10.11 In accordance with section 53(5) of the Act, all conflicts of interest must be declared and managed in accordance with Division 2 of Part 6 to the Act.
- 10.12 Failure to comply with the requirements of this Charter or the Act may result in the member's appointment being terminated by Council.

11. Quorum

- 11.1 A quorum is formed when a simple majority of members of the Committee is present at a meeting.

12. Secretary

- 12.1 The Chief Executive Officer shall appoint an officer of the Council to act as Secretary to the Committee.
- 12.2 The Secretary shall prepare the agenda and minutes for each meeting of the Committee and shall distribute or arrange to be distributed copies of the agenda, minutes and reports of the Committee to members of the Committee and to the Council.

13. Reporting

- 13.1 Through the Chief Executive Officer, the Committee shall submit the following reports to Council:
- a) a biannual audit and risk report that describes the activities of the Committee and includes its findings and recommendations, not later than 31 March and 30 September each year (s54(5)); and
 - b) any other report the Committee deems necessary.

14. Performance Evaluation

- 14.1 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, not later than 30 September. The evaluation will include feedback from both Committee members and senior officers who have regular interactions with the Committee.

15. Charter Review

- 15.1 The Council shall review the Committee's Charter at least once in a term of Council.
- 15.2 The Council may carry out a special review of the Committee's Charter at the request of the Committee or Council.
- 15.3 The Council shall consult with the Committee prior to the making of amendments or alterations to the Committee's Charter.
- 15.4 The Committee may submit requests to Council through the Chief Executive Officer for revision and improvements for approval.

16. Committee Member Regulatory Obligations

16.1 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.

This Audit and Risk Committee Charter is made by resolution of Council dated xx xx 2023.

SIGNED by *the Mayor* of the)
Mansfield Shire Council)
in the presence of:)

.....

.....
(Witness)

Dated:

DRAFT

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>Please Note 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.</p>	

Appendix B

Risk Matrix

		Likelihood Criteria																		
		A	B	C	D	E														
		Certain	Likely	Possible	Unlikely	Rare														
		Almost certain to occur in most cases	Likely to occur frequently at some time	Possible to occur at some time	Unlikely to occur but could happen	May occur in rare and exceptional cases														
		Risk Aversion		Environment		People		Governance		Financial		Project Management		Asset Management		Outcome		Reputation		
		Impact on future outcomes		Climate, sustainability/recovery		Right people attracted, resourced, developed, deployed and retained		Compliance with acts and regulations		Operational - effect on operating budget and long term financial viability		Projects are delivered to a quality standard, on time and with value for money		Suitable, maintainable, in good condition, serviceable into the future		Impact on quality or community, Ability to meet objectives/fulfil requirements		Partnership/Relationship/ Feedback/ Media exposure/ Benchmarking		
		1A Medium	1B Medium	1C Low	1D Low	1E Low	No or little environmental impact	No difficulty attracting the right people. Turnover <6%.	First aid injury. Happy, motivated, mostly engaged workforce	No enforceable regulatory or statutory impact. Breach of By-law.	Likely to impact on budget or funded activities <2% of budget	Specification, tender or selection process compromised to allow timeframe or objectives to be met. Project commitments will absorb 10% of contingency	Some adaptation of facility is required to suit purpose. Maintenance is prioritised due to funding constraints	Local rather than community impact. Some negotiation by management to rebalance of priorities or delays. Service delivery affected <1 day.	Isolated example disagreement, 0-2 complaints, local or internal gossip, 1-3% below quartile					
1	Negligible	2A High	2B Medium	2C Medium	2D Low	2E Low	Minor environmental damage restricted to immediate area	Some difficulty attracting the right people. >10 permanent positions vacant. Turnover <8%	Medical treatment required. Some disengagement from workplace, some absenteeism. Some dissatisfaction.	Some temporary minor non-compliance that can be rectified. Breach of Regulation	Some financial loss. Requires monitoring and possible corrective action within existing resources. 2-5% of budget. Readily absorbed costs with effort to minimise impact (\$100k-M\$1)	Only adequate spec, and minimal compliance to procurement policy. Supervision required to prevent delays. Milestones out by >1week. Project at 10-50% of contingency.	Capital works program required to allow assets to meet requirements for the community. Some underutilisation of assets.	More than one locality impacted. Day-to-day management to rebalance priorities or reschedule more than one activity. Objective impacted. Service delivery affected 1 day-1 week.	> 1 disagreement, 2-10 complaints, local media queries (letter to edit), 5-10% below quartile					
2	Minor	3A High	3B High	3C Medium	3D Medium	3E Low	Environmental damage restricted to local area	Difficult to attract the right people. Some contract staff engaged. >5 permanent positions vacant each week for +3-months. >2 senior roles vacant. Turnover <15%	Medical treatment involving lost time (<10days). Pockets of disengagement from workplace, patterns of absenteeism and presenteeism.	Medium term non-compliance that can be rectified. Breach of Statute Law	Significant financial loss. Impact may be reduced by reallocating resources. Spending is avoided. 5-10% of budget. Additional management intervention and effort required (M\$1-M\$3)	Administrative errors, supervision and oversight required to keep project on track. Milestones out by >1 month. Project 50-100% of contingency	Significant Renewal Gap. Facilities are aging and insufficient funds to maintain or renew. Definite underutilisation of facilities by the community.	Community backlash or reaction. Management effort focus <1 week. Rescheduling of milestones to allow achievement of 11-30% service disruption. Service Delivery affected 1 week - 1 month.	Loss of grant, disengaged, 10+ complaints, local news and radio prolonged 10-25% below quartile					
3	Moderate	4A Extreme	4B High	4C High	4D Medium	4E Medium	Environmental damage affecting portion of Shire	Using contract staff to fill vacancies long term. Multiple senior roles. <30% of teams meeting one employee, >10 permanent positions vacant each week for +6-mths. Turnover <20%	Medical treatment involving >10 days off work or in hospital. Disengagement is affecting output, people generally not motivated/apathetic workforce. Absenteeism high.	Non-compliance results in penalties being applied. Breach of Constitutional Law	Major financial loss. Requires significant adjustment to approved/tuned projects/ programs 10-20% of budget. Critical need for management intervention and effort (M\$3-M\$7)	Assets require replacement but no funding available. Assets difficult to be adapted to meet the needs of the community. Assets are surplus to the needs of the community.	Widespread community impact. Management efforts >1 week. Rescheduling of goals to negotiate delay. Likely an objective or component will not be met. 31-70% service disruption. Service Delivery affected >1 month.	Responsibilities withdrawn, external investigation (coroner/BAC), 50+ complaints, State media coverage, 25-50% below quartile						
4	Major	5A Extreme	5B Extreme	5C High	5D High	5E Medium	Major environmental disaster significantly affecting Council operations.	Not attracting staff to roles. All levels of organisation with vacancies - most teams affected (>30% of teams have vacancies). Turnover >20%.	Death or Permanent Disability.	Non-compliance results in exposing Council to severe penalties and litigation. Breach of Common Law	Huge financial loss. Significant budget overrun with no capacity to adjust within existing budget/resources. May attract adverse findings from external regulators or auditors >20% of business or key area (C-M\$7)	Spec not delivering on outcome. "Proper Planning and Preparation Prevents Poor Performance" not met. Milestones not achievable. Project >150% of contingency.	Assets are not capable of providing the service intended. Do not meet community expectation. No funding is available for asset renewal	Multiple widespread community impacts. 100% concentrated management effort or not able to deliver. Rescheduling of goal and objectives. >70% service disruption.	Administrator engaged, Council sacked, external investigation (Royal Commission), National/ international media coverage, bottom of state or 50% below quartile					

Consequence Criteria