

# Shellharbour City Council Audit, Risk and Improvement Committee (ARIC)

Terms of Reference  
2026 - 2029



## **Purpose**

Council has established an Audit, Risk and Improvement Committee in compliance with section 428A of the Local Government Act 1993, Local Government (General) Regulation 2021 and the Guidelines for Risk Management and Internal Audit for Local Government in NSW. These terms of reference set out the Committee's objectives, authority, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

## **Objectives**

The objective of Council's Audit, Risk and Improvement Committee is to provide independent assurance to Council by monitoring, reviewing and providing advice about the Council's governance processes, compliance, risk management and control frameworks, external accountability obligations and overall performance.

## **Independence**

The Committee is to be independent to ensure it has no real or perceived bias or conflicts of interest that may interfere with its ability to act independently and provide Council with robust, objective and unbiased advice and assurance.

The Committee is to provide an advisory and assurance role only and is to have no administrative function, delegated financial responsibility or any management functions of the Council. The Committee will provide independent advice to the Council that is informed by the Council's internal audit and risk management activities and information and advice provided by Council staff relevant external bodies and subject matter experts.

The Committee must at all times ensure it maintains a direct reporting line to and from the Council's internal audit function and act as a mechanism for internal audit to report to the Council and Chief Executive Officer on matters affecting the performance of the internal audit function.

## **Authority**

Council authorises the Committee, for the purposes of exercising its role and responsibilities, to:

- access any information it needs from the Council
- use any Council resources it needs
- have direct and unrestricted access to the Chief Executive Officer and senior management of the Council
- seek the Chief Executive Officer's permission to meet with any other Council staff member or contractor
- discuss any matters with the external auditor or other external parties
- request the attendance of any employee at committee meetings, and
- obtain external legal or other professional advice in line with Council's procurement policies.].

Information and documents pertaining to the Committee are confidential and are not to be made publicly available. The Committee may only release Council information to external parties that are assisting the Committee to fulfil its responsibilities with the approval of the Chief Executive Officer except where it is being provided to an external investigative or oversight agency for the purpose of informing that agency of a matter that may warrant its attention.

### Composition and tenure

The Committee consists of one independent Chair, two independent members who have voting rights as required under the Guidelines for Risk Management and Internal Audit in Local Councils in NSW (New South Wales).

The Council is to appoint the Chair and members of the Committee. The Chair is counted as one member of the Committee. Current committee members are:

|                  |                             |                        |
|------------------|-----------------------------|------------------------|
| Deborah Goodyer  | Independent chair (voting)  | June 2023 to June 2027 |
| Russell Egan     | Independent member (voting) | July 2025 to July 2029 |
| Michael O'Connor | Independent member (voting) | Oct 2026 to Oct 2030   |

All committee members are to meet the independence and eligibility criteria prescribed in the Guidelines for risk management and internal audit in local councils in NSW.

Members will be appointed for a four-year period. Members can be reappointed for a further term, but the total period of continuous membership cannot exceed eight years. This includes any term as Chair of the Committee. Members who have served an eight-year term (either as member or Chair) must have a two-year break from serving on the Committee before being appointed again. To preserve the Committee's knowledge of Council, ideally, no more than one member should leave the Committee because of rotation on any one year.

Specific member terms and conditions are to be disclosed in a letter of appointment. New members will be thoroughly inducted to their role and receive relevant information and briefings on their appointment to assist them to meet their committee responsibilities.

Prior to approving the reappointment or extension of the Chair's or an independent member's term, the Council is to undertake an assessment of the Chair's or committee member's performance. Reappointment of the Chair and members is also to be subject to the individual still meeting independence and eligibility requirements.

Members of the Committee are to possess and maintain a broad range of skills, knowledge and experience relevant to the operations, governance and financial management of Council, the environment in which Council operates, and the contribution that the Committee makes to the Council. At least one member of the Committee must have accounting or related financial management experience with an understanding of accounting and auditing standards in a local government environment. All members should have sufficient understanding of the Council's financial reporting responsibilities to be able to contribute to the Committee's consideration of the Council's annual financial statements.

## Role

In accordance with section 428A of the Local Government Act 1993, the role of the Committee is to review and provide independent advice to the Council regarding the following aspects of the Council's operations:

- (a) compliance
- (b) risk management
- (c) fraud control
- (d) financial management
- (e) governance
- (f) implementation of the strategic plan, delivery program and strategies
- (g) service reviews
- (h) collection of performance measurement data by the Council,
- (i) any other matters prescribed by the regulations

The Committee must also provide information to the Council for the purpose of improving Council's performance of its functions.

The Committee's specific audit, risk and improvement responsibilities under section 428A are outlined in Schedule 1 to this charter.

The Committee will act as a forum for the Council's internal audit function and oversee its planning, monitoring and reporting to ensure it operates effectively.

The Committee will have no power of direction over external audit or the manner in which the external audit is planned or undertaken but will act as a forum for the consideration of external audit findings.

The Committee is directly responsible and accountable to the Council for the exercise of its responsibilities. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for management of the Council rests with the Council and Chief Executive Officer.

The responsibilities of the Committee may be revised or expanded in consultation with, or as requested by, the Council from time to time.

## Responsibilities of members

### Independent Members

The Chair and members of the Committee are expected to understand and observe the requirements of the Guidelines for risk management and internal audit for local government in NSW. Members are also expected to:

- make themselves available as required to attend and participate in meetings
- contribute the time needed to review and understand information provided to it
- apply good analytical skills, objectivity and judgement
- act in the best interests of the Council
- have the personal courage to raise and deal with tough issues, express opinions frankly, ask questions that go to the fundamental core of the issue and pursue independent lines of inquiry
- maintain effective working relationships with the Council
- have strong leadership qualities (Chair)

- lead effective committee meetings (Chair), and
- oversee the Council's internal audit function (Chair).

## **Roles and Responsibilities of the ARIC**

### **Audit**

#### **Internal audit**

- Provide overall strategic oversight of internal audit activities
- Act as a forum for communication between the governing body, Chief Executive Officer, senior management, the internal audit function and external audit
- Coordinate, as far as is practicable, the work programs of internal audit and other assurance and review functions
- Review and advise the Council:
  - on whether the Council is providing the resources necessary to successfully deliver the internal audit function
  - if the Council is complying with internal audit requirements, including conformance with the International Professional Practices Framework
  - if the Council's Internal Audit Charter is appropriate and whether the internal audit policies and procedures and audit/risk methodologies used by the Council are suitable
  - of the strategic four-year plan and annual work plan of internal audits to be undertaken by the Council's internal audit function
  - if Council's internal audit activities are effective, including the performance of the head of the internal audit function and internal audit function
  - of the findings and recommendations of internal audits conducted, and corrective actions needed to address issues raised
  - of the implementation by Council of these corrective actions
  - on the appointment, termination and performance of the head of the internal audit function and external service providers, and
  - if the internal audit function is structured appropriately and has sufficient skills and expertise to meet its responsibilities
  - on the scheduling and appointment of a suitably qualified external quality assessor to perform an independent review of the internal audit function every four years.

#### **External audit**

- Act as a forum for communication between Council Chief Executive Officer, senior management, the internal audit function and external audit
- Coordinate as far as is practicable, the work programs of internal audit and external audit
- Provide input and feedback on the financial statement and performance audit coverage proposed by external audit and provide feedback on the audit services provided
- Review all external plans and reports in respect of planned or completed audits and monitor Council's implementation of audit recommendations
- Provide advice to the Council and/or Chief Executive Officer on action taken on significant issues raised in relevant external audit reports and better practice guides

## **Risk**

### **Risk management**

Review and advise the Council:

- if the Council has in place a current and appropriate risk management framework that is consistent with the Australian risk management standard
- whether the Council is providing the resources necessary to successfully implement its risk management framework
- whether the Council risk management framework is adequate and effective for identifying and managing the risks the Council faces, including those associated individual projects, programs and other activities
- if risk management is integrated across all levels of the Council and across all processes, operations, services, decision-making, functions and reporting
- of the adequacy of risk reports and documentation, for example, the Council risk register and risk profile
- whether a sound approach has been followed in developing risk management plans for major projects or undertakings
- whether appropriate policies and procedures are in place for the management and exercise of delegations
- if Council has taken steps to embed a culture which is committed to ethical and lawful behaviour
- if there is a positive risk culture within the Council and strong leadership that supports effective risk management
- of the adequacy of staff training and induction in risk management
- how the Council risk management approach impacts on the Council insurance arrangements
- of the effectiveness of Council management of its assets, and
- of the effectiveness of business continuity arrangements, including business continuity plans, disaster recovery plans and the periodic testing of these plans.

### **Internal controls**

Review and advise the Council:

- whether Council approach to maintaining an effective internal audit framework, including over external parties such as contractors and advisors, is sound and effective
- whether Council has in place relevant policies and procedures and that these are periodically reviewed and updated
- whether appropriate policies and procedures are in place for the management and exercise of delegations
- whether staff are informed of their responsibilities and processes and procedures to implement controls are complied with
- if the Council monitoring and review of controls is sufficient, and
- if internal and external audit recommendations to correct internal control weaknesses are implemented appropriately

## **Compliance**

Review and advise the Council of the adequacy and effectiveness of the Council compliance framework, including:

- if the Council has appropriately considered legal and compliance risks as part of the Council risk management framework
- how the Council manages its compliance with applicable laws, regulations, policies, procedures, codes, and contractual arrangements, and
- whether appropriate processes are in place to assess compliance.

## **Fraud and corruption**

Review and advise the Council of the adequacy and effectiveness of the Council fraud and corruption prevention framework and activities, including whether the Council has appropriate processes and systems in place to capture and effectively investigate fraud-related information.

## **Financial management**

Review and advise the Council:

- if Council is complying with accounting standards and external accountability requirements
- of the appropriateness of Council accounting policies and disclosures
- of the implications for Council of the findings of external audits and performance audits and Council responses and implementation of recommendations
- whether the Council financial statement preparation procedures and timelines are sound
- the accuracy of the Council annual financial statements prior to external audit, including:
  - management compliance/representations
  - significant accounting and reporting issues
  - the methods used by the Council to account for significant or unusual transactions and areas of significant estimates or judgements
- appropriate management signoff on the statements if effective processes are in place to ensure financial information included in the Council report is consistent with signed financial statements
- if the Council financial management processes are adequate
- the adequacy of cash management policies and procedures
- if there are adequate controls over financial processes, for example:
  - appropriate authorisation and approval of payments and transactions
  - adequate segregation of duties
  - timely reconciliation of accounts and balances
  - review of unusual and high value purchases
- if policies and procedures for management review and consideration of the financial position and performance of the Council are adequate
- if Council grants and tied funding policies and procedures are sound.

## **Governance**

Review and advise the Council regarding its governance framework, including the Council:

- decision-making processes
- implementation of governance policies and procedures
- reporting lines and accountability
- assignment of key role and responsibilities
- committee structure
- management oversight responsibilities
- human resources and performance management activities
- reporting and communication activities
- information and communications technology (ICT) governance, and
- management and governance of the use of data, information and knowledge

## **Improvement**

### **Strategic planning**

Review and advise the Council:

- of the adequacy and effectiveness of the Council IP&R (Integrated Planning and Reporting) processes
- if appropriate reporting and monitoring mechanisms are in place to measure progress against objectives, and
- whether the Council is successfully implementing and achieving its IP&R objectives and strategies.

### **Service reviews and business improvement**

- Act as a forum for communication and monitoring of any audits conducted by external bodies and the implementation of corrective actions (for example, NSW government agencies, Commonwealth government agencies, insurance bodies)
- Review and advise the Council:
  - if Council has robust systems to set objectives and goals to determine and deliver appropriate levels of service to the community and business performance
  - if appropriate reporting and monitoring mechanisms are in place to measure service delivery to the community and overall performance, and
  - how the Council can improve its service delivery and the Council performance of its business and functions generally

### **Performance data and measurement**

Review and advise the Council:

- if Council has a robust system to determine appropriate performance indicators to measure the achievement of its strategic objectives
- if the performance indicators Council uses are effective, and
- of the adequacy of performance data collection and reporting

## **Conduct**

Independent committee members are required to comply with the Council's Code of Conduct and be held to the same ethical, behavioural and conduct standards as officials of the Council.

Complaints or breaches of Council's Code of Conduct by an independent committee member are to be dealt with in accordance with the Procedures for the Administration of the Model Code of Conduct for Local Councils in NSW. The Chief Executive Officer must consult with the Council before taking any disciplinary action against an independent committee member in response to a breach of the Council's Code of Conduct.

## **Conflicts of Interest**

Once a year, Committee members will provide written declarations to the Council stating that they do not have any conflicts of interest that would preclude them from being members of the Committee. Independent committee members are 'designated persons' and must also complete and submit returns of interest.

Committee members and observers must declare any pecuniary or non-pecuniary conflicts of interest that they have at the start of each meeting, before discussion of the relevant agenda item or issue, and when the issue arises. Where committee members and observers are deemed to have a pecuniary or a significant non-pecuniary conflict of interest, they are to remove themselves from Committee deliberations on the issue. Details of any conflicts of interest should also be appropriately minuted.

## **Standards**

Committee members are to conduct their work in accordance with the Global Internal Audit Standards issued by the Institute of Internal Auditors (so far as it applies to Internal Audit) and current Australian risk management standard, where applicable.

## **Workplans**

The work of the Committee is to be thoroughly planned and executed to ensure that all Council activities and functions are reviewed. The Committee must develop a strategic plan every four years to ensure that all matters listed in Schedule 1 are reviewed by the Committee and the internal audit function over each Council term. The strategic plan must be reviewed at least annually to ensure it remains appropriate.

The Committee may, in consultation with the Council, vary the strategic work plan at any time to address new or emerging risks. The Council may also, by resolution, request the Committee to approve a variation to the strategic work plan. However, any decision to vary the strategic work plan must be made by the Committee.

The Committee must also develop an annual workplan to guide its work, and the work of the Council's Internal Audit, over the forward year.

The Committee may, in consultation with the Council, vary the annual work plan to address new or emerging risks. The Council may also, by resolution, request the Committee to approve a variation to the annual work plan. However, any decision to vary the annual work plan must be made by the Committee.

When considering whether to vary the strategic or annual work plans, the Committee must consider the impact of the variation on the internal audit function's existing workload and the completion of pre-existing priorities and activities identified under the workplan.

## **Assurance Reporting**

The Committee must regularly report to the Council to ensure that the Council is kept informed of matters considered by the Committee and any emerging issues that may influence the strategic direction of the Council or the achievement of the Council's goals and objectives.

The Committee's advice and assessments may not be limited to consideration of information and reports provided by management and other stakeholders to the Committee

The Committee will provide an update to the Council and Chief Executive Officer of its activities and advice after every Committee meeting.

The Committee will provide an annual assessment to the Council and Chief Executive Officer each year on the Committee's work and its opinion on how Council is performing.

The Committee will provide a comprehensive assessment every council term of all the matters listed in Schedule 1 to the Council and Chief Executive officer.

The Committee may at any time report to the Council or Chief Executive Officer on any other matter it deems of sufficient importance to warrant their attention. The Mayor and Chair of the Committee may also meet at any time to discuss issues relating to the work of the Committee.

Should the Council require additional information, a request for the information may be made to the Chair by resolution. The Chair may only provide the information requested by the Council where the Chair is satisfied that it is reasonably necessary for the Council to receive the information for the purposes of performing its functions under the Local Government Act 1993.

## **Administrative arrangements**

### **Meetings**

The Committee will meet at least 4 times per year, including a special meeting to review the Council's financial statements if required.

The Committee can hold additional meetings when significant unexpected issues arise, or if the Chair is asked to hold an additional meeting by a committee member, the Chief Executive Officer or the Council.

Committee meetings can be held in person, by telephone or videoconference. Proxies are not permitted if a member is unable to attend a meeting.

A quorum will consist of a majority of independent voting members. Where the vote is tied, the Chair has the casting vote.

The Chair of the Committee will decide the agenda for each committee meeting. Each committee meeting is to be minuted to preserve a record of the issues considered and the actions and decisions taken by the Committee as outlined in the OLG Guidelines.

The Mayor, Chief Executive Officer and Executive Manager Corporate Governance and Risk (As Head of Internal Audit) should attend committee meetings as non-voting observers. The external auditor (or their representative) is to be invited to each committee meeting as an independent observer.

The Chair can request the Council's Chief Financial Officer, Risk and Internal Audit Manager, Executive Directors, any Councillors, any employee/contractor of the Council and any subject matter expert to attend committee meetings.

These individuals must attend and provide any information requested, where possible. Observers have no voting rights and can be excluded from a meeting by the Chair at any time.

The Committee can hold closed meetings whenever it needs to discuss confidential or sensitive issues with only voting members of the committee present.

The Committee must meet separately with both the head of the internal audit function and the Council's external auditor at least once per year.

### **Dispute Resolution**

Members of the Committee and the Council's management should maintain an effective working relationship and seek to resolve any differences they may have in an amicable and professional way via discussion and negotiation.

In the event of a disagreement between the Committee and the Chief Executive Officer or Directors, the dispute is to be resolved by the Council.

Unresolved disputes regarding compliance with statutory or other requirements are to be referred to the Secretary of the Department of Climate Change, Energy, the Environment and Water or the Department of Planning, Housing and Infrastructure in writing.

### **Secretariat**

The Chief Executive Officer will appoint a Council employee to provide secretariat support to the Committee. The secretariat will ensure the agenda for each meeting and supporting papers are circulated after approval from the Chair at least 7 days before the meeting and ensure that minutes of meetings are prepared and maintained. Minutes must be approved by the Chair and circulated to the ARIC.

### **Resignation and dismissal of members**

Where the Chair or a Committee member is unable to complete their term, or does not intend to seek reappointment after the expiry of their term, they should give 12 weeks' notice to the Chair and Council prior to their resignation to enable the Council to ensure a smooth transition to a new committee member.

The Council can terminate via resolution the engagement of any Chair or independent committee member before the expiry of their term where the individual has:

- breached the conditions of, or become ineligible under the OLG Guidelines.
- breached the council's Code of Conduct
- performed unsatisfactorily or not to expectations
- been declared bankrupt or found to be insolvent
- experienced an adverse change in business status
- been charged with a serious criminal offence
- been proven to be in a serious breach of their obligations under any legislation, or
- declared, or is found to be in, a position of a conflict of interest which is unresolvable.
- Experienced an adverse change in capacity or capability

### **Review Arrangements**

Self-assessment of the Committee's performance will be conducted annually and included in the annual ARIC and Internal Audit performance report.

At least once every council term the Council must conduct an external review of the effectiveness of the Committee. This may be included in the external quality assurance review of internal audit.

These terms of reference are to be reviewed annually by the Committee and once each council term by the Council. Any substantive changes are to be approved by the Council.

## **Code of Conduct**

Members of the Committee will:

- Comply with Councils Code of Conduct – Committee members must read and sign a declaration on the Code of Conduct following induction.
- Work collaboratively as part of the Committee;
- Work in an open and honest fashion, and with respect for each other;
- Understand that at all times it will be necessary to listen to and negotiate different points of view and perspectives, and to make compromises accordingly;
- Respect each other's opinions and consider the view of each member to be of equal importance;
- Refrain from any form of conduct that may cause a reasonable person unwarranted offence or embarrassment;
- Undertake to fairly present the discussion and information provided at the Committee to their local communities

## **Social Media**

Social Media refers to website and application platforms that are designed to allow people to share content. Committee members must adhere to copyright, privacy, defamation, contempt of court, discrimination, harassment and other applicable laws. Committee members must also comply with relevant Council policies including "Digital and Social Media Policy," and the Code of Conduct.

These policies outline guidance on rights and responsibilities in relation to social and digital media. They apply to Council officers, staff, committee members, contractors, volunteers, and other elected officials.

Abiding by these laws and policies reduces the user's exposure to security risks, litigation and reputational damage. Ask Council's Public Officer if you have concerns.